

MULTI PACKAGING SOLUTIONS INTERNATIONAL LIMITED

COMPENSATION COMMITTEE CHARTER

I. Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Multi Packaging Solutions International Limited (the “Company”) is to:

- (i) review and approve corporate goals and objectives relevant to Chief Executive Officer compensation, evaluate the Chief Executive Officer’s performance in light of those goals and objectives, and, determine and approve the Chief Executive Officer’s compensation level based on this evaluation;
- (ii) make recommendations to the Board with respect to the compensation of executive officers other than the Chief Executive Officer, and incentive-compensation and equity-based plans that are subject to Board approval; and
- (iii) prepare the annual “Compensation Committee Report” in accordance with the rules promulgated by the Securities and Exchange Commission (the “SEC”).

II. Membership

The Committee shall consist of at least two (2) members of the Board, each of whom shall satisfy (i) the independence requirements of the New York Stock Exchange (the “NYSE”); (ii) the non-employee director definition of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”); and (iii) the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended, subject in each case to applicable transition provisions or exceptions.

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 twice annually, or more frequently as may be determined by the Committee.

The Committee may, in its sole discretion, retain compensation consultants, legal counsel, or other advisers (independent or otherwise) only after taking into consideration all factors, including any applicable factors under NYSE rules, relevant to the adviser's independence from management. The Committee shall be directly responsible for the appointment, compensation and oversight of any such adviser. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to such adviser.

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

1. *CEO Compensation.* The Committee shall review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer. The Committee shall evaluate the Chief Executive Officer's performance in light of these goals and objectives and, based upon this evaluation (either alone or, if directed by the Board, in conjunction with a majority of the independent directors on the Board), shall set the Chief Executive Officer's compensation.

2. *Succession Planning.* The Committee shall periodically review management development and succession plans for the officers of the Company, direct reports of such officers, and such other employees as the Committee may determine is advisable.

3. *Other Executive Officer Compensation.* The Committee shall with respect to the compensation of executive officers other than the Chief Executive Officer.

4. *Director Compensation.* The Committee shall periodically review and make recommendations to the Board with respect to, as appropriate, adjust director compensation.

5. *Employment and Severance Agreements.* The Committee shall review and approve employment agreements, severance agreements, or any such similar agreements, and any amendments thereof, with respect to the officers of the Company.

6. *Incentive and Equity Compensation.* The Committee shall recommend to the Board approval of incentive compensation and equity-based plans in which the Officers participate and as otherwise required by law. The Committee shall review and approve the Company's incentive compensation and equity-based awards to Officers. The Committee shall also review an annual report from the Company's management regarding general compensation and employee benefit plans not applicable to Officers or Directors and, to the extent required by

applicable law or the terms of any such plans, approve the terms and conditions of such plans and/or awards made thereunder.

7. *Compensation Discussion and Analysis.* The Committee shall review and discuss with management the Company's "Compensation Discussion and Analysis" disclosure ("CD&A") and shall consider whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.

8. *Compensation Committee Report.* The Committee shall prepare the annual Compensation Committee Report in accordance with the rules promulgated by the SEC.

9. *Frequency of Say on Pay Vote.* The Committee shall review and recommend to the Board for approval the frequency with which the Company will conduct shareholder advisory votes on executive compensation ("Say on Pay Vote"), taking into account the results of the most recent shareholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.

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

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

12. *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.