

ORGANIZATIONAL DEVELOPMENT & COMPENSATION COMMITTEE

The Board of Directors of Newell Rubbermaid has constituted and established an Organizational Development & Compensation Committee with authority, responsibility and specific duties as described in this committee charter.

Purpose

The Compensation Committee is appointed by the Board of Directors (1) to assist the independent directors in evaluating the CEO's performance and fixing the CEO's compensation, (2) to make recommendations to the Board with respect to non-CEO compensation, incentive-compensation plans, and equity-based plans, (3) to make recommendations to the Board on director and Chairman compensation, and (4) to assist the Board in management succession planning.

Composition

The Committee shall consist of a minimum of three, but not more than five, directors designated by the Board, each of whom shall be an "independent director" under the Company's Corporate Governance Guidelines and the rules of The New York Stock Exchange, Inc. Members and the Chairperson will be chosen annually by the Board of Directors. Members may be removed or replaced at any time by action of the Board.

Principal Responsibilities

The responsibilities of the Committee shall include to:

1. Review the Company's executive compensation programs to ensure the attraction, retention and appropriate reward of executive officers, to motivate their performance in the achievement of the Company's business objectives, and to align the interest of executive officers with the long-term interests of the Company's shareholders.
2. Review and recommend to the independent members of the Board, for their approval, the base salary amount, Annual Incentive Program and the payout of such plan for the CEO. In determining the long-term component of CEO compensation, the Committee shall consider the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years.
3. Review and recommend to the Board, for its approval, base salary amounts for the CEO's direct reports and the Annual Incentive Programs and payout of such plans for the CEO's direct reports and other key executives;
4. Review and recommend (a) to the independent members of the Board individual stock option grants for the CEO and (b) to the Board individual stock option grants for all employees other than the CEO, as well as all policies related to the issuance of options within the Company.
5. Act on recommendations of management regarding pension, 401(k) and other benefit plans established by the Company.
6. Review and recommend, to the independent members of the Board, annual performance objectives for the Company to be achieved by the CEO. This includes year end and periodic reviews of CEO performance to the annual objectives.
7. Serve as a resource to the CEO in matters relating to succession planning, management development, talent utilization, and report to the Board, progress on the Company's Organizational Development activities. This includes succession planning and training of all management levels.
8. Conduct an annual review and make recommendations to the Board on director compensation and compensation for the Chairman of the Board position.

9. Prepare a report on executive compensation for inclusion in the Company's annual proxy statement in accordance with applicable Securities and Exchange Commission rules and regulations.
10. Conduct an annual evaluation of the Committee's performance.
11. Discharge any other duty or responsibility assigned to the Committee by the Board.
12. At each Board meeting, report on the Committee's activities.

Resources and Authority

The Committee shall have the sole authority to select, retain and terminate the engagement of any consultant retained to assist the Committee in its evaluation of director, CEO or senior executive compensation and shall have the sole authority to approve the fees paid to the consultant and other terms of the engagement. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

Meetings

The Committee will meet a minimum of four times per year, coinciding with the four Board meetings. More meetings may be held as deemed necessary by the Chairperson. Meetings may take place in person or by teleconference, videoconference or other means of electronic communication permitted under Delaware law. Minutes of each meeting will be prepared by the Vice President-Human Resources or such other person as may be designated by the Chairperson and will be circulated to the Board.

Delegation to Subcommittees.

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. In particular, the Committee may delegate the approval of certain matters to a subcommittee consisting solely of at least two members of the Committee who are (1) "non-employee directors" for the purposes of Rule 16b-3 of the Securities Exchange Act of 1934, as in effect from time to time, or (2) "outside directors" for the purposes of Section 162(m) of the Internal Revenue Code, as in effect from time to time.