

THE ESTÉE LAUDER COMPANIES INC.

Charter for Nominating and Board Affairs Committee

The Committee considers and makes recommendations to the full Board on the composition, practices, policies and procedures of the Board.

The Committee consists of three or more members of the Board. Appointments to the Committee, and any changes in membership, shall be made by the Board.

The Committee is responsible for developing the Company's Corporate Governance Guidelines for recommendation to the Board. The Committee periodically reviews the Corporate Governance Guidelines and recommends revisions when appropriate. The Committee considers corporate governance issues that arise from time to time, and develops appropriate recommendations for the Board regarding such matters.

The Committee establishes policies and principles for CEO succession. Under the Company's Corporate Governance Guidelines, the Committee is responsible for overseeing the Board's evaluation of the CEO and other members of senior management.

The Committee is responsible for establishing the criteria for, and reviewing the qualifications of, individuals to be nominated for election as members of the Board. Working with the Board, the Committee determines the appropriate characteristics, skills and experience for the Board as a whole and its individual members. The Committee determines, on an annual basis, the independence of the directors under the standards set forth in the Company's Corporate Governance Guidelines.

The Committee proposes candidates to fill vacancies on the Board that occur between annual meetings of the stockholders and recommends the class of nominees to be proposed by the Board for election at the annual meeting. In the event of the death or disability of the Chairman of the Board or the Chief Executive Officer, the Committee will convene as soon as possible to consider the issues of succession and make recommendations to the full Board. In the event a director tenders her/her resignation due to a material change in her/his occupation or business association, the Committee will recommend to the Board the action, if any, to be taken with respect to such resignation.

The Committee has the authority to retain such legal, financial and other advisors as it deems necessary or advisable, at Company expense. The Committee has the sole authority to retain, terminate and approve the terms of engagement and fees of any search firm to be used to identify director candidates.

The Committee establishes procedures and criteria for an annual self-evaluation by the Board of the effectiveness of the Board, its standing committees and its individual members. The Committee summarizes the results of the self-evaluation and reports them to the full Board.

The Committee periodically reviews the compensation of directors for service on the Board of Directors and the Committees of the Board, and considers appropriateness of such compensation in light of the practices at similar public corporations. The Committee recommends changes in compensation to the full Board, as appropriate.

Approved by the Board of Directors April 10, 2000

Accepted by the Committee May 4, 2000

Revisions proposed by the Committee October 9, 2001

Revisions approved by the Board of Directors February 26, 2002

Revisions proposed by the Committee August 14, 2003

Revisions approved by the Board of Directors September 30, 2003
Revisions proposed by Committee July 1, 2004

Revisions approved by the Board of Directors July 14, 2004