

The Cooper Companies, Inc. Corporate Governance/Nominating Committee Charter

This Corporate Governance/Nominating Committee Charter was adopted by the Board of Directors (the "Board") of The Cooper Companies, Inc. (the "Company") on March 17, 2010 and revised on December 13, 2010.

Purpose

The Corporate Governance / Nominating Committee (the "Committee") of the Board is established by the Board to oversee the development, implementation and maintenance of the corporate governance standards by which the Company conducts business.

The Committee shall also oversee, on behalf of the Board, and recommend to the Board for approval:

- Identification of qualified candidates for nomination to Director positions;
- The selection of Director nominees for the next annual meeting of stockholders; and
- The selection of Director candidates to fill vacancies on the Board (including any vacancies created by an increase in the size of the Board).

The Committee will vigilantly monitor the results of such activities to assure that the Company continues to conduct business within the requirements of applicable laws, regulations, and the highest standards of corporate procedure.

Duties and Responsibilities

The Committee shall provide assistance to the Board in fulfilling its responsibilities by:

With respect to corporate governance:

1. Developing, and making recommendations to the Board regarding adoption and amendment of appropriate corporate governance guidelines and principles, (the "Corporate Governance Principles");
2. Examining compliance by the Directors and the executive officers with the Code of Business Conduct and Ethics, the Corporate Governance Principles and other governance policies adopted by the Board, including determination of appropriate penalties for non-compliance. The Committee shall have sole authority with respect to any requested waiver of the Code of Business Conduct and Ethics for any executive officer or Director, with the exception that waivers requested by any member of the Committee must be approved by the Board as a whole, and shall provide an appropriate description of any waiver granted, for disclosure to the Company's stockholders in accordance with the requirements set forth by the New York Stock Exchange;
3. Reviewing any actual or potential conflicts of interest between Directors or officers and the Company, and recommending appropriate measures to negate such conflicts;
4. Reviewing and approving or ratifying any transaction between the Company and a related person, which is required to be disclosed under the rules of the Securities and Exchange Commission. For purposes of this requirement, the terms "transaction" and "related person" have the meaning contained in Item 404 of Regulation S-K;

5. Establishing procedures to encourage officers, employees, and Directors to report violations of corporate governance standards or any illegal, unethical, or unauthorized behavior to the Committee; and
6. Retaining (with sole authority to do so) appropriate consultants to assist the Committee with evaluations of corporate governance standards and practices.

With respect to the Board and Committees of the Board:

1. Establishing standards for independence of Board members in compliance with the standards set forth by the Securities Exchange Commission and the New York Stock Exchange;
2. Recommending to the Board the membership composition, function and size of the Board and its Committees, and examining and recommending termination of individual Committee members to the Board as necessary (in accordance with the Company's Bylaws, Corporate Governance Principles, and this Charter and the Charters of the Corporation's other Committees) for cause or other appropriate reasons;
3. Reviewing proposed changes to the Company's charter or by-laws, or Board committee charters, and making recommendations to the Board;
4. Reviewing, at least annually, all Board committee charters for appropriateness and making recommendations to the Board and committees for revisions as necessary;
5. Overseeing, by providing criteria for and implementing the process of, the Board's annual review of its performance (including its composition and organization) and performance of Management;
6. Recommending Director retirement policies to the Board; and
7. Unless the Board has established an alternative committee pursuant to the Company's Corporate Governance Principles, deliberating and recommending to the Board whether to accept or not accept any previously tendered resignation of Directors who fail to receive the required vote for election or re-election or whether other action should be taken with respect to such Directors, in accordance with the Company's Corporate Governance Principles.

With respect to the identification and nomination of director candidates:

1. Developing the Company's overall philosophy in selection of Director nominees;
2. Developing appropriate criteria for new Company Directors in light of independence requirements and in relation to business and developmental goals, including desirable educational or employment background, expertise or special knowledge (with reference to experience complementary to other nominees and special skills related to expected business trends), industry experience and corporate affiliations;
3. Examining means to enhance the quality and independence of Director nominees and monitoring compliance with Board and Committee membership criteria;
4. Recommending to the Board, in compliance with the selection criteria as determined by the Committee in accordance with this Charter, nominees for election as Directors at the annual meeting of stockholders or for any vacancies on the Board (including any vacancies created by an increase in the size of the Board); *provided, however*, that if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate Directors (for example, preferred stock rights to elect Directors upon a dividend default, stockholder

agreements, and management agreements), then the selection and nomination of such Directors need not be subject to this process;

5. Determining the necessity or desirability of retaining a search firm for identification of Director candidates. The Committee will have sole authority to retain or terminate any search firm it considers necessary to the identification and recommendation of candidates, and shall have sole authority to approve the terms of retention and fees paid to such firm; and

In addition to these responsibilities, the Committee shall perform such other activities and make such other recommendations to the Board on such matters, within the scope of its functions and consistent with this Charter, as may come to its attention and which in its discretion warrant review, consideration or approval by the Board.

The Committee will conduct a review and reassessment of this Charter at least annually and will submit any recommended changes to the Board for its consideration. The Committee will evaluate its own performance on an annual basis, including its compliance with this Charter, and will provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

The Committee shall perform such other activities and make such other recommendations of the Board on such matters, within the scope of its functions and consistent with this Charter, as may come to its attention and which in its discretion warrant review, consideration or approval by the Board. The Chair of the Committee shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board.

Composition and Meetings

- The Committee will be comprised of at least three independent Directors as determined by the Board, all of whom shall satisfy the independence requirements of the New York Stock Exchange and all the applicable rules and regulations promulgated by the Securities and Exchange Commission.
- The members of the Committee will be appointed annually by the Board, taking into consideration the recommendation of the Committee, if any. Committee members may be removed from the Committee, with or without cause, by the Board taking into consideration any recommendation of the Committee.
- The Committee will elect a Committee Member to act in a leadership (Chair) capacity to ensure administrative efficiency and proper Committee processes and functioning.
- The Chair (or in his absence, a member designated by the Chair) will preside at all meetings of the Committee.
- The presence of two members will constitute a quorum; a majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee.
- The Committee may delegate to sub-committees, comprised solely of members of the Committee, any task within the Committee's authority.
- The Committee will act proactively in establishing its own goals, agendas, and planned meeting dates.
- The Committee will meet at such times as had previously been scheduled or determined by its Chair or upon the request of any two of its members.

- The Committee will keep a record of its meetings and report to the Board as appropriate.
- The Committee may meet by telephone or video conference and may take action by written consent.
- The Committee will prepare required and/or requested reports for the Board of Directors.

Disclosure of Charter and Corporate Governance Principles

This Charter and the Corporate Governance Principles shall be made available on the Company's website at <http://www.coopercos.com> and to any stockholder who otherwise requests a copy. The Company's Proxy Statement and Annual Report to Stockholders shall state the foregoing.

Factors for Consideration Regarding Nominee Qualifications

These factors represent points that the Nominating Committee and the Board of Directors consider to be important in considering the qualifications of a nominee for election to the Board. These factors are not binding requirements. Nominees are recommended to the Board at the discretion of the Committee, based on the Committee's obligation to present a slate of nominees whose qualifications align with the business and financial goals of the Corporation and which will keep the Board within the requirements of current corporate governance rules and regulations.

Background and Experience

- Does the Nominee exhibit strong personal integrity, character and ethics?
- Has the Nominee demonstrated a commitment to ethical business and accounting practices?
- Does the Nominee exhibit an understanding of and commitment to good governance practices?
- Does the Nominee demonstrate a solid understanding of the fiduciary duties expected of a Director?
- Does the Nominee have at least 20 years of business or professional experience?
- Does the Nominee have appropriate educational background?
- What industry is the Nominee currently employed in and what industries has the Nominee been employed with in the past?
- Does the Nominee have any special expertise or knowledge that would be of particular benefit or relevance to Cooper and its business goals?
- Does the Nominee have financial experience or expertise that would be appropriate for service on an Audit Committee?
- Are there other factors which make the Nominee particularly suited to or qualified for a Director position with Cooper?
- Are there any factors which would make the Nominee particularly unsuitable as a Director of Cooper regardless of other qualifications?

Membership on other boards

- Does the Nominee have previous experience as the Director of a corporation or other organization?
- Does the Nominee sit on the boards of more than three other publicly traded companies?
- Does the Nominee serve on the Audit or Compensation Committee of another publicly traded company?

Independence From Management

- Does the Nominee have an immediate family member who is, or has been within the past three years, an executive officer of Cooper?
- Does the Nominee receive, or have an immediate family member who received, within the past three years, more than \$100,000 per year in direct compensation from Cooper, other than Director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service)?
- Has the Nominee been affiliated with or employed, or have an immediate family member who has been affiliated with or employed in a professional capacity, within the past three years, by a present or former internal or external auditor of Cooper who is not "independent"?
- Has the Nominee been employed, or have an immediate family member who has been employed, within the past three years, as an executive officer of another company where any of Cooper's present executives serve on that company's compensation committee?
- Has the Nominee been an executive officer or an employee, or have an immediate family member who has been an executive officer, of a company that makes payments to, or receives payments from, Cooper for property or services in an amount which, in any single fiscal year, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues?