

Newell Brands Inc.
Finance Committee Charter
August 12, 2014

Purpose

The purpose of the Newell Brands Finance Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of the Company in its oversight of the capital structure, financial plans, policies, practices and performance of the Company.

Committee Membership

The Finance Committee shall consist of at least three members of the Board of Directors, all of whom in the judgment of the Board shall be independent in accordance with the New York Stock Exchange listing standards and the Company’s Corporate Governance Guidelines. The members of the Finance Committee and the Chairman of the Committee shall be appointed by the Board on the recommendation of the Nominating and Governance Committee.

Meetings

The Finance Committee shall meet at least two times annually, and additional times as necessary. A majority of the members of the Committee shall constitute a quorum for the transaction of business.

Duties and Responsibilities

As part of its specific duties and responsibilities the Committee shall:

1. Review the Company's capital structure:
 - a. Review and recommend for approval by the Board the dividend policy and the declaration of dividends or other forms of distributions on the Company’s stock;
 - b. Review and recommend for approval by the Board the repurchase of the Company’s stock;
 - c. Review and recommend for approval by the Board the Company’s financing plan involving short and long- term borrowings consistent with the Company’s delegation of authority; and
 - d. Periodically review the Company’s credit ratings.
2. Review the Company’s capital expenditures:
 - a. Review and recommend for approval by the Board an annual capital expenditure budget;
 - b. Review and recommend for approval by the Board unbudgeted capital expenditures consistent with the Company’s delegation of authority; and
 - c. Review at least annually the results and effectiveness of significant recent capital expenditures.
3. Review and recommend to the Board, as appropriate, acquisitions, divestitures, partnerships and combinations of business interests consistent with the Company’s schedule of authority . Review, as appropriate, the results and effectiveness of significant recent portfolio transactions.
4. Review at least annually the financial policies developed by management pertaining to the Company’s:
 - a. Capital spending and financing requirements;
 - b. Key credit metrics and credit ratings; and
 - c. Investment criteria, including capital investment hurdle rates.
5. Periodically review the Company’s tax planning and treasury activities, including but not limited to:
 - a. hedging activities and the use of derivatives;
 - b. insurance coverage;
 - c. pension/benefit plan strategy and performance and funding; and
 - d. tax strategies and potential tax law changes expected to have a material impact on the Company’s financial results.

6. Other Obligations

- a. Review, approve and authorize, at least annually, the Company's policy and procedures with respect to uncleared swaps;
- b. Annually evaluate the performance of the Finance Committee;
- c. Annually review and reassess this Charter and recommend to the Board, for its approval, any revisions and changes the Committee believes are necessary or advisable;
- d. Discharge any other duty or responsibility assigned to the Committee by the Board; and
- e. Make regular reports of its proceedings to the Board.

Resources

To assist and advise the Committee in connection with its responsibilities, the Finance Committee shall have access to the Company's internal staff and may hire independent experts, lawyers and other consultants. The Committee shall keep the Chairman of the Board advised as to the general range of anticipated expenses for outside consultants.

Delegation to Subcommittees

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of one or more Committee members, whether or not such delegation is expressly contemplated by this charter.