

VENATOR

VENATOR MATERIALS PLC

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Effective as of August 1, 2017

Amended and Restated as of November 12, 2020

The Board of Directors (the “Board”) of Venator Materials PLC (including its subsidiaries, the “Company”) will appoint from among its members a Nominating and Corporate Governance Committee (the “Committee”) and will designate one such member to serve as the chairman of the Committee. The Board hereby adopts the following Charter for the Committee effective as of the date set forth above.

Purposes

The purposes of the Committee are:

1. To identify individuals qualified to become Board members, consistent with criteria approved by the Board, and to select, or to recommend that the Board select, the director nominees for election at the annual meetings of stockholders or for appointment to fill vacancies (provided, however, that the Committee need not select and nominate those directors as to whom the Company is legally required by contract or otherwise to provide third parties with the ability to nominate as directors);
2. To recommend to the Board director nominees for each committee of the Board;
3. To advise the Board about appropriate composition of the Board and its committees;
4. To advise the Board about, develop, and recommend to the Board appropriate corporate governance guidelines and to assist the Board in implementing those guidelines;
5. To assist the Board in monitoring the corporate compliance program;
6. To assist the Board in monitoring the compliance by the Company with legal and regulatory requirements;
7. To oversee the evaluation of the Board through its annual review of the performance of the Board and its committees;
8. To advise the Board on succession planning and the evaluation of potential successors to the Company’s Chief Executive Officer, chairman and other members of the Board and to review management’s succession plans for executive officers; and
9. To perform such other functions as the Board may assign to the Committee from time to time.

Composition

The Committee shall consist of at least three members, all of whom must be members of the Board. One of the members shall serve as the chairperson of the Committee. Each member of the Committee shall be “independent” under the laws, rules and requirements of the U.S. Securities and Exchange Commission (“SEC”) and the New York Stock Exchange, as applicable, subject to any permitted phase-in periods that may apply. Members of the Committee may not be affiliates of the Company or an employee or a person who receives any compensation from the Company or any subsidiary thereof, other than fees and expenses paid for service as a director. Notwithstanding the foregoing membership requirements and subject to applicable law, no action of the Committee will be invalid by reason of any such requirement not being met at the time such action is taken.

The Board shall appoint the members of the Committee. The chairman of the Committee shall be designated by the Board or, if no such designation is made, shall be selected by the affirmative vote of the majority of the Committee. The Board may remove or replace the chairman and any other member of the Committee at any time by the affirmative vote of the majority of the Board.

Committee Authority and Responsibilities

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. The Committee may form and delegate some or all of its authority to subcommittees when it deems appropriate. Without limiting the generality of the preceding statements, the Committee shall have authority, and is entrusted with the responsibility, to do the following actions:

1. Corporate Governance and the Board
 - a. The Committee shall develop and recommend to the Board for adoption appropriate corporate governance guidelines applicable to the Company and modifications thereto from time to time to those guidelines.
 - b. The Committee shall establish criteria for selecting new director nominees and actively seek individuals qualified to become director nominees for recommendation to the Board.
 - c. The Committee shall seek to implement the applicable “independence” standards with respect to the members of the Board and each of the committees, subject to any permitted phase-in periods that may apply.
 - d. The Committee shall oversee the evaluation of the Board at such times as it deems appropriate, but not less than annually, and provide the evaluation together with recommendations to the Board regarding the persons to be nominated by the Board for election as a director at the Company’s next annual general meeting.
 - e. Each year, the Committee shall:
 - review the structure, number and composition (including the skills, knowledge, experience and diversity) of the Board and

make recommendations as to the advisability or need for any changes in the structure, number and composition of the Board;

- review director independence and report to the Board any business interest or other fact, matter or circumstance which could impact the independence of any member of the Board;
 - review the advisability or need for any changes in the composition, number or titles of committees of the Board, in consultation with the chairman of the relevant committee(s);
 - review management's succession and development plans for executive officers, as well as any plans for developing and retaining high potential executive candidates;
 - recommend to the Board the composition of each committee of the Board and the individual director to serve as chairman of each committee;
 - request the chairman of each committee to report to the Board about the committee's annual evaluation of its performance;
 - receive comments from all directors and report to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year;
 - oversee the continuing education program for directors, and report to the Board regarding this program;
 - review the corporate governance disclosures in the Company's proxy statement or other filings for each annual general meeting; and
 - review and recommend to the Board for approval the corporate governance statement for inclusion in the Company's annual report.
- f. The Committee shall have the sole authority to retain, amend the engagement with, and terminate any search firm to be used to identify director candidates. The Committee shall have sole authority to approve the search firm's fees and other retention terms and shall have authority to cause the Company to pay the fees and expenses of the search firm.

2. Corporate Compliance. The Committee shall:

- a. Assist the Board and management in promoting an organizational culture that encourages commitment to ethical conduct and a commitment to compliance with the law.
- b. Receive reports from the executive leadership team, through the corporate compliance officer, at least twice per year.
- c. Review and discuss with management reports and recommendations from the executive leadership team, including

recommendations for adoption of corporate policies and reports of other compliance initiatives undertaken by the executive leadership team.

- d. Make recommendations to the Board in furtherance of development, promotion, and oversight of the compliance program, including making recommendations for adoption of corporate policies.
- e. Assist the Board in carrying out its responsibility to be knowledgeable about the content and operation of the company's compliance program and assist the Board in providing active leadership in defining the content and operation of the compliance program.
- f. Assist the Board in carrying out its responsibility to exercise reasonable oversight with respect to the implementation and effectiveness of the compliance program.
- g. Assist the Board in carrying out its responsibility to receive compliance training designed to communicate policies, standards, procedures, and other aspects of the compliance program.
- h. Be informed and direct the investigation of credible reports of breaches of the compliance program that may be material to the company, including (1) reports of misconduct of a Board member or an executive officer of the company; (2) reports of matters that may constitute a material contingent liability; and (3) reports of matters that may have a meaningful and detrimental effect on the company's reputation, and determine the validity of the reports, related facts, and recommended action, if any. The Audit Committee will direct investigation of reports related to financial misconduct.
- i. Discuss reports of material breaches of the compliance program with the Board and management, as appropriate, to ensure that prompt corrective action is taken whenever necessary.
- j. Receive reports from the executive leadership team, through the environmental, health and safety compliance officer, at least twice per year.
- k. Review and discuss with management reports and recommendations the Committee receives from the executive leadership team, including recommendations for adoption of environmental, health and safety policies and reports of other compliance initiatives undertaken by the executive leadership team.
- l. Make recommendations to the Board in furtherance of development, promotion, and oversight of the environmental, health and safety compliance program, including making recommendations for adoption of corporate environmental, health and safety policies.
- m. Assist the Board in carrying out its responsibility to be knowledgeable about the content and operation of the company's environmental, health and safety compliance program and shall assist the Board in providing active leadership in defining the

content and operation of the environmental, health and safety compliance program.

- n. Assist the Board in carrying out its responsibility to exercise reasonable oversight with respect to the implementation and effectiveness of the environmental, health and safety compliance program.
- o. Assist the Board in carrying out its responsibility to receive compliance training designed to communicate policies, standards, procedures, and other aspects of the environmental, health and safety compliance program.
- p. Within the scope of its jurisdiction regarding the environmental, health and safety corporate compliance program, be informed of credible reports of breaches of the compliance program that may be material to the company, including (1) reports of misconduct of a Board member or an executive officer of the company; (2) reports of matters that may constitute a material contingent liability; and (3) reports of matters that may have a meaningful and detrimental effect on the company's reputation. The Committee, if necessary, will direct investigation of such reports to determine the validity of the reports, related facts, and recommended action, if any.
- q. Discuss reports of material breaches of the environmental, health and safety compliance program with the Board and management, as appropriate, to ensure that prompt corrective action is taken whenever necessary.

3. Training. The Committee shall be provided with appropriate and timely training on an ongoing basis for all members.

4. Expert Assistance. The Committee shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors, to approve the fees and expenses of such outside advisors, and to cause the Company to pay the fees and expenses of such outside advisors.

Committee Procedures

1. Meetings. The Committee shall meet at the call of its chairperson, two or more members of the Committee, or the Chairman of the Board. The Committee shall meet at least once a year and at such other times as the chairperson or any of the persons listed in the foregoing sentence shall determine. Meetings may, at the discretion of the Committee, include members of the Company's management, independent consultants, and such other persons as the Committee or its chairperson may determine. The Committee may meet in person, by telephone conference call, or in any other manner in which the Board is permitted to meet under law or the Company's governing documents. The Company secretary, assistant secretary or such other person as may be designated by the Committee shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

2. Quorum and Approval. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a

majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.

3. Rules. Except as expressly provided in this Charter, the Company's governing documents, or the Company's corporate governance guidelines, the Committee may determine additional rules and procedures to govern it or any of its subcommittees, including designation of a chairman pro tempore in the absence of the chairman and designation of a secretary of the Committee or any meeting thereof.

4. Reports. The Committee shall make regular reports of its actions and any recommendations to the Board, directly or through the chairman. The chairman of the Committee should attend the Company's annual general meeting prepared to respond to any shareholder questions on the Committee's activities and performance.

5. Review of Charter. Each year the Committee shall review the adequacy of this Charter, report to the Board about such review and recommend any proposed changes to the Board for approval.

6. Performance Review. Each year the Committee shall review and evaluate its own performance and shall submit itself to the review and evaluation of the Board.

7. Fees; Reimbursement of Expenses. Each member of the Committee shall be paid the fee set by the Board for his or her services as a member or chairperson of the Committee. Subject to the Company's corporate governance guidelines and other policies, members of the Committee will be reimbursed by the Company for all reasonable expenses incurred in connection with their duties as members of the Committee.