

Georgia Gulf Corporation
Charter of Leadership Development and Compensation
Committee of the Board of Directors
(Adopted May 17, 2011)

The Board of Directors (the “Board”) has established a Leadership Development and Compensation Committee (the “Committee”) to oversee the Corporation’s management resources and compensation strategy, plans, policies, procedures and practices.

This Charter sets out the Committee’s purpose, composition, member qualification, member appointment and removal, responsibilities, operations, manner of reporting to the Board, annual evaluation and compliance with this Charter, and certain other items.

1. Purpose of the Committee

The Committee is responsible for performing the duties set out in this Charter to enable the Board to fulfill its oversight responsibilities in relation to the Corporation’s:

- a) Recruitment, development and retention of senior leadership resources of the Corporation;
- b) Appointment, performance evaluation and compensation of the Chief Executive Officer (the “CEO”) and officers of the Corporation;
- c) Succession planning systems and processes relating to the CEO and officers;
- d) Compensation structure for the CEO and officers including salaries, annual and long-term incentive plans, equity plans; benefit plans, and other compensation arrangements; and
- e) Share ownership guidelines for the CEO and officers.

2. Composition of the Committee

Each Committee member shall satisfy (a) the independence requirements set forth in the listing standards of the New York Stock Exchange, (b) the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, (c) the requirements of a “non-employee director” for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, and (d) requirements imposed by any other applicable laws, regulations or rules. The Committee shall be comprised of at least two members.

3. Member Appointments and Removal

The Board shall appoint Committee members and designate a Committee Chairman. A Committee member may be removed or replaced at any time at the discretion of the Board.

4. Responsibilities of the Committee

- a) The Committee shall be responsible to review and recommend to the Board the following as they relate to the CEO and officers:
 - (i) the appointment and terms of employment of officers of the Corporation and, at the request of the Committee, other persons who are proposed for appointment as the head of a business unit or significant corporate function;
 - (ii) the design of incentive-compensation and other equity-based plans;
 - (iii) periodic changes to compensation guidelines and benefit plans; and
 - (iv) significant changes to employee benefit programs.
- b) The Committee shall be directly responsible to:
 - (i) review and approve corporate goals and objectives relevant to CEO compensation;

- (ii) determine, approve and recommend to the Board for ratification all compensation, equity and benefits to be paid to the CEO based on the Committee's evaluation of the CEO's performance in light of those corporate goals and objectives;
 - (iii) review and approve all compensation, equity and benefits to be paid to the officers of the Corporation; and
 - (iv) adjudicate matters impacting the Corporation's short-term or long-term incentive plans.
- c) The Committee shall review at least annually the Corporation's compensation philosophy and the general design and make-up of its broadly applicable compensation and benefit programs as to their general adequacy, competitiveness, internal equity and cost effectiveness.
 - d) In determining the long-term incentive component of the CEO's compensation, the Committee shall consider the Corporation's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Corporation's CEO in past years.
 - e) The Committee shall approve annual financial targets and objectives relevant to the compensation of the CEO and officers and establish a process for appraising annually the performance of the CEO against the approved targets and objectives.
 - f) The Committee shall develop the process for the Board's annual appraisal of the CEO's performance.
 - g) The Committee shall obtain reasonable assurance that the Corporation has appropriate systems and processes for the evaluation of executive development and succession within the Corporation.
 - h) The Committee shall report to the Board at least annually its appraisal of the Corporation's officer succession circumstances and practices, including the effectiveness of identifying, training and preparing high-potential candidates for advancement.
 - i) The Committee shall review and approve annually share ownership guidelines for the CEO and officers. The Committee shall review as required the actual ownership position relative to ownership guidelines and transactions in the Corporation's securities and other long-term incentive arrangements by the CEO and officers.
 - j) The Committee shall address Enterprise Risk Management issues as requested by the Board and perform such other functions as may be assigned to the Committee by the Board.
 - k) The Committee shall review and discuss the Compensation Discussion and Analysis required by SEC regulations, and shall recommend to the Board that the Compensation Discussion and Analysis be included in the Company's annual proxy statement. The Committee shall approve the Compensation Committee Report confirming the Committee's actions related to the Compensation Discussion and Analysis.

5. Operations

- a) The Committee shall set a schedule of meetings as required to carry out its duties effectively. The Committee Chairman or the Board may call a Committee meeting at any time. A majority of Committee members being present shall constitute a quorum.
- b) The powers of the Committee may be exercised (i) at a meeting at which a quorum is present in person or by telephone or other electronic means or (ii) by a resolution signed by all members entitled to vote on that resolution at a meeting of the Committee. Each

Committee member (including the Chairman), is entitled to one vote in Committee proceedings. The Chairman of the Board does not have a second or casting vote.

- c) The Committee Chairman shall develop the agenda for and conduct all meetings of the Committee at which he is present.
- d) Unless the Committee otherwise specifies, the Secretary or Assistant Secretary of the Corporation shall act as secretary of the meetings of the Committee, and minutes shall be kept for each Committee meeting.
- e) In the absence of the Committee Chairman, the Committee members shall appoint an Acting Chairman.
- f) The Committee shall meet in Executive Session at the conclusion of every meeting of the Committee.
- g) The Committee may, at its discretion, invite management to attend and participate in meetings of the Committee.
- h) Any Director is entitled to attend meetings of the Committee.
- i) A copy of the minutes of each meeting of the Committee shall be provided to each Director.

6. Annual Evaluation of this Charter, the Committee and its Compliance with the Charter.

Annually, or more frequently at the request of the Secretary or Assistant Secretary of the Corporation as a result of legislative or regulatory changes, the Committee shall:

- a) Review and assess the adequacy of this Charter taking into account all applicable legislative and regulatory requirements as well as any best practice guideline recommended by regulators or stock exchanges with whom the Corporation has a reporting relationship and, if appropriate, recommend changes to the Charter to the Board for its approval, except for minor technical amendments to this Charter, authority for which is delegated to the Secretary or Assistant Secretary of the Corporation, who will report any such amendments to the Board at its next regular meeting; and
- b) Appraise the Committee's performance including its ability to meet the requirements of this Charter, in accordance with the evaluation process developed by the Committee and approved by the Board, and provide the results of the performance evaluation to the Board.

7. Miscellaneous

- a) To assist the Committee in discharging its responsibilities, the Committee may conduct any investigation and have access to any officer, employee or agent of the Corporation, including any such officer, employee or agent seconded by the Corporation, in connection with its Charter.
- b) The Committee may at the expense of the Corporation retain advisors. The Committee has sole authority to retain and terminate any compensation consulting firm, including sole authority to approve the firm's fees and other retention terms.
- c) The Committee may delegate any of its responsibilities to a subcommittee.
- d) The Committee shall regularly report to the Board.