

Mettler-Toledo International Inc. Compensation Committee Charter

Purpose

The purpose of the Compensation Committee is (1) to discharge the responsibilities of the company's Board of Directors relating to compensation of the CEO and the other executive officers of the company, (2) to review and monitor compensation arrangements so that the company continues to retain, attract, and motivate quality executive management consistent with the investment rationale and performance objectives contained in the annual strategic plan and budget, and the directions of the Board, taking into consideration among other things compensation arrangements at comparable companies, and (3) to produce an annual report on executive compensation and review the company's report on executive compensation, in each case for inclusion in the company's proxy statement, in accordance with applicable laws, rules, and regulations and the applicable rules of the New York Stock Exchange (collectively, the "Applicable Rules").

Charter

The scope of the Committee's responsibilities and how it carries out those responsibilities, including structure, processes, and membership requirements shall be set forth in this charter, which has been adopted and approved by the Board and may be amended by the Board from time to time in compliance with Applicable Rules. The Committee shall review and reassess the adequacy of the charter and evaluate the Committee's performance and make any recommendations to the Board on an annual basis. A copy of the charter shall be posted on the company's website.

Committee Membership

The Committee shall consist of at least three directors, all of whom shall have no relationship to the company that may interfere with the exercise of their independence from management and the company, as determined in accordance with Applicable Rules.

The Committee shall be appointed by the Board and one Committee member shall be designated as the Chairman. The Board may remove a member at any time.

At its discretion, the Committee shall have direct access to the Chief Executive Officer, Head of Human Resources, the General Counsel, and any other employee of the company. The Committee shall have the authority to engage independent counsel and other advisers, as it determines necessary to carry out its duties.

Meetings

The Committee shall meet at least twice a year and at such other times as determined by the Chairman of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee will report the results of its meetings to the Board.

Committee Responsibilities and Authority

1. The Committee shall review and approve corporate goals and objectives relevant to the compensation of the Chairman and Chief Executive Officer, evaluate their performance in light of those goals and objectives, and set their compensation levels based on this evaluation.
2. In determining the long-term incentive component of executive compensation, the Committee should consider the company's performance and relative shareholder return, the value of similar incentive awards to executives at comparable companies, and the awards given to the company's executives in past years, along with other factors it considers relevant.
3. The Committee shall have the sole authority to retain and terminate, and approve fees and other retention terms for, (a) any compensation consultant to be used to assist in the evaluation of Director, CEO, or executive compensation and (b) any other advisors that it shall deem necessary to assist it in fulfilling its duties. The Committee shall evaluate the independence of consultants and advisors it engages, including with respect to potential conflicts of interest, pursuant to the Applicable Rules.
4. The Committee shall review and approve the basic philosophy and policy governing the compensation of the company's management and other personnel.
5. The Committee shall review and approve at least annually any material changes to the employment arrangements of executive officers, as well as their salaries and performance against objectives and potential.
6. The Committee shall review and approve the methodology and implementation of an annual cash incentive program for executive management. Factors to be considered include the financial and strategic performance of the company versus objectives, individual performance, and comparative industry compensation information.
7. The Committee shall be informed of the general salary and incentive programs for employees other than executive management.
8. The Committee shall review and recommend to the Board adoption of, and changes to, incentive compensation plans and equity based plans for key employees and directors, including plans that are subject to board approval.
9. The Committee shall consider and approve, upon recommendation of the CEO, individuals eligible for, and the number, kind, and terms of incentive or equity-based awards.
10. The Committee shall review and approve other employee benefit plans relating to executive management such as pension, 401(k), and other retirement plans, including significant changes to those plans.
11. The Committee shall review and approve changes to the company's medical plans and other health plans relating to executive management that could have a significant cost to or effect on the company.

12. The Committee shall have the authority to consider other types of compensation and recommend the same to the Board.
13. In accordance with Applicable Rules, the Committee shall produce an annual report regarding its operations and shall review the company's report on executive compensation for inclusion in the company's annual proxy statement.
14. The Committee shall review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.
15. The Committee shall have the authority to establish other rules and operating procedures in order to fulfill its obligations under this charter and Applicable Rules.
16. The Committee may form and delegate authority to subcommittees when appropriate.

[Approved by the Board of Directors on: February 4, 2016]