

BOBST GROUP SA

COMPENSATION AND NOMINATION COMMITTEE CHARTER

Pursuant to the provisions of its Regulations (Chapter I., Section 1 c), the Board of Directors ("the Board") of Bobst Group SA ("the Company") has created a Compensation and Nomination Committee and adopted the Charter of this Compensation and Nomination Committee during its meeting held on 14 December 2007. The present Charter replaces the Compensation Committee Charter adopted on 12 December 2003.

COMPOSITION

The Compensation and Nomination Committee shall consist of between two and three non-executive, independent directors. An independent director is free of any relationship that could influence his or her judgment as a Committee member due to his or her employment by the Company or a company of the Group during the three years prior to the nomination to the Compensation and Nomination Committee. An independent director may not be associated with a major vendor to, or customer of, or a company affiliated or allied with, the Company.

No director can be a member of the Compensation and Nomination Committee who in another company or otherwise is subject to the supervision or to the orders of a person whose compensation is being decided pursuant to this Charter.

The members of the Compensation and Nomination Committee and its chair shall be designated by the Board. The term of their office shall be for three years or until such date as a member leaves the Board. The members are re-eligible and their terms shall be staggered in order to ensure continuity.

PURPOSE

The Committee shall perform the following functions:

A. Nomination

- make recommendations to the Board concerning the size of the Board that the Committee believes to be appropriate;
- review Board policies on age and term limits for Board members;
- propose to the Board the criteria for the selection of candidates for election or re-election to the Board of Directors by the shareholders;
- prepare a shortlist of candidates in accordance with the criteria adopted by the Board;
- evaluate and propose to the Board candidates for Board membership as well as the re-election or removal of Board members;
- recommend to the Board the appointment of members of the Board to become Chairman, Vice-chairman and members of a Board committee;
- prepare an orientation program for new Board members and an ongoing education program for existing Board members;
- recommend to the Board the appointment of a person as CEO.

B. Compensation

Policy

- submit to the Board for approval the main elements of a Compensation System for the Board and the Group Executive Committee (GEC) which respects the following principles:
 - simplicity, clarity, coherence
 - competitive remuneration to attract competent staff
 - to the extent possible, the interests of the management are aligned with the interests of the Company
 - actual remuneration paid is plausible when compared with individual and Group performance
 - the variable part of the compensation depends on objective criteria and does not neglect criteria which are less readily measurable
 - a part of the variable compensation is paid in the form of an allocation of shares of the Company. The shares are vested for a number of years in order to align the actual compensation with longer term goals of the Company
 - avoidance of unintended incentives
 - comparison with a group of peers whose choice is plausible and relevant when compared with the Company;
- review the peer group and submit changes to the Board for approval;
- review the current Compensation system for the members of the Board and submit amendments to the Board for approval;
- review the current Compensation system for the members of the GEC and submit amendments to the Board for approval;

- review the current pension plan for the members of the GEC and for executive members of the Board and submit amendments to the Board for approval.

Annual Compensation

- recommend to the Board the individual compensation to be paid to the members of the Board, pursuant to their various functions and responsibilities, and submit the proposals to the Board for approval;
- approve, upon proposal of the Chair of the Board, the total Compensation of the CEO, and inform the Board of such total Compensation. The final decision rests with the Board;
- approve upon proposal of the CEO, the total Compensation of each ordinary member of the GEC, and submit the total compensation for all ordinary members of the GEC to the Board for approval of the total amount of compensation;
- review the information on non-executive and executive compensation in the Annual Report.

The members of the Board and of the GEC shall be informed about their compensation as follows:

- The chair of the Compensation and Nomination Committee informs the Chair of the Board about his or her compensation;
- the Chair of the Board informs each member of the Board about his or her compensation;
- the Chair of the Board informs the CEO about his or her compensation;
- the CEO informs each member of the GEC about his or her compensation.

The Committee shall perform a regular self-assessment.

MEETINGS

The Committee meets at least twice a year. Meetings are normally convened by the chair, but may also be convened by any member of the Committee. The Committee may obtain information from members of the management of the Company and may consult external advisors or counsel. The Committee chooses and instructs the external advisors.

The minutes of the meetings, which shall be limited to the decisions adopted, shall be distributed to the members of the Committee, to the Chair of the Board, and to the CEO. If the minutes list particular issues concerning the Chairman of the Board or the CEO, they shall not be made available to the CEO.

REPORTING

The chair of the Committee informs the Board about its decisions. The Committee submits an annual report on its activities to the Board during its meeting in the fall of each year and provides its assessment of the Compensation system.