

**SNAP-ON INCORPORATED
ORGANIZATION & EXECUTIVE
COMPENSATION COMMITTEE CHARTER**

Organization

Each member of the Organization and Executive Compensation Committee (the "Committee") shall meet the independence requirements of applicable law and regulation, including, without limitation, the requirements imposed by the New York Stock Exchange (the "NYSE") listing standards, the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated by the Securities and Exchange Commission (the "SEC") thereunder, and Section 162(m) of the Internal Revenue Code and the regulations promulgated thereunder. The members of the Committee shall be appointed and replaced by the Board. One of the members of the Committee shall be appointed as Committee Chairperson by the Board.

The Committee may form and delegate authority to subcommittees when appropriate. The Committee shall report regularly to the Board.

Purpose and Responsibilities

The purpose and responsibilities of the Committee shall be to:

Make recommendations to the Board with respect to the Company's incentive-compensation plans and equity-based plans and, except as further delegated by the Committee to other committees, to administer existing annual and long-term incentive plans as these plans apply to all individuals who may qualify under the terms of said plans. Further, to review on an ongoing basis, these plans and, if appropriate, to make amendments thereto or to discontinue them.

Except as further delegated by the Committee to other committees, oversee, create, amend, administer, and terminate (i) any and all welfare benefit plans (as defined in section 3(1) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA")), (ii) any and all equity compensation plans or other arrangements, (iii) any and all deferred compensation plans or other arrangements, (iv) any and all other plans and arrangements for the delivery of compensation to the Company's associates, former directors or selected others that are in addition to current compensation for services rendered that are now or in the future sponsored or maintained by the Company or one or more of its affiliates, and (v) any and all plans and arrangements for the delivery of compensation, remuneration or benefits to former directors.

Review and approve the corporate goals and objectives relevant to compensation for the Chairman and Chief Executive Officer.

Evaluate the performance of the Chairman and Chief Executive Officer in light of those goals and objectives and to establish in consultation with those independent directors who are not members of the Committee, the Chairman and Chief Executive Officer's compensation based on the evaluation. In addition to other factors that the Committee may deem appropriate in determining the long-term incentive component of

Chairman and Chief Executive Officer compensation, the Committee should consider the Company's performance and relative shareholder return, the value of similar incentive awards to Chairman and Chief Executive Officers at comparable companies, and the awards given to the Company's Chairman and Chief Executive Officer in past years.

Consult with the Chairman and Chief Executive Officer and determine the appropriate compensation for all other officers.

Recommend to the Board the compensation of the Chairman of the Board of Directors (if such person is not also the Chief Executive Officer of the Company), including base compensation, equity compensation and other appropriate incentive plans, and perquisites, if any.

The Committee shall have the sole authority to retain and terminate any consulting firm to assist in the evaluation of Chairman and Chief Executive Officer or executive compensation and shall have the sole authority to approve the consultant's fees and other retention items.

The Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel or other advisers, including persons and entities independent of the Company and its management, as it deems appropriate in connection with the discharge of its duties, without seeking the approval of the Board or the Company's management. The Committee shall be directly responsible for the appointment, termination, compensation and oversight of the work of any such adviser. When selecting any such adviser, the Committee shall consider all factors relevant to the adviser's independence from management, including any applicable independence standards promulgated by the SEC or the NYSE. The Company shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for the payment of compensation to any of the advisers employed by the Committee and for the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Oversee the evaluation of management.

Produce a Committee report on executive compensation as required by the SEC to be included in the Company's annual proxy statement filed with the SEC.

Oversee risks related to the Company's compensation policies and practices.

Consult, as the Committee deems appropriate, with the Chairman and Chief Executive Officer on matters of organization structure.

Consult, as the Committee deems appropriate, with the Chairman and Chief Executive Officer on planning for executive succession.

Recommend to the Board the titles of all elected officers of the Company.

Oversee safety programs of the Company.

Review and determine stock ownership guidelines applicable to executive officers and directors, and evaluate each individual's compliance with such guidelines.

Annually evaluate the Committee's own performance.

Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board.

Last approved by the O&E Committee on April 25, 2013.