

Chemours Co
Form PRE 14A
March 02, 2018

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)
Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

THE CHEMOURS COMPANY

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
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- (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
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-

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1007 Market Street
Wilmington, Delaware 19899
March 16, 2018

To our Shareholders:

We are pleased to invite you to attend the annual meeting of shareholders of The Chemours Company to be held on May 2, 2018 in the Caesar Rodney Ballroom at The Westin Hotel, located at 818 Shipyard Drive, Wilmington, DE 19801. The meeting will begin at 10:00 a.m. (Eastern time).

The following pages contain our notice of annual meeting and proxy statement. Please review this material for information concerning the business to be conducted at the annual meeting, including the nominees for election as directors.

We are furnishing proxy materials to our shareholders primarily over the Internet, which expedites shareholders' receipt of proxy materials and reduces the environmental impact of our annual meeting.

Whether or not you plan to attend the annual meeting in person, please submit a proxy promptly to ensure that your shares are represented and voted at the meeting.

Sincerely,

Richard H. Brown
Chairman of the Board

Mark P. Vergnano
President & Chief Executive Officer

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Notice of Annual Meeting
of Shareholders

Date: May 2, 2018

Time: 10:00 a.m. Eastern time

Place: Caesar Rodney Ballroom at The Westin Hotel, located at 818 Shipyard Drive, Wilmington, DE 19801

Record date: March 5, 2018

Notice is hereby given that a meeting of the shareholders of The Chemours Company (the “Company”) will be held in the Caesar Rodney Ballroom at The Westin Hotel, located at 818 Shipyard Drive, Wilmington, DE 19801, on May 2, 2018 at 10:00 a.m. Eastern time (including any adjournments or postponements thereof, the “Annual Meeting”) for the following purposes:

1.

To elect the eight director nominees named in the accompanying Proxy Statement to serve one-year terms expiring at the Annual Meeting of Shareholders in 2019;

2.

To hold a non-binding advisory vote to approve the compensation of the Company’s named executive officers;

3.

To ratify the selection of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for fiscal year 2018;

4.

To approve amendments to the Amended and Restated Certificate of Incorporation to eliminate supermajority voting provisions with respect to certificate of incorporation and bylaw amendments; and

5.

To transact such other business that may properly come before the Annual Meeting or any adjournments or postponements thereof.

Only shareholders of record at the close of business on March 5, 2018 are entitled to notice of, and to vote at, the Annual Meeting, and any adjournments or postponements of the Annual Meeting.

By Order of the Board of Directors.

David C. Shelton
Senior Vice President, General Counsel &
Corporate Secretary
March 16, 2018

Your vote is important. Even if you plan to attend the Annual Meeting, Chemours still encourages you to submit your proxy by Internet, telephone or mail prior to the meeting. If you later choose to revoke your proxy or change your vote, you may do so by following the procedures described under “Can I revoke a proxy?” and “Can I change my vote after I have delivered my proxy?” in the “Questions and Answers” section of the attached Proxy Statement.

**IMPORTANT NOTICE REGARDING AVAILABILITY OF PROXY MATERIALS
FOR THE ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 2, 2018:**

The Notice of Internet Availability of Proxy Materials, Notice of Annual Meeting of Shareholders, Proxy Statement and Annual Report are available at
www.allianceproxy.com/chemours/2018

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PROXY STATEMENT

ANNUAL MEETING OVERVIEW

Set forth below is summary information regarding the annual meeting of shareholders (including any adjournments and postponements thereof, the “Annual Meeting”) of The Chemours Company (“Chemours” or the “Company”), including the location of the meeting and the proposals its shareholders will vote upon at the meeting. Please see the more detailed information set forth in this Proxy Statement about the Annual Meeting and the proposals.

Meeting Information	Summary of Matters to be Voted Upon	Board Vote Recommendation	See Page
Time and Date:	Voting Matter		
	Management Proposals		
	<u>Proposal 1 —</u> <u>Election of Directors</u>	<u>FOR EACH NOMINEE</u>	<u>1</u>
<u>10:00 a.m.</u> <u>(Eastern time)</u> <u>on Wednesday,</u> <u>May 2, 2018</u>	<u>Proposal 2 —</u> <u>Advisory Vote on Executive Compensation</u>	<u>FOR</u>	<u>47</u>
<u>Place:</u> <u>Caesar Rodney</u> <u>Ballroom at</u> <u>The Westin Hotel,</u> <u>818 Shipyard Drive,</u> <u>Wilmington, DE 19801</u>	<u>Proposal 3 —</u> <u>Ratification of Independent Registered Public</u> <u>Accounting Firm</u>	<u>FOR</u>	<u>48</u>
	<u>Proposal 4 —</u> <u>Proposal to Amend the Amended and Restated</u> <u>Certificate of Incorporation to Eliminate</u> <u>Supermajority Voting Provisions with Respect</u> <u>to Certificate and Bylaw Amendments</u>	<u>FOR</u>	<u>51</u>

PROPOSAL 1 — ELECTION OF DIRECTORS

The first proposal to be voted on at the Annual Meeting is the election of members of the Board of Directors (the “Board”) of the Company. Seven current members of the Board are standing for re-election to hold office for a one-year term, or until their successors are duly elected and qualified.

Mr. Newlin’s term expires at the Annual Meeting and he is not standing for re-election. Upon the recommendation of the Nominating and Corporate Governance Committee, Sean D. Keohane has been nominated by the Board to hold office for a one-year term, or until his successor is duly elected and qualified. If elected Mr. Keohane will fill the vacancy on our Board resulting from Mr. Newlin’s departure and the size of our Board will remain at eight members.

Each nominee has agreed to be named in this Proxy Statement and to serve if elected. Although Chemours knows of no reason why any of the nominees would not be able to serve, if any nominee is unavailable for election, the proxy holders may vote for another nominee proposed by the Board of Directors. In that case, your shares will be voted for that other person.

Director Qualification Standards

The Chemours Nominating and Corporate Governance Committee will consider potential candidates suggested by Board members, as well as management, shareholders, search firms and others.

The Board’s Corporate Governance Guidelines describe qualifications for directors. Directors are selected for their integrity and character; sound, independent judgment; breadth of experience, insight and knowledge; business

acumen; and significant professional accomplishment. The specific skills, experience and criteria that the Board may consider, and which may vary over time depending on current needs, include leadership; experience involving technological innovation; relevant industry experience; financial expertise; corporate governance; compensation and succession planning; familiarity with issues affecting global businesses; experience with global business management or

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operations; risk management; diversity; other board experience; prior government service; and other individual qualities and attributes, including diversity in experience, gender and ethnicity, that contribute to the total mix of viewpoints and experience represented on the Board. Additionally, directors are expected to be willing and able to devote the necessary time, energy and attention to assure diligent performance of their responsibilities.

When considering candidates for nomination, the Nominating and Corporate Governance Committee takes into account these factors, among other items, to assure that new directors have the highest personal and professional integrity, have demonstrated exceptional ability and judgment and will be most effective, in conjunction with other directors, in serving the long-term interests of all shareholders. The Nominating and Corporate Governance Committee will not nominate for election as a director a partner, member, managing director, executive officer or principal of any entity that provides accounting, consulting, legal, investment banking or financial advisory services to Chemours.

Once the Nominating and Corporate Governance Committee has identified a prospective candidate, the Nominating and Corporate Governance Committee will make an initial determination as to whether to conduct a full evaluation of the candidate. This initial determination will be based on whatever information is provided to the Nominating and Corporate Governance Committee with the recommendation of the prospective candidate, as well as, the Nominating and Corporate Governance Committee's own knowledge of the prospective candidate. This may be supplemented by inquiries to the person making the recommendation or others. The preliminary determination will be based primarily on the likelihood that the prospective nominee can satisfy the factors described above. If the Nominating and Corporate Governance Committee determines, in consultation with the Chairman of the Board and other Board members as appropriate, that further consideration is warranted, it may gather additional information about the prospective nominee's background and experience.

The Nominating and Corporate Governance Committee also may consider other relevant factors as it deems appropriate, including the current composition of the Board and specific needs of the Board to ensure its effectiveness. In connection with this evaluation, the Nominating and Corporate Governance Committee will determine whether to interview the prospective nominee. One or more members of the Nominating and Corporate Governance Committee and other directors, as appropriate, may interview the prospective nominee in person or by telephone. After completing its evaluation, the Committee will conclude whether to make a recommendation to the full Board for its consideration. The Nominating and Corporate Governance Committee considers candidates for director suggested by shareholders, applying the factors for potential candidates described above and taking into account the additional information provided by the shareholder or gathered by the Committee. Shareholders wishing to suggest a candidate for director should write to the Corporate Secretary and include the detailed information required under the Company's Amended and Restated Bylaws (the "Bylaws").

A shareholder's written notice to the Corporate Secretary described in the preceding paragraph must be delivered to The Chemours Company, 1007 Market Street, Wilmington, DE 19899, Attention: Corporate Secretary. Shareholders who wish to nominate candidates for the Board of Directors must follow the procedures described under "2019 Annual Meeting of Shareholders — Procedures for Submitting Shareholder Proposals and Nominations" in this Proxy Statement. The chairman of the Annual Meeting or any other annual meeting or special meeting of shareholders may refuse to acknowledge the nomination of any person not made in compliance with the foregoing procedures and the Bylaws. A shareholder's compliance with these procedures will not require the Company to include information regarding a proposed nominee in the Company's proxy solicitation materials.

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Director Nominees

The following information describes certain information regarding our director nominees.
Director Nominee Composition

Director Nominee Skills, Experience, and Background

The Nominating and Corporate Governance Committee recommended to the Board the nominees named in this Proxy Statement. Based on this recommendation and each nominee's credentials and experience outlined below, the Board has determined that each nominee can make a significant contribution to the Board and the Company, is willing and able to devote the necessary time, energy and attention to assure diligent performance of their responsibilities and should serve as a director of the Company. The Nominating and Corporate Governance Committee engaged a search firm to assist it in identifying and assessing potential director nominees, including Mr. Keohane. Members of management also know of Mr. Keohane through his chemicals industry experience and background.

Set forth on the following pages is biographical information about each of the nominees, including information regarding the person's service as a director, business experience, director positions held currently or at any time during the last five years, information regarding involvement in certain legal or administrative proceedings, if applicable, and the experiences, qualifications, attributes or skills that factored into the Board's determination that the person should serve as a director of the Company. The Board regularly reviews the skills, experience, and background that it believes are desirable to be represented on the Board. The following is a description of the Boards' adopted Core Skills & Qualifications and additional relevant experience possessed by the nominees.

Core Skills & Qualifications		Additional Experience	
Leadership (Strategy & Execution)	Chemical Industry Experience	Marketing	Information Technology
Financial Expertise	Risk Management	Business Development	Logistics & Supply Chain
Global Business Management	Global Business Operations	Mergers & Acquisitions	Legal Expertise
Technological Innovation	Compensation & Succession	Capital Markets	Regulatory Experience
Corporate Governance	Diversity	Investor Relations & Engagement	Cybersecurity
Other Board Experience			

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Director Nominees

Name, Tenure and Age	Principal Occupation, Business Experience, Qualifications and Directorships
<p>Curtis V. Anastasio Director since 2015 Age 61</p>	<p>Since 2014, Mr. Anastasio has served as Chairman of GasLog Partners LP, a global owner, operator, and manager of liquefied natural gas carriers. Mr. Anastasio has also served as a director of Par Pacific Holdings, Inc. (formerly, Par Petroleum Corporation), a diversified energy company, since 2014. He served as President, Chief Executive Officer and Executive Director of NuStar Energy, L.P. (formerly Valero L.P.) from 2001 to 2013. He also served as President, Chief Executive Officer and Executive Director of NuStar GP Holdings, LLC (formerly Valero GP Holdings, LLC) from 2006 to 2013. Mr. Anastasio has served on the board of the Federal Reserve Bank of Dallas since 2014.</p> <p>Skills and Qualifications Mr. Anastasio has significant leadership experience as both an executive officer and board member of public companies. Through his experience as a former chief executive officer, he is able to provide the Board with valuable insight on global business management and financial matters. Mr. Anastasio’s knowledge of financial matters is further enhanced by his role as audit committee chairman of Par Pacific Holdings, Inc. He also has valuable experience in marketing, business development and logistics.</p>
<p>Bradley J. Bell Director since 2015 Age 65</p>	<p>Mr. Bell has served on the board of directors of Momentive Performance Materials Inc., a global manufacturer of silicones, quartz, and ceramics, since October 2014, where he has been Non-Executive Chair since December 2014. Since June 2017, Mr. Bell has served on the board of Hennessey Capital Acquisition Corp. III (HCAC III), a company formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase reorganization or similar business combination with one or more businesses. Mr. Bell also served on the boards of Hennessey Capital Acquisition Corp. II (HCAC II) from 2015 to 2017, Hennessey Capital Acquisition Corp. from 2014 to 2015, Compass Minerals International, Inc. from 2003 to 2015 and IDEX Corporation from 2001 to 2015. He formerly served as Executive Vice President and Chief Financial Officer of Nalco Holding Company, a global leader in water treatment and process chemical services, from 2003 to 2010. Prior to joining Nalco Holding Company, he served as Senior Vice President and Chief Financial Officer of Rohm and Haas Company from 1997 to 2003.</p> <p>Skills and Qualifications Through his over 35 years of executive experience in the technology, manufacturing and chemicals industries, Mr. Bell has developed financial expertise and experience in mergers and acquisitions, private equity and capital markets transactions. His experience includes over 12 years of experience as a chief financial officer of a publicly traded company, during which he obtained significant financial management and reporting expertise. Mr. Bell has over 20 years of experience as a director of multiple public companies, which allows him to bring the Board substantial knowledge of corporate governance, shareholder relations, risk management and succession planning.</p>

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Name, Tenure and Age	Principal Occupation, Business Experience, Qualifications and Directorships
<p>Richard H. Brown Director since 2015 Age 70</p>	<p>Mr. Brown has served as Chairman of the Board since July 1, 2015. He currently serves as Chair of Browz, LLC, a global leader of contractor pre-qualification and compliance solutions since 2005. Formerly, Mr. Brown served as Chair and Chief Executive Officer of Electronic Data Systems (EDS) from 1999 to 2003. Prior to joining EDS, Mr. Brown served as Chief Executive Officer of Cable & Wireless PLC from 1996 to 1999, H&R Block Inc. from 1995 to 1996 and Illinois Bell Telephone Company from 1990 to 1995. He is a Trustee Emeritus of the Ohio University Foundation. He previously served on the boards of E. I. du Pont de Nemours and Company from 2001 to 2015, The Home Depot, Inc. from 2000 to 2006, Vivendi Universal from 2000 to 2002, and Seagram Co Ltd. from 1997 to 2000. Mr. Brown also served as a member of the Business Roundtable, the President’s Advisory Committee on Trade and Policy Negotiations, the U.S.-Japan Business Council, the French-American Business Council, and the President’s National Security Telecommunications Advisory Committee.</p> <p>Skills and Qualifications From his experiences as the chief executive officer and chairman of the board of several large public companies, Mr. Brown has valuable knowledge in the areas of global business management and operations, as well as the chemicals industry, corporate governance, financial matters, information technology, investor relations and supply chain logistics. His past experience serving as a public company chairman and his knowledge of the chemicals industry make Mr. Brown uniquely qualified to be the Chairman of the Board.</p>
<p>Mary B. Cranston Director since 2015 Age 70</p>	<p>Ms. Cranston is a retired Senior Partner and Chair Emeritus of Pillsbury Winthrop Shaw Pittman, LLP, an international law firm. Prior to her retirement in 2012, Ms. Cranston served as Senior Partner and Chair Emeritus from 2007 to 2011; and Chair and Chief Executive Officer from 1999 to 2006. Ms. Cranston has served on the boards of Visa, Inc. since 2007 and MyoKardia, Inc. since 2016. Ms. Cranston previously served on the boards of GrafTech International Ltd from 2000 to 2014, International Rectifier Corporation from 2008 to 2015, Juniper Networks, Inc. from 2007 to 2015, and Exponent, Inc. from 2010 to 2014.</p> <p>Skills and Qualifications Ms. Cranston brings leadership experience and expertise in financial matters, risk management, legal matters and corporate governance. She has over 30 years of experience in mergers and acquisitions as a legal advisor and oversaw two large mergers while she was the chief executive officer of Pillsbury. Ms. Cranston also has experience in the areas of trade, antitrust, telecommunications, SEC enforcement and environmental law. Through her board memberships, she has dealt with cybersecurity issues, stockholder activism and board engagement with shareholders.</p>

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Name, Tenure and Age	Principal Occupation, Business Experience, Qualifications and Directorships
<p>Curtis J. Crawford Director since 2015 Age 70</p>	<p>Dr. Crawford has served as President and Chief Executive Officer of XCEO, Inc., a consulting firm specializing in leadership and corporate governance, since 2003. Prior to founding XCEO Inc. in 2003, he served as President and Chief Executive Officer of Onix Microsystems and Zilog Inc. Dr. Crawford has served on the boards of Xylem Inc. since 2011 and ON Semiconductor since 1999, and is the author of three books on leadership and corporate governance. He previously served on the board of E. I. du Pont de Nemours and Company from 1998 to 2015, and on the boards of ITT Corp., Agilysys, Lyondell Petrochemical, The Sisters of Mercy Health Corporation and DePaul University. In 2011, Dr. Crawford was awarded the B. Kenneth West Lifetime Achievement Award from the National Association of Corporate Directors (NACD) for his contribution to corporate governance and for having made a meaningful impact in the boardroom.</p> <p>Skills and Qualifications Dr. Crawford has more than 20 years of board experience and has developed an expertise in corporate governance and boardroom leadership. As an executive of several companies, he gained experience in a range of fields including technological innovation and the chemicals industry. Dr. Crawford has developed comprehensive risk management programs for major corporations and also has substantial experience in financial matters, executive compensation and succession planning. From his experience as the president and chief executive officer of a consulting firm, he provides the Board with a unique perspective on corporate governance matters.</p>
<p>Dawn L. Farrell Director since 2015 Age 58</p>	<p>Since 2012, Ms. Farrell has served as President and Chief Executive Officer of TransAlta Corporation, an electricity power generator and wholesale marketing company. Prior to becoming President and Chief Executive Officer of TransAlta, Ms. Farrell held a variety of increasingly responsible leadership positions, including Chief Operating Officer from 2009 to 2011, and Executive Vice President of Commercial Operations and Development from 2007 to 2009. Prior to rejoining TransAlta in 2007, she served as the Executive Vice President of Generation at BC Hydro from 2003 to 2006. Ms. Farrell currently serves on the boards of TransAlta Corporation, The Conference Board of Canada and the Business Council of Canada.</p> <p>Skills and Qualifications From her role as both chief executive officer and board member of a public company, Ms. Farrell gives the Board important insight in the areas of leadership, global business management and operations, shareholder relations, risk management and financial matters. Ms. Farrell has substantial experience handling large acquisitions, implementing environmental, health and safety programs and negotiating major regulatory deals.</p>

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Name, Tenure
and
Age

Principal Occupation, Business Experience, Qualifications and Directorships

Mr. Keohane has served as President and Chief Executive Officer of Cabot Corporation, a leading global specialty chemicals and performance materials company, since March 2016. Mr. Keohane joined Cabot in 2002 and has held roles of increasing responsibility in multiple businesses and functions. In November 2014, he was appointed Executive Vice President of Cabot Corporation and President of the Reinforcement Materials segment. Concurrently, he also provided executive leadership for the global engineering and commercial excellence functions of Cabot Corporation. In March 2012, Mr. Keohane was named Senior Vice President of Cabot Corporation and served as President of the Performance Chemicals segment from May 2008 until November 2014. Prior to that, he held positions of General Manager of the Performance Products Business Group (2003-2008) and Global Marketing Director, Carbon Black (2002-2003). Before joining Cabot Corporation, Mr. Keohane worked for Pratt & Whitney, a division of United Technologies, in a variety of general management positions in the United States and Asia Pacific. He has served on the board of directors of the American Chemistry Council since 2016.

Sean D. Keohane
New Director
Nominee
Age 50

Skills and Qualifications

Mr. Keohane has substantial leadership experience. Through his roles as chief executive officer, executive officer and board member, he brings a strong knowledge of the chemicals industry and considerable experience in global management and operations, risk management, financial expertise and compensation and succession planning. Mr. Keohane also has significant experience with environmental, health and safety, process and product technology, investor relations, marketing, sales and product management.

Mr. Vergnano has served as the Company’s President and Chief Executive Officer since July 1, 2015. Prior to joining Chemours, he held roles of increasing responsibility at E.I. du Pont de Nemours and Company. In October 2009, Mr. Vergnano was appointed Executive Vice President of DuPont and was responsible for multiple businesses and functions, including the businesses in the Chemours segment: DuPont Chemicals & Fluoroproducts and Titanium Technologies. In June 2006, he was named Group Vice President of DuPont Safety & Protection. In October 2005, he was named Vice President and General Manager — Surfaces and Building Innovations. In February 2003, he was named Vice President and General Manager — Nonwovens. Prior to that, he had several assignments in manufacturing, technology, marketing, sales and business strategy. Mr. Vergnano joined DuPont in 1980 as a process engineer.

Mark P.
Vergnano
Director since
2015
Age 60

Mr. Vergnano was appointed Chairman of the National Safety Council in 2017 and has served on its board of directors since 2007. He also serves on the board of directors of the American Chemistry Council since 2015 and Johnson Controls International plc since 2016. He previously served on the board of directors of Johnson Controls, Inc. from 2011 to 2016.

Skills and Qualifications

Mr. Vergnano has substantial leadership experience in the chemicals industry and in global business management and operations. He also brings knowledge and experience in technological innovation, risk management, corporate governance and financial matters. Through his former role with DuPont and his current role as the Company’s President and Chief Executive Officer, Mr. Vergnano has substantial knowledge of the Company and its industry.

THE BOARD RECOMMENDS THAT YOU VOTE “FOR” THE ELECTION OF EACH OF ITS EIGHT DIRECTOR NOMINEES.

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CORPORATE GOVERNANCE

Corporate Governance Highlights

Declassified Board in 2016 — all directors elected annually

7 of 8 director nominees are independent

Highly qualified directors reflect broad mix of business backgrounds, skills and experiences

Independent Chairman

All of the Audit Committee members are “audit committee financial experts”

Majority voting for uncontested elections with a director resignation policy

Executive sessions of independent directors at each regularly scheduled Board meeting

Clawback and Anti-Hedging policies

Directors and Officers must meet share ownership guidelines

No director may stand for re-election after reaching age 75

Annual Board and Committee self-evaluations

Seeking shareholder approval to remove supermajority voting provisions for Certificate and Bylaw amendments

Corporate Governance Practices

The Board is committed to the highest standards of corporate governance, which is essential for sustained success and long-term shareholder value.

In light of this goal, the Board has adopted the Corporate Governance Guidelines, which provide the framework for the Board’s corporate governance. The Nominating and Corporate Governance Committee of the Board reviews and assesses the Corporate Governance Guidelines annually and recommends changes to the Board as appropriate. Among other things, the Corporate Governance Guidelines provide that:

Independent directors will meet regularly in executive session in conjunction with regularly scheduled Board meetings.

Directors have access to the Company's management and advisors, and are encouraged to visit the Company's facilities. Our Board has visited two manufacturing facilities.

As necessary and appropriate, the Board and its Committees may retain outside legal, financial or other advisors.

The Board will make an annual self-evaluation of its performance with a particular focus on overall effectiveness.

Directors will avoid any actual or potential conflicts with the interests of the Company, and if any actual or potential conflict develops, will report all facts to the Board so that the conflict may be resolved or the director may resign.

Shareholders and others interested in communicating directly with the Board, Chair or other outside director may do so by writing in care of the Corporate Secretary. The Board's independent directors have approved procedures for handling such correspondence received by the Company and addressed to the Board.

The Corporate Governance Guidelines, along with the Charters of the Board Committees, the Company's Code of Conduct, Code of Ethics for the Chief Executive Officer, Chief Financial Officer and Controller, and Code of Business Conduct and Ethics for the Board of Directors are available on the Company's website at www.chemours.com, under the heading "Investor Relations" and then "Corporate Governance."

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Board Leadership Structure

Mr. Richard H. Brown serves as the Chairman of the Board. The Company's governing documents allow the roles of Chairman and Chief Executive Officer ("CEO") to be filled by the same or different individuals. This approach allows the Board flexibility to determine whether the two roles should be separated or combined based upon the Company's needs and the Board's assessment of the Company's leadership from time to time. If the Board does not have an independent chairperson, the Board will appoint a Lead Independent Director and determine the Lead Independent Director's duties and responsibilities. The Board will periodically consider the advantages of having an independent Chairman or a combined Chairman and CEO and is open to different structures as circumstances may warrant. At this time, the Board has determined that separating the roles of Chairman and CEO serves the best interests of Chemours and its shareholders. By having an independent Chairman, the CEO can focus primarily on the Company's business strategy and operations. The Company's CEO and senior management, working with the Board, set the strategic direction for Chemours, and the CEO provides day-to-day leadership. The independent Chairman leads the Board in the performance of its duties and serves as the principal liaison between the independent directors and the CEO.

Director Independence

The Nominating and Corporate Governance Committee of the Board is responsible for reviewing the qualifications and independence of members of the Board and its various Committees on a periodic basis, as well as the composition of the Board as a whole. This assessment includes members' qualifications as independent, as well as, consideration of skills and experience in relation to the needs of the Board. Director nominees are recommended to the Board by the Nominating and Corporate Governance Committee in accordance with the policies and principles in its Charter. The ultimate responsibility for selection of director nominees resides with the Board. The qualifications that the Board considers when nominating directors is discussed in more detail under "Director Nominees and Director Qualification Standards" in this Proxy Statement.

Independent Directors

The Board assesses the independence of directors and examines the nature and extent of any relations between the Company and directors, their families and their affiliates. The Corporate Governance Guidelines provide that a director is "independent" if he or she satisfies the New York Stock Exchange ("NYSE") Listing Standards on director independence and the Board affirmatively determines that the director has no material relationship with the Company (either directly, or as a partner, shareholder or officer of an organization that has a relationship with the Company). The Board has determined that, with the exception of Mr. Vergnano, the Company's CEO, each of the directors and director nominees — Curtis V. Anastasio, Bradley J. Bell, Richard H. Brown, Mary B. Cranston, Curtis J. Crawford, Dawn L. Farrell, Stephen D. Newlin and Sean D. Keohane — is independent.

Committee Independence Requirements

All members serving on the Audit Committee, Compensation Committee and the Nominating and Corporate Governance Committee must be independent as defined by the Corporate Governance Guidelines.

In addition, Audit Committee members must meet heightened independence criteria under NYSE Listing Standards and the rules and regulations of the U.S. Securities and Exchange Commission ("SEC") relating to audit committees. Each

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Compensation Committee member must meet heightened independence criteria under NYSE Listing Standards and the rules and regulations of the SEC relating to compensation committees, be a “non-employee director” pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Internal Revenue Code”). The Board has determined that each member of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee meets the requisite independence and related requirements.

Oversight of Risk Management

The Board of Directors is responsible for oversight of risk management and its leadership structure supports its effective oversight of the Company’s risk management. In fulfilling its oversight responsibility, the Board receives various management and Committee reports and engages in periodic discussions with the Company’s officers, as it may deem appropriate. In addition, each of the Board Committees considers the risks within its areas of responsibility. For example, the Audit Committee focuses on risks inherent in the Company’s accounting, financial reporting and internal controls; and the Compensation Committee considers the risks that may be implicated by the Company’s incentive compensation program. The Compensation Committee’s assessment of risk related to compensation practices is discussed in more detail in the “Compensation Discussion and Analysis” section of this Proxy Statement. The Nominating and Corporate Governance Committee provides oversight regarding the Company’s policies on political contributions and lobbying expenses. The Nominating and Corporate Governance Committee is also responsible for reviewing transactions between the Company and related persons, which is discussed in more detail under “Certain Relationships and Transactions” in this Proxy Statement.

Pursuant to its Charter, the Audit Committee assists the Board of Directors in oversight of the Company’s compliance with legal and regulatory requirements. In fulfilling this role, the Audit Committee reviews with the Company’s General Counsel or the attorney(s) designated by the General Counsel, any legal matters that may have a material impact on the Company’s financial statements. The Audit Committee also meets at least annually with the Chief Financial Officer (“CFO”) and other members of management, as the Audit Committee deems appropriate, to discuss in a general manner the policies and practices that govern the processes by which major risk exposures are identified, assessed, managed and controlled on an enterprise-wide basis. The Audit Committee reviews and discusses with management the Company’s cybersecurity and information security programs. Additionally, on a general basis not less than annually, the Audit Committee reviews and approves the Company’s decisions, if any, to enter into swaps, including security-based swaps, in reliance on the “end-user” exception from mandatory clearing and exchange trading requirements.

Succession Planning

The Board plans for succession to the position of CEO. The Compensation Committee, on behalf of the Board, oversees the succession planning process. To assist the Board, the CEO periodically provides the Board with an assessment of senior executives and their potential to succeed to the position of CEO, as well as, perspective on potential

candidates from outside the Company. The Board has available, on a continuing basis, the CEO’s recommendation should he or she be unexpectedly unable to serve.

The CEO also provides the Board with an assessment of potential successors to key positions.

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Director Education

New directors participate in an orientation process to become familiar with the Company and its strategic plans and businesses, significant financial matters, core values including ethics, compliance programs, corporate governance practices and other key policies and practices through a review of background materials, meetings with senior executives and visits to Company facilities. The Nominating and Corporate Governance Committee is responsible for providing guidance on directors' continuing education, and actively monitors and encourages director education opportunities.

Code of Conduct

The Company is committed to high standards of ethical conduct and professionalism, and the Company's Code of Conduct confirms the commitment to ethical behavior in the conduct of all activities.

In furtherance of this commitment, the Company has adopted a Code of Conduct, a Code of Business Conduct and Ethics for the Board of Directors, and a Code of Ethics for the CEO, CFO and Controller.

The Code of Conduct applies to all directors, officers (including the CEO, CFO and Controller) and employees of Chemours, and it sets forth the Company's policies and expectations on a number of topics including avoiding conflicts of interest, confidentiality, insider trading, protection of Chemours and customer property, and providing a proper and professional work environment. The Code of Conduct sets forth a worldwide toll-free and Internet-based ethics hotline, which employees can use to communicate any ethics-related concerns, and the Company provides training on ethics and compliance topics for employees.

The Code of Business Conduct and Ethics for the Board of Directors applies to all directors, and is intended to (i) foster the highest ethical standards and integrity; (ii) focus the Board and each director on areas of potential ethical risk and conflicts of interest; (iii) guide directors in

recognizing and dealing with ethical issues; (iv) establish reporting mechanisms; and (v) promote a culture of honesty and accountability.

The Code of Ethics for the CEO, CFO and Controller applies to those three executive officers. This Code sets forth the standards of conduct that the CEO, CFO and Controller must uphold while performing his or her duties.

In fiscal year 2017, there were no waivers of any provisions of (i) the Code of Conduct; (ii) the Code of Business Conduct and Ethics for the Board of Directors; or (iii) the Code of Ethics for the CEO, CFO and Controller. In the event the Company amends or waives any provision of any Code of Conduct or Code of Ethics that relates to any element of the definition of "code of ethics" enumerated in Item 406(b) of Regulation S-K promulgated under the Exchange Act, the Company intends to disclose these actions on the Company website at www.chemours.com.

BOARD STRUCTURE AND COMMITTEE COMPOSITION

The Board has eight Directors and three standing Committees: the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee.

The table below reflects the current membership of each Committee and the number of meetings held by each Committee during fiscal year 2017. Richard H. Brown, as Chairman of the Board, and Mark P. Vergnano, as President and Chief Executive Officer, are not members of any Committee.

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	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee
Curtis V. Anastasio	X		X
Bradley J. Bell	C	X	
Mary B. Cranston	X	X	
Dr. Curtis J. Crawford	X		C
Dawn L. Farrell		X	X
Stephen D. Newlin		C	X
2017 Meetings	6	5	5
X = Member		C = Chair	

The Board met 7 times during fiscal year 2017. Each of the directors attended over 75% of the Board meetings and meetings of the Committees on which they served. The Company's Corporate Governance Guidelines provide that directors are expected to attend meetings of the Board, its Committees on which they serve, and the Annual Meeting of Shareholders.

Each Committee operates under a written charter. The Charters are available on the Company's corporate website, www.chemours.com, under the heading "Investor Relations" and "Corporate Governance." The principal functions of each Committee are summarized below.

Audit Committee

The responsibilities of the Audit Committee are more fully described in the Audit Committee Charter and include, among other duties, the fulfillment of its and the Board's oversight responsibilities relating to:

The integrity of the financial statements of the Company.

The qualifications and independence of the Company's independent auditor, and in connection with the Committee's oversight in this regard, the Chair of the Audit Committee is engaged in the selection process for the audit engagement partner.

The performance of the Company's internal audit function and independent auditors.

Compliance by the Company with legal and regulatory requirements.

Conduct an annual Committee self-assessment and an assessment of the independent audit firm, and report the results to the full Board.

The Audit Committee consists entirely of independent directors, and each meets the heightened independence requirements under NYSE Listing Standards and the rules and regulations of the SEC relating to audit committees. Each member of the Audit Committee is financially literate and has accounting or related financial management expertise, as such terms are interpreted by the Board in its business judgment. Additionally, the Board of Directors has determined, in its business judgment, that each member of the Audit Committee is an "audit committee financial expert" for purposes of the rules of the SEC.

Compensation Committee

The responsibilities of the Compensation Committee are more fully described in the Compensation Committee Charter and include, among other duties:

Assess current and future senior leadership talent, including their development and the succession plans of key management positions (other than CEO).

Assist the Board in CEO succession planning, including providing oversight of the CEO's succession planning process.

Review the Company's programs for executive development, performance and skills evaluations.

Conduct an annual review of the Company's diversity talent, as well as, diversity representation on the slate for key positions.

Oversee the performance evaluation of the CEO based on input from other independent directors versus Board-approved goals and objectives.

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Recommend to the independent members of the Board the compensation, including severance agreements as appropriate, for the CEO.

Review and approve compensation and employment arrangements, including equity compensation plans, bonus plans and severance agreements as appropriate, of the CEO and other senior executive officers.

Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk.

Review and approve the Compensation Discussion and Analysis and the Committee report, and other executive compensation

disclosures, as required by the SEC to be included in the Company's Proxy Statement or applicable SEC filings.

Review the voting results of any say-on-pay or related shareholder proposals.

Conduct an annual Committee self-assessment and an assessment of the independent compensation consultant, and report the results to the full Board.

The Compensation Committee consists entirely of independent directors, and each member meets the heightened independence requirements under NYSE Listing Standards and the rules and regulations of the SEC relating to compensation committees; and is a "non-employee director" for purposes of Rule 16b-3 promulgated under the Exchange Act; and is an "outside director" for purposes of Section 162(m) of the Internal Revenue Code.

Compensation Committee Interlocks and Insider Participation

During fiscal year 2017, none of the members of the Compensation Committee was an officer or employee of the Company. No executive officer of the Company served on the compensation committee (or other board committee performing equivalent functions) or on the board of directors of any company having an executive officer who served on the Compensation Committee or the Board.

Nominating and Corporate Governance Committee

The responsibilities of the Nominating and Corporate Governance Committee are more fully described in the Nominating and Corporate Governance Committee Charter and include, among other duties:

Develop and recommend to the Board of Directors a set of corporate governance guidelines for the Company.

Identify individuals qualified to become Board members consistent with criteria approved by the Board and recommend to the Board nominees for election as directors of the Company, including nominees whom the Board proposes for election as directors at the Annual Meeting.

Review and approve any transaction between the Company and any related person in accordance with the Company's policies and procedures for transactions with related persons.

Oversee the Company's corporate governance practices, including reviewing and recommending

to the Board of Directors for approval any changes to the Company's Code of Conduct, Certificate of Incorporation, Bylaws and Committee Charters.

Conduct an annual assessment of the Committee's performance, oversee the self-evaluation process of the entire Board of Directors and its other Committees, establish the evaluation criteria, implement the process and report its findings on the process to the Board of Directors.

The Nominating and Corporate Governance Committee consists entirely of independent directors, and each meets the independence requirements set forth in the NYSE Listing Standards.

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DIRECTOR COMPENSATION

Overview

Non-employee directors receive compensation for Board service, which is designed to fairly compensate them for their Board responsibilities and align their interests with the long-term interests of shareholders. The Nominating and Corporate Governance Committee, which consists solely of independent directors, has the primary responsibility to review and consider any revisions to directors' compensation.

During fiscal year 2017, non-employee directors were entitled to the following annual retainers:

Fiscal Year 2017 Director Retainers

Annual Retainer(1)	\$ 100,000
Annual Equity Award(2)	\$ 130,000
Non-Executive Chairman Retainer(1)	\$ 110,000
Audit Committee Chair Retainer(1)	\$ 20,000
Compensation Committee Chair Retainer(1)	\$ 15,000
Nominating and Corporate Governance Committee Chair Retainer(1)	\$ 15,000

(1)

Amounts payable in cash may be deferred pursuant to The Chemours Company Stock Accumulation and Deferred Compensation Plan for Directors (the "Directors Deferred Compensation Plan"), which is described further below.

(2)

Equity awards are valued as of the grant date and rounded up to the nearest whole share. For 2017, equity awards were in the form of restricted stock units ("RSUs") that convert into shares of common stock when a director leaves the Board. Before the RSUs are converted into shares, directors are not entitled to dividends on the RSUs, but they receive dividend equivalents (credited in the form of additional RSUs) that likewise are converted into shares (with any fractional share paid in cash) upon termination of service.

The above fees assume service for a full year. Directors who serve for less than the full year are entitled to receive a pro-rated portion of the applicable payment. Each "year," for purposes of non-employee director compensation, begins on the date of the Company's annual meeting of shareholders. The Company does not pay meeting fees, but does pay for or reimburse directors for reasonable travel expenses related to attending Board, Committee, educational and Company business meetings.

In April 2017, the Nominating and Corporate Governance Committee recommended, after consultation with the independent compensation consultant, Frederic W. Cook & Co., Inc., and the Board approved, a change in the annual amount of the non-employee director equity compensation, which the Board believes is in the best interest of the Company and designed to fairly compensate directors for their Board responsibilities and align their interests with the long-term interests of shareholders. Effective in 2017, non-employee directors received an annual \$130,000 equity award, delivered in the form of RSUs. In November 2017, after review and consultation with independent compensation consultant Willis Towers Watson, the Board adopted share ownership guidelines applicable to non-employee director equity awards beginning in 2018. The share ownership guidelines, contained in the Corporate Governance Guidelines, require non-employee directors to hold at least six (6) times the cash portion of their annual retainer worth of Chemours common stock and/or vested RSUs while serving as a director. Non-employee directors will have five (5) years to attain this ownership threshold from the time of their election to the Board. No other changes were made to non-employee director compensation in 2017.

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The Chemours Company Stock Accumulation and Deferred Compensation Plan for Directors

Under the Stock Accumulation and Deferred Compensation Plan for Directors, a director is eligible to defer all or part of his or her Board retainer and Committee Chair fees in cash or stock units until a future year or years, payable in a lump sum or equal annual installments. Interest will accrue on deferred cash payments, and dividend equivalents will accrue on deferred stock units. This deferred compensation is an unsecured obligation of the Company.

2017 Director Compensation Table

The following table shows information concerning the compensation paid in fiscal year 2017 to non-employee directors:

Director(1)	Fees		Total (\$)
	Earned or Paid in Cash \$(2)	Stock Awards \$(3)	
Curtis V. Anastasio	100,000	130,040	230,040
Bradley J. Bell	120,000	130,040	250,040
Richard H. Brown	210,000	130,040	340,040
Mary B. Cranston	100,000	130,040	230,040
Curtis J. Crawford	115,000	130,040	245,040
Dawn L. Farrell	100,000	130,040	230,040
Stephen D. Newlin	115,000	130,040	245,040

(1)

During fiscal year 2017, Mr. Vergnano was an employee of the Company and, as such, did not receive separate or additional compensation for his service as a director. See “Executive Compensation” in this Proxy Statement for information relating to the compensation paid to Mr. Vergnano during fiscal year 2017.

(2)

Column reflects all cash compensation earned during fiscal year 2017, whether or not payment was deferred pursuant to the Directors Deferred Compensation Plan.

(3)

This column represents the dollar amount recognized for financial statement reporting purposes with respect to the 2017 fiscal year in accordance with FASB ASC 718 as the grant date fair value of compensation earned by directors in the form of RSUs of Chemours common stock. This value is determined by dividing the annual equity award amount by the closing share price on the date of grant and rounding up to the next whole share, then multiplying by the closing share price on the grant date.

The aggregate number of stock awards outstanding for each non-employee director at fiscal year-end are as follows:

Name	Aggregate Stock Awards Outstanding as of December 31, 2017
Curtis V. Anastasio	25,194
Bradley J. Bell	25,194
Richard H. Brown	57,372

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Mary B. Cranston	25,194
Curtis J. Crawford	57,372