THE CHEMOURS COMPANY
COMPENSATION AND LEADERSHIP DEVELOPMENT COMMITTEE CHARTER

I. PURPOSE

The primary purpose of the Compensation and Leadership Development 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 talent necessary to support the long-term success of the Company.

II. RESPONSIBILITIES

The Committee's Responsibilities include:

- Assess current and future senior leadership talent, including their development and the succession plans of 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.
- Review and approve the corporate goals and objectives to be considered in determining the compensation of the CEO.
- 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, including severance agreements as appropriate, for the CEO.
- Review and approve compensation and employment arrangements, including severance agreements as appropriate, of senior executive officers other than the CEO.
- Recommend and/or approve changes with respect to the adoption, amendment or termination of the Company's 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, and exercise all authority of the Board with respect to the administration of such plans; provided, however, that to the extent permitted by applicable law and the provisions of a given compensation plan, the Committee may delegate to one or more executive officers of the Company, the power to make grants and awards pursuant to such compensation plan to employees of the Company in accordance with this Charter.
- Review and/or approve significant changes to the Company's employee retirement and 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 (CD&A) and the Committee report, and other executive compensation disclosures, as required by the Securities and Exchange Commission (SEC) to be included in the Company's proxy statement or applicable SEC filings.
- Periodically review and approve the group of companies used by the Company for peer comparisons of pay and/or performance.
- Conduct an annual performance evaluation of the Committee.
- Review, at least annually, the Committee's charter and recommend any proposed changes to the Nominating and Corporate Governance Committee.
- As appropriate, review the frequency with which the Company will conduct the Say on Pay vote.
- Review the voting results of any Say on Pay or related stockholder proposals.
- Establish and periodically review stock ownership guidelines for executive officers and confirm that such guidelines are being adhered to by executive officers.
- Review and recommend to the independent members of the Board the creation or revision of, and oversee the implementation and administration of, any clawback policy allowing the Company to recoup compensation paid to executives or any anti-hedging or pledging policies.
- 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 by approving equity-based awards and/or the Company's equity-based 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, it 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, or reimbursement of expenses.

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.

Notwithstanding the foregoing, in no event shall the Compensation Committee have any authority or responsibility as a fiduciary of any employee benefit plan, within the meaning of section 3(21) of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

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 New York Stock Exchange (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.

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. A majority of members of the Committee will constitute a quorum for the transaction of business at any meeting and the vote of a majority of those members of the Committee present at a meeting at which a quorum is present will be the act of the Committee. Unless otherwise restricted by the Amended and Restated Certificate of Incorporation or Amended and Restated Bylaws, any action required or permitted 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 or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of the proceedings of the Committee in accordance with applicable law.

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. Further, the Committee may delegate its responsibilities with respect to the administration of the incentive compensation, equity compensation, deferred compensation, and employee retirement and welfare benefit plans to the Company's officers and employees, as consistent with applicable law.

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