



**MEAD JOHNSON NUTRITION COMPANY  
NUTRITION SCIENCE AND TECHNOLOGY  
COMMITTEE CHARTER**

**Purpose**

The Nutrition Science and Technology Committee (“Committee”) is appointed by and acts on behalf of the board of directors (“Board”) of Mead Johnson Nutrition Company (“Company”). The Committee is responsible for (i) interacting with and evaluating the performance of the Company’s internal R&D function and (ii) assisting the Board in its oversight of the Company’s (a) research and development (“R&D”) activities, including its compliance with applicable international and domestic regulations (b) medical and scientific risk management processes, and (c) reviewing the appropriateness of management’s processes for identifying, assessing, mitigating and monitoring quality and food safety risks.

The Committee’s responsibilities are principally of an oversight nature with management responsible for the Company’s R&D processes, activities and strategies, compliance with regulations and management of risk. As may be delegated by the Board, the Committee shall provide oversight with respect to any aspect of the Company’s R&D and quality programs, including its internal and external investments in R&D and quality.

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to consult outside advisors. The Committee shall have the sole authority to retain and to terminate such advisors, and to approve the advisors’ fees and other retention terms. The Company shall provide for appropriate funding as determined by the Committee, for payment of compensation to any advisors employed by the Committee.

**Composition**

The Committee shall consist of two or more non-employee directors of the Company recommended by the Nominating and Corporate Governance Committee and appointed by a majority of the full Board by resolution or resolutions. At least one member of the Committee shall (i) meet the independence requirements of applicable rules and regulations of the Securities and Exchange Commission and listing standards of the New York Stock Exchange and (ii) have medical, nutrition science or scientific research expertise.

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 twice 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. In addition, individual members of the Committee will have access as needed to the Company's Senior Vice President, Global Research and Development.

The Company's Secretary, or his or her designee, shall maintain minutes of the Committee meetings.

## **Responsibilities**

The Committee shall:

- Review, evaluate and advise the Board on the quality, direction and competitiveness of the Company's R&D programs.
- Review, evaluate and advise the Board on the Company's progress in executing its long-term R&D strategy.
- Review, evaluate and advise the Board on the Company's innovation strategy and portfolio.
- Review, evaluate and advise the Board on opportunities and threats as identified by the Company's innovation leadership team.
- Assist the Board with its oversight responsibility for enterprise risk management and regulatory compliance in areas relating to the Company's R&D.
- Review and evaluate the Company's quality and food safety processes. In this regard the Committee will:
  - review annually with the Chair of the Company's internal Quality Council and the head of the Company's supply chain the major quality and food safety risks.
  - assess the adequacy of assigned resources.
  - communicate major new quality and food safety risks to the Board.
  - assess the effectiveness of the Company's quality programs, and recommend improvements and investment needs, as necessary
  - provide for direct and regular access to the Committee by the Chair of the Company's internal Quality Council who will periodically report to the Committee on appropriate metrics to establish accountability and allow for ongoing monitoring and evaluation of the effectiveness of the Company's quality programs.
- Identify and discuss significant emerging trends and issues in science, technology, healthcare, nutrition and food safety and consider the potential impact of such trends and issues on the

Company.

- Review, evaluate and advise the Board on major investments, acquisitions and partnerships relating to nutrition science, technology and quality.
- Annually evaluate its performance.
- Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- Perform any other duties consistent with this Charter, or as the Committee or Board deems necessary or appropriate.