

BUCKEYE TECHNOLOGIES INC.
CHARTER
COMPENSATION COMMITTEE

Purpose

The Compensation Committee (the “Committee”) discharges the responsibilities of the Board of Directors relating to all compensation, including equity compensation, of Company executives. The Committee has overall responsibility for evaluating and overseeing compensation policies and programs for executive officers, including compensation under the Company’s equity incentive plans.

Composition

1. Members. The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than three members. The members of the Committee shall be appointed annually by the Board upon the recommendation of the Nominating and Corporate Governance Committee.
2. Qualifications. The Board shall make a good faith determination that each member of the Committee (i) meets all applicable independence requirements of the New York Stock Exchange (“Independence Requirements”), (ii) is a “non-employee director” within the meaning of the rules promulgated under Section 16(b) of the Securities Exchange Act of 1934, as amended (“Section 16”), and (iii) is an “outside director” for purposes of the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (“Section 162(m)”).
3. Chair. The Chair of the Committee shall be appointed by the Board.
4. Removal and Replacement. The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board upon the recommendation of the Nominating and Corporate Governance Committee. In addition, membership on the Committee shall automatically end at such time as the Board determines that a member (i) ceases to meet the independence requirements of the New York Stock Exchange, (ii) ceases to be a “non-employee director” for purposes of Section 16, or (iii) ceases to be an outside director for purposes of Section 162(m).

Operations

1. Meetings. The Chair of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet at least annually.
2. Agenda. The Chair of the Committee shall develop and set the Committee’s agenda, in consultation with other members of the Committee, the Board and

management. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.

3. Report to Board. The Committee shall report to the Board at the Board's next regularly scheduled meeting following the Committee meeting accompanied by any recommendations to the Board approved by the Committee.
4. Self-Evaluation; Assessment of Charter. The Committee shall conduct an annual performance self-evaluation and shall report to the Board the results of the self-evaluation. The Committee shall assess the adequacy of this Charter on an annual basis and recommend any changes to the Board.

Purpose, Authority and Duties

1. The Committee shall approve and oversee the total compensation package for the Company's senior executive officers, including, without limitation, their base salaries, annual incentives, deferred compensation (including any mandatory deferral or any opportunity for voluntary deferral), stock options and other equity-based compensation, incentive compensation, supplemental and incidental benefits and perquisites. The Committee shall make all determinations and take any actions that are reasonably appropriate or necessary in the course of establishing the compensation of the Company's executives.
2. The Committee shall review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer and President/Chief Operating Officer, evaluate their performance in light of those goals and objectives, and, either as a committee or, if directed by the Board, together with any or all members of the Board who satisfy the Independence Requirements (the "Independent Directors"), determine the compensation level of the Chief Executive Officer and President/Chief Operating Officer based on this evaluation. The Committee and the Independent Directors may discuss the compensation of the Chief Executive Officer and the President/Chief Operating Officer with any member of the Board. In determining the long-term incentive component of the Chief Executive Officer's and the President/Chief Operating Officer's compensation, the Committee shall consider, without limitation, the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers and chief operating officers at comparable companies, and the awards given to them in past years.
3. The Committee shall review and approve the disclosure regarding compensation matters in the Company's annual proxy statement and shall produce an annual report on executive compensation as required by the Securities and Exchange Commission (the "SEC") to be included in the

Company's annual proxy statement, or its annual report on Form 10-K, as applicable.

4. The Committee has overall responsibility for evaluating and making recommendations to the Board regarding the Company's executive compensation philosophy, policies and programs for employees other than the Chief Executive Officer and President/Chief Operating Officer, including the Company's equity-based and incentive compensation plans.
5. The Committee shall oversee the Company's policies on structuring compensation programs for executive officers to preserve tax deductibility and, as and when required, establish and certify the attainment of performance goals pursuant to Section 162(m).

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties. The Committee shall have the power to delegate its authority and duties to subcommittees, individual members of the Committee, other members of the Board or management, as it deems appropriate, in accordance with applicable laws and regulations.

The Committee shall have the power to retain compensation consultants having special competence to assist the Committee in evaluating executive compensation. The Committee may also retain counsel, accountants or other advisors, as it deems appropriate. The Committee shall have the sole authority to retain and terminate the consultants or advisors and to review and approve the consultants' or advisors' fees and other retention terms.