



GREAT LAKES CHEMICAL CORPORATION GOVERNANCE AND NOMINATING COMMITTEE CHARTER

ORGANIZATION

There shall be a Governance and Nominating Committee (the "Committee") of the Board of Directors ("Board") of Great Lakes Chemical Corporation (the "Company"). The Committee shall be composed of at least three directors. All members of the Committee shall be independent directors. Members will normally include one member of each standing committee and may in addition include other directors appointed by the Board. Committee members shall continue to act until their successors are appointed by the Board, and shall be subject to removal at any time by a majority of the whole Board.

ROLE OF THE GOVERNANCE AND NOMINATING COMMITTEE

The Committee shall assist the Board in monitoring its own performance to ensure effective governance and accountability to the shareholders. The Committee shall develop and recommend governance principles for the Company and the Board and review and make recommendations to the Board regarding the role and effectiveness of the Board, the respective Board committees and individual directors in the performance of the Board's duties. The Committee shall furnish assistance and recommendations to the Board with respect to board membership and succession of directors, and shall recommend to the Board director nominees for the annual meeting of shareholders.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

1. Establish qualifications for director candidates, seek potential nominees for board membership, including consideration of suggestions submitted by shareholders, and make recommendations to the Board regarding candidates for election to the Board. The Committee shall be responsible for making determinations as to the independence of directors in accordance with the standards adopted by the Board and set forth in the Company's Governance Guidelines.
2. Develop, approve and periodically review Board policies and practices, including policies on director service and tenure and corporate governance.
3. Conduct annual evaluations of the Board's effectiveness and report results to the shareholders in the proxy statement.
4. Recommend the organization and structure of the Board; oversee the structure and effectiveness of the Board's committee system, the effectiveness of committee assignments and committee chair assignments, the effectiveness of committee operation and decision-making and the relationship between the committees and the Board.

5. Oversee the Company's positions and policies with respect to significant shareholder relations issues.
6. Conduct annual evaluations of the Committee's performance and report the results of such evaluations to the Board.
7. Perform such other duties and responsibilities as may be assigned from time to time by the Board.

CONSULTANTS

The Committee shall have authority in its discretion from time to time to retain search firms to identify and recruit director candidates, and approve the fees and other terms and conditions under which such firms are retained.

MEETINGS AND REPORTS

The Committee shall meet at least twice annually and at such other times as determined by the chair of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may from time to time delegate any of its duties and responsibilities to a subcommittee made up of one or more Committee members.

The Committee will keep regular minutes of its meetings. The Committee will prepare and submit periodic reports of its work and findings to the Board.

Adopted by the Board of Directors
on December 5, 2002

/s/Karen Witte Duros
Karen Witte Duros
Assistant Secretary