

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF SPECTRUM BRANDS HOLDINGS, INC.**

**ADOPTED AS OF JANUARY 28, 2016**

I. **PURPOSE OF THE COMMITTEE.** The purposes of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Spectrum Brands Holdings, Inc. (the "Corporation") shall be (i) to identify and to nominate to the Board individuals qualified to serve as directors of the Corporation pursuant to Section 3.4(B)(ii) of the By-laws; (ii) to identify and to recommend to the Board individuals qualified to serve on committees of the Board; (iii) to advise the Board with respect to the Board composition, procedures and committees; (iv) to develop and recommend to the Board a set of corporate governance principles applicable to the Corporation; and (v) to oversee the evaluation of the Board and the Corporation's management. Capitalized terms used but not otherwise defined in this charter (this "Charter") shall have the meanings ascribed to them in the By-laws.

II. **COMPOSITION OF THE COMMITTEE.** The Committee shall consist of such number of directors, as determined from time to time by the Board based upon the recommendations of the Committee. The members of the Committee shall not be required to meet the independence requirements of the New York Stock Exchange (the "NYSE") during any period in which the Corporation is a "controlled company" within the meaning of the NYSE's listing standards, unless the Board otherwise determines (pursuant to a validly adopted resolution of the Board) not to rely on the NYSE's "controlled company" exemption. If the Corporation ceases to be a "controlled company" or the Board determines not to rely on the NYSE's controlled company exemption, the members of the Committee shall meet the independence requirements of the NYSE within the periods required by the NYSE's phase-in rules applicable to companies who cease to be "controlled companies." Each member of the Committee shall otherwise be qualified to serve on the Committee pursuant to requirements that the Board deems appropriate.

The chairperson of the Committee shall be designated by the Board; provided, that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

Any vacancy on the Committee that results from a member's (or his or her successor's) resignation, removal from the Board or death shall be filled by the successor on the Board to such individual, or, if there is no successor or the vacancy results from another reason, by a majority of the Committee then in office or by the sole, remaining member of the Committee.

No member of the Committee shall be removed except by majority vote of the Board.

III. **MEETINGS AND PROCEDURES OF THE COMMITTEE.** The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than two times annually, unless the Committee determines that fewer meetings are required in a particular year. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

A majority of the members of the Committee present in person or by means of web-based, video or audio conferencing equipment or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. The vote of a majority of the members of the Committee present at any meeting at which there is a quorum shall be the act of the Committee. Unless otherwise restricted by the By-laws, any action required or permitted to be taken at any meeting may be taken without a meeting if all members of the Committee consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the Committee.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

#### IV. **DUTIES AND RESPONSIBILITIES OF THE COMMITTEE.**

A. **Board Candidates and Nominees.** The Committee shall have the following duties and responsibilities with respect to Board candidates and nominees to fill positions on the Board pursuant to Section 3.4 (B)(ii) of the By-laws:

i. To assist in identifying, recruiting and, if appropriate, interviewing candidates (“Director Candidates”) to fill positions on the Board, including persons suggested by stockholders or others. The Committee may, if it deems appropriate, establish procedures to be followed by stockholders in submitting recommendations for such Director Candidates.

ii. To review the background and qualifications of individuals being considered as Director Candidates. Among the qualifications considered in the selection of Director Candidates, the Committee shall look at the following attributes and criteria of Director Candidates: experience, skills, expertise, diversity, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, conflicts of interest and such other relevant factors that the Committee considers appropriate in the context of the needs of the Board.

iii. To nominate persons for election to the Board pursuant to Section 3.4(B)(ii) of the By-laws, such nominations to be made by written notice delivered personally or mailed to and received at the office of the Corporation.

iv. To review the suitability for continued service as a director of each Board member nominated by the Committee when his or her term expires and when he or she has a change in status, including, but not limited to, an employment change, and to determine whether or not to re-nominate such director.

B. **Board Composition and Procedures.** The Committee shall have the following duties and responsibilities with respect to the composition and procedures of the Board as a whole:

i. To review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole.

ii. To review periodically the size of the Board and to recommend to the Board any appropriate changes.

iii. To make recommendations on the frequency and structure of Board meetings.

iv. To make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Corporation rule, guideline, procedure or corporate governance principle.

C. Board Committees. The Committee shall have the following duties and responsibilities with respect to the committee structure of the Board:

i. After consultation with the Chairman and Chief Executive Officer and after taking into account the experiences and expertise of individual directors, to make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of any such committee, including the Committee, and to recommend individual directors to fill any vacancy that might occur on any such committee, including the Committee.

ii. To monitor the functioning of the committees of the Board and to make recommendations for any changes, including the creation and elimination of committees.

iii. To review annually committee assignments and the policy with respect to the rotation of committee memberships and/or chairpersonships, and to report any recommendations to the Board.

iv. To recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make or approve such a recommendation at any time.

D. Corporate Governance. The Committee shall have the following duties and responsibilities with respect to corporate governance:

i. To develop and recommend to the Board a set of corporate governance principles and to review periodically, and at least annually, the corporate governance principles adopted by the Board to assure that they are appropriate for the Corporation, and to recommend any desirable changes to the Board.

ii. To consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.

V. EVALUATION OF THE BOARD AND MANAGEMENT. The Committee shall be responsible for overseeing the evaluation of the Board and of the Corporation's management, each as a whole, and shall evaluate and report to the Board on the performance and effectiveness of the Board and of the Corporation's management. The Committee shall establish procedures to allow it to exercise these oversight functions.

VI. **DELEGATION OF AUTHORITY.** The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided, further, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole. Any such subcommittee must have a published Committee Charter.

VII. **EVALUATION OF THE COMMITTEE.** The Committee shall, on an annual basis, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Corporation's or the Board's policies or procedures.

VIII. **INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS.** The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Corporation's expense, such independent counsel or other consultants or advisers as it deems necessary. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify Director Candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Corporation.

The foregoing responsibilities and duties set forth in this Charter should serve as a guide only, with the express understanding that the Committee may carry out additional responsibilities and duties and adopt additional policies and procedures as may be necessary in light of any changing business, legislative, regulatory, legal or other conditions.