

**THE SCOTTS MIRACLE-GRO COMPANY  
INNOVATION AND TECHNOLOGY COMMITTEE CHARTER**

**Purpose:**

The purpose of the Innovation and Technology Committee (the “Committee”) of the Board of Directors (the “Board”) of The Scotts Miracle-Gro Company (the “Company”) is to assist the Board in its oversight of management’s activities and processes related to the development of the Company’s technology plans and commercial and technical innovation strategies, including the stewardship of its marketing and branding programs.

**Membership:**

The Committee generally shall consist of at least three members of the Board. The Board shall appoint the members of the Committee, one of whom shall be appointed by the Board as the Chairperson of the Committee, upon consideration of the recommendations of the Nominating and Governance Committee of the Board (the “Governance Committee”). The members and Chair of the Committee shall be appointed and removed by the Board acting on the recommendation of the Governance Committee. The Committee may designate its own Secretary, who may be a non-Committee member.

Members shall qualify for service on the Committee based primarily upon their ability to further the Committee’s purposes and to assist the Committee in meeting its duties and responsibilities.

**Meetings:**

It is anticipated that the Committee will meet as required to review relevant issues, generally in conjunction with the regularly scheduled meetings of the Board, and from time to time as otherwise required or appropriate. The Committee Chair, the Board Chair or any member of the Committee may call a meeting of the Committee. The Committee in its sole discretion may invite members of management and others to attend meetings and provide pertinent information.

The Committee Chair shall preside at meetings of the Committee and shall set the agenda for the meeting. A majority of the Committee members shall constitute a quorum for the transaction of business. To the extent permitted by the Company’s Articles of Incorporation and Code of Regulations, the Committee may also take action by unanimous written consent. The Committee shall prepare minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Committee.

**Duties and Responsibilities:**

The Committee has the following duties and responsibilities, in addition to any additional matters that may be referred to the Committee from time to time by the full Board or the Chairman of the Board:

1. Act in an advisory capacity to management in the development and evaluation of the Company's innovation projects and technology plans, and make recommendations to the Board with respect to technology and innovation-related projects and investments that require Board approval.
2. Assist the Board in its advice and counsel of management in its enhancement and stewardship of the Company's brands and development of a best practices innovation capability, including trend and consumer insight practices and their connection to the Company's technology pipeline, that enables it to create, develop, distribute, launch and sustain the growth of products and services in its current and anticipated categories and segments.
3. Act in an advisory capacity to assess the innovation and technology goals, strategies and action plans of the Company, which will be reviewed by the full Board.
4. Working in coordination with the Finance Committee, as appropriate, provide advice and counsel to management in its development and execution of the Company's innovation and technology capabilities and processes to ensure that they are aligned with the Company's strategic growth plans in the short-, mid-, and long-term, including potential partnerships, joint ventures, acquisitions and divestitures.
5. Provide guidance to the Board and management with regard to the Company's policies and practices with respect to corporate social responsibility, including stewardship and sustainability, particularly as they relate to the Company's existing and new product technologies and its marketing and branding programs.

**SubCommittees:**

The Committee may, in its discretion, designate, and delegate duties to, such subcommittees as it deems necessary or desirable.

**Assessments:**

In consultation with the Governance Committee, the Committee shall review and reassess the adequacy of this Charter and evaluate the Committee's performance no less frequently than annually. The Committee shall make any recommendations arising out of such review, reassessment, and evaluation to the Board.

**Resources and Authority:**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain and terminate counsel and other experts or consultants, including sole authority to approve the third party's fees and other

retention terms. In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company and may also request that any officer, employee or consultant of the Company, including the Company's outside counsel, meet with any members of, or consultants to, the Committee.

**Miscellaneous:**

Nothing in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purpose and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter is intended to be consistent with, and should be read in conjunction with, the Company's Corporate Governance Guidelines.