

## **Fortune Brands Home & Security, Inc.**

### **Nominating and Corporate Governance Committee Charter**

#### **Purpose**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to (i) provide recommendations to the Board of Directors (the “Board”) of Fortune Brands Home & Security, Inc. (the “Company”) with respect to the organization and function of the Board and its committees, (ii) recruit, identify and recommend potential director candidates and nominees to serve on the Board and its committees, (iii) review the qualifications and independence of members of the Board and its committees and recommend changes in the composition of the committees; (iv) develop a set of corporate governance principles, (v) oversee the process of the evaluation of the Board and management and (vi) review and advise management on matters relating to the Company’s responsibilities to its employees and the community.

#### **Membership**

The Committee shall be composed entirely of directors affirmatively determined by the Board to be independent (as defined in the New York Stock Exchange Listed Company Manual). A minimum of three Committee members shall be appointed by the Board. The Board shall have the sole authority to remove Committee members.

#### **Manner of Acting**

A majority of the members of the Committee shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting, at which a quorum is present, shall be the action of the Committee. The Committee may act by unanimous written consent of all of its members. The Committee shall keep a record of its actions and proceedings and report on such actions to the Board of Directors.

#### **Authority and Responsibilities**

The Committee shall have the authority to:

- Develop, periodically review and recommend to the Board for adoption, changes to the Company’s corporate governance framework, including the Company’s Articles of Incorporation and Bylaws;
- Develop, and recommend to the Board for adoption, corporate governance principles that foster an effective corporate governance environment, and include criteria and policies relating to independence, candidacy, service and tenure of directors and annually review and, if appropriate, recommend amendments to such principles;

- Review the organization, structure, size, charters, duties and powers of each Board and management committee according to Company objectives and governance principles, and recommend to the Board changes to such charters, duties, powers;
- Oversee the annual performance review process of the Board, its committees and management and the Chief Executive Officer;
- Review the format of Board meetings and meetings of its committees and make recommendations for the improvement of such meetings;
- Annually review the independence and qualifications of each director in accordance with New York Stock Exchange listing requirements and the Company's corporate governance principles;
- Identify, recruit, screen and interview individuals qualified to become Board members and consider any potential director candidates identified by management or stockholders, in the same manner as nominees identified by the Committee; provided, however, that with respect to those candidates recommended by stockholders, the recommending stockholder, in submitting the recommendation, has followed the procedures applicable to nomination of directors by stockholders set forth in the Company's charter and bylaws;
- Recommend candidates as nominees for election as members of the Board and recommend the re-election of nominees to a new term for each annual meeting of stockholders;
- In the event there is a vacancy on the Board, recommend candidates for appointment to the Board;
- Review and recommend changes to the composition of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee, or any other Board committee and designate a secretary and assistant secretary of each such committee;
- Appoint and make changes to the composition of any management committee;
- Periodically assess and recommend, if appropriate, changes to the Company's leadership structure by determining whether to combine or separate the roles of Chairman of the Board and Chief Executive Officer;
- Review stockholder proposals and evaluate whether it is in the best interests of the Company and its stockholders to adopt or reject such proposals and make such recommendation to the Board of Directors;
- Make recommendations to the Board regarding the level and composition of compensation for non-employee directors, including the compensation paid to the non-executive chairman;

- Oversee management's administration of any non-employee director equity plans of the Company;
- Grant awards (including but not limited to stock, stock options, restricted stock units and restricted stock awards) to non-employee directors under the Company's equity-based plans and authorize the issuance of stock upon exercise or payment of awards;
- Establish and periodically update the Company's director stock ownership guidelines and monitor directors' compliance with such guidelines;
- Review, discuss and monitor the Company's corporate social responsibility efforts, including its philanthropic activities, employee health and safety practices, employee diversity metrics and Company programs that promote diversity, global citizenship programs and overall corporate sustainability data measuring the global impact of Company operations on the environment;
- Assess and attempt to mitigate risks associated with the independence of the Board, potential conflicts of interest and the Company's corporate governance structure, as well as discuss with management the steps taken to manage risks associated with environmental, health and safety, diversity, philanthropy, global citizenship and sustainability;
- Develop recommendations to management to assist it in formulating and adopting policies, programs and practices concerning corporate responsibility issues;
- Report Committee actions to the Board on a regular basis and make such recommendations to the Board as deemed appropriate;
- Review this Charter annually and recommend changes to the Board for approval as necessary;
- Conduct annually a performance evaluation of the Committee, the results of which are reported to the Board; and
- Undertake such additional activities within the scope of its functions as the Committee may determine or as may otherwise be required by law, the Company's charter or bylaws or by directive of the Board.

The Committee shall have the sole authority to retain, at the Company's expense, and terminate any outside counsel, consultant or search firm used to advise the Committee or to identify director candidates, and the Committee shall have the sole authority to approve related fees and retention terms of such consultant or firm. The Company shall provide appropriate funding for the reasonable compensation of any such consultant or search firm as determined by the Committee.

The Committee may delegate any of its responsibilities to a subcommittee, so long as all of the members of the subcommittee meet the qualifications for membership on the Committee.

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