

**THE SCOTTS MIRACLE-GRO COMPANY
NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

Purpose:

The Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of The Scotts Miracle-Gro Company (the “Company”) is responsible for exercising oversight with respect to the governance of the Board, including (i) identifying individuals qualified to become Board members and recommending director nominees to the Board, (ii) reviewing and reporting to the Board on matters of corporate governance and developing and recommending to the Board a set of corporate governance guidelines applicable to the Company, (iii) making recommendations to the Board regarding committee selection, including committee chairs and rotation practices, and (iv) reviewing and recommending changes to director compensation.

Membership:

The Committee shall consist of at least three members of the Board, all of whom shall be “independent” in accordance with New York Stock Exchange (the “NYSE”) listing standards and any other applicable standards of independence as may be prescribed by applicable law, rule or regulation. The members and Chair of the Committee shall be appointed and removed by the Board acting on the recommendation of the Committee. The Committee may designate its own Secretary, who may be a non-Committee member.

Meetings:

The Committee shall meet at least three times a 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. At each regularly scheduled meeting of the Board, the Committee Chair or the Chair’s designee shall provide the Board with a report of the Committee’s activities and proceedings, if any.

Responsibilities:

The following are the responsibilities of the Committee:

1. Periodically review and make recommendations to the Board regarding the size of the Board and each of its committees.
2. Develop and make recommendations to the Board regarding qualifications, desired background and selection criteria for members of the Board. Actively seek and identify individuals qualified to become Board members, consistent with the Board’s needs and criteria approved by the Board. The Committee shall consider individuals proposed by various sources, and may consider individuals proposed by a search firm engaged for the

purpose of providing director candidates. The Committee shall retain sole authority to hire and terminate any search firm engaged to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms.

3. Make recommendations to the Board regarding director nominees to be proposed by the Company for election at the annual meeting or a special meeting of shareholders, or to be appointed as the need arises. As part of this responsibility, the Committee shall be responsible for overseeing the evaluation of the background and qualifications of any candidate for the Board and such candidate's compliance with the independence standards and other applicable qualifications.
4. Consider matters relating to the retirement of Board members, including the recommended retirement age.
5. Make recommendations to the Board regarding candidates to serve as Board Chair, Board Vice Chair and Lead Independent Director.
6. Periodically review and make recommendations to the Board regarding the number and responsibilities of Board committees, committee assignments and chair positions.
7. Periodically review and make recommendations to the Board regarding director compensation, stock ownership and other compensation programs.
8. Periodically review and make recommendations to the Board regarding the Company's Articles of Incorporation, Code of Regulations, corporate governance guidelines, operating practices, committee charters and related governance documents in accordance with applicable law, the NYSE corporate governance standards and the Company's governance ethos.
9. Periodically review and make recommendations to the Board regarding the Company's Code of Business Conduct and Ethics (the "Code of Conduct").
10. In consultation with the Audit Committee of the Board (the "Audit Committee"), oversee the implementation of and compliance with the Code of Conduct.
11. Review transactions pursuant to the Company's Related Person Transaction Policy.
12. Review and make recommendations to the Board regarding shareholder proposals pertaining to Board governance and directors.
13. Monitor the orientation and training needs of directors and make recommendations to the Board and management regarding actions where appropriate.
14. Receive and review reports from the Chief Legal Officer, on at least a quarterly basis regarding those ethics and compliance incidents reported during the applicable period, whether pursuant to the Code of Conduct, Company policies, or otherwise, that do not involve accounting, auditing or financial reporting, as well as the status of any such ethics and compliance incidents that were reported but not resolved during a prior period.
15. In consultation with the Audit Committee, the Committee shall, from time-to-time as such matters arise, receive reports from the Chief Legal Officer regarding, and promptly

review, any ethics and compliance incident reported, whether pursuant to the Code of Conduct, Company policies, or otherwise, that constitutes an illegal act or violation of ethics policy by a member of the Board or an executive officer of the Company.

16. Oversee the Company's corporate social responsibility programs and goals and the Company's progress toward achieving those goals. In meeting this responsibility, the Committee shall: (i) oversee the Company's policies, practices and performance with respect to corporate social responsibility matters; (ii) oversee the Company's reporting standards in relation to corporate social responsibility matters; and (iii) take other actions related to corporate social responsibility as it deems appropriate.
17. On at least an annual basis, the Chairperson of the Committee shall meet with the Chairperson of the Audit Committee to discuss those ethics and compliance incidents reviewed by each such committee during the applicable period, as well as the status of any such ethics and compliance incidents reviewed, but not resolved by, each such committee during a prior period.
18. Review and assess the adequacy of this Charter and the charters of other committees of the Board and make recommendations to the Board regarding any changes to such charters.
19. Oversee the evaluation of the Board.
20. Conduct annual performance self-evaluations of the Committee.

The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time that are related to the purpose of the Committee.

Sub-Committees:

The Committee shall have the authority to designate, and delegate duties to, such sub-committees as it deems necessary or desirable.

Resources and Authority:

The Committee shall have the resources and authority to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special counsel and other experts, consultants or attorneys, including consultants or search firms used to identify director candidates or to evaluate director compensation, as it deems appropriate, in the Committee's sole discretion.

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.