

W. R. GRACE & CO.
CORPORATE RESPONSIBILITY COMMITTEE CHARTER

Purpose

The purpose of the Corporate Responsibility Committee is to assist the Company's Board of Directors and management in addressing the Company's environmental and social responsibilities (including its responsibilities to its various stakeholders, such as shareholders, customers, employees and the communities in which the Company operates). Consistent with this function, the Committee should take a proactive role in counseling and advising management with respect to:

1. The development, implementation and continuous improvement of procedures, programs, policies and practices relating to the Company's environmental and social responsibilities.
2. Adherence to those procedures, programs, policies and practices at all levels of the Company.
3. Maintaining open communications to assure that issues are brought to the attention of and considered by all appropriate parties.

The Committee should address the Company's responsibilities in a wide range of areas, including: ethical business practices; diversity and inclusion initiatives; corporate contributions and community service programs; corporate training programs; sustainability; environmental, health and safety matters (including, but not limited to, compliance with governmental regulations); and political activities. However, this list is not intended to be exhaustive; rather, the Committee should address topical and other issues that may arise as the nature of the Company's businesses and responsibilities changes over time.

Committee Membership

The Committee shall consist of no fewer than three members of the Board. All members of the Committee shall meet the independence standards of the New York Stock Exchange, and any other applicable laws or regulations. The Board shall appoint the members of the Committee, including the Committee chair. The Committee may form and delegate authority to subcommittees when appropriate; a subcommittee may consist of one or more members. The Board may remove Committee members with or without cause.

Responsibilities and Duties

The Committee is expected to carry out the following responsibilities and duties:

1. Meet at least two times per year, or more frequently as circumstances dictate.
2. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.

3. In consultation with management and/or other Committees of the Board: (a) evaluate the Company's procedures, programs, policies and practices with respect to its environmental and social responsibilities, and (b) in appropriate circumstances, recommend the amendment of the foregoing and/or the adoption of new procedures, programs, policies and/or practices.
4. See that appropriate action is taken to assure compliance, and to correct noncompliance, with the Company's procedures, programs, policies and practices relating to its environmental and social responsibilities.
5. Review and make recommendations with respect to the Company's political activities, including political contributions, the Company's positions with respect to pending legislative and other initiatives, and political advocacy activities of the Company.
6. Assist management and the Board in determining appropriate responses to, and in otherwise addressing, proposals submitted by shareholders (pursuant to rules of the Securities and Exchange Commission) for inclusion in the Company's proxy statements and consideration at its shareholder meetings, to the extent that such proposals relate to the Company's environmental and social responsibilities.
7. Review legal, regulatory and other matters relating to the Company's environmental and social responsibilities that may have a significant impact on the Company in any manner and make recommendations with respect thereto. As part of these responsibilities, this Committee shall take steps to ensure that reasonable and adequate systems are in place to ensure the Company's compliance with governmental regulations relating to environmental, health and safety matters.
8. Review management's initiatives to promote diversity and inclusion in its talent acquisition, development, and retention programs.
9. Review sustainability matters relating to the social and environmental impact of the Company's operations, products and supply chain, and its goals, disclosures and reporting protocols.
10. Report Committee actions to the Board with such recommendations as the Committee may deem appropriate.
11. Conduct or authorize studies, reviews and/or inquiries into any matters within the scope of the Committee's responsibilities.

Approved by the Board of Directors
Date: January 23, 2020