



## POLICY

No.: D-07  
Date: July 2017

**Section:** Compliance  
**Unit:** All Units

*Supersedes*  
No.: D-07

**Subject:** Stock Ownership Guidelines

Date: March 2015

---

### Element Solutions Inc Stock Ownership Guidelines

#### Purpose

The Compensation Committee of the Board of Directors (the “Compensation Committee”) of Element Solutions Inc (“Element Solutions”) has determined that to further align the long-term interests of Element Solutions’ stockholders and its senior officers and employees, it is in the best interest of Element Solutions to require such senior officers and employees to maintain significant direct ownership in shares of common stock of Element Solutions. As a result of such determination, the Compensation Committee has adopted the stock ownership guidelines described below.

#### Equity Holding Requirements

Each Element Solutions officer and employee (to grade 22) who receives any restricted equity grant from Element Solutions is required to own shares of common stock of Element Solutions in accordance with the following schedule:

Position	Value of Shares
CEO	5x base salary
Other officers	2x base salary
Other equity recipients (to grade 22)	1x base salary

#### Compliance

Each Element Solutions officer and employee (to grade 22) who receives any restricted equity grant from Element Solutions is required to meet the equity holding requirements described above as soon as practicable and in any

event within five (5) years after the later of (i) March 17, 2015 and (ii) the date such person becomes an officer or such employee first receives a restricted equity grant.

For purposes of these stock ownership guidelines, equity includes: (i) shares of common stock beneficially owned by or on behalf of an individual or an immediate family member residing in the same household, including stock held in trusts or IRS approved plans; (ii) vested or unvested time-based or performance-based restricted stock units (RSUs); and (iii) the net value, expressed in shares of common stock, of any vested stock options (SOPs).

Compliance is tested annually as of the first business day of the second quarter. For this purpose, the value of each common share is equal to the greater of the market value or the book value per common share of the Company's stock on the test date.

### **Administration**

The Compensation Committee may enforce these guidelines on a case-by-case basis, and modify these guidelines at any time at its sole discretion.

Any questions relating to these guidelines may be directed to the Legal Department.

Approved:



---

John E. Capps  
Executive Vice President, General Counsel and Secretary