

STANLEY BLACK & DECKER, INC.

**STOCK OWNERSHIP GUIDELINES
FOR EXECUTIVE OFFICERS
As amended and restated October 17, 2018**

Purpose

The purpose of the Company's Stock Ownership Guidelines for Executive Officers (the "Guidelines") is to set parameters for stock ownership by certain executives of Stanley Black & Decker, Inc., (the "Company") as a way to further align their interests with the interests of stockholders and further promote the Company's commitment to sound corporate governance. This Amendment and Restatement of the Guidelines is effective as of October 17, 2018.

Covered Individuals

These Guidelines apply to each individual who has been designated by the Board of Directors as being an "executive officer" of the Company during the relevant time period (collectively, the "Executive Officers", and each, an "Executive Officer").

Ownership Guidelines

These Guidelines establish the ownership guidelines of shares of the Company's common stock ("Shares") determined as a multiple of the Executive Officer's base salary. The ownership target requirements, as determined by the Executive Officer's position, are as follows:

<u>Position</u>	<u>Share Ownership Guideline</u>
Chief Executive Officer	6 times base salary
Chief Operating Officer and Chief Financial Officer	5 times base salary
Executive Officers other than the Chief Executive Officer, Chief Operating Officer and Chief Financial Officer	3 times base salary

Subject to the discretion of the Compensation and Talent Development Committee (the "Committee"), an Executive Officer's failure to meet or show sustained progress toward meeting the applicable ownership guideline may result in an obligation to refrain from the sale of certain percentages of stock attained through Company equity awards; provided, however, that the sale of Shares pursuant to an Executive Officer's 10b5-1 plan that was established prior to August 1, 2016 shall not be subject to the holding requirement referred to below, subject to any restrictions on transfer of Shares contained in the terms and conditions applicable to any outstanding equity award.

Measurement

All newly-promoted or elected Executive Officers who become subject to the above stock ownership requirements will have five years from the date they are promoted or elected to reach the minimum ownership requirements for the position into which they are promoted. If an Executive Officer becomes subject to a greater ownership amount, due to promotion or an increase in base salary, the Executive Officer will be expected to meet the higher ownership amount within the later of (i) the original five-year period or (ii) three years from the effective date of the promotion or base salary change. Once an Executive Officer has met the applicable minimum ownership requirement, such Executive Officer will be expected to continue to comply with the minimum ownership requirements, except when it is determined by the Committee, as described below, that compliance would create severe hardship or prevent an Executive Officer from complying with a court order.

Eligible Securities

- Shares owned by the Executive Officer or by an immediate family member residing in the same household as the Executive Officer; and
- Shares held in trust for the benefit of the Executive Officer.

Unvested stock options, stock options that have vested but have not been exercised, and unvested performance-based equity awards are not eligible securities for purposes of calculating ownership guidelines. However, vested stock-based equity awards, time based restricted stock units, whether or not vested, and any stock-based equity awards that the Executive Officer has elected to defer will be considered eligible securities for such purposes.

Share Fluctuation

Share prices of all companies are volatile. It would be unfair to require Executive Officers to increase their holdings because of a temporary decrease in the price of the Company's Shares. Consequently, when calculating the number of Shares that an Executive Officer should hold under these Guidelines, the Executive Officer's base salary will be divided by the Average High Price over the prior 24-month period (the "Period"). For purposes of the computation, the Average High Price shall mean the sum of the daily high price for each trading day during the Period divided by the number of trading days in the Period. Compliance will be evaluated on a once-per-year basis, as of December 31 of each year, and not on a running basis.

Holding Requirement for Stock Awards

Each Executive Officer must hold 100% of the Net Shares (as described below) delivered to him or her pursuant to an exercise of Options, the vesting of Options or the vesting of Restricted Stock or Restricted Stock Units (each as defined in the Company's Long-Term Incentive Plan, as amended) granted on or after the later of (i) February 14, 2012 or (ii) the date such individual first became an Executive Officer, until the applicable minimum ownership requirement is met. "Net Shares" for purposes of these Guidelines are those Shares that remain after Shares are sold or withheld by the Company to pay the exercise price of an Option, withholding taxes or other taxes payable upon vesting or exercise, and any other transaction costs.

Administration

These Guidelines are administered and interpreted by the Committee. The Committee may delegate to management the responsibility for providing data regarding an Executive Officer's compliance with these Guidelines.

If these Guidelines would place a severe hardship on an Executive Officer or prevent such Executive Officer from complying with a court order, Executive Officers shall submit a written explanation of the particular hardship to the Committee. The Committee, in its sole discretion, shall make a determination regarding any revised ownership guidelines or temporary relief from existing ownership guidelines for such Executive Officer.