

## **HUNTSMAN CORPORATION**

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**Effective as of February 10, 2005**

**(Amended and Restated on November 5, 2015)**

The Board of Directors (the “Board”) of Huntsman Corporation (the “Company”) established the Nominating and Corporate Governance Committee (the “Committee”) of the Board on February 10, 2005. The Board hereby adopts the following amended and restated 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 discharging its responsibilities for oversight of the Company’s environmental, health and safety compliance program;
6. To oversee and provide guidance to senior management on the aspects of the Company’s environmental, health and safety compliance program that are within the jurisdiction of this Committee;
7. To oversee the evaluation of the Board through its annual review of the performance of the Board and its committees;
8. To oversee the evaluation of the management of the Company;
9. To perform such other functions as the Board may assign to the Committee from time to time; and

10. To advise the board on succession planning and the evaluation of potential successors to the Company's Chief Executive Officer.

### **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 rules of the New York Stock Exchange applicable to domestic listed companies, subject to any permitted phase-in periods that may apply. Notwithstanding the foregoing membership requirements, 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 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 and its management of the Company at such times as it deems appropriate, but not less than annually, and provide the evaluation together with recommendations to the Board.
- e. Each year, the Committee shall:

- review the advisability or need for any changes in the number and composition of the Board;
- review director independence;
- review the advisability or need for any changes in the number, charters or titles of committees of the Board;
- 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 and evaluation of its charter;
- 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;
- review and reassess the adequacy of the corporate governance guidelines of the Company and recommend any proposed changes to the Board for approval;
- make a report to the Board on succession planning and work with the Board to evaluate potential successors to the Company's Chief Executive Officer;
- establish and implement the Company Orientation Program for new directors; and
- develop and evaluate a regular continuing education program for all directors, and report to the Board and make appropriate recommendations for final Board action regarding this program.

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's responsibilities (outlined below) with regard to the Company's environmental, health and safety compliance program extend to all environmental, health and safety compliance matters, including regulatory and corporate-wide policy requirements. The Committee's responsibilities do not include the corporate, financial and disclosure matters overseen by the Audit Committee.

- a. The Committee shall assist the Board and management in promoting an organizational culture that encourages commitment to ethical conduct and a commitment to compliance with the law.
- c. The Committee shall receive reports from the corporate compliance committee, through the environmental, health and safety compliance officer, at least twice per year.
- d. The Committee shall review and discuss with management reports and recommendations the Committee receives from the corporate compliance committee, including recommendations for adoption of environmental, health and safety policies and reports of other compliance initiatives undertaken by the corporate compliance committee.
- e. The Committee shall 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.
- f. The Committee shall become knowledgeable about the content and operation of the company's environmental, health and safety compliance program.
- g. The Committee shall 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.
- h. The Committee shall provide oversight and guidance to senior management on the environmental, health and safety compliance program.
- i. The Committee shall 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.
- j. The Committee shall participate in compliance training designed to communicate policies, standards, procedures, and other aspects of the environmental, health and safety compliance program.
- k. The Committee shall 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.
- l. The Committee, within the scope of its jurisdiction regarding the environmental, health and safety corporate compliance program, shall 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.

m. The Committee shall 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.

2. ***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.

### **Limitation of Nominating and Corporate Governance Committee's Role**

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or reviews to determine that the Company's environmental, health and safety compliance program is functioning effectively and in full compliance with all applicable rules and regulations. These are the responsibilities of management.

### **Committee Procedures**

1. ***Meetings.*** The Committee shall meet at the call of its chairperson, two or more members of the Committee, or the Executive or Vice Chairman of the Board. 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 Fourth Amended and Restated Bylaws (as they may be amended, the "Bylaws").

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 Second Amended and Restated Certificate of Incorporation (as it may be amended) or Bylaws, 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.

5. **Review of Charter.** Each year the Committee shall review the adequacy of this Charter 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.