



Corporate Governance Guidelines

The Board of Directors (the "Board") of Albemarle Corporation, a Virginia corporation (the "Company"), has adopted the following guidelines in furtherance of its continuing effort to enhance its corporate governance. The Board and the Nominating & Governance Committee will review and amend these guidelines as they deem necessary and appropriate.

I. Governance Principles

- A. Company Leadership: The directors, together with management, set our strategic direction, review financial objectives, and establish a high ethical tone for our management and leadership.
- B. Active Board: The directors are well informed about us and vigorous in their oversight of management.
- C. Compliance with Laws and Ethics: The directors adopt and oversee enforcement of our Code of Conduct ("Code") that sets forth the ethical standards for the conduct of our business and requires strict compliance with applicable laws.
- D. Continuous Improvement: The directors remain abreast of new developments in corporate governance, and they suggest new procedures and practices, as they deem appropriate, to be implemented by management.

II. The Board of Directors

A. Board and Director Responsibilities:

The business and affairs of the Company will be managed under the direction of the Board. Each director will act in what he or she reasonably believes to be in the best interests of the Company and its stockholders and must exercise his or her business judgment.

Each director will, in the performance of such director's duties, be fully protected in relying in good faith upon the records of the Company and upon such information, opinions, reports or statements presented to the Company by any of the Company's officers or associates, or Committees of the Board, or by any other person as to matters such director reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

As a condition of service, each director will maintain the confidential nature of all Board deliberations and discussions and any non-public information about the Company.

B. Board Size and Leadership:

Given the current size of our Company and the nature of its business, a Board consisting of 7 to 13 members is appropriate. In addition, at all times, we strive to maintain a substantial majority of independent directors, along with independent Audit & Finance, Nominating & Governance, and Executive Compensation and Human Capital Committees.

We believe there are circumstances when the positions of Chair and Chief Executive Officer may be held by the same person (Chair/CEO). When the Board determines that such circumstances exist and one

individual performs both of these roles, we balance our governance structure with a designated Lead Independent Director.

When we have combined the positions of Chair/CEO, a Lead Independent Director will be elected annually by the independent directors to perform the duties specified by the Board and outlined in the Lead Independent Director Profile attached as Annex A hereto, recommended and adopted by the Nominating & Governance Committee and adopted by the Board. If we do not have an elected Lead Independent Director or an independent Chair, the Chair of our Nominating & Governance Committee will chair meetings of the independent directors and the non-management directors.

When we have a Nonexecutive (Independent) Chair, they shall coordinate with the CEO and the rest of Board and have the responsibilities as outlined in the Nonexecutive (Independent) Chair Profile attached as Annex B hereto, recommended and adopted by the Nominating & Governance Committee and adopted by the Board.

C. Board Advisors:

The Board and its committees (consistent with the provisions of their respective charters) may retain their own independent advisors, at the Company's expense, as they determine necessary or appropriate to carry out their responsibilities.

D. Director Qualification Standards:

The Board seeks members with varying professional backgrounds and other differentiating personal characteristics who combine a broad spectrum of experience and expertise with a reputation for integrity and believes that maintaining a diverse membership enhances the Board's discussions and enables the Board to better represent all of the Company's constituents. Individuals will be considered for nomination to the Board based on their business and professional experience, judgment, sexual orientation, gender or gender identity, race and ethnicity, skills, background, and such other unique characteristics as the Board deems appropriate. Accordingly, the Board is committed to actively seeking out highly qualified women and individuals from minority groups as well as candidates with diverse or nontraditional backgrounds, skills and experiences as part of the director search process. Prospective directors should also have the ability to make a significant time commitment to the Company.

The Nominating & Governance Committee will evaluate all candidates for election to the Board, regardless of the source from which the candidate was first identified, based upon the totality of the merits of each candidate, and not based solely upon minimum qualifications or attributes. A third-party search firm may be retained to assist in the identification of possible candidates for election to the Board.

E. Director Independence:

A majority of the directors shall be independent directors who satisfy the independence requirements of the NYSE. In order for a director to be considered independent by the Board, they must (a) be free of any relationship that, applying the rules of the NYSE, would preclude a finding of independence, and (b) not have a material relationship (either directly or as a partner, shareholder, or officer of an organization) with us or any of our affiliates or any executive officer of us or any of our affiliates. In evaluating the materiality of any such relationship, the Board shall consider whether disclosure of the relationship would be required by the proxy rules under the Securities Exchange Act of 1934, as

amended. If such disclosure is required, the Board must make a determination that the relationship is not material to the director or the persons or organizations with which the director has a relationship to find that the director is independent.

F. Director Service:

When a director no longer holds the principal position of employment that they held when elected to the Board by the shareholders (or appointed by the Board between Annual Meetings of Shareholders, as applicable), they shall tender a letter of resignation to the Chair (or the Lead Independent Director), who will discuss the change with the Nominating & Governance Committee. The Nominating & Governance Committee will make a recommendation to the Board regarding the director's continued service on the Board.

The Nominating & Governance Committee will periodically review the desirability of the continuing service of each director. In general, a non-management director should not stand for re-election in the year in which they reach 72 years of age, although the Board shall have the authority to grant exceptions to this limitation on a case-by-case basis.

In uncontested elections, any director who does not receive a majority of the votes cast (which means that the number of shares voted "for" a director must exceed the number of shares voted "against" a director) must tender their resignation to the Board. The Nominating & Governance Committee will make a recommendation to the Board on whether to accept the tendered resignation.

G. Other Directorships and Conflicts:

A non-management director shall not serve as a director of more than three other public companies (four total including serving as a director of the Company). A non-management director employed as chief executive officer of a publicly traded company shall not serve as a director of more than two other public companies (three total including serving as a director of the Company). Current positions held upon initial appointment to the Board in excess of these limits may be maintained unless the Board determines that doing so would impair the director's service on the Board.

A member of the Audit & Finance Committee shall not serve on more than three public company audit committees unless the Board has determined that such simultaneous service will not impair such member's ability to effectively serve on such committee, which determination shall be disclosed (as required by NYSE Rules) in the Company's annual Proxy Statement or on its website.

The CEO shall not serve as a director of more than one other public company (two total including serving as a director of the Company) or on more than one audit committee. An executive officer shall not serve as a director of more than two public companies or on more than one audit committee.

The Nominating & Governance Committee shall review and the Board shall approve any request by a director, the CEO or another executive officer to serve as a director on another public company's board. Additionally, each director is required to notify the Chair of the Nominating & Governance Committee of any conflicts or potential conflicts of interest.

H. Board Compensation:

Non-management directors currently receive compensation in the form of an annual Director Fee and, if applicable, a Chair Fee or a Lead Independent Director Fee. In addition, non-management directors receive an annual restricted stock award. Directors who are officers receive no additional compensation for service as a director. All elements of compensation and the relative mix of the elements shall be recommended by the Nominating & Governance Committee and approved at least annually by the Board.

Director's fees and benefits should not exceed what is customary for a company of the size, stature and complexity of the Company. In making such compensation determinations and in making determinations with respect to a director's independence, the Board and the Nominating & Governance Committee will consider and critically evaluate the questions that may be raised if fees and benefits exceed what is customary or if the Company makes substantial charitable contributions to organizations with which a director is affiliated, or enters into consulting contracts with (or provides other indirect forms of compensation to) a director.

I. Stock Ownership Guidelines:

The Board believes that directors and executive officers should be stockholders and have a financial stake in the Company. The Board has approved the following stock ownership guidelines for its non-employee directors and certain of its officers:

Position	Target Value
Non-Employee Directors	5x annual cash retainer
Chief Executive Officer	6x base salary
Chief Financial Officer	4x base salary
Other Executive Officers	3x base salary

Within five years of appointment to the relevant role, all non-management directors and executive officers are expected to achieve ownership of our stock equal to shares with a market value equal to the applicable target value set forth above. Upon achieving ownership of our stock in an amount at or above the required multiple, non-management directors and executive officers are permitted to sell our stock as long as, immediately following such sale, they continue to meet the multiple of retainer requirements set forth above. Additionally, non-management directors and executive officers will be deemed to be in compliance with these guidelines even if they are below the required multiple so long as, in any twelve-month period, they do not sell more than 50% of the post-tax vesting shares received by such director in such calendar year. Stock options are not counted as value owned when calculating target value.

The Nominating & Governance Committee will periodically review the stock ownership guidelines and recommend revisions to the Board as the Committee deems appropriate.

J. Director Orientation and Education:

An orientation program is provided to new directors on our mission, values, governance, compliance, and business operations. A program of continuing education is periodically provided or made available

to incumbent directors. Directors are encouraged to take advantage of outside continuing education relating to their duties as a director and to subscribe to appropriate publications at our expense.

III. Board Meetings

A. Board Meetings:

The Board meets at least four times per year and additional meetings may be called in accordance with our Bylaws. Frequent Board meetings are critical not only for timely decisions but also for directors to be well informed about our operations and issues. The Chair and CEO (or the Lead Independent Director and CEO/Chair if the Chair/CEO role is combined) shall confer to develop the agenda for Board meetings and schedules for the Board and committee meetings.

B. Committee Meetings:

Committee meetings are normally held in conjunction with Board meetings. Major committee decisions are reviewed and, if appropriate, approved by the Board. Each committee will meet as provided by applicable rules and their respective charter.

C. Executive Sessions:

The non-management directors shall meet as a group in executive session at regularly scheduled Board meetings. If not all of the non-management directors are independent, the independent directors shall meet separately as a group in executive session following the meeting of non-management directors. At these sessions, the Chair (or the Lead Independent Director) shall lead the meetings. The Chair (or the Lead Independent Director) confers with the CEO regarding any concerns, requests for changes in the Board meetings, or suggestions for future topics of discussion.

D. Materials:

Directors shall receive the agenda and materials for regularly scheduled meetings in advance with the opportunity provided for each director to request additions to the agenda. Meeting materials will be delivered to each director in sufficient time in advance of each regular meeting of the Board to permit a thorough review.

E. Attendance:

The Board intends that directors attend all Board meetings, the Company's Annual Meeting of Shareholders, and all meetings of committees on which they serve. Regularly scheduled Board and committee meetings and the Annual Meeting of Shareholders are to be attended in person or by videoconference as determined by the Chair (or the Lead Independent Director). Telephonic participation is the exception. The Board and its committees will keep minutes of their meetings. The Chair (or the Lead Independent Director) will discuss attendance with any director whose attendance falls below 75% to determine if excessive time conflicts are likely to continue and whether the director should continue to serve on the Board.

F. Meeting Conduct:

The Chair and committee chairs are responsible for conducting meetings and informal consultations and encouraging informed, meaningful, and probing deliberations. Presentations at Board meetings should

be concise and focused, and should include adequate time for discussion and decision-making. Board meetings are conducted in an environment of trust, open dialogue, mutual respect, and constructive commentary, akin to that of a high-performance team.

G. Board Contact with Operations and Management:

Senior managers attend Board meetings and meet informally with directors before and after the meetings.

Board members have full access to our management at all times through in-person, electronic, videoconference, telephonic, and written means of communication. Any such requests or meetings shall be coordinated with the CEO.

Visits to our operations will be offered, from time to time, in conjunction with regular Board meetings. The CEO, in consultation with the Chair (or Lead Independent Director), determines the appropriate sites and timing.

IV. Board Committees

To conduct its business, the Board maintains five "Standing Committees" – Audit & Finance; Executive Compensation and Human Capital; Nominating & Governance; Capital Investment; and Sustainability, Safety & Public Policy. The Board also maintains an Executive Committee. The responsibilities of the committees are set forth in the Bylaws and/or in their respective charters. The Audit & Finance, Executive Compensation and Human Capital, and Nominating & Governance Committees are composed entirely of independent directors. All committees report on their activities to the Board.

The Nominating & Governance Committee periodically reviews the Board's organization and recommends appropriate changes to the Board. All Board members are welcome to attend any committee meeting.

A calendar of agenda items for regularly scheduled Board and committee meetings is prepared annually by the CEO in consultation with the Chair (or the Lead Independent Director), committee chairs, and all interested directors.

V. Leadership Succession Planning and Performance Evaluation

A. Chief Executive Officer Performance Review:

The Executive Compensation and Human Capital Committee shall undertake and provide an annual review of the CEO's performance, including considering Board member feedback as solicited by the Chair (or the Lead Independent Director). Board members shall communicate to the Chair (or the Lead Independent Director) regarding concerns, suggestions, needs and expectations; written communication will be provided to the Chair (or the Lead Independent Director) and CEO upon the request of the Board.

B. CEO and Senior Management Succession Planning:

Succession planning sessions are held annually at a regular Board meeting. The succession planning meeting focuses on the development and succession of not only the CEO (in both ordinary course and emergency scenarios), but also the other senior executives.

The CEO succession planning process shall include a regular Board review. Any review of possible internal candidates should include: (a) readiness and potential; (b) demonstrated skills and competencies; (c) needed experience and training to fill gaps; and (d) plan for adequate exposure to Board.

C. Board and Committee Self-Evaluation:

The Nominating & Governance Committee coordinates an annual evaluation process by the directors of the Board's performance and procedures. The Chair (or the Lead Independent Director) informally consults with each of the directors as part of the evaluation. The qualifications and performance of all Board members are reviewed in connection with their re-nomination to the Board.

Each Standing Committee conducts an annual self-evaluation of their performance and procedures, including the adequacy of their charters, and makes recommendations, if any, to the Board as to proposed changes to their charter resulting from such review.

VI. Shareholder Communications

Shareholders may communicate with the Board by sending written correspondence to the Chair of the Nominating & Governance Committee at our headquarters in Charlotte, North Carolina and by email at governance@albemarle.com. Financial and accounting matters may also be sent directly to the Audit and Finance Committee at audit.chair@albemarle.com.

The Chair of the Nominating & Governance Committee and their duly authorized agents shall be responsible for collecting and organizing communications from shareholders. Absent a conflict of interest, the Chair of the Nominating & Governance Committee is responsible for evaluating the materiality of each shareholder communication and determining whether further distribution is appropriate, and, if so, whether to distribute to: (i) the full Board, (ii) one or more Committee members, (iii) one or more Board members, and/or (iv) other individuals or entities.

The CEO and his designees will generally be responsible for communication with the press and investors.

VII. Posting Requirement

The Company shall post these guidelines on the Company's website as required by applicable rules and regulations. In addition, the Company shall disclose in its Proxy Statement that a copy of these guidelines is available on the Company's website.

These Corporate Governance Guidelines were amended and restated on [October 23, 2023], and were last reviewed on [October 23, 2023].

Annex A

Lead Independent Director Profile

When the Board determines that circumstances exist when the same person should hold the position of Chair and CEO (Chair/CEO), the Board considers it appropriate to designate an independent director to serve in a lead capacity to coordinate the activities of the other independent directors and non-management directors and to perform such other duties and responsibilities as the Board may determine. The specific responsibilities of the Lead Independent Director shall include:

1. Assist the Board in assuring effective governance.
2. Ensure that the Board and its committees function independently of management of the Company.
3. Chair Board meetings when the Chair/CEO is not present or when there is any potential conflict.
4. Confer with the Chair/CEO to develop the agenda for the Board of Director meetings and schedules for the Board of Directors and committee meetings.
5. Evaluate and oversee with the Chair/CEO the quality, quantity, and timeliness of the information submitted by the Company's management to the independent directors.
6. Retain advisors and consultants at the request of the independent directors.
7. Serve on the Executive Committee of the Board.
8. Call meetings and set agendas for executive sessions of the independent and non-management directors.
9. Act as a liaison among the independent directors and non-management directors and the Chair/CEO and senior management.
10. Coordinate the activities of the other independent directors.
11. Confer with the Nominating & Governance Committee Chair and the Chair/CEO as to the membership of the various Board committees and committee chairs.
12. Coordinate with the Nominating & Governance Committee Chair and the Chair/CEO in the performance evaluation of the Board and Board committees.
13. Coordinate with the Executive Compensation and Human Capital Committee Chair in the performance evaluation of the Chair/CEO.
14. Perform such other duties and responsibilities as may be delegated to the Lead Independent Director by the Board from time to time.

Appointment: The independent directors shall annually elect the Lead Independent Director from among the independent members of the Board.

Fees: In addition to the cash and stock retainers paid to all non-management directors, the Lead Independent Director shall be paid a fixed amount determined by the Nominating & Governance

Committee. The Lead Independent Director shall receive additional compensation should they chair a committee.

Annex B

Nonexecutive (Independent) Chair Profile

The responsibilities of the Nonexecutive (Independent) Chair (NEC) shall include:

1. Manage the Board with a focus to improve and maximize the governance process, including:
 - a. Chair Board meetings and executive sessions of non-management and independent directors;
 - b. In coordination with the CEO, set Board agenda and determine priorities for meetings; and
 - c. Evaluate and provide feedback to the CEO on quality, quantity, and timeliness of information received from management.
2. Facilitate communication among the directors and management, including:
 - a. Should a situation arise, decide to serve as the spokesperson for the Board;
 - b. Maintain regular communication with other directors;
 - c. Maintain open and frequent communication with the CEO; and
 - d. Serve as interface between Board and management, providing feedback to management from Board and from management to Board.
3. Succession planning for the CEO and Board, including:
 - a. Lead role in CEO succession planning in conjunction with the Executive Compensation and Human Capital Committee; and
 - b. Actively participate in Board succession planning, in coordination with the CEO and Nominating & Governance Committee.
4. Board evaluation, development and composition including:
 - a. Lead role in annual evaluation of Board and directors in conjunction with the Nominating & Governance Committee;
 - b. Have primary responsibility for director development, including speaking with directors about their strengths and weaknesses, resolving problems and conflicts, and enacting changes as needed; and
 - c. Confer with the Nominating & Governance Committee Chair and the CEO as to the membership of the various Board Committees and committee chairs.
5. Retain advisors and consultants at the request of the independent directors.
6. Serve on the Executive Committee of the Board.

7. Coordinate with the Executive Compensation and Human Capital Committee Chair in the performance evaluation of the CEO.
8. Chair the Annual Meeting of Shareholders, including leading the administrative portion of the meeting.
9. Perform such other duties and responsibilities as may be delegated to the NEC by the Board from time to time.

Appointment: The independent directors shall annually elect the NEC from among the independent members of the Board.

Fees: In addition to the cash and stock retainers paid to all non-management directors, the NEC shall be paid a fixed amount to be determined by the Nominating & Governance Committee. The NEC shall receive additional compensation should they chair a committee.