

**CHARTER OF THE  
COMPENSATION & ORGANIZATION COMMITTEE  
OF THE BOARD OF DIRECTORS**

**PURPOSES:** The purposes of the Compensation & Organization Committee (the “Committee”) of the Board of Directors (the “Board”) of Church & Dwight Co., Inc. (the “Company”) shall be to:

1. Adopt and implement an effective total compensation program that supports the achievement of the overall goals of the Company by attracting, retaining and motivating talented executive management; and
2. Review and approve disclosure concerning executive compensation for inclusion in the Company’s annual proxy statement in accordance with the rules and regulations of the Securities and Exchange Commission (the “SEC”).

**MEMBERSHIP:** The Committee shall consist of three or more members of the Board. The Board shall appoint the Committee members and shall designate a Chairperson of the Committee based on recommendations from the Governance & Nominating Committee.

The Committee shall be composed entirely of “independent directors”. For purposes of this Charter, a director shall be deemed “independent” if he or she qualifies as (1) independent in accordance with the rules of the New York Stock Exchange (the “NYSE”), (2) an “outside director” in accordance with Section 162(m) of the Internal Revenue Code (“Section 162(m)”) and (3) a “non-employee director” in accordance with Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

The members of the Committee shall serve until their resignation, retirement or removal 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 Board then in office.

**MEETINGS AND PROCEDURES:** The Committee shall hold no less than four regularly scheduled meetings each year, and such other meetings from time to time as the Committee may deem necessary or appropriate, at such times and places as it deems necessary to fulfill its responsibilities. The Chairperson of the Committee or a majority of Committee members may call a special meeting of the Committee. 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 Committee may meet in person or by telephone conference call, and may act by unanimous written consent. The Committee will maintain minutes of meetings, report regularly to the Board on the Committee’s activities and make recommendations to the Board as appropriate. The Committee shall encourage free and open communication with the Board, any professional advisors it retains, the

internal human resources professionals of the Company, the Chief Executive Officer and other officers and employees as may be necessary in the normal course of business.

The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary; provided, however, that the Chief Executive Officer and any other officers shall not be present during voting or deliberations on their compensation.

The Committee may adopt such other procedures as it deems appropriate and necessary to carry out its duties and responsibilities.

**DELEGATION OF AUTHORITY:** The Committee may, by resolution, delegate its responsibilities, along with the authority to take action in relation to such responsibilities, 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 NYSE listing standard to be exercised by the Committee as a whole.

Subject to the preceding paragraph, the Committee may delegate to one or more executive officers the authority to make grants of equity-based compensation to eligible individuals (other than executive officers). Any executive officer to whom the Committee grants such authority shall regularly report to the Committee grants so made and the Committee may revoke any delegation of authority at any time.

**RETENTION OF ADVISERS:** The Committee shall have the sole authority to retain, at the Company's expense, and terminate compensation consultants, independent legal counsel and other advisers 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 advisers. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel and other adviser retained by the Committee; provided, however, that the foregoing shall not be construed:

- To require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, independent legal counsel or other adviser to the Committee; or
- To affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

The Company shall provide for appropriate funding, as determined by the Committee, in its capacity as the compensation committee of the Board, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee.

The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration the following factors, as well as any other factors identified by the SEC or NYSE listing standards:

- The provision of other services to the Company by the person or entity that employs the compensation consultant, legal counsel or other adviser;
- The amount of fees received from the Company by the person or entity that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person or entity that employs the compensation consultant, legal counsel or other adviser;
- The policies and procedures of the person or entity that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person or entity employing the adviser with an executive officer of the Company.

The Committee is required to conduct the foregoing assessment with respect to any compensation consultant, legal counsel or other adviser that provides advice to it. The Committee is not required to conduct the assessment with respect to (i) in-house legal counsel; and (ii) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice.

Nothing in this Charter requires a compensation consultant, legal counsel or other compensation adviser to be independent, only that the Committee consider the enumerated independence factors. The Committee may select or receive advice from any compensation adviser it prefers, including ones that are not independent, after considering the six independence factors outlined above.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

**DUTIES AND RESPONSIBILITIES:** The Committee shall have the following duties and responsibilities:

1. Oversee the design of executive compensation programs, policies and practices, giving appropriate consideration to all human resources, accounting, tax, securities law, and regulatory requirements.
2. Review and approve the adoption, termination and amendment of the Company's incentive compensation and equity-based plans, including where appropriate or required, to recommend such approval to the Board and stockholders of the Company.
3. Administer the Company's incentive compensation plans and equity-based plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan.
4. Review and approve the adoption, termination and amendment of the Company's health and welfare, benefit and retirement plans (including where appropriate or required, to recommend such approval to the Board and stockholders of the Company), in each case except to the extent that a duly authorized committee, which may include employees, has been delegated authority with respect thereto. The Committee shall appoint the members of and monitor the Retirement and Administrative Committee, which administers the Company's employee health and welfare, benefit and retirement plans.
5. Review and administer all plans that are intended to comply with Section 162(m).
6. Review and approve annually the corporate goals and objectives as they relate to the compensation of the Chief Executive Officer, evaluate at least annually the performance of the Chief Executive Officer in light of those goals and objectives, and establish the Chief Executive Officer's compensation, including salary, annual incentive plan targets and awards, stock awards and other compensation, based on this evaluation.<sup>z</sup> In determining the long-term incentive compensation for the Chief Executive Officer, the Committee may consider the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the Chief Executive Officer in past years.
7. Consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act ("say-on-pay") when evaluating and determining incentive compensation, equity-based plans and executive compensation, including the compensation of the Chief Executive Officer. The Committee will review and recommend to the Board for approval the frequency with which the

Company will conduct say-on-pay votes, taking into account the results of the most recent stockholder advisory vote on the frequency of say-on-pay votes.

8. Review and evaluate whether the Company's compensation policies and practices for its executive officers and other employees of the Company, and its affiliates, create risks that are reasonably likely to have a material adverse effect on the Company and determine whether to recommend to the Board the inclusion of additional disclosure in the Company's proxy statement regarding any such risk.
9. Review and approve annually corporate goals and objectives as they relate to the compensation of each of the executive officers elected by the Board (the "Elected Officers") other than the Chief Executive Officer, evaluate at least annually the performance of such Elected Officers in light of those goals and objectives, and establish the compensation of such Elected Officers, including salary, annual incentive plan targets and awards, stock awards and other compensation, based on this evaluation. The Committee shall confer with the Chief Executive Officer concerning the performance and compensation of such Elected Officers.
10. Review and approve the Company's peer companies and data sources for purposes of evaluating the Company's compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements, to the extent appropriate or desired.
11. Make recommendations to the Board regarding the development, selection, retention and dismissal of the Elected Officers. The Committee shall also review and make recommendations to the Board (or, in the case of the Chief Executive Officer, the independent directors of the Board then in office) regarding the terms of any of the Elected Officers' employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change of control, and any amendments or modifications thereto or termination thereof.
12. Review and recommend to the Board for approval stock ownership guidelines for the Elected Officers and monitor compliance with such guidelines.
13. Participate in the deliberations of the Governance & Nominating Committee with respect to succession planning for the Chief Executive Officer and for such other executive officers of the Company as the Board may direct.
14. Assist the Governance & Nominating Committee in its annual review of the compensation of the Company's independent directors and any other

non-employee directors and the principles upon which such compensation is determined. In this regard, the Committee will consider how the Company's director compensation practices compare with those of other similarly situated public companies.

15. Review and discuss with management the Company's annual Compensation Discussion and Analysis ("CD&A") required by the rules and regulations of the SEC and, based on the review and discussions, recommend to the Board whether the Compensation Discussion and Analysis should be included in the Company's annual proxy statement.
16. Prepare the report of the Committee on executive compensation for inclusion in the Company's annual proxy statement in accordance with the rules and regulations of the SEC.
17. Review the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval.
18. Assess, at least once a year, its own performance and deliver a report to the Board setting forth the results of the evaluation.
19. Perform such other duties and carry out such other responsibilities as are consistent with this Charter.

**REVISED February 1, 2017**