

APPLICA INCORPORATED

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Purpose

The Corporate Governance and Nominating Committee, in order to assist the Board of Directors of the Company in the discharge of its fiduciary duties relating to shaping the corporate governance of the Company and nominating new directors and committee members:

- Identifies individuals qualified to become members of the Company's Board of Directors;
- Selects, or recommends that the Board of Directors select, the director nominees for the next annual meeting of shareholders;
- Develops and recommends to the Board of Directors a set of corporate governance principles applicable to the Company; and
- Oversees the evaluation of the Board of Directors and management of the Company.

Duties and Responsibilities

A. Director Qualifications:

The Committee shall:

- Develop and periodically review a qualifications profile for directors, including independence, experience relevant to the needs of the Company, leadership qualities, diversity and ability to represent the shareholders;
- Identify individuals qualified to serve as directors;
- Select, or recommend to the Board of Directors, nominees for the next annual meeting of shareholders;
- Select, or recommend to the Board of Directors, director nominees to fill vacancies on the Board as necessary;
- Make recommendations regarding director orientation, continuing education and compensation; and
- Retain any consulting firm for director candidate search and evaluation purposes.

B. Corporate Governance:

The Committee shall:

- Lead the Board of Directors in an annual discussion of major corporate governance issues;
- Review current developments in the corporate governance area and periodically update the Board of Directors or make recommendations as appropriate; and
- Develop and recommend to the Board of Directors for approval a set of corporate governance guidelines applicable to the Company and review such guidelines at least annually and recommend changes as necessary.

C. Evaluation of Board of Directors and Management:

The Committee shall:

- Oversee the evaluation of the Board of Directors and its committees, which may include developing and recommending an annual self-evaluation process;
- Oversee the evaluation of the senior management of the Company, including the Chairman of the Board and the Chief Executive Officer; and
- Oversee the succession planning process for the Chairman of the Board and Chief Executive Officer.

Membership

- The Committee will have a minimum of three directors.
- All Committee members shall be “independent” as such term is defined in Section 303 of the New York Stock Exchange Listing Manual.
- The Board will appoint the Committee members and a Chairman.
- The Board may fill vacancies on the Committee.
- The Board may remove a Committee member from the membership of the Committee at any time with or without cause.

Consultants

The Committee has sole authority to retain and terminate consultants of its selection, including any search firm to be used to identify director candidates, including sole authority to approve such consultant’s fees and other retention terms.

Board of Directors

The Committee reports its actions and recommendations to the Board of Directors after each Committee meeting and provides copies of the minutes of the Committee meetings to the Board of Directors.

Delegation

The Committee shall have the authority to delegate any of its responsibilities to subcommittees and the Committee may deem appropriate, provided the subcommittees are composed entirely of independent directors.

Annual Performance Evaluation

The Committee performs an annual self-evaluation of its performance of its duties and responsibilities.