

AXALTA COATING SYSTEMS LTD.
ENVIRONMENT, HEALTH, SAFETY AND SUSTAINABILITY COMMITTEE
CHARTER

This Environment, Health, Safety and Sustainability Committee Charter (the “Charter”) was adopted by the Board of Directors (the “Board”) of Axalta Coating Systems Ltd., a Bermuda exempted company (the “Company”), effective as of February 28, 2017.

I. Purpose

The purpose of the Environment, Health, Safety and Sustainability Committee (the “Committee”) is to assist the Board in fulfilling its oversight responsibility for the Company’s policies, practices and performance with respect to environmental, health, safety and sustainability matters.

II. Membership

The Committee shall consist of at least two (2) directors.

The members of the Committee shall be appointed and may be removed, with or without cause, by the Board. Unless designated by the Board, the Committee may designate a chair of the Committee (the “Chair”) by majority vote of the full Committee membership.

III. Meetings, Procedures and Authority

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s Bye-Laws that are applicable to the Committee.

A majority of the total number of Committee members shall constitute a quorum of the Committee, and the Committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous written consent. In the event that a quorum is not present, a majority of the Committee members present may appoint any non-management director present as a substitute Committee member for such meeting for the purpose of establishing a quorum.

The Committee shall meet at least once annually, or more frequently as circumstances dictate.

The Committee has the authority to retain any advisors that the Committee believes to be desirable and appropriate. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such advisers.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, and the Company’s Bye-Laws.

IV. Duties and Responsibilities

1. *Risk Oversight.* The Committee shall oversee management's monitoring and enforcement of the Company's policies to protect the health and safety of employees, contractors, customers, the public and the environment.

2. *Status of EHS&S Performance.* The Committee shall review the status of the Company's environmental, health, safety and sustainability performance, including processes to ensure compliance with internal policies and goals and applicable laws and regulations.

3. *Strategy.* The Committee shall review the annual strategy, objectives, policies and resources of the Company's environmental, health, safety and sustainability organization/practices as well as other functions and resources which contribute to the Company's ability to meet its sustainability goals.

4. *Material Matters.* The Committee shall review (i) any material compliance issues with environmental, health, safety and sustainability laws/regulations, (ii) any material pending or threatened administrative, regulatory or judicial proceedings regarding environmental, health, safety or sustainability matters, and (iii) management's response to the foregoing material matters.

5. *Current Trends.* The Committee shall review the management of material environmental, health, safety and sustainability issues.

6. *Reports to the Board of Directors.* The Committee shall report regularly to the Board regarding the activities of the Committee.

7. *Committee Self-Evaluation.* The Committee shall at least annually perform an evaluation of the performance of the Committee.

8. *Review of this Charter.* The Committee shall review and assess, at least annually, this Charter and submit any recommended changes to the Board for its approval.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.