

February 9, 2012

**COLGATE-PALMOLIVE COMPANY
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**

CHARTER

Purpose

The Nominating and Corporate Governance Committee shall recommend to the Board qualified individuals to become Board members and develop, implement and monitor the Company's corporate governance principles. The Committee shall oversee the Board evaluation processes and make recommendations to the Board regarding director compensation.

Committee Membership

The Nominating and Corporate Governance Committee shall be appointed by the Board of Directors in accordance with the Company's By-Laws. The Committee shall consist of at least three directors, each of whom in the Board's judgment satisfies the independence requirements of the New York Stock Exchange and other applicable regulations.

Committee Responsibilities

The Nominating and Corporate Governance Committee shall have the following responsibilities to the Board of Directors:

- Recommend a Board structure, a Committee structure and Board and Committee practices (including the size of the Board, the number, function and size of Committees and the number of Board and Committee meetings).
- Review the leadership structure of the Board, including a periodic review of the Lead Director role and processes and a review of committee chair assignments and committee membership at least once every three years.
- Review and recommend the Committee charters.

- Establish Board member selection criteria and screen and recruit new Board members.
- Review director nominees proposed by stockholders and recommend the director nominees for the annual meeting of stockholders.
- Develop and recommend standards for determining director independence (i.e. whether a material relationship exists between the Company and a director) and consider questions of possible conflicts of interest of Directors.
- Review and recommend non-employee director compensation and benefit arrangements.
- Oversee the orientation of new Directors and assess the need for continuing education in governance developments.
- Monitor the Company's corporate governance practices and its relationships with its various constituencies and, from time to time, review the Company's Corporate Governance Guidelines.
- Review and make recommendations regarding stockholder proposals.
- Develop and recommend Board self-evaluation procedures (which may include the Board, its Committees or the directors) and oversee their implementation.
- From time to time when appropriate, review the participation and performance of each Director and make recommendations to the full Board as to his/her continuation as a Board member.
- Monitor changes in the professional status or employment of non-employee Directors and review proposed Director retirements and proposed Director memberships on other corporate boards of directors (as defined in the Board Guidelines on Significant Corporate Governance Issues).

Committee Structure and Operations

The Nominating and Corporate Governance Committee shall:

- meet at least three times each year and at such other times as it deems necessary to carry out its responsibilities,
- make regular reports of its proceedings to the Board, and
- on an annual basis, review its own performance.

The Nominating and Corporate Governance Committee shall have the authority to:

- form and delegate authority to subcommittees in its discretion, and
- retain search firms, independent counsel and other advisers, as it deems necessary or appropriate, to assist in the conduct of its duties, including the sole authority to approve the fees of any outside adviser.