

February 5, 2009

**COLGATE-PALMOLIVE COMPANY  
PERSONNEL AND ORGANIZATION COMMITTEE**

**CHARTER**

**Purpose**

The Personnel and Organization Committee (the “P&O Committee”) shall oversee the personnel, compensation and organizational matters of the Company, taking action on its own or making recommendations to the Board of Directors as appropriate. The Committee shall discharge the Board’s responsibilities with respect to compensation of the Company’s executives and prepare an annual report on executive compensation for inclusion in the Company’s annual proxy statement.

**Committee Membership**

The P&O Committee shall be appointed by the Board of Directors in accordance with the Company’s by-laws. The Committee shall consist of at least four 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 – Compensation Matters**

The P&O Committee shall have the following responsibilities with respect to compensation matters:

- Review and, where appropriate, approve or recommend, the Company’s policies and programs for compensation and benefits, including executive compensation, with the aim of aligning such policies and programs with the Company’s annual and long-term goals and the interests of stockholders;
- Review and, where appropriate, approve or recommend, the Company’s incentive-compensation and equity-based plans, oversee their administration and discharge the duties of the Committee under such plans;
- Oversee regulatory compliance with respect to compensation matters, including overseeing the Company’s policies on structuring compensation programs to preserve tax deductibility, and, as and when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code;
- Establish performance measures and goals for annual and long-term performance-based incentives for executives and other incentive plan participants based on Company or business unit performance and approve aggregate incentive payments;
- Review the salary levels, annual bonuses and long-term awards recommended by management for corporate officers and other vice presidents of the Company;

- Make stock option and restricted stock awards pursuant to the Company's stock option and executive incentive compensation plans;
- Develop recommendations for the Board on compensation and benefit matters for the Chief Executive Officer of the Company, reviewing and approving corporate goals and objectives relevant to compensation of the CEO, evaluating the CEO's performance in light of these goals and objectives and setting the CEO's compensation based on this evaluation. The Committee shall solicit other independent directors' input in this process and, in determining the long-term incentive component of CEO compensation, shall consider, among other factors, the Company's performance and shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years;
- Engage one or more outside consultants from time to time to report directly to the Committee on the appropriateness of the Company's compensation and benefits policies, programs and practices for the Chief Executive Officer and other senior executives, including actual executive salary, bonus, stock and benefit levels.

### **Committee Responsibilities – Personnel and Organizational Matters**

The P&O Committee shall have the following responsibilities with respect to personnel and organizational matters:

- Review and, as appropriate, approve or recommend:
  - Chief Executive Officer and senior management succession planning, consulting with the Chief Executive Officer as appropriate;
  - recruitment and career development for key executives;
  - the election of corporate officers;
  - the Company's human resource policies and programs (including training programs and other people development initiatives);
  - the Company's labor relations policies; and
  - the organizational development of the Company;
- Review and oversee the administration of the Company's employee benefit plans and programs (including pension, 401(k) and other retirement plans);
- Review the Company's social responsibility programs and other public interest matters, including cultural diversity, equal opportunity, charitable giving and international human rights.

## **Committee Structure and Operations**

The P&O Committee shall:

- meet at least four 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 P&O Committee shall have the authority to:

- form and delegate authority to subcommittees in its discretion, and
- retain compensation consultants, 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 such outside adviser.