

Fortune Brands Home & Security, Inc.

Compensation Committee Charter

Purpose

The purpose of the Compensation Committee (the “Committee”) is to discharge the responsibilities of the Board of Directors (the “Board”) of Fortune Brands Home & Security, Inc. (the “Company”) relating to compensation of the Company’s executive officers. To attract and retain high quality leadership, the Committee endeavors to compensate the Company’s named executive officers (as defined in Regulation S-K Item 402(a)) and any executive officer of the Company as defined within the meaning of Section 16 of the Exchange Act (collectively the “Executive Officers”) in a manner that is consistent with competitive practices, individual and Company performance and the requirements of appropriate regulatory bodies.

Membership

The Committee shall be composed entirely of directors affirmatively determined by the Board to be independent as required by the New York Stock Exchange (“NYSE”) Listed Company Manual and Securities and Exchange Commission (“SEC”) regulations. 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’s primary responsibility is to appropriately compensate the Executive Officers in a manner consistent with competitive practices, performance and the requirements of the appropriate regulatory bodies in order to attract and retain high quality leadership. The Committee shall have the authority to:

- Approve the Company’s executive pay philosophy;
- Approve the compensation peer group used to develop benchmark data for setting compensation for the Company’s Executive Officers;
- Annually assess and attempt to mitigate risks associated with the Company’s compensation programs and practices;

- Annually review and approve total target compensation and performance goals for the chief executive officer in consultation with the independent directors;
- In consultation with the independent directors (as determined by the Board), evaluate the chief executive officer's performance in achieving these approved goals and set his or her compensation based on this evaluation;
- Set the total target compensation of the Executive Officers;
- Determine and award annual incentive compensation or other bonuses under any compensation plan to the Executive Officers;
- Recommend incentive compensation plans and equity-based plans for the Board's approval;
- Exercise all powers and authorities of the Board regarding any supplemental retirement, health or other benefit arrangements for eligible Executive Officers and oversee the administration of these arrangements;
- Oversee and monitor all perquisites provided to the Executive Officers;
- Exercise all powers and authorities of the Board regarding any long-term incentive or other equity-based plans of the Company, other than amending or terminating these plans or adopting any new long-term incentive or other equity-based plans;
- Grant awards (including but not limited to stock options, performance shares, restricted stock units and restricted stock awards) under the Company's equity-based plans, approve the terms and conditions of such awards and authorize the issuance of stock upon exercise, vesting or payment of awards;
- Establish performance goals in connection with annual incentive and long-term incentive compensation program;
- Establish and periodically update the Company's executive stock ownership guidelines and monitor management's compliance with such guidelines;
- Approve any compensation "clawback" provisions;
- Exercise all powers and authorities of the Board regarding compensation and severance agreements with any Executive Officers and oversee management's administration of these agreements;
- Select and retain, in its sole discretion, independent compensation consultants or other advisors, in accordance with Rule 10C-1, and NYSE listing standards, to assist in the evaluation of the Executive Officers' compensation and benefits and periodically assess the independence of such advisors pursuant to Rule 10C-1 and NYSE listing standards

and manage the compensation and oversight of the work of any such consultants and advisors;

- Review and evaluate any stockholder vote results relating to the Company's executive compensation;
- Review and discuss the Compensation Discussion and Analysis with management and produce an annual report on executive compensation for inclusion in the Company's annual proxy statement or annual report on Form 10-K in accordance with SEC disclosure regulations;
- 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 Company's Nominating and Corporate Governance Committee, 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 outside compensation consultants, independent legal counsel or other advisors to assist the Committee with its duties as it deems appropriate, and the Committee shall have the sole authority to approve related fees and retention terms of such consultants, counsel or other advisors. The Company shall provide appropriate funding for the reasonable compensation of any such compensation consultants, legal counsel or other advisors 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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