

GEORGIA GULF CORPORATION
Charter Of The Compensation Committee
Of The Board of Directors
(Adopted December 10, 2003)

I. Statement of Purpose

The Compensation Committee (the "Committee") is a standing committee of the Board of Directors (the "Board") of Georgia Gulf Corporation (the Company"). The purpose of the Committee is to discharge the responsibility of the Board relating to compensation of the Company's Directors and executive officers. The Committee shall also prepare a report on executive compensation for inclusion in the Company's annual proxy statement.

II. Duties and Responsibilities

The following shall be the principal responsibilities of the Committee:

A. Goals and Objectives. The Committee shall review and approve periodically, but no less frequently than annually, the Company's goals and objectives relevant to compensation of the Chief Executive Officer, including the balance between short-term compensation and long-term incentives, shall evaluate the performance of the Chief Executive Officer in light of those goals and objectives and shall set the compensation level of the Chief Executive Officer based on such evaluation.

B. Incentive Compensation Plans. The Committee shall make recommendations to the Board with respect to the establishment and terms of incentive compensation plans and equity-based plans.

C. Director Compensation. The Committee shall review the compensation of the Board and recommend changes thereto to the full Board from time to time.

D. Performance Evaluation. The Committee shall perform an annual evaluation of the Committee itself.

E. Reports. The Committee shall report its activities to the Board in a timely manner.

III. Organization

A. Members. The members of the Committee shall be appointed by the Board and shall meet the independence requirements of applicable law and the listing standards of the New York Stock Exchange, the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the requirements of a "non-employee director" for purposes of Section 16 of the Securities Exchange Act of 1934, as amended. The Committee shall be comprised of at least two members. Committee members may be removed by the Board. The Board shall also designate a Committee Chairperson.

C. Meetings. In order to discharge its responsibilities, the Committee shall each year establish a schedule of meetings; additional meetings may be scheduled as required.

D. Quorum; Action by Committee. A quorum at any Committee meeting shall be at least two members. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held (or where the Committee consists of only two members, by unanimous vote). Any decision or determination of the Committee confirmed in writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.