Amended as of July 31, 2026

THE SCOTTS MIRACLE-GRO COMPANY
CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the "Board") of The Scotts Miracle-Gro Company (the "Company"), acting on the recommendation of its Nominating and Governance Committee, has adopted these Corporate Governance Guidelines (the "Guidelines") in order to codify internal Board policies and procedures. As such, they reflect the Board's current views with respect to certain matters of Board composition and practice are subject to change from time to time and are available on the Company's website. They do not establish legal duties of the Board or any committee of the Board, and are not intended to change or interpret any federal or state law, rule or regulation, or the Company's Articles of Incorporation or Code of Regulations.

I. Board Membership

A. Size of Board. The Board shall determine the appropriate size of the Board from time to time within the limits specified in the Company's Articles of Incorporation and Code of Regulations. The Board currently considers the optimum size of the Board to be within a range of 9 to 12 members. However, the Board periodically evaluates whether a larger or smaller size would be preferable.

B. Independence. The Board will have a majority of directors who satisfy the criteria for "independent directors" pursuant to the rules of the New York Stock Exchange (the "NYSE"). The Board shall make a determination as to the independence of each director at least annually. To enhance the Board's ability to satisfy the NYSE's independent director requirement, neither the Company nor its subsidiaries shall enter into consulting or other compensated service arrangements with non-management directors.

C. Board Membership Criteria. The Nominating and Governance Committee will recommend to the Board nominees for Board membership in accordance with the procedures and criteria set forth in that committee's charter. Directors should generally meet the following expectations:

- A director should have the education, business experience and current insight necessary to contribute to the Board's performance of its functions (see Section II.B. below).

- A director should have the interest and the time available to be adequately involved with the Company over a period of years.

- A director should generally meet all other specifications established by the Board from time to time. These may include functional skills,

corporate leadership or other attributes which will contribute to the development and expansion of the Board's knowledge and capabilities.

- The Nominating and Governance Committee will consider any combination of desirable qualities when identifying and evaluating potential director candidates, including, without limitation: independence; judgment; character, ethics and integrity; diversity (including diversity of race, ethnicity, gender, education, experience, viewpoints, background and skills); business or other relevant experience, skills and knowledge useful to the oversight of the Company's business, experience with businesses and organizations of comparable size or scope, experience as an executive of, or adviser to, a publicly traded or private company, experience, skills and knowledge relative to other Board members, and specialized experience, skills or knowledge; and such other factors deemed appropriate, in each case, in light of the Board's then-current needs.

D. Management Director Limitations/Resignation/Termination. The Chief Executive Officer shall be the only management director elected or nominated by the Board. In the event a management director resigns or is terminated, for any reason, as an employee of the Company, such director shall promptly tender a resignation as a director to the Chairman of the Board, or if such director is the Chairman of the Board, then to the Chairperson of the Nominating and Governance Committee. Upon receipt of such resignation, the Board shall promptly determine whether or not to accept the resignation after obtaining a recommendation from the Nominating and Governance Committee.

E. Service on Other Boards. Without the prior approval of the Nominating and Governance Committee, no director may serve on more than four public company boards (including the Company's Board).

II. Director Responsibilities

A. General. The basic responsibility of the directors is to exercise their business judgment in accordance with applicable law and to act in what they reasonably believe is in the best interests of the Company and its shareholders.

B. Functions of the Board. The business of the Company is conducted by its employees and officers under the direction of the Chief Executive Officer and the oversight of the Board. The Board performs a number of specific functions, including:

- selecting, evaluating and compensating the Chief Executive Officer and overseeing Chief Executive Officer succession planning;

- reviewing, approving and monitoring fundamental financial and business strategies and major corporate actions; and

- reviewing the Company's processes for maintaining the integrity of the Company's financial statements, the Company's compliance with law and the Company's compliance with its public disclosure obligations.

C. Attendance. Each director is expected to attend all Board meetings and meetings of committees of the Board of which such director is a member, unless circumstances prevent attendance. Directors should be adequately prepared for, and ready to fully participate in, each such meeting. Further, the Company expects all directors to attend each annual meeting of the shareholders.

D. Advance Distribution of Materials. To the extent feasible, information and materials that are relevant to the directors' understanding of agenda items at an upcoming Board or committee meeting should be distributed to all of the directors sufficiently in advance of the meeting to permit prior review. The Board understands that certain matters that are discussed at Board and committee meetings are of an extremely confidential and sensitive nature and that the distribution of materials on these matters before such meetings may not be advisable.

E. Confidentiality. Directors, like all associates, are required to maintain the confidentiality of information entrusted to them by the Company or any other confidential information about the Company that they receive from any source in their capacity as a director, except when disclosure is legally required or specifically authorized by the Board. Directors are expected to take all appropriate steps to minimize the risk of disclosure of confidential communications coming to them from the Company as well as confidential discussions and decisions by or among directors and by or among the directors and management. All discussions that occur at meetings of the Board or a Board committee are deemed confidential, except to the extent disclosure may be legally required. Directors may not use confidential information for their benefit or for the benefit of persons or entities outside the Company or in violation of any law or regulation including insider trading laws and regulations. Directors are subject to these obligations with regard to confidential information during and after their service on the Board. For purposes of this guideline, "confidential information" is all

non-public information relating to the Company, including, but not limited to, information that could be useful to competitors or otherwise harmful to the Company's interests or objectives, if disclosed.

F. Equity Ownership. The Board recognizes that ownership by directors of stock of the Company is believed to strengthen their commitment to the long-term future of the Company and further align their interests with those of the shareholders generally. Non-employee directors are ordinarily expected to beneficially own shares of the Company's common stock having a value of at least five times their annual cash retainer (including shares owned outright and common stock units in a deferred compensation account).

III. Access to Management, Employees and Independent Advisors

A. Access to Management. The Board shall have complete access to management and other Company employees to ensure that directors can ask questions and gather the information necessary to fulfill their duties. The Board may specify a protocol for making such inquiries. The Board encourages management to invite Company personnel to any Board or committee meeting at which their presence and expertise would be helpful to the Board in considering matters under discussion.

B. Access to Independent Advisors. The Board shall have the authority to hire, at the expense of the Company, such independent legal, financial, accounting and other advisors as the Board deems necessary or appropriate to fulfill its duties.

IV. Director Compensation

The Company's executive officers shall not receive additional compensation for their service as directors. Compensation for non-employee directors should be competitive with those of public corporations of comparable size. The Nominating and Governance Committee shall determine the amount and form of director compensation to be recommended to the Board in accordance with the provisions of that committee's charter. Changes in director compensation, if any, should be approved by the Board upon the recommendation of the Nominating and Governance Committee.

V. Committee Matters

A. Number and Type of Committees. The Board currently has five committees: Audit Committee, Compensation and Organization Committee, Nominating and Governance Committee, Finance Committee,

and Innovation and Technology Committee. From time to time, the Board may want to form a new committee or disband a current committee depending upon the circumstances. The Board, however, will have at all times an Audit Committee, a Compensation and Organization Committee, and a Nominating and Governance Committee in compliance with applicable law and the rules of the NYSE.

B. Composition of Committees and Committee Chairpersons. Each of the committees will consist of members meeting any requirements set forth in the applicable charter, including any requirement that such committee consist solely of independent directors as defined by applicable law and the rules of the NYSE. The Board, after considering the desires of individual directors and the recommendation of the Nominating and Governance Committee, is responsible for the appointment of committee members and committee chairpersons.

C. Frequency, Length and Agenda of Committee Meetings. Each committee chairperson, in consultation with committee members, will determine the frequency and length of the meetings of the committee, and the agenda for the meetings.

D. Charters. Each of the committees will have its own written charter which will be approved by the full Board and posted on the Company's website. Each charter will, among other things, set forth the purposes and duties of the committee (including those set forth in applicable law and the rules of the NYSE).

E. Outside Advisors. Each committee shall have the authority to hire, at the expense of the Company, such independent legal, financial, accounting and other advisors as it deems necessary or appropriate to fulfill its duties.

VI. Director Orientation and Continuing Education

A. Orientation. Management will provide an orientation program for new directors to familiarize them with the Company's business, strategic plans, management team and significant legal, financial and accounting issues.

B. Continuing Director Education. Directors are encouraged to maintain and enhance their ability to perform their duties as directors of the Company by pursuing continuing director education opportunities. The Company will, from time to time, provide materials or resources to assist them.

VII. Management Succession

A. Selection of Chairman. The Board shall select the Chairman of the Board after receiving recommendations from the Nominating and Governance Committee.

B. Selection of Chief Executive Officer. The Board shall select the Chief Executive Officer of the Company after receiving recommendations from the Compensation and Organization Committee.

C. Review of Chief Executive Officer. The non-management directors of the Board, led by the members of the Compensation and Organization Committee, will conduct an annual review of the performance of the Chief Executive Officer. The evaluation should be based on objective criteria, including performance of the Company's business, accomplishment of long-term strategic objectives, and development of management.

D. Succession Policy. The Board, led by the members of the Compensation and Organization Committee, shall conduct an annual review of succession planning, including plans for succession in the event of emergency. The review shall focus on evaluating potential successors to the Chief Executive Officer. The Chief Executive Officer shall make available his or her recommendations and evaluations of potential successors, as well as leadership development plans and programs, to the full Board.

VIII. Board Leadership Structure

In addition to the Chairman of the Board, the Board may, after receiving recommendations from the Nominating and Governance Committee, elect a Vice Chair of the Board. The Board may also elect a Lead Independent Director if the Chairman of the Board is not an independent director.

A. Chairman. After receiving recommendations from the Nominating and Governance Committee, the Board shall select the Chairman of the Board. If the Chairman of the Board is an independent director, the Chairman shall:

- preside at all meetings of the Board of Directors;
- preside at all meetings of the shareholders;
- have the ability to call meetings of the independent and/or non-management directors;

- preside at meetings of the independent and/or non-management directors;

- consult with the Chief Executive Officer and management with respect to appropriate agenda items for meetings of the Board;

- have the ability, in consultation with the Vice Chair, if any, to approve the retention of outside advisers and consultants who report directly to the Board on critical issues;

- have the ability to approve the retention of outside advisers and consultants who report directly to the independent directors of the Board on critical issues, as needed or deemed appropriate;

- be available for direct communication with shareholders; and

- perform such other duties and exercise such other powers as the Board may delegate from time to time.

B. Vice Chair. After receiving recommendations from the Nominating and Governance Committee, the Board may elect any director to serve as Vice Chair of the Board. If elected, the Vice Chair shall:

- preside at all meetings of the Board of Directors in the Chairman's absence;

- preside at all meetings of the shareholders in the Chairman's absence;

- have the ability, in consultation with the Chairman of the Board, to approve the retention of outside advisors and consultants who report directly to the Board on critical issues;

- perform such other duties and exercise such other powers as the Board may delegate from time to time.

C. Lead Independent Director. If the Chairman of the Board is not an independent director, the Board may, after receiving recommendations from the Nominating and Governance Committee, the Board may elect an independent director to serve as the Lead Independent Director. If elected, the Lead Independent Director shall:

- have the ability to call meetings of the independent and/or non-employee directors;

- preside at meetings of non-management and/or independent directors;

- consult with the Chairman of the Board and Chief Executive Officer with respect to appropriate agenda items and materials for meetings of the Board;

- serve as a liaison between the Chairman of the Board and the independent directors;

- have the ability, in consultation with the Vice Chair, if any, to approve the retention of outside advisors and consultants who report directly to the Board on critical issues;

- have the ability to approve the retention of outside advisors and consultants who report directly to the independent directors of the Board on critical issues, as needed or deemed appropriate;

- be available for direct communications with shareholders; and

- perform such other duties and exercise such other powers as the Board may delegate from time to time.

IX. Annual Performance Evaluation of the Board

The Board shall conduct an annual self-evaluation to assess whether the Board and its committees are functioning effectively. The Nominating and Governance Committee will oversee the evaluation process.

X. Executive Sessions

The non-management directors shall meet at regularly scheduled executive sessions (without management participation), and the independent directors shall meet in executive session as appropriate matters for their consideration arise, but, in any event, at least once a year. The agenda of these executive sessions shall include such topics as the participating directors shall determine.

XI. Reporting of Concerns

Any director who has a concern about the Company's accounting, internal accounting controls or auditing matters shall communicate that concern directly to the Chairperson of the Audit Committee.

Anyone who has a concern about the Company's accounting, internal accounting controls or auditing matters may communicate that concern confidentially and anonymously to a trained specialist (24 hours a day, 7 days a week, 365 days a year) by calling the Company's Ethics & Compliance HelpLine at (800) 736-0379.

Concerns may also be reported directly to the Chairperson of the Audit Committee. Such communications may be made confidentially and anonymously by delivering a written report in a sealed envelope marked "Confidential" to the following address:

The Scotts Miracle-Gro Company
REPORT TO AUDIT COMMITTEE
c/o Chief Legal Officer
14111 Scottslawn Road
Marysville, Ohio 43041

The Chief Legal Officer will take care to ensure that any sealed confidential report to the Audit Committee received pursuant to the preceding procedures is delivered to the Chairperson of the Audit Committee (who is a non-management, independent director) without being unsealed. All such concerns will be reviewed and addressed as appropriate by the Audit Committee pursuant to the Company's policies and procedures.