



MEAD JOHNSON NUTRITION COMPANY

RISK MANAGEMENT & COMPLIANCE COMMITTEE CHARTER

Purpose

The Risk Management & Compliance Committee (“Committee”) is appointed by and acts on behalf of the board of directors (“Board”) of Mead Johnson Nutrition Company (“Company”).

The purpose of the Committee is to provide oversight of the Company’s risk management and compliance programs. As such, the Committee will be responsible for review of the effectiveness of management’s processes for (a) identifying, assessing, mitigating and monitoring enterprise-wide risks and (b) implementation and administration of the Company’s ethical policies and programs, including the Standards of Business Conduct and Ethics.

The Committee will work closely with the Company’s Chief Risk & Compliance Officer (CRCO) who will make regular reports directly to the Committee on the status of the risk management and compliance programs and the emergence of significant issues. While the CRCO reports directly to the Chief Executive Officer, the CRCO will have unrestricted access to the Committee.

The Committee will approve the appointment of the CRCO and will be involved in, and if deemed appropriate by the Committee, approve any action to terminate or replace the CRCO.

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. The majority of the Committee shall be independent.

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, its activities generally, and such other matters as required by this Charter or as the Board shall from time to time specify.

Meetings

The Committee shall meet in person or telephonically as often as it deems necessary and at least four 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.

In addition, the Committee will hold separate executive sessions at least semi-annually with the CRCO and the General Counsel. The Committee may from time to time also deem it appropriate to hold separate sessions with other executives.

The Committee will collaborate with the other Board committees, and at least annually, meet with the Audit Committee to discuss matters of mutual interest within the context of each committee's respective responsibilities. The chairperson will also assume responsibility for promptly sharing with other committees information relevant to their specific oversight responsibilities.

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

Responsibilities

The Committee shall:

- Provide oversight of the Company's Enterprise Risk Management (ERM) process. In this regard the Committee will:
 - review annually with the CRCO the major risks to the enterprise and report to the Board for consideration when assessing the Company's strategic plan.
 - review quarterly updates to the Company's risk profile, risk mitigation plans, and risk monitoring process, including the appropriateness of risk ownership assignments
 - assess the adequacy of assigned resources.
 - communicate directly and promptly with the CRCO about major new risks
 - communicate promptly major new risks to the Board.
 - assess the effectiveness of the Company's ERM process, and recommend improvements, as necessary

- Provide oversight of the Company’s compliance program with respect to legal and regulatory requirements—locally and globally, including related internal policies and procedures. In this regard, the Committee will:
 - review implementation and execution by management of the Company’s ethical policies and programs, including the Standards of Business Conduct and Ethics, the adequacy of ongoing communication and training programs, and the status of individual employee certifications.
 - evaluate procedures for prompt and appropriate investigation of alleged violations and disciplinary actions.
 - assess the effectiveness of the Company’s compliance programs and policies, and recommend improvements, as necessary.
 - assess the adequacy of assigned resources.
 - provide for close coordination of the CRCO, General Counsel, CFO and General Auditor on significant compliance matters.
 - provide for direct and regular access to the Committee by the CRCO who will:
 - periodically report to the Committee on appropriate metrics to establish accountability and allows for ongoing monitoring and evaluation of the effectiveness of the Company’s compliance programs.
 - periodically report on significant investigations or allegations involving violations of the Company’s Standards of Business Conduct and Ethics and other matters raised through the Company’s compliance reporting mechanisms.
 - promptly report to the Committee any such matters that involve evidence of criminal conduct or violations by the Company’s officers.
 - communicate promptly significant compliance developments to the Board.
- Review with the CRCO emerging industry practices in risk management processes and legal and regulatory compliance programs—with a commitment to continuous improvement in the Company’s processes and programs.
- Perform any other duties consistent with this Charter, or as the Committee or Board deems necessary or appropriate.
- Review and reassess the adequacy of the Committee Charter on an annual basis and submit any recommended changes to the Board for consideration.
- Annually evaluate the Committee’s performance.