

**EMERALD EXPOSITIONS EVENTS, INC.**

**COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS**

**CHARTER**

**(Amended and Restated as of April 28, 2017)**

**I. PURPOSE**

The Compensation Committee (the “Compensation Committee”) is appointed by the Board of Directors (the “Board of Directors”) of Emerald Expositions Events, Inc. (the “Company”) to assist the Board of Directors with matters related to executive compensation. The Compensation Committee shall have direct responsibility to:

- A. Review and approve corporate goals and objectives relevant to compensation of the Company’s chief executive officer (the “CEO”), evaluate the CEO’s performance in light of those goals and objectives, and, either separately or together with other independent directors (as directed by the Board of Directors), determine and approve the CEO’s compensation level based on this evaluation, which determination and approval shall be subject to review and ratification by all independent directors or the Company’s full board of directors; provided, that the CEO cannot be present during any such voting or deliberations,
- B. Evaluate and determine the compensation of executive officers (meaning those officers specified for the term “officer” in Rule 16a-1(f) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) other than the CEO (the “Executive Officers”) or make recommendations to the Board of Directors with respect thereto and, at the election of the Compensation Committee, to evaluate and determine the compensation of officers and employees of the Company other than Executive Officers or make recommendations to the Board of Directors with respect thereto,
- C. Establish, amend, modify, or terminate the Company’s incentive compensation and equity-based plans, qualified retirement plans, health or welfare plans, deferred compensation plans, and any other benefit plan, program or arrangement sponsored or maintained by the Company or any of its subsidiaries, or make recommendations to the Board of Directors with respect thereto, and
- D. Review and discuss with management the Company’s “Compensation Discussion and Analysis” (to the extent required) and produce a compensation committee report for inclusion in the Company’s annual proxy statement or Form 10-K in accordance with the applicable laws, rules and regulations of the Securities and Exchange Commission (the “SEC”).

This Compensation Committee charter (the “Charter”) has been approved by the Board of Directors and may be amended by the Board of Directors from time to time in compliance with applicable laws, rules and regulations, including the applicable rules of the SEC and the New York Stock Exchange (the “NYSE”) or the rules of any other exchange on which the Company’s securities are traded.

## II. STRUCTURE AND OPERATIONS

### Composition and Qualifications

The Board of Directors will appoint the members of the Compensation Committee, and the members will serve at the discretion of the Board of Directors. The Compensation Committee will be comprised of three or more directors, each of whom must satisfy the independence requirements of the SEC and the NYSE or the rules of any other exchange on which the Company's securities are traded for compensation committee members, subject to the exemptions and exceptions provided by such requirements. For the avoidance of doubt, for so long as the Company qualifies as a "controlled company" under the applicable rules of the NYSE or the rules of any other exchange on which the Company's securities are traded, the Compensation Committee may be comprised of three or more directors, none of whom shall be required to satisfy the foregoing independence requirements.

The Compensation Committee shall endeavor, in making awards, (1) to have the compensation awarded be treated as deductible under Section 162(m) of the Internal Revenue Code to the extent applicable and (2) to obtain the benefit of the exemption from Section 16 of the Exchange Act provided by Exchange Act Rule 16b-3. The Compensation Committee may elect to have specific grants and awards awarded by a subcommittee of the Compensation Committee in order to assist in achieving these purposes. In the event that the Compensation Committee does not have two outside directors as defined in Section 162(m), decisions should be approved by a majority of the outside Board members. In addition, for purposes of Rule 16b-3, the Compensation Committee shall include only those members qualified as "non-employee" directors as defined in that rule.

### Appointment and Removal

The Board of Directors shall recommend nominees for appointment to the Compensation Committee annually and as vacancies or newly created positions occur. Members of the Compensation Committee shall be appointed by the Board of Directors on an annual basis and serve for a term of one year, or until their successor is duly appointed and qualified. The Board of Directors may designate one or more directors as alternate members of the Compensation Committee, who may replace any absent or disqualified member at any meeting of the Compensation Committee. The members shall serve until their failure to qualify, their resignation or retirement, their removal by the Board of Directors or until their successors shall be duly appointed and qualified. A member of the Compensation Committee shall be deemed to have resigned from the Compensation Committee at such time that the member shall no longer be a director of the Company. A member of the Compensation Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

### Chairperson

Unless a Chairperson is elected by the full Board of Directors, the members of the Compensation Committee shall designate a Chairperson by the majority vote of the full Compensation Committee membership. The Chairperson of the Compensation Committee will chair all regular sessions of the Compensation Committee and is responsible for setting the agenda for Compensation Committee meetings. In the absence of the Chairperson of the Compensation Committee, the Compensation Committee shall select another member to preside.

### Delegation to Subcommittees

To the extent permitted by applicable law, the Compensation Committee may form subcommittees composed of one or more of its members for any purpose that the Compensation

Committee deems appropriate and may delegate to such subcommittees such power and authority as the Compensation Committee deems appropriate. The Compensation Committee shall periodically review any such delegations and may revoke any such delegation at any time. All proposed delegations of duties must be adopted by a resolution of the Compensation Committee and reviewed for compliance with the relevant plan, the corporate governance standards of the NYSE (or the rules of any other exchange on which the Company's securities are traded), the rules and regulations of the SEC and Delaware corporate law by the legal, tax and accounting departments before they are voted upon at meetings. The resolution shall specify which duties are being delegated, to whom the duties are delegated, and which oversight powers the Compensation Committee retains.

### III. MEETINGS

The Compensation Committee will meet as required to fulfill its responsibilities set forth in this Charter or the Company's by-laws. The Chairperson or his or her designee shall set in advance of each meeting an agenda and preside over all meetings of the Compensation Committee. The Compensation Committee shall meet at least twice each year and at such other times as the Chairperson of the Board of Directors or any member of the Compensation Committee deems appropriate. A majority of the members of the Compensation Committee shall constitute a quorum. The vote of a majority of the members present at any meeting at which a quorum is present shall be the act of the Compensation Committee. The Compensation Committee may meet in person or telephonically. Any decision or determination of the Compensation Committee in writing and signed by all of the members of the Compensation Committee shall be fully as effective as if it had been made at a meeting duly called and held.

The Compensation Committee may establish its own rules of procedure, which shall be consistent with the Company's by-laws and this Charter. The Chairperson of the Board of Directors or any member of the Compensation Committee may call a special meeting of the Compensation Committee. At the discretion of the Compensation Committee, other members of the Board of Directors and any officer or employee of the Company may be invited to attend and participate in meetings of the Compensation Committee.

### IV. RESPONSIBILITIES AND DUTIES

The Compensation Committee's responsibilities and duties are:

#### 1. Compensation and Benefits Policies

- (a) To establish, review, approve and oversee the procedures and substance of the Company's compensation and benefits policies (subject, if applicable, to shareholder ratification or approval), including establishing, reviewing and approving any incentive-compensation and equity-based plans of the Company that are subject to Board of Directors approval. The Compensation Committee shall provide oversight and supervision to management with regard to the Company's employee pension, retirement, profit sharing, deferred compensation, health and welfare, severance and other benefit plans, programs, arrangements and trusts. In establishing and reviewing such compensation and benefits policies, the Compensation Committee may consider the recruitment, development, promotion, retention and compensation of Executive Officers and other employees of the Company and any other factors it deems appropriate. The Compensation Committee shall report the results of such review and any action it takes with respect to the Company's compensation and benefits policies to the Board of Directors.

- (b) To review the Company's compensation arrangements to determine whether they encourage excessive risk-taking, review the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate risk.

## 2. Executive Compensation and Performance Evaluation

- (a) Subject to the terms of any contracts with the CEO and the Executive Officers, to review and determine the annual salary, bonus, stock options and other compensation, incentives and benefits, direct and indirect, of the CEO and the Company's other Executive Officers. The Compensation Committee shall consult with the CEO with respect to the compensation of the Executive Officers.
- (b) To establish, and annually review and approve, annual and long-term performance goals and objectives for the CEO, the Executive Officers and other Company officers.
- (c) To review and authorize the Company to enter into employment, severance or other compensation agreements with the CEO and other Executive Officers of the Company (and, at the option of the Compensation Committee, other officers and employees of the Company).
- (d) To annually review and consider the competitiveness of the Company's executive compensation as compared with the Company's peer groups (such peer groups to be reviewed annually by the Compensation Committee).
- (e) To review new executive compensation programs, review on a periodic basis the operation of the Company's existing executive compensation programs to determine whether they are properly coordinated, and establish and periodically review policies for the administration of executive compensation programs
- (f) Consider policies and procedures pertaining to expense accounts of the CEO and Executive Officers.
- (g) The CEO cannot be present during any voting or deliberations by the Compensation Committee on his or her compensation.

## 3. Director Compensation

To conduct a review of compensation for non-employee directors (including any compensation for service on the Board of Directors and Board of Directors committees, meeting fees and equity-based compensation) and make recommendations concerning the compensation of non-employee directors to the Board of Directors. The Compensation Committee shall also be responsible for the oversight and administration of any plans or programs providing for the compensation of non-employee directors.

## 4. Incentive Compensation Plans and Equity-Based Plans

- (a) To administer the executive incentive compensation and equity-based plans and to exercise all of the authority and discretion provided under those plans and to perform such duties and responsibilities as may be assigned by the Board of Directors to the Compensation

Committee under the terms of any executive compensation plan, incentive compensation plan or equity-based plan.

- (b) To review and recommend to the Board of Directors and, where appropriate or required, recommend for ratification or approval by the Company's shareholders, the creation, revision, and/or termination of any of the Company's executive incentive compensation and equity-based plans and oversee the activities of the individuals responsible for administering the plans. In determining long-term incentive compensation, the Compensation Committee will consider the Company's performance and relative shareholder return, the value of similar incentive awards to the CEO and other officers of comparable companies and the awards given to the CEO and the Executive Officers and other key employees in the past.
- (c) The Compensation Committee may delegate to one or more officers of the Company the authority to make grants and awards of stock options or rights to any non-Executive Officer of the Company under such of the Company's incentive compensation or other equity-based plans as the Compensation Committee deems appropriate and in accordance with the terms of such plans and as permitted under applicable law.

#### 5. Other Responsibilities

- (a) To establish and periodically review policies in the area of management perquisites and "fringe" benefits.
- (b) To review and approve any contracts or other transactions with current or former executive officers of the Company, including consulting agreements, employment agreements, change-in-control, severance, non-compete, or termination arrangements.
- (c) To perform such duties and responsibilities as may be assigned by the Board of Directors to the Compensation Committee under the terms of any executive compensation plan, incentive compensation plan or equity based plan.
- (d) Disclose compensation policies applicable to the Company's Executive Officers, including the specific relationship of corporate performance to Executive Officer compensation; prepare an annual Compensation Committee report on executive compensation (including, without limitation, a discussion of compensation of the Chief Executive Officer) containing such material, in the manner that is required pursuant to the corporate governance standards of the NYSE (or the rules of any other exchange on which the Company's securities are traded) and the rules and regulations of the SEC, for inclusion in the Company's proxy materials in accordance with applicable rules and regulations of the SEC.
- (e) Oversee the preparation of a "Compensation Discussion and Analysis" for inclusion in the Company's annual proxy statement or annual report on Form 10-K, in accordance with the rules of the SEC. The Committee shall review and discuss the Compensation Discussion and Analysis with management each year and, based on that review and discussion, determine whether or not to recommend to the Board of Directors that the Compensation Discussion and Analysis be included in the Company's annual proxy statement or annual report on Form 10-K, as applicable.

- (f) To oversee compliance with any applicable compensation reporting and other requirements of the SEC and NYSE (or the rules of any other exchange on which the Company's securities are traded).
- (g) If requested by the Board of Directors or management, periodically review significant issues that relate to employee benefits whether or not the employee benefits are governed under the Employee Retirement Income Security Act of 1974.
- (h) To review and recommend, at the Board's request, director and officer indemnification and insurance matters.
- (i) At the Compensation Committee's sole discretion, it may submit of the decisions required by this Charter to the Board of Directors for its approval or ratification.
- (j) To perform any other activities consistent with this Charter, the Company's certificate of incorporation and by-laws, and applicable law, as the Compensation Committee or the Board of Directors deems necessary or appropriate.

## V. RESOURCES

The Compensation Committee shall have direct access to, and complete and open communications with, senior management and may obtain advice and assistance from internal legal, accounting, and other advisors to assist it. The Compensation Committee shall have authority to select, retain (or obtain the advice of), and oversee the work of such compensation consultants, outside counsel and other advisors as the Compensation Committee may deem necessary or appropriate in its sole discretion. However, the Compensation Committee shall not be required to implement or act consistently with the advice or recommendations of any such compensation consultant, counsel or other advisor, and the Compensation Committee's authority to retain advisors shall not affect the ability or obligation of the Compensation Committee to exercise its own judgment in fulfillment of its duties. The Compensation Committee shall have sole authority to approve related fees and retention terms associated with the retention of any such firm or individual, which fees shall be paid by the Company. The Compensation Committee shall have available appropriate funding from the Company, as determined by the Compensation Committee, for payment of any such fees and all ordinary administrative expenses of the Compensation Committee that are necessary or appropriate in carrying out its duties. In determining whether to retain or terminate a provider of such services, the Compensation Committee may, in its discretion, obtain the input of senior management. The Compensation Committee may invite any compensation consultant, outside counsel or other advisor to its meetings as the Compensation Committee, in its discretion, deems appropriate to assist the Compensation Committee in carrying out its duties and responsibilities.

The Compensation Committee shall select a compensation consultant, legal counsel or other advisor to the Compensation Committee only after taking into consideration, all factors relevant to that person's independence from management, including the following:

1. The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other advisor;
2. The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other advisor;

3. The policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
4. Any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Compensation Committee;
5. Any stock of the Company owned by the compensation consultant, legal counsel or other advisor; and
6. Any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person employing the advisor with an Executive Officer of the Company.

For the avoidance of doubt, after considering the foregoing factors, the Compensation Committee may retain, or receive advice from, any advisors they prefer, including advisors that are not independent. However, the Compensation Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to the following activities for which no disclosure is required under Item 407(e)(3)(iii) of Regulation S-K: (i) consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees, and/or (ii) providing information that is not customized for a particular company or that is customized based on parameters that are not developed by such advisor, and about which such advisor does not provide advice.

If a compensation consultant is to assist in the evaluation of director, CEO or Executive Officer compensation, the Compensation Committee shall have sole authority to retain and terminate the consulting firm, including sole authority to approve the firm's fees and other retention terms.

#### VI. RELIANCE ON OTHERS

Unless a Compensation Committee member has knowledge that makes reliance unwarranted, each Compensation Committee member, in discharging his or her duties to the Company, may rely on information, opinions, reports, or statements, any of which may be written or oral, formal or informal, including financial statements, valuation reports, and other financial data, if prepared or presented by: (a) one or more officers or employees of the Company whom the Compensation Committee member believes in his or her reasonable business judgment and good faith to be reliable and competent in the matters presented; (b) compensation consultants, legal counsel, or other persons as to matters which the Compensation Committee member believes in his or her reasonable business judgment and good faith to be within the professional or expert competence of such person; or (c) another committee of the Board of Directors of which such Compensation Committee member is not a member if the Compensation Committee member believes in his or her reasonable business judgment and good faith that such committee merits confidence.

#### VII. ANNUAL PERFORMANCE REVIEW

The Compensation Committee will report regularly to the full Board of Directors with respect to its activities. At any time during which the Company does not qualify as a "controlled company" for purposes of the applicable rules of the NYSE, the Compensation Committee shall conduct an annual evaluation of its performance and shall report its conclusions regarding this evaluation to the Board of Directors. In addition, the Compensation Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or appropriate. The Compensation Committee shall conduct any such evaluations and reviews in such manner as it deems appropriate.

## VIII. MISCELLANEOUS

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the Company's directors or members of the Compensation Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Compensation Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter, and any amendments thereto, shall be displayed on the Company's web site and a printed copy of such Charter shall be made available to any stockholder who requests it.

Revised by the Compensation Committee and approved by the Board of Directors on April 10, 2017.