

**CHARTER
COMPENSATION AND ORGANIZATION COMMITTEE
LIVENT CORPORATION BOARD OF DIRECTORS**

COMPOSITION

The Compensation and Organization Committee of the Board of Directors (the “Committee”) shall be comprised of at least two (2) members of the Board of Directors, all of whom shall be independent under the rules of the New York Stock Exchange. In addition, it is also intended that each member of the Committee be a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934. The Chairman and the members of the Committee shall be proposed by the Nominating and Corporate Governance Committee and elected annually at the organizational meeting of the Board of Directors. Upon recommendation by the Nominating and Corporate Governance Committee, the Board of Directors may remove any member of the Committee at any time. Vacancies on the Committee shall be filled by the Board of Directors.

DUTIES AND RESPONSIBILITIES

The Committee shall review and approve executive compensation policies and practices and establish the total compensation for the President and Chief Executive Officer, other executive officers and other senior executives identified by the Committee from time to time (collectively, the “Designated Executives”). The Committee shall review and discuss with management the Company’s proxy statement section entitled “Compensation Discussion and Analysis” (CD&A), relating to executive compensation. Based on this review and discussion, the Committee shall determine whether to recommend to the Board of Directors that the CD&A be included in the Company’s proxy statement.

The Committee shall oversee the evaluation of management in conjunction with its review of executive compensation recommendations.

The Committee shall also review significant organization changes, monitor succession planning, and review and recommend to the Board of Directors candidates for officers of the Company.

The Committee shall assist the Board of Directors in its oversight of the development, implementation and effectiveness of the Company’s policies and strategies relating to its human capital management function, including, but not limited to, those policies and strategies regarding recruiting, retention, career development and progression, and employment practices. The Committee shall also review and approve human capital management disclosures made in the Company’s Form 10-K and annual proxy statement.

More specifically, the Committee shall:

1. Review the Company’s overall compensation philosophy to ensure that the policy appropriately links management interests with those of shareholders and rewards executives for their contributions. Review and approve corporate goals and objectives relevant to the compensation of the Designated Executives, with the power and authority to exercise discretion to adjust compensation based on performance relative to such goals and objectives. The President and Chief Executive Officer may not be present during the deliberations or voting regarding his or her compensation.
2. Assess whether any of the Company’s compensation policies and practices give rise to risks that are reasonably likely to have a material adverse effect on the Company.

3. Establish and determine the total compensation, including base salary, annual bonus, equity and other incentive awards for the Designated Executives, and appraise the performance of the Designated Executives in light of the corporate goals and objectives.
4. Review and approve the adoption of, material modifications to, or the termination of compensation programs that are designed primarily for Designated Executives.
5. Make all determinations necessary or advisable in the administration of the Company's incentive compensation and stock plans as amended from time to time ("ICSP"), including the determination to authorize any delegation permitted under the ICSP.
6. Approve or make recommendations to the Board of Directors with respect to the adoption or modification of Executive share ownership guidelines and monitor compliance with any adopted share ownership guidelines.
7. Review organization changes and restructuring that have significant Company and business impact, based on the proportion of the employee population, the amount of revenues involved, the amount of earnings involved, or other factors as determined by the Committee.
8. Prepare for full Board of Directors' review and approval of succession plans of both long term and emergency procedures, in the event of unexpected disability or death, for the Chief Executive Officer and other senior executive positions.
9. Review management's recommendations for officers of the Company and recommend officer candidates to the Board of Directors for their approval.
10. Review, as needed with an independent consultant, executive compensation matters and significant issues that relate to executive compensation.
11. Review the services provided by any compensation consultant to determine whether the provision of such services to the Committee has given rise to an actual conflict of interest taking into account such factors as required by the Securities and Exchange Commission and applicable law and such other factors as the Committee determines are relevant.
12. Conduct an annual self-assessment.
13. Assess the results of the most recent say-on-pay shareholder advisory vote; and recommend to the Board of Directors the frequency of holding a say-on-pay vote.
14. Review compensation practices and trends to assess the adequacy and competitiveness of the Company's executive compensation programs, including periodic review and revision of a peer group of companies against which to assess the Company's compensation programs and practices to ensure that they are competitive and supportive of the Company's strategy and objectives; however, the Committee shall exercise independent judgment in determining the appropriate levels and types of compensation to be paid.
15. Review and approve the terms of any employment agreements, severance arrangements, change in control protections and any other compensatory arrangements (including, without limitation, material perquisites) for the Company's Designated Executives.

16. Review and assess annually the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.
17. Approve and oversee the application of the Company's clawback policy and policies regarding the hedging and pledging of Company securities.
18. Prepare the Compensation Committee Report required by SEC rules to be included in the Company's annual proxy statement or Form 10-K.
19. Oversee engagement with stockholders and proxy advisory firms on executive compensation matters.

PROCEDURES

The Committee shall meet as scheduled by the Committee Chairman. The Committee Chair, in consultation with other Committee members, shall establish meeting agendas. The Committee shall meet in executive session on compensation matters pertaining to the President and Chief Executive Officer. Meetings will be with members of the Livent management and with representatives of independent consultants at the request of the Committee. Minutes of each meeting of the Committee shall be prepared and distributed to each director of the Company and the Secretary of the Company promptly after each meeting. The Committee may form and delegate authority to subcommittees, other than any power or authority required by law or stock exchange requirements to be exercised by the Board of Directors or the Committee as a whole. Delegation by the Committee to any subcommittee shall not limit or restrict the Committee on any matter so delegated. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members, and transmission of consent via email or other electronic means will be considered a writing for this purpose.

A number of directors equal to 33% or more of the Committee (but in no event fewer than two) shall constitute a quorum of the Committee for the transaction of business. A majority of members present may adjourn the meeting from time to time until a quorum is present.

The Committee shall have the sole authority to retain and supervise one or more outside advisors, including outside counsel and consulting firms, to advise the Committee on executive and director compensation matters and to terminate any retained advisor. In addition, the Committee shall have the sole authority to approve the fees of an outside advisor and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisor retained by the Committee. Prior to selecting an outside advisor, the Committee shall assess the independence of such advisor taking into account such factors as required by the New York Stock Exchange, the Securities and Exchange Commission and applicable law and such other factors as the Committee determines are relevant.

The Chairman of the Committee will report the Committee's deliberations and conclusions to the Board of Directors and the Committee will review its evaluation of the performance of the President and Chief Executive Officer with the Board of Directors in executive session.

The Committee will be assisted by the Human Resources leader designated by the CEO, who will serve as Executive Secretary to the Committee.