

**ACETO CORPORATION
COMPENSATION COMMITTEE CHARTER**

(Amended and Restated Effective as of June 6, 2014)

1. PURPOSE

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Aceto Corporation (the “Corporation”) is to: (i) assist the Board in fulfilling its oversight responsibilities relating to compensation of the Chief Executive Officer and other executive officers of the Corporation, including evaluating and approving that officer’s benefits, bonus, incentive compensation, severance, equity-based compensation, and other compensation arising from other programs of the Corporation; (ii) review and discuss with the Corporation’s management the Compensation Discussion and Analysis (CD&A) to be included in the Corporation’s Annual Report on Form 10-K or Proxy Statement and determine whether to recommend to the Board that the CD&A be included; and (iii) provide the Compensation Committee Report for inclusion in the Corporation’s Annual Report on Form 10-K or Proxy Statement that complies with the rules and regulations of the United States Securities and Exchange Commission.

2. MEMBERSHIP AND ORGANIZATION

The Committee shall consist of at least three members of the Board each of whom qualify as: (i) an independent director, as that term is defined by the Listing Rule 5605(a)(2) of the Nasdaq Stock Market; (ii) an outside director, as that term is used for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended; and (iii) a non-employee director, as that term is used for purposes of Rule 16b-3 under the Securities Act of 1933, as amended. The members of the Committee may not accept directly or indirectly any consulting, advisory or other compensatory fee from the Corporation or any subsidiary thereof, other than (i) fees received as a member of the Committee, the Board or any other Board committee; or (ii) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Corporation (provided that such compensation is not contingent in any way on continued service). In determining whether a director is eligible to serve on the Committee, the Board also must consider whether the director is affiliated with the Corporation, a subsidiary of the Corporation or an affiliate of a subsidiary of the Corporation to determine whether such affiliation would impair the director’s judgment as a member of the Committee.

The members of the Committee are appointed annually by the Board, and serve until their successors are duly elected and qualified, or until their earlier death, resignation or removal, with or without cause, in the discretion of the Board.

The members of the Committee shall designate a Chair by a majority vote of the full Committee membership.

The Committee may delegate a portion of its authority to a subcommittee or subcommittees.

The Committee shall promptly inform the Board of the actions taken or issues discussed at its meetings. This will generally take place at the Board meeting following a meeting of the Committee.

3. RESPONSIBILITIES

The Committee's primary responsibilities include:

Establishing on an annual basis performance goals and objectives for purposes of determining the compensation of the Corporation's Executive Chairman of the Board, if any, Chief Executive Officer and other executive officers, evaluating the performance of such officers in light of those goals and objectives, and setting the compensation level for those officers based on this evaluation. In determining the long-term incentive component of compensation, the Committee shall consider such factors as the Corporation's performance and relative shareholder return, the value of similar incentive grants or awards to similar officers at comparable companies, and the grants or awards given to the Corporation's Chief Executive Officer and other executive officers in past years. The Corporation's Chief Executive Officer may not be present during voting or deliberations on his or her compensation.

Making recommendations to the Board with respect to the compensation elements of the Nominating & Governance Committee's succession plan for the Corporation's Chief Executive Officer and other senior management positions.

Recommending to the Board the compensation for Board members (including retainer, committee and committee chair's fees, stock options, restricted stock grants, and other similar items as appropriate).

Reviewing the competitive position of, and making recommendations to the Board with respect to, the cash-based and equity-based compensation plans and other programs of the Corporation relating to compensation and benefits.

Reviewing the financial performance and the operations of the Corporation's major benefit plans.

Overseeing the administration of the Corporation's stock option and other executive compensation plans, including the approval of grants of options, restricted stock grants, and other awards under the plans, and the approval or disapproval of the participation of individual employees in those plans.

Reviewing and approving for the Corporation's Chief Executive Officer and other executive officers: (i) employment agreements; (ii) severance agreements; (iii) change in control agreements/provisions; and (iv) any other material perquisites or other in-kind benefits.

Reviewing and discussing with the Corporation's management the CD&A to be included in the Corporation's Annual Report on Form 10-K or Proxy Statement and determining whether to recommend to the Board that the CD&A be included.

Providing the Compensation Committee Report for inclusion in the Corporation's Annual Report on Form 10-K or Proxy Statement that complies with the rules and regulations of the Securities and Exchange Commission.

Reviewing and reassessing the adequacy of this Charter on an annual basis and submitting any suggested changes to the Board for review.

4. MEETINGS

The Committee shall meet as often as the Committee or the Committee Chairperson determines, but not less frequently than annually. Any member of the Committee may call a meeting of the Committee upon written notice to each other member at least 72 hours prior to the meeting. A majority of the members of the Committee shall constitute a quorum. Attendance and participation in a meeting may take place by conference telephone or similar communications equipment such that all persons participating in the meeting can hear each other. Any action to be taken at any meeting of the Committee may be taken without a meeting, if all members of the Committee consent thereto in writing and such writing or writings are filed with the minutes of the Committee. A majority of the members present shall decide any question brought before the Committee.

5. RESPONSIBILITY AND AUTHORITY WITH RESPECT TO ADVISERS

The Committee may, in its sole discretion, retain or obtain the advice of an independent compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee. The Corporation must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, legal counsel or any other adviser retained by the Committee. The Committee may select, or receive advice from a compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel, only after taking into consideration the following factors: (i) the provision of other services to the Corporation by the person that employs the compensation consultant, legal counsel or other adviser; (ii) the amount of fees received from the Corporation by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser; (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (iv) business or personal relationships of the compensation consultant, legal counsel or other adviser with a member of the Committee; (v) any stock in the Corporation owned by the compensation consultant, legal counsel or other adviser; and (vi) business or personal relationships of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Corporation.

The Committee shall conduct the required independence review not less than annually. Nothing in this Charter shall be construed to: (i) require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Committee; or (ii) affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of the duties of the Committee. The Committee is required to conduct the independence assessment outlined in this Charter with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee, other than in-house legal counsel. However, nothing in this Charter requires a compensation consultant, legal counsel or other compensation adviser to be independent, only that the Committee consider the enumerated independence factors before selecting, or receiving advice from, a compensation adviser. The Committee may select, or receive advice from, any compensation adviser the Committee prefers, including ones that are not independent, after considering the six independence factors outlined above.

6. PERFORMANCE REVIEW

The performance of the Committee shall be self-evaluated annually.

7. GENERAL

The Committee's responsibilities and powers as delegated by the Board are set forth in this Charter. These responsibilities and powers are set forth as a guide with the understanding that the Committee may diverge from this guide in accordance with applicable law. Unless the Committee member has knowledge that makes reliance unwarranted, the Committee members, in discharging their duties to the Corporation, may rely on information, opinions, reports, or statements, any of which may be written or oral, formal or informal, including financial statements, valuation reports, and other financial data, if prepared or presented by: (i) one or more officers or employees of the Corporation whom the Committee member believes in good faith to be reliable and competent in the matters presented; (ii) legal counsel, independent auditors, or other persons as to matters which the Committee member believes in good faith to be within the professional or expert competence of such person; or (iii) another committee of the Board of which the Committee member is not a member if the Committee member believes in good faith that such committee merits confidence.