

KEMET CORPORATION

CHARTER OF COMPENSATION COMMITTEE

Organization

The Compensation Committee shall consist of at least three directors, all of whom shall meet the New York Stock Exchange (“NYSE”) independence requirements for service on the Company’s Board of Directors and for service on the Compensation Committee. Committee members shall be appointed by the Board of Directors on the recommendation of the Nominating and Corporate Governance Committee. Committee members shall hold their offices for one year and until their successors are elected and qualified, or until their earlier resignation or removal. All vacancies in the Committee shall be filled by the Board. The Board shall designate one of the members as Chairman of the Committee.

The Committee shall keep a separate book of minutes of their proceedings and actions. The Committee shall meet periodically, as deemed necessary by the Chairman of the Committee. All meetings shall be at the call of the Chairman of the Committee. The Committee shall elect a Secretary to the Committee who shall give notice personally or by mail, telephone, facsimile or electronically to each member of the Committee of all meetings, not later than the close of business on the day before the meeting, unless all of the members of the Committee in office waive notice thereof in writing at or before the meeting, in which case the meeting may be held without advance notice. A majority of the members of the Committee shall constitute a quorum for the transaction of business.

The Committee shall approve its schedule of meetings and shall meet at least four times per year. The Committee may also hold additional meetings at the direction of the Chairman of the Committee or at the request of any other Committee member. The Committee may meet in person or by telephone conference call, and may act by unanimous written consent.

Purpose and Authority

The Compensation Committee’s duties, responsibilities and authorities shall be as outlined below.

Compensation and Benefits

1. Review and recommend to the Board the total compensation for the Directors of the Company.
2. Establish the total compensation package provided to the Chief Executive Officer, as well as such other officers of the Company whose compensation is disclosed in the Company’s proxy statement, and review and/or approve the actual compensation (including base pay adjustments, and any annual and long-term incentive payouts) paid to all senior executive officers of the Company to include all direct reports of the Chief Executive Officer.
3. The Committee shall approve any employment agreements, severance agreements or change of control agreements between the Company and its senior executive officers.
4. Specifically as to the Chief Executive Officer, review and approve the compensation of the Chief Executive Officer in light of his or her performance review by the Nominating

and Corporate Governance Committee and set the Chief Executive Officer's compensation level based on this evaluation.

5. Review and recommend to the Board the creation and/or revision of incentive-compensation plans and equity-based plans.
6. Draft and approve the Compensation Discussion and Analysis report included in the Company's proxy statements and generally oversee compliance with the compensation reporting requirements of the SEC.
7. Conduct an annual risk analysis of the Company's compensation policies and practices.
8. Obtain through discussions with management of the Company a general understanding of compensation design throughout the entire organization.

Benefit Plans

1. Approve and periodically review the design of the benefit plans that pertain to Directors, the Chief Executive Officer and senior executive officers of the Company who report directly to the Chief Executive Officer.
2. Administer all plans that require "disinterested administration" under Rule 16b-3 of the Securities Exchange Act of 1934.

Human Resource Development Matters

1. Provide oversight of the Company's human resource development programs, including programs designed to attract, retain, develop, and motivate the Company's employees.
2. Assist the Board in developing and evaluating potential candidates for executive positions, including the Chief Executive Officer, and ensure the development of executive succession plans.
3. Review and recommend for Board approval the election of officers of the Company.

Performance Evaluation

1. Perform an annual evaluation of the Committee's performance.

Retention of Advisers

1. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser (each, an "Adviser") regarding any matter within the scope of the Committee's duties, responsibilities and authorities under this charter. The Committee may also obtain advice from the Company's internal legal counsel.
2. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Adviser retained by the Committee.
3. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Adviser retained by the Committee.

4. The Company may select an Adviser to the Committee only after taking into consideration all factors relevant to that person's independence from the Company's management, including such independence factors as are enumerated by the SEC and the NYSE.

Other Duties

1. Review and update annually the Committee Calendar of Activities.
2. Establish and maintain a process by which the Committee remains abreast of the latest compensation legislative and regulatory changes.
3. Provide oversight of the Company's Safety, Health & Environmental programs, including a periodic review of accident frequency and severity statistics, programs to promote safe work habits, serious statutory violations or resulting citations, and any potential legal and/or financial liabilities in excess of \$100,000 that may exist due to non-compliance with any safety, health, or environmental law or regulation.
4. Other actions as required by the Committee Chairperson to support the scope and intent of the Committee Charter.

This charter was reviewed and modified at the October 29, 2012 Compensation Committee Meeting.

This charter was reviewed and modified at the July 23, 2015 Compensation Committee Meeting.

This charter was reviewed and modified at the July 27, 2016 Compensation Committee Meeting.

This charter was reviewed and modified at the August 1, 2017 Compensation Committee Meeting.