

**THE SCOTTS MIRACLE-GRO COMPANY  
FINANCE COMMITTEE CHARTER**

**Purpose:**

The Finance Committee (the “Committee”) of the Board of Directors (the “Board”) of The Scotts Miracle-Gro Company (the “Company”) is responsible for assisting the Board in the oversight of (i) the finance and investment functions of the Company, (ii) the financing and financial structure of proposed acquisitions and divestitures in which the Company engages as part of its business strategy from time to time, and (iii) the performance of other Committee functions as set forth in this Charter or as delegated by the Board.

**Membership:**

The Committee shall generally consist of at least three directors. The Board shall appoint the members of the Committee, one of whom shall be appointed by the Board as the Chairperson of the Committee, upon consideration of the recommendations of the Nominating and Governance Committee of the Board (the “Governance Committee”). The members and Chair of the Committee shall be appointed and removed by the Board acting on the recommendation of the Governance Committee. The Committee may designate its own Secretary, who may be a non-Committee member.

Members shall qualify for service on the Committee based primarily upon their ability to further the Committee’s purposes and to assist the Committee in meeting its duties and responsibilities.

**Meetings:**

The Committee shall meet at least four times per year. The Committee Chair, the Board Chair or any member of the Committee may call a meeting of the Committee. The Committee in its sole discretion may invite members of management and others to attend meetings and provide pertinent information.

The Committee Chair shall preside at meetings of the Committee and shall set the agenda for the meeting. A majority of the Committee members shall constitute a quorum for the transaction of business. To the extent permitted by the Company’s Articles of Incorporation and Code of Regulations, the Committee may also take action by unanimous written consent. The Committee shall prepare minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Committee.

**Responsibilities:**

The following are the responsibilities of the Committee:

1. Review at least annually the Company's corporate financing matters (including matters relating to the Company's credit facility and any proposed offering of its common shares or debt securities), financial structure, the investment of funds and the purchase or sale of any derivative securities (including, but not limited to, puts and calls on the Company's common shares, interest rate locks, foreign currency, and commodity hedges and similar matters), and make recommendations to the Board regarding such matters as and when the Committee deems necessary or appropriate. Notwithstanding the foregoing, the Committee is delegated the authority to approve administrative, ministerial or ordinary course actions related to corporate financing matters and issuances of equity and/or debt financing not to exceed \$250 million during the fiscal year.
2. Review at least annually the cash flow, credit capacity, and covenant forecasts of the Company as they are updated and analyzed throughout each fiscal year and make recommendations to the Board regarding such matters as and when the Committee deems necessary or appropriate.
3. Conduct an annual review of the Company's dividend policy and make recommendations to the Board regarding such policy.
4. Review at least annually the Company's stock repurchase policies and plans and make recommendations to the Board regarding such actual or potential stock repurchases as and when the Committee deems necessary or appropriate.
5. Review at least annually reports from management regarding the funded status, funding practices and policies, and any applicable actuarial, discount, trend rates or similar assumptions of all significant employee benefit or similar plans of which the Company or an affiliate is a sponsor and the existing and anticipated liabilities with respect to such plans, and make recommendations to the Board regarding such matters as and when the Committee deems necessary or appropriate.
6. Review at least annually management reports regarding the investment policies and investment performance of those assets which the SMG Investment Committee, appointed by the Company's Chief Financial Officer, has the responsibility to manage or which are held in conjunction with any Company or affiliate employee benefit or similar plan, and make recommendations to the Board regarding such matters as and when the Committee deems necessary or appropriate.
7. Review and make recommendations to the Board at least annually regarding the Company's capital expenditures and operating budget. Also, review at least annually the Company's financial authority limits.

8. Review at least annually the Company's insurance levels and plans and make recommendations to the Board regarding such matters as and when the Committee deems necessary or appropriate.
9. Oversee the development of and adherence to a process for Board oversight of mergers, acquisitions and divestiture transactions, as well as other corporate transactions or agreements that significantly affect the Company's business, operations and/or strategic direction. Make recommendations to the Board regarding size limits where Committee approval is sufficient to improve Board efficiency.
10. Advise the Board regarding approval of acquisitions and divestitures and other corporate transactions that require Board approval, including the financing and financial structure of proposed acquisitions and divestitures where the size of the proposed transaction exceeds the authority levels delegated to management.
11. Provide guidance to the Board and management on post-acquisition integration and business development opportunities, and conduct regular reviews of such activities.

**Subcommittees:**

The Committee may, in its discretion, designate, and delegate duties to, such subcommittees as it deems necessary or desirable.

**Assessments:**

In consultation with the Governance Committee, the Committee shall review and reassess the adequacy of this Charter and evaluate the Committee's performance no less frequently than annually. The Committee shall make any recommendations arising out of such review, reassessment, and evaluation to the Board.

**Resources and Authority:**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain and terminate counsel and other financial or advisory experts or consultants, including sole authority to approve the third party's fees and other retention terms. In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company and may also request that any officer, employee or consultant of the Company, including the Company's outside counsel, meet with any members of, or consultants to, the Committee.

**Miscellaneous:**

Nothing in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the

Committee. The purpose and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter is intended to be consistent with, and should be read in conjunction with, the Company's Corporate Governance Guidelines.