

Organizational Development & Compensation Committee Charter

The Board of Directors of Newell Rubbermaid Inc. (the "Company") has constituted and established an Organizational Development & Compensation Committee (the "Committee") with authority, responsibility and specific duties as described in this committee charter.

Purpose

The purpose of the Committee shall be to carry out the Board of Directors' overall responsibility relating to organizational development and executive and director compensation.

Composition

The Committee shall consist of a minimum of three, but not more than five, directors designated by the Board, each of whom shall be an "independent director" under the Company's Corporate Governance Guidelines and the rules of The New York Stock Exchange Inc. Members and the Chairperson will be chosen annually by the Board of Directors. Members may be removed or replaced at any time by action of the Board.

Principal Responsibilities

The responsibilities of the Committee shall include to:

1. Review the Company's executive compensation programs to ensure the attraction, retention and appropriate reward of executive officers, to motivate their performance in the achievement of the Company's business objectives, and to align the interest of executive officers with the long-term interests of the Company's stockholders.
2. Review and recommend to the independent directors for their approval, the CEO's annual compensation, including salary, bonus and equity and non-equity incentive compensation.
3. Review and approve, for the Company's executive officers other than the CEO, annual compensation for such officers, including salary, bonus and equity and non-equity incentive compensation, based on recommendations from the CEO.
4. Recommend to the independent directors for their approval, the initial compensation for any newly hired or promoted CEO.
5. Approve, based on recommendations from the CEO, the initial compensation for any newly hired or promoted executive officer.
6. Review the Company's equity and non-equity incentive compensation and other plans and recommend changes in such plans to the Board of Directors as needed. The Committee shall have and shall exercise all the authority of the Board of Directors with respect to the administration of such plans.
7. Review and approve grants and awards, and the terms and conditions thereof, under the Company's equity incentive based plans and the terms of, and review and approve awards under, other incentive compensation plans that the Company establishes for, or makes available to, the Company's officers and other employees. Recommend to the independent directors for their approval such grants and awards to be made to the CEO. The Committee shall review and set performance goals, as applicable, under the Company's equity and non-equity incentive compensation plans.
8. Review and recommend, to the independent members of the Board, annual performance objectives for the Company to be achieved by the CEO. This includes year end and periodic reviews of CEO performance to the annual objectives.
9. Approve any severance agreements, change of control agreements or similar agreements that are entered into between the Company and its executive officers other than the CEO.
10. Review and evaluate the pension, 401(k) and other benefit plans established by the Company for officers and other employees and approve recommendations of management regarding such plans.
11. Serve as a resource to the CEO in matters relating to succession planning, management development, talent utilization, and report to the Board, progress on the Company's Organizational Development activities. This includes succession

planning and training of all management levels.

12. Conduct an annual review and make recommendations to the Board on director compensation and compensation for the Chairman of the Board position.
13. Prepare a report on executive compensation for inclusion in the Company's annual proxy statement in accordance with applicable Securities and Exchange Commission ("SEC") rules and regulations.
14. Review and discuss with management the Compensation Discussion & Analysis (CD&A) required by the SEC and recommend to the Board that the CD&A be included in the Company's annual proxy statement.
15. Oversee the implementation and progress of the Company's Inclusion and Diversity initiatives.
16. Conduct an annual evaluation of the Committee's performance.
17. Discharge any other duty or responsibility assigned to the Committee by the Board.
18. At each Board meeting, report on the Committee's activities.

Resources and Authority

The Committee shall have the sole authority to select, retain and terminate the engagement of any consultant retained to assist the Committee in its evaluation of director, CEO or senior executive compensation and shall have the sole authority to approve the fees paid to the consultant and other terms of the engagement. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

Meetings

The Committee will meet a minimum of four times per year, coinciding with the four Board meetings. More meetings may be held as deemed necessary by the Chairperson. Meetings may take place in person or by teleconference, videoconference or other means of electronic communication permitted under Delaware law. A majority of the members of the Committee shall constitute a quorum for the transaction of business. Minutes of each meeting will be prepared by the Company's Vice President-Human Resources or such other person as may be designated by the Chairperson and will be circulated to the Board.

Delegation

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. In particular, the Committee may delegate the approval of certain matters to a subcommittee consisting solely of at least two members of the Committee who are (1) "non-employee directors" for the purposes of Rule 16b-3 of the Securities Exchange Act of 1934, as in effect from time to time, or (2) "outside directors" for the purposes of Section 162(m) of the Internal Revenue Code, as in effect from time to time. The Committee may also, in its discretion, delegate to such officer as it may determine its authority to approve grants and awards, and the terms and conditions thereof, under any of the Company's equity incentive based plans to the extent expressly so provided in such plan.