

**JARDEN CORPORATION**  
**Board of Directors**  
**Governance Principles and Code of Conduct**

**I. Membership**

**A. Board Composition**

Directors are elected by the Company's stockholders at the annual meeting of stockholders. The Board may adjust the number of Directors within the limits set forth in the Company's Certificate of Incorporation (currently, not less than two nor more than nine). The Board believes that, given the size of the Company and the need for diversity of views, the optimal size of the Board is at least seven directors.

**B. Independence**

A majority of the Directors shall satisfy the independence requirements of the SEC and the NYSE. In general, "independent" means that the Director shall have no material relationship with the Company or any member of the senior management of the Company. In performing their duties, Directors must hold themselves free of any interest, influence or relationship with respect to any activity which could impair their judgment or objectivity in the course of their service to the Company.

**C. New Directors**

The Nominating/Corporate Governance Committee has, as one of its responsibilities, the recommendation of director candidates to the full Board.

**C. Mandatory Retirement**

The mandatory retirement age for independent directors is 70.

**D. Stock Ownership**

Independent directors with more than one year of service are urged to directly own at least 1,000 shares of Company common stock.

**E. Changes in Employment**

A Director is expected to advise the Board on a timely basis of any reduction in responsibility with the Director's then current employer, except for retirement, or of a change in employer for which such Director was engaged when most recently appointed, elected or re-elected as a Director, and to resign from the Board. The Board, in its discretion, will determine whether to accept or reject such resignation.

**F. Performance Evaluation**

To ensure that the Board remains composed of highly performing members able to keep their commitments to Board service, the Nominating/Corporate Governance Committee will evaluate the qualifications and performance of each incumbent Director before recommending the nomination of that Director for an additional term.

**II. Code of Conduct**

**A. General**

Directors shall at all times exhibit high standards of integrity, commitment and independence of thought and judgment.

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- B. Representation  
Directors shall at all times represent the interest of the Company's stockholders, striving to enhance and maintain the reputation of the Company by complying with all of its policies and by-laws.
- C. Conflicts of Interest  
Directors are expected to avoid any action, position or interest that conflicts with the interest of the Company or gives the appearance of conflict. Accordingly, the Company should not enter into any paid consulting arrangements with outside Directors or their employers, without obtaining Board approval.
- D. Share ownership; Purchases and Sales  
The Board believes that the number of shares of the Company's stock owned by each Director is a personal decision, and encourages stock ownership. Directors may not trade in Jarden securities while having inside information concerning the Company, or in the securities of any other company about which he or she has obtained inside information in his or her role as Director, until after that information has adequately been disseminated to the market. Inside information may not be passed on to others, including family members and friends. Directors will comply with all reporting requirements of the Securities and Exchange Commission concerning his/her purchases and sales of Company securities.
- E. Contact with Employee, Stockholder, Customer or Competitor  
In the event of a Director being contacted by an employee, stockholder, customer or competitor concerning a violation of law or company policy, the Director must report promptly the nature of the contact to the Audit Committee or the full Board to ensure proper documentation and the appropriateness of the contact. Additionally, the Board of Directors must help to ensure that such contacting employee will not be disciplined for merely reporting in good faith a suspected violation of law or Company policy.

III. Duties and Responsibilities

The responsibility of the Board of Directors is to direct the management of the Company in the interest, and for the benefit, of the Company's stockholders. To that end, the Board of Directors shall have the following duties and responsibilities.

- A. Overseeing the conduct of the Company's business to evaluate whether the business is being properly managed.
- B. Reviewing, and where appropriate, approving the Company's major financial objectives, plans and actions.
- C. Reviewing, and where appropriate, approving major changes in, and determinations of other major issues respecting, the appropriate auditing and accounting principles and practices to be used in the preparation of the Company's financial statements.
- D. Assessing major risk factors relating to the Company and its performance, and reviewing measure to address and mitigate such risks.
- E. Reviewing and approving a CEO succession plan at least annually.
- F. Hiring advisors to assist it in performing its duties and responsibilities on behalf of the Company. The Board shall have the express right to hire its own advisors at its sole discretion without necessarily obtaining the approval of management.

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- G. Reviewing and assessing its own performance, and the performance of each of its committees, at least annually in order to determine whether the Directors are functioning effectively.
- H. Responding to communications from securities holders.

#### IV. Meetings

##### A. Frequency

The Chairman shall determine the agenda, timing and length of each meeting of the Board. Board members are also entitled to suggest the inclusion of items on the agenda. The Board expects that at least four regularly scheduled meetings will be held during the year. In addition to regularly scheduled meetings, unscheduled meetings may be called upon appropriate notice at any time to address specific needs of the Company.

##### B. Confidentiality

Directors should understand and respect the need for a high level of confidentiality relating to affairs of the Company.

##### C. Executive Sessions

The Board shall meet at least once per year in a non-executive session, without the participation of the Chief Executive Officer and Chief Financial Officer or other members of management. The Board shall not take formal actions at such sessions but may make recommendations to the full Board as a result of such sessions.

##### D. Attendance

Each Board member shall make every reasonable effort to attend all of the Board meetings and, at the very least, attend a majority of the meetings held during any fiscal year.

##### E. Lead Director

The Board shall designate a non-executive lead director to preside over non-executive sessions and perform any duties more appropriately performed by an independent director which would otherwise be performed by the Chairman.

#### V. Committees

The Board shall maintain an Audit, Compensation and Nominating and Policies Committee, each of which shall be governed by a separate charter approved by the Board of Directors.