

# **Albemarle Corporation**

## **Capital Investment Committee Charter**

effective February 23, 2018

### **I. Purpose**

The Board of Directors (the "Board") of Albemarle Corporation (the "Company") has established the Capital Investment Committee (the "Committee") for the following purposes:

- A. Assisting the Board with oversight of management's execution of major capital expenditure projects approved by the Board in support of the Company's strategic plans;
- B. Keeping the Board informed on the critical path and costs for each such project, as well as the risks and recovery plans related thereto; and
- C. Reviewing and recommending to the Board any new major capital expenditures.

### **II. Structure and Membership**

- A. The Committee will have three or more members who will be members of the Board and appointed annually by the Board, based on the recommendation of the Nominating & Governance Committee. The Board also will designate a Chair of the Committee.
- B. The Committee members and Chair may be removed or replaced at any time at the Board's discretion.

### **III. Authority and Responsibilities**

#### **A. Authority**

The Committee is authorized to delegate to its Chair, any one of its members or any subcommittee it may form, the responsibility and authority for any particular matter, as it deems appropriate from time to time under the circumstances. Any decision of a subcommittee, including a single-member subcommittee, must be presented to the full Committee at its next scheduled meeting.

The Committee, in discharging its oversight role, is authorized to study or investigate any matter of interest or concern that the Committee deems appropriate, including, without limitation, by visiting sites and locations

related to capital projects. The Committee shall have authority to retain outside counsel or other experts for the purpose of such studies or investigations, including the authority to approve the fees payable to such counsel or experts and any terms of their retention.

#### B. Responsibilities

The Committee will:

- (1) Assist the Board with oversight of management's execution of major capital expenditure projects approved by the Board in support of the Company's strategic plans;
- (2) Advise and inform the Board on the critical path and costs for capital projects, as well as the risks and recovery plans related to the same;
- (3) Review, discuss and make recommendations to the Board with respect to any major new capital expenditures;
- (4) Carry out any other responsibilities and duties delegated to it or requested by the Board from time to time related to the purposes outlined in Section I of this Charter; and
- (5) At least annually, review this charter and conduct a performance self-evaluation.

### **IV. Procedures and Administration**

A. Rules. The Committee shall determine its own rules and procedures.

B. Meetings. The Committee shall meet as it deems appropriate or at the call of the Chair, but in any event no less than three times per year. The Committee may meet in executive session at each session, as it deems appropriate. The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary.

C. Reports to the Board. The Committee Chair will provide regular reports to the Board.

D. Confidentiality and Privilege. Any Committee deliberations, discussions, communications and/or work product will be privileged and confidential as prescribed by common and/or civil law privileges, including: attorney/client communications, self-evaluations and attorney work product. Any action taken by the Committee, such as a resolution or unanimous written consent, may be

certified and provided to third parties with the understanding that doing so does not, in any way, waive the Committee's privilege with regard to its deliberations, discussions, communications and/or work product related to the particular resolution, unanimous written consent or any other matter that has come or may come before the Committee.

**V. Posting Requirement**

The Company shall post this charter on the Company's website (i) as required by applicable rules and regulations, or (ii) if the Committee otherwise deems advisable or appropriate. If so posted, the Company shall disclose in its Proxy Statement that a copy of this charter is available on the Company's website.