**THE CHEMOURS COMPANY**

**BOARD OF DIRECTORS**

**CORPORATE GOVERNANCE GUIDELINES**

These Corporate Governance Guidelines ("Guidelines") serve as an important framework for the Board's corporate governance practices and are intended to assist the Board in carrying out its responsibilities effectively and serving the interests of the Company and its stockholders in a manner that is consistent with its fiduciary duties. The Board reviews these Guidelines periodically and may modify them as appropriate to reflect the evolution of its governance practices.

## The Board

### Responsibility

The Board has an active responsibility for broad corporate policy and overall performance of the Company through oversight of management and stewardship of the Company to enhance the long-term value of the Company for its stockholders and the vitality of the Company for its other stakeholders.

### Role

In carrying out its responsibility, the Board has specific functions, in addition to the oversight of management in the operation of the Company and the Company's business performance, including providing input and perspective in evaluating alternative strategic initiatives; reviewing and, where appropriate, approving fundamental financial and business strategies and major corporate actions; ensuring processes are in place to maintain the integrity of the Company; overseeing risks that could affect the Company's long-term value; evaluating and compensating the Chief Executive Officer; and planning for Chief Executive Officer succession and monitoring succession planning for other key positions. Directors bring to the Company a wide range of experience, knowledge and judgment, and will use their skills and competencies in the exercise of their duties as directors of the Company.

### Duties

Directors are expected to expend sufficient time, energy and attention to assure diligent performance of their responsibility. Directors are expected to attend meetings of the Board and its Committees on which they serve and the Annual Meeting of Stockholders; review materials distributed in advance of the meetings; and make themselves available for periodic updates and briefings with management or one-on-one meetings.

### Leadership

The Company's governing documents allow the roles of Chair and Chief Executive Officer to be filled by the same or different individuals. This approach allows the Board flexibility to

determine whether the two roles should be separated or combined based upon the Company's and the Board's assessment of the Company's leadership from time to time. If the Board does not have an independent Chairperson, the Board will appoint a Lead Independent Director and determine the Lead Independent Directors' duties and responsibilities.

In addition, the Board may determine at any time to appoint an independent Chair and a Lead Independent Director. During any such period, the respective duties of the independent Chair and the Lead Independent Director will be as follows (with any modifications as may be approved by the Board).

The Chair shall have all duties and responsibilities described in the Bylaws, the Committee charters and all governance documents of the Company, including these Guidelines, as well as applicable law. These duties and responsibilities include responsibility for leadership on all Board functions and governance, including leading all meetings of the Board and all executive sessions and setting all agendas and schedules for both, including Committee schedules in consultation with the chairs of the Committees; facilitating collaboration and discussion among independent directors and acting as a liaison and adviser to the Chief Executive Officer; establishing the tone at the top and a culture of open discussion and enterprise-wide attention to and management of risks, opportunities, strategy and value creation for the Company; leading Chief Executive Officer performance assessment and succession planning, in coordination with the Chair of the Compensation and Leadership Development Committee; leading annual Board self-assessments, individual director assessment and Board succession and committee planning, in coordination with the Chair of the Nominating and Governance Committee; and overseeing shareholder engagement working closely with the Chief Executive Officer on communications and meetings with stockholders.

The Lead Independent Director shall provide financial expertise and oversight, including by leading discussions at Board meetings and executive sessions on financial topics such as capital allocation, corporate development and financial performance. The Lead Independent Director will also work together with the Chief Executive Officer and Chair in the management of shareholder engagement efforts to ensure effective communication with stockholders and help oversee initiatives to create and enhance value for stockholders.

**Independence**

A substantial majority of the Board are independent directors in accordance with the standards of independence of the New York Stock Exchange and as described in the Company's Guidelines for determining independence of our Directors, attached to these Guidelines. The Nominating and Corporate Governance Committee as well as the Board annually reviews relationships that directors may have with the Company to make a determination of whether there are any material relationships that would preclude a director being independent.

**Qualifications**

Directors are selected for their integrity and character; sound, independent judgment; breadth of experience, insight and knowledge; business acumen and significant professional accomplishment. The specific skills, experience and criteria that the Board may consider, and which may vary over time depending on current needs, include executive leadership; experience involving information technology, research and development or technological innovation; relevant industry experience; financial expertise; corporate governance; compensation and succession planning; human capital and talent management; familiarity with issues affecting global businesses; experience with global business strategy, management, manufacturing or operations; environment, health, safety, and sustainability, risk management; other board experience; legal, regulatory, or prior government service and diversity; and other individual qualities and attributes that contribute to the total mix of viewpoints and experience represented on the Board. The Nominating and Corporate Governance Committee considers candidates for potential nomination to recommend for approval by the full Board.

The Board limits the number of other public company boards that a director may serve on. No director who is an executive officer of a public company may serve as a director of the Company if he or she serves on more than a total of three public company boards, including the Company's Board and the board of the company with which the director is employed. If a director is not an executive officer of a public company, he or she may serve on a maximum of four public company boards, including the Company's Board. Directors are required to advise the Chair of the Board, the Chair of the Nominating and Corporate Governance Committee and the Corporate Secretary in advance of serving on another board. The Nominating and Corporate Governance Committee, with support, as appropriate, from the Corporate Secretary, shall determine whether to authorize such proposed service on the outside board and present its determination to the full Board for approval or disapproval. Service on other boards and/or committees must be consistent with the Company's conflict of interest policies, set forth below.

When a director's principal responsibilities or business association changes significantly, the director will tender his or her resignation to the Chair of the Board and the Chair of the Nominating and Corporate Governance Committee. The Chair of the Nominating and Corporate Governance Committee shall present the resignation to the Nominating and Corporate Governance Committee, and the Nominating and Corporate Governance Committee will then consider such change to determine if the relevant director's offer to resign is warranted and should be accepted by the Board due to the materiality of the change. The resulting decision will be presented to the full Board for approval or disapproval.

If a director otherwise wishes to tender his/her resignation, he or she must do so by providing written notice to the Chair of the Board. Such resignation shall be effective only upon receipt by the Chair of the Board of such written notice.

An employee director retires from the Board when retiring from employment with the Company, with the exception of the former Chief Executive Officer.

The Board is committed to regular refreshment of, and diversity in, its membership.

**Size of the Board**

The Company's Bylaws prescribe that the number of Directors of the Company which shall constitute the whole Board shall not be less than six (6). The exact number of Directors shall be fixed from time to time by resolution of the Board.

**Election**

In accordance with the Company's Bylaws, if none of our stockholders provides the Company with notice of an intention to nominate one or more candidates to compete with the Board's nominees in an election of directors, a nominee must receive more votes cast for than against his or her election or re-election in order to be elected or reelected to the Board. The Board expects a director to tender his or her resignation if he or she fails to receive the required number of votes for re-election. The Board shall nominate for election or re-election as director only candidates who agree to tender, promptly following the annual meeting at which they are elected or re-elected as a director, irrevocable resignations that will be effective upon (i) the failure to receive the required vote at the next annual meeting at which they face re-election and (ii) Board acceptance of such resignation in accordance with the procedures specified in those Guidelines. In addition, the Board shall fill director vacancies and newly created directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same resignation tendered by other directors in accordance with these Guidelines.

In the event an incumbent director fails to receive the required vote for re-election, the Nominating and Corporate Governance Committee shall make a recommendation to the Board as to whether to accept or reject the resignation of the incumbent director. The Board shall act on the resignation, taking into account the recommendation of the Nominating and Corporate Governance Committee, and publicly disclose its decision within ninety (90) days following certification of the election results. The Nominating and Corporate Governance Committee in making its recommendation and the Board in making its decision may consider all facts and circumstances they consider relevant or appropriate in reaching their determinations. The Board expects any director whose resignation is under consideration pursuant to these Guidelines to abstain from participating in the Committee recommendation or the action of the Board regarding whether to accept the resignation.

**Orientation and Continuing Education**

New directors participate in an orientation process to become familiar with the Company and its strategic plans and businesses, significant financial matters, core values including ethics, compliance programs, corporate governance practices and other key policies and practices through a review of background materials, meetings with senior executives and visits to Company facilities. The Nominating and Corporate Governance Committee is responsible for providing guidance on directors' continuing education.

### Compensation

The Board believes that compensation for outside directors should be competitive. The Company's Common Stock is a key component with payment of a portion of director compensation as the Company's stock, options or similar form of equity-based compensation, which are subject to stock ownership guidelines.

The stock ownership guidelines require non-employee directors to hold at least six times the cash portion of their annual retainer worth of the Company's Common Stock and/or vested restricted stock units while serving as a director of the Company. Directors will have five (5) years to attain this ownership threshold from the time of their election to the Board. The Nominating and Corporate Governance Committee reviews periodically the level and form of director compensation and, if appropriate, proposes changes for consideration by the full Board.

### Annual Self-Evaluation

The Board and each Committee make an annual self-evaluation of its performance with a particular focus on overall effectiveness. The Board engages in an annual process for individual director assessments. The Nominating and Corporate Governance Committee is responsible for overseeing the self-evaluation and individual director assessment processes and will be responsible for establishing the evaluation criteria and implementing the processes for these evaluations, as well as considering other corporate governance principles that may, from time to time, merit consideration by the Board.

### Access to Management and Advisors

Directors have access to the Company's management to ensure that directors can ask any questions and receive all information necessary to perform their duties. In addition, directors are encouraged to visit the Company's facilities. As necessary and appropriate, the Board and its Committees may retain outside legal, financial or other advisors. The Board as a whole will have access to advisors and other independent advisors that the Company retains or that the Board considers necessary or advisable in performing its responsibilities.

## Board Meetings

### Selection of Agenda Items

The Chair establishes the agenda for Board meetings. Directors are encouraged to suggest items for inclusion on the agenda and may raise subjects not specifically on the agenda.

### Attendance of Senior Executives

The Board welcomes regular attendance of senior executives to be available to participate in discussions. Presentations of matters to be considered by the Board are generally made by the responsible executive.

**Executive Sessions**

Regularly scheduled Board meetings include a session of all directors and the Chief Executive Officer. In addition, the independent Board members meet in regularly scheduled executive sessions, but no less than two (2) times a year.

## Board Committees

The Board currently has four standing Committees: (i) the Audit, Risk and Finance Committee, (ii) the Compensation and Leadership Development Committee, (iii) the Nominating and Corporate Governance Committee, and (iv) the Environmental, Health and Safety and Operational Performance Committee. As set forth in the Company's Bylaws, the Board may also designate one or more additional standing or *ad hoc* committees. The Board also designates a Chair for each Committee and determines the appropriate number of members on each of the Committees. Each committee will periodically review its charter and recommend to the Board any changes it deems necessary.

## Communications with Stockholders

Stockholders and other parties interested in communicating directly with the Board, Chair or other outside director may do so by writing in care of the Corporate Secretary. The Board's independent directors have approved procedures for handling correspondence received by the Company and addressed to the Board, Chair or other outside director.

## Confidentiality

Under the Code of Business Conduct and Ethics for the Board of Directors, directors are required to protect and hold confidential all non-public information obtained due to their directorship position.

## Conflicts of Interest

Directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director will report all facts regarding the matter to the Chair of the Audit, Risk and Finance Committee and Chair of the Board (and, if the conflict of interest constitutes a "related person transaction," to the Chair of the Nominating and Corporate Governance Committee). Any material conflict must be resolved or the director should resign. If a director has a personal interest in a matter before the Board, the director should disclose the interest to the Board, excuse himself or herself from discussion and abstain from voting on the matter.

## Leadership Assessment

### Succession Planning

The Board plans for succession to the position of Chief Executive Officer. The Compensation and Leadership Development Committee oversees the succession planning process. To assist the Board, the Chief Executive Officer periodically provides the Board with an assessment of senior executives and their potential to succeed to the position of Chief Executive Officer, as well as perspective on potential candidates from outside the Company. The Board has available on a continuing basis the Chief Executive Officer's recommendation should he or she be unexpectedly unable to serve. The Chief Executive Officer also provides the Board with an assessment of potential successors to key positions.

### Chief Executive Officer Evaluation and Compensation

Through an annual process overseen and coordinated by the Compensation and Leadership Development Committee, independent directors evaluate the Chief Executive Officer's performance and set the Chief Executive Officer's compensation.

Effective October 28, 2025

**Guidelines for Determining the Independence of The Chemours Company Directors**

It is the expectation and practice of the Board that, in their roles as members of the Board, all members will exercise their independent judgment diligently and in good faith, and in the best interests of the Company and its stockholders as a whole, notwithstanding any member's other activities or affiliations.

However, in addition, the Board has determined that a substantial majority of its members should be "independent" in that they are free of any material relationship with the Company or Company management, whether directly or as a partner, shareholder or officer of an organization that has a material relationship with the Company. In furtherance of this objective, the Board has adopted the following Guidelines for determining whether a member is considered "independent."

The Board will re-examine the independence of each of its members once per year and again if a member's outside affiliations change substantially during the year.

For purposes of these Guidelines, "members of his/her immediate family" and similar phrases will mean a person's spouse, parents, stepparents, children, stepchildren, siblings, mothers-and fathers-in-law, sons- and daughters-in law, brothers- and sisters-in-law, and anyone (other than an employee) who shares the person's home. "The Company" means the Company and all of its consolidated subsidiaries.

1. Regardless of other circumstances, a Board member will not be deemed independent if he or she does not meet the independence standards adopted by the New York Stock Exchange (see below), or any applicable legal requirement.

2. Except in special circumstances, as determined by a majority of the independent members of the Board, the following relationships will be considered not to be material relationships that would affect a Board member's independence:

    a. If the Board member is an executive officer or employee, or any member of his/her immediate family is an executive officer, of a bank to which the Company is indebted, and the total amount of the indebtedness does not exceed one percent of the total assets of the bank for any of the past three (3) years.

    b. If the Board member or any member of his/her immediate family serves as an officer, director or trustee of a charitable or educational organization, and contributions by the Company do not exceed the greater of $1,000,000 or two percent of such organization's annual consolidated gross revenues, including annual charitable contributions, for any of the past three (3) years.

3. If a Board member has a relationship that exceeds the thresholds described in Section 2 above, or another significant relationship with the Company or its management that is not described in Section 2 above, then the Board will determine by a majority of the

independent members whether that member's relationship would affect the Board member's independence.

4. The Board will consider all relevant facts and circumstances in determining independence.

5. Any determinations of independence made pursuant to Section 3 above will be disclosed in the Company's annual meeting proxy statement.

Current New York Stock Exchange standards state that a director will not be independent:

a. If the Board member is, or has been within the last three (3) years, an employee or any member of his/her immediate family is, or has been within the last three (3) years, an executive officer of the Company;

b. If the Board member (i) is a current partner or employee of a firm that is the company's internal or external auditor; (ii) has an immediate family member who is a current partner of such a firm; (iii) has an immediate family member who is a current employee of such a firm and personally works on the listed company's audit; or (iv) was, or has an immediate family member who was, within the last three (3) years, a partner or employee of such a firm and personally worked on the listed company's audit within that time.

c. If the Board member or any member of his/her immediate family is, or in the last three (3) years has been, employed as an executive officer of another company where the Company's present executive officers at the same time serve/served on that company's compensation committee;

d. If the Board member is a current employee, or if any member of his/her family is a current executive officer, of another company that makes payments to, or receives payments from, the Company for property or services which exceed the greater of one million dollars (US $1,000,000) or two (2) percent of the other company's annual consolidated gross revenues for any of the last three (3) years; or

e. If the Board member, or a member of his/her immediate family, has received more than one hundred and twenty thousand dollars (US $120,000) in direct compensation from the Company (other than director and committee fees and pension or other forms of deferred compensation for prior service which are not contingent in any way on continued service) during any twelve-month period within the last three (3) years.

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