



## CHARTER OF THE FINANCE COMMITTEE

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### **PURPOSE OF THE COMMITTEE**

The Finance Committee (the "Committee") is a standing committee of the Board of Directors (the "Board"). The Committee shall have principal oversight responsibility with respect to certain material financial matters of Griffon Corporation (the "Company") as set forth below. The Committee shall not have oversight or other responsibility with respect to the Company's financial reporting, which shall remain the responsibility of the Audit Committee of the Board.

### **COMMITTEE MEMBERSHIP**

The Committee shall initially consist of four members, which number may be increased or decreased by the Board. The members of the Committee shall be appointed and replaced by the Board.

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

### **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.

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.

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.

**COMMITTEE  
RESPONSIBILITIES AND  
DUTIES**

The responsibilities of the Committee include reviewing, and when appropriate making recommendations to the Board with respect to, proposed transactions that will materially impact, and any material changes to, the Company's capital structure. This shall include any offerings or sales of debt or equity securities of the Company; material credit agreements or other material financing arrangements; and any material changes to the foregoing.

In each case, the Committee shall review and consider the financial terms of the applicable transaction or other change to the Company's capital structure, following which it shall make a recommendation, which recommendation may be positive or negative, to the full Board regarding such proposal; provided that any such recommendation shall not be binding on the full Board.

The Committee shall also carry out such other duties as may be delegated to it by the Board from time to time.

**EVALUATION OF  
COMMITTEE CHARTER**

The Committee shall review and assess the adequacy of this Charter periodically as it deems appropriate and recommend any proposed changes to the Board for approval.

**CONSULTANTS AND  
ADVISORS**

The Committee shall have the sole authority to retain and terminate any consultant or advisor as it deems necessary or appropriate to carry out its duties.

The Committee shall have the sole authority to determine the amount of funding necessary for payment of compensation to any professionals retained to advise the Committee.