

VENATOR

DIRECTOR INDEPENDENCE CRITERIA

Effective as of November 15, 2017

Under the independence standards established by the Board of Directors (the “Board”) of Venator Materials PLC, no director qualifies as independent unless the Board affirmatively determines that the director has no material relationship with Venator Materials PLC or any of its subsidiaries (collectively, the “Company”), either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company. The Board considers such facts and circumstances as it deems relevant to the determination of director and, where applicable, committee independence. Both the New York Stock Exchange (the “NYSE”) and the Securities and Exchange Commission (the “SEC”) have implemented certain independence requirements to which the Board adheres in making its independence determinations.

DIRECTOR INDEPENDENCE STANDARDS

The Board has determined that a director is not independent if:

- The director is, or has been within the last three years, an employee of the Company, or an immediate family member is, or has been within the last three years, an executive officer of the Company.
- The director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than \$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 compensation is not contingent upon continued service). Compensation received by an immediate family member for service as an employee (other than an executive officer) of the Company is not considered for purposes of this standard.
- (i) The director or an immediate family member is a current partner in a firm that is the Company’s internal or external auditor; (ii) the director is a current employee of such a firm; (iii) the director has an immediate family member who is a current employee of such a firm and who personally works on the Company’s audit; or (iv) the director or an immediate family member was within the last three years a partner in or employee of such a firm and personally worked on the Company’s audit within that time.

- The director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of the Company's present executive officers at the same time serves or served on that company's compensation committee.
- The director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of such other company's consolidated gross revenues.
- The director is an executive officer of any charitable or non-profit organization to which the Company has made, within the preceding three years, contributions in any single fiscal year that exceeded the greater of \$1 million or 2% of such charitable or non-profit organization's consolidated gross revenues.

AUDIT COMMITTEE MEMBER INDEPENDENCE STANDARDS

In accordance with NYSE and SEC rules, an Audit Committee member must satisfy heightened independence standards. A director is not considered independent under the heightened independence standards for the Audit Committee if:

- The director receives directly or indirectly any consulting, advisory or other compensatory fee from the Company (other than director and committee fees and pension or other forms of deferred compensation for prior service, which compensation is not contingent upon continued service).
- An immediate family member of the director receives any consulting, advisory or other compensatory fee from the Company (other than director and committee fees and pension or other forms of deferred compensation for prior service, which compensation is not contingent upon continued service).
- An entity in which the director is a partner, member, an officer such as a managing director occupying a comparable position or executive officer, or occupies a similar position (except limited partners, non-managing members and those occupying similar positions, who, in each case, have no active role in providing services to the entity) and which provides accounting, consulting, legal, investment banking or financial advisory services to the Company, receives any consulting, advisory or other compensatory fee from the Company.
- The director is otherwise an affiliated person of the Company.

STANDARDS FOR AUDIT COMMITTEE FINANCIAL LITERACY AND FINANCIAL EXPERT

Furthermore, (1) each member of the Company's Audit Committee must be financially literate, (2) at least one member of the Audit Committee must have accounting or related financial management expertise and qualify as an audit committee financial expert and (3) no member of the Audit Committee may simultaneously serve on the audit committees of more than two other public companies. For purposes of (2) above, the Board considers any Audit Committee member who satisfies the SEC's definition of audit committee financial expert to qualify as having accounting or related financial management expertise. Each of the independence standards is interpreted and applied by the Board in its business judgment and in a manner consistent with applicable NYSE and SEC guidance.

COMPENSATION COMMITTEE MEMBER INDEPENDENCE STANDARDS

In addition, in accordance with NYSE and SEC rules, each Compensation Committee member must satisfy heightened independence requirements.

Under these requirements, the Board must consider all factors relevant to determining whether a director has a relationship to the Company that is material to that director's ability to make independent judgments about the Company's executive compensation.

Such factors may include, but are not limited to:

- The source of the director's compensation, including any consulting, advisory, or other compensatory fee paid by the Company to the director.
- Whether the director has an affiliation with the Company, its subsidiaries, or an affiliate of any of its subsidiaries that places the director under direct or indirect control of the Company or its senior management.