



COMPENSATION AND ORGANIZATION DEVELOPMENT COMMITTEE CHARTER

The Compensation and Organization Development Committee of the Board of Directors of Multi-Color Corporation (the "Committee") shall be comprised of a minimum of three (3) directors, each of whom (i) shall not be an officer or employee of Multi-Color Corporation (the "Company"), (ii) shall be independent directors, as determined by the Board and in accordance with the provisions of Rule 10C-1(6)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules of NASDAQ; (iii) shall be a "Non-employee Director" for purposes of Rule 16b-3 under the Exchange Act and (iv) shall satisfy the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code. Members of the Committee shall be appointed and may be removed by the Board.

The purpose of the Committee shall be to approve all elements of compensation of the Company's executives, key management personnel and directors, set the criteria for awards under the Company's incentive compensation plans and determine whether such criteria have been met, and oversee matters relating to the Company's stock compensation plans. The Committee shall also oversee the Company's organizational development policies and practices. In furtherance of this purpose, the Committee shall have the following authority and responsibilities:

Compensation

1. Review and approve the annual and long-term goals and objectives relevant to the compensation of the Chief Executive Officer ("CEO") of the Company, and evaluate the CEO's performance at least annually. The CEO may not be present in meetings during voting or deliberations on the CEO's compensation.
2. Determine and approve the compensation and benefits of the CEO and other executive officers and key management personnel, in light of their performance relative to their goals and objectives, and report the compensation of the CEO to the Board, including the grant of any stock options or stock.
3. Review the compensation of the Company's directors, and make recommendations with respect to director compensation to the Board for its approval.
4. Administer the Company's stock option and stock/equity incentive plans for employees and directors and oversee compliance with the requirement under the rules of NASDAQ that, with limited exceptions, shareholders approve such plans.
5. Review periodically the Company's philosophy on executive compensation and advise the CEO and the Board about different approaches to executive compensation.
6. Assess from time to time the Company's competitive position for the various elements of executive compensation, by reviewing executive compensation surveys, studies and other information about compensation paid by other companies.
7. Make recommendations to the Board with respect to the adoption, amendment and termination of the Company's incentive compensation and stock/equity plans.
8. Assess the Company's compensation policies and practices on an annual basis to determine whether the risks arising from such policies and practices are reasonably likely to have a material adverse effect on the Company.
9. Review with management the Company's disclosures under "Compensation Discussion and Analysis" (the "CD&A") and making a recommendation with respect to inclusion of the CD&A in the Company's filings with the Securities and Exchange Commission (the "SEC") and producing the compensation committee report on executive officer compensation required to be included in the Company's filings with the SEC in compliance with the rules and regulations of the SEC.

10. Review and recommend the frequency with which the Company will conduct Say on Pay votes, taking into account the results of the most recent advisory vote on frequency of Say on Pay votes required by SEC's proxy rules.
11. Oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including the Say on Pay vote and frequency of Say on Pay vote.
12. 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.

Organizational Development

13. Oversee issues relating to the Company's organizational development, and ensure the selection and development of individuals to succeed to senior management positions, in particular the position of CEO.
14. Review management's recruiting and selection practices, employee diversification program, employee engagement surveys and long-range planning for executive development and succession.

The Committee shall have the sole authority to retain or obtain the advice of a compensation consultant, outside legal counsel and any other advisors (collectively, "Advisors"), to assist the Committee in carrying out its responsibilities, after taking into consideration all factors relevant to any Advisor's independence from management, including those specified in any applicable listing standards or rules of NASDAQ (except in the case of any Advisor that acts in certain limited roles or provides certain limited information as specified in such applicable listing standards or rules).

The Committee shall set the compensation, and oversee the work, of such Advisors and be directly responsible for the appointment, compensation and oversight of the work of any Advisor retained by the Committee, and shall have sole authority to approve the Advisor's fees and other terms and conditions of retention. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for the payment of reasonable compensation to any Advisors retained by the Committee.

The Committee shall evaluate whether any Advisor retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

The Committee shall meet at least once every year, and more frequently, as and if circumstances dictate. The Committee may request any officer or employee of the Company, outside counsel, consultants or independent auditors to attend a meeting of the Committee. Members of the Committee may participate in a meeting by means of a conference call or similar communications equipment, so long as all persons participating in the meeting can hear one another. Minutes shall be taken of each meeting of the Committee and submitted (along with any necessary attachments) to the Board for review and ratification at its next meeting, indicating which members of the Committee were present and summarizing the decisions, recommendations and agreements reached. The Committee shall also report its activities and recommendations to the Board after each Committee meeting.

The Committee may form and delegate authority to subcommittees as it deems appropriate.

A quorum shall consist of the majority of the members of the Committee. The decisions of the Committee shall be adopted by an affirmative vote of the majority of the members present at the meeting in which the decision is considered. In the event of a tie, the decision will be submitted to the Board at its next meeting and no action shall be taken until the Board makes a decision.

The Committee shall present to the Board an annual evaluation of its performance, including its compliance with this Charter. The Committee shall also review at least annually the adequacy of this Charter, and recommend any proposed changes to the Board for approval. This Charter may be amended at any time and from time to time by the Board.

ADOPTED: November 16, 2016

READOPTED: November 8, 2017

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