

Adopted January 13, 2009

**CHARTER  
OF THE  
CORPORATE GOVERNANCE COMMITTEE  
OF  
THE BOARD OF DIRECTORS  
OF  
HELEN OF TROY LIMITED**

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**Purpose**

The primary purpose of the committee is to have direct responsibility to assist the board in fulfilling its oversight responsibilities relating to the development, recommendation and assessment of corporate governance policies for the company and the evaluation and development of succession plans for all of the company's senior management.

**Composition**

*Membership.* The committee shall consist of at least two directors. The board shall designate a committee member as the chairperson of the committee, or if the board does not do so, the committee members shall appoint a committee member as chairperson by a majority vote of the authorized number of committee members.

*Appointment.* Subject to the requirements of the listing standards, the board may appoint and remove committee members in accordance with the company's bye-laws. Committee members shall serve for such terms as may be fixed by the board, and in any case at the will of the board whether or not a specific term is fixed.

**Duties and responsibilities**

*Corporate governance policies.* The committee shall have the authority to:

- Develop corporate governance policies and make recommendations to the board with respect to the adoption of corporate governance policies; and
- Periodically assess the effectiveness of the company's corporate governance policies in light of the applicable listing standards and laws.

*Succession plans and programs.* The committee shall have the authority to:

- Develop a succession plan and make recommendations to the board with respect to succession for the chief executive officer in the event of an emergency or the departure or retirement of such officer;
- Review and approve management's succession plan for the company's senior management (other than the chief executive officer); and
- Periodically evaluate the effectiveness of the company's succession plans for the company's senior management in light of the company's corporate goals, objectives and leadership needs. In its evaluation, the committee shall consider the skills, expertise and leadership that the company will need to compete in the marketplace and to respond to the company's challenges and opportunities.

*Management's role in succession planning.* In consultation with the committee, management shall develop the succession plans for the company's senior management (other than the chief executive officer) and for each division of the company.

*Other functions.* The committee may perform any other activities consistent with this charter, the company's corporate governance documents and applicable listing standards, laws and regulations as the committee or the board considers appropriate.

### **Meetings, reports and resources**

*Meetings.* The committee shall meet as often as it determines is necessary, but not less than annually. The committee may also hold special meetings or act by unanimous written consent as the committee may decide consistent with the company's bye-laws. The committee may meet in separate executive sessions with other directors, the chief executive officer and other company employees, agents or representatives invited by the committee.

*Procedures.* The committee may establish its own procedures, including the formation and delegation of authority to subcommittees, in a manner not inconsistent with this charter, the company's bye-laws and other corporate governance documents, applicable laws or regulations or the listing standards. The chairperson or majority of the committee members may call meetings of the committee. A majority of the authorized number of committee members shall constitute a quorum for the transaction of committee business, and the vote of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee, unless in either case a greater number is required by this charter, the bye-laws or the listing standards. The committee shall keep written minutes of its meetings and deliver copies of the minutes to the corporate secretary for inclusion in the corporate records.

*Reports.* The committee shall further report to the board on the major items covered by the committee at each committee meeting, and provide additional reports to the board as the committee may determine to be appropriate.

*Committee access and information.* The committee is at all times authorized to have direct, independent and confidential access to the company's other directors, management and personnel to carry out the committee's purposes. The committee is authorized to obtain at the company's expense reports on the design and implementation of corporate governance policies and succession plans for the company's directors, officers and employees and other data and documentation as the committee considers appropriate.

*Committee advisers and funding.* The committee shall have sole authority to retain at the company's expense and terminate any independent counsel or other advisers to the committee and to approve the related fees and other retention terms.