

The Cooper Companies, Inc.

Organization And Compensation Committee Charter

This Organization and Compensation Committee Charter was originally adopted by the Board of Directors (the “Board”) of The Cooper Companies, Inc. (the “Company”) on December 16, 2003. The Charter has been subsequently updated as needed; most recently in March 2014.

Purpose

The Organization and Compensation Committee (the “Committee”), on behalf of The Cooper Companies’ Board of Directors, oversees the corporate compensation policy. The Committee also recommends to the Board of Directors for approval: management development, succession planning, and management and director compensation programs to make certain that the Company is assured of current and future top-caliber leadership talent.

Duties and Responsibilities

On a regular basis, the Committee reviews, discusses, considers, recommends to the Board, and/or approves the following:

1. The Company’s overall compensation philosophy, supporting policies and procedures, and issues of internal equity between and amongst the Company’s executives;
2. Industry and peer group pay practices and the Company’s relative competitive pay positioning with respect to key executives’ base salaries, cash incentives, equity participation levels, benefits/perquisites, contractual, and severance arrangements;
3. The role of equity in executive compensation, and its potential dilutive effect on stockholder interests, as well as other stockholder concerns regarding executive compensation;
4. Whether the Board should issue equity awards to employees for a given fiscal year and the nature and gross amount of such awards. If the Board approves the nature and any gross amount of grants of equity to employees, then the Committee will determine the allocation of those grants amongst the business units and individually with respect to executive officers;
5. Whether the Board should adopt and/or amend stock ownership and retention guidelines for executive and/or for Directors.
6. Whether the Board should issue equity awards to Directors for a given fiscal year and the nature and amounts of such awards for directors;
7. Key executive performance and developmental progress and goals;
8. Director self-evaluation policies;
9. Executive organization, staffing plans and succession planning needs;

10. Governmental and regulatory developments (i.e., IRS, SEC, NYSE, FASB, etc.) and proposals which relate to the organization, management and compensation issues affecting the Company;
11. The Company's Compensation Discussion and Analysis as presented for inclusion in the Proxy Statement for the Annual Stockholder Meeting or the Form 10-K, as applicable. Such review to include a discussion with management of the material elements of executive compensation, presentation of the Committee's compensation policies and all matters required by SEC standards. The Committee, based upon its review and discussions, shall recommend to the Board whether or not the Compensation Discussion and Analysis shall be included in the Company's Proxy Statement or Form 10-K, as applicable;
12. The required annual report of the Committee to be included in the Company's Proxy Statement to stockholders;
13. The linkage between pay programs and the Company's operating budgets, business model, and strategic plan and direction;
14. The appropriate mix, balance, cost and corporate tax deductibility of all pay package elements;
15. Recommendations from management and opinions of outside advisors retained both by the Committee itself as well as by Management;
16. Current and emerging developments in the areas of corporate organization, compensation, and management and the need to bring such matters to the full Board of Directors for further review, consideration, and potential action;
17. The desirability of the Committee (with sole authority to do so) retaining appropriate consultants to assist the Committee with evaluations of CEO, executive officer, and Director compensation, with the Committee retaining the sole responsibility for the oversight of the work of such consultants as well as the sole authority to terminate them ;
18. A review and reassessment of this Charter, followed by recommended changes (if any) presented to the Board for its consideration; and
19. An evaluation of its own performance, including its compliance with this Charter, followed by reports to the Board which may include recommendations for changes in procedures or policies governing the Committee (if any).

Specific Purview and Approval Authority

The Committee will review, and its approval is required for:

- All aspects of direct and indirect compensation paid to the Company's executive officers as defined by Rule 3b-7 of the Securities Exchange Act of 1934, as amended;
- The allocation and terms and conditions of any equity grants to employees, from the total number of equity grants approved by the Board to be allocated by the Committee amongst the 16(b) reporting persons and the non-16(b) employees by operating unit;

- Cash compensation (both initial amounts and increases thereto) for Company employees whose annual targeted cash compensation is US\$500,000 or greater. For this purpose, “targeted cash compensation” shall include: 1) base salary; 2) target cash bonus under applicable incentive payment plans; and 3) any compensation provided outside the scope of standard company compensation practices including signing bonuses, relocation amounts beyond the scope of approved relocation policies, amounts paid for tax equalization purposes, and housing allowances;
- Any agreements providing for the payment of benefits following a change of control of the Company or severance following a termination of employment;
- The terms of management compensation plans; and
- The selection of companies to be utilized as a “peer group” for comparative purposes in making competitive compensation, benefits, and equity participation decisions.

The Committee will review the performance of the CEO, at least annually, and consider the CEO’s evaluation of his/her executive team.

Composition and Meetings

- The Committee will be comprised of at least three independent Directors, as determined by the Board, each of whom shall satisfy the independence requirements of the New York Stock Exchange and at least two shall be “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code, and non-employee directors within the meaning of the applicable rules and regulations promulgated by the SEC under Rule 16b-3.
- 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 Chairperson will preside, when present, at all meetings of the Committee.
- The presence of two members (who are outside directors) 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 Chairperson 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

This Charter 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.