

**LIFETIME BRANDS, INC.**  
**CHARTER**  
**OF THE**  
**NOMINATING AND GOVERNANCE COMMITTEE**  
**OF THE**  
**BOARD OF DIRECTORS**

This Charter governs the operations of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Lifetime Brands, Inc. (the “Company”). The Committee shall review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval. This Charter may be amended only by the affirmative vote of the Board.

**PURPOSE**

The Committee assists the Board by (i) evaluating the qualifications of candidates for Board membership; (ii) developing and recommending to the Board corporate governance principles applicable to the Company; and (iii) performing such other duties as the Board may assign to the Committee.

**MEMBERSHIP**

The Committee will be composed of all the Company’s independent directors, meaning those directors who are independent of the management of the Company and free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as Committee members. No person may be a member of the Committee if his or her service on the Committee would violate any restriction on service imposed by any rule of the United States Securities and Exchange Commission or any exchange on which shares of the common stock of the Company are traded.

## **MEETINGS**

The Committee will meet at least once each year or as often as it deems necessary to fulfill its responsibilities. The Committee will ask the Chief Executive Officer to attend such meetings and to provide such relevant information as the Committee may request. The Committee will keep written minutes of its meetings, which minutes will be recorded or filed with the books and records of the Company. The Committee may delegate any of its responsibilities to one or more subcommittees, each of which shall be composed of two or more members, as the Committee may deem appropriate.

## **DUTIES, RESPONSIBILITIES AND PROCESSES**

The Committee in carrying out its responsibilities believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The following shall be the principal duties and responsibilities of the Committee and are set forth as a guide, with the understanding that the Committee may supplement them as appropriate:

### **NOMINATING DUTIES**

The nominating duties and responsibilities of the Committee shall be as follows:

- To evaluate the qualifications of candidates for Board membership and, following consultation with the Chief Executive Officer, recommend to the Board nominees for open or newly created director positions;
- To consider nominees recommended by stockholders as long as such recommendations are received at least 120 days before the stockholders meet to elect directors;
- To periodically review the composition of the Board to determine whether it may be appropriate to add individuals with different backgrounds or skill sets from those already on the Board, and submit to the Board on an annual basis a report summarizing its conclusions regarding these matters;
- To provide an orientation and education program for Directors; and
- To perform such other duties as the Board may assign to the Committee.

## **GOVERNANCE DUTIES**

The governance duties and responsibilities of the Committee shall be as follows:

- To periodically assess the current structure and operations of the committees of the Board and recommend changes to the Board;
- To develop and recommend to the Board corporate governance guidelines and to review such guidelines at least annually and recommend to the Board changes as necessary;
- To develop and recommend to the Board procedures for the evaluation and self-evaluation of the Board and its committees and to oversee the evaluation process;
- To perform an evaluation of the Committee's performance at least annually to determine whether it is functioning effectively; and
- To periodically review the compensation of the Board and recommend changes to the Board.

This Charter was approved by the Board of Directors on March 6, 2012.