

**AMENDED AND RESTATED CHARTER  
OF THE  
GOVERNANCE & NOMINATING COMMITTEE  
OF THE BOARD OF DIRECTORS**

**PURPOSES:** The Governance & Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Church & Dwight Co., Inc. (the "Company") is appointed by, and generally acts on behalf of, the Board. The Committee's purposes shall be:

1. To aid in the governance of the Company.
2. To identify individuals qualified to serve as members of the Board and recommend to the Board the director nominees for the next annual meeting of shareholders.
3. To plan for the succession of the Chief Executive Officer.
4. To develop and recommend to the Board sound corporate governance principles; and
5. To oversee the evaluation of the Board and management.

**MEMBERSHIP:** The Committee shall consist of three or more members appointed by the Board, each of whom must be independent in accordance with the rules of the New York Stock Exchange. The Board shall designate the member who shall serve as the Chairperson of the Committee. The members of the Committee shall serve until their resignation, retirement, or removal by the Board or until their successors shall be appointed. No member of the Committee shall be removed except by majority vote of the independent directors of the full Board then in office.

**MEETINGS AND PROCEDURES:** The Committee shall hold no less than two regularly scheduled meetings each year, and such other meetings from time to time as the Committee may deem necessary or appropriate. A majority of the Committee members shall be present to constitute a quorum of the Committee. Where a quorum is present, a majority of the members in attendance shall decide any question brought before any meeting of the Committee. The Chairperson of the Committee or a majority of Committee members may call a special meeting of the Committee. The Committee will maintain minutes of meetings and report regularly to the Board of Directors on the Committee's activities.

The Committee may delegate specific tasks to its Chairperson or a sub-committee consisting of at least two Committee members, provided that no such delegation shall be permitted if the authority is required by law, rule, regulation or listing standard to be exercised by the Committee as a whole. The Committee shall have the authority at the Company's expense to retain and to terminate executive search firms, legal, accounting or other experts that the Committee deems necessary in the performance of its duties, including sole authority to approve the fees and other retention terms of any such advisors.

**DUTIES AND RESPONSIBILITIES:** The Committee is expected to carry out the following duties and responsibilities:

1. Establish criteria for the selection of new directors to serve on the Board.
2. Identify individuals qualified to become Board members and recommend to the Board nominees for the class of directors to be elected at the next annual meeting of shareholders and where applicable, to fill vacancies. The Committee shall recommend prospective directors as required to provide an appropriate balance of knowledge, experience and capability on the Board, reflecting the Board's criteria for selecting new directors. The Committee shall also evaluate and recommend to the Board those directors to be appointed to the various Board committees, including the periodic rotation of directors among the committees and persons recommended to serve as chairperson of each committee. The Committee shall establish director orientation and continuing education programs.
3. Consider questions of independence and possible conflicts of interest of members of the Board and executive officers.
4. Prepare and recommend to the Board a plan of succession for the Chief Executive Officer and for such other executive officers of the Company as the Board may direct. In its deliberations concerning succession of the Chief Executive Officer, the Committee shall include the members of the Compensation and Organization Committee.
5. Take a leadership role in shaping the governance of the Company. It shall develop and recommend to the Board, and periodically review, a written set of corporate governance principles applicable to the Company that are consistent with applicable legal and New York Stock Exchange requirements. The Committee shall make recommendations to the Board regarding corporate governance matters and practices including the effectiveness of the Board, its committees and individual directors. The Committee shall also consider matters relating to the retirement of directors, including term limits or age limitations.
6. Oversee periodic evaluations of the Board and management, including an annual evaluation of the performance of the Board and its committees. In evaluating the Board, the Committee shall consider the size and composition of the Board in light of the operating requirements of the Company and other relevant factors.
7. Regularly report to the Board of Directors. The Committee shall encourage free and open communication with the Board, any professional advisors it retains, the Chief Executive Officer, and other key officers as may be necessary in the normal course of business.
8. Review the adequacy of this charter annually and recommend to the Board, as appropriate, any amendments to the charter.
9. At least once a year the Committee shall assess its own performance and deliver a report to the Board setting forth the results of the evaluation.

**LAST AMENDED: JANUARY 26, 2005**