

**CHARTER
OF THE
GOVERNANCE & NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS**

PURPOSES: The purposes of the Governance & Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Church & Dwight Co., Inc. (the “Company”) shall be:

1. To take a leadership role in shaping the governance of the Company;
2. To identify individuals qualified to serve as members of the Board, consistent with the Board’s criteria for selecting new directors set forth in the Company’s Corporate Governance Guidelines, 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 guidelines; and
5. To oversee the evaluation of the Board and management.

MEMBERSHIP: The Committee shall consist of two 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 Committee. Each member of the Committee must be independent in accordance with the rules of the New York Stock Exchange. 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 two 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 and 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 Chief Executive Officer, and other key officers as may be necessary in the normal course of business.

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 delegate, by resolution, 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 New York Stock Exchange listing standard to be exercised by the Committee as a whole.

OUTSIDE ADVISERS: The Committee shall have the authority to retain, at the Company's expense, and to terminate director search firms, outside counsel or 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 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; provided, however, that the Committee may rely on the evaluation made by the Compensation & Organization Committee if the Committee and the Compensation & Organization Committee retain the same consultant.

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

1. Develop and periodically review, and recommend to the Board for its approval, criteria for the selection of new directors to serve on the Board.
2. Identify individuals qualified to become Board members consistent with the Board's criteria for selecting new directors set forth in the Company's Corporate Governance Guidelines. The Committee shall review and consider shareholder recommended candidates for nomination to the Board pursuant to the procedures set forth in the Company's Corporate Governance Guidelines and described in the Company's annual proxy statement.
3. 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, applying the Board's criteria for selecting new directors set forth in the Company's Corporate Governance Guidelines.
4. Review and make recommendations regarding stockholder proposals.
5. Review the Board's committee structure and evaluate and recommend to the Board 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.
6. Establish and periodically review director orientation and continuing education programs.
7. Consider questions of independence of members of the Board and possible conflicts of interest of members of the Board and executive officers in accordance with the Corporate Governance Guidelines.

8. Prepare and periodically review, and recommend to the Board, a succession plan 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 & Organization Committee.
9. Periodically review the Company's Corporate Governance Guidelines and recommend to the Board such changes as the Committee deems appropriate 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.
10. Consider matters relating to the tenure of directors, including term limits or age limitations.
11. 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.
12. Recommend to the Board whether to accept or reject a director's resignation, or take other action, if a director (a) fails to receive a majority of the votes cast as specified under the Company's by-laws and Corporate Governance Guidelines; (b) experiences a change in employment status or responsibility, as set forth in the Corporate Governance Guidelines; or (c) triggers the age limitation clause set forth in the Corporate Governance Guidelines.
13. Review periodically the compensation of the Company's independent directors and any other non-employee directors and the principles upon which such compensation is determined and to recommend any changes to the Board. In this regard, the Committee will consider how the Company's director compensation practices compare with those of other similarly situated public companies. As part of its review of such compensation and guiding principles, the Committee will consult with the Compensation & Organization Committee.
14. Review the adequacy of this charter annually and recommend to the Board, as appropriate, any amendments to the charter.
15. 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.

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