

LIFETIME BRANDS, INC.

STRATEGIC PLANNING COMMITTEE CHARTER

January 10, 2008

I. Statement of Purpose

The Strategic Planning Committee (the "Committee") of Lifetime Brands, Inc. (the Company) shall provide assistance to the Company's Board of Directors (the "Board") in fulfilling its responsibilities to the stockholders of the Company with respect to:

- Monitoring and informing the Board of developments, trends, new discoveries that may provide opportunities for the Company to achieve its goals by improving operations, profitability and shareholder value.
- Reviewing and recommending to the Board, for its approval, long-term business objectives and plans developed by management.
- Overseeing development of a strategic plan.
- Monitoring implementation of the strategic plan.

II. Planning Calendar

- The Committee shall meet a minimum of three (3) times a year on such dates and at such times and at such locations as designated by the Chairman of the Committee.
- A majority of the members of the Committee shall constitute a quorum for the taking of any action by the Committee.
- At the beginning of each fiscal year of the Company, the Chairman, together with the Committee members, shall establish an annual calendar for its operations.
- The schedule will be reviewed with the Chairman of the Board / Chief Executive Officer of the Company for review and coordination.

III. Membership

- The Committee shall be composed of a minimum of four (4) Board members, at least one of whom shall be a senior manager of the Company,
- The Board shall designate the Committee Chairman and the members of the Committee and shall have the authority to remove a member from the Committee at any time with or without cause. At the Board's discretion, in an attempt to

balance the need for fresh perspectives with experience, there should be a regular rotation in the membership of the Committee. However, to maintain continuity, never more than one member of the Committee shall be changed in any given year.

- Committee members shall serve at the pleasure of the Board.

IV. Responsibilities and Duties

- Consistent with the Statement of Purpose set forth in Section I hereof, the Committee shall:
 1. Provide guidance and advice to management in the development of the Company's long-term strategic business plan;
 2. Review and, if appropriate, recommend to the Board the approval of said long-term strategic business plan as developed by the Company's management;
 3. Meet with management periodically to review and evaluate the Company's progress in implementing its long-term strategic business plan and any changes to such plan proposed by management;
 4. Periodically receive and review reports from management regarding competitive conditions and important regulatory, financial, technological and other factors that may materially impact the Company's long-term strategic business plan;
 5. Receive regular reports from the Company's senior executive(s) with primary responsibility for acquisitions;
 6. Develop and implement a policy for the review, evaluation and approval by the Board of potential acquisitions proposed by the Company's management, including appropriate levels of delegation of authority to the Company's management and protocols for recommending such acquisitions to the Board for approval;
 7. Review, approve, or recommend to the Board certain strategic decisions regarding expansion into, or exit from, existing lines of businesses or countries as well as entry into new lines of business or countries, such as acquisitions and dispositions of businesses and capital assets, joint ventures ("transactions") and the financing of such transactions;
 8. Serve as a sounding board to management when requested with regard to specific acquisitions, sales of assets or business divisions and other strategic opportunities;
 9. Perform such other duties and responsibilities expressly delegated to the Committee by the Board or the Chairman of the Board / Chief Executive Officer of the Company; and
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10. Perform an annual self-evaluation of the Committee's performance and recommend to the Board amendments to this Charter as deemed appropriate.

The foregoing list of responsibilities and duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties.

V. Meetings

- The Committee will meet with such frequency and at such times as its Chairman or a majority of the Committee members shall determine. The Committee will meet no less frequently than three times per year, in person or telephonically. Additional meetings will be scheduled as necessary or appropriate.
- The Chairman of the Committee shall call a special meeting of the Committee upon a request by any two (2) Committee members.
- An agenda for each meeting will be prepared by the Committee Chairman with supporting reports and documents circulated to the Committee members prior to the meeting date.

VI. Minutes

- The Committee Chairman shall forward the minutes of each meeting held by the Committee to each member of the Board.

VII. Subcommittees

- The Committee has the power to appoint subcommittees and their Chairs, comprised of members of the Committee, other Directors or other employees of the Company, but no subcommittee will have any final decision making authority on behalf of the Committee or the Board.

VIII. Cooperation, Reliance, Experts

- The Committee, with the concurrence of the Chairman of the Board, shall have the authority, in its discretion and at the Company's expense, to retain such advisors and experts, as it deems appropriate to carry out its duties. The Committee, in its sole discretion, shall have the authority to approve fees and other retention terms. Any communication between the Committee and independent legal counsel in the course of obtaining legal advice will be considered privileged communications between the Committee and the provider of such counsel and the Committee will take all appropriate steps to preserve the privileged nature of the communications.

- The Committee may request such reports from the Company and may rely on management, independent public accountants, internal auditors and such other advisors and experts as it deems necessary or appropriate in order to carry out its duties.
- The Committee has the power, in its discretion, to conduct any investigation it deems necessary or appropriate to carry out its duties.

IX. General

- The Committee shall undertake such additional responsibilities within the scope of the Committee's primary functions as it may deem appropriate and/or as assigned to it from time to time by the Board or the Chairman of the Board/Chief Executive Officer of the Company.