

INTERNATIONAL PAPER COMPANY

MANAGEMENT DEVELOPMENT AND COMPENSATION COMMITTEE CHARTER

(Amended and Restated as of December 11, 2018)

Purpose

The Management Development and Compensation Committee (the “Committee”) is appointed by the Board to assist the Board in five key oversight roles:

- Oversee the overall compensation programs of the Company and approve compensation of the Company’s senior vice presidents (other than the Chief Executive Officer).
- Recommend the compensation of the Chief Executive Officer (“CEO”) to the independent directors for approval.
- Provide a written evaluation of the performance of the CEO in accordance with the process established by the Presiding Director.
- Discuss the Compensation Discussion & Analysis and annual compensation-related risk assessment with Company management, and provide the required disclosure under Item 407(e)(5) of Regulation S-K.
- Ensure that the Company has in place policies and programs for the development of senior management and senior management succession planning.

Committee Authority and Responsibilities

1. Members of the Committee and the Committee Chair shall be appointed by the Board upon the recommendation of the Chairman of the Board and the Governance Committee and may be removed by the Board at any time. The Committee shall consist of not less than three members. All members shall meet the independence requirements of the New York Stock Exchange Listed Company Manual and other applicable standards, including such standards as may be established by the Board from time to time.
2. The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter.
3. The Committee shall review and recommend for election by the Board candidates for positions of senior vice president of the Company and above at the time of any such promotion.
4. The Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, independent legal counsel and other advisers. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by

the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to such adviser retained by the Committee.

5. Before selecting any compensation consultant, legal counsel or other adviser to the Committee, other than in-house Company legal counsel, the Committee shall assess the independence of such consultant, counsel or adviser from Company management, taking into consideration all factors relevant to such independence, including those required to be considered by the New York Stock Exchange Listed Company Manual, Securities Exchange Act of 1934, the rules and regulations of the Securities and Exchange Commission and other applicable standards.
6. The Committee shall review at least annually senior management succession planning and periodically review Company policies and programs for the development of management personnel. These reviews may take place at private sessions of the Board.
7. The Committee shall approve annual and long-term incentive compensation plans of the Company, including plan design. The Committee shall also approve the Company's performance achievement as measured against its incentive compensation plan metrics, and the resulting payouts. The Committee's authority to approve individual payouts under the Company's long-term incentive compensation plan shall include the CEO's payout because such payout is based entirely on a formula derived by Company performance achievement with no individual discretion.
8. The Committee shall review and approve the following compensation components for senior vice presidents: base pay, including merit or promotional adjustments, short-term incentive award targets and payouts, long-term incentive award targets and payouts, and other equity grants. Compensation levels shall be established using a benchmarking methodology reviewed and approved by the Committee. Actual compensation paid shall be based on individual performance achievement of pre-established objectives in consultation with the CEO and internal equity.
9. In accordance with a process established by the Presiding Director, the Committee shall annually approve the CEO's individual objectives and evaluate the CEO's performance achievement of such objectives in a confidential written evaluation provided to the independent directors not less than annually.
10. The Committee shall recommend to the independent directors the following compensation components for the CEO: base pay, including merit or promotional adjustments, short-term incentive award targets and payouts, long-term incentive award targets, and other equity grants. Compensation levels shall be established using a benchmarking methodology reviewed and approved by the Committee. Actual compensation recommended to the independent directors shall be based on the CEO's performance achievement in accordance with the process described in Section 7. The Committee shall also recommend to the independent directors the compensation of any other employee director.
11. The Committee shall review and approve employment agreements, severance agreements and change in control agreements, and any additional special or

supplemental benefits, for senior vice presidents of the Company (other than the CEO). Any such agreements or benefits for the CEO and any employee director shall be approved by the independent directors.

12. The Committee shall review and approve establishment of, changes in, or delegations of authority with respect to, Company retirement and benefit plans for senior management, and shall review and approve any proposed significant changes in plan design for other employee retirement and benefit plans.
13. The Committee shall monitor and evaluate matters relating to the compensation and benefits structure of the Company as the Committee deems appropriate, including evaluating whether the risks arising from the Company's compensation policies and practices for its employees would be reasonably likely to have a material adverse effect on the Company.
14. The Committee may delegate its authority to subcommittees or to the Chair of the Committee when it deems appropriate and in the best interests of the Company.
15. The Committee shall make regular reports to the Board.
16. The Committee shall annually review and assess the adequacy of this charter, and recommend any proposed changes to the Board for approval.
17. In accordance with a process established by the Presiding Director, the Committee shall participate in an annual review of its performance and report to the Board on such evaluation.