



Date: February 2021

*Supersedes*

Date: December 2013

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**ELEMENT SOLUTIONS INC**  
**Board of Directors**  
**Nominating and Policies Committee Charter**

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

The purpose and responsibilities of the Committee shall be to identify individuals qualified to become members of the Board, consistent with criteria approved by the Board; to select, or to recommend that the Board select, the director nominees for the next annual meeting of stockholders; to develop and recommend to the Board a set of corporate governance principles applicable to the Company; to oversee the evaluation of the Board; and to perform such other functions as may from time to time be specifically delegated to the Committee by the Board.

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

1. To lead the search for individuals qualified to become members of the Board and to select director nominees to be presented for stockholder approval at the annual meeting. The Committee shall select individuals as director nominees who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment, who shall be most effective, in conjunction with the other nominees to the board, in collectively serving the long-term interests of the Company’s stockholders, and who shall satisfy such other qualifications as the Board may determine from time-to-time.
2. To review the Board’s committee structure and to recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend committee slates periodically and shall recommend additional committee members to fill vacancies as needed.
3. To develop and recommend to the Board for its approval a set of corporate governance guidelines and to generally advise the Board on corporate governance matters. The Committee shall review the guidelines on periodically and as needed and recommend

changes as necessary.

4. To shall oversee any self-evaluations of the Board and its committee.
5. To assure the effective representation of the Company's stockholders.
6. To review director nominations submitted by stockholders.
7. To review periodically the Company's sustainability and social responsibility efforts and related policies.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

In making nominations, the Committee shall submit candidates who have the highest personal and professional integrity, who have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the Company's stockholders. In evaluating nominees, the Committee shall take into consideration the following attributes, which are desirable for a member of the Board: leadership, independence, interpersonal skills, financial acumen, business experience, industry knowledge and diversity of viewpoints.

The Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

The Committee shall regularly report its actions and recommendations to the Board and shall conduct and present to the Board an annual performance evaluation of the Committee. The Committee shall review periodically the adequacy of this charter and recommend any proposed changes to the Board for approval.