

**THE CHEMOURS COMPANY
CODE OF BUSINESS CONDUCT AND ETHICS
FOR THE BOARD OF DIRECTORS**

The Board of Directors of The Chemours Company (the “Company”) has adopted the following Code of Business Conduct and Ethics for Directors of the Company. The Code 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. This Code is part of the Company’s commitment to its values. Compliance with its values and this Code is imperative.

This Code is intended to serve as a source of guiding principles for Directors. Directors are encouraged to bring questions about particular circumstances that may bear on one or more of the provisions of this Code to the attention of the Audit Committee Chair or Chair of the Board, who may consult with inside or outside legal counsel as appropriate.

Any Director who is an employee of the Company should read this Code in conjunction with the Company's Code of Conduct, which is applicable to employees.

General Fiduciary Duties

Under Delaware law, Directors are subject to the fiduciary duties of care and loyalty to the Company.

Duty of Care. Before making a business decision, Directors must fully inform themselves of all material information reasonably available to them and then act with due care in the discharge of their duties. Directors may rely in good faith on information, opinions and reports presented by officers or employees or outside advisors as to matters within such persons’ professional or expert competence.

Duty of Loyalty (including Duty of Good Faith). Directors must also act in the best interests of the Company, without financial self-interest or personal motive, and refrain from conduct such as fraud, self-dealing and “entrenchment”. Directors must act in good faith – in honest belief that the action taken was in the best interests of the Company and its stockholders.

Conflicts of Interest

Directors shall avoid conflicts of interest with the Company. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company shall be disclosed promptly to the Audit Committee Chair and the Chair of the Board.

A conflict of interest occurs when a Director's personal interest interferes in any way, or appears to interfere, with the interests of the Company as a whole. Conflicts of interest also arise when a Director or a member of his or her immediate family receives improper personal benefits as a result of his or her position as a Director of the Company. Immediate family members include a Director's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone (other than employees of such person) who shares such person's home.

While this Code does not attempt to describe all possible conflicts of interest that could develop, the following are examples of conflicts of interest:

- (i) Engaging in any conduct or activities which are inconsistent with the Company's best interests or disrupt or impair the Company's relationship with any person or firm with which the Company has or proposes to enter into a business relationship.
- (ii) Receiving loans or guarantees of obligations as a result of one's position as a Director.
- (iii) Accepting bribes, kickbacks or any other improper payments for services relating to the conduct of the business of the Company; and
- (iv) Accepting, or having a member of a Director's immediate family accept, a gift from person or entities that deal with the Company, in cases where the gift is being made in order to influence the Directors' actions as a member of the Board, or where acceptance of the gift could otherwise reasonably create the appearance of a conflict of interest.

In general, Directors should not engage in, or serve as a director or officer of, a business that competes with the Company in a material manner. In addition to these obligations arising out of fiduciary duties, the Clayton Act prohibits, as a matter of federal antitrust law, Directors from serving as officer or directors of competing corporations in certain circumstances.

In some circumstances, Directors are not precluded from having a financial interest in competing businesses. For example, mutual fund and portfolio investments (such as limited partnership interests in venture capital funds and similar investment vehicles through which the Director does not influence decisions as to which securities are held) are typically permissible. Personal investments in securities of competitors are generally permissible as long as the magnitude of investment does not to raise questions about conflicting interests.¹

¹ As a guideline, under the Company's Code of Conduct for employees, a conflict of interest may exist where an employee, or to the employee's knowledge, his or her family member has a significant financial interest in an outside enterprise which does or seeks to do business with, or is a competitor to, the Company. A "significant financial interest" is defined as a direct or indirect aggregate interest of an employee or his or her family member in any outside enterprise which conducts business, seeks to conduct business, or competes with the Company. As a minimum standard, a "significant financial interest" is defined as more than: (i) 1% of any class of the outstanding securities of a firm or a corporation; (ii) 10% interest in a non-public company, partnership, or association; or (iii) 5% of the total assets or gross income of the employee.

The Company's Policies and Procedures for Transactions with Related Persons also address certain types of transactions, arrangements and relationships, in which Directors (or their immediate family members or affiliated entities) may have a material interest and which, in some cases, may create a conflict of interest.

Corporate Opportunities

Directors may from time to time be offered a business opportunity that conflicts with the duty of loyalty to the Company. Directors may not appropriate for themselves an opportunity that rightfully belongs to the Company. Determining whether an opportunity rightfully belongs to the Company depends on a number of facts and circumstances, including: (i) the link between the Company's business and the opportunity; (ii) the Company's interest in, or expectation of, the opportunity; (iii) the Company's financial ability to exploit the opportunity; (iv) whether the opportunity was presented to the Director in a personal or business capacity; (v) whether the Director would use Company property, information or the Director's position as a Director to benefit personally in pursuing the opportunity; and (vi) whether the Director would be competing against the Company. If the Director advises the Company fully about such an opportunity, and the Company determines not to pursue such opportunity, the Director may pursue the opportunity for his or her personal benefit, subject of course to there being no conflict with any other aspect of the Director's duty of loyalty to the Company.

Candor

In general, Directors are required to disclose all non-public information in the Director's possession that is relevant to the matter under consideration. A Director should abstain from discussing and voting on a matter if he/she has material non-public information about the matter, but is unable to disclose it to the Board (for example, because of a competing duty of loyalty to another company).

Confidentiality

Pursuant to their fiduciary duties of loyalty and care, Directors are required to protect and hold confidential all non-public information obtained due to their directorship position absent the express permission of the Board to disclose such information. Accordingly, no Director shall:

- (i) use Confidential Information for his or her own personal benefit or to benefit persons or entities outside the Company;
- (ii) disclose Confidential Information outside the Company, either during or after his or her service as a Director of the Company, except with authorization of the Board of Directors or as may be otherwise required by law.

For purposes of this Code, “Confidential Information” means all non-public information (whether or not material to the Company) entrusted to or obtained by a Director by reason of his or her position as a Director of the Company. It includes, but is not limited to, non-public information that might be of use to competitors of, or harmful to, the Company, its customers or suppliers or other stakeholders if disclosed, such as:

- (i) non-public information about the Company’s financial condition, projections, forecasts, prospects or plans;
- (ii) non-public information regarding the Company’s marketing and sales programs, research and development, new product launches or initiatives, or leadership succession plans for the Company’s senior officers;
- (iii) non-public information relating to possible business transactions such as mergers, acquisitions, divestitures or joint ventures, or possible capital transactions such as credit facilities, share repurchases, dividends or stock splits;
- (iv) non-public information concerning other companies with whom the Company may conduct business, including information about the Company’s customers, suppliers, joint venture partners, or other companies with which the Company is under an obligation of confidentiality; and
- (v) non-public information about meetings, presentations and discussions relating to issues, deliberations and decisions between and among employees, officers and Directors and their advisers, including the identity, circumstances and fact of retention of any such advisers.

Fair Dealing

Directors shall deal fairly with the Company's customers, suppliers, competitors and employees and shall not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing-practices.

Protection and Proper Use of Company Assets

Directors shall protect the Company's assets and ensure their efficient use. All Company assets shall be used for legitimate business purposes.

Compliance and Reporting

This Code shall be strictly enforced and violations will be dealt with promptly. Directors shall also comply with all applicable Company policies and guidelines, laws, rules and regulations. On election to the Board and annually thereafter, each Director shall be

required to submit an advance resignation letter that would become effective upon (1) a determination by the Board that the Director violated any provision this Code or any applicable Company policy, guideline, law, rule or regulation and (2) the Board's acceptance of such resignation.

Directors should communicate any suspected violations of this Code, other Company policies and guidelines, laws, rules or regulations promptly to the Chair of the Audit Committee or the Chair of the Board for review by the Board or by a person or persons designated by the Board.

Directors should also promote ethical behavior and provide oversight to ensure that the Company: (i) encourages employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation and to report violations of laws, rules, regulations or the Company's Code of Conduct to appropriate personnel; and (ii) informs employees that the Company will not permit retaliation for reports made in good faith.

Waivers and Amendments

Any waiver of any provision of this Code for any Director may only be granted by the Board and will be disclosed as required by applicable law. Amendments to this Code must be approved by the Board. This Code, as amended, will be posted on the Company's website.

Effective July 1, 2015