

**NEWELL RUBBERMAID INC.**  
**Special Finance Committee Charter**

**Purpose**

The purpose of the Newell Rubbermaid Special Finance Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of the Company in fulfilling its oversight responsibilities relating to the Company's financing activities and financial condition.

**Committee Membership**

The Committee shall consist of two or more 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. The Board shall also designate one member of the Committee as chairperson (the “Chairperson”). Committee members may be removed or replaced by the Board at any time.

**Meetings**

The Committee shall meet with such frequency as the Chairperson deems necessary to fulfill its responsibilities. Meetings may take place in person or by teleconference, videoconference or other means of electronic communication permitted under Delaware corporate law. A quorum is one-third of the entire authorized number of members, but no fewer than two directors.

**Powers and Responsibilities**

The Committee shall have the power and responsibility to:

1. Take such actions and exercise such discretion with respect to any one or more debt, equity or other financing transactions or matters as may be delegated to the Committee by the Board, from time to time.
2. Conduct an annual evaluation of the Committee’s performance.
3. Discharge any other duty or responsibility assigned to the Committee by the Board.
4. At each Board meeting, report on any Committee activities.

**Resources and Authority**

The Committee shall have the authority to obtain the advice and assistance of internal or external legal, accounting or other advisors.