

**CHARTER
OF THE
COMPENSATION COMMITTEE
OF
ARCH CHEMICALS, INC.**

Effective April 28, 2005

MEMBERSHIP

The Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Arch Chemicals, Inc. (the "Corporation") will consist of three or more Directors all of whom are independent as defined by the Corporation's Principles of Corporate Governance. The Committee will consist of only those Directors who qualify (i) as an "outside Director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986 (the "Code"), (ii) as a "Nonemployee Director" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended; and (iii) as an "independent" director as determined under the rules of the New York Stock Exchange as in effect from time to time. Each member of the Committee shall be appointed by the Board from among its members and shall serve until such member's successor is duly appointed and qualified or until such member's resignation or removal of the Board. The Chair will be rotated among members periodically at the discretion of the Board.

PURPOSE

The purposes of the Committee will be to:

1. ensure that the officers of the Corporation are effectively compensated by establishing competitive total compensation opportunities for the Chief Executive Officer and such other Section 16 executive officers ("Executive Officers") which are designed to align the interests of such officers with those of the Corporation's shareholders; and
2. establish the compensation of non-employee members of the Board as a group; and
3. assist the Board in carrying out other functions pertaining to compensation of other employees.

The purposes of the Committee shall remain flexible in order that the Committee is in the best position to react to changing conditions and to assure the Board and

shareholders that the Corporation is best able to attract and retain officers and Directors of the highest quality. The Committee shall be given the resources, both internal and external, necessary to perform its function.

DUTIES AND RESPONSIBILITIES

The Committee will:

1. approve annually the total compensation opportunities for the Chief Executive Officer and such other Executive Officers including the annual base salary, annual incentive bonus and the long-term incentive award component of such opportunity;
2. approve the measures, goals, payout matrices or formulae, and actual payouts under, and certify performance for, and administer, the Senior Management Incentive Compensation Plan as provided in such plan, Arch Annual Incentive Plan and such other short-term incentive plans adopted by this Committee or the Board from time to time, all with respect to the Chief Executive Officer and such other Executive Officers ;
3. at least annually review and recommend to the Board the form and amount of non-employee director compensation, and any additional compensation to be paid for service on Board committees or for service as a chairperson of a committee;
4. administer the 1999 Long-Term Incentive Plan and the Arch Chemicals, Inc. 1999 Stock Plan for Non-employee Directors;
5. adopt amendments to and take such other action with respect to pension plans (whether qualified or non-qualified including any thrift or savings plan and the Supplemental Contributing Employee Ownership Plan), such authority to be nonexclusive and concurrent with any other authority given to the Pension Administration and Review Committee (or other duly constituted committees) delegated by the Board or committee thereof;
6. approve and adopt new qualified and nonqualified employee retirement or pension plans;
7. approve the termination of qualified and nonqualified retirement or pension plans;
8. establish the criteria for determining the annual performance match for participants in the Contributing Employee Ownership Plan ("CEOP");

9. report and make recommendations to the Board on any other matters pertaining to the pension, CEOP and other plans which the Committee deems appropriate;
10. issue the annual report on Executive Compensation that appears in the Corporation's Proxy Statement;
11. approve the form of, and eligibility for, Tier I Executive and Tier II Change in Control Agreements except to the extent otherwise delegated by the Board or the Committee;
12. review and approve severance arrangements for any Executive Officer to the extent not covered by a Tier I Executive or Tier II Change in Control Agreement or existing severance plan or policy; and
13. approve the interest rate for deferred compensation arrangements and administer the Senior Executive Pension Plan.

The Committee shall have the authority, without having to seek Board approval, to obtain, at the expense of the Corporation, advice and assistance from internal and external legal, accounting or other advisors as it deems advisable.

PROCEDURES

Regular meetings of the Committee will be at such times during the year as approved by the Committee. Meetings with members of Management and/or with advisors may be scheduled at the request of the Committee. Special meetings may be called and held subject to the Corporation's Bylaws.

The Committee shall retain a compensation consultant to assist the Committee in the evaluation of executive and director compensation. The Committee shall have the sole authority and responsibility to select, evaluate, compensate and, where appropriate, replace any compensation consultant so retained. Such consultant is accountable to the Committee and shall report directly to the Committee.

The Committee's performance shall be reviewed by the Corporate Governance Committee annually in such manner as such committee deems appropriate. The Committee may request any officer or employee of the Corporation or the Corporation's outside counsel or advisors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The Committee shall be free to talk directly and independently with any member of Management in discharging its responsibilities.

The Committee shall have the authority to conduct or authorize investigations into or studies of any matters within the Committee's scope of responsibilities.

The Committee may request that any directors, officers or other employees of the Corporation, or any other persons whose advice or counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may exclude from its meetings any persons it deems appropriate.

The Committee may form and delegate authority to subcommittees.

The Chair of the Committee will regularly report the Committee's findings, conclusions and recommendations to the Board.