

REVLON, INC.
COMPENSATION COMMITTEE CHARTER

In accordance with Article IV of the By-Laws of Revlon, Inc. (the "Company") and applicable laws, rules and regulations, there will be a standing committee of the Board of Directors of the Company (the "Board") known as the Compensation Committee.

I. ORGANIZATION

The Compensation Committee will consist of three or more directors of the Company, each of whom may be, but is not required to be, independent. In order to be considered an "independent" Compensation Committee member, such director must satisfy the independence requirements for compensation committee membership set forth under the applicable rules of the Securities and Exchange Commission (the "SEC") and the listing standards of the New York Stock Exchange (the "NYSE") contained in the NYSE's Listed Company Manual, as well as under the Revlon, Inc. Board Guidelines for Assessing Director Independence, all as in effect from time to time. An executive summary of these requirements in effect on the date hereof is attached as Annex 1 and the Company's General Counsel should update such summary periodically to ensure that it remains accurate.

The Board will, to the extent practicable, ensure that the Compensation Committee will at all times have at least two members who are "outside directors" pursuant to Section 162(m) of the Internal Revenue Code, as amended, and as defined in Treasury Reg. Section 1.162-27(e)(3), as may be amended from time to time. Further, the Board will, to the extent practicable, ensure that at least two members of the Compensation Committee are "non-employee directors" pursuant to Rule 16b-3(b)(3)(i) under the Securities Exchange Act of 1934, as amended from time to time.

The Board will appoint the members and the chairperson of the Compensation Committee annually. Each member will serve until his/her successor is appointed.

II. MEETINGS

The Compensation Committee will meet as often as it determines is necessary or desirable, and will endeavor to meet not less frequently than four times throughout the year. The Compensation Committee may from time to time decide to act by unanimous written consent in lieu of a meeting.

The Chairman of the Compensation Committee will preside at each meeting of the Compensation Committee and, in consultation with the other members of the Compensation Committee and the Company's Secretary, will set the agenda of items to be addressed at each upcoming meeting. Each member of the Compensation Committee may suggest the inclusion of items on such agenda, and may raise at any Compensation Committee meeting appropriate and relevant business subjects that are not on the agenda for that meeting. The Chairman of the Compensation Committee and the Company's Secretary will ensure, to the extent feasible, that the agenda for each upcoming meeting of the Compensation Committee is circulated to each member of the Compensation Committee in advance of the meeting.

III. AUTHORITY AND RESPONSIBILITIES

The Compensation Committee will have the following authority and principal direct responsibilities:

- a. reviewing and approving corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer (the "CEO"), evaluating the CEO's performance in light of those goals and objectives and determining, either as a committee or together with the Board, the CEO's compensation, including salary, bonus, incentive and equity compensation, based on such evaluation, as well as on the evaluation of the CEO's performance by the Board;
- b. reviewing and approving the compensation, incentive compensation plans and equity based plans established for the Company's and its subsidiaries' Executive Officers and such other employees of the Company as the Compensation Committee may determine to be necessary or desirable from time to time. The Compensation Committee may, from time to time, consider recommendations from management regarding director compensation for ultimate recommendation to the full Board;
- c. reviewing and discussing with the Company's appropriate officers the *Compensation Discussion and Analysis* to the extent required by SEC rules and, to the extent applicable based on such review and discussion: (i) determining whether to recommend to the Board that the *Compensation Discussion and Analysis* be included in the Company's annual report and/or annual proxy statement; and (ii) preparing the Board's annual Compensation Committee Report for inclusion in the Company's annual report and/or proxy statement, in accordance with applicable rules and regulations, or such other analyses, reports or discussions as may be required under applicable laws, rules and regulations, as may be amended and in effect from time to time;
- d. administering each of the Revlon, Inc. Stock Plan and the Revlon Executive Incentive Compensation Plan, in each case as may be amended and in effect from time to time, as well as any other stock plans, executive bonus plans or other incentive compensation plans or arrangements of the Company and its subsidiaries, as may be in effect from time to time, with respect to the Company's and its subsidiaries' Executive Officers and such other employees of the Company and its subsidiaries as

the Compensation Committee may determine to be necessary or desirable from time to time, including establishing bonus objectives under any such plan for such Executive Officers and such employees, and assessing the achievement and performance of such bonus objectives;

- e. conducting an annual self-evaluation;
- f. periodically reviewing the Compensation Committee charter and recommending changes, if any, to the Board;
- g. appointing subcommittees to perform any or all of its functions and to delegate to appropriate Company officers execution of certain actions as may be appropriate from time to time;
- h. planning, to the extent practicable, for the succession of the Company's CEO, which may include discussing with the CEO a succession plan for key senior officers of the Company with an assessment of senior managers and their potential to succeed the CEO and other senior management positions; and
- i. performing any other activities consistent with this charter and the Company's By-Laws or as required under the rules and regulations of the SEC and the NYSE, as in effect from time to time.

IV. RESOURCES

- a. The Compensation Committee may, in its sole discretion, retain and terminate any compensation consultant, independent legal counsel or other advisors to assist in the evaluation of director, CEO or other Company or subsidiary Executive Officer compensation and to obtain their advice as the Compensation Committee or its subcommittees may determine to be necessary to carry out their duties, without seeking Board approval. The Compensation Committee will be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other advisor retained by the Compensation Committee. The Company will provide appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any compensation consultant, independent legal counsel or any other advisor retained by the Compensation Committee.
- b. The Compensation Committee will select its compensation consultants, legal counsel or other advisors only after taking into consideration all factors relevant to their independence from the Company's management, including those designated by applicable listing standards and SEC rules, as well as after reviewing and discussing any potential conflicts of interest with its outside compensation advisory firm and such firm's compensation advisor.

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For purposes of the foregoing, the term "Executive Officer" means a president, principal financial officer, principal accounting officer (or, if there is no such accounting officer, the controller) of the Company, any vice president of the Company in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the Company. Officers of the Company's parent or subsidiaries shall be deemed "Executive Officers" of the Company if they perform such policy-making functions for the Company.

Last reviewed as of November 1, 2018.

EXECUTIVE SUMMARY OF COMPENSATION COMMITTEE INDEPENDENCE STANDARDS

Following is an executive summary of the applicable SEC and NYSE compensation committee independence rules and the Revlon, Inc. Board Guidelines for Assessing Director Independence:

1. **No Material Relationship with the Company.** Such Director does not have any material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company), as determined by the Board of Directors after taking into account all relevant facts and circumstances. In making such determinations, the Board will consider any relationship that does not exceed the guidelines set forth in Sections (2) to (7) to be immaterial;
2. **Employment with the Company.** Such director is not, and within the last three years has not been, employed by the Company, nor are any of his or her Immediate Family members employed, or within the last three years have been employed, as an executive officer of, the Company;
3. **Direct Compensation from the Company of Less than \$120,000.** The Director has not received, and none of his or her Immediate Family members have received, more than \$120,000 in direct compensation from the Company during any 12-month period within the last three years. In calculating such compensation, the following will be excluded--(i) Director and committee fees and pension or other forms of deferred compensation for prior service (provided such deferred compensation is not contingent in any way on continued service), (ii) compensation paid to a Director for former service as an interim Chairman, CEO or other executive officer, (iii) compensation paid to an Immediate Family member for service as an employee of the Company (other than as an executive officer), and (iv) dividend or interest income and bona fide and documented reimbursed business expenses;
4. **No Material Business Dealings.** The Director is not a current employee of, nor are any of the Director's Immediate Family members a current executive officer of, a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues (as reported for the last completed fiscal year of such other company);
5. **No Affiliation with the Company's Auditor.** The Director is not a current partner or employee of a firm that is the Company's internal or external auditor; no Immediate Family member of the Director is a current (i) partner of such a firm or (ii) employee of such a firm and personally works on the Company's audit; and the Director and his or her Immediate Family members must not have been within the last three years a partner or employee of such a firm and who personally worked on the Company's audit within that time;
6. **No Interlocking Directorates.** The Director is not, and within the last three years has not been, employed, and no Immediate Family member of the Director is, and within the last three years has not been, employed, as an executive officer of another company where either the Company's Chief Executive Officer or Chief Financial Officer or any other executive officer of the Company at the same time serves or served on such other company's compensation committee;
7. **No Material Charitable Contributions.** The Director has not been an executive officer of a tax-exempt organization to which the Company has made charitable contributions exceeding the greater of (1) \$1 million per year or (2) 2% of the tax exempt organization's annual consolidated gross revenues from all sources, in each case as measured during the tax exempt organization's last completed fiscal year; and
8. **No other relationship that impairs the Director's Independence from Management.** The Director must not have a relationship to the Company which is material to Director's ability to be independent from management in connection with his or her duties as a Compensation Committee member, including taking into consideration the source of compensation paid to such Compensation Committee member, including any advisory or other compensatory fee paid by the Company, and whether such Director is affiliated with the Company.

For purposes of this summary—

1. references to the "**Company**" in items 1 through 8 above include any parent and subsidiary entities within Revlon, Inc.'s consolidated group;
2. references to a member of a Director's "**Immediate Family**" include his or her spouse, parents, children, siblings, mother- and father-in-law, daughters- and sons-in-law, sisters- and brothers-in-law and anyone who shares such Director's home (excluding employees); provided that individuals who are no longer Immediate Family members as a result of legal separation or divorce, or those who have died or become incapacitated, as well as step-children that do not share such Director's home or the in-laws of such step-children, do not need to be considered; and
3. the term "**executive officer**" means a president, principal financial officer, principal accounting officer (or, if there is no such accounting officer, the controller) of the Company, any vice-president of the Company in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the Company. Officers of the Company's parent or subsidiaries shall be deemed "executive officers" of the Company if they perform such policy-making functions for the Company.