

COMPENSATION & HUMAN CAPITAL COMMITTEE

The Board of Directors (the “Board”) of Newell Brands Inc. (the “Company”) has constituted and established a Compensation & Human Capital 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’s overall responsibility relating to human capital and executive and director compensation.

Composition

The Committee shall consist of a minimum of three 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 Nasdaq Stock Market (“NASDAQ”) and independent for purposes of compensation committee membership under the rule of NASDAQ. Members and the Chairperson will be chosen annually by the Board. 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. Annually review and approve the corporate goals and objectives applicable to the compensation of the chief executive officer (“CEO”), evaluate at least annually the CEO’s performance in light of those goals and objectives, and review and approve the CEO’s annual compensation, including salary, bonus and equity and non-equity incentive compensation, based on this evaluation. The CEO cannot be present during any voting or deliberation by the Committee on his or her 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. Approve, based on recommendations from the CEO, the initial compensation for any newly hired or promoted executive officer.
5. Review the Company’s equity and non-equity incentive compensation and other plans and recommend changes in such plans to the Board as needed. The Committee shall have and shall exercise all the authority of the Board with respect to the administration of such plans.
6. Review and approve grants and awards, and the terms and conditions thereof, under the Company’s equity incentive-based plans, 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. The Committee shall review and set

performance goals, as applicable, under the Company's equity and non-equity incentive compensation plans.

7. Approve any severance agreements, change of control agreements or similar agreements that are entered into between the Company and its executive officers.
8. 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.
9. Oversee the development, implementation, and effectiveness of the Company's compensation strategies and policies regarding human capital and talent management.
10. Oversee an annual review and make recommendations to the Board on director compensation and compensation for the Chairman of the Board position.
11. Ensure that a report on executive compensation is prepared for inclusion in the Company's annual proxy statement in accordance with applicable U.S. Securities and Exchange Commission ("SEC") rules and regulations.
12. 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.
13. Review the risks associated with the Company's human capital and compensation policies and practices, including pay assessments and an annual review of the Company's risk assessment of its compensation policies and practices for its employees.
14. Conduct an annual review of the adequacy of this Charter.
15. Discharge any other duty or responsibility assigned to the Committee by the Board.
16. At each Board meeting, report on the Committee's activities.

Resources and Authority

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee. The Committee may select a compensation consultant, legal counsel or other adviser to the Committee, other than in-house counsel, only after taking into consideration all factors relevant to that person's independence from management. Such an assessment shall be made at least annually. The Committee will not be required to implement or act consistently with the advice or recommendation of its compensation consultant, legal counsel or other advisor, and the authority granted in this charter will not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

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 Chief Legal Officer 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 "non-employee directors" for the purposes of Rule 16b-3 of the Securities Exchange Act of 1934, as in effect from time to time. The Committee may also, in its discretion, delegate to any 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 and other incentive-based plans to the extent expressly so provided in such plan.