

September 26, 2003

**MACE SECURITY INTERNATIONAL, INC.
ETHICS and CORPORATE GOVERNANCE COMMITTEE CHARTER**

Purpose

The purpose of the Ethics and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Mace Security International, Inc. (the "Company") shall be to (A) monitor, oversee and review compliance by the Company's directors, officers and employees with (i) the Company's Code of Ethics and Business Conduct, (ii) the Company's Policy on Insider Trading, (iii) the Company's Corporate Confidential Information Policy, (iv) the Company's Corporate Governance Guidelines and (v) such other applicable policies of the Company as the Committee or the Board deems necessary or desirable, and (B) to recommend to the Board changes, alterations and modifications to the Corporate Governance Guidelines and Code of Ethics and Business Conduct applicable to the Company. When exercising its powers, the Committee shall consider the Company's mission, vision and values as integral elements in its decision making process. Acting in accordance with the highest standards of professional and ethical conduct are high priorities of the Company's directors, officers and team members.

Committee Membership

The Committee shall consist of no fewer than three directors of the Company. Each member of the Committee shall meet the standards for independence required by the listing standards of the NASDAQ National Market. A majority of the members of the Committee shall constitute a quorum.

Meetings

Meetings of the Committee shall be held at least annually and at such additional times as the Committee Chairman or the Board may require. The Committee shall make reports to the Board when the Committee deems it appropriate or upon request of the Board.

Committee Authority and Responsibility

The scope of authority and responsibilities of the Committee are as follows:

- A. Making recommendations to the Board with respect to changes, alterations and modifications of (i) the Company's Code of Ethics and Business Conduct, (ii) The Company's Policy on Trading Company Securities, (iii) the Company's Corporate Disclosure Policy, (iv) the Company's Corporate Governance Guidelines, and (v) such other policies of the Company, as the Committee or the Board deems necessary or desirable.
- B. Monitoring and reviewing compliance with (i) the Company's Code of Ethics and Business Conduct (ii) the Company's Policy Trading Company Securities, (iii) the Company's Corporate Disclosure Policy, (iv) the Company's Corporate Governance Guidelines and (v) such other policies of the Company as the Committee or Board deems necessary or desirable. Monitoring of compliance with the provisions of the Company's Code of Ethics and Business Conduct by the Chief Executive Officer and Senior Financial Officers to the extent the issue relates to accounting and disclosures and regulations of the SEC and the NASDAQ National Market. To the extent such misrepresentation or omission relates to financial statements or related financial information it will be referred to the Audit Committee for action.
- C. Serving as the initial reviewing council for allegations of violations of the Code of Ethics and Business Conduct and violations of the policies identified above, as well as allegations of wrongdoing concerning directors or the Chief Executive Officer; making recommendations to the Board as to whether an internal investigation, outside investigation or some other action should be initiated by the Company and whether the Company should report any information to appropriate federal and/or state regulatory bodies. Allegations of wrongdoing or failure to comply with the Company's Code of Ethics and Business Conduct by the Chief Executive Officer or Senior Financial Officer, to the extent the issue relates to accounting and disclosures and regulations of the SEC, and the NASDAQ Stock Market to the extent such misrepresentation or omission relates to financial statements or related financial information, will be referred to the Audit Committee for action.

- D. Making recommendations to the Board about responses to communications with regulatory authorities and agencies arising out of inquiries and investigations relating to (i) the Company's Code of Ethics and Business Conduct (ii) the Company's Policy on Trading Company Securities (iii) the Company's Corporate Disclosure Policy, (iv) the Company's Corporate Governance Guidelines (v) such other policies of the Company, and (vi) applicable state and federal laws, to the extent the Committee deems necessary or appropriate. Issues relating to inquiries or investigations regarding the quality of financial reports filed by the Company with the SEC or otherwise distributed to the public shall be referred to the Audit Committee for action.
- E. Making recommendations to the Board and to management with respect to the interpretation and enforcement of (i) the Company's Code of Ethics and Business Conduct (ii) the Company's Policy on Trading Company Securities, (iii) the Company's Corporate Disclosure Policy, (iv) the Company's Corporate Governance Guidelines and (v) such other policies of the Company, as the Committee deems necessary or appropriate.
- F. The Committee shall annually review its own performance.
- G. Taking such other action as authorized by the Board.

Access, Authority and Reliance

- A. In carrying out its responsibilities, the Committee shall have access to all the Company's books, records, directors, officers and team members.
- B. The Committee shall have the authority to consult with the Company's counsel. It shall also have the authority to employ any other counsel of its selection, at the Company's expense, should the Committee deem it desirable and appropriate to do so.
- C. The Committee, and each member of the Committee in his or her capacities as such shall be entitled to rely, in good faith, on information, opinions, reports or statements, or other information prepared or presented to them by (i) officers and other employees of the Company, whom such member believes to be reliable and competent in the matters presented, (ii) counsel, public accountants or other persons as to matters which the member believes to be within the professional competence of such person.

Confidentiality

In order to facilitate the full development and examination of issues brought before the Committee and to encourage directors, officers and team members to fully and frankly communicate with the Committee, all proceedings and records of the Committee shall be strictly confidential, except to the extent required by law or regulation or by a court of law.

Minutes

Minutes of each meeting will be compiled by the Company's Corporate Secretary who shall act as Secretary to the Committee, who is also a member of the Company's internal legal staff, or in the absence of the Corporate Secretary, by an Assistant Corporate Secretary of the Company or any other person designated by the Committee.