

**ALLIANCE ONE INTERNATIONAL, INC.**  
**EXECUTIVE COMPENSATION COMMITTEE**  
**Charter and Mandates**

**PURPOSE**

The Executive Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Alliance One International, Inc. (the “Company”), to discharge the Board's responsibilities relating to compensation of the Company's officers and other key executives. The Committee has overall responsibility for approving and evaluating the compensation plans, policies, and programs impacting such executives of the Company.

**AUTHORITY**

The Committee is formed by Board Resolution pursuant to Article IV, Section 3 of the Bylaws. Changes to the Committee's Charter and Mandates must also be made by Board Resolution. The Committee will act only as a committee, with individual members possessing no power to act on their own.

**MEMBERSHIP CRITERIA**

The Committee will consist of at least three Directors, including a Committee Chairman. All members of the Committee shall satisfy the requirements of the New York Stock Exchange, the SEC or other applicable legal or regulatory requirement concerning independence, including any heightened standard of independence required of members serving on a compensation committee.

**APPOINTMENT OF MEMBERS AND CHAIRMAN**

Both the members and the Chairman of the Committee will be appointed by the Board of Directors. The appointments will be made at each Annual Meeting of the Board or when successors are required.

**REMOVAL OF MEMBERS AND CHAIRMAN**

In accordance with Article IV, Section 9 of the Bylaws, any member of the Committee, including the Chairman, may be removed by majority vote of the Directors then in office.

**VACANCIES**

In accordance with Article IV, Section 10 of the Bylaws, any vacancy may be filled by majority vote of the Directors then in office.

## **MEETINGS**

**Frequency** – The Committee will meet at least annually. The Committee may meet more frequently as necessary or appropriate.

**Notice** – In accordance with each of Article IV, Section 6 of the Bylaws (and by reference Article III, Section 6 of the Bylaws), notice of Committee meetings will be provided at least 24 hours in advance of the meeting. Meetings may be held at any time without notice if the members waive the notice requirement by attendance at the meeting or otherwise.

**Forum** – The Committee may meet in person, by telephone, or by other means of communication whereby all persons participating in the meeting may simultaneously hear each other.

**Quorum** – A quorum shall consist of a majority of the Committee members. Action by a majority of the members present shall constitute action by the Committee.

**Chairman** – In the absence of the Chairman, the Committee will designate, by majority vote of the members present, another member to serve as Acting Chairman of the meeting.

## **REPORTING**

The Committee will report to the Board on the proceedings of each Committee meeting.

## **MINUTES**

The Secretary of the Company, or his designee, will keep minutes of all Committee meetings.

## **MANDATES**

### **General**

The Committee has overall responsibility for evaluating and approving total compensation, compensation plans, policies and programs for the Company's officers and other key executives.

### **CEO Performance**

In conjunction with the Board of Directors, annually review and approve corporate goals and objectives relevant to CEO compensation; evaluate the CEO's performance in light of established goals and objectives; recommend to the Board, for determination and approval by the Independent Directors, the CEO's compensation level based on such evaluation; and, in determining the long-term incentive component of CEO compensation, consider

the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.

### **Committee Interaction with Management**

- In consultation with executive management, establish and maintain a clear delineation of Committee responsibilities and those responsibilities delegated to management.
- Maintain a direct communication channel with internal corporate compensation experts, including the ability to confer independently with such experts.

### **Committee Charter and Performance**

- The Committee shall annually perform a review and evaluation of the Committee's own performance.
- The Committee shall annually review the provisions of this Charter and recommend to the Corporate Governance & Nominating Committee any appropriate changes. The Committee Charter, as revised periodically, will be published on the Company's public website.

### **Other Responsibilities**

- Review and recommend to the Board the Compensation Discussion and Analysis section to be included in the Company's annual meeting proxy statement.
- Prepare the Compensation Committee Report required to be included in the Company's annual meeting proxy statement.
- The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, independent legal counsel or other adviser retained by the Committee. The Committee may select a compensation consultant, legal counsel, or other adviser to the Committee only after taking into consideration all factors relevant to that person's independence from management, including the following:
  - the provision of other services to the Company by the person that employs the compensation consultant, legal counsel, or other adviser;

- the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel, or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel, or other adviser;
- the policies and procedures of the person that employs the compensation consultant, legal counsel, or other adviser that are designed to prevent conflicts of interest;
- any business or personal relationship of the compensation consultant, legal counsel, or other adviser with a member of the Committee;
- any stock of the Company owned by the compensation consultant, legal counsel, or other adviser; and
- any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the listed company.

**CONSISTENCY WITH ARTICLES OF INCORPORATION, BYLAWS**

To the extent that any provision or section of this Charter may be inconsistent with any article, provision, or section of the Articles of Incorporation or the Bylaws of the Company, the Articles of Incorporation or the Bylaws, as appropriate, shall fully control.

Revised March 27, 2014.