I. PURPOSE

The primary purpose of the Compensation Committee (the “Committee”) is to discharge the responsibilities of the Board of Directors of The Chemours Company (the “Company”) relating to the compensation and benefits of the Company’s executive officers and oversee the effective recruitment, development and retention of diverse talent necessary to support the long-term success of the Company.

II. RESPONSIBILITIES

The Committee’s Responsibilities include:

- Access current and future senior leadership talent, including their development and the succession plans of all key management positions other than the CEO.
- Assist the Board in CEO succession planning, including providing oversight over the CEO’s succession planning process.
- Review and approve the Company’s programs for executive development, performance and skills evaluations.
- Conduct an annual review of the Company’s diversity talent, as well as, diversity representation on the slate for key positions.
- Oversee the performance evaluation of the CEO based on input from other independent directors versus Board-approved goals and objectives.
- Recommend to the independent members of the Board the compensation for the CEO.
- Review and approve compensation and employment arrangements, including severance agreements as appropriate, of senior executive offices other than the CEO.
- Recommend and/or approve changes to equity-related compensation plans and senior executive bonus plans and such other compensation plans as the Committee or Board, as applicable, determines to be appropriate.
- Review and/or approve significant changes to the Company’s employee benefit plans.
- Recommend and approve the principles guiding the Company’s executive compensation and benefits plans.
- Review the Company’s incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk.
• Review and approve the Compensation Discussion and Analysis and the Committee report required by the Securities and Exchange Commission to be included in the Company’s Annual Report on Form 10-K or proxy statement.
• Conduct an annual performance evaluation of the Committee.
• Review the voting results of any say-on-pay or related stockholder proposals.
• Regularly report the Committee’s activities to the full Board.
• Perform such further functions as may be consistent with this Charter or assigned by applicable law, the Company’s certificate of incorporation or bylaws or by the Board of Directors.

In carrying out these responsibilities, the Committee may:

• Take appropriate action to authorize the issuance of the Company’s common stock pursuant to provisions of the Company’s compensation and benefit plans.
• Retain or replace trustees under the Company’s benefit plans and take such other actions as may be required by the Company’s compensation and benefit plans, related trust agreements or other plan documents.
• Retain any compensation consultant that the Committee, in its sole discretion, deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of the compensation consultant. In retaining compensation consultants, the Committee must consider the factors specified in the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and rules of the New York Stock Exchange (“NYSE”).
• Retain and obtain the advice and assistance of outside counsel and such other advisors, as the Committee, in its sole discretion, deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside counsel and other advisors. In retaining outside counsel and such other advisors, the Committee must consider the factors specified in the Exchange Act and rules of the NYSE.
• Request any officer or employee of the Company or the Company’s outside counsel to attend a meeting of or to meet with any members of, or consultants to, the Committee.

The Committee shall receive appropriate funding, as determined by the Committee in its capacity as a committee of the Board of Directors, for the payment of compensation to its compensation consultants, outside counsel and any other advisors.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.
III. COMPOSITION

The Committee shall be comprised of at least three independent directors, each of whom shall be independent as determined under the Board’s Corporate Governance Guidelines, applicable NYSE listing standards and Exchange Act Rule 10C-1(b)(1)(ii)(A) and (B), and shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. Each member must qualify as a “non-employee director” for the purpose of Rule 16b-3 of the Exchange Act, as amended, and as an “outside director” for the purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended.

The members of the Committee shall be recommended by the Nominating and Corporate Governance Committee and elected by the Board. The members of the Committee shall serve until their successors shall be duly elected and qualified. The Board may remove any Committee member for any or no reason. The Board shall designate a member of the Committee as Chair.

IV. MEETINGS

The Committee shall meet at least three times annually. The Committee may at its discretion meet with or without management, and with or without any compensation consultant retained by the Committee, in separate executive sessions to discuss any matters that the Committee, management or the compensation consultant believe should be discussed privately. However, the Committee shall meet regularly without management present, and in all cases the CEO and any other such officers shall not be present during any portion of a Committee meeting at which their compensation or performance is discussed or determined.

V. DELEGATION OF AUTHORITY

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

Effective July 1, 2015