

ALBERTO-CULVER COMPANY GOVERNANCE GUIDELINES

(as adopted by the Board of Directors on October 28, 2004)

1. Director Qualifications

The Company shall have a majority of directors who meet the criteria for “independence” established by the New York Stock Exchange (“NYSE”). In order to qualify a director as independent, the Board of Directors shall affirmatively determine that the director has no material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company) and may adopt categorical standards to assist in making decisions of independence.

2. Selection of New Directors

Directors will be recommended by the Nominating/Governance Committee. Such Committee may consider the views of both the Chairman and Chief Executive Officer (“CEO”) in making recommendations.

3. Director Responsibilities

The basic responsibilities of directors are to exercise their business judgment and act in what they reasonably believe to be in the best interests of the Company and its stockholders. In discharging that obligation, a director is entitled to reasonably rely on the Company’s officers and the Company’s outside advisers and auditors.

Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. In addition, directors are expected to review in advance the meeting materials sent to them prior to each meeting.

Directors are expected to act ethically at all times and to adhere to the policies in the Company’s Compliance Policy Manual and Code of Business Conduct and Ethics.

4. Annual Performance Evaluation

The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. All directors are free to make suggestions on improvement of the Board’s practices at any time and are encouraged to do so.

The Nominating/Governance Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and characteristics of prospective Board members as well as the composition of the Board as a whole.

5. Director Compensation

The Board sets the level of compensation for directors based on the recommendation of the Compensation Committee. Directors who are also current employees of the Company shall not receive additional compensation for service as directors.

From time to time the Compensation Committee shall review the amount and form of compensation paid to directors, taking into account the compensation paid to directors of other companies in its industry and other U.S. companies of similar size. The Compensation Committee's review may be conducted with the assistance of outside compensation experts.

6. Director Access to Management and Independent Advisors

Board members have complete access to the Company's management and its independent advisors. The Board and each committee has the power to hire independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company.

7. Board Committees

The Board will have at all times an Audit Committee, Nominating/Governance Committee and Compensation Committee. All of the members of these committees will be independent directors under the criteria established by the New York Stock Exchange and the Securities and Exchange Commission. Members of the committees are recommended to the Board by the Nominating/Governance Committee. Committee members shall possess such skill and experience as is appropriate for the committee or committees on which they serve.

Each of the Audit, Nominating/Governance and Compensation Committees will have its own charter. The charters will set forth the purposes, operations and responsibilities of these committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations, and committee reporting to the Board.

8. Management Development and Succession Planning

The Board shall periodically discuss succession planning, which should include policies and principles for CEO selection and performance review, as well as policy regarding succession in the event of an emergency or the retirement of the CEO. As part of this review, the CEO will advise the Board as to the CEO's recommendation for a successor in the event of an emergency or the retirement of the CEO.

9. Director Orientation and Continuing Education

Each new nonmanagement director shall participate in the Company's orientation program following the new director's appointment or election to the Board. This orientation will include

presentations by management to familiarize new directors with the Company's strategic plans; its significant financial, accounting and risk management issues; its compliance programs; its Code of Business Conduct and Ethics and Governance Guidelines; its principal officers and its internal and independent auditors. Periodically, materials or briefing sessions will be provided to all directors on subjects which would assist them in discharging their duties.

10. Code of Business Conduct and Ethics

The Company shall adopt and disclose a code of ethics and business conduct for directors, officers and employees. The Board shall approve all waivers of the code for executive officers and directors and all such waivers shall be disclosed to stockholders.

11. Web Site Posting

These Governance Guidelines, the charters for the Audit, Nominating/Governance and Compensation Committees and the Company's Code of Ethics and Business Conduct shall each be posted on the Company's Web site.

12. Review and Amendment

The Nominating/Governance Committee shall periodically review and reassess the adequacy of these guidelines and recommend changes to the Board for approval. The Board reserves the right to amend these guidelines from time to time as it determines to be desirable or appropriate.