

STANLEY BLACK & DECKER, INC.
CORPORATE GOVERNANCE GUIDELINES
AS ADOPTED BY THE BOARD OF DIRECTORS

Effective June 29, 2025

The Board of Directors (the “Board”) of Stanley Black & Decker, Inc. (the “Corporation”), acting on the recommendation of its Corporate Governance Committee, has developed and adopted the corporate governance guidelines set forth below as a framework for the governance of the Corporation. These guidelines will be reviewed by the Corporate Governance Committee annually to ensure that they effectively promote the best interests of both the Corporation and its stockholders and that they comply with all applicable laws, regulations and stock exchange requirements.

ROLE AND COMPOSITION OF THE BOARD OF DIRECTORS

1. Role of the Board

The Board, which is elected by the Corporation’s stockholders, provides governance and oversight over the business and affairs of the Corporation in a manner consistent with the best interests of the Corporation and its stockholders, and also in accordance with state and other applicable laws and regulations. The Board oversees the senior management team, to whom it has delegated the authority to manage the day-to-day operations of the company.

2. Size of the Board

The size of the Board shall consist of not less than nine nor more than eighteen directors, the exact number to be determined by the Board from time to time in light of the changing needs of the Board and in accordance with the Corporation’s certificate of incorporation and bylaws. The Corporate Governance Committee considers and makes recommendations to the Board regarding the appropriate size and composition of the Board.

3. Director Independence

The Board will have a majority of Directors who meet the criteria for independence established by the New York Stock Exchange. The Board must make an affirmative determination regarding the independence of each director at least annually, based upon the recommendation of the Corporate Governance Committee. The Board has adopted Director Independence Standards (attached hereto as Annex A) to assist it in making independence determinations of directors.

4. Annual Election of Directors

Each director stands for election by the Corporation’s stockholders annually to serve a one-year term.

5. Director Qualification Standards.

The Corporate Governance Committee is responsible for reviewing the qualifications of the members of the Board and its various committees on an annual basis as well as the composition of the Board as a whole based on criteria considered by the Board. This assessment will include, in addition to members' qualification as independent, consideration of diversity with respect to background and personal, educational and professional experience and skills in the context of the needs of the Board.

The Board considers the following criteria, based on the recommendation of the Corporate Governance Committee, in selecting director nominees for election:

- integrity and demonstrated high ethical standards;
- experience with business administration processes and principles and risk management;
- ability to express opinions, raise difficult questions, and make informed, independent judgments;
- knowledge, experience, and skills in one or more specialty areas (such as accounting or finance, legal, regulatory or governmental affairs, human capital management, sustainability and climate-related risks, product development, manufacturing, technology, digitization and cybersecurity, global operations, real estate or corporate strategy, among others);
- ability to devote sufficient time to prepare for and attend all Board and committee meetings and perform all Board and committee responsibilities;
- willingness and ability to work with other members of the Board in an open and constructive manner;
- ability to communicate clearly and persuasively; and
- diversity with respect to other characteristics, which may include background, skills and experience.

Nominees for directorship will be recommended to the Board by the Corporate Governance Committee in accordance with its charter, which shall include a recommendation on independence. The Board will determine whether a nominee for directorship is independent and whether to nominate such person as a Director.

The Corporate Governance Committee also considers director candidates recommended by Corporation's stockholders in the same manner as other director candidates.

6. Director Responsibilities

The basic responsibility of the Directors is to exercise their business judgment in good faith and in what they reasonably believe to be in the best interests of the Corporation. In discharging that obligation, Directors may ask such questions as they deem appropriate and are entitled to rely on their fellow Directors and the Corporation's senior executives and outside advisors, auditors and legal counsel, except to the extent that a Director reasonably believes such person's integrity, honesty or competence is in doubt.

The Directors shall also be entitled to have the Corporation purchase reasonable Directors' and Officers' liability insurance on their behalf, and to the benefits of indemnification to the fullest extent permitted by law and the Corporation's certificate of incorporation, bylaws and any indemnification agreements.

Regular meetings of the Board will be held at such times and with such frequency as is determined by the Board, in accordance with the Company's bylaws. Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the Directors before the meeting, and Directors should carefully review these materials in advance of the meeting. Further, directors are expected to attend the annual meeting of shareholders absent unusual circumstances.

7. Retirement Policy

The Board does not believe it should establish term limits. The Board believes that the skill set and perspectives of its members should remain sufficiently current and broad in dealing with current and changing business dynamics, and therefore seeks to maintain a balance of Directors with varying lengths of service. While the Board recognizes that term limits could assist in this regard, they have the disadvantage of forcing the Board and the Corporation to lose the contribution of Directors who have been able to develop, over a period of time, increasing insight into the Corporation and its operations and, therefore, provide an increasing contribution to the Board as a whole. Unless otherwise authorized by the Board, the retirement of a Director should normally occur at the end of the term in which he or she becomes 75 years of age.

8. Directors Changing Occupation, Service on Other Boards and Other New Relationships

It is the sense of the Board that individual Directors who change their principal occupation, position or responsibility should be expected to volunteer to resign from the Board. It is not the sense of the Board that in every instance the Directors who retire or change from the position they held when they joined the Board should necessarily leave the Board. There should, however, be an opportunity for the Board through the Corporate Governance Committee to review the continued appropriateness of Board membership under the circumstances.

Directors shall advise the Chair of the Board and the Chair of the Corporate Governance Committee in advance of accepting an invitation to serve on another public company board or to serve as a board or committee chair for another public company board. Unless approved by the Board, a Director may not simultaneously serve on more than four other public company boards. If the Director is a named executive officer at another public company, the Director may not simultaneously serve on any other public company boards except that other public company and the Corporation. The Chief Executive Officer may not serve on more than one other board of a public company in addition to the Corporation's Board. Members of the Audit Committee may not serve on the audit committees of more than two other public companies.

In addition, a Director shall notify the Chair of the Board, the Chairperson of the Corporate Governance Committee and the General Counsel if he or she wishes to join a governmental commission, a private company board of directors, a company advisory board or similar body, or the governing board of a non-profit entity or otherwise to establish a material personal or fiduciary relationship with another entity if the Director reasonably believes that the activities of any such commission, company or entity are competitive with the Corporation's current or currently contemplated future operations or may otherwise impact or overlap with the Corporation's current or currently contemplated future business. If a Director is unsure of whether the notice requirement is triggered by such an invitation, he or she is encouraged to notify and consult with the General Counsel.

9. Board Leadership

The Board annually reviews its leadership structure as part of the succession planning process to evaluate whether the structure remains appropriate for the Corporation. The Board believes that it is in the best interests of the Corporation and its stockholders for the Board to have the flexibility to make the determination as to whether to separate or combine the roles of Chair and Chief Executive Officer and whether the Chair role should be held by an independent director, and the Board shall make a determination as to the appropriate leadership structure upon the resignation or removal, or the election of a new, Chair of the Board or Chief Executive Officer and at such other times as the Board may deem appropriate.

The Chair of the Board shall preside at all meetings of the Board, except that in the Chair's absence, the Directors present shall designate a person to preside. The Chair of the Board shall ensure that the views, opinions and suggestions of other independent Directors are adequately addressed with the Board.

The Chair of the Board, jointly with the Chief Executive Officer, shall determine the times and agendas of meetings of the Board. At the beginning of the year the Chair of the Board, jointly with the Chief Executive Officer, shall establish an initial schedule of meetings and agenda subjects to be discussed during the year. Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review the Corporation's long-term strategic plans and the principal issues that the Corporation will face in the future during at least one Board meeting each year.

If the Chair of the Board is not an independent director, the independent directors will, based upon the recommendation of the Corporate Governance Committee, appoint an independent director to serve as a Lead Independent Director of the Board. The primary responsibilities of a Lead Independent Director, if applicable, will be: (a) presiding at meetings of the Board at which the Chair is not present, including executive sessions of the independent directors; (b) approving information sent to the Board; (c) approving the agenda and schedule for Board meetings to provide that there is sufficient time for discussion of all agenda items; (d) serving as liaison between the Chair of the Board and the independent directors; and (e) being available for consultation and communication with major stockholders upon request. The Lead Independent Director also has the authority to call executive sessions of the independent directors.

10. Director Compensation

The Corporate Governance Committee will conduct an annual review of non-employee Director compensation. Director compensation is set by the Board, upon the recommendation of the Corporate Governance Committee, and should be composed of cash and equity, consistent with market practices but that would not call into question the Board's objectivity. The Corporate Governance Committee will consider that Directors' independence may be jeopardized if Director compensation and perquisites exceed customary levels, if the Corporation makes substantial charitable contributions to organizations with which a Director is affiliated, or if the Corporation enters into consulting contracts with (or provides other indirect forms of compensation to) a Director or an organization with which the Director is affiliated. Management directors do not receive compensation for service on the Board.

11. Director Stock Ownership Guidelines

In order to align the interests of directors with those of stockholders and further promote the Corporation's commitment to sound corporate governance, the Board believes that directors should hold meaningful equity ownership positions in the Corporation, and directors are subject to stock ownership guidelines set forth in the Corporation's Stock Ownership Guidelines for Non-Employee Directors, as described in the Corporation's proxy statement.

12. Director Orientation and Continuing Education

All new Directors must participate in the Corporation's Orientation Program, which should be conducted within two months of the annual meeting at which new Directors are elected or as soon as reasonably practicable after a new Director otherwise joins the Board. This orientation will include presentations by senior management to familiarize new Directors with the Corporation's strategic plans, its significant financial, accounting and risk management matters, its Code of Business Ethics, its principal officers, and its internal and independent auditors. All continuing Directors will also be provided with ongoing training and education in respect of these and other subjects as determined, from time to time, by the Board.

13. Code of Business Ethics

The Board expects Directors to act ethically at all times and to adhere to the Corporation's Code of Business Ethics and other applicable policies.

14. Loyalty and Ethics.

All Directors owe a duty of loyalty to the Corporation in their role as Directors. This duty of loyalty mandates that the best interests of the Corporation take precedence over any interests possessed by a Director. The Corporation has adopted a Code of Business Ethics (the "Code") applicable to all Directors as well as all Company employees. This includes, in particular but without limitation, strict adherence to the Company's policies with respect to conflicts of interest, confidentiality, and ethical conduct in all business and personal dealings. Directors should be familiar with the Code's provisions in these areas and should consult with the Company's legal counsel in the event of any issues.

FUNCTIONING OF THE BOARD AND BOARD OPERATIONS

15. Strategic Planning

The Board administers its strategic planning function directly and through its Board committees. The Board reviews the Corporation's long-term strategic plan at least annually and monitors implementation of the strategic plan throughout the year.

16. Risk Management

The Board is responsible for reviewing the Corporation's risk management program and its efforts to mitigate risks to the Corporation on at least an annual basis. This review is both informed by and informs the Board's oversight of the execution of the Corporation's overall strategy. Additionally, the Board has delegated specific risk oversight responsibilities to committees based on the expertise of those committees, which are set forth in the committee charters.

17. Board Committees

The Board will have at all times an Audit Committee, a Compensation and Talent Development Committee and a Corporate Governance Committee. Each of these committees will be composed of at least three directors. In addition, the Board must have determined that all of the members of these committees meet the "independence" and other requirements for such committee membership established by the New York Stock Exchange and the Securities Exchange Act of 1934, as applicable, and that they are "independent" directors as defined in the Corporation's Director Independence Standards attached to these Governance Guidelines.

The Board also will have a Finance and Pension Committee consisting of at least three Directors. The Board will have additional standing and temporary committees as appropriate. In general, committee members will be appointed by the Board, upon the recommendation of the Corporate Governance Committee, with consideration of the desires

of individual Directors. It is the sense of the Board that consideration should be given to rotating committee members periodically, but the Board does not feel that a fixed rotation schedule should be mandated as a policy.

In addition, the Board will have an Executive Committee, consisting of the Chair of the Board, the Chief Executive Officer and the Chairpersons of the Audit, Compensation and Talent Development, Corporate Governance, and Finance and Pension Committees.

Each Board committee established by the Board will have its own charter which, in the case of the Audit Committee, the Compensation and Talent Development Committee and the Corporate Governance Committee satisfies the rules of the New York Stock Exchange. The committee charters will set forth the purposes, goals and responsibilities of the committees as well as certain specific qualifications for committee membership and procedures for committee member appointment; in addition, the charters will address committee reporting to the Board and provide that each committee annually evaluate its performance.

The chairperson of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The chairperson of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda. At the beginning of the year, each committee will establish an initial schedule of agenda subjects to be discussed during the year. The schedule for each committee will be furnished to all Directors.

The Board and each committee have the power to hire at the expense of the Corporation independent legal, financial or other advisors as they may deem necessary and approve the fees and retention terms of its outside advisors without consulting or obtaining the approval of any officer of the Corporation in advance.

18. Executive Sessions

The non-management Directors will meet in executive session at each Board meeting, with no members of management present. If the non-management directors include directors who are not independent, the independent directors will meet in executive session at least once a year. The independent Chair of the Board or Lead Independent Director, as the case may be, will preside at executive sessions.

19. Director Access to Officers

Any meetings or contacts with officers of the Corporation that a Director wishes to initiate shall be arranged through the Chief Executive Officer, the General Counsel or their designees. The Chief Executive Officer and the General Counsel shall use his or her judgment to ensure that any such contact is not disruptive to the business operations of the Corporation and shall, to the extent not inappropriate, copy the Chief Executive Officer on any written communications between a Director and an officer or employee of the Corporation. If a Director is not satisfied with his or her access to officers, he or she may

raise the issue with the Chief Executive Officer or General Counsel, who will attempt to resolve the concern. If the concern remains unresolved, the Director may raise the issue with the Chair of the Board. Any materials furnished by the Corporation in response to a request by a Director will be furnished to the full Board or the relevant committee to ensure that the full Board or the relevant committee members receive and have access to the same information when performing their fiduciary duties.

The Board welcomes regular attendance at each Board meeting of the appropriate representatives of senior management of the Corporation as shall be determined from time to time, subject to the Board's right in all instances to meet in executive session or with a more limited number of management representatives. If the Chief Executive Officer wishes to have additional Corporation personnel attendees on a regular basis, this suggestion should be brought to the Chair of the Board or the Board for consideration.

20. Confidential Information

Directors must maintain the confidentiality of information and any non-public or confidential information about the Corporation or any other company from whatever source received in the Director's capacity as a Director and may use such information only for the purpose of his or her service as a Director, except as expressly authorized by the Board or, after written notice to the General Counsel and cooperating with the Corporation's efforts regarding the applicability of any legal requirements, as legally required to disclose such information. This section is complementary to and is to be read and observed in conjunction with the Code of Business Ethics applicable to all employees, officers and Directors, including that nothing in these Guidelines shall be construed to preclude, prohibit or restrict Directors from communications with government agencies as provided for, protected under or warranted by applicable law.

21. Chief Executive Officer Evaluation and Management Succession

The Compensation and Talent Development Committee will conduct an annual review of the Chief Executive Officer's performance, as set forth in its charter. The Board will review the Compensation and Talent Development Committee's report in order to confirm that the Chief Executive Officer is providing effective leadership for the Corporation in the long- and short-term. The Compensation and Talent Development Committee shall evaluate the Chief Executive Officer's performance and recommend to the Board the Chief Executive Officer's overall compensation level based on this evaluation.

The entire Board shall be responsible for management succession planning, including appointing and evaluating potential successors to the Chief Executive Officer, with the Compensation and Talent Development Committee providing strategic oversight of the Corporation's talent development process and overseeing succession planning for senior executives. The Chief Executive Officer should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

22. Annual Board and Committee Performance Evaluations

The Board and each committee of the Board, acting through the Corporate Governance Committee, will conduct an annual self-evaluation to determine whether the Board and its committees are functioning effectively. The Corporate Governance Committee will receive comments from all Directors and report annually to the Board and the committees with an assessment of the Board's and each committee's performance. This will be discussed with the full Board following the end of each fiscal year. The assessment will focus on the Board's contribution to the Corporation and specifically focus on areas in which the Board believes that the Board could improve. The ability of individual directors to contribute to the Board is considered in connection with the re-nomination process.

23. Shareholder Engagement

The Board believes that the management speaks for the Corporation. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Corporation, but it is expected that Board members will do this only with the knowledge of the management and, absent unusual circumstances or as contemplated by the committee charters, only at the request of management. In all instances, the Board's external communications shall be subject to compliance with applicable Corporation policies. In situations where public comments from the Board may be appropriate, they shall come only from the Chair of the Board, unless the Chair, in consultation with the General Counsel, determines otherwise.

ANNEX A

Stanley Black & Decker, Inc. Director Independence Standards

1. Directors Generally. A Director may only qualify as “independent” if the Company’s Board of Directors affirmatively determines, based on all of the relevant facts and circumstances, that the Director has no material relationship with the Company or any of its consolidated subsidiaries (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company).
2. Additional Independence Criteria.
 - a. In no event will a Director be considered independent if, within the preceding three years:
 - i. the Director was employed by the Company (except as interim Chairman or CEO or other executive officer);
 - ii. an immediate family member of the Director was employed by the Company as an executive officer;
 2. the Director or his/her immediate family member was (but is no longer) a partner or employee of a firm that is the Company’s internal or external auditor (an “Audit Firm”) and personally worked on the Company’s audit within that time;
 4. the Director, or an immediate family member of the Director, is or was employed as an executive officer of another company where any of the Company’s present executive officers at the same time serves or served on that company’s compensation committee; or
 - iii. the Director, or an immediate family member of the Director, received during any twelve-month period more than \$100,000 in direct compensation from the Company, other than Director and committee fees and pension or other forms of deferred compensation for prior service, provided such compensation is not contingent in any way on continued service, and excluding compensation received by a Director for former service as an interim Chairman or CEO, or compensation received by an immediate family member for service as a non-executive employee of the Company.
- b. In no event will a Director be considered independent if:
 - i. the Director is a current employee, or the Director’s immediate family member is a current executive officer, of a company that, within the preceding three years, made payments to or received payments from the Company for property or services in an amount which, in any single fiscal

year, exceeded the greater of \$1 million or 2% of such other company's consolidated gross revenues (payments and the consolidated gross revenues shall be those reported in the last completed fiscal year of such other company),

- ii. the Director is an executive officer, director or trustee or the Director's spouse is an executive officer of, a non-profit organization to which the Company, in the past three years, has made payments that, in any single fiscal year, exceeded the greater of \$1 million or 2% of the non-profit organization's consolidated gross revenues.
- iii. the Director or an immediate family member is a current partner of an Audit Firm, or
- iv. the Director is a current employee of an Audit Firm or has an immediate family member who (A) is a current employee of an Audit Firm and (B) personally works on the Company's audit and such firm's assurance or tax compliance (but not tax planning) services for the Company.

3. Audit Committee Members. Audit Committee members may not have any direct or indirect financial relationship or affiliation whatsoever with the Company or any subsidiary other than as Directors or members of the Audit Committee or of other committees.