

THE STANLEY WORKS

EXECUTIVE COMMITTEE CHARTER

Purpose

The Executive Committee is appointed by the Board to discharge the Board's responsibilities during intervals between meetings of the Board.

Committee Membership

The Executive Committee shall consist of the Chairman of the Board, the lead director of the Board, if any, and at least two other directors.

The members of the Executive Committee shall be appointed by the Board on the recommendation of the Corporate Governance Committee. Executive Committee members may be replaced by the Board.

Committee Authority and Responsibilities

1. During intervals between meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers of the Board of Directors in the management of the business and affairs of the Corporation, but the Committee shall have no power to declare dividends or do other things specially reserved by law to the Board of Directors. Any action taken by the Executive Committee shall be subject to change, alteration and revision by the Board of Directors.
2. The Executive Committee may form and delegate authority to subcommittees when appropriate.
3. The Executive Committee shall make regular reports to the Board.
4. The Executive Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.