

ROCKWOOD HOLDINGS, INC.

CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS

I. PURPOSE

The Corporate Governance and Nominating Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Rockwood Holdings, Inc. (the “Company”) primarily to effect the duties and assume the responsibilities set forth in Section III of this Charter.

II. ORGANIZATION

1. **Composition.** The Committee shall consist of no fewer than three members, each of whom shall be determined by the Board to be “independent” in accordance with the rules of the New York Stock Exchange; *provided, however*, that pursuant to the exemption provided to “controlled companies” by Section 303A of the Listed Company Manual of the New York Stock Exchange, for such time that the Company qualifies as a “controlled company,” the Company may avail itself of such exemption.

2. **Appointment and Removal.** The members of the Committee shall be appointed by the Board in accordance with the Company’s certificate of incorporation and the Company’s by-laws and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by the Board.

3. **Chairperson.** The Board will designate one of the members of the Committee as Chairperson. The Chairperson will be entitled to cast a vote to resolve any ties.

4. **Meetings.** The Committee shall meet at least two times annually, or more frequently as circumstances dictate. The Chairperson or any other member of the Committee may call a meeting of the Committee. A majority of the members of the Committee will constitute a quorum for the transaction of business. A majority of the members of the Committee shall be empowered to act on behalf of the Committee. Meetings may be held by telephone or by other appropriate means in accordance with the Company’s certificate of incorporation and the Company’s by-laws.

5. **Subcommittees.** The Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Committee.

6. **Advisors.** The Committee may, in its sole discretion and at the Company’s expense, retain and terminate legal, accounting and other consultants and

experts, including any search firm to be used to identify or screen director candidates, it deems necessary in the performance of its duties and without having to seek the approval of the Board.

III. RESPONSIBILITIES AND DUTIES

To fulfill its primary purpose, the Committee will perform the following with respect to the Company:

Corporate Governance

1. Develop and recommend to the Board a set of corporate governance guidelines pursuant to Section 303A(9) of the Listed Company Manual of the New York Stock Exchange and keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board for modifications in light of such developments as may be appropriate.
2. Monitor compliance with the Company's corporate governance guidelines.
3. If designated by the Board to do so, determine appropriate actions to be taken in the event of a violation of the Company's Code of Business Conduct and Ethics or Code of Ethics for Executive Officers and Financial Officers.
4. Review the adequacy of the Company's certificate of incorporation and the Company's by-laws and make recommendations to the Board, as conditions dictate, that it propose amendments of the certificate of incorporation and by-laws for consideration by the Board or stockholders, as applicable.
5. Receive communications from stockholders directed to the Board and non-management members, including stockholder proposals regarding director nominees to the Board.
6. Review policies relating to meetings of the Board. This may include meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.

Board Selection, Composition and Evaluation

1. Develop and recommend to the Board criteria for selecting new directors to serve on the Board, which will include those qualities set forth from time to time in the Company's corporate governance guidelines.
2. Identify and screen individuals believed to be qualified as candidates to serve on the Board and select, or recommend that the Board select, the candidates for all directorships to be filled by the Board or by the stockholders at an annual or special meeting.

3. Review and recommend to the Board, or determine, whether members of the Board should stand for re-election.
4. Evaluate candidates for nomination to the Board, including those recommended by stockholders. Adopt procedures for the submission of recommendations by stockholders as it deems appropriate. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
5. Consider questions of independence and possible conflicts of interest of members of the Board and executive officers, and whether a candidate has special interests or a specific agenda that would impair his or her ability to effectively represent the interests of all stockholders.
6. Review the composition and size of the Board and recommend to the Board, as the Committee deems appropriate, any appropriate changes.
7. Oversee the evaluation of the Board and individual Board members at least annually and as circumstances otherwise dictate.
8. The responsibilities and duties of the Committee shall be subject to the provisions of the Stockholders Agreement, dated as of July 29, 2004, including the right of the DLJ Group (as defined in the Stockholders Agreement) to designate at least one member of the Board for so long as it holds at least 10% of the Company's outstanding common stock.

Committee Selection, Composition and Evaluation

1. Recommend members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the corporate governance guidelines, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.
2. Recommend members of the Board to serve as the Chairperson of the committees of the Board.
3. Establish, monitor and recommend (i) the purpose, organization and operations of the various committees of the Board, (ii) the qualifications and criteria for membership on each committee of the Board and (iii) as circumstances dictate, make any recommendations regarding periodic rotation of the directors among the committees and impose any term limitations on service on any committee of the Board, and recommend to the Board the creation of additional committees or the elimination of committees of the Board.
4. In conjunction with each committee, periodically review the charter, composition and performance of each committee of the Board.

Management Continuity Planning

1. Oversee and approve the management continuity planning process. Review and evaluate the succession plans relating to the chief executive officer and other executive officer positions.
2. Identify and screen individuals believed to be qualified as candidates to serve as chief executive officer or in other executive officer positions and make recommendations to the Board with respect to the selection of candidate(s) for chief executive officer and select, or recommend that the Board select, candidate(s) for other executive officer positions.

Reports

1. Report regularly to the Board (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.
2. Maintain minutes or other records of meetings and activities of the Committee.

Other

1. Perform any other duties and functions relating to nominations or corporate governance with respect to the Company as may be referred to it from time to time by the Board.

IV. ANNUAL PERFORMANCE EVALUATIONS

The Committee shall perform an annual review and evaluation of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter, and report the results of such review and evaluation to the Board. In addition, the Committee shall perform an annual review and reassessment of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such reviews in such manner as it deems appropriate.