

# VENATOR

## VENATOR MATERIALS PLC INCENTIVE REPAYMENT POLICY

Effective as of February 14, 2018

### **I. Restatement; Compensation Committee Review**

For any performance period beginning after August 8, 2017, in the event of a restatement of the financial results of Venator Materials PLC (the “Company”) due to material noncompliance with any financial reporting requirement under the securities laws as a result of the misconduct of any executive officer (defined as the Company’s Section 16 officers), the result of which is that such executive officer’s performance-based compensation paid would have been less had it been calculated based on such restated results, the Compensation Committee of the Board of Directors shall review such executive officer’s performance-based compensation.

### **II. Committee Determination; Compensation Subject to Recovery**

If the Compensation Committee determines that:

- the amount of any such performance-based compensation actually paid or awarded to such executive officer (the “Awarded Compensation”) would have been less had it been calculated based on such restated financial statements (the “Actual Compensation”); and
- such executive officer engaged in fraud or intentional illegal conduct that materially contributed to the need for such restatement,

then the Compensation Committee shall, except as provided below, seek to recover from such executive officer for the benefit of the Company the after-tax portion of the difference between the Awarded Compensation and the Actual Compensation (such difference, the “Excess Compensation”).

In addition, the Compensation Committee shall, except as provided below, seek to recover the after-tax portion of any profits realized by such executive officer from the sale of securities of the Company during the performance period.

### **III. Exceptions**

The Compensation Committee shall not seek recovery: (i) for any performance period ending more than three years prior to such investigation, or (ii) to the extent it determines that to do so would not be in the interest of the Company or would otherwise be unreasonable. In making such determination, the Compensation Committee shall take into account such considerations as it deems appropriate, including, without limitation: (A) the likelihood of success of any claim under governing law versus the cost and effort involved; (B) whether the assertion of a claim may prejudice the interests of the Company, including in any related proceeding or

investigation; and (C) any pending legal proceeding relating to the applicable fraud or intentional illegal conduct.

#### **IV. Due Process Rights**

Before the Compensation Committee determines to seek recovery pursuant to this policy, it shall provide to the applicable executive officer written notice and the opportunity to be heard, at a meeting of the Compensation Committee (which may be in-person or telephonic, as determined by the Compensation Committee).

#### **V. Manner of Repayment**

If the Compensation Committee determines to seek a recovery pursuant to this policy, it shall make a written demand for repayment from the executive officer and, if the executive officer does not within a reasonable period tender repayment in response to such demand, and the Compensation Committee determines that he or she is unlikely to do so, the Compensation Committee may seek a court order against the executive officer for such repayment.

#### **VI. Definitions**

For the purposes of this policy, (i) the term “performance-based compensation” means all bonuses and other incentive and equity compensation awarded to each of the Company’s executive officers, the amount, payment and/or vesting of which was calculated based wholly or in part on the application of quantitative financial performance criteria measured during any part of the period covered by the restatement; and (ii) the term “performance period” refers to the period of time designated by the Board of Directors (or the Compensation Committee) upon which any such performance-based compensation subject to recovery was paid.