

**CHARTER
OF THE
CORPORATE GOVERNANCE COMMITTEE
OF
ARCH CHEMICALS, INC.**

Effective April 28, 2005

MEMBERSHIP

The Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Arch Chemicals, Inc. (the "Corporation") will consist of two or more Directors all of whom are independent as defined in the Principles of Corporate Governance. The Committee's composition shall also meet the independence requirements for corporate governance committees imposed by the New York Stock Exchange (the "NYSE"), 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 shall be to:

1. assist the Board in fulfilling its responsibility to the Corporation's shareholders relating to the Corporation's selection and nomination of Directors;
2. make recommendations to the Board regarding the selection of the Corporation's Chief Executive Officer and, if requested by the Board, review the Chief Executive Officer's nominees for other officers of the Corporation;
3. review corporate governance trends, issues and best practices; and
4. make recommendations to the Board regarding the adoption of best practices most appropriate for the governance of the affairs of the Board and the Corporation.

In carrying out its function, the Committee may use both internal and external resources and advisors as it deems appropriate.

DUTIES AND RESPONSIBILITIES

The Committee will:

Director Selection; Board Composition; Board Evaluation

1. recommend to the Board a slate of nominees to be proposed for election to the Board by shareholders at annual meetings;
2. recommend individuals to fill any vacancies created on the Board;
3. make recommendations to the Board regarding the size and composition of the Board, the particular qualifications and experience that might be sought in Board nominees, and assess whether the qualifications and experience of candidates for nomination and renomination to the Board meet the then current needs of the Board;
4. seek out possible candidates for nomination and consider suggestions by directors, employees and shareholders for candidates for nomination and renomination as Directors;
5. review and make recommendations to the Board or Directors regarding the composition, duties and responsibilities of various Board committees from time to time as may be appropriate;
6. consider such other matters relating to the Director nomination process as may be requested from time to time by the Board or its Chair;
7. make a recommendation to the Board as to the class of directors in which the individual should serve in the case of an individual recommended to fill a Board vacancy created by an increase in the size of the Board;

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8. coordinate the evaluation of the Board and its committees to determine whether they are functioning effectively and meeting their objectives and goals;
9. oversee the evaluation of Management;
10. assess the adequacy of and need for additional continuing director education programs;
11. develop and recommend to the Board corporate governance guidelines for the Corporation and assess those guidelines;

12. review corporate governance trends, issues and best practices;

Other

13. make recommendations to the Board regarding the selection of the Corporation's Chief Executive Officer and, if requested by the Board, review the Chief Executive Officer's nominees for other offices of the Corporation; and
14. review and advise the Board on such matters as protection against liability and indemnification.

DIRECTOR SELECTION CRITERIA

It is the Corporation's desire to select individuals for nomination to the Board who are most highly qualified and who, if elected, will have the time, qualifications and dedication to best serve the interests of the Corporation and its shareholders, taking into account such persons' skills, expertise, breadth of experience, knowledge about the Corporation's businesses and industries, qualities and capabilities, as well as the needs and objectives of the Board and the Corporation. A person's sex, race, religion, age, sexual orientation or disability shall not be a criterion for service on the Board or election as an officer.

PROCEDURES

The Committee shall meet at such times during the year as approved by the Committee. Meetings with members of Management and/or with independent 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 may meet privately with independent advisors and shall be free to talk directly and independently with any member of Management in discharging its responsibilities.

The Committee shall review its own performance annually in such manner as it deems appropriate.

The Committee and its Chair shall each have the authority to select, evaluate, retain and terminate any search firm to be used to identify director candidates, including the authority to approve the search firm's fees and other retention terms without having to seek any Board approval.

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 or external legal, accounting or other advisors as it deems advisable.

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 and 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.