

HUNTSMAN CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Effective as of February 10, 2005

(Amended and Restated on April 28, 2021)

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 oversee the evaluation of the Board through its annual review of the performance of the Board and its committees;
6. To oversee the evaluation of the management of the Company;
7. To perform such other functions as the Board may assign to the Committee from time to time;
8. To advise the Board on succession planning and the evaluation of potential successors to the Company’s Chief Executive Officer; and
9. To assist the Board in fulfilling its review and oversight of the Company’s regulatory and environment, health and safety compliance and product stewardship matters.

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 (“*Chair*”) 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 Chair 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 Chair 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 chairperson of each committee;
- request the chairperson 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. ***Regulatory and Environmental, Health and Safety Compliance and Product Stewardship Matters.*** The Committee’s responsibilities (outlined below) with regard to the Company’s environmental, health and safety (“EHS”) matters extend to regulatory and EHS-related compliance and product stewardship matters, including related regulatory and corporate-wide policy requirements. The Committee’s responsibilities do not include the corporate compliance, financial statement and disclosure matters overseen by the Audit Committee, or EHS performance, systems and related corporate strategies, policies and practices overseen by the Sustainability Committee.

- a. The Committee shall with senior management review the status of the Company's environment, health and safety compliance policies, programs, and practices.
- b. The Committee shall review and oversee product stewardship practices and use of good science to manage product risks.
- c. The Committee shall review with senior management the current and emerging regulatory, environment, health and safety compliance, product stewardship and related matters that may have a material impact on the Company.
- d. The Committee shall oversee risk management strategies related to the Company's environment, health and safety, product stewardship and other related programs and matters, including those related to inherently safer technologies (IST) and chemicals of concern.
- e. The Committee shall discuss reports of any material breaches or systemic failures of the environmental, health and safety compliance program or controls with the Board and Company management, as appropriate, to ensure that prompt corrective action is taken whenever necessary.

3. ***Expert Assistance.*** The Committee shall have authority to obtain advice and assistance from internal functional resources of the Company in order to fulfil its mandate hereunder, and, subject to the prior approval of the Board, from 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 Chair, two or more members of the Committee, or the Chairman 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 Chair 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 from time to time, 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 Amended and Restated Certificate of Incorporation (as it may be amended from time to time) 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 chairperson pro tempore in the absence of the Chair 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 Chair.

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 Chair 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.