

**STANLEY BLACK & DECKER, INC.**  
**COMPENSATION AND TALENT DEVELOPMENT COMMITTEE CHARTER**

**Purpose**

The Compensation and Talent Development Committee is appointed by the Board to assist the Board in discharging its responsibilities relating to compensation of the Company's Chief Executive Officer (the "CEO"), all of the Company's other executive officers pursuant to either Rule 3b-7 or Rule 16a-1(f) of the Securities Exchange Act of 1934 (the "Senior Executives") and such other employees as the Committee may determine. The Committee has overall responsibility for (i) evaluating and approving, or making recommendations to the Board regarding, all compensation plans, policies and programs of the Company as they affect the CEO and Senior Executives, respectively; (ii) reviewing and discussing with management the Company's compensation discussion and analysis ("CD&A") to be included in the Company's annual proxy statement and annual report on Form 10-K filed with the Securities and Exchange Commission ("SEC"); and (iii) providing the Compensation Committee Report as required by the rules of the SEC. The Committee shall also oversee the Company's Talent Development strategy and shall administer the Company's Senior Executive compensation plans.

**Committee Membership**

The Compensation and Talent Development Committee shall consist of no fewer than three members. The members of the Compensation and Talent Development Committee shall meet the independence requirements of the New York Stock Exchange.

The members of the Compensation and Talent Development Committee shall be appointed by the Board on the recommendation of the Corporate Governance Committee. One member of the Compensation and Talent Development Committee shall be appointed as Committee Chair by the Board. In the event the Chair is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting. Compensation and Talent Development Committee members may be replaced or removed by the Board at any time in the Board's sole discretion. Members of the Committee shall also qualify as "non-employee directors" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended.

**Committee Authority and Responsibilities**

1. The Compensation and Talent Development Committee shall, at least annually, review and make recommendations to the Board regarding the corporate goals and objectives relevant to CEO compensation, the evaluation of the CEO's performance in light of those goals and objectives, and the CEO's compensation level based on this evaluation. In evaluating the incentive components of CEO compensation, the Compensation and Talent Development Committee shall consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, the awards given to the CEO in past years and such other matters as the Compensation and Talent Development Committee deems necessary or appropriate from time to time.

2. The Compensation and Talent Development Committee shall, at least annually, review and approve the annual compensation and annual incentive opportunities of the Senior Executives and equity-based plans for Senior Executives that are subject to Board approval. In addition, periodically and as and when appropriate, the Compensation and Talent Development Committee shall review and approve the following as they affect the Senior Executives, and review and make recommendations to the Board regarding the following as they affect the CEO: (a) all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities; (b) any employment agreements and severance arrangements; and (c) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits. In evaluating and recommending or determining CEO and Senior Executive compensation, respectively, the Committee shall consider, among other factors, the outcome of the most recent non-binding shareholder advisory vote on executive compensation required by Section 14A of the Exchange Act (the “Say on Pay Vote”). Finally, the Compensation and Talent Development Committee shall review and approve any special or supplemental compensation and benefits for the Senior Executives and persons who formerly served as Senior Executives, including supplemental retirement benefits and the perquisites provided to them during and after employment, and shall review and make recommendations to the Board regarding the same for the CEO or persons who formerly served as CEO.
3. The Compensation and Talent Development Committee shall review on a periodic basis the operation and structure of the Company’s compensation programs. In discharging this responsibility, the Committee shall take into account factors it deems appropriate from time to time, including the Company’s business strategy and whether the operation and structure of its compensation programs and practices create risks that are reasonably likely to have a material adverse effect on the Company and its business. As part of its review, the Compensation and Talent Development Committee may also incorporate review and recommendation or approval of corporate metrics and milestones related to any environmental, social and governance (“ESG”) factors included in compensation programs, including, as applicable, diversity, equity and inclusion considerations. The Compensation and Talent Development Committee may consult with the Corporate Governance Committee when monitoring or reviewing such ESG-related performance goals.
4. The Compensation and Talent Development Committee shall administer, oversee and monitor compliance with the Company’s policies with respect to the recovery or “clawback” of compensation granted, awarded or paid to the CEO, Senior Executives or other employees of the Company in accordance with the terms of such policies.
5. The Compensation and Talent Development Committee also shall provide strategic oversight of talent strategy and direction with respect to the Company’s Talent Development Process, which is designed to ensure that the Company is seeking, developing and retaining talent appropriate to the Company’s needs and shall oversee the Company’s succession planning process for Senior Executives.
6. The Compensation and Talent Development Committee shall review the Company’s shareholder engagement process, results and feedback received with respect to executive

compensation and talent management matters, and make recommendations to the Board, as appropriate.

7. The Compensation and Talent Development Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser, and shall be directly responsible for the appointment, compensation and oversight of the work of any such person(s) retained by the Committee. Payment of reasonable compensation to such person(s) shall be made with appropriate funding provided by the Company, as determined by the Compensation and Talent Development Committee. Before selecting or receiving advice from a compensation consultant, legal counsel or other adviser, the Committee shall take into consideration all factors relevant to that person's independence, including the factors specified in the New York Stock Exchange listing standards.
8. The Compensation and Talent Development Committee shall review and discuss with management the Company's CD&A, and based on that review and discussion, make a recommendation to the Board regarding the inclusion of the CD&A in the Company's annual proxy statement and annual report on Form 10-K.
9. The Compensation and Talent Development Committee shall provide the Compensation Committee Report in accordance with the rules and regulations of the SEC for inclusion in the Company's annual proxy statement or annual report on Form 10-K.
10. The Compensation and Talent Development Committee may form and delegate authority to subcommittees when appropriate.
11. The Compensation and Talent Development Committee shall make regular reports to the Board.
12. The Compensation and Talent Development Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Compensation and Talent Development Committee shall annually review its own performance.

Amended: October 24, 2023