

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* required by the SEC rules and 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.

* * *

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 2, 2017.