

MULTI PACKAGING SOLUTIONS INTERNATIONAL LIMITED

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purpose

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

- (i) identify individuals qualified to become members of the Board consistent with criteria approved by the Board, and to recommend that the Board select the director nominees for the next annual meeting of shareholders;
- (ii) to develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; and
- (iii) to oversee the evaluation of the Board and management.

II. Membership

The Committee shall consist of at least two (2) members of the Board, each of whom shall satisfy the independence requirements of the New York Stock Exchange (the “NYSE”), subject 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 once annually, or more frequently as may be determined by the Committee.

The Committee may, in its sole discretion, retain search firms or other advisers to be used to identify director candidates. The Committee shall be directly responsible for the appointment, compensation and oversight of any such firm or adviser. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such search firm or 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. *Director Nominees.* The Committee shall identify individuals qualified to become members of the Board with the goal of ensuring that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee shall also recommend to the Board the nominees for election to the Board at the next annual meeting of shareholders.

2. *Criteria for Selecting Directors.* The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's Corporate Governance Guidelines.

3. *Board Committee Structure and Membership.* The Committee shall annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee.

4. *Corporate Governance Guidelines.* The Committee shall develop and recommend to the Board the Corporate Governance Guidelines. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

5. *Board and Management Evaluations.* The Committee shall oversee the annual self-evaluations of the Board and management.

6. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's Memorandum of Association, Bye-laws, and the charters of the other committees of the Board.

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

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

9. *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.