

# **Kimberly-Clark Corporation**

## **Nominating and Corporate Governance**

### **Committee Charter**

Adopted on November 12, 2002  
[As amended through November 13, 2013]

#### ***Organization***

This charter governs the operations of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall periodically review and reassess the adequacy of this charter and recommend any proposed changes of the charter to the Board for approval. The Nominating and Corporate Governance Committee, in consultation with the Chairman of the Board, shall recommend members for appointment to, and the Chairman of, the Nominating and Corporate Governance Committee to the Board for its approval. The Nominating and Corporate Governance Committee shall be comprised of at least three directors, each of whom is independent of management and the Corporation. The Nominating and Corporate Governance Committee shall maintain minutes of its meetings and report to the Board.

#### ***Policy***

The Nominating and Corporate Governance Committee shall (1) oversee the process by which individuals are nominated to become board members; (2) oversee matters of corporate governance, including advising the Board on matters of (A) board organization, membership and function; and (B) committee structure and membership; and (3) oversee matters relating to sustainability, corporate social responsibilities and corporate citizenship. The Nominating and Corporate Governance Committee shall have the authority to retain special legal, accounting or other consultants to advise the Nominating and Corporate Governance Committee and to assist it identifying suitable potential board nominees. The Nominating and Corporate Governance Committee may request any officer or employee of the Corporation or the Corporation's outside counsel to attend a meeting of the Nominating and Corporate Governance Committee or to meet with any members of, or consultants to, the Nominating and Corporate Governance Committee.

#### ***Responsibilities and Processes***

In carrying out its responsibilities, the Nominating and Corporate Governance Committee shall:

1. Establish criteria for selection of potential directors, taking into consideration the following desired attributes: leadership; independence; interpersonal skills; financial acumen; business experiences; industry knowledge; and diversity of viewpoints. The Committee will periodically assess the criteria to ensure they are consistent with best practices and the goals of the Corporation.
2. Identify individuals who satisfy the criteria for selection to the Board and, after consultation with the Chairman of the Board, make recommendations to the Board on new candidates for Board membership.

3. Receive and evaluate nominations for Board membership which are recommended by stockholders in accordance with the terms of the Corporation's By-Laws and applicable laws.
4. Oversee the process for conducting background checks on new candidates for Board membership, including the process of validating candidate credentials.
5. Review the qualifications, performance and independence of Board members pursuant to criteria and procedures established by the Committee and make recommendations whether they should stand for re-election.
6. Review related party transactions involving any director or nominee for director, any stockholder owning more than 5% of the Corporation's voting securities, or any of their immediate family members or related firms.
7. Receive from a director who has had a change in job responsibility or status an offer of resignation in accordance with the Corporation's Corporate Governance Policies and, as appropriate, make a recommendation to the Board of Directors on such offer of resignation following an evaluation of the director's performance and continuing qualifications.
8. Recommend to the Board the removal of a director where appropriate.
9. Recommend to the Board, a slate of nominees for the next annual meeting of stockholders.
10. Recruit, in consultation with the Chairman of the Board, those candidates for Board membership that are approved by the Board.
11. Oversee the orientation process for new directors.
12. Establish criteria for membership on the Board committees and, in consultation with the Chairman of the Board, make recommendations to the Board for appointments to and removal from committees.
13. Periodically review the Board's committee structure, committee operations, committee formations, and committee charters and make such recommendations to the Board as are determined to be consistent with best practices and the best interests of the Corporation.
14. Review and recommend policies with respect to composition, organization, processes, and practices of the Board, including policies with respect to the size of the Board; desired qualifications of directors; the types, function, size and membership of the Board committees; meetings of the Board (including executive sessions); and Board retirement and tenure policies.
15. Recommend to the Board standards for determining director independence consistent with the requirements of the NYSE and other applicable guidelines on best practices.
16. Periodically review director independence standards, established by the Board and recommend such changes in the standards as the Committee determines to be appropriate.
17. Develop and recommend to the Board, Corporate Governance Policies that are appropriate for the Corporation and are consistent with best practices and the best interests of the Corporation. The Committee periodically will review the Corporate Governance Policies and make recommendations for changes as in its judgment are appropriate.

18. Oversee the Corporation's positions on and policies in respect to significant stockholder relations issues, including all proposals submitted by stockholders for inclusion in the Corporation's proxy statement.
19. Periodically review the Corporation's Rights Plan Policy and the Corporation's hostile takeover defenses, and make recommendations to the Board for any changes the Committee determines to be appropriate.
20. Establish procedures for receipt of communications from stockholders and, as appropriate, recommend to the Board actions to be taken in response to such communications.
21. Identify and investigate emerging corporate governance issues and trends which may affect the Corporation.
22. Periodically review the Corporation's Board compensation practices and make recommendations for changes in compensation practices as the Committee determines to be appropriate and consistent with the Corporation's Corporate Governance Policies.
23. Review any proposed amendments to the Corporation's Certificate of Incorporation and By-Laws and recommend appropriate action to the Board.
24. To help ensure the continued independence of outside directors, establish processes and guidelines for the review of charitable donations by the Corporation or any foundation controlled by the Corporation to organizations or entities of which any member of the Board of Directors or an executive officer is affiliated.
25. Develop criteria for, and conduct an annual evaluation of the performance and effectiveness of the Nominating and Corporate Governance Committee and report the results of that evaluation to the Board.
26. Propose criteria for, and communicate the results of, an annual evaluation of the performance and effectiveness of the Board.
27. Review, in consultation with each Committee of the Board, each committee charter and each committee's process for conducting an annual evaluation of the performance and effectiveness of the committee.
28. Provide oversight of the Corporation's sustainability, corporate social responsibility and corporate citizenship matters and receive periodic reports from management on such programs and their effectiveness.
29. Have such other duties and responsibilities as may be assigned to the Nominating and Corporate Governance Committee, from time to time, by the Board and/or the Chairman of the Board.