THE CHEMOURS COMPANY

CHARTER OF THE AUDIT, RISK AND FINANCE COMMITTEE OF THE BOARD OF DIRECTORS

Purpose

The Audit, Risk and Finance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of The Chemours Company (the "Company") to assist the Board in the oversight of (i) the integrity of the financial statements of the Company, (ii) the qualifications and independence of the Company's independent auditor, (iii) the performance of the Company's internal audit function and independent auditors, (iv) the compliance by the Company with legal and regulatory requirements, (v) the enterprise risk process, and (vi) overseeing the Company's capital allocation policy and processes, financial position and finance and treasury functions. The Committee shall also prepare the report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.

Membership

The Committee shall consist of at least three directors, all of whom, in the judgment of the Board, shall meet the criteria for independence as established by the Board in accordance with the New York Stock Exchange listing standards and any other applicable laws, rules or regulations regarding independence as they are in effect from time to time. Each member shall, in the judgment of the Board, be financially literate or become so within a reasonable period of time after appointment to the Committee. At least one member of the Committee shall, in the judgment of the Board, be an "audit committee financial expert" as defined by the rules and regulations of the Securities and Exchange Commission.

The members shall be appointed by the Board acting on the recommendation of the Nominating and Corporate Governance Committee of the Board, and serve until their successors shall be duly elected and qualified or until their earlier resignation, disqualification, retirement, death or removal. The Board shall appoint the chair of the Committee (the "Chair").

No member of the Committee may serve simultaneously on the audit committees of more than three public companies, including that of the Company, unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee and such determination is disclosed in accordance with the listing standards of the New York Stock Exchange.

Meetings

The Committee shall meet at least four times annually and at such other times as the Chair or

Committee deems advisable. The Committee shall periodically meet separately, in executive session, with the independent auditor, the Chief Audit Executive, the General Counsel, the Chief Financial Officer and other members of management as it deems appropriate for carrying out its responsibilities. The Committee may request any officer or employee of the Company or the Company's outside counsel or the Company's independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee also may meet periodically in separate executive sessions without management present as the Chair or the Committee deems advisable.

Committee Duties and Responsibilities

In carrying out its responsibilities, the Committee shall:

A. General Duties

1. Review, at least annually, the Committee's charter and recommend any proposed changes to the Nominating and Corporate Governance Committee.

2. Regularly report on its deliberations and actions to the Board and make recommendations to the Board, as appropriate, in accordance with the duties specified in this Charter and pursuant to applicable regulatory requirements and the listing standards of the New York Stock Exchange.

3. Conduct, and report to the Board the results of, an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this Charter.

4. In addition to the activities enumerated herein, perform any other activities consistent with this Charter, the Company's Amended and Restated Bylaws and governing law, as the Committee or the Board deems necessary or appropriate or as required by law or regulations.

B. Independent Auditors and the Conduct of the Audit

1. Appoint (subject, as applicable, to stockholder ratification), compensate, retain and oversee the work of the independent auditor. The independent auditor shall be ultimately accountable to the Committee and the Committee shall have sole authority to terminate the independent auditor in its discretion.

2. Approve all fees and terms of engagement for audit, audit-related and non-audit services provided by the independent auditor according to policies and procedures established by the Committee in accordance with applicable law, including appropriate policies and procedures for the pre-approval of any such services and the avoidance of any prohibited services. Any such engagements may be approved between Committee meetings by the Chair or individual Committee members designated by the Committee, who shall report all pre-approval decisions to the

Committee at its next scheduled meeting.

3. Evaluate the independent auditor's qualifications, performance and independence, taking into account the opinions of management and the Chief Audit Executive, and present conclusions reached by the Committee to the Board. This evaluation will include, at least annually:

   a. A review of the independent auditor's work during the prior year, including consideration of the regular rotation of the independent auditor;

   b. A review and evaluation of the lead partner of the independent auditor assigned to the Company's audit, including consideration of the regular rotation of the lead partner in accordance with applicable regulations and standards; and

   c. A review of periodic reports from the independent auditor describing:

      i. The internal quality-control procedures of the independent auditor;

      ii. Any material issues raised by the most recent internal quality control review, or peer review, of the independent auditor;

      iii. Any material issues raised by any inquiry or investigation by governmental or professional authorities, including the Public Company Accounting Oversight Board, within the preceding five years, with respect to one or more independent audits carried out by the independent auditor and any steps taken to deal with any such issues; and

      iv. Any relationships, services or other factors or considerations, including all relationships between the independent auditor and the Company that could impact the independent auditor's objectivity and independence.

4. Discuss with the independent auditor the overall scope and plans for its audits, including the adequacy of staffing and budget, any problems or difficulties the auditors may have encountered in connection with such audits and management's response (including restrictions on the scope of the independent auditor's activities or on access to requested information), any significant disagreements with management, and any "management" or "internal control letters" issued, or proposed to be issued, by the independent auditor and the Company's response thereto, any accounting adjustments that were noted or proposed by the independent auditor but were passed (as immaterial or otherwise); discuss with the independent auditor any significant changes required in the audit plan; obtain from the independent auditor assurance that the audit was conducted in a manner consistent with Section 10A of the Securities Exchange Act of 1934, as amended (the "Exchange Act"); review any reports of the independent auditors mandated by the Exchange Act, including Section 10A; and, to the extent deemed necessary or appropriate by the Committee, discuss with the independent auditor any communications between the audit team and the firm's

national office respecting auditing or accounting issues presented by the engagement as well as matters of audit quality and consistency.

5. Review and discuss with the independent auditor the matters to be discussed with the independent auditor under Auditing Standard No. 1301, *Communications with Audit Committees*, as adopted by the Public Company Accounting Oversight Board and amended from time to time.

6. Direct the independent auditor to prepare and deliver annually a statement as to independence consistent with Public Company Accounting Oversight Board Ethics and Independence Rule 3526, *Communicating with Audit Committees Concerning Independence* (it being understood that the independent auditor is responsible for the accuracy and completeness of this statement), and discuss with the independent auditor any relationships or services disclosed in this statement that may materially affect the independent auditor's objectivity and independence.

7. Establish clear policies regarding the hiring of employees or former employees of the independent auditor.

8. In accordance with applicable policies of the Company, review and approve the terms of the engagement of, and any fees paid to, any registered public accounting firm engaged for the purpose of rendering or issuing an audit report or related work or performing other audit, review or attestation services.

9. In accordance with applicable requirements of the Securities and Exchange Commission and applicable regulatory requirements, review, and ensure the appropriate review by the Company and the independent auditor, of any required notice regarding the engagement, resignation or dismissal of the independent auditor; and ensure the filing and distribution of any required regulatory reports pertaining to the same.

10. Obtain from the independent auditor assurances that Section 10A(b) of the Exchange Act has not been implicated, which relates to illegal acts that have come to the attention of the independent auditor during the course of the audit.

C. <u>Internal Auditors</u>

1. Oversee the Company's Internal Audit department and review and approve its annual budget and staffing levels.

2. Appoint or remove the Chief Audit Executive.

3. Review the significant reports to management prepared by the Internal Audit department and management's responses, as applicable.

4. Discuss with the internal auditors the overall scope and plans for their audit, including

the adequacy of staffing and any problems or difficulties the internal auditors may have encountered in connection with material audits; and review and approve annually the Internal Audit Plan, including Internal Audit's overall risk- assessment methodology, and the Internal Audit Charter, and any significant changes to such Plan or Charter as appropriate; review and approve all significant aspects of internal audit outsourcing arrangements.

5. Review periodically reports regarding the Chief Audit Executive's assessment of the Company's internal controls.

D. <u>The Company's Financial Statements</u>

1. Discuss the quarterly and annual financial statements and related footnotes of the Company and its subsidiaries with management and the independent auditor, as well as the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

2. In connection with the preparation of quarterly and annual financial statements of the Company and its subsidiaries and otherwise as is necessary, review, or as appropriate the Chair on behalf of the Committee shall review, with the independent auditor and management on a timely basis any matters appropriate or required to be discussed by applicable accounting and auditing professional standards or applicable regulations. These discussions shall include, as appropriate, any significant financial reporting issues; judgments about the quality and acceptability of accounting principles as applied to the Company's financial reporting, including the receipt from the independent auditor of a report on alternative treatments of financial information within generally accepted accounting principles discussed with management, the ramifications of such alternatives, and the treatment preferred by the independent auditor; the reasonableness of significant judgments made in connection with the preparation of the Company's financial statements and the clarity of the disclosures therein and any analyses prepared by management or the independent auditor with respect thereto; the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements; and the adequacy of the Company's internal controls and the internal auditor's response thereto.

3. Recommend to the Board whether to include the audited financial statements in the Company's Form 10-K.

4. Discuss generally earnings press releases and the financial information and any earnings guidance provided to the Company's analysts and rating agencies, as well as the disclosure of any "pro forma" or "non-GAAP" information.

5. Review both the acceptability and quality of major changes to the Company's accounting principles and practices as suggested by the independent auditor, Chief Audit Executive or management, and oversee the resolution of any disagreements between management and the independent auditor regarding financial reporting

issues.

6. Discuss generally with management, the independent auditor and the Chief Audit Executive the selection, application and disclosure of critical accounting policies and estimates used by the Company.

7. Review disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies or material weaknesses in the design or operation of internal controls over financial reporting, any fraud involving any employees who have a significant role in the Company's internal control over financial reporting, and any significant changes in internal controls over financial reporting or in other factors that could significantly affect internal controls over financial reporting, including any corrective actions with regard to significant deficiencies and material weaknesses.

8. Review and discuss with the independent auditor its assessment of the effectiveness of the Company's internal controls over financial reporting, whether any changes are necessary in light of such assessment, and the basis for its report on the Company's internal controls.

9. Review and discuss with management their assessment of the effectiveness of the Company's disclosure controls and procedures and whether any changes are necessary in light of such assessment.

10. Review with the General Counsel or the attorney(s) designated by the General Counsel any legal matters that may have a material impact on the financial statements.

11. Oversee the establishment of and monitor procedures for: (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting control or auditing matters; and (ii) the confidential, anonymous submission by the employees of the Company of concerns regarding accounting or auditing matters.

E. <u>Compliance and Risk Processes</u>

1. Taking into consideration the overall primary responsibility of the Board of Directors for the oversight (or delegation of oversight to a specific Committee of the Board) of management's identification, assessment and management of the Company's enterprise-wide risk management policies and practices for the identification, assessment and management of enterprise-wide major risk exposures, including financial risk exposures, it shall be a duty of the Committee to discuss, in a general manner, at least annually with the Chief Financial Officer, the members of management designated by the Chief Financial Officer and other members of management as the Committee deems appropriate, the policies and practices that

govern the processes by which major risk exposures are identified, assessed, managed and controlled on an enterprise-wide basis.

2. The Committee shall review and approve the Company's decisions, if any, to enter into swaps, including security-based swaps, from time to time in reliance on the "end-user" exception from mandatory clearing and exchange trading requirements. This review and approval may occur annually on a general basis and does not need to occur on a swap-by-swap basis.

3. The Committee shall review and discuss with management the Company's cyber security and information security programs (including any major legislative and regulatory developments that could impact the foregoing) and processes for assessing, identifying, and managing material risks from cybersecurity threats, as well as whether any risks from cybersecurity threats, including as a result of any previous cyber security incidents, have materially affected or are reasonably likely to materially affect the Company. In furtherance of the foregoing, for any potential cybersecurity incidents, the Committee shall review and discuss with management the process for compliance with any necessary disclosures under any applicable law, including applicable securities laws.

F. Capital Allocation, Financial Position; Finance and Treasury

1. The Committee shall regularly review the Company's capital allocation policy and process, as well as its investment opportunities, and provide recommendations, where appropriate, to the Board for approval.

2. The Committee shall periodically review the Company's overall financial position, capital structure policies, long- and short-term debt levels, major exposure to fluctuation in interest rates, credit risk, liquidity and commodity market risks and other financial matters deemed appropriate by the Board.

3. The Committee shall periodically review the Company's credit ratings and oversee any material changes in management's activities with respect to credit rating agencies.

4. The Committee shall review, at least annually, the Company's use of financial instruments, commodity purchasing, insurance, and other hedging arrangements and strategies, including derivative contracts, to manage and mitigate its exposure to financial and market risks, including risks associated with fluctuations in raw material and energy prices and changes in foreign currency exchange rates and interest rates.

Access to Advisors

The Committee shall have the authority to retain special legal, accounting or other advisors to advise the Committee, when deemed necessary, without the prior permission from the Board or management, and the Company shall provide the necessary resources for such purposes. The Committee shall determine, in its business judgment, that any such advisors have no relationship with the Company that would interfere with the exercise of their independent judgment.

In carrying out its responsibilities, the Committee shall maintain free and open means of communication between the directors, the independent auditor, the Chief Audit Executive, the General Counsel, the Chief Financial Officer and other members of management. The Committee's policies and procedures shall remain flexible, in order to best react to changing conditions and circumstances that might have a material effect on the financial accounting and reporting practices of the Company. Upon the recommendation of the Committee or if requested by the Board, the independent auditor shall be requested to attend any full Board meeting to assist in reporting the results of the annual audit or to answer directors' questions.

Delegation of Authority

The Committee may form, and delegate authority to, subcommittees comprised of one or more members of the Committee, as appropriate. Each subcommittee shall have the full power and authority of the Committee, as to matters delegated to it.

Limitation of Audit, Risk and Finance Committee's Role

The Committee's primary responsibility is one of oversight and it recognizes that the Company's management is responsible for preparing the Company's financial statements and that the independent auditor is responsible for auditing those financial statements. The Committee also recognizes that management and the independent auditor have more time, knowledge, and detailed information about the Company than the Committee members have. In carrying out its oversight duties, it is not the Committee's responsibility to plan or conduct audits or to determine that the Company's financial statements are complete or accurate or in accordance with generally accepted accounting principles. Accordingly, the Committee is not providing any expert or special assurance as to the Company's financial statements or any professional certification as to the independent auditor's work.

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Rev. October 26, 2026