

Element Solutions Inc
Board of Directors
Compensation Committee Charter

The compensation committee (the “Committee”) of the Board of Directors of Element Solutions Inc (the “Company”) shall consist of a minimum of three directors. Members of the Committee shall be appointed by the Board of Directors and may be removed by the Board of Directors in its discretion. All members of the committee shall satisfy the applicable standards for independence of the New York Stock Exchange and any other regulatory requirements.

The purpose of the Committee shall be to discharge the Board of Directors’ responsibility relating to compensation of the Company’s executives, and to review and approve an annual report on executive compensation for inclusion in the Company’s proxy statement, or if the Company does not file a proxy statement, in the Company’s Annual Report on Form 10-K with the United States Securities and Exchange Commission (the “SEC”), in accordance with applicable rules and regulations.

In furtherance of this purpose, the Committee shall have the following authority and responsibilities:

1. To assist the Board of Directors in developing and evaluating potential candidates for executive positions, including the Chief Executive Officer, and to oversee the development of any executive succession plans.
2. To review and approve corporate goals and objectives with respect to compensation for the Company’s Chief Executive Officer, evaluate the Chief Executive Officer’s performance in light of those goals and objectives, and, either as a committee or together with the other independent directors, determine and approve the Chief Executive Officer’s compensation level based on this evaluation. In determining the long-term incentive component of the Chief Executive Officer’s compensation, the Committee shall consider the Company’s performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the Company’s Chief Executive Officer in past years.
3. To make recommendations to the Board of Directors with respect to non-Chief Executive Officer compensation, incentive-compensation plans and equity based plans. The Committee shall also provide oversight of management’s decisions concerning the performance and compensation of other Company executive officers.
4. To review the Company’s incentive compensation and other stock-based plans and recommend changes in such plans to the Board of Directors as needed. The Committee shall have and shall exercise all the authority of the Board of Directors with respect to the administration of such plans.

5. To produce a compensation committee report on executive compensation as required by the SEC to be included in the Company's proxy statement.
6. To review on a periodic basis the form and amount of director compensation and recommend such compensation to the Board of Directors for approval.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion. The Committee shall have authority to retain, at the Company's expense, such compensation consultants, outside counsel and other advisors as the Committee may deem appropriate in its sole discretion after taking into consideration all factors relevant to the independence of such consultants, counsel or advisors. The Committee shall have sole authority to approve related fees and retention terms, and shall be provided with appropriate funding, as determined by the Committee, for payment of compensation to such consultants, counsel or advisors.

The Committee may delegate to one or more officers of the Company the authority to make grants and awards of stock rights or options to any persons other than the Chief Executive Officer under such of the Company's incentive compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans and as permitted under applicable law.

The Committee shall regularly report its actions and any recommendations to the Board of Directors.

The Compensation Committee shall periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board of Directors. The Committee shall conduct an annual performance evaluation of the Committee.

Action in lieu of a Meeting; Telephonic Participation. Unless otherwise required by law or as provided by the Bylaws or the Certificate of Incorporation of the Company: (i) any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all of the members of the Committee consent thereto (a) in writing or (b) by electronic transmission and such writings or transmissions are filed with the minutes, of the Committee; and (ii) members of the Committee may participate in a meeting by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence at such a meeting.