

AVON PRODUCTS, INC.

AUDIT COMMITTEE CHARTER

Revised as of October 6, 2016

Purposes

The Audit Committee is appointed by the Board of Directors to assist the Board in fulfilling its responsibility to oversee (1) the integrity of the Company's financial statements, controls and disclosure; (2) the Company's compliance with legal and regulatory requirements; (3) the qualifications and independence of the Company's independent auditors; and (4) the performance of the Company's internal audit function and its independent auditors. The Audit Committee shall also prepare a report in the annual proxy statement in accordance with Item 407(d)(3)(i) of Regulation S-K under the rules and regulations of the Securities and Exchange Commission ("SEC").

The Audit Committee has the authority to conduct any investigation appropriate to fulfilling its purposes and responsibilities. It has at all times direct access to the independent auditors and to any officer or employee of the Company. The Committee also has the authority and responsibility to engage outside legal, accounting and other advisors, as it deems appropriate. Funding for any such outside advisors, for the compensation for any accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and for the ordinary administrative expenses of the Committee shall be determined by the Committee and paid by the Company.

Committee Membership

The Committee shall be comprised of three or more members of the Board of Directors, each of whom is determined by the Board of Directors to meet the independence and financial literacy requirements of the Sarbanes-Oxley Act of 2002, the SEC and the New York Stock Exchange, and each of whom also meets the qualifications for membership set forth in the Company's Corporate Governance Guidelines. Additionally, at least one member of the Committee shall qualify as a financial expert as defined by the Sarbanes-Oxley Act of 2002 and the SEC. None of the members of the Committee shall be a current or former employee of the Company.

The members and Chair of the Committee shall be appointed annually by the Board upon the recommendation of the Nominating and Corporate Governance Committee and shall serve until the member's successor is duly appointed or until the member's earlier resignation or removal. A member may be removed at any time by the Board, with or without cause.

Committee Structure and Operations

The Committee shall hold four regular meetings per year, plus additional meetings to review the Company's quarterly results and quarterly reports on Form 10-Q, and such further meetings as circumstances dictate.

The Audit Committee may delegate responsibilities to a subcommittee comprised of one or more members of the Committee, *provided* that any action taken, including with respect to pre-approving an audit service or a non-audit service or the fees corresponding thereto, shall be reported to the full Committee as soon as practicable, but in no event later than at the Committee's next meeting.

The Committee shall meet periodically in executive session, including separate executive sessions with the Company's management, the independent auditors and the Company's internal audit staff.

The Committee shall review and evaluate annually the performance of the Committee and its members, including review of the compliance by the Committee with this Charter.

The Committee shall also review and assess annually the adequacy of this Charter and recommend to the Nominating and Corporate Governance Committee and the Board any changes to the Charter deemed advisable by the Committee.

Committee Responsibilities

In performing its oversight responsibilities, the Committee shall:

Financial Statements and Disclosure

1. Review major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of, and overall compliance with, accounting and financial reporting requirements, principles, policies and procedures, and the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.
2. Meet to review and discuss with management and the independent auditors the Company's annual audited financial statements and other financial information, including review of the Company's specific disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A"), and recommend to the Board of Directors whether the audited financial statements should be included in the Company's annual report on Form 10-K.
3. Meet to review and discuss with management and the independent auditors the Company's financial statements and other financial information, including review of the Company's specific disclosures under MD&A, to be included in the Company's

- quarterly reports on Form 10-Q and the results of the review by the independent auditors of the quarterly financial statements.
4. Discuss generally with management the types of information to be disclosed in the Company's earnings press releases (including any use of pro forma or non-GAAP information) and the type of presentation to be made of that information.
 5. Discuss generally with management the nature of financial information and earnings guidance provided to securities analysts and to credit rating agencies.
 6. Prior to the filing of each quarterly report on Form 10-Q and the annual report on Form 10-K, review and discuss the following items with the independent auditors: (i) critical accounting policies and practices, (ii) alternative disclosures and treatments within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors, (iii) other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences, and (iv) any other matters required to be discussed by the auditing standards of the Public Company Accounting Oversight Board.
 7. Review the results of each audit or review performed by the independent auditors, including any material comments and recommendations on internal controls or accounting matters by the Company's independent auditors, any audit problems or difficulties encountered during the course of their audit work (including any restrictions on the scope of the independent auditors' activities or on access to requested information, and any significant disagreements with management), and the Company's responses thereto, and review any analyses prepared by management or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements.
 8. Obtain regularly from the independent auditors a list of all significant issues on which the national office of the independent auditors was consulted by the audit team of the independent auditors.

The Independent Auditors

9. Be directly responsible for the appointment, compensation, retention and oversight of the work (including review of the audit plan) of any accounting firm engaged (including resolution of disagreements between management and the accountants regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, each of which accounting firms shall report directly to the Committee.
10. Obtain and review, at least annually, a report by the independent auditors describing: (i) the firm's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control or peer review of the firm, or by any inquiry or

investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (iii) all relationships between the independent auditors and the Company. This evaluation by the Committee of the independent auditors' qualifications, performance and independence shall include the review and evaluation of the lead audit partner and other senior members of the independent auditor engagement team. The Committee shall also consider from time to time whether there should be rotation of the audit firm. The Committee shall present its conclusions with respect to the independent auditors to the Board of Directors.

11. Exercise sole authority to approve in advance all audit services and all corresponding fees and terms, in accordance with procedures established by the Committee in respect of such approvals.
12. Exercise sole authority to approve in advance all non-audit services to be provided by the Company's independent auditors that are permitted under applicable law and regulation, and all corresponding fees and terms, in accordance with procedures established by the Committee in respect of such approvals. In exercising this authority, the Committee shall consider whether the provision by the independent auditors of non-audit services to the Company is compatible with maintaining the independence of such auditors.
13. At least once a year, obtain from the independent auditors a formal written letter disclosing all relationships between the independent auditors and the Company (including their respective related entities) that might bear on the independence of the auditors and which confirms that, in the professional judgment of the independent auditors, they are independent of the Company within the meaning of the federal securities laws, and discuss with the independent auditors their independence, consistent with applicable requirements of the Public Company Accounting Oversight Board.
14. Set clear hiring policies for the Company's hiring of present and former employees of the independent auditors.

Internal Audit

15. Review and approve the internal audit plan and review any significant internal audit findings and management's responses thereto.
16. Review the responsibilities, budget, staffing and performance of the Company's internal audit function.
17. Review and approve the appointment or change in the senior Internal Audit employee who serves as the liaison to the Committee. The Chief Financial Officer will consult annually with the Committee Chair regarding the performance and remuneration of the senior Internal Audit employee.

Controls, Compliance and Risk Management

18. Review with management the Company's compliance with applicable laws and regulations, the violation of which could have a material adverse effect on the Company's consolidated financial statements.
19. Review with management and the independent auditors the Company's disclosure controls and procedures and its internal controls, including any major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of any material control deficiencies.
20. Review with management the Company's compliance and ethics program and receive reports from management at least annually on such program, including with respect to compliance by the Company's employees with the Company's code of conduct. Such oversight responsibilities shall include the following:
 - Review at least semi-annually with management matters relating to the Company's compliance with the FCPA, including any material violations that have been identified, FCPA Testing Program¹ results, any changing risk patterns, training matters, any necessary changes to the Company's global anti-corruption policy, and assessments of the effectiveness of the Company's internal controls and compliance function; and
 - Review at least annually with management and the independent auditors the effectiveness and adequacy of the Company's internal reporting procedures and controls, including FCPA compliance, and any significant or material weaknesses and steps taken or recommended to be taken to address them.

Upon its request, the Committee may have copies of all reports or reviews by the Company's Chief Ethics and Compliance Officer ("CECO") or his deputy, outside counsel, and the FCPA Testing Program, concerning the Company's compliance with its global anti-corruption policy; such reports or reviews consist of quarterly updates concerning the Company's global ethics and compliance program, quarterly internal audit updates, and regular updates on internal investigations.

21. Prior to the filing of each quarterly report on Form 10-Q and the annual report on Form 10-K, ensure that the Chief Executive Officer and the Chief Financial Officer have disclosed to the Committee and the independent auditors, based on the most recent evaluation by those officers, any significant deficiencies in the design or operation of the Company's internal controls over financial reporting which could adversely affect the Company's ability to record, process, summarize or report financial data, including identification for the independent auditors of any material weaknesses in the Company's internal controls, and of any fraud, whether or not

¹ Defined pursuant to the Stipulation of Compromise and Settlement dated as of January 22, 2016 (as approved by court order dated August 1, 2016), as the process conducted by Internal Audit, among other things, to monitor and evaluate a risk-based sample of interactions with non-U.S. government officials,

- material, involving management or other employees who have a significant role in internal controls over financial reporting.
22. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls or auditing matters, and for confidential, anonymous submission by employees of the Company regarding questionable accounting or auditing matters.
 23. Review, evaluate and, as appropriate, approve or ratify related person transactions as defined under applicable SEC rules.
 24. Oversee the Company's risk management practices, including oversight of the Company's risk management committee, and discuss with management periodically the Company's guidelines and policies that govern the process for risk assessment and management. For example, this discussion should include the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

Reports to the Board of Directors

25. Report regularly to the Board of Directors, which reports may include, in the Committee's judgment, any issues that may arise relating to the quality or integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the independence of the independent auditors and the performance of the independent auditors and of the internal audit function.

The basic function of the Audit Committee is oversight. The Company's management is responsible for preparing the Company's financial statements and its independent auditors are responsible for auditing those financial statements. Management is responsible for the fair presentation of the information set forth in such financial statements in conformity with generally accepted accounting principles, and for maintaining effective disclosure controls and procedures and an effective internal control structure. The independent auditors' responsibility is to provide their opinion, based on their audit, as to whether the financial statements fairly present, in all material respects, the financial position, results of operations and cash flows of Avon in conformity with generally accepted accounting principles and to design and perform their audit to provide reasonable assurance that the Company's financial statements are free of material misstatements. It is not the duty of the Audit Committee, or of any of its members, to conduct separate auditing or accounting reviews or provide independent assurance of the Company's compliance with applicable laws and regulations.