

## **W. R. GRACE & CO.**

### **COMPENSATION COMMITTEE CHARTER**

#### **Purpose**

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (Board) is to: (1) approve all compensation actions with respect to non-employee members of the Board and executive officers of the Company; (2) evaluate and approve and, where required, recommend to the Board for its approval, the Company's annual and long-term incentive compensation plans (including equity-based plans); (3) produce and approve an annual report on executive officer compensation as required by applicable law; and (4) oversee succession plans for the Chief Executive Officer (CEO) and other executive officers.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's By-laws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval. While acting within the scope of powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board.

#### **Committee Membership**

The Committee shall consist of no fewer than three members. All members of the Committee shall: (a) meet the independence requirements of the New York Stock Exchange (NYSE); (b) have the experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee; and (c) meet any other applicable laws or regulations including requirements under the federal securities laws, including Rule 16b-3 under the Securities Exchange Act of 1934, as amended (Exchange Act), and, to the extent applicable, the Internal Revenue Code of 1986, as amended.

The Board shall appoint the members of the Committee, including the Committee Chair, annually. The Board may remove Committee members with or without cause. Any member of the Committee may resign at any time by giving written notice of his or her resignation to the Chair of the Committee.

#### **Committee Authority and Responsibilities**

1. The Committee's compensation philosophy is to attract, retain and motivate employees to perform in the best interests of the Company and its shareholders. The Committee shall review compensation policies and plans that impact the executive officers of the Company to determine the

extent to which this philosophy is supported and that such policies and plans allow the Company to attract, retain and motivate the talent required, and may make such adjustments to such policies and plans as the Committee may determine appropriate.

2. The Committee shall review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the CEO's performance in light of those goals and objectives, and have sole authority to determine and approve the CEO's compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee shall consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.
3. The Committee shall annually review and approve, for the CEO and the other executive officers of the Company: (a) annual base salary; (b) annual incentive compensation; (c) long-term incentive compensation; (d) employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if appropriate; and (e) any special or supplemental benefits, including for any individual who was formerly CEO or an executive officer of the Company. The CEO shall not be present during any Committee deliberations or voting with respect to the CEO's compensation.
4. The Compensation Committee shall annually review and make recommendations to the Board with respect to the compensation of non-employee directors.
5. The Committee shall review new executive compensation programs and evaluate whether existing executive compensation programs are achieving their intended purposes. The Committee may elect to approve an overall annual cash incentive pool that is distributed to non-executive officers.
6. The Committee shall make recommendations to the Board with respect to equity compensation plans. Where appropriate or required by law, the Committee shall also recommend equity compensation plans for shareholder approval.
7. The Committee shall administer the Company's equity incentive plans, including the review and grant of stock option and other equity incentive awards. The Committee is authorized to delegate to any one or more directors (which person(s) need not be members of the Committee) and/or executive officers, to the extent permitted by applicable law, regulations and NYSE rules, the authority to review and grant, as the act of the Committee and of the Board, stock options and other equity incentive grants to eligible employees other than the CEO and the other executive officers.

8. The Committee shall review annually the Company's overall compensation policies and philosophy for consistency with the Company's growth, productivity, profitability and risk management goals. The Committee shall review annually incentive compensation arrangements to confirm that incentive compensation arrangements do not encourage unnecessary risk-taking.
9. The Committee shall review and approve the lists of peer group companies to which the Company shall compare itself for compensation purposes.
10. The Committee shall review and make recommendations with respect to the results of say-on-pay voting, and shareholder proposals related to compensation matters. The Committee shall also review and recommend to the Board the frequency of say-on-pay votes, taking into account the results of the most recent shareholder advisory vote on frequency of say-on-pay votes required by Section 14A of the Exchange Act.
11. The Committee shall oversee the development of succession plans for the CEO and the other executive officers.
12. The Committee may form and delegate authority to subcommittees when appropriate and in accordance with applicable law; a subcommittee may consist of one or more members.
13. The Committee shall make regular reports to the Board.
14. The Committee shall produce an annual report on executive compensation for inclusion in the Company's annual proxy statement as required by applicable law, regulations and rules promulgated by the SEC and NYSE. The Committee shall review and discuss with management annually the required Compensation Discussion and Analysis ("CD & A") disclosures and, based on this review and analysis, determine whether or not to recommend to the Board the CDA's inclusion in the Company's proxy statement and incorporation by reference into its annual report on Form 10-K.
15. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee. The Committee may also, in its sole discretion, obtain the advice of in-house legal counsel.
16. The Committee may select a compensation consultant, legal counsel or other adviser to the Committee, but only after taking into consideration, all

factors relevant to that person's or entity's independence from management including the following:

- a. the provision of other services to the Company by such person or entity;
- b. the amount of fees received from the Company by such person or entity, as a percentage of the total revenue of such person or entity;
- c. the policies and procedures of such person or entity that are designed to prevent conflicts of interest;
- d. any business or personal relationship of such person or entity with a member of the Committee;
- e. any business or personal relationship of such person or entity with an executive officer of the Company;
- f. any stock of the Company owned by such person or entity; and
- g. any business or personal relationship of such person or entity with an executive officer of the Company.

The Committee shall also review any other factors that may be required by, and report factors that are relevant to that person's independence from management, as required by applicable law, regulation or NYSE listing requirements. The Committee shall conduct the independence assessment outlined above with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee, other than (i) in-house legal counsel; and (ii) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under NYSE or Securities and Exchange Commission regulations: consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice.

17. The Committee shall 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.

**Approved by the Board of Directors**

**Date: February 25, 2021**