



## **THE BRINK'S COMPANY COMPENSATION AND BENEFITS COMMITTEE CHARTER**

### **I. PURPOSE**

The Compensation and Benefits Committee (the "Committee") is responsible for overseeing the policies and programs relating to the compensation of the Chief Executive Officer ("CEO") and other senior executives, including policies governing salaries, incentive compensation and terms and conditions of employment.

### **II. MEMBERSHIP**

The Committee shall be comprised of three or more directors. The members of the Committee shall (i) satisfy the independence requirements of the New York Stock Exchange ("NYSE") as then in effect, (ii) be "non-employee" directors for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (iii) satisfy the requirements of an "outside director" for purposes of Section 162(m) under the Internal Revenue Code. The members of the Committee shall be appointed and may be removed by the Company's Board of Directors.

### **III. COMMITTEE AUTHORITY AND RESPONSIBILITIES**

The Committee shall:

3.1 Review and approve annually corporate goals and objectives relevant to CEO compensation and evaluate the CEO's compensation level based on this evaluation.

3.2 Review and approve at least annually for the CEO: (i) annual base salary level; (ii) annual and long-term incentive opportunity level; and (iii) long-term incentive awards; and recommend to the Board the CEO's annual incentive payment.

3.3 Review and approve at least annually for the senior executives of the Company: (i) annual base salary level; (ii) annual and long-term incentive opportunity level; and (iii) annual and long-term incentive payments.

3.4 Review and approve for the CEO and the Company's senior executives employment agreements, severance arrangements, change in control agreements or provisions, and other compensation matters as, when and if appropriate.

3.5 Make recommendations to the Board with respect to incentive-compensation plans and equity-based plans.

3.6 Review annually the Company's compensation policies and practices for all employees to assess whether they present a significant risk to the Company.

3.7 Review and discuss with the Company's management the Compensation Discussion and Analysis ("CD&A") required to be included in the Company's annual report and proxy statement and determine, based on that review, whether to recommend to the Board of Directors that the CD&A be included in the Company's annual report and proxy statement.

3.8 Provide the required Compensation Committee report for the Company's proxy statement, in accordance with applicable rules and regulations.

3.9 Review and make recommendations to the Board related to the Company's most recent advisory votes on executive compensation matters, including advisory votes on executive compensation and the frequency of those votes.

#### **IV. COMMITTEE GOVERNANCE AND OPERATION**

The Committee shall:

4.1 Have the sole authority to retain and terminate any compensation consultant engaged by the Committee to be used to assist in the evaluation of the CEO or senior executive and have the sole authority to approve the consultant's fees and other retention terms and to oversee the work of the consultant.

4.2 Have the authority to obtain the advice and assistance from internal or external legal, accounting and other advisers, if the Committee determines such advice and assistance are necessary or appropriate and shall have sole authority to appoint such advisers, approve their fees and other retention terms and oversee their work. The Company must provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

4.3 Assess the independence of any compensation consultant, external legal counsel or other adviser prior to obtaining advice from such consultant, counsel or other adviser relative to the compensation of the CEO and other senior executives, in accordance with relevant Securities and Exchange Commission rules and NYSE requirements.

4.4 Make regular reports to the Board of Directors.

4.5 Form and delegate authority to a subcommittee comprised of one or more Committee members, when appropriate.

4.6 Review and assess the adequacy of this Charter annually.

4.7 Annually evaluate the Committee's performance.