

**Albemarle Corporation**  
**Nominating & Governance Committee Charter**  
as amended and restated effective November 3, 2016

**I. Purpose**

The Board of Directors (the "Board") of Albemarle Corporation (the "Company") established the Nominating & Governance Committee (the "Committee") for the following purposes:

- A. Advise the Board and make recommendations regarding appropriate corporate governance practices and compliance, including a set of Corporate Governance Guidelines, and assist the Board in implementing those practices;
- B. Assist the Board by identifying individuals qualified to become members of the Board and subsequently recommending director nominees to the Board for election at the annual meetings of stockholders or for appointment to the Board, as necessary;
- C. Advise the Board about the appropriate composition of the Board, its leadership structure (including whether the role of Chairman/CEO should be combined), compensation and its committees; and
- D. Lead evaluations of the Board and its committees.

**II. Structure and Membership**

- A. The Committee will have three or more members appointed annually by the Board, based on the recommendation of the Committee. The Board also will designate a Chair of the Committee.
- B. Each member of the Committee must be "independent" as described in the Company's Corporate Governance Guidelines, and must otherwise satisfy independence requirements of the U.S. Securities and Exchange Commission and the New York Stock Exchange.
- C. The Committee members and Chair may be removed or replaced at any time at the Board's discretion.

**III. Authority and Responsibilities**

- A. Authority
  - 1. The Committee is authorized to retain and terminate outside advisors to assist in carrying out its duties, including identification of director candidates, and shall have sole authority to retain and terminate any search firm to be used to identify director candidates (including sole authority to approve the search firm's fees and other retention terms and to cause the Company to pay any fees resulting from such advisory services).

2. 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.

**B. Responsibilities**

1. Identify and review candidates for the Board, including candidates duly nominated by shareholders;
2. Recommend to the Board nominees for election as directors or for termination from the Board;
3. Develop and recommend for the Board's approval a set of Corporate Governance Guidelines, including criteria for the Committee to consider during its director selection process;
4. Remain abreast of new developments in corporate governance, consider potential governance risks and make recommendations to the Board and management for new procedures or practices, as necessary;
5. Review the compensation of and shareholding requirements for outside directors as described in the Corporate Governance Guidelines and recommend any changes to the Board;
6. Recommend to the Board, from time to time, candidates as officers for appointment to the Company;
7. Review the advisability or need for any changes to the Board's committee structure and/or membership, and recommend for the Board's approval the composition and Chairs of each Board committee;
8. Oversee the Board and committee self-evaluation process;
9. Monitor and oversee an orientation and continuing education process for directors; and
10. At least annually, the Committee will 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 will meet as it deems appropriate or at the call of the Committee Chair. The Committee may meet in executive session at each session, as it deems appropriate.

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

**V. Posting Requirement**

The Company shall post this charter on the Company's website as required by applicable rules and regulations. In addition, the Company shall disclose in its Proxy Statement that a copy of this charter is available on the Company's website.