

# Fortune Brands Home & Security, Inc.

## Executive Committee Charter

### **Purpose**

The purpose of the Executive Committee (the “Committee”) is to discharge certain responsibilities of the Board of Directors (the “Board”) and to act in lieu of the full Board when necessary.

### **Membership**

The Committee shall be composed of at least three directors, one of which shall be the Chairman of the Board. The members shall be appointed and removed by the Board.

### **Quorum**

A majority 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 to the Board at its next meeting.

### **Authority and Responsibilities**

The Committee shall have all of the powers and authority of the Board, except that the Committee shall not have power and authority to take the following actions:

- Amend the Certificate of Incorporation (except that the Committee may fix the designations and any of the preferences or rights of Company securities relating to dividends, redemption, dissolution, distribution of Company assets, or the conversion into, or the exchange of such shares for, shares of any other class or classes or any other series of the same or any other class or classes of stock of the Company or fix the number of shares of any series of stock or authorize the increase or decrease of the shares of any series);
- Adopt an agreement of merger or consolidation of the Company;
- Recommend to stockholders any action that requires stockholders’ approval;
- Make, amend or repeal any By-law;
- Elect or appoint any director or remove any officer or director;
- Amend or repeal any resolution adopted by the Board, unless expressly provided for by the entire Board;
- Fix compensation of the directors for serving on the Board or any committee; and
- Unless expressly provided for by the entire Board, declare a dividend, authorize the issuance of stock, or adopt a certificate of ownership and merger.

The Committee shall report any actions it takes to the Board at the board meeting following such action.