

**MULTI PACKAGING SOLUTIONS INTERNATIONAL LIMITED**  
**AUDIT COMMITTEE CHARTER**

**I. Purpose**

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Multi Packaging Solutions International Limited (the “Company”) is to assist the Board with its oversight responsibilities relating to:

- (i) the integrity of the Company’s financial statements;
- (ii) the Company’s compliance with legal and regulatory requirements;
- (iii) the effectiveness of the Company’s internal control over financial reporting;
- (iv) the selection of the independent auditor and assessment of the independent auditor’s qualifications and independence;
- (v) the performance of the Company’s internal audit function and independent auditors; and
- (vi) the performance of the other Committee functions set forth in this Charter.

The Committee’s responsibilities are limited to oversight. Although the Committee has the responsibilities set forth in this Charter, it is not the responsibility of the Committee to plan or conduct audits or to determine that the Company’s financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable laws, rules and regulations. These are the responsibilities of the Company’s management, the internal auditor (or others responsible for the internal audit function, including contracted non-employee or audit or accounting firms engaged to provide internal audit services) of the Company (the “internal auditor”) and the independent auditor of the Company.

**II. Membership**

The Committee shall consist of at least three (3) members of the Board, each of whom shall satisfy (i) the independence requirements of the New York Stock Exchange (the “NYSE”) and (ii) the independence rules for members of the Committee issued by the Securities and Exchange Commission (the “SEC”), subject in each case to applicable transition provisions or exceptions.

Each Committee member shall be financially literate or shall become financially literate within a reasonable period of time after his or her appointment to the Committee, and at least one member of the Committee shall be an audit committee financial expert as defined under SEC rules.

No Committee member may simultaneously serve on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would

not impair the ability of the member to effectively serve on the Committee and this determination is disclosed in accordance with NYSE rules.

The members of the Committee shall be appointed and may be removed, with or without cause, by the Board. Unless designated by the Board, the Committee may designate a chair of the Committee (the “Chair”) by majority vote of the full Committee membership.

### **III. Meetings, Procedures and Authority**

The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s Bye-laws that are applicable to the Committee.

A majority of the total number of Committee members shall constitute a quorum of the Committee, and the Committee shall act by the affirmative vote of a majority of the members at a meeting or by unanimous written consent.

The Committee shall meet at least once during each fiscal quarter or more frequently as may be determined by the Committee. The Committee shall meet separately, periodically, in executive session with certain members of the Company’s management (as requested by the Chair), with the internal auditor and with the independent auditor.

The Committee may, in its sole discretion, retain any independent counsel, experts or advisors (accounting, financial or otherwise) that the Committee believes to be necessary or appropriate. The Committee may also utilize the services of the Company’s regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attest services, for payment of reasonable compensation to any advisors retained by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may conduct or authorize investigations into any matters within the scope of its duties and responsibilities, as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any adviser engaged by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company’s Bye-laws and applicable NYSE rules.

### **IV. Duties and Responsibilities**

#### *Interaction with the Independent Auditor*

1. *Appointment and Oversight.* The Committee shall be directly responsible for the appointment, replacement, compensation, retention and oversight of the work of the independent

auditor (including resolution of any disagreements between the Company's management and the independent auditor regarding financial reporting and internal control-related matters) or other consultants for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company. The Committee should ensure the regular rotation of the lead audit partner as required by law. The independent auditor or consultants shall report directly to the Committee.

2. *Pre-Approval of Services.* Before the independent auditor is engaged by the Company or any of its subsidiaries to render audit or non-audit services, the Committee shall pre-approve the engagement. The Committee, or the Chair of the Committee (subject to any limits imposed under any applicable preapproval policy), shall pre-approve any audit and non-audit service provided to the Company by the independent auditor, unless the engagement is entered into pursuant to appropriate preapproval policies established by the Committee or if such service falls within available exceptions under SEC rules. The Committee may delegate to one or more designated members of the Committee the authority to grant pre-approvals, provided such approvals are reported to the Committee at a subsequent meeting. If the Committee elects to establish pre-approval policies and procedures regarding non-audit services, the Committee shall be informed of each non-audit service provided by the independent auditor at each quarterly meeting.

3. *Independence of Independent Auditor.* The Committee shall, at least annually, review the independence and quality control procedures of the independent auditor and the experience and qualifications of the independent auditor's senior personnel that are providing audit services to the Company. In conducting its review:

(i) The Committee shall obtain and review a report prepared by the independent auditor describing (a) the auditing firm's internal quality-control procedures and (b) any material issues raised by the most recent internal quality-control review, or peer review, of the auditing firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditing firm, and any steps taken to deal with any such issues.

(ii) The Committee shall discuss with the independent auditor its independence from the Company, and obtain and review a written statement prepared by the independent auditor describing all relationships between the independent auditor and the Company, and consider the impact that any relationships or services may have on the objectivity and independence of the independent auditor.

(iii) The Committee shall, if applicable, consider whether the independent auditor's provision of any permitted information technology services or other non-audit services to the Company is compatible with maintaining the independence of the independent auditor.

#### Annual Financial Statements and Annual Audit

4. *Meetings with Management, the Independent Auditor and the Internal Auditor.*

(i) The Committee shall meet with the Company's management, the independent auditor and the internal auditor in connection with each annual audit to discuss the scope of the audit, the procedures to be followed and the staffing of the audit.

(ii) The Committee shall review and discuss with the Company's management and the independent auditor: (a) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of significant or material control deficiencies; (b) any analyses prepared by the Company's management or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative GAAP methods on the Company's financial statements; and (c) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.

(iii) The Committee shall review and discuss the annual audited financial statements with the Company's management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and, if appropriate, recommend approval of those financial statements by the Board.

(iv) The Committee shall prepare the annual Audit Committee Report in accordance with the rules promulgated by the SEC.

5. *Separate Meetings with the Independent Auditor.* The Committee shall discuss with the independent auditor any audit problems or difficulties and management's response thereto.

#### Quarterly Financial Statements

6. *Meetings with Management and the Independent Auditor.* The Committee shall review and discuss the quarterly financial statements with the Company's management and the independent auditor, including:

(i) the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations";

(ii) the Company's disclosures relating to internal controls over financial reporting and disclosure controls and procedures; and

(iii) the Company's disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer in accordance with the periodic report certification requirements under the rules and regulations of the SEC regarding any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

### Internal Audit

7. *Appointment.* The Committee shall review the appointment and replacement of the individual leading the Company's internal auditor function.

8. *Separate Meetings with the Internal Auditor.* The Committee shall meet periodically with the Company's internal auditor to review and evaluate the adequacy of the work performed by the internal auditor and to discuss the responsibilities, budget and staffing of the Company's internal audit function and any issues that the internal auditor believes warrant the Committee's attention. The Committee shall discuss with the internal auditor any significant reports to the Company's management prepared by the internal auditor and any responses from the Company's management, and the progress of any related corrective action plans.

9. *Internal Controls.* The Committee shall discuss with the Company's management its assessment of the effectiveness of internal control over financial reporting as of the end of each fiscal year and the procedures designed to ensure compliance with laws and regulations, and any special audit steps adopted in response to any material control deficiencies. As applicable, the Committee shall also review any report prepared by the Company's independent auditor with respect to management's assessment and/or the effectiveness of internal control over financial reporting.

### Other Powers and Responsibilities

10. The Committee shall discuss with the Company's management and the independent auditor all Related Person Transactions (as defined in the Company's Related Person Transaction Policy).

11. The Committee shall discuss with the Company's management the Company's policies with respect to risk assessment and risk management.

12. The Committee shall establish and review procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. Such procedures shall be set forth in the Company's Whistleblower and Non-Retaliation Policy and shall include criteria for immediate reporting of certain complaints to the Committee and for obtaining periodic reports about other complaints received.

13. The Committee shall review the Company's antifraud programs and controls, including the Company's fraud risk assessment process. The Committee shall review on a periodic basis reports describing the nature, status and eventual disposition of alleged or suspected fraud.

14. The Committee shall discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.

15. The Committee shall review all reports required to be submitted by the independent auditors to the Committee under section 10A of the Securities Exchange Act of 1934.

16. The Committee shall advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations.

17. The Committee shall discuss with the independent auditors material issues on which the national office of the independent auditors was consulted by the audit team.

18. *Reports to the Board of Directors.* The Committee shall report regularly to the Board regarding the activities of the Committee.

19. *Committee Self-Evaluation.* The Committee shall at least annually perform an evaluation of the performance of the Committee.

20. *Review of this Charter.* The Committee shall review and assess this Charter and submit any recommended changes to the Board for its consideration.

#### **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its duties or responsibilities to a subcommittee of the Committee.