

# **STANLEY BLACK & DECKER, INC.**

## **FINANCE AND PENSION COMMITTEE CHARTER**

### **Purpose**

The Finance and Pension Committee is appointed by the Board (1) to advise senior management and the Board in major areas concerning the finances of the Company and in matters of major policy decisions in the purchase and sale of securities, (2) to review the adequacy of the Company's enterprise risk management program, (3) to review management's administration of the defined contribution plans, defined benefit plans, savings plans, stock ownership plans and similar retirement plans of the Company and its subsidiaries (collectively, the "Retirement Plans"), and (4) to approve amendments to the Retirement Plans and related trusts.

### **Committee Membership**

The Finance and Pension Committee shall consist of no fewer than three members. The members of the Finance and Pension Committee shall meet the independence requirements established by the New York Stock Exchange.

The members of the Finance and Pension Committee shall be appointed by the Board on the recommendation of the Corporate Governance Committee. One member of the Finance and Pension Committee shall be appointed as Committee Chair by the Board. In the event the Chair is not present at a meeting, the Finance and Pension Committee members present at that meeting shall designate one of its members as the acting chair of such meeting. Finance and Pension Committee members may be replaced or removed by the Board in the Board's sole discretion.

### **Committee Authority and Responsibilities**

1. The Finance and Pension Committee shall regularly review the financial condition of the Company in order to counsel senior management and the Board, with a focus on capital structure and liquidity, as it relates to the total financial resources, strength and capabilities of the Company.
2. The Finance and Pension Committee shall analyze and advise the Board on fundamental corporate changes in capital structure (both debt and equity).
3. The Finance and Pension Committee shall review the capital structure of the Company and make recommendations to the Board with respect to management proposals concerning financing, purchases of treasury stock, investments, and dividend actions.
4. The Finance and Pension Committee shall advise and assist in matters such as short-term investments, credit liabilities, financings, interest rate hedges, swaps and other similar transactions.
5. The Finance and Pension Committee shall review periodically the Company's enterprise risk management program and its adequacy to safeguard the Company against extraordinary liabilities or losses.

6. The Finance and Pension Committee, no less than annually, shall review and approve the decision of the Company to elect to use the end-user exception with respect to swaps that are subject to mandatory clearing and mandatory exchange trading, as required by the Commodity Exchange Act and the regulations of the U.S. Commodity Futures Trading Commission. In connection therewith, the Finance and Pension Committee, no less than annually, also shall review and approve the Company's policies governing the use of the end-user exception.
7. The Finance and Pension Committee shall be responsible (subject to the approval of the Board) for setting the retirement policies of the Company and shall oversee management's administration of the Company's Retirement Plans. In connection therewith, it shall approve (a) the investment policies and actuarial assumptions for the Retirement Plans, (b) the contributions made by the Company to the Retirement Plans, and (c) decisions regarding the appointment and termination of trustees and investment managers and the allocation of the assets of the Retirement Plans among one or more trustees or investment managers. The Finance and Pension Committee shall approve amendments to the Retirement Plans and related trusts. The Finance and Pension Committee may delegate any or all of these functions to such employees as it, in its judgement, deems appropriate and in accordance with applicable law.
8. The Finance and Pension Committee shall review the Company's credit ratings, ratings strategy and the nature of the Company's dialogue with ratings agencies.
9. The Finance and Pension Committee shall have the authority, to the extent it deems necessary and appropriate, to obtain advice and assistance from internal or external legal, actuarial, accounting, investment or other advisors. The Company shall provide for appropriate funding, as determined by the Finance and Pension Committee, for payment of compensation to any advisors employed by the Finance and Pension Committee.
10. The Finance and Pension Committee may form and delegate authority to subcommittees when appropriate. In addition, the Finance and Pension Committee may delegate authority to employees of the Company, as it, in its judgment, deems appropriate.
11. The Finance and Pension Committee shall make regular reports to the Board.
12. The Finance and Pension Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Finance and Pension Committee shall annually review the Finance and Pension Committee's own performance.

Amended: April 2019