

CHARTER OF THE COMPENSATION AND ORGANIZATION COMMITTEE OF THE BOARD OF DIRECTORS OF THE SCOTTS COMPANY

PURPOSE:

The purpose of the Compensation and Organization Committee (the "Committee") of The Scotts Company (the "Company") is to review and make recommendations to the Board of Directors (the "Board") with respect to: (a) executive and other key management organization, succession, and development and (b) all forms of compensation for executive officers and management of the Company.

In addition, the Committee reviews and approves recommendations on equity compensation for directors, and annually produces a report on executive compensation for inclusion in the Company's proxy statement, in accordance with the applicable rules and regulations of the U.S. Securities and Exchange Commission (the "SEC").

The Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake other specific duties as the Board from time to time may prescribe.

MEMBERSHIP:

The Committee shall consist of at least three members of the Board. Each member of the Committee shall have no material relationship with the Company other than as a director and is "independent" as that term is defined in the listing rules of the New York Stock Exchange, Inc. (the "NYSE") and any other standards of independence as may be prescribed by law or regulation.

The members of the Committee are recommended by the Governance and Nominating Committee based upon experience, education and other skills considered by such committee to be necessary or appropriate to contribute to the Committee. The members of the Committee shall be appointed by and serve at the discretion of the Board. The Board, upon recommendation of the Governance and Nominating Committee, may fill any vacancies on the Committee and may remove a Committee member from membership of the Committee at any time with or without cause.

The Chairperson of the Committee shall be appointed by the Board upon recommendation of the Governance and Nominating Committee.

The Committee may designate its own Secretary who may be a non-Committee member. A majority of the Committee members shall constitute a quorum for the transaction of business.

DUTIES AND RESPONSIBILITIES:

The duties and responsibilities of the Committee include:

1. Reviewing and discussing with the Board and the Chief Executive Officer (the "CEO") the Company's organizational structure, succession planning and executive officer and other key management employee performance.

2. Evaluating the performance of the executive officers and other key management in light of the current business environment and the Company's strategic objectives.
3. Reviewing and making recommendations to the Board regarding promotion, benefits and compensation for the non-CEO executive officers and other key management employees.
4. Evaluating the need for, and provisions of, employment contracts, including severance arrangements, for the CEO, other executive officers and other key management employees. If so directed by the Board, negotiating and approving any new employment contract or severance agreement, or negotiating the amendment of any existing such agreement, between the Company and the CEO, any of the other executive officers or any other key management employees.
5. Reviewing and approving (either on its own or together with the other independent directors, as directed by the Board) the general compensation policies applicable to the Company's CEO, and reviewing and making recommendations to the Board regarding the general compensation policies applicable to the other executive officers of the Company and other key management employees of the Company.
6. Reviewing and approving Company goals and objectives relevant to the CEO's compensation, evaluating the CEO's performance in light of those goals and objectives, and approving (either on its own or together with the other independent directors, as directed by the Board) the CEO's compensation based on this evaluation. In making such evaluation, the Committee can consider any matters it deems relevant, including, without limitation, information regarding the Company's performance and relative shareholder return and the compensation of CEOs at other comparable public companies.
7. Reviewing and making recommendations to the Board regarding incentive-compensation plans and equity-based plans in accordance with the then applicable rules and regulations of the SEC and the NYSE.
8. Administering each of the Company's equity-based plans and any other plans that require the Committee to administer, or that applicable laws or regulations require the Committee to administer, such plans with respect to the executive officers and/or other participants in such plans and by applicable laws or regulations. In its administration of the plans, the Committee may, unless otherwise directed by the Board: (a) grant stock options, restricted stock or other awards set forth in such plans to individuals eligible for such grants; and (b) amend such plans and the awards granted thereunder to the extent permitted by such plans. The Committee shall also make, or recommend that the Board make, amendments to the plans, including, with respect to equity-based plans, changes in the number of shares reserved for issuance thereunder.
9. Preparing an annual report on executive compensation for inclusion in the Company's proxy statement in accordance with the then applicable rules and regulations of the SEC and, if applicable, the NYSE.

10. In consultation with the Governance and Nominating Committee of the Board, reviewing and reassessing the adequacy of this charter and performing a Committee performance evaluation on an annual basis.
11. Reporting to the Board, not less than annually on the Company's compensation philosophy, the extent to which that philosophy is consistent with current market conditions or governance principles and the degree to which that philosophy has been successfully implemented.
12. Assisting the Board in its annual review of the CEO's goals and objectives, performance and compensation and of the Company's organizational structure and succession planning.

The foregoing duties and responsibilities shall be common, recurring activities of the Committee in carrying out its purpose. The Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. 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.

MEETINGS:

It is anticipated that the Committee will meet in conjunction with the regularly scheduled meetings of the Board four times a year and otherwise from time to time at the call of its Chairman or a majority of the members of the Committee. To the extent permitted by the Company's Articles and Code of Regulations, the Committee may also take action by unanimous written consent.

At a minimum of one meeting annually, the Committee will consider stock plans, performance goals and incentive awards, and the overall coverage and composition of the Company's compensation system.

To the extent that the Committee is responsible for making recommendations regarding the compensation of or equity-based awards to any non-executive officer associate, the Committee shall solicit the input of the Company's CEO and, if requested by the CEO, the Company's chief human resources officer with respect to compensation and equity-based awards to such associates. The Committee in its sole discretion may invite members of management and others to attend meetings for any purpose, including the provision of pertinent information or the implementation of the Committee's recommendations or decisions.

SUB-COMMITTEES:

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

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 or consultants as it deems appropriate, without seeking additional approval of the Board or management. The Committee shall have sole

authority to retain and terminate any consulting firm to assist in the evaluation of the CEO or executive compensation, including sole authority to approve the firm's fees and other retention terms.