

# AVON PRODUCTS, INC.

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Revised as of January 26, 2006

### Purpose

The Nominating and Corporate Governance Committee is appointed by the Board of Directors to (1) identify individuals qualified to become Board members, consistent with criteria approved by the Board; (2) recommend to the Board the candidates for directorships to be filled by the Board and the director nominees to be proposed for election at the annual meeting of shareholders; (3) develop and recommend to the Board a set of corporate governance principles applicable to the Company; (4) monitor developments in corporate governance and make recommendations to the Board regarding changes in governance policies and practices; (5) review the Company's management succession plans, including the succession plans for the Chief Executive Officer and other senior officers, and oversee the evaluation of management; and (6) oversee the evaluation of the Board, including conducting an annual evaluation of the performance of the Board and Board committees.

### Committee Membership, Structure and Operations

The Committee shall be comprised of three or more members of the Board of Directors, each of whom is determined by the Board to be "independent" under the rules of the New York Stock Exchange. Additionally, none of the members of the Committee shall be a current or former employee of the Company.

The members and Chair of the Committee shall be appointed annually by the Board and shall serve until the member's successor is duly appointed or until the member's earlier resignation or removal. A member may be removed at any time by the Board, with or without cause.

The Committee shall meet at least three times annually or more frequently as circumstances dictate, and shall meet periodically in executive session. It has at all times direct access to any officer or employee of the Company. The Committee may at any time retain such outside advisors as the Committee deems appropriate to fulfill its responsibilities.

The Board may assign some or all of the Committee's responsibilities to another committee, provided that the committee is composed entirely of independent directors and has a published charter. The Committee may delegate responsibilities to a subcommittee comprised of one or more members of the Committee, *provided* that any actions taken shall be reported to the full Committee as soon as practicable, but in no event later than at the Committee's next meeting.

The Committee shall review and evaluate annually the performance of the Committee and its members, including review of the compliance by the Committee with this Charter.

The Committee shall also review and assess annually the adequacy of this charter and recommend to the Board any changes to the Charter deemed advisable by the Committee.

## **Responsibilities**

In performing its responsibilities, the Committee shall:

1. Review and recommend to the Board policies regarding the size and composition of the Board, qualifications and criteria for Board membership, and the compensation of non-employee directors;
2. Identify individuals qualified to become Board members and recommend to the Board prospective candidates for Board membership. In identifying candidates for membership on the Board, the Committee shall take into account all factors it considers appropriate, which may include professional experience, knowledge, integrity, independence, diversity of backgrounds and the extent to which the candidate would fill a present need on the Board;
3. Review and recommend to the Board the slate of director nominees to be proposed for election at annual meetings of shareholders and candidates to fill vacancies on the Board that occur between annual meetings of shareholders;
4. Review qualifications for Board committee membership, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as any other factors that the Committee deems relevant;
5. Recommend Board members to serve on committees of the Board and, where appropriate, make recommendations regarding removal of any member of any committee, periodic rotation of directors among the committees and limitations on service on any Board committee;
6. Review and recommend to the Board whether to accept or reject the resignation submitted by a Director receiving a greater number of votes “withheld” from his or her election than votes “for” his or her election in an uncontested election of directors (*i.e.*, an election where the only nominees are those recommended by the Board), as called for by the Company’s Corporate Governance Guidelines;
7. Review and recommend to the Board whether to accept or reject the resignation submitted by a Director for other reasons as set forth in the Company’s Corporate Governance Guidelines (*i.e.*, age or change in job or other professional responsibilities);
8. Review the structure and operations of the various Board committees, including their authority to delegate to subcommittees or assign responsibilities to other committees of the Board, and the reporting by the committees to the Board;
9. Recommend to the Board the appointment of a Director to preside at all executive sessions of the non-management members of the Board, review this appointment periodically, and establish procedures for interested persons to contact the Presiding Director or the non-management Directors as a group;

10. Develop and recommend to the Board a set of corporate governance guidelines, keep abreast of developments with regard to corporate governance and review the adequacy of the Company's corporate governance principles and practices on at least an annual basis;
11. Make recommendations to the Board, when appropriate, regarding the operations and procedures of the Board, such as meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings;
12. On at least an annual basis, review and recommend to the Board actions relating to the Company's management development and succession planning;
13. Establish and periodically review the policies and principles for the selection and performance review of the Chief Executive Officer, as well as policies regarding Chief Executive Officer succession in the event of an emergency or the retirement of the Chief Executive Officer;
14. Exercise the sole authority to retain and terminate any search firm or other consultant to be used to assist in identifying candidates to serve as Board members and reviewing the backgrounds and qualifications of candidates, including sole authority to approve any such firm's or consultant's fees and other terms of engagement;
15. Report regularly to the Board (i) following meetings of the Committee and (ii) with respect to such other matters or recommendations as the Committee deems appropriate in carrying out its duties; and
16. Oversee, at least annually, the evaluation of the performance of the Board and each Board Committee.