

CHARTER OF THE GOVERNANCE AND NOMINATING COMMITTEE OF THE SCOTTS COMPANY

PURPOSE:

The primary purpose of the Governance and Nominating Committee (the “Committee”) of The Scotts Company (the “Company”) is to provide oversight on the broad range of issues surrounding the composition and operation of the Board of Directors (the “Board”), including identifying individuals qualified to become Board members, recommending to the Board director nominees for the next annual meeting of shareholders or as vacancies occur, and developing and recommending to the Board a set of corporate governance principles applicable to the Company. The Committee also makes recommendations to the Board and the Chairman of the Board regarding committee selection, including committee chairs and rotation practices, the overall effectiveness of the Board and of management (in the areas of Board relations and corporate governance), director compensation and developments in corporate governance practices. The Committee’s goal is to assure that the composition, practices, and operation of the Board contribute to value creation and to the effective representation of Company shareholders.

MEMBERSHIP AND MEETINGS:

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 shall be designated annually by a majority of the full Board based primarily upon experience, education and skills necessary to contribute to the Committee. The Board 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 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.

The Committee Chairperson or a majority of the Committee may call a meeting of the Committee. Although no minimum number of meetings is required, the Committee will endeavor to meet at least three times a year at the times and locations determined by the Committee chairperson or a majority 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.

The Committee in its sole discretion may invite members of management and others to attend meetings and provide pertinent information.

GOALS AND RESPONSIBILITIES:

The Committee has the following specific goals and responsibilities, in addition to any additional similar matters which may be referred to the Committee from time to time by the full Board or the Chairman of the Board or which the Committee raises on its own initiative or as a result of changes in applicable law or the NYSE listing rules. In discharging these responsibilities, the Committee will perform the following in accordance with applicable law and the NYSE listing rules:

1. Establish and articulate qualifications, desired background and selection criteria for members of the Board. The Committee may consider any factors it deems appropriate, including: judgment; skill; diversity; strength of character; experience with businesses and organizations of comparable size or scope; experience as an executive of, or adviser to, a publicly traded or private company; experience and skill relative to other Board members; specialized knowledge or experience; and desirability of the candidate's membership on the Board and any committees of the Board.
2. Make recommendations to the full Board concerning all nominees for Board membership, including the re-election of existing Board members and the filling of any vacancies. The Committee shall retain sole authority to hire and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms.
3. Evaluate and make recommendations to the full Board concerning the number and responsibilities of Board committees and committee assignments.
4. Develop, recommend and conduct a review of corporate governance principles, operating practices, committee charters and related governance documents in accordance with applicable law, the NYSE listing rules and the Company's governance ethos.
5. At least every other year, solicit input from the full Board and conduct a review of the effectiveness of the operation of the Board and Board committees.
6. Consider matters relating to the retirement of Board members, including consideration of a recommended retirement age.
7. Periodically review and make recommendations to the full Board regarding Director compensation and stock ownership, and recommend to the Board compensation programs for directors.
8. Monitor the orientation and training needs of directors and recommend action to the Board and management where appropriate.
9. Review and assess the adequacy of this Charter and the charters of other committees of the Board.
10. Conduct annual performance evaluations of the Committee.

The foregoing goals 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.

SUB-COMMITTEES:

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

RESOURCES AND 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, consultants or attorneys, including consultants or search firms used to identify director candidates or to evaluate director compensation, as it deems appropriate, in the Committee's sole discretion.