



CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

**PURPOSE OF THE
COMMITTEE**

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Griffon Corporation ("Griffon") is to (1) review suggestions of candidates for director made by directors and others; (2) identify individuals qualified to become Board members, and to recommend to the Board the director nominees for each annual meeting of stockholders; (3) recommend to the Board director nominees for each committee of the Board; (4) develop and recommend to the Board the corporate governance principles applicable to Griffon; and (5) oversee the annual evaluation of the Board and management.

**COMMITTEE
MEMBERSHIP**

The Committee shall consist of at least three members of the Board. The members of the Committee shall be appointed and replaced by the Board.

The members of the Committee shall meet the independence requirements of the New York Stock Exchange.

The Chairman of the Committee shall be designated by the Board. If the Board does not designate a Chairman, the members of the Committee, by majority vote, may designate a Chairman.

**MEETINGS AND
PROCEDURES OF
THE COMMITTEE**

The Committee shall meet as often as necessary to carry out its duties and responsibilities. The Committee may ask members of management or others to attend its meetings and to provide pertinent information to the Committee. The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

A majority of the members of the Committee shall constitute a quorum.

The Committee shall maintain minutes of its meetings and regularly deliver to the Board a report, which may be oral, on its activities.

In the event the Chairman 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.

**COMMITTEE
AUTHORITIES
AND
RESPONSIBILITIES**

The Committee shall:

Develop and recommend to the Board the corporate governance guidelines applicable to Griffon.

Monitor compliance with Griffon's corporate governance principles, as in effect from time to time.

Review and reassess the adequacy of the corporate governance guidelines of Griffon and recommend any proposed changes to the Board for approval.

Assess the reporting channels through which the Board receives information, and the quality and timeliness of any information received, so that the Board obtains information in a timely fashion.

Establish criteria for Board and committee membership, review candidates' qualifications and any potential conflicts with Griffon's interests, assess the contributions of current directors in connection with their re-nomination, and make recommendations to the Board.

Review the qualifications of any individual nominated to serve as a director of Griffon by directors and others. The Committee shall consider the following attributes and criteria of candidates: character, business judgment, business knowledge; leadership; business, financial, educational and industry-specific experience and expertise; personal and professional integrity; time availability in light of other commitments; diversity; dedication; and such other factors that the Committee deems appropriate, from time to time, in the context of the needs or stated requirements of the Board. The Committee shall also take into account the qualification requirements imposed by law and the regulations of the New York Stock Exchange in determining an individual's qualification for Board and committee membership.

**EVALUATION OF
THE BOARD AND
COMMITTEES OF
THE BOARD**

The Committee shall:

Solicit and receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.

Review and assess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.

Annually review the Committee's own performance.

**OUTSIDE
ADVISORS;
CONSULTANTS**

The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.