

**COLGATE-PALMOLIVE COMPANY
FINANCE COMMITTEE**

CHARTER

Purpose

The Finance Committee shall assist the Board of Directors in its oversight of the financial plans, policies, practices and performance of the Company.

Committee Membership

The Finance Committee shall be appointed by the Board of Directors in accordance with the Company's by-laws. The Committee shall consist of at least three directors, a majority of whom in the Board's judgment satisfy the independence requirements of the New York Stock Exchange and other applicable regulations. The Chairman of the Committee shall be an independent director. Committee members may be removed from the Committee by the Board at any time, with or without cause, and any vacancies will be filled through appointment by the Board upon the recommendation of the Nominating, Governance and Corporate Responsibility Committee.

Committee Responsibilities

The Finance Committee shall have the following responsibilities:

- With respect to the oversight of the financial practices and policies of the Company, review and, as appropriate, approve or recommend the adoption of practices and policies pertaining to:
 - capital structure, including liquidity management
 - investment guidelines
 - borrowing limits and authorizations
 - financial risk management practices, including with respect to insurance, commodity risk and other commercial risk
 - procedures and controls with respect to derivatives, swaps, foreign exchange and hedging transactions
 - credit rating and debt/equity ratios
 - tax strategy, policies and planning
 - commercial banking and investment banking relationships;

- With respect to the oversight of the financial plans, performance and condition of the Company, review and, as appropriate, approve or recommend:
 - financial progress of the Company’s long term strategic plans
 - progress of the Company’s productivity initiatives
 - the annual capital and operating budgets of the Company and any amendments thereto
 - unbudgeted capital commitments and operating leases in excess of amounts to be determined by the Board;
- Recommend the dividend policy of the Company and the declaration of dividends;
- Review and recommend issuance, sale and repurchase authorizations for equity;
- Review and recommend acquisitions, divestitures, joint ventures and other transactions outside of the ordinary course of business in excess of amounts established by the Board;
- Periodically review the status and performance of acquisitions, divestitures, joint ventures, capital investments and other transactions outside of the ordinary course of business;
- Review the long-term debt and commercial paper strategy of the Company;
- Review and approve the Company’s decision to enter into derivatives transactions that are exempt from exchange-execution and clearing under “end-user exception” regulations established by the Commodity Futures Trading Commission and review and approve the Company’s policies governing the Company’s use of derivatives transactions subject to the end-user exception; and
- Review the investment strategy and performance of the Company’s retirement plan assets and any funding requirements of the Company’s retirement plans.

Committee Structure and Operations

The Finance Committee shall:

- meet at least four times each year and at such other times as it deems necessary to carry out its responsibilities,

- make regular reports of its proceedings to the Board, and
- on an annual basis, review its own performance.

The Finance Committee shall have the authority to:

- form and delegate authority to subcommittees in its discretion, and
- retain independent counsel and other advisers, as it deems necessary or appropriate, to assist in the conduct of its duties, including the sole authority to approve the fees and other retention terms of any such outside adviser.