

Adopted January 13, 2009

**CHARTER
OF THE
NOMINATING COMMITTEE
OF
THE BOARD OF DIRECTORS
OF
HELEN OF TROY LIMITED**

Purposes

The primary purposes and responsibilities of the committee are to recommend to the board of directors the individuals qualified to serve on the company's board of directors (consistent with criteria that the board has approved) to be nominated for election at each annual meeting of shareholders and to fill vacancies on the board of directors and to oversee the evaluation of the board.

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.

Independence. All committee members shall be independent as defined in the NASDAQ Stock Market listing standards, as they may be amended from time to time (the "listing standards").

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.

Functions

Qualifications of directors. The committee shall periodically assess, develop and communicate with the full board concerning the appropriate criteria for nominating and appointing directors, including:

- the board's size and composition;
- corporate governance policies;
- applicable listing standards and laws;
- individual director performance, expertise, experience and willingness to serve actively;
- the number of other public and private company boards on which a director candidate serves;
- consideration of director nominees proposed or recommended by shareholders and related policies and procedures; and
- other appropriate factors.

Director nominees and vacancies. The committee shall recommend to the board of directors the individuals to be nominated for election as directors at each annual general meeting of shareholders and to fill vacancies on the board of directors, subject to legal rights, if any, of third parties to nominate or appoint directors.

Committee appointments. If and when requested periodically by the board, the committee shall identify and recommend to the board the appointees to be selected by the board for service on the committees of the board.

Board evaluation. The committee shall oversee an annual review of the performance of the full board.

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.

Annual performance review. The committee shall evaluate its own performance as a committee and this charter on an annual basis.

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 report its director nominees for the annual meeting of shareholders to the board at an appropriate time prior to preparation of the company's proxy statement for the annual meeting. The committee shall also report to the board annually the results of:

- an oversight review of the performance of the board of directors; and
- an annual review by the committee of its own performance.

The committee shall also 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. 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.

Committee advisers and funding. The committee shall have sole authority to retain at the company's expense and terminate any search firm used to identify director candidates, independent counsel or other advisers to the committee and to approve the related fees and other retention terms.