



THE COOPER COMPANIES, INC.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

I. Purpose

The purpose of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of The Cooper Companies, Inc. (the “Company”) is to oversee the development, implementation and maintenance of the corporate governance standards by which the Company conducts business. The Committee shall also identify individuals qualified to become Board members consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual meeting of shareholders, to develop and recommend to the Board a set of Corporate Governance Guidelines and to oversee the evaluation of the Board.

II. Composition

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC, subject to any available exception. Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. Procedures and Authority

1. *Conduct of Meetings.* The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.
2. *Resources.* The Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm’s fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.
3. *Reports to the Board.* The Committee shall report all material activities of the Committee to the Board from time to time, or when requested by the Board.
4. *Other Responsibilities.* In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, and the Company’s bylaws.

IV. Duties and Responsibilities

1. *Director Nominees.* The Committee will identify individuals qualified to become members of the Board. The Committee will ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently independent backgrounds who contribute to the mix of experience, qualifications and skills of the Board. The Committee will also recommend to the Board the nominees for election to the Board at the next annual meeting of shareholders.
2. *Criteria for Selecting Directors.* The Committee shall develop appropriate criteria for new directors and submit such criteria to the Board for its consideration. The criteria to be used by the Committee in recommending directors and by the Board in nominating directors shall be set forth in the Company's Corporate Governance Guidelines.
3. *Board Committee Structure, Membership and Succession.* The Committee will annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee. The Committee will also periodically review the Board's refreshment and succession planning and recommend any proposed changes to the Board for its consideration.
4. *Board Leadership Structure.* The Committee will periodically review the Board leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company and recommend any proposed changes to the Board for its consideration.
5. *Corporate Governance Guidelines.* The Committee will develop and recommend to the Board the Corporate Governance Guidelines. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such corporate governance guidelines and recommend any proposed changes to the Board for approval.
6. *Director Independence.* The Committee will monitor compliance with Board and committee membership criteria, including reviewing any notification by a director of his or her resignation or material changes in employment or of circumstances that may adversely reflect upon the director or the Company, in accordance with the Corporate Governance Guidelines.
7. *Director Education.* The Committee will develop and recommend to the Board a continuing education program for directors, including specific learning activities to further improve Board effectiveness.
8. *Board Evaluations.* The Committee will oversee the annual self-evaluations of the Board and its committees.
9. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the

Company's certificate of incorporation, bylaws, and the charters of the Company's other committees.

10. *Review of Code of Conduct.* The Committee shall periodically consider and discuss with management and the independent auditor the Company's Code of Conduct (the "Code"), the procedures in place to enforce the Code and the Company's compliance program and initiatives. The Committee shall also consider and discuss and, as appropriate, grant requested waivers from the Code brought to the attention of the Committee, provided that the Committee may defer any decision with respect to any waiver to the Board.
11. *Environmental and Social Matters.* The Committee will periodically review, and provide oversight with respect to, the Company's strategy, initiatives, policies and risks concerning environmental and social matters (with the Organization and Compensation Committee having primary responsibility for matters relating to human capital management).
12. *Committee Self-Evaluation.* The Committee shall perform an evaluation of the performance of the Committee at least annually.
13. *Review of this Charter.* The Committee shall periodically review and reassess this Charter and recommend any proposed changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.