



THE BRINK'S COMPANY COMPENSATION AND HUMAN CAPITAL COMMITTEE CHARTER

I. PURPOSE

The Compensation and Human Capital Committee (the "Committee") of The Brink's Company (the "Company") is responsible for overseeing the policies and programs relating to the compensation of the Chief Executive Officer (the "CEO") and other senior executives, including policies governing salaries, incentive compensation and terms and conditions of employment.

II. MEMBERSHIP

The Committee shall be comprised of three or more directors. The members of the Committee shall (i) satisfy the independence requirements of the New York Stock Exchange ("NYSE") as then in effect, and (ii) be "non-employee" directors for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended. The members of the Committee shall be appointed and may be removed by the Company's Board of Directors (the "Board").

III. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Committee shall:

3.1 Review and approve annually corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and, either as a Committee or together with the other independent directors (as directed by the Board), determine and approve the CEO's compensation level based on this evaluation and a variety of other factors; provided, however, that the Committee will observe any requirements in the Company's incentive plans.

3.2 Review and approve at least annually for the senior executives, other than the CEO, of the Company: (i) annual base salary level; (ii) annual and long-term incentive opportunity level; and (iii) annual and long-term incentive payments.

3.3 Review and approve the CEO's and the Company's senior executives' employment agreements, severance arrangements, change in control agreements or provisions, and other compensation matters as, when and if appropriate.

3.4 Make recommendations to the Board with respect to annual and long-term incentive compensation plans and equity-based plans.

3.5 Review annually the Company's compensation policies and practices for all employees as they relate to risk management practices and risk-taking incentives, and, based on that review, make any changes to such policies and practices that the Committee deems to be appropriate.

3.6 Administer the Company's equity-based plans, severance plans, nonqualified deferred compensation plans, and other compensation plans for the CEO and the Company's senior executives, as approved by the Board from time to time, as applicable based on delegations of authority from time to time.

3.7 Review and discuss with the Company's management the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's annual report and proxy statement pursuant to applicable Securities and Exchange Commission ("SEC") rules and regulations and determine, based on that review, whether to recommend to the Board that the CD&A be included in the Company's annual report and proxy statement.

3.8 Provide the required Compensation Committee report for the Company's proxy statement, in accordance with applicable SEC rules and regulations.

3.9 Review and make recommendations to the Board related to the Company's most recent advisory votes on executive compensation matters, including advisory votes on executive compensation and the frequency of those votes.

3.10 Review and discuss with management the CEO pay ratio and the pay-versus-performance disclosures, in accordance with applicable SEC rules and regulations.

3.11 Review and approve any compensation recoupment policies, oversee their administration and review and revise the same from time to time as appropriate.

3.12 Periodically discuss with management the development, implementation and effectiveness of the Company's policies and strategies relating to its human capital management function, which may include policies and strategies regarding health, safety and security, workforce engagement and culture and talent management.

3.13 Administer the Company's stock ownership guidelines for executive officers.

IV. COMMITTEE GOVERNANCE AND OPERATION

The Committee shall:

4.1 Have the authority, in its sole discretion and without obtaining the prior authorization of the Board, to retain or obtain the advice of a compensation consultant, outside legal counsel or other expert or advisor (each, a "Committee Advisor"), as it deems necessary or appropriate and shall be directly responsible for

the appointment, compensation and oversight of the work of any such Committee Advisor.

4.2 The Company must provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Committee Advisor.

4.3 Assess the independence of any Committee Advisor prior to obtaining advice from such Committee Advisor, in accordance with relevant SEC rules and NYSE requirements.

4.4 Make regular reports to the Board.

4.5 Form and delegate authority to a subcommittee comprised of two or more Committee members, when appropriate. In addition, consistent with applicable law, regulations, exchange requirements and the Company's equity-based plans, welfare plans, tax-qualified retirement plans, nonqualified deferred compensation plans, and other compensation plans, the Committee may delegate certain of its authority to a management benefits committee, the CEO, a designee, or other appropriate members of management.

4.6 Review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

4.7 Annually review and evaluate the Committee's performance.

4.8 Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.