

## **TreeHouse Foods, Inc.**

### **Compensation Committee Charter**

#### **A: Purpose**

The purpose of the Compensation Committee of TreeHouse Foods, Inc. (the “Company”) is to discharge the responsibilities of the Board of Directors relating to compensation of the Company’s executive officers. The Compensation Committee has overall responsibility for approving and evaluating the compensation plans, policies and programs of the Company.

#### **B: Structure and Membership**

- 1. Number.** The number of members of the Compensation Committee shall be determined by the Board of Directors from time to time but, in any event, shall consist of not less than three (3) members of the Board of Directors.
- 2. Independence.** Except as otherwise permitted by the applicable rules of the New York Stock Exchange, each member of the Compensation Committee shall be an “independent director” as defined by the applicable rules of the New York Stock Exchange. In addition, a person may serve on the Compensation Committee only if he or she (i) is a “Non-Employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and (ii) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”).
- 3. Chair.** Unless the Board of Directors elects a Chair of the Compensation Committee, the Compensation Committee shall elect a Chair by a majority vote of its members.
- 4. Compensation.** The compensation of Compensation Committee members, if any, shall be as determined by the Board of Directors.
- 5. Selection and Removal.** Members of the Compensation Committee shall be appointed by the Board of Directors, upon the recommendation of the Nominating and Corporate Governance Committee. The Board of Directors may remove members of the Compensation Committee from such committee, with or without cause.

#### **C: Authority and Responsibilities**

##### **General**

The Compensation Committee shall discharge its responsibilities, and shall assess the information provided by the Company’s management, in accordance with its business judgment.

##### **Compensation Matters**

- 1. CEO Compensation.** The Compensation Committee shall annually review and approve corporate goals and objectives relevant to the compensation of the

Company's Chief Executive Officer (the "CEO"), evaluate the CEO's performance in light of those goals and objectives, and, either as a committee or together with the other independent directors (as directed from time to time by the Board of Directors), determine and approve the CEO's compensation based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee shall consider the value of similar incentive awards to CEOs at comparable companies.

- 2. Compensation of Other Executive Officers.** The Compensation Committee shall periodically review and approve, or make recommendations to the Board of Directors with respect to, compensation of the Company's executive officers (other than the CEO).
- 3. Evaluation of Senior Executives.** The Compensation Committee shall be responsible for overseeing the evaluation of the Company's senior executives. In conjunction with the Audit Committee in the case of the evaluation of the senior financial management, the Compensation Committee shall determine the nature and frequency of the evaluation and the persons subject to the evaluation, supervise the conduct of the evaluation and prepare assessments of the performance of the Company's senior executives, to be discussed periodically with the Board of Directors.
- 4. Plan Recommendations and Approvals.** The Compensation Committee shall periodically review and make recommendations to the Board of Directors with respect to incentive-compensation and equity-based plans that are subject to approval by the Board of Directors. In addition, in the case of any plans or amendments adopted pursuant to an exemption from the shareholder approval requirements of Section 303A.08 of the NYSE Listed Company Manual, the Compensation Committee, or a majority of the Company's independent directors, shall approve such plans or amendments.
- 5. Administration of Plans.** The Compensation Committee shall exercise all rights, authority and functions of the Board of Directors under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make stock awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by this charter or a plan or resolution of the Board of Directors, the Compensation Committee shall not be authorized to amend any such plan. To the extent permitted by applicable law and the provisions of a given equity-based plan, and consistent with the requirements of applicable law and such equity-based plan, the Compensation Committee may delegate to one or more executive officers of the Company the power to grant options or other stock awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company. The Compensation Committee, or a majority of the Company's independent directors, shall approve all equity compensation grants that are made in reliance on an exemption from the shareholder approval requirements of Section 303A.08 of the NYSE Listed Company Manual.

- 6. Non-Employee Director Compensation.** The Compensation Committee shall periodically review and make recommendations to the Board of Directors with respect to non-employee director compensation, including any compensation under the Company's equity-based plans.
- 7. Compensation Committee Report on Executive Officer Compensation.** The Compensation Committee shall annually prepare a report on executive officer compensation and review and discuss with the Company's management the related Compensation Discussion and Analysis disclosure as required by the Securities and Exchange Commission to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the Commission.
- 8. Stockholder Advisory Vote on Executive Compensation.** The Compensation Committee shall review and recommend to the Board for approval the frequency with which the Company will conduct stockholder advisory votes on executive compensation (any such vote a "Say-on-Pay Vote"), taking into account results of the most recent stockholder 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 annual proxy statement.
- 9. Stock Ownership Guidelines.** The Compensation Committee shall establish and monitor compliance with any stock ownership and holding guidelines of the Company which are applicable to directors or executive officers.
- 10. Additional Powers.** The Compensation Committee shall have such other duties as may be delegated from time to time by the Board of Directors.

#### **D: Procedures and Administration**

- 1. Meetings.** The Compensation Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Compensation Committee shall meet in executive session on compensation matters pertaining to the CEO. A majority of the members of the Compensation Committee shall constitute a quorum for the transaction of business and the action of a majority of the members present at any meeting at which there is a quorum shall be the act of the Compensation Committee. The Compensation Committee may also act by unanimous written consent in lieu of a meeting. The Compensation Committee shall keep such records of its meetings as it shall deem appropriate.
- 2. Subcommittees.** The Compensation Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances (including (a) a subcommittee consisting of a single member and (b) a subcommittee consisting of at least two members, each of whom qualifies as a "non-employee director," as defined in Rule 16b-3 under the Exchange Act, and an "outside director," as defined in Code Section 162(m) and the rules and regulations thereunder).

- 3. Reports to Board.** The Compensation Committee shall report regularly to the Board of Directors.
- 4. Charter.** The Compensation Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.
- 5. Compensation Advisors.** The Compensation Committee shall have the authority, without further action by the Board of Directors, to retain or receive the advice of a compensation consultant, legal counsel, or other advisor as it deems necessary or appropriate to carry out its responsibilities, but only after taking into consideration all factors relevant to the advisor's independence from the Company's management, including those specified in Section 303A.05(c) of the NYSE Listed Company Manual. Such advisors may be the regular advisors to the Company. In particular, the Compensation Committee shall have the authority to retain and terminate any compensation consultant to be used to assist in the evaluation of executive officer compensation. The Compensation Committee shall also have authority to commission compensation surveys or studies as the need arises. The Compensation Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any advisor retained by the Compensation Committee, and shall have the sole authority to approve the advisor's fees and other terms and conditions of the advisor's retention. The Compensation Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the compensation of such advisors as established by the Compensation Committee.
- 6. Investigations.** The Compensation Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Compensation Committee or any advisors engaged by the Compensation Committee.
- 7. Annual Self-Evaluation.** At least annually, the Compensation Committee shall evaluate its own performance.