

TEMPUR SEALY INTERNATIONAL, INC.
COMPENSATION COMMITTEE CHARTER

Charter

This charter governs the operations of the Compensation Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Tempur Sealy International, Inc. (the "**Company**"). The Committee shall review the adequacy of this charter at least annually and recommend any proposed changes to the Board for its approval, although the Board shall have sole authority to amend this charter.

Membership

The Committee shall be composed of at least three directors appointed by the Board, each of whom satisfies the applicable independence requirements of the New York Stock Exchange, Inc. ("**NYSE**") and the rules and regulations of the Securities and Exchange Commission (the "**Commission**") at such time as the Company is subject to these requirements. Unless otherwise authorized by the Board of Directors, Committee members also shall qualify as "non-employee directors" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and "outside directors" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as in effect from time to time (the "**Code**").

The Committee shall be appointed by the Board. To the extent that the nomination or recommendation of Committee members is delegated to the Nominating and Corporate Governance Committee of the Board or another appropriately designated and chartered Committee of the Board, such appointments shall be made pursuant to such nominations or recommendations. The Chair of the Committee shall be appointed by the Board. Committee members shall serve until their successors are duly appointed and qualified or until their earlier removal by the Board at any time.

The Committee may form and delegate any of its responsibility to subcommittees, as it deems necessary or appropriate in its sole discretion.

Meetings

The Committee shall meet as often as it shall determine, but not less frequently than at least four times annually. Except as otherwise provided by the Amended and Restated Certificate of Incorporation or the Amended and Restated By-Laws of the Company (each as amended from time to time), the location and operation of meetings and similar procedural matters relating to the Committee shall, to the extent applicable, be the same as those that relate to meetings of, and procedural matters concerning, the Board. The Committee shall adopt procedures regarding the recording, distribution and approval of minutes of meetings of the Committee.

Compensation Consultants

The Committee shall have the authority and may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other independent adviser ("**Independent Consultants**") and the Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Independent Consultants retained by the Committee. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a Consultant retained by the Committee. The Committee may invite such Independent Consultants to attend meetings of the Committee or to meet with any members of the Committee. The Committee may select an Independent Consultant to the Committee or other adviser that provides advice to the Committee, other than in-house legal counsel, only after taking into consideration all factors relevant to such Consultant's independence from management, including the following six factors set forth in Section 303A.05(c)(iv) of the NYSE Listed Company Manual:

- the provision of other services to the Company by the person that employs the Independent Consultant;
- the amount of fees received from the Company by the person that employs the Independent Consultant, as a percentage of the total revenue of the person that employs the Independent Consultant;
- the policies and procedures of the person that employs the Independent Consultant that are designed to prevent conflicts of interest;
- any business or personal relationship of the Independent Consultant with a member of the Committee;
- any stock of the Company owned by the Independent Consultant; and
- any business or personal relationship of the Independent Consultant or the person employing the Independent Consultant with an executive officer of the Company.

Purpose and Responsibilities

The Committee shall discharge the overall responsibility of the Board relating to executive compensation, including responsibilities relating to the compensation of the chief executive officer and other executive officers, overseeing equity and long-term compensation plans, reviewing the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K (the "**CD&A**") to be included in the proxy statement and providing a Compensation Committee Report for inclusion in the proxy statement.

The Committee shall have the following authority and responsibilities:

- To review and approve on an annual basis the corporate goals and objectives with respect to compensation for the chief executive officer (the "**CEO**"). The Committee shall evaluate at least once a year the CEO's performance in light of these established goals and objectives and based upon these evaluations shall determine and approve the CEO's

annual compensation, including salary, bonus, incentive, equity compensation, perquisites and other personal benefits.

- To review and approve on an annual basis, with the input of the CEO, the corporate goals and objectives with respect to the Company's compensation structure for all other executive officers (other than the CEO), including perquisites and other personal benefits, and evaluate at least once a year the executive officers' performance in light of these established goals and objectives and based upon these evaluations, determine and approve the annual compensation for these executive officers, including salary, bonus, incentive, equity compensation, perquisites and other personal benefits.
- To review on an annual basis the Company's compensation policies, including salaries and annual incentive bonus plans, with respect to the compensation of employees whose compensation is not otherwise set by the Committee.
- To review the Company's incentive compensation and other stock-based plans and approve changes in such plans as needed, subject to any approval of the Board required by applicable law or the terms of such plans. The Committee shall have and shall exercise all the authority of the Board with respect to the administration of such plans, including approving the grant of all awards under the plans, or deciding to delegate to the CEO authority to approve awards under the plans as determined by the Committee and to the extent permitted under the plans.
- To review on an annual basis and make recommendations to the Board regarding the compensation structure of directors, including incentive and equity based compensation plans.
- To at least annually review and discuss the Company's compensation programs with respect to overall risk assessment and risk management, particularly with respect to whether such compensation programs encourage unnecessary or excessive risk taking by the Company.
- To review and discuss with management the CD&A, and based on such review and discussions, make recommendations to the Board that the CD&A be included in the Company's proxy statement.
- To prepare and publish an annual Compensation Committee Report in the Company's proxy statement as required by the Exchange Act.
- To review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act and to review and approve the proposals regarding Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.

- To review executive officer compensation for compliance with Section 16 of the Exchange Act and Section 162(m) of the Code, and other applicable laws, rules and regulations.
- To review and approve employment agreements, severance arrangements and change in control agreements and provisions when, and if, appropriate, as well as any special supplemental benefits.
- To oversee the Company's compliance with Commission rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes.
- To conduct an annual evaluation of the Committee's performance and report to the Board on the results of this self-evaluation.
- To report regularly to the Board on the Committee's activities.
- To perform any other activities consistent with this charter, the Company's By-Laws and governing law, as the Committee or the Board deems appropriate.
- With respect to any reference in this charter to NYSE or Commission requirements, the Committee shall be required to comply with these requirements when listed by the NYSE or subject to the requirements of the Commission.

As last revised on July 13, 2016.
