

**RUSS BERRIE AND COMPANY, INC.  
NOMINATING/GOVERNANCE COMMITTEE  
OF  
THE BOARD OF DIRECTORS  
CHARTER**

**Purpose**

The Nominating/Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”):(1) to identify individuals qualified to become Board members consistent with criteria approved by the Board, and to recommend that the Board select such director nominees for the next annual meeting of shareholders; (2) to develop and recommend to the Board a set of corporate governance principles applicable to the Company; (3) to oversee the evaluation of the Board and management; and (4) to recommend director nominees to the Board for each committee of the Board.

**Committee Membership**

The Committee shall consist of at least three members. All members of the Committee shall meet the independence requirements of the New York Stock Exchange, as such requirements are amended from time to time, and any other applicable regulatory requirements.

The members of the Committee shall be appointed by the Board at a meeting of the Board, and shall serve until their successors shall be duly elected and qualified. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. Committee members may be replaced by the Board at any time, with or without cause.

**Meetings**

The Committee shall meet as often as the Board or Committee deem necessary, however, no less than twice annually. All actions of the Committee shall require the affirmative vote of a majority of those members present at a meeting at which a quorum of the Committee, defined as a majority of the entire Committee, is present.

**Committee Authority and Responsibilities**

1. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify and/or evaluate director candidates and shall have sole authority to approve the search firm’s fees and other retention terms.
2. Develop and recommend to the Board criteria and procedures for selecting new directors, with reference to, among other things, applicable rules and regulations under the Securities Exchange Act of 1934, as amended, and the New York

Stock Exchange. Such criteria will be reviewed with the Board on an annual basis.

3. Develop procedures for the evaluation of the performance of incumbent directors.
4. The Committee shall actively seek individuals qualified to become Board members for recommendation to the Board and shall review candidates recommended by shareholders in accordance with published Company policy, in each case consistent with criteria approved by the Board.
5. The Committee shall conduct the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates, and recommend selected nominees for approval by the Board and the Company's shareholders.
6. The Committee shall seek comments from directors and report annually to the Board with an assessment of the performance of each of (i) the Board and (ii) management, to be discussed with the Board following the end of each fiscal year.
7. The Committee shall develop and recommend to the Board for its approval a set of corporate governance guidelines. The Committee shall annually review and reassess the adequacy of such guidelines and recommend any proposed changes to the Board for approval.
8. The Committee may form and delegate authority to subcommittees when appropriate.
9. The Committee shall make periodic reports to the Board, as the Committee deems appropriate.
10. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.
11. The Committee shall have the authority to retain such financial, legal or other advisors or consultants as it deems necessary or appropriate at the Company's expense.