

STANLEY BLACK & DECKER, INC.
COMPENSATION AND TALENT DEVELOPMENT COMMITTEE CHARTER

Purpose

The Compensation and Talent Development Committee is appointed by the Board to assist the Board in discharging its responsibilities relating to compensation of the Company's Chief Executive Officer (the "CEO") and all of the Company's other executive officers (the "Senior Executives") and such other employees as the Committee may determine. The Committee has overall responsibility for (i) evaluating and making recommendations to the Board regarding all compensation plans, policies and programs of the Company as they affect the CEO and the Senior Executives; (ii) reviewing and discussing with management the Company's compensation discussion and analysis ("CD&A") to be included in the Company's annual proxy statement and annual report on Form 10-K filed with the Securities and Exchange Commission ("SEC"); and (iii) providing the Compensation Committee Report as required by the rules of the SEC. The Committee shall also oversee the Company's Talent Development strategy.

Committee Membership

The Compensation and Talent Development Committee shall consist of no fewer than three members. The members of the Compensation and Talent Development Committee shall meet the independence requirements of the New York Stock Exchange.

The members of the Compensation and Talent Development Committee shall be appointed by the Board on the recommendation of the Corporate Governance Committee. One member of the Compensation and Talent Development Committee shall be appointed as Committee Chair by the Board. In the event the Chair is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.

Compensation and Talent Development Committee members may be replaced by the Board at any time in the Board's sole discretion. Members of the Committee shall also qualify as "non-employee directors" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended.

Committee Authority and Responsibilities

1. The Compensation and Talent Development Committee shall, at least annually, review and, after consulting with the Board, approve the corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and, together with the other independent directors, determine and approve the CEO's compensation level based on this evaluation. In evaluating the incentive components of CEO compensation, the Compensation and Talent Development Committee shall consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.

2. The Compensation and Talent Development Committee shall, at least annually, review and make recommendations to the Board regarding the annual compensation and annual incentive opportunities of the Senior Executives and equity-based plans for Senior Executives that are subject to Board approval. In addition, periodically and as and when appropriate, the Compensation and Talent Development Committee shall review and make recommendations to the Board regarding the following as they affect the CEO and the Senior Executives: (a) all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities; (b) any employment agreements and severance arrangements; (c) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits. In evaluating and determining CEO and Senior Executive compensation, the Committee shall consider the outcome of the most recent non-binding shareholder advisory vote on executive compensation required by Section 14A of the Exchange Act (the “Say on Pay Vote”). Finally, the Compensation and Talent Development Committee shall review and make recommendations to the Board regarding any special or supplemental compensation and benefits for the CEO and the Senior Executives and persons who formerly served as the CEO and/or as Senior Executives, including supplemental retirement benefits and the perquisites provided to them during and after employment.
3. The Compensation and Talent Development Committee shall review on a periodic basis the operation and structure of the Company’s compensation programs. In discharging this responsibility, the Committee shall take into account factors it deems appropriate from time to time, including the Company’s business strategy and whether the operation and structure of its compensation programs and practices create risks that are reasonably likely to have a material adverse effect on the Company and its business.
4. The Compensation and Talent Development Committee also shall provide strategic oversight of talent strategy and direction with respect to the Company’s Talent Development Process (OPR), which is designed to ensure that the Company is seeking, developing and retaining talent appropriate to the Company’s needs and shall oversee the Company’s succession planning process.
5. The Compensation and Talent Development Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser, and shall be directly responsible for the appointment, compensation and oversight of the work of any such person retained by the Committee. Before selecting or receiving advice from a compensation consultant, legal counsel or other adviser, the Committee shall take into consideration all factors relevant to that person’s independence, including the factors specified in the New York Stock Exchange listing standards.
6. The Compensation and Talent Development Committee shall review and discuss with management the Company's CD&A, and based on that review and discussion, make a recommendation to the Board regarding the inclusion of the CD&A in the Company's annual proxy statement and annual report on Form 10-K.

7. The Compensation and Talent Development Committee shall provide the Compensation Committee Report in accordance with the rules and regulations of the SEC for inclusion in the Company's annual proxy statement or annual report on Form 10-K.
8. The Compensation and Talent Development Committee may form and delegate authority to subcommittees when appropriate.
9. The Compensation and Talent Development Committee shall make regular reports to the Board.
10. The Compensation and Talent Development Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Compensation and Talent Development Committee shall annually review its own performance.

Amended: February 12, 2019