

**JACUZZI BRANDS, INC.**  
**A Delaware corporation**  
**Nominating and Corporate Governance Committee Charter**

Revised December 2, 2003

**Organization**

There shall be a committee of the Board of Directors (“**Board**”) of Jacuzzi Brands, Inc. (the “**Corporation**”) to be known as the Nominating and Corporate Governance Committee (the “**Committee**”). The Committee shall be composed of at least three directors, which number may be increased by the Board. All members of the Committee shall be “independent” in accordance with New York Stock Exchange rules. The Board shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Committee shall recommend to the Board, and the Board shall designate, the Chairman of the Committee. The Committee shall be governed by this charter which has been approved by the Board.

**Statement of Policy and Purpose**

The Committee shall:

- monitor legal and regulatory developments in corporate governance generally, including Sarbanes Oxley, and the rules and regulations relating thereto and oversee compliance with the corporate governance provisions of Sarbanes Oxley and such rules and regulations;
- identify individuals qualified to become Board members and recommend to the Board director nominees for election at the next annual or special meeting of shareholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings;
- recommend directors for appointment to Board committees;
- make recommendations to the Board as to determinations of director independence in accordance with New York Stock Exchange rules;
- oversee the evaluation of the Board and Board committee performance; and
- develop and recommend to the Board the Corporate Governance Guidelines and Code of Business Conduct and Ethics of the Corporation,

and oversee compliance with such Guidelines and implementation of the Code.

### **Authority and Responsibilities**

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

#### *Board/Committee Nominees*

- The Committee shall oversee searches for and identify qualified individuals for membership on the Corporation's Board of Directors.
- The Committee shall recommend to the Board criteria for Board and Board committee membership including as to director independence, and shall recommend individuals for membership on the Corporation's Board and directors for appointment to the committees of the Board. In making its recommendations for Board and committee membership, the Committee shall:
  - review candidates' qualifications for membership on the Board or a committee of the Board (including making a specific determination as to the independence of each candidate) based on the criteria recommended by the Committee and approved by the Board (and taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under law or New York Stock Exchange rules for Audit Committee membership purposes);
  - in evaluating current directors for re-nomination to the Board or re-appointment to any Board committees, assess the performance of such director;
  - periodically review the composition of the Board and its committees in light of the current challenges and needs of the Board, the Corporation and each committee, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience;
  - consider rotation of committee members and committee Chairmen; and
  - consider any other factors that are set forth in the Corporation's Corporate Governance Guidelines or are deemed appropriate by the Committee.

### *Evaluating the Board and its Committees*

- At least annually, the Committee shall lead the Board in a self-evaluation to determine whether it and its committees are functioning effectively. The Committee shall oversee the evaluation process and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.
- At least annually, the Committee shall review the evaluations prepared by each Board committee of such committee's performance.
- The Committee shall periodically review the size and responsibilities of the Board and its committees and recommend any proposed changes to the Board.

### *Corporate Governance Matters*

- The Committee shall develop and recommend to the Board the Corporate Governance Guidelines and Code of Business Conduct and Ethics for the Corporation. As necessary, and at least annually, the Committee shall review legal and regulatory developments in corporate governance generally, including Sarbanes-Oxley, and the rules and regulations thereto and review and reassess the adequacy of such Corporate Governance Guidelines and Code of Business Conduct and Ethics and recommend any proposed changes to the Board.
- The Committee shall be responsible for any tasks assigned to it in the Corporation's Corporate Governance Guidelines.
- The Committee shall oversee compliance with relevant corporate governance rules and regulations and compliance with the Corporation's Corporate Governance Guidelines and oversee implementation of the Code of Business Conduct and Ethics and report on such compliance to the Board. The Committee shall also review and consider any requests for waivers of the Corporation's Corporate Governance Guidelines or Code of Business Conduct and Ethics for the Corporation's directors, executive officers and other senior financial officers, and shall make a recommendation to the Board with respect to such request for a waiver.
- The Committee shall review potential conflicts of interest involving directors and shall determine whether such director or directors may vote on any issue as to which there may be a conflict.

### *Director Orientation and Continuing Education*

- The Committee shall review and oversee an orientation and continuing education program for directors meeting the requirements set forth in the Corporation's Corporate Governance Guidelines.

### *Management Succession*

- The Nominating and Corporate Governance Committee shall, in consultation with the Corporation's CEO, periodically review the Corporation's management succession planning including policies for CEO selection and succession in the event of the incapacitation, retirement or removal of the CEO, and evaluations of, and development plans for, any potential successors to the CEO.

### *Disclosure*

- The Committee shall oversee the Corporation's compliance with regulations requiring that waivers of the Corporation's Code of Business Conduct and Ethics and conflicts of interests be promptly disclosed.
- The Committee shall oversee the Corporation's compliance with regulations requiring that this charter and the Corporate Governance Guidelines be made available to shareholders without charge and on the Corporation's website, if applicable. The Corporation's annual report on Form 10-K will state that this charter and the Corporate Governance Guidelines are available on the Corporation's website and is available in print to shareholders upon request.

### *Reporting to the Board*

- The Committee shall report to the Board periodically. This report shall include a review of any recommendations or issues that arise with respect to Board or committee nominees or membership, Board performance, corporate governance or any other matters that the Committee deems appropriate or is requested to be included by the Board.
- At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.
- The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

### **Authority**

The Committee has the sole authority to retain and terminate any search firm assisting the Committee in identifying director candidates, including sole authority to approve all such search firm's fees and other retention terms. In

addition, the Committee has the sole authority to retain and terminate any compensation consultant assisting the Committee in the evaluation of director compensation, including sole authority to approve all such compensation consultant's fees and other retention terms.

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems appropriate and in the best interests of the Corporation.

### **Procedures**

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chairman of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter.