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## AMENDED AND RESTATED COMPENSATION COMMITTEE CHARTER

### **I. Purpose**

The Compensation Committee (the "Committee") is a standing committee of the Board of Directors (the "Board") of Phibro Animal Health Corporation (the "Company"). The Committee's purpose is to assist the Board in carrying out its oversight responsibilities relating to compensation matters, to prepare a report on executive compensation for inclusion in the Company's annual proxy statement (if such a report is required), and to serve as the Board committee authorized to administer and approve awards under equity and other compensation plans. (As used herein, unless otherwise indicated, the terms "required" and "requirements" shall be deemed to refer to matters required by or the requirements of, respectively, applicable law, applicable listing requirements of any exchange or over-the-counter market on which the Company's securities are traded, or applicable generally accepted accounting principles.) The Committee will have the authority on behalf of the Board to take all actions as the Committee or its Chairperson may from time to time determine to be consistent with its purpose, this Charter and, as applicable, any such plan.

### **II. Composition**

The Committee will have at least three members, as shall be determined from time to time by the Board, at least one of whom the Board has determined has no material relationship with the Company. The Board will take such actions as it from time to time determines to be appropriate to assure that the Committee and its members comply with the applicable independence requirements.

The members of the Committee shall be elected by the Board, and shall hold office until their resignation or removal or until their successors shall be duly elected and qualified. The entire Committee or any individual Committee member may be removed without cause by the Board at any time. All vacancies in the Committee shall be filled by the Board.

The Board also will from time to time designate the Chairperson (who will not also be the chairman of the Board, Chief Executive Officer ("CEO") or the President), and may designate a Co-Chairperson or Vice Chairperson, of the Committee.

Each member of the Committee shall be paid the fees, if any, set by the Board for his or her services as a member or the Chairperson of the Committee. Each member of the Committee shall be reimbursed for the reasonable and documented travel expenses incurred by him or her in connection with attending meetings of the Committee.

### **III. Resources**

Management is directed to bring to the attention of the Committee such matters as the Committee may be required to review or as the Committee or its Chairperson may from time to time designate. Without limitation, management is responsible for providing the Committee with the information and assistance contemplated by this Charter and educational and other resources as it or its Chairperson may request or as may be required. The Committee or its Chairperson may retain at the Company's expense (and after consultation with the Board) legal counsel and other third-party advisors as it determines to be appropriate and will, in consultation with the Board, have authority to select, retain, terminate and determine the compensation and other retention terms of compensation consultants, if any, retained to assist in the evaluation of compensation of executive officers of the Company.

### **IV. Proceedings**

The Committee may adopt such procedures as it may from time to time determine to be appropriate to assist in the discharge of its responsibilities. Except as the Committee or its Chairperson may otherwise determine, the Secretary or another person designated for this purpose by the Committee Chairperson will prepare appropriate records of all Committee meetings and actions, copies of which when approved by the Committee or its Chairperson will be furnished to the Board, and will maintain copies of all materials furnished or presented to the Committee. In addition, the Committee Chairperson will report to the Board as to all matters that he or she determines to be appropriate.

A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members.

The Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Committee. The Committee shall periodically report on its activities to the Board and make such recommendations and findings as it deems appropriate. The Committee may meet in executive session outside the presence of the Company's executive officers. The CEO shall not be present during the Committee's voting or deliberations on the compensation of the CEO. The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such information as the Committee requests. The Committee may, in its sole discretion and at the Company's expense, retain and terminate such legal, accounting or other consultants or experts, including compensation consultants, as it deems necessary in the performance of its duties and without having to seek the approval of the Board. In selecting any counsel, compensation consultant or other advisor (other than in-house legal counsel), the Committee must take into consideration specific independence factors identified in the listing standards established by The NASDAQ Stock Market to the extent the Company is subject to such standards.

## **V. Responsibilities:**

The Committee will:

1. At least annually, review and approve corporate goals and objectives relevant to CEO and President compensation, evaluate the CEO's and President's performance in light of those goals and objectives and set the CEO's and President's compensation based on this evaluation. Recommend to the Board the amount of the CEO's and President's compensation, including annual bonus, in each case subject to any agreements with respect to the compensation of such persons;
2. At least annually, review compensation generally and as to such officers of the Company whose compensation is disclosed in the Company's proxy statement, and approve the actual compensation (including base pay adjustments, and any annual and long-term incentive payouts) paid to executive officers of the Company. Review with the CEO and President the compensation of all executive officers;
3. Develop and review periodically succession plans of the CEO, and screen and recommend to the Board for approval individuals qualified to become CEO of the Company;
4. Approve employment agreements, severance agreements and change of control agreements between the Company and its senior executive officers. Specifically as to the CEO, the Committee should review and approve the goals and objectives relevant to the CEO's compensation, evaluate the Chief Executive Officer's performance in light of those goals and objectives and set the Chief Executive Officer's compensation level based on this evaluation;
5. Approve awards of options, restricted stock and other equity rights to executive officers and otherwise take actions contemplated to be taken by it under equity-based and other compensation plans from time to time in effect, including establishing performance targets with incentive plans in which executive officers participate and reviewing actual performance against the targets; give such other approvals and take such other actions as may be required with respect to such plans; management, with the assistance of counsel, is instructed to inform the Committee of these matters;
6. Review with the CEO and President any employment or similar agreement with any executive officer;
7. Prior to their adoption, review and make recommendations to the Board regarding all compensatory or retirement plans in which executive officers may participate or any material amendments thereto;
8. Annually review the compensation provided to Directors, including for service on directorate committees and recommend to the Board for approval the total compensation for the directors of the Company;
9. Recommend to the Board for approval overall compensation policy throughout the entire Company;

10. With the assistance of counsel, produce and approve the Compensation Committee Report on Executive Compensation included in the Company's proxy statements or other reports filed with the SEC and generally oversee compliance with the compensation reporting requirements of the SEC;

11. Annually evaluate the Committee's performance. The performance evaluation by the Committee shall be conducted in such manner as may be approved by the Board;

12. Fulfill such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board; and

13. Act in respect of such other matters as to which Compensation Committee action may be required.

At no time will any director be involved in any decisions as to their own remuneration.

The Board may designate from among the members of the Committee a subcommittee consisting solely of two or more "outside directors," as defined under Regulation §1.162-27(e)(3) of the Internal Revenue Code of 1986, as amended, and such sub-committee shall administer, in lieu of the Committee, any plan of the Company or a subsidiary under which stock options or stock appreciation rights are granted, including but not limited to, the matters referred to in subsection 3 of this Section V.

The Committee will review this Charter at least annually and will recommend to the Board changes as it determines to be appropriate. Any changes will be effective when approved by the Board.

Adopted Effective as of April 1, 2014