

**THE SCOTTS MIRACLE-GRO COMPANY
INNOVATION AND TECHNOLOGY COMMITTEE CHARTER**

Purpose:

The purpose of the Innovation and Technology Committee (the “I&TC” or “Committee”) of the Board of Directors (the “Board”) of The Scotts Miracle-Gro Company (the “Company”) is to assist the Board in its oversight of management’s activities and processes related to the development of the Company’s technology plans and commercial and technical innovation strategies.

Membership:

The Committee generally shall consist of at least three members of the Board. The Board shall appoint and remove the members of the Committee, one of whom shall be appointed by the Board as the Chairperson of the Committee (the “Committee Chair”), upon consideration of the recommendations of the Nominating and Governance Committee of the Board (the “Governance Committee”).

The Committee may designate its own Secretary, who may be a non-Committee member.

Members shall qualify for service on the Committee based primarily upon their ability to further the Committee’s purposes and to assist the Committee in meeting its duties and responsibilities.

Meetings:

The I&TC will meet as frequently as required to perform its duties but at a minimum of four times per year, generally in conjunction with the regularly scheduled meetings of the Board.

The Committee Chair, the Chairman of the Board or any member of the Committee may call a meeting of the Committee. The Committee in its sole discretion may invite members of management and others to attend meetings and provide pertinent information with the permission of the Committee Chair.

The Committee Chair shall preside at meetings of the Committee and shall set the agenda for the meeting in consultation with the members of the Committee and/or the management team as appropriate.

A majority of the Committee members shall constitute a quorum for the transaction of business. To the extent permitted by the Company’s Articles of Incorporation and Code of Regulations, the Committee may also take action by unanimous written consent. The Committee shall prepare minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Committee.

Duties and Responsibilities:

The primary duties of the Committee are listed below. Any additional matters may be referred to the Committee from time to time by the full Board or the Chairman of the Board should they have material bearing on the I&TC itself or the strategic imperatives of the Company.

1. Provide oversight to the Company's innovation-related programs and technology to ensure alignment to the Company's priorities and strategic intentions.
2. Provide support and advice to management to build, execute and maintain a world-class innovation program which includes, but is not restricted to, the following:
 - i. Development of a short, medium and long-term innovation funnel that delivers substantial commercial value to the Company. Ideally, this will be measured as a % of annual revenue that comes from new products.
 - ii. A robust, consumer insights and learning program that informs consumer needs and innovation ideas.
 - iii. Holding management accountable to delivery of agreed plans and outcomes.
 - iv. Reviewing and advising management on go-to-market marketing and financial plans supporting major new innovations. It is not the scope of this Committee to review legacy brand or product marketing campaigns.
3. Share progress of the innovation program with the Board as well as make recommendations to the Board with respect to technology and innovation-related programs. Specifically, the Committee will bring to the Board any material changes in the innovation program itself, the progress of the projects within it or any projects that require significant investment or Board approval.
4. Working in coordination with the Finance Committee, as appropriate, advise management in enhancing and executing the Company's innovation and technology capabilities. This includes potential partnerships, joint ventures, acquisitions and divestitures.
5. In consultation with the Governance Committee, provide guidance to the Board and management with regard to the Company's sustainability policies and practices as they relate to the Company's existing and new product technologies and its marketing and branding programs.

Subcommittees:

The Committee may, in its discretion, designate, and delegate duties to, such subcommittees as it deems necessary or desirable.

Assessments:

In consultation with the Governance Committee, the Committee shall review and reassess the adequacy of this Charter and evaluate the Committee's performance no less frequently than

annually. The Committee shall make any recommendations arising out of such review, reassessment, and evaluation to the Board.

Resources and Authority:

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain and terminate counsel and other experts or consultants, including sole authority to approve the third party's fees and other retention terms. In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company and may also request that any officer, employee or consultant of the Company, including the Company's outside counsel, meet with any members of, or consultants to, the Committee.

Miscellaneous:

Nothing in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purpose and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter is intended to be consistent with, and should be read in conjunction with, the Company's Corporate Governance Guidelines.