



MEAD JOHNSON NUTRITION COMPANY
NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER

Purpose

The Nominating and Corporate Governance Committee (“Committee”) is appointed by and acts on behalf of the board of directors (“Board”) of Mead Johnson Nutrition Company (“Company”). It is responsible for (i) identifying individuals qualified to become Board members and recommending that the Board selects such individuals to be presented for stockholders’ approval at the annual meeting, (ii) making recommendations to the Board concerning committee appointments and (iii) developing, recommending and annually reviewing corporate governance guidelines for the Company and overseeing corporate governance matters.

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the sole authority to retain, set compensation for and terminate a search firm to be used to identify director candidates. In addition, the Committee shall have authority to obtain advice and assistance from other experts or consultants to advise the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisors employed by the Committee.

Composition

Subject to the exceptions set forth in the listing standards of the New York Stock Exchange (the “NYSE”), the Committee shall consist of three or more independent directors of the Company designated by the Chairman of the Board and approved by a majority of the full Board by resolution or resolutions. The members of the Committee shall meet the independence and experience requirements of the NYSE, Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (“Exchange Act”), and SEC rules and regulations.

The members of the Committee shall serve until such member’s successor is duly appointed and qualified or until such member’s resignation, retirement or removal by a majority vote of the Board.

The Board shall designate one member of the Committee to act as its chairperson.

The Committee may form and delegate authority to subcommittees when appropriate. The Committee shall maintain minutes or other records of its meetings and shall give regular reports to the Board on these meetings and such other matters as required by this Charter or as the Board shall from to time specify.

Meetings

The Committee shall meet in person or telephonically at least two times per year at such times and places determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. The chairperson, with input from the other members of the Committee and, where appropriate, management, shall set the agendas for Committee meetings. The Committee shall regularly report its activities and actions to the Board.

The Company's Secretary shall maintain minutes of the Committee meetings.

Responsibilities

The Committee shall:

- Identify qualified individuals to become Board members consistent with criteria approved by the Board.
- Consider and make recommendations to the Board concerning its composition, taking into account that the Board as a whole shall have competency in the following areas: (i) industry knowledge; (ii) accounting and finance; (iii) business judgment; (iv) management; (v) leadership; (vi) international markets; (vii) business strategy; and (viii) corporate governance.
- Develop and recommending to the Board the Company's corporate governance principles.
- Develop and recommend the criteria for Board membership, including desired skills and attributes.
- Consider, recruit and recommend candidates to fill new positions on the Board.
- Review Board candidates recommended by Board members, stockholders, management and others in accordance with criteria that the Board establishes.
- Consider the performance and suitability of incumbent directors in determining whether to nominate them for re-election.
- Recommend to the Board a slate of nominees for election or re-election to the Board at each annual meeting of stockholders.
- Recommend to the Board candidates to be appointed to the Board as necessary to fill vacancies in the Board of Directors and newly created directorships.
- Make recommendations to the Board with respect to determinations of director independence.

- Recommend to the Board a director retirement age.
- Evaluate and recommend to the Board the responsibilities of the Board committees, including the structure, operations and the authority to delegate to subcommittees.
- Evaluate and make recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board committee chairs.
- Recommend the desired ratio of employee directors to non-employee directors.
- Review the format, content and frequency of Board meetings and make recommendations for the improvement of such meetings.
- Review and recommend to the Board on an annual basis the compensation for non-employee directors.
- Consider questions of possible conflicts of interest of Board members and senior executives.
- Evaluate any Compensation Committee interlocks among Board members and executive officers.
- Annually review and assess the adequacy of the Company's corporate governance guidelines and recommend any changes to the Board for its approval and adoption.
- Monitor compliance by directors with the Company's stock ownership guidelines.
- Advise and make recommendations to the Board on corporate governance matters, to the extent these matters are not the responsibility of other committees.
- Consider matters relating to the Company's responsibilities as a global corporate citizen pertaining to corporate social responsibility and corporate public policy and the impact on the Company's employees and stockholders.
- Review and evaluate opportunities for Board members to engage in continuing education.
- Annually evaluate its own performance as well as oversee the annual self-evaluation of the Board and Board committees.
- Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval.
- Perform any other activities consistent with this Charter, or as the Committee or the Board deems necessary or appropriate.