THE CHEMOURS COMPANY
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Corporate Governance is a system of principles, rules and processes through which a company is governed. This system assists the Board of Directors in its decision-making by, among other items, promoting a culture of integrity, accountability and transparency.

I. PURPOSE

The primary purpose of the Nominating and Corporate Governance Committee (the "Committee") is to:

- Develop and recommend to the Board of Directors a set of corporate governance guidelines for the Company;

- Identify individuals qualified to become Board members consistent with criteria approved by the Board and recommend to the Board nominees for election as directors of the Company, including nominees whom the Board proposes for election as directors at the annual meeting; and

- Exercise and perform all other duties and responsibilities delegated to the Committee by the Board of Directors.

II. RESPONSIBILITIES

The Committee's authority and responsibilities include the following:

Governance

- Regularly review the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board of Directors for approval.

- Review regularly the adequacy of this Charter and recommend any proposed changes to the Board of Directors.

- Oversee the Company's corporate governance practices, including reviewing and recommending to the Board of Directors for approval any changes to the Company's Code of Business Conduct, certificate of incorporation, bylaws and committee charters, insider trading policy, policies and procedures for transactions with related persons, and delegation of authority.

- Conduct an annual assessment of the Committee's performance, oversee the evaluation of the entire Board of Directors and its other committees, and oversee the assessment

process for individual Directors. Report its findings to the Board of Directors.

Board Matters

- Determine the qualifications, qualities, skills and other expertise required to be a director, and develop, and recommend to the Board of Directors for approval, criteria to be considered in selecting director nominees.

- Establish processes for identifying and evaluating director nominees, including director candidates recommended by the Company's stockholders pursuant to procedures set forth in the Company's bylaws and other corporate governance documents.

- Review, and recommend to the Board of Directors for approval, the independence of each director.

- Recommend to the Board of Directors the slate of director nominees to be submitted for stockholder vote at the annual meeting of stockholders and, from time to time, recommend individuals to fill any vacancy on the Board.

- Review and recommend to the Board, a committee structure, membership and leadership, including the appointment of a Chair of the Board and as determined by the Board at any time in its judgment, the appointment of a Lead Independent Director. The roles of Chair and Chief Executive Officer may be filled by the same or different individuals. In the event the Board does not have an independent Chair, the Board will appoint a Lead Independent Director.

- Review and recommend non-employee directors' compensation to the Board of Directors.

Risk Oversight

- Review and approve any transaction between the Company and any related person in accordance with the Company's policies and procedures for transactions with related persons.

- Provide oversight regarding the Company's policies on political contributions and lobbying expenses and review an annual report on the Company's political contributions and lobbying expenses.

- Oversee the Company's orientation program for new directors and a continuing education program for current directors.

Sustainability

- Oversee the Company's policies and performance in the areas of sustainability, including environmental, social, governance, and the Corporate Responsibility Commitment 2030 Goals (collectively, "Sustainability").

- Provide oversight and guidance to management on the Company's strategies, initiatives, objectives and resources for the Company's Sustainability program.

- Provide oversight regarding the Company's Sustainability metrics, and ensure processes and resources are in place to record such metrics consistently.

- Review the Company's annual Sustainability reports including progress made on commitments.

- Review Sustainability issues or trends, e.g. green house gas emissions, water stewardship, and human rights, that may affect business operations and financial performance, and evaluate management's response to such matters as part of the Company's immediate and longer-term business strategy.

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 and the New York Stock Exchange standards and shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee. The members of the Committee shall be appointed by the Board of Directors and may be replaced and/or removed by the Board of Directors.

The Committee may form and delegate any or all of its authority to subcommittees, as appropriate, except when authority is required by law, regulation or listing standards to be exercised by the Committee as a whole.

IV. MEETINGS

The Committee shall meet at least three times per year. The Committee may request any person (including any other director of the Company, any officer or employee of the Company or any advisor) to attend a meeting of the Committee or to meet with any members of, or advisor to, the Committee.

V. RESOURCES

The Company shall provide the Committee with a level of funding appropriate for the Committee to carry out its responsibilities.

The Committee shall have the authority to retain search firms, outside counsel, experts and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

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