

# **SCHWEITZER-MAUDUIT INTERNATIONAL, INC.**

## **COMPENSATION COMMITTEE CHARTER**

Amended and restated as of December 8, 2016

### **Purpose**

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Schweitzer-Mauduit International, Inc. (the “Company”) for the purpose of (i) discharging the Board’s responsibilities with respect to the compensation of the Company’s directors and officers, (ii) evaluating and approving the Company’s director and officer compensation plans, policies and programs, (iii) reviewing the compensation discussion and analysis (“CD&A”) prepared by management for inclusion in the Company’s proxy statement and delivering the report of the Committee required to be included in the Company’s proxy statement or annual report and (iv) carrying out the other responsibilities set forth in this Charter and such other duties that the Board may assign.

### **Membership**

1. The Committee shall consist of no fewer than three members each of whom shall be elected by a majority vote of the Board at the Annual Meeting. Committee members may be removed by the Board in its discretion.
2. The members of the Committee shall meet the applicable independence requirements of the New York Stock Exchange. In addition, at least two members of the Committee must (i) meet the requirements for a “non-employee director” contained in Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (ii) meet the requirements for an “outside director” for purposes of Section 162(m) of the Internal Revenue Code, as amended. Determinations as to whether a particular director satisfies the requirements for membership on the Committee will be made by the Board.
3. The Chairperson shall be designated by the Board.

### **Authority and Responsibilities**

1. The Committee shall have the sole authority to retain or obtain the advice of any compensation consultants, independent legal counsel or other advisers (“Committee Advisers”) to assist in the evaluation of director, Chief Executive Officer or senior executive compensation. The Committee shall be directly responsible for appointing, compensating and overseeing the work of any Committee Advisers retained by the Committee and shall receive funding from the Company, as determined by the Committee, for payment of reasonable compensation to such Committee Advisers. To the extent required by New York Stock Exchange rules, the Committee shall assess the independence of any Committee Advisers taking into account the factors specified in such rules. In selecting a compensation consultant, the Committee shall also evaluate

whether the consultant presents any potential conflicts of interest and, as appropriate, make any required disclosures.

2. The Committee shall periodically review and approve the Company's stated compensation strategy to ensure that management is rewarded appropriately for its contributions to the Company's growth and profitability and that the executive compensation strategy supports the company's objectives and stockholder interests. The Committee shall include in its review an evaluation of the risks arising from the Company's compensation policies and practices as to all employees and whether they are likely to have a material adverse effect on the Company and, as appropriate, make any required disclosures.
3. The Committee shall annually review and approve corporate goals and objectives relevant to the Chief Executive Officer's compensation, evaluate the Chief Executive Officer's performance in light of those goals and objectives, and, to the extent requested by the Board, determine and approve, or recommend to the independent members of the Board for determination and approval, the Chief Executive Officer's compensation levels based on this evaluation including:
  - (a) the annual base salary level,
  - (b) the annual incentive opportunity level,
  - (c) the long-term incentive opportunity level,
  - (d) employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if appropriate,
  - (e) any equity based compensation, and
  - (f) any special or supplemental benefits.
4. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee will consider, among other things, the Company's performance and relative stockholder return, the value of similar incentive awards to Chief Executive Officers at comparable companies, and the awards given to the Chief Executive Officer in past years.
5. The Committee shall bi-annually review and recommend to the Board the annual retainer, meeting fees and any other compensation for all directors for Board service, service on committees and for chairpersons of committees as well as any additional or special compensation, payment or grant of an item of value to any director that is not directly related to attendance at Board or committee meetings.
6. The Committee, in consultation with the Chief Executive Officer, shall review and approve new entrants to the Long Term Incentive plan, and annually review and approve the compensation for the Company's individuals designated Section 16 officers by the Board, including:
  - (a) the annual base salary level,
  - (b) the annual incentive opportunity level,
  - (c) the long-term incentive opportunity level,

- (d) employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if appropriate,
- (e) any equity based compensation, and
- (f) any special or supplemental benefits.

7. The Committee shall approve, subject, to the extent applicable, to any requirement of stockholder approval, all new equity-related incentive or compensation plans for senior management or directors or amendments to any existing equity-based incentive or compensation plan.
8. The Committee shall recommend to the Board stock ownership guidelines, if any, for the executive officers and directors of the Company and monitor compliance with such guidelines.
9. The Committee shall have the authority to review the results of any advisory stockholder votes on executive compensation and consider whether to recommend adjustments to the Company's executive compensation policies and practices as a result of such votes.
10. To the extent required by law or applicable regulation or otherwise deemed advisable by the Committee, the Committee shall develop and implement policies with respect to the recovery or "clawback" of any excess compensation (including stock options) paid to any of the Company's executive officers.
11. The Committee may form and delegate authority to subcommittees when appropriate.
12. The Committee shall make regular reports to the Board.
13. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
14. The Committee shall review and discuss with management the CD&A to be included in the Company's proxy statement. Following this review, the Committee shall report to the full Board of Directors on its review and shall provide the Board with its recommendation on whether or not to include the CDA in the Company's proxy statement with or without modification. The Committee shall also prepare the report required by Item 407(e)(5) of Regulation S-K to be included in the Company's proxy statement or annual report.
15. The Committee shall evaluate its performance annually.

## **Meetings**

The Committee shall meet at such times as it determines to be necessary or appropriate, but not less than once each year. The Committee meetings shall be held and conducted in accordance with the By-Laws of the Company. Written minutes of each meeting shall be duly filed in the Company records.