

**Charter Of The
Nominating and Corporate Governance Committee
Of The Board of Directors of
Georgia Gulf Corporation
(Adopted March 2, 2004)**

I. Statement of Purpose

The Nominating and Corporate Governance Committee is a standing committee of the Board of Directors. The purpose of the Committee is to identify individuals qualified to become members of the Board, to recommend Director nominees for each annual meeting of shareholders and nominees for election to fill any vacancies on the Board of Directors. The Committee shall also develop and recommend to the Board of Directors corporate governance principles applicable to the Company.

II. Goals and Responsibilities

The Committee shall select its recommendations for potential new directors in accordance with the criteria developed by the Board of Directors. The Board's criteria may vary for any specific Board vacancy that is created from time to time. The Committee shall confer with the Board regarding its criteria for a specific search prior to undertaking a search and confirm the criteria to be used for such search. The Committee may retain a search firm as needed to identify director candidates.

The Committee shall be responsible for the oversight of the evaluation of the Board's performance. The Committee shall perform an annual evaluation of the Committee itself.

The Committee shall report its activities to the Board of Directors in a timely manner.

III. Organization

A. *Members.* The members of the Committee shall be appointed by the Board of Directors and shall meet the independence requirements of applicable law and the listing standards of the New York Stock Exchange. The Committee shall be comprised of at least two members. Committee members may be removed by the Board of Directors. The Board of Directors shall also designate a Committee Chairperson.

B. *Meetings.* The Committee shall meet each year as is necessary to discharge its responsibilities

C. *Quorum; Action by Committee.* A quorum at any Committee meeting shall be at least two members (where the Committee is comprised of two or three members) or three members (where the Committee is comprised of four 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 only two members are present, 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.