

AXALTA COATING SYSTEMS LTD.
COMPENSATION COMMITTEE CHARTER

This Compensation Committee Charter (the “Charter”) was adopted by the Board of Directors (the “Board”) of Axalta Coating Systems Ltd., a Bermuda exempted company (the “Company”), effective as of [●], 2014.

I. Purpose

The Compensation Committee (the “Committee”) is delegated the power and authority to (i) review and approve all forms of compensation to be provided to the executive officers of the Company and its subsidiaries as defined in Securities Exchange Act Rule 3b-7 (“Officers”) and directors of the Company (“Directors”) as well as all employment agreements with respect thereto; (ii) establish the general compensation policies of the Company and its subsidiaries; (iii) approve equity, incentive and other compensation and benefit plans applicable to the Officers and Directors of the Company; (iv) make recommendations to the Board when shareholder approval is required on equity, incentive and other compensation and benefit plans; and (v) review annual reports from the Company’s management regarding general compensation and employee benefits plans not applicable to Officers or Directors and, to the extent required by applicable law, approve the terms and conditions of such plans.

Without limiting the foregoing, the Committee shall have the authority to undertake the specific duties and responsibilities described below and the authority to undertake such other duties as the Board, from time to time, may prescribe.

II. Statement of Philosophy

The policy of the Committee is to create a competitive compensation and benefits structure that will help attract and retain key management talent, ensure the appropriateness of the Company’s compensation and benefit practices, align compensation with performance, and ensure that the Company’s compensation and benefit programs do not motivate improper risk taking.

III. Membership

The Committee shall consist of no fewer than two (2) members of the Board, each of whom shall satisfy (i) the independence requirement of the New York Stock Exchange (the “NYSE”); (ii) the non-employee director definition of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”); and (iii) the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended, subject in each case to applicable transition provisions or exceptions.

The members of the Committee shall be appointed and may be removed, with or without cause, by the Board. Unless designated by the Board, the Committee may designate a chair of the Committee (the “Chair”) by majority vote of the full Committee membership.

IV. Meetings and Procedures

The Chair (or in his or her absence, a member designated by the Chair or, if no such designation is made, a member designated by a majority of the Committee members present) shall preside at each meeting of the Committee. The Committee shall meet at least two (2) times annually, or more frequently as circumstances dictate. Meetings of the Committee may be called by the Chair. The Committee shall establish its own agenda and shall maintain minutes of its meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's Bye-Laws that are applicable to the Committee.

A majority of the total number of Committee members shall constitute a quorum of the Committee, and the Committee shall act by the affirmative vote of a majority of the members at a meeting or by unanimous written consent. In the event that a quorum is not present, a majority of the Committee members present may appoint any non-management director present as a substitute Committee member for such meeting for the purpose of establishing a quorum, subject to such director's satisfaction of the applicable independence requirements and rules.

All non-management Directors that are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. Notwithstanding anything to the contrary herein, the Committee may, at its discretion, include in its meetings members of the Company's management, representatives of the Committee's compensation consultant, or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any non-management director that is not a member of the Committee.

The Committee may, in its sole discretion, retain or obtain advice from any compensation consultants, legal counsel, or other advisors (independent or otherwise), *provided* that, preceding any such retention or advice, the Committee shall take into consideration all factors, including any applicable factors under NYSE rules, relevant to the advisor's independence from management. The Committee shall be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee. The Committee shall receive a report from such advisor and evaluate, on an annual basis, any conflicts of interest information related to any such adviser, and make an assessment of the independence of any such adviser.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's Bye-Laws and applicable NYSE rules.

The Committee may conduct or authorize investigations into any matters within the scope of the powers and responsibilities delegated to the Committee, as it deems appropriate, including

the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

V. Powers and Responsibilities

1. *CEO Compensation.* The Committee shall review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer. The Committee shall evaluate the Chief Executive Officer's performance in light of these goals and objectives and, based upon this evaluation, shall set the Chief Executive Officer's compensation.

2. *Succession Planning.* The Committee shall periodically review management development and succession plans for the Officers, direct reports of the Officers, and such other officers and employees as the Committee may determine is advisable.

3. *Other Executive Officer Compensation.* The Committee shall set the compensation of the Officers.

4. *Director Compensation.* The Committee shall periodically review and, as appropriate, adjust Director compensation.

5. *Employment and Severance Agreements.* The Committee shall review and approve employment agreements and severance agreements, or similar termination agreements, and any amendments thereof, with respect to the Officers.

6. *Incentive and Equity Compensation.* The Committee shall recommend to the Board approval of incentive compensation and equity-based plans in which the Officers participate and as otherwise required by law. The Committee shall review and approve the Company's incentive compensation and equity-based awards to Officers. The Committee shall also review an annual report from the Company's management regarding general compensation and employee benefit plans not applicable to Officers or Directors and, to the extent required by applicable law or the terms of any such plans, approve the terms and conditions of such plans and/or awards made thereunder.

7. *Compensation Discussion and Analysis.* The Committee shall review and discuss with management the Company's "Compensation Discussion and Analysis" disclosure ("CD&A") and shall consider whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.

8. *Compensation Committee Report.* The Committee shall prepare the annual Compensation Committee Report in accordance with the rules promulgated by the Securities and Exchange Commission ("SEC").

9. *Share Repurchases.* The Committee shall have the power to authorize the repurchase of shares of the Company's capital stock and/or stock options from terminated employees, subject to applicable law.

10. *Frequency of Say on Pay Vote.* The Committee shall review and recommend to

the Board for approval the frequency with which the Company will conduct shareholder advisory votes on executive compensation (“Say on Pay Vote”), taking into account the results of the most recent shareholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company’s proxy statement.

11. *Reports to the Board of Directors.* The Committee shall report regularly to the Board regarding the activities of the Committee.

12. *Committee Self-Evaluation.* The Committee shall annually perform an evaluation of the performance of the Committee.

13. *Review of this Charter.* The Committee shall review and reassess the adequacy of the Committee charter at least annually, and recommend changes, if any, to the Board for approval.

14. *Other Powers and Responsibilities.* The Committee may perform such other functions and have such other powers as may be necessary or convenient in the efficient discharge of the foregoing.

VI. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.