

## **STANLEY BLACK & DECKER, INC.**

### **FINANCE AND PENSION COMMITTEE CHARTER**

#### **Purpose**

The Finance and Pension Committee is appointed by the Board (1) to advise senior management and the Board in major areas concerning the finances of the Corporation, (2) to review management's administration of the Corporation's defined contribution plans, defined benefit plans, savings plans, stock ownership plans and similar retirement plans (collectively, "retirement plans"), and (3) to approve amendments to the retirement plans and related trusts.

#### **Committee Membership**

The Finance and Pension Committee shall consist of no fewer than three members. The members of the Finance and Pension Committee shall meet the independence requirements of the New York Stock Exchange. The members of the Finance and Pension Committee shall be appointed by the Board on the recommendation of the Corporate Governance Committee. Finance and Pension Committee members may be replaced by the Board.

#### **Committee Authority and Responsibilities**

1. The Finance and Pension Committee shall analyze and advise the Board on fundamental corporate changes in capital structure (both debt and equity).
2. The Finance and Pension Committee shall review the capital structure of the Corporation and make recommendations to the Board with respect to management proposals concerning financing, purchases of treasury stock, investments, and dividend actions.
3. The Finance and Pension Committee shall advise and assist in matters such as short-term investments, credit liabilities, financings, interest rate hedges, swaps and other similar transactions.
4. The Finance and Pension Committee shall review periodically management's administration of the Corporation's retirement plans. In connection therewith, it shall periodically (a) be advised by management of the investment policies implemented for the retirement plans, (b) be informed by management of the contributions made by the Corporation to the retirement plans, and (c) be informed by management of its decisions regarding the appointment and removal of trustees, investment managers, and investment funds for the retirement plans. The Finance and Pension Committee shall approve amendments to the retirement plans and related trusts.
5. The Finance and Pension Committee shall also have authority to obtain advice and assistance from internal or external legal, actuarial, accounting, investment or other advisors.

6. The Finance and Pension Committee may form and delegate authority to subcommittees when appropriate. In addition, the Finance and Pension Committee may delegate authority to employees of the Corporation.
7. The Finance and Pension Committee shall make regular reports to the Board.
8. The Finance and Pension Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Finance and Pension Committee shall annually review its own performance.
9. The Finance and Pension Committee, no less than annually, shall review and approve the decision of the Corporation to elect to use the end-user exception with respect to swaps that are subject to mandatory clearing and mandatory exchange-trading, as is required by the Commodity Exchange Act and the regulations of the U.S. Commodity Futures Trading Commission. In connection therewith, the Finance and Pension Committee, no less than annually, also shall review and approve the Corporation's policies governing the use of the end-user exception.

July 23, 2015