Huntsman CORP
Form PRE 14A
March 15, 2016

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ý

Filed by a Party other than the Registrant o

Check the appropriate box:

ý Preliminary Proxy Statement

o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

o Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material under §240.14a-12

HUNTSMAN CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

ý No fee required.

o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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PRELIMINARY PROXY STATEMENT
SUBJECT TO COMPLETION
DATED MARCH 15, 2016

AN INVITATION FROM HUNTSMAN'S LEADERSHIP

DEAR FELLOW STOCKHOLDER:

We are pleased to invite you to attend Huntsman Corporation's 2016 Annual Meeting of Stockholders, which will be held on May 5, 2016, at 8:30 a.m., local time, at The Westin The Woodlands, 2 Waterway Square Place, The Woodlands, Texas 77380.

At this year's Annual Meeting, we will consider the matters described in this Proxy Statement. It is important that you use this opportunity to take part in the affairs of our company by voting on the business to come before the Annual Meeting.

2015 was a transition year for our company, during which we made significant progress. We successfully executed a number of initiatives that position us for future long term prosperity, including increased capital investments, significant restructuring and meaningful asset maintenance. Notwithstanding a challenging economic backdrop, we delivered strong financial results and our financial condition remains solid.

We believe that our strategy and corporate vision will lead to a more representative reflection of the underlying value of our business as reflected in our total stockholder return going forward.

Please vote as soon as possible

This Proxy Statement contains important information and you should read it carefully. Whether or not you plan to attend the Annual Meeting, we ask that you vote as soon as possible. You may vote by proxy via the Internet or telephone, or if you received paper copies of the proxy materials via mail, you can also vote by mail by following the instructions on the proxy card or voting instruction card or the information forwarded by your broker, bank or other holder of record. For detailed information regarding voting instructions, please refer to the accompanying Proxy Statement.

PETER R. HUNTSMAN
President and
Chief Executive Officer

JON M. HUNTSMAN
Executive Chairman
of the Board

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HUNTSMAN CORPORATION
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO THE STOCKHOLDERS OF HUNTSMAN CORPORATION:

The 2016 Annual Meeting of Stockholders of Huntsman Corporation will be held at 8:30 a.m., local time, on May 5, 2016, at The Westin The Woodlands, 2 Waterway Square Place, The Woodlands, Texas 77380. We are holding the Annual Meeting for the following purposes:

1. To elect as Class I directors the six nominees named in the accompanying Proxy Statement.

2. To approve on a non-binding advisory basis the compensation of our named executive officers.

3. To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 31, 2016.

4. To approve the Huntsman 2016 Stock Incentive Plan reserving [•] shares for issuance under such plan and the material terms thereof for the purpose of complying with the stockholder approval requirements of Section 162(m) of the Internal Revenue Code.

5. To approve the Board of Directors' proposal to allow stockholders to request special meetings of stockholders.

6. To vote on a proposal submitted by a stockholder regarding special meetings of stockholders, if properly presented at the meeting.

7. To vote on a proposal submitted by a stockholder regarding majority voting for the election of directors, if properly presented at the meeting.

8. To transact such other business as may properly come before the Annual Meeting and at any adjournments or postponements of the Annual Meeting in accordance with our Bylaws.

The above matters are fully described in the accompanying Proxy Statement, which is part of this notice. We have not received notice of any other matters that may be properly presented at the Annual Meeting.

Only stockholders of record at the close of business on March 11, 2016 are entitled to vote at the Annual Meeting. A list of stockholders entitled to vote at the Annual Meeting will be available for inspection at our principal executive offices at 10003 Woodloch Forest Drive, The Woodlands, Texas 77380 for 10 days prior to the Annual Meeting, beginning on April 25, 2016. If you would like to review the stockholder list during ordinary business hours, please contact Huntsman Investor Relations at 801-584-5860 or via email at *ir@huntsman.com* to schedule an appointment.

Even if you plan to attend the Annual Meeting, please vote by proxy via the Internet or telephone, or if you received paper copies of the proxy materials by mail, you can also vote via mail by following the instructions on the proxy card or voting instruction card or the information forwarded by your broker, bank or other holder of record. Please vote as promptly as possible to ensure that your shares are represented. Even if you have voted your proxy, you may still vote in person if you attend the Annual Meeting. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote in person at the Annual Meeting, you must obtain a proxy issued in your name from such broker, bank or other nominee.

By Order of the Board of Directors,

, 2016

David M. Stryker
Secretary

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PARTICIPATE IN OUR FUTURE, VOTE NOW

Your vote is important to us and allows you to participate in the future of our company.

Please cast your vote as soon as possible on the items listed below to ensure that your shares are represented.

PROPOSALS REQUIRING YOUR VOTE

		Board Recommendation	Unvoted Shares	Abstentions	Votes Required for Approval
PROPOSAL 1	Election of Directors	**FOR** each nominee	Do not count	Do not count	Plurality of the votes cast
PROPOSAL 2	Non-Binding Advisory Vote on Named Executive Officer Compensation	**FOR**	Do not count	Count as a vote against	Majority of shares present
PROPOSAL 3	Ratification of Independent Registered Public Accounting Firm	**FOR**	Discretionary voting allowed	Count as a vote against	Majority of shares present
PROPOSAL 4	Approval of Huntsman 2016 Stock Incentive Plan	**FOR**	Do not count	Count as a vote against	Majority of shares present
PROPOSAL 5	Approval of Board's Proposal to Allow Stockholders to Request Special Meetings of Stockholders	**FOR**	Do not count	Count as a vote against	Majority of shares issued and outstanding
PROPOSAL 6	Stockholder Proposal to Allow Stockholders to Request Special Meetings of Stockholders	**AGAINST**	Do not count	Count as a vote against	Majority of shares present
PROPOSAL 7	Stockholder Proposal Regarding Majority Voting for Election of Directors	**AGAINST**	Do not count	Count as a vote against	Majority of shares present

Based on New York Stock Exchange rules, if your shares are held through a broker, bank or other nominee, they cannot vote on your behalf on non-routine matters if you do not provide voting instructions.

VOTING OPTIONS

Even if you plan to attend our 2016 Annual Meeting in person, please read this Proxy Statement with care, and vote using any of the following methods. In all cases, have your proxy card or voting instruction form in hand and follow the instructions.

VISIT THE ANNUAL MEETING WEBSITE

Visit the annual meeting website: www.proxyvote.com

- Review and download easy to read, interactive versions of our Proxy Statement and Annual Report

- Sign up for future electronic delivery to reduce costs

ATTEND OUR 2016 ANNUAL MEETING OF STOCKHOLDERS

8:30 a.m. (CDT) on Thursday, May 5, 2016
The Westin The Woodlands
2 Waterway Square Place
The Woodlands, Texas 77380

Please note that if you hold shares in "street name" (that is, in a brokerage account or through a bank or other nominee), you also will need to bring a copy of a statement reflecting your share ownership as of March 11, 2016.

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HUNTSMAN PROXY STATEMENT SUMMARY

To assist you in reviewing the proposals to be voted upon, this summary highlights information contained elsewhere in this Proxy Statement. This summary does not contain all of the information you should consider. You should read the entire Proxy Statement carefully before voting.

2016 ANNUAL MEETING OF STOCKHOLDERS

Date and Time	Place:
May 5, 2016 8:30 a.m. local time	The Westin The Woodlands 2 Waterway Square Place The Woodlands, Texas 77380

Record Date:	Common Stock Outstanding as of the Record Date:
March 11, 2016	238,162,236

MEETING AGENDA AND VOTING RECOMMENDATIONS

Agenda Item	Board Recommendation
1. Election of six Class I director nominees	**FOR** EACH NOMINEE
2. Advisory vote to approve named executive officer compensation	**FOR**
3. Ratification of appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2016	**FOR**
4. Approval of Huntsman 2016 Stock Incentive Plan	**FOR**
5. Approval of Board's Proposal to Allow Stockholders to Request Special Meetings of Stockholders	**FOR**
6. Stockholder Proposal to Allow Stockholders to Request Special Meetings of Stockholders	**AGAINST**
7. Stockholder Proposal Regarding Majority Voting for Election of Directors	**AGAINST**

BOARD NOMINEES (PROPOSAL 1)

The following table provides summary information about each director nominee.

Nominee	Age	Director Since	Principal Occupation	Committees
Peter R. Huntsman	53	2005	President and Chief Executive Officer of Huntsman Corporation (our "CEO")	Litigation
Nolan D. Archibald	72	2005	Former Executive Chairman of Stanley Black & Decker	Compensation & Governance
M. Anthony Burns	73	2010	Chairman Emeritus of Ryder System, Inc.	Audit & Governance
Sir Robert J. Margetts	69	2010	Deputy Chairman, OSJC Uralkali	Audit & Governance
Wayne A. Reaud	68	2005	Trial Lawyer	Compensation & Litigation
Alvin V. Shoemaker	77	2005	Private Investor	Compensation & Audit

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HUNTSMAN CORPORATION : PROXY STATEMENT SUMMARY

CORPORATE GOVERNANCE HIGHLIGHTS

75% of directors are independent and all members of our Audit, Compensation and Nominating and Corporate Governance Committees are independent	ü
Lead independent director, Nolan D. Archibald, chairs executive sessions of our independent directors at all regular meetings	ü
Board being declassified in stages with all directors elected annually beginning in 2017	ü
Mandatory director retirement age (subject to certain exceptions)	ü
Separation of the offices of Chairman and Chief Executive Officer	ü
No super-majority stockholder voting requirements	ü
Stock ownership guidelines for directors and executive officers	ü
Policy prohibiting short sales and hedging of shares of our common stock by directors and executive officers	ü
The Audit, Compensation and Nominating and Corporate Governance committees have authority to retain outside, independent advisers and consultants	ü
The Board and its committees exercise oversight of risks we face in a global market, including operational, financial, strategic, competitive, reputational, legal and regulatory risks.	ü
Allow stockholders to request special meetings of stockholders (proposed)	ü

EXECUTIVE COMPENSATION (PROPOSAL 2)

WE ASK THAT YOU VOTE TO APPROVE OUR SAY-ON-PAY PROPOSAL

At our 2016 Annual Meeting, our stockholders will again have an opportunity to cast an advisory say-on-pay vote on the compensation paid to our named executive officers. We ask that our stockholders vote to approve executive officer compensation. Please see "Proposal No. 2 Advisory Vote to Approve Named Executive Officer Compensation." Please also read our "Compensation Discussion and Analysis" beginning on page 26 for more information regarding our executive compensation program in 2015.

What Makes us Unique

Our Compensation Committee has established an executive compensation program for our executive officers taking into account the features of our company that make us unique:

We grew as a family business and bear the name of our founder and Executive Chairman, Jon M. Huntsman

We believe there is substantial value in our name, our history and the continued leadership of Jon M. Huntsman and Peter R. Huntsman, who has served as our CEO since 2000; their different leadership roles reflect their unique contributions

We operate five distinct global divisions, and the presidents of these divisions are held accountable for both operating and financial performance, with our CEO fulfilling many of the duties of a chief operating officer; we believe this approach places additional responsibilities on our CEO and our Division Presidents as compared to many of our peers

In our business sector, the financial measures most important to our investors are adjusted EBITDA[(1)] and cash flow and we compensate our executive officers accordingly

We maintain a close dialogue with our long-term investors regarding our business strategy, and we focus on long-term value creation for both our stockholders and debt holders

(1) Throughout this Proxy Statement, we refer to our EBITDA and adjusted EBITDA, which are non-GAAP financial measures. A presentation and reconciliation to the most directly comparable GAAP financial measures is contained on pages 63-64 of our Annual Report on Form 10-K for the year ended December 31, 2015, as filed with the SEC on February 16, 2016.

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Performance Highlights in 2015

As described in more detail throughout the "Compensation Discussion and Analysis" beginning on page 26, one of the primary objectives of our executive compensation program is to align our executive officers' pay with our performance. Specific performance highlights in 2015 include the following:

Corporate adjusted EBITDA, the primary metric by which we believe our stockholders measure the financial performance of our company, was $1,221 million

Corporate net operating cash flow, which is also an important measure of the financial performance of our company and has a significant impact on our liquidity, was $412 million

Shared services fixed costs, which is used to evaluate the ability of shared corporate departments to beat budgetary estimates, was $342 million

How We Paid for Performance in 2015

For 2015, the Compensation Committee designed our executive compensation program so that a significant majority of each officer's total target direct compensation was in the form of performance-based incentive compensation. On average, 72% of the 2015 total target direct compensation of our named executive officers (our "NEOs") was at risk, tied to specific annual performance metrics and the performance of our common stock.

Mix of Total Target Direct Compensation in 2015[1]

(1) "Total target direct compensation" consists of (i) annual base salary, (ii) the target annual cash performance award opportunity for 2015, and (iii) the aggregate grant date fair value of long-term equity incentive awards granted in 2015 in the form of stock options, restricted stock and performance share units. The amounts actually realized by our NEOs with respect to the annual cash performance awards and long-term equity incentive awards granted in 2015 depend, as applicable, on the level of attainment of the relevant performance goals and the value of our common stock when the awards vest or are exercised.

Based on our performance in 2015, during which we did not achieve adjusted EBITDA targets but had solid financial results in the face of numerous challenges, annual cash performance awards paid to all our NEOs (other than Mr. Turner) for 2015 were below their respective target award levels, thereby aligning their pay with our overall performance for the year.

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The chart below demonstrates the alignment of our CEO's total direct compensation with our performance in adjusted EBITDA and in adjusted EBITDA excluding our Pigments & Additives business over the last five years. We show results without our Pigments & Additives segment due to the volatile and cyclical nature of the titanium dioxide business within the segment. We believe this chart demonstrates the alignment of our CEO's pay with the businesses we believe our executive officers are able to more directly influence. As we have stated publicly, we remain committed to the separation of our titanium dioxide business.

5-Year Adjusted EBITDA vs. CEO Total Direct Compensation[(1)]

(1) "Total direct compensation" consists of (i) annual base salary, (ii) the annual cash performance award paid with respect to services for the applicable year, and (iii) the aggregate grant date fair value of long-term equity incentive awards granted during the applicable year in the form of stock options, restricted stock and, beginning in 2015, performance share units. See "Executive Compensation Summary Compensation Table" for total compensation paid to our CEO and other named executive officers for 2015.

Realizable Pay

As a result of the link between pay and performance at the core of our incentive plans, the 2015 realizable pay for our CEO of $5.4 million was below his 2015 targeted total direct compensation of $12.1 million. Realizable pay is the sum of: (1) salary, (2) actual cash performance award paid for a fiscal year, and (3) unvested performance shares valued at target, the value of restricted stock awards and the "in-the-money" value of stock options granted for a fiscal year, and in each case for 2015, calculated using the Company's $11.37 stock price on December 31, 2015. Realizable pay assumes equity awards are 100% vested upon grant, even though such awards vest over a period of two or three years.

The chart below shows the difference between our CEO's total direct compensation and his realizable pay over the three-year period from 2013 to 2015. The CEO's realizable pay is approximately 47% below his targeted total direct compensation for the cumulative three-year period, including a decline of 75% in the value of his long-term equity incentives compared to their grant date fair value due to the decline in the Company's stock price in 2015.

2013-2015 Aggregate Realizable Pay

Our 2015 Say-On-Pay Result

We believe our compensation programs have been effective in implementing our primary compensation objectives. However, based in part on the results of our 2014 say-on-pay vote (approximately 75% of the total votes cast (excluding abstentions)) were in favor of our say-on-pay proposal at our 2014 annual meeting) and feedback received from our stockholders relevant to our compensation practices, the Compensation Committee made certain changes to our compensation program for 2015 to further strengthen the alignment between our pay and performance, including:

Our Response to Stockholder Feedback

We instituted grants of performance share units that vest upon the achievement of relative TSR milestones. 30% of long-term equity incentive awards granted to our executive officers in 2015 were in the form of performance share units.

We modified the Executive Chairman's annual cash performance award opportunity so that an increased portion (80%) is tied to the achievement of financial metrics and his maximum payment was reduced from $7,500,000 to $5,000,000. We also changed the Executive Chairman's long-term equity incentive award mix so that it includes stock options and performance share units in addition to restricted stock for the 2015 awards.

These changes were highlighted in our 2015 Proxy Statement and are further discussed in the "Compensation Discussion & Analysis" included herein. At our 2015 annual meeting, over 97% of the total votes cast (excluding abstentions) were in favor of our say-on-pay proposal. In determining executive compensation for 2016, the Compensation Committee considered, among other things, the overwhelming support of the

2015 say-on-pay proposal in determining not to make significant additional changes to our compensation program design at this time.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PROPOSAL 3)

We ask that our stockholders ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm for 2016.

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HUNTSMAN CORPORATION : PROXY STATEMENT SUMMARY

APPROVAL OF THE HUNTSMAN 2016 STOCK INCENTIVE PLAN (PROPOSAL 4)

In Proposal No. 4, we are seeking approval of the Huntsman 2016 Stock Incentive Plan (the "Huntsman 2016 Stock Incentive Plan") for the purpose of, among other things, (i) reserving [•] shares of common stock for issuance under the plan and (ii) obtaining approval of the material terms of the plan for purposes of complying with the stockholder approval requirements of Section 162(m) of the Internal Revenue Code. Approval of the number of shares of common stock reserved for issuance under the Huntsman 2016 Stock Incentive Plan will ensure that there are sufficient shares available to meet our needs for future grants during the coming years, which allows us to provide incentive and reward opportunities to eligible individuals and assists us in retaining a competitive edge in today's volatile business environment. Approval of the material terms of the Huntsman 2016 Stock Incentive Plan to satisfy the stockholder approval requirements of Section 162(m) of the Internal Revenue Code will allow us to fully deduct, for federal income tax purposes, awards granted under the Huntsman 2016 Stock Incentive Plan that qualify as "performance-based compensation" (within the meaning of Section 162(m) of the Internal Revenue Code).

Key features of the Huntsman 2016 Stock Inventive Plan:

- Reserves 8,225,000 shares of the Company's common stock for issuance and provides for the grant of a variety of equity-based and other incentive award types;
- Provides that awards are generally non-transferable, except to an award recipient's immediate family member pursuant to a qualified domestic relations order or by will or the laws of descent and distribution, each as permitted by the Compensation Committee;
- Does not provide for automatic award grants to any eligible individuals;
- Provides that awards may be designed to meet the requirements for deductibility as "performance-based compensation" under Section 162(m) of the Internal Revenue Code upon stockholder approval of the eligible employees, business criteria and maximum annual per person compensation limits;
- Provides limitations on the maximum number or amount of awards that may be granted to certain individuals during any calendar year;
- Provides for no repricing of stock options or stock appreciation rights without stockholder approval;
- Provides that, except under limited circumstances, options and stock appreciation rights must include a minimum one-year vesting period;
- Provides that awards are subject to potential reduction, cancellation, forfeiture, recoupment or other clawback under certain specified circumstances in accordance with our Executive Compensation Clawback Policy and any other clawback policies we adopt; and
- Provides for automatic vesting of an award solely upon the occurrence of a change in control (except as stipulated in the applicable award or other applicable agreement or if awards are not replaced or continued by the successor).

APPROVAL OF BOARD'S PROPOSAL TO ALLOW STOCKHOLDERS TO REQUEST SPECIAL MEETINGS OF STOCKHOLDERS (PROPOSAL 5)

In Proposal No. 5, we are seeking approval of the Board's proposal to allow stockholders to request special meetings of stockholders. The Board believes that providing stockholders with the right to ask the Company to call a special meeting can be an important corporate governance practice that enhances stockholder rights. It is well recognized, however, that an unlimited or unrestrained right to call for a special meeting, an extraordinary event for any public company, can be disruptive, costly, and inconsistent with the best interests of all of the stockholders. Therefore, the Board is proposing that holders of 25% of the stock in the aggregate who satisfy certain procedures and requirements have the right to request a special meeting of stockholders.

HUNTSMAN CORPORATION PROXY STATEMENT

INFORMATION ABOUT THE MEETING

GENERAL

This Proxy Statement is being furnished to the stockholders of Huntsman Corporation in connection with the solicitation of proxies by its Board of Directors (the "Board"). The proxies are to be voted at our 2016 Annual Meeting of Stockholders (the "Annual Meeting") to be held at The Westin The Woodlands, 2 Waterway Square Place, The Woodlands, Texas 77380, at 8:30 a.m., local time, on May 5, 2016, and any adjournments or postponements thereof, for the purposes set forth in the accompanying Notice of Annual Meeting. The Board is not aware of any other matters to be presented at the Annual Meeting.

The Board is soliciting your proxy to vote your shares at the Annual Meeting. We will bear the cost of the solicitation, including the cost of the preparation, assembly, printing and, where applicable, mailing of the Notice of Annual Meeting of Stockholders, this Proxy Statement, the proxy card, the Notice of Internet Availability of Proxy Materials (the "Notice of Internet Availability") and any additional information furnished by us to our stockholders. In addition to solicitation by mail, certain of our directors, officers and employees may, without extra compensation, solicit proxies by telephone, facsimile, electronic means and personal interview. We have retained D.F. King & Co., Inc. to help us distribute and solicit proxies and have agreed to pay them $14,500, plus reimbursement for out-of-pocket expenses, for these services. We will also make arrangements with brokerage houses, custodians, nominees and other fiduciaries to send proxy materials to their principals, and we will reimburse them for postage and clerical expenses.

DELIVERY OF PROXY MATERIALS

On or about March   , 2016, we mailed a Notice of Internet Availability to our stockholders of record and beneficial owners who owned shares of our common stock at the close of business on March 11, 2016. The Notice of Internet Availability contained instructions on how to access the proxy materials and vote online. We have made these proxy materials available to you over the Internet or, upon your request, have delivered paper versions of these materials to you by mail, in connection with the solicitation of proxies by our Board for the Annual Meeting.

Choosing to receive your future proxy materials by e-mail will save us the cost of printing and mailing documents to you. If you choose to receive future proxy materials by e-mail, you will receive an e-mail next year with instructions containing a link to those materials and a link to the proxy voting site. Your election to receive proxy materials by e-mail will remain in effect until you terminate it.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING

1. WHAT IS THE PURPOSE OF THE ANNUAL MEETING?

At the Annual Meeting, stockholders will vote upon the matters outlined in the Notice of Annual Meeting of Stockholders, which are (1) the election of six Class I directors, (2) a non-binding advisory vote to approve the compensation of our named executive officers, or "NEOs," (3) the ratification of Deloitte & Touche LLP as our independent registered public accounting firm, (4) the approval of the Huntsman 2016 Stock Incentive Plan (the "Huntsman 2016 Stock Incentive Plan") reserving [•] shares for issuance under such plan and the material plan terms thereof for purposes of complying with the stockholder approval requirements of Sections 162(m) of the Internal Revenue Code, (5) the approval of the Board's proposal to allow stockholders to request special meetings of stockholders, (6) the consideration of a stockholder proposal regarding special meetings of stockholders, (7) the consideration of a stockholder proposal regarding majority voting for the election of directors and (8) the consideration of any other matters properly presented at the Annual Meeting in accordance with our Bylaws. The Board is not aware of any other matters to be presented at the Annual Meeting. In addition, our management will report on our performance and respond to questions from stockholders following the adjournment of the formal business at the Annual Meeting.

HUNTSMAN CORPORATION : PROXY STATEMENT

2. WHAT IS INCLUDED IN THE PROXY MATERIALS?

The proxy materials include (1) the Notice of Annual Meeting of Stockholders, (2) this Proxy Statement and (3) the 2015 Annual Report. If you requested a paper copy of these materials by mail, the proxy materials also include a proxy card or a voting instruction card for the Annual Meeting.

Stockholders are referred to the 2015 Annual Report for financial and other information about our activities. The 2015 Annual Report is not incorporated by reference into this Proxy Statement and is not deemed to be a part hereof.

3. WHAT IS A PROXY?

A proxy is your legal designation of another person to vote the stock you own. That other person is called a proxy. If you designate someone as your proxy in a written document, that document also is called a proxy or a proxy card. Peter R. Huntsman, our President and Chief Executive Officer (our "CEO"), and David M. Stryker, our Executive Vice President, General Counsel and Secretary, will serve as proxies for the Annual Meeting pursuant to the proxy card solicited by our Board.

4. WHAT IS A PROXY STATEMENT?

A proxy statement is a document that the regulations of the U.S. Securities and Exchange Commission (the "SEC") require us to give you when we ask that you designate Peter R. Huntsman and David M. Stryker as proxies to vote on your behalf. This Proxy Statement includes information about the proposals to be considered at the Annual Meeting and other required disclosures, including information about the Board and our executive officers.

5. HOW CAN I ACCESS THE PROXY MATERIALS OVER THE INTERNET?

Your Notice of Internet Availability, proxy card or voting instruction card (as applicable) contains instructions on how to:

- view our proxy materials on the Internet; and
- instruct us to send future proxy materials to you electronically by e-mail.

If you choose to access future proxy materials electronically, you will receive an e-mail with instructions containing a link to the website where those materials are available and a link to the proxy voting website. Your election to access proxy materials by e-mail will remain in effect until you terminate it.

6. WHAT IS THE RECORD DATE AND WHAT DOES IT MEAN?

The record date for the Annual Meeting is March 11, 2016. Owners of record of our common stock at the close of business on the record date are entitled to:

- receive notice of the Annual Meeting; and
- vote at the Annual Meeting and any adjournments or postponements in accordance with our Bylaws.

At the close of business on March 11, 2016, there were 238,162,236 shares of our common stock outstanding, each of which is entitled to one vote on each item of business to be conducted at the Annual Meeting.

7. WHO MAY ATTEND THE ANNUAL MEETING?

All stockholders of record who owned shares of common stock at the close of business on March 11, 2016, or their duly appointed proxies, may attend the Annual Meeting and any adjournments or postponements thereof, as may our invited guests. "Street name stockholders," as described in Question 10 below, who owned shares of common stock at the close of business on March 11, 2016, may also attend subject to the requirements set forth in Questions 10 and 11 below. Seating is limited and admission is on a first-come, first-served basis. If you attend the Annual Meeting, you will need to bring your Notice of Internet Availability or proxy card, as applicable, a form of personal identification (such as a driver's license) and check in at the registration desk at the Annual Meeting. ***Please note that if you hold shares in "street name" (that is, in a brokerage account or through a bank or other nominee), you also will need to bring a copy of a statement reflecting your share ownership as of March 11, 2016.***

8. HOW MANY VOTES ARE REQUIRED TO HOLD THE ANNUAL MEETING?

The required quorum for the transaction of business at the Annual Meeting is a majority of all outstanding shares of our common stock entitled to vote in the election of directors at the Annual Meeting, represented in person or by proxy. Consequently, the presence, in person or by proxy, of the holders of at least 119,081,118 shares of our common stock is required to establish a quorum at the Annual Meeting. Shares that are voted with respect to a particular matter are treated as being present at the Annual Meeting for purposes of establishing a quorum.

9. WHAT IS THE DIFFERENCE BETWEEN A STOCKHOLDER OF RECORD AND A STOCKHOLDER WHO HOLDS STOCK IN STREET NAME?

Most stockholders hold their shares through a broker, bank or other nominee (i.e., in "street name") rather than directly in their own name. As summarized below, there are some distinctions between shares held of record and those held in street name.

Stockholders of Record. If your shares are registered directly in your name with our transfer agent, you are considered, with respect to those shares, the "stockholder of record." As the stockholder of record, you have the right to grant your voting proxy directly or to vote in person at the Annual Meeting.

Street Name Stockholders. If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered, with respect to those shares, the beneficial owner of shares held in "street name," and the Notice of Internet Availability or proxy materials are being forwarded to you by your broker, bank or other nominee, which is considered, with respect to those shares, the stockholder of record. As the beneficial owner, you have the right to instruct your broker, bank or other nominee how to vote and you are also invited to attend the Annual Meeting. ***However, since you are not the stockholder of record, you may not vote these shares in person at the Annual Meeting unless you obtain a signed proxy from the stockholder of record giving you the right to vote the shares.*** Your broker, bank or other or nominee has provided voting instructions for you to use in directing the broker, bank or other or nominee how to vote your shares. If you fail to provide sufficient instructions to your broker, bank or other nominee or nominee, they may be prohibited from voting your shares. See "If I am a street name holder, will my shares be voted if I do not provide my proxy?"

10. WHAT DIFFERENT METHODS CAN I USE TO VOTE?

Stockholders of Record: Stockholders of record may (1) vote their shares in person at the Annual Meeting by completing a ballot; or (2) submit a proxy to have their shares voted by one of the following methods:

By Internet. You may submit a proxy electronically on the Internet by following the instructions provided on the proxy card or Notice of Internet Availability. Please have your proxy card or Notice of Internet Availability in hand when you log onto the website. Internet voting facilities will be available 24 hours a day and will close at 11:59 p.m., Eastern Daylight Time, on May 4, 2016.

By Telephone. You may submit a proxy by telephone (from U.S. and Canada only) using the toll-free number listed on the proxy card or Notice of Internet Availability. Please have your proxy card or Notice of Internet Availability in hand when you call. Telephone voting facilities will be available 24 hours a day and will close at 11:59 p.m., Eastern Daylight Time, on May 4, 2016.

By Mail. If you received a paper copy of the proxy materials by mail, you may indicate your vote by completing, signing and dating your proxy card and returning it in the enclosed reply envelope.

Street Name Stockholders: Street name stockholders may generally vote their shares or submit a proxy to have their shares voted by one of the following methods:

By the Methods Listed on the Voting Instruction Form. Please refer to the voting instruction form or other information forwarded by your bank, broker or other nominee to determine whether you may submit a proxy by telephone or on the Internet, following the instructions provided by the record holder.

In Person with a Proxy from the Record Holder. ***You may vote in person at the Annual Meeting if you obtain a legal proxy from your bank, broker or other nominee.*** Please consult the voting instruction form or other information sent to you by your bank, broker or other nominee to determine how to obtain a legal proxy in order to vote in person at the Annual Meeting.

If you hold shares in ***BOTH*** street name and as a stockholder of record, ***YOU MUST VOTE SEPARATELY*** for each set of shares.

EVEN IF YOU PLAN TO ATTEND THE ANNUAL MEETING, WE RECOMMEND YOU ALSO SUBMIT YOUR PROXY SO THAT YOUR VOTE WILL COUNT IF YOU ARE UNABLE TO ATTEND THE MEETING. SUBMITTING YOUR PROXY VIA INTERNET, TELEPHONE OR MAIL DOES NOT AFFECT YOUR ABILITY TO VOTE IN PERSON AT THE ANNUAL MEETING.

11. WHAT IF I AM A STOCKHOLDER OF RECORD AND I DON'T SPECIFY A CHOICE FOR A MATTER WHEN RETURNING MY PROXY?

A proxy that is properly completed and submitted will be voted at the Annual Meeting in accordance with the instructions on the proxy. If you properly complete and submit a proxy, but do not indicate any contrary voting instructions, your shares will be voted as follows:

- FOR the election of the six Class I director nominees named in this Proxy Statement;
- FOR approval, on a non-binding advisory basis, of the compensation of our named executive officers;
- FOR the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 31, 2016;
- FOR approval of the Huntsman 2016 Stock Incentive Plan;
- FOR approval of the Board's proposal to allow stockholders to request special meetings of stockholders;
- AGAINST the stockholder proposal to allow stockholders to request special meetings; and
- AGAINST the stockholder proposal regarding majority voting for the election of directors.

If any other business properly comes before the stockholders for a vote at the meeting, your shares will be voted at the discretion of the holders of the proxy. The Board knows of no matters, other than those previously described, to be presented for consideration at the Annual Meeting.

12. IF I AM A STREET NAME STOCKHOLDER, WILL MY SHARES BE VOTED IF I DO NOT PROVIDE MY PROXY?

In some cases, your shares may be voted if they are held in the name of a brokerage firm, even if you do not provide the brokerage firm with voting instructions. Specifically, brokerage firms have the authority under New York Stock Exchange ("NYSE") rules to cast votes on certain "routine" matters if they do not receive instructions from the beneficial holder. For example, ratification of the appointment of the independent registered public accounting firms is considered a routine matter for which a brokerage firm may vote shares for which it has not received voting instructions. This is called a "broker discretionary vote." When a proposal is not a routine matter and a brokerage firm has not received voting instructions from the beneficial owner of the shares with respect to that proposal, the brokerage firm cannot vote the shares on that proposal. This is called a "broker non-vote." The election of directors and the advisory vote to approve named executive officer compensation are not considered routine matters. Therefore, if you are a street name stockholder and do not provide voting instructions to your broker with respect to these matters, it will result in a broker non-vote with respect to such proposals. Broker non-votes will have no effect on the outcome of these proposals.

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13. WHAT VOTES ARE NEEDED FOR EACH PROPOSAL TO PASS AND IS BROKER DISCRETIONARY VOTING ALLOWED?

Proposal	Vote Required	Broker Discretionary Vote Allowed
(1) Election of the six Class I director nominees	Plurality of the votes cast	No
(2) A non-binding advisory vote to approve the compensation of our named executive officers	Majority of shares represented in person or by proxy and entitled to vote	No
(3) Ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 31, 2016	Majority of shares represented in person or by proxy and entitled to vote	Yes
(4) Approval of the Huntsman 2016 Stock Incentive Plan reserving [•] shares for issuance under such plan and the material plan terms thereof for purposes of complying with the stockholder approval requirements of the Internal Revenue Code	Majority of shares represented in person or by proxy and entitled to vote	No
(5) Approval of Board's proposal to allow stockholders to request special meetings of stockholders	Majority of shares issued and outstanding	No
(6) Stockholder proposal to allow stockholders to request special meetings	Majority of shares represented in person or by proxy and entitled to vote	No
(7) Stockholder proposal regarding majority voting for the election of directors	Majority of shares represented in person or by proxy and entitled to vote	No

14. WHAT HAPPENS IF ADDITIONAL PROPOSALS ARE PRESENTED AT THE ANNUAL MEETING?

If you grant a proxy, the persons named as proxy holders will have discretion to vote your shares on any additional matters properly presented for a vote at the Annual Meeting. Under Rule 14a-8 and the provisions of our Bylaws, the deadline for notifying us of any additional proposals to be presented at the Annual Meeting has passed and, accordingly, stockholders may not present proposals at the Annual Meeting.

15. CAN I CHANGE MY VOTE AFTER SUBMITTING MY PROXY?

If you are a stockholder of record, you may revoke a previously submitted proxy at any time before the polls close at the Annual Meeting by:

- voting again by telephone or through the Internet prior to 11:59 p.m. Eastern Daylight Time on May 4, 2016;
- requesting, completing and mailing in a new paper proxy card, as outlined in the Notice of Internet Availability;
- giving written notice of revocation to our Corporate Secretary by mail to Corporate Secretary, 10003 Woodloch Forest Drive, The Woodlands, Texas 77380 or by facsimile at (281) 719-4500; or
- attending the Annual Meeting and voting in person.

If you are a street name stockholder, you must follow the instructions to revoke your proxy, if any, provided by your bank, broker or other nominee.

16. WHAT DOES IT MEAN IF I RECEIVE MORE THAN ONE NOTICE OF INTERNET AVAILABILITY OR MORE THAN ONE SET OF PROXY MATERIALS?

It means that you have multiple accounts with our transfer agent, Computershare, and/or brokers, banks or other nominees. Please vote all of your shares. We recommend that you contact Computershare and/or your broker, bank or other nominee (as applicable) to consolidate as many accounts as possible under the same name and address. If you have multiple accounts with Computershare that you want to consolidate, please submit your request by mail to Computershare Trust Company, N.A., P.O. Box 30170, College Station, TX, 77842, or by telephone at 1-866-210-6997. Computershare may also be reached through its website at *www.computershare.com*.

BOARD OF DIRECTORS

NOMINEES AND EXISTING DIRECTORS

Presented below is information with respect to our directors, including the six nominees to be elected as directors at this year's Annual Meeting. In 2014, we amended our Certificate of Incorporation to provide that Board nominees are elected to serve one year terms, which will result in our Board being fully declassified in 2017. The information presented below for each director includes the specific experience, qualifications, attributes and skills that led us to the conclusion that such director should serve on the Board.

NOMINEES TO BE ELECTED AT THE ANNUAL MEETING AS CLASS I DIRECTORS (TERMS WILL EXPIRE IN 2017)

PETER R. HUNTSMAN

Peter R. Huntsman, age 53, has served as a director of our company and affiliated companies since 1994. Mr. Huntsman is President, Chief Executive Officer and a director of our company. Prior to his appointment in July 2000 as CEO, Mr. Huntsman had served as President and Chief Operating Officer since 1994. In 1987, after working for Olympus Oil since 1983, Mr. Huntsman joined Huntsman Polypropylene Corporation as Vice President before serving as Senior Vice President and General Manager. Mr. Huntsman has also served as Senior Vice President of Huntsman Chemical Corporation and as a Senior Vice President of Huntsman Packaging Corporation, a former subsidiary of our company. Mr. Huntsman is the son of Jon M. Huntsman, our Executive Chairman of the Board (our "Executive Chairman"), the brother of James H. Huntsman, our Division President, Advanced Materials, and the brother of Gov. Jon M. Huntsman, Jr., one of our former directors.

The Board has concluded that Mr. Huntsman should continue to serve as a director for the following reasons, among others: (1) his current position as our CEO enables him to bring invaluable operational, financial, regulatory and governance insights to the Board; and (2) his considerable role in the history and management of our company and its affiliates enables him to continually educate and advise the Board on our business, the chemical industry and related opportunities and challenges.

NOLAN D. ARCHIBALD

Mr. Archibald, age 72, has served as a director since March 2005 and he is currently the Vice Chairman and Lead Independent Director of the Board. Mr. Archibald is also Chairman of the Nominating and Corporate Governance Committee (the "Governance Committee") and a member of the Compensation Committee. Mr. Archibald served as Executive Chairman of Stanley Black & Decker, Inc., a consumer and commercial products company, from March 2010 to March 2013. He served as President and Chief Executive Officer of The Black & Decker Corporation from 1986 until 2010, as well as Chairman of the Board of The Black & Decker Corporation from 1987 until 2010. In addition, Mr. Archibald serves as a director of Lockheed Martin Corporation and Brunswick Corporation.

The Board has concluded that Mr. Archibald should continue to serve as the Vice Chairman and Lead Independent Director of the Board for the following reasons, among others: (1) his extensive executive-level management experience gained with Stanley Black & Decker has given him leadership and business capabilities that provide the Board with a unique skill set and significant business and strategic insight; and (2) his extensive board experience as a director of other public companies enables him to contribute significantly to the Board's oversight responsibilities.

M. ANTHONY BURNS

Mr. Burns, age 73, has served as a director since March 2010. He is Chairman of the Audit Committee and a member of the Governance Committee. Mr. Burns currently serves as Chairman Emeritus of Ryder System, Inc., a provider of transportation and logistics services, a position that he has held since 2002. Mr. Burns served in several positions at Ryder until his retirement in 2002, including Chairman of the Board from 1985 to 2002, Chief Executive Officer from 1983 to 2000 and President from 1979 to 1999. Prior to joining Ryder, Mr. Burns served in management of Mobil Oil Corporation. He is a Life Trustee of the University of Miami in Florida and is active in cultural and civic organizations in Florida.

The Board has concluded that Mr. Burns should continue to serve as a director for the following reasons, among others: (1) his long tenure as Chief Executive Officer of Ryder System, a major public company, provides the Board with valuable leadership and management insights; (2) his prior service on (and in some cases chairmanship of) the audit committees of other public companies has provided him with valuable financial expertise and enhances his ability to serve as chair of our Audit Committee; and (3) his executive compensation experience through prior service on the compensation committees of other public companies has provided him with exposure to, and insight from, CEOs and boards of other large companies.

SIR ROBERT J. MARGETTS

Sir Robert, age 69, has served as a director since August 2010. He is a member of the Audit Committee and the Governance Committee. He currently serves as Deputy Chairman of OJSC Uralkali, a publicly traded potash fertilizer producer, and on the boards of government controlled and privately held companies. Sir Robert previously served as a director of Anglo American PLC from 1998 to 2010, Chairman of Legal & General Group PLC from 2000 until 2010 and Chairman of BOC Group PLC from 2002 to 2006. Sir Robert served as Chairman Europe of Huntsman Corporation from 2000 to August 2010. He worked for Imperial Chemical Industries (ICI) in various levels of increasing responsibility from 1969 to 2000, where he ultimately served as the Vice Chairman of its Main Board.

The Board has concluded that Sir Robert should continue to serve as a director for the following reasons, among others: (1) his more than 40 years' experience in the chemical industry, including experience with our company, enables him to provide our Board with advice and expertise relating to business and strategic initiatives; and (2) both his location in Europe and his extensive board and executive-level management experience running global businesses provides the Board with important insights and perspectives into the chemical industry in important international locations.

WAYNE A. REAUD

Mr. Reaud, age 68, has served as a director since March 2005. Mr. Reaud currently serves as Chairman of our Litigation Committee, which was formed in November 2008, and as a member of our Compensation Committee. Mr. Reaud is a trial lawyer and the founder of the law firm of Reaud, Morgan & Quinn. For over 30 years, he has represented clients in significant cases involving personal injury, product and premises liability, toxic torts and business litigation. Mr. Reaud has handled first impression mass tort litigation involving asbestos premises liability claims, including the largest asbestos product liability class action lawsuit in the history of Texas courts. He also represented the State of Texas in its landmark litigation against the tobacco industry. Mr. Reaud currently serves as Chairman of the Board of the Beaumont Foundation of America and is a Director of the Reaud Charitable Foundation. He is a Life Fellow of the Texas Bar Foundation and a Fellow of the International Society of Barristers, a member of the Philosophical Society and a member of the State Bar of Texas Grievance Committee. Mr. Reaud was chosen as the Most Distinguished Alumni of Texas Tech University Law School in 1998 and also chosen as the Most Distinguished Alumni of Lamar University in 2006. Mr. Reaud was awarded the Honorary Order of the Coif by the University of Texas in 2011. He is listed in Best Lawyers in America.

The Board has concluded that Mr. Reaud should continue to serve as a director for the following reasons, among others: (1) his legal expertise and extensive experience with complex and high-profile litigation enable him to advise the Board and our company on litigation risks and strategies; and (2) his commitment to community service and cultural affairs is valuable to the Board because of our company's significant focus on these areas.

ALVIN V. SHOEMAKER

Mr. Shoemaker, age 77, has served as a director since March 2005. Mr. Shoemaker serves as Chairman of the Compensation Committee and a member of the Audit Committee. Mr. Shoemaker has been a private investor since his retirement as Chairman of the Board of First Boston Corporation and First Boston, Inc. in 1989, a position he assumed in 1983. Mr. Shoemaker also serves as a director of Wynn Resorts Limited, a publicly traded hotel and casino company.

The Board has concluded that Mr. Shoemaker should continue to serve as a director for the following reasons, among others: (1) his board experience gives him operational and financial oversight expertise and allows him to contribute insights on achieving business success in a diverse range of economic conditions and competitive environments; and (2) his executive-level experience at First Boston Corporation and First Boston, Inc. demonstrates proven leadership and business capabilities.

CLASS II DIRECTORS NOT UP FOR ELECTION AT THE ANNUAL MEETING (TERMS EXPIRE IN 2017)

JON M. HUNTSMAN

Jon M. Huntsman, age 78, is the Executive Chairman of the Board. Prior to his appointment as Executive Chairman in February 2009, Mr. Huntsman served as Chairman of the Board of our company since its formation in 2004 and the predecessors to our company since 1970, when he founded his first plastics company. Mr. Huntsman served as Chief Executive Officer of our company and our affiliated companies from 1970 to 2000. Mr. Huntsman is a director or manager, as applicable, of Huntsman International and certain of our other subsidiaries. In addition, Mr. Huntsman serves or has served as Chairman or as a member of numerous corporate, philanthropic and industry boards, including the American Red Cross, The Wharton School, University of Pennsylvania, Primary Children's Medical Center Foundation, the Chemical Manufacturers Association and the American Plastics Council. Mr. Huntsman was selected in 1994 as the chemical industry's top Chief Executive Officer for all businesses in Europe and North America. Mr. Huntsman was awarded the American Chemical Society's Lifetime Achievement Award in 2013. Mr. Huntsman formerly served as Special Assistant to the President of the United States and as Vice Chairman of the U.S. Chamber of Commerce. He is the founding and principal benefactor of the Huntsman Cancer Institute. Mr. Huntsman is the father of Peter R. Huntsman, our CEO, James H. Huntsman, our Division President, Advanced Materials, and Gov. Jon M. Huntsman, Jr., our former director.

The Board has concluded that Mr. Huntsman should continue to serve as the Executive Chairman for the following reasons, among others: (1) his vital role in the founding and history of our company enables him to provide the Board with important perspective and extensive knowledge of our business; (2) his extensive experience in the chemical industry allows him to advise the Board on our strategic and operational directives; and (3) his leadership and business skills enable him to lead our company and the Board as well as continually educate and advise the Board on our company's industry and related opportunities, issues, and challenges.

DR. MARY C. BECKERLE

Dr. Beckerle, age 61, has served as a director since May 2011. She serves as a member of the Audit Committee and the Governance Committee. Dr. Beckerle is an internationally recognized scientist who has served on numerous national scientific boards and committees, including the Advisory Committee to the Director of the U.S. National Institutes of Health. She currently serves on the Board of Directors of Johnson and Johnson, a publicly traded health care company, and the American Association for Cancer Research. She is also a member of cancer policy and advisory boards at Harvard University, Georgetown University, the University of Pennsylvania, the National Center for Biological Sciences in Bangalore (India), and the Mechanobiology Institute of the National University of Singapore. Dr. Beckerle is a Distinguished Professor of Biology in the College of Science at the University of Utah, which she joined in 1986. Since 2006, Dr. Beckerle has served as Chief Executive Officer and Director of Huntsman Cancer Institute at the University of Utah. Dr. Beckerle served as President of the American Society for Cell Biology in 2006, held a Guggenheim Fellowship at the Curie Institute in Paris, and is an elected Fellow of the American Academy of Arts and Sciences. Dr. Beckerle has been named a National Association of Corporate Directors (NACD) Governance Fellow.

The Board has concluded that Dr. Beckerle should continue to serve as a director for the following reasons, among others: (1) her achievements and credentials in science and medical research enable her to provide the Board with a unique perspective and technical insights relevant to the chemical industry; (2) her international experience allows her to provide insights into challenges and opportunities related to our global business; (3) her extensive leadership, organizational planning, and management credentials enable her to offer practical insight with respect to our company's operational and strategic initiatives; and (4) her academic and public policy experience provides a valuable perspective in areas related to corporate governance, compliance and talent management.

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DIRECTOR COMPENSATION

Annual compensation for our non-employee directors is composed of cash and stock-based equity compensation. Directors who are also our officers or employees do not receive additional compensation for serving on the Board. Cash compensation paid to our non-employee directors consists of an annual retainer and a supplemental retainer for the chairs and members of Board committees. Stock-based equity compensation for 2015 consisted of awards granted under the Huntsman Corporation Stock Incentive Plan as amended and restated effective May 8, 2014 (the "Huntsman Stock Incentive Plan") in the form of stock or stock units, at the election of each director.

The Board believes that compensation for non-employee directors should be competitive and should fairly compensate them for the time and skills devoted to serving us but, for independent directors, should not be so great as to compromise independence. With the assistance of Meridian Compensation Partners, LLC ("Meridian"), the Compensation Committee's independent compensation consultant, the Compensation Committee periodically reviews our non-employee director compensation practices and compares them to the practices of our peers as well as against the practices of public company boards generally to ensure they are in line with market practices.

We also offer non-employee directors the opportunity to participate in the Huntsman Outside Directors Elective Deferral Plan. This is an unfunded nonqualified deferred compensation plan established primarily for the purpose of providing our non-employee directors with the ability to defer the receipt of director fees. For 2015, Drs. Beckerle and Harker were the only non-employee directors who elected to participate in this plan, and each elected to defer all 2015 fees. The investment choices available under this plan are identical to the investment choices available under our 401(k) plans, which is described in greater detail below under "Compensation Discussion and Analysis Elements of Huntsman's Executive Compensation Program Other Elements of Compensation." Benefits under the plan are payable in cash distributable either in a lump sum or in installments beginning 30 days after the director ceases to be a member of our Board.

Members of the Board may also participate in the Huntsman Director Matching Gift Program. Designed to demonstrate our commitment to worthy causes and to attract talented directors, our company will match charitable contributions made in cash up to a maximum of $10,000 per director per year for organizations located in the United States that are tax exempt pursuant to Section 501(c)(3) of the Internal Revenue Code.

The Board believes that our total director compensation package is competitive with the compensation offered by other companies and is fair and appropriate in light of the responsibilities and obligations of our non-employee directors.

DIRECTOR COMPENSATION TABLE

The total 2015 compensation for our non-employee directors is shown in the following table:

Name(1)	Fees Earned or Paid in Cash ($)(5)	Stock Awards ($)(6)	All Other Compensation ($)(7)	Total ($)
Nolan D. Archibald	$ 220,833	$ 135,000	$ 10,000	$ 355,833
Mary C. Beckerle[(2)]	$ 156,667	$ 135,000	$ 7,975	$ 299,642
M. Anthony Burns	$ 195,000	$ 135,000	$ 10,000	$ 340,000
Patrick T. Harker[(2)(3)]	$ 92,500	$ 135,000		$ 227,500
Jon M. Huntsman, Jr.[(4)]	$ 82,912	$ 135,000	$ 420,000	$ 637,912
Sir Robert J. Margetts	$ 156,667	$ 135,000		$ 291,667

Wayne A. Reaud	$ 175,000	$ 135,000		$ 310,000
Alvin V. Shoemaker	$ 176,667	$ 135,000	$ 10,000	$ 321,667

(1)
Jon M. Huntsman, our Executive Chairman, and Peter R. Huntsman, our CEO, served as directors of our company in 2015 but are not included in this table since they were also our employees during 2015. Jon M. Huntsman and Peter R. Huntsman did not receive any additional compensation in 2015 for their service as directors. Thus, their total compensation for service as executive officers of our company is shown in the Summary Compensation Table on page 44.

(2)
Drs. Beckerle and Harker elected to defer all 2015 fees under the Huntsman Outside Directors Elective Deferral Plan.

(3)
Dr. Harker resigned as a member of the Board effective June 30, 2015.

(4)
Jon M. Huntsman, Jr. resigned as a member of the Board effective August 6, 2015.

(5)

For 2015, non-employee directors received the following cash retainers:

Director	Annual Retainer	Audit Committee	Compensation Committee	Governance Committee	Litigation Committee	Lead Independent Director
Nolan D. Archibald	$ 135,000		$ 18,333	$ 17,500*		$ 50,000
Mary C. Beckerle	$ 135,000	$ 11,667		$ 10,000		
M. Anthony Burns	$ 135,000	$ 50,000*		$ 10,000		
Patrick T. Harker	$ 67,500	$ 10,000		$ 15,000		
Jon M. Huntsman, Jr.	$ 81,000				$ 1,912	
Sir Robert J. Margetts	$ 135,000	$ 11,667		$ 10,000		
Wayne A. Reaud	$ 135,000		$ 10,000		$ 30,000*	
Alvin V. Shoemaker	$ 135,000	$ 20,000	$ 21,667*			

*

Non-employee directors receive an additional $20,000 annual fee for service on the Audit Committee and a $10,000 annual fee for service on each other committee. In addition, non-employee directors receive an additional retainer for service as committee chair of $30,000 for the Audit Committee and $20,000 for each of the other committees.Non-employee directors receive pro-rata amounts of the annual fees for partial year service. All of our directors are reimbursed for reasonable out-of-pocket expenses incurred for attending meetings of the Board or its committees and for other reasonable expenses related to the performance of their duties as directors.

(6)

This column represents the aggregate grant date fair value of fully vested stock awards or stock unit awards granted in 2015, computed in accordance with Financial Accounting Standards Board, Accounting Standards Codification, Topic 718 ("FASB ASC Topic 718"). Each director received a stock award or stock unit award of 5,929 shares based on the grant date fair value of $22.77 per share. The shares underlying stock unit awards are deliverable upon termination of service. See "Note 22. Stock-Based Compensation Plan" to our consolidated financial statements in our 2015 Annual Report on Form 10-K for additional detail regarding assumptions underlying the value of these equity awards.

(7)

Messrs. Archibald, Burns and Shoemaker and Dr. Beckerle each donated to Section 501(c)(3) tax exempt organizations of their choice in 2015. On behalf of each of these directors, we matched their charitable contributions up to $10,000 through our Huntsman Director Matching Gift Program. In connection with his consulting relationship with our company as described under "Additional Information Certain Relationships and Related Transactions Transactions Consulting Agreement," we paid Gov. Jon M. Huntsman, Jr. $420,000 in consulting fees during 2015.

CORPORATE GOVERNANCE

The Board is committed to corporate governance principles and practices that facilitate the fulfillment of its fiduciary duties to stockholders and to our company. Key corporate governance principles observed by the Board and our company include:

75% of directors are independent and all members of our Audit, Compensation and Governance Committees are independent	ü
Lead independent director, Nolan D. Archibald, chairs executive sessions of our independent directors at all regular meetings	ü
Board being declassified in stages with all directors elected annually beginning in 2017	ü
Mandatory director retirement age (subject to certain exceptions)	ü
Separation of the offices of Chairman and Chief Executive Officer	ü
No super-majority stockholder voting requirements	ü
Stock ownership guidelines for directors and executive officers	ü
Policy prohibiting short sales and hedging of shares of our common stock by directors and executive officers	ü
The Audit, Compensation and Governance committees have authority to retain outside, independent advisers and consultants	ü
The Board and its committees exercise oversight of risks we face in a global market, including operational, financial, strategic, competitive, reputational, legal and regulatory risks.	ü
Allow stockholders to request special meetings of stockholders (proposed)	ü

BOARD GOVERNANCE

The Board and its committees meet throughout the year on a set schedule, and also hold special meetings and act by written consent from time to time as appropriate. During 2015, the Board met nine times, the non-management directors met in executive session four times and the independent directors met in executive session five times. During 2015, each director attended at least 75% of the aggregate of:

- the total number of meetings of the Board; and

- the total number of meetings held by all Board committees on which such person served.

BOARD LEADERSHIP STRUCTURE AND EXECUTIVE SESSIONS OF THE BOARD

According to our Bylaws, the Chairman of the Board is elected by all of the directors on the Board to preside at all meetings of the Board and stockholders. The Chairman of the Board is also required to make reports to the Board and the stockholders and to ensure that all orders and resolutions of the Board and any of its committees are carried into effect. Our Bylaws also allow the Board to elect an Executive Chairman. If elected, the Executive Chairman fills the role of Chairman of the Board and has other powers and duties including, among others, consulting on the strategic vision of our company, promoting Huntsman's interest through his influence and global ties and serving as a facilitator for communication between our officers and the Board. In accordance with our Corporate Governance Guidelines, the Executive Chairman is also responsible for establishing the agenda for each Board meeting. At the beginning of the year, the Executive Chairman establishes a schedule of agenda subjects to be discussed during the year (to the degree this can be foreseen). Each Board member is also free to suggest the inclusion of additional items on the agenda and to raise subjects at any Board meeting that are not on the agenda for that meeting. Jon M. Huntsman is currently the Executive Chairman. As such, he also fills the role of Chairman of the Board.

In accordance with our Corporate Governance Guidelines, the Board has no policy with respect to the separation of the offices of Chairman of the Board and Chief Executive Officer. Our Bylaws expressly allow our Chairman of the Board to also serve as President or Chief Executive Officer, if so elected by the Board. Currently, the Chairman of the Board does not serve as President or Chief Executive Officer. The Board believes that this issue should be considered periodically as part of the succession planning process and that it is in the best interests of our company for the Board to make a determination regarding this issue each time it appoints a new Chief Executive Officer. Based on these principles, the Board may determine that it is appropriate in the future to combine the roles of Chairman of the Board and Chief Executive Officer.

Our Bylaws also allow the Board to elect one or more Vice Chairmen to preside at Board and stockholder meetings and to perform such other duties as may be delegated by the Board, in either case in the absence of Chairman of the Board. The Board believes that it obtains effective additional Board leadership through the role of the Vice Chairman, which is currently filled by Mr. Archibald, who also serves as Lead Independent Director. As Lead Independent Director, Mr. Archibald communicates with management on issues relevant to the independent directors and provides leadership on matters where management may have a conflict of interest. In accordance with our Corporate Governance Guidelines, non-management directors meet in executive session without management at each regularly scheduled Board meeting, or more frequently as needed at the call of one or more of our non-management directors. Our Corporate Governance Guidelines also require that our independent directors meet in executive session at least once annually without those non-management directors who are not independent, or more frequently as needed at the call of one or more of our independent directors. Mr. Archibald, who serves as Vice Chairman of the Board and Lead Independent Director, chairs these sessions.

We believe that the appropriate Board leadership structure for our company varies depending on the circumstances facing the Board and our company at any given time. For example, we have revised the Board's leadership structure in the past to address specific needs, such as the formation of a Litigation Committee (in November 2008) and the change of Jon M. Huntsman's role from Chairman to Executive Chairman (in February 2009) in recognition of his ongoing strategic leadership at both a Board and an executive level. We believe that our current Board leadership structure efficiently addresses our company's present needs and allows the Board to fulfill its role in exercising effective, independent oversight of our management on behalf of our stockholders. The Board further believes that we have in place effective structures, processes and arrangements to ensure that the work of the Board is completed in a manner that maintains the highest standards of corporate governance, independence and leadership, as well as continued accountability of management.

BOARD INDEPENDENCE

It is important to our company that investors have confidence that the individuals serving as independent directors on the Board do not have relationships with us that impair their independence. Under NYSE corporate governance rules, the Board must have a majority of independent directors. For a director to qualify as independent, the Board must affirmatively determine that the director has no material relationship with our company, either directly or as a partner, stockholder or officer of an organization that has a relationship with our company. To assist in making independence determinations, the Board has adopted independence criteria which can be found on our website at *www.huntsman.com*. Under these criteria, a director is not independent if:

- The director is, or has been within the last three years, an employee of our company or an employee of any of our subsidiaries, or an immediate family member is, or has been within the last three years, an executive officer of our company.

- The director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than $120,000 in direct compensation from us (other than director and committee fees and pension or other forms of deferred compensation for prior service, which compensation is not contingent upon continued service). Compensation received by an immediate family member for service as an employee (other than an executive officer) of ours is not considered for purposes of this standard.

- The (1) director or an immediate family member is a current partner of a firm that is our internal or external auditor; (2) director is a current employee of such a firm; (3) director has an immediate family member who is a current employee of such a firm and who personally works on our company's audit; or (4) director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on our audit within that time

The director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of our present executive officers at the same time serves or served on that company's compensation committee.

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The director is a current employee, or an immediate family member of the director is a current executive officer, of a company that has made payments to, or received payments from, us for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of $1.0 million or 2% of such other company's consolidated gross revenues.

The director is an executive officer of any charitable or non-profit organization to which we have made, within the preceding three years, contributions in any single fiscal year that exceeded the greater of $1.0 million, or 2% of such charitable or non-profit organization's consolidated gross revenues.

With the assistance of company legal counsel, the Governance Committee has reviewed the applicable legal and NYSE standards for independence, as well as our independence criteria. A summary of the answers to annual questionnaires completed by each of the directors and nominees for director and a report of transactions and relationships between each director and nominee for director, or any of his or her family members, and our company, senior management and independent registered public accounting firm have been made available to the Governance Committee.

In conducting its independence review, the Governance Committee specifically considered the relationships discussed under "Additional Information Certain Relationships and Related Transactions Transactions." The Governance Committee also considered Dr. Beckerle's position as CEO of the Huntsman Cancer Institute, or the Institute. The Governance Committee took into account the fact that Jon M. Huntsman has no ownership of the Institute, which is part of the University of Utah, a public institution owned by the State of Utah. The Governance Committee further considered that beginning a number of years ago, the Huntsman Cancer Foundation, a 501(c)(3) charity whose purpose is to help fund the Institute, has made stipend payments of $100,000 annually to the CEO of the Institute. The Governance Committee took into account that Jon M. Huntsman is only one of four trustees of the Huntsman Cancer Foundation, and that our company has no financial relationship with either the Huntsman Cancer Foundation or the Institute other than purchasing seats at a table for $10,000 at an annual fundraiser for the Institute.

On the basis of its review, the Governance Committee delivered a report to the full Board, and the Board made its independence determinations based on the Governance Committee's report and the supporting information. As a result of this review, the Board has determined that Messrs. Archibald, Burns, Reaud, Shoemaker, Sir Robert and Dr. Beckerle, who currently constitute a majority of the Board, are independent. These independent directors currently comprise, in full, the membership of the Audit, Compensation and Governance committees of the Board discussed below.

Jon M. Huntsman is not considered to be an independent director because he is employed by our company and is the father of Peter R. Huntsman, our CEO, and James H. Huntsman, our Division President, Advanced Materials. Peter R. Huntsman is not considered to be an independent director because he is employed by our company and is the son of Jon M. Huntsman, our Executive Chairman, and the brother of James H. Huntsman, our Division President, Advanced Materials.

COMMITTEES OF THE BOARD

The Board has Audit, Compensation and Governance committees, each consisting of independent directors and structured as follows:

Director	Audit Committee	Compensation Committee	Governance Committee
Nolan D. Archibald			
Dr. Mary C. Beckerle			
M. Anthony Burns[(1)]			

Sir Robert J. Margetts			
Wayne A. Reaud			
Alvin V. Shoemaker(1)			
Number of meetings in 2015	7	6	5

Chair Member

(1) Designated as "audit committee financial expert" under SEC regulations

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Each of these committees has a written charter approved by the Board. These charters are available on our website at *www.huntsman.com*. We will also furnish copies of the charters free of charge to any person who requests them. Requests for copies should be directed to the Corporate Secretary, 10003 Woodloch Forest Drive, The Woodlands, Texas 77380 or to *CorporateSecretary@huntsman.com*.

AUDIT COMMITTEE

Duties

Sole responsibility for the appointment, retention and termination of the independent registered public accounting firm

Responsible for the compensation and oversight of the work of the independent registered public accounting firm

Monitors our independent registered public accounting firm's qualifications and independence

Monitors the integrity of our financial statements

Monitors the performance of our internal audit function and independent registered public accounting firm

Monitors our compliance with legal and regulatory requirements applicable to financial and disclosure matters

Monitors our enterprise-wide and financial risk exposures

Under the independence criteria that the Board has adopted, which can be found on our website at *www.huntsman.com*, a member of the Audit Committee will not be considered independent if:

> The member receives directly or indirectly any consulting, advisory or other compensatory fee from us (other than director and committee fees and pension or other forms of deferred compensation for prior service, which compensation is not contingent upon continued service);
>
> An immediate family member of the member receives any consulting, advisory or other compensatory fee from us (other than director and committee fees and pension or other forms of deferred compensation for prior service, which compensation is not contingent upon continued service);
>
> An entity in which the member is a partner, member, an officer such as a managing director occupying a comparable position or executive officer, or occupies a similar position (except limited partners, non-managing members and those occupying similar positions, who, in each case, have no active role in providing services to the entity) and which provides accounting, consulting, legal, investment banking or financial advisory services to us receives any consulting, advisory or other compensatory fee from us; or
>
> The member is otherwise an affiliated person of our company.

Furthermore, under these independence standards, (1) each member of the Audit Committee must be financially literate, (2) at least one member of the Audit Committee must have accounting or related financial management expertise and qualify as an "audit committee financial expert" and (3) no member of the Audit Committee may simultaneously serve on the audit committees of more than two other public companies. For purposes of (2) above, the Board considers any Audit Committee member who satisfies the SEC's definition of "audit committee financial expert" to have accounting or related financial management expertise.

The Board has determined that each member of the Audit Committee is independent as that term is defined by the listing standards of the NYSE and Rule 10A-3 promulgated under the Securities Exchange Act of 1934 and satisfies the additional independence criteria adopted by the Board and described above. The Board has also determined that each member of the Audit Committee, qualifies as an "audit committee financial expert" as defined by the regulations of the SEC. No member of the Audit Committee serves on more than two other public company audit committees.

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COMPENSATION COMMITTEE

Duties

Supports the Board in fulfilling its oversight responsibilities relating to senior management and director compensation

Reviews, evaluates and approves our compensation programs, policies and plans including annual cash performance awards, equity-based compensation and compensation agreements*

Reviews and approves compensation for our corporate and executive officers and their family members who are employees, and reviews and recommends compensation for our directors*

Carries out its responsibilities under applicable securities laws and regulations relating to our proxy statement for the annual meeting of stockholders or other applicable report or filing

Performs such other functions as the Board may assign from time to time

*

Please see "Compensation Discussion and Analysis How We Determine Executive Compensation" for additional information on the Compensation Committee's processes and procedures for the consideration and determination of executive officer and director compensation.

The Compensation Committee's charter permits the Compensation Committee to form and delegate some or all of its authority to subcommittees when it deems appropriate. In particular, the Compensation Committee may delegate the approval of both cash and equity award grants and other responsibilities regarding the administration of compensatory programs to a subcommittee consisting solely of members of the Compensation Committee who are non-employee directors or outside directors, or in some limited circumstances, to management.

The Compensation Committee typically meets at least four times each year to address various compensation issues and processes. Our CEO does not have the ability to call Compensation Committee meetings, but generally attends Compensation Committee meetings at the Compensation Committee's request to answer questions and provide input regarding the performance of our executive officers. However, the CEO is not present while decisions regarding his compensation are made. In addition, each Compensation Committee meeting includes an executive session without members of management present. The Compensation Committee regularly reports to the full Board regarding executive compensation matters.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

Duties

Ensures that our corporate governance system performs well

Reviews and assesses the adequacy of our Corporate Governance Guidelines annually

Monitors director independence

Manages the Board's annual director evaluation process

Assesses the appropriate balance of skills, characteristics and perspectives required for an effective Board

Identifies, screens and recommends qualified director candidates

Periodically reassesses the adequacy of the Board's size

Oversees succession planning for our CEO

Oversees our corporate compliance program

LITIGATION COMMITTEE

In addition to the independent committees described above, the Board also has a Litigation Committee. The Litigation Committee assists the Board by reviewing and assessing current and potential litigation and areas of legal exposure in which our company is or could be involved and making recommendations to the Board regarding legal matters. The members of the Litigation Committee are Wayne A. Reaud, who serves as the committee's Chair, Jon M. Huntsman and Peter R. Huntsman. The Litigation Committee generally meets quarterly in connection with our regularly scheduled Board meetings.

BOARD ROLE IN RISK OVERSIGHT

It is management's responsibility to assess and manage the various risks our company faces. It is the Board's responsibility to oversee management in this effort. The Audit Committee is responsible for administering the Board's oversight function, and seeks to understand our company's risk philosophy by having discussions with management to establish a mutual understanding of our company's overall appetite for risk. In exercising its oversight, the Audit Committee strives to effectively oversee our company's enterprise-wide and financial risk management in a way that balances managing risks while enhancing the long-term value of our company for the benefit of our stockholders. The Board understands that its focus on effective risk oversight is critical to setting our company's tone and culture towards effective risk management.

The Audit Committee maintains an active dialogue with management about existing risk management processes and how management identifies, assesses and manages our company's most significant risk exposures. The Audit Committee receives regular presentations from management of our businesses and functions about significant risks the respective business or function faces to assist the Audit Committee in evaluating Huntsman's risk assessment and risk management policies and practices.

In addition, each of our other committees assesses risks related to such committee's oversight activities. For example, our Litigation Committee assesses risk from litigation and areas of legal exposure to which our company is or could be subject and makes recommendations to the Board regarding those matters. We believe that the oversight function of the Board and these committees combined with its active dialogue with management about effective risk management provides our company with the appropriate framework to help ensure effective risk oversight.

DIRECTOR ATTENDANCE AT THE ANNUAL MEETING OF STOCKHOLDERS

We believe that there are benefits to having members of the Board attend our annual meetings of stockholders. From time to time, however, a member of the Board might have a compelling and legitimate reason for not attending an annual meeting. As a result, the Board has decided that director attendance at our annual meetings of stockholders should be strongly encouraged, but not required. All of our directors attended the 2015 annual meeting in person.

DIRECTOR QUALIFICATION STANDARDS AND DIVERSITY

The Governance Committee's minimum qualifications and specific qualities and skills required for directors are set forth in Section 1 of our Corporate Governance Guidelines, which are available on our website at *www.huntsman.com*. These Guidelines require that a majority of directors on the Board meet the criteria for independence required by the NYSE, and that each director functions consistent with the highest level of professional ethics and integrity. Each of our directors is expected to devote sufficient time and effort to learn the business of our company and the Board, to use his or her own unique skills and experiences to provide independent oversight to our business, to participate in a constructive and collegial manner, to exhibit a high level of commitment to our company and to exhibit independent thought and judgment. Although we do not have a separate diversity policy relating to the identification and evaluation of nominees for director, our Corporate Governance Guidelines require that the Governance Committee consider each candidate's background, ability, judgment, skills and experience in the context of the needs of the Board when evaluating director nominees. The Governance Committee believes it is important for Board members to possess skills and knowledge in the areas of leadership of large, complex organizations, finance, strategic planning, legal, government relations and relevant industries, especially the chemical industry. These considerations help the Board as a whole to have the appropriate mix of characteristics, skills and experiences for optimal functioning in its oversight of our company. As part of its periodic self-assessment process, the Governance Committee annually reviews and evaluates its performance, including the overall composition of the Board and the criteria that it uses for selecting nominees.

DIRECTOR NOMINATION PROCESS

The Governance Committee identifies director candidates through a variety of means, including recommendations from other Board members and management. From time to time, the Governance Committee may use third-party search consultants to

identify director candidates. The Governance Committee also welcomes stockholder recommendations for candidates for the Board. All stockholder recommendations must comply with the notice requirements contained in Section 2.8 of our Bylaws, which require, among other things, detailed information concerning the stockholder making the proposal (and the beneficial owner on whose behalf the proposal is made, if any), the name and address of the stockholder and specific information concerning such stockholder's interests in our company's securities, including derivative instruments. In addition, the notice must include the recommended candidate's name, biographical data, qualifications, details regarding any material monetary agreements between the stockholder and the proposed nominee, and a written questionnaire completed by the proposed nominee. Our Bylaws are available on our website at *www.huntsman.com* in the "Investor Relations" section. We will also furnish copies of our Bylaws free of charge to any person who requests them. Requests for copies should be directed to the Corporate Secretary, 10003 Woodloch Forest Drive, The Woodlands, Texas 77380 or to *CorporateSecretary@huntsman.com.* For additional information about stockholder nominations, including nominations for the 2017 annual meeting of stockholders, see "Stockholder Proposals and Director Nominations for the 2017 Annual Meeting."

From time to time, the Governance Committee may request additional information from the nominee or the stockholder. The Governance Committee uses the same process to screen all potential candidates, regardless of the source of the recommendation. The Governance Committee determines whether the candidate meets our minimum qualifications and specific qualities and skills for directors and whether requesting additional information or an interview is appropriate. Except as described under "Stockholder Proposals and Director Nominations for the 2017 Annual Meeting," the procedures set forth in Section 2.8 of our Bylaws are the exclusive means for a stockholder to make director nominations or submit other proposals before an annual or special meeting of the stockholders.

STOCKHOLDER COMMUNICATIONS POLICY

Stockholders and other interested parties may communicate directly and confidentially with the Board, the non-management directors, the independent directors or the Lead Independent Director by sending a letter addressed to the intended recipients, c/o Corporate Secretary, Huntsman Corporation, 10003 Woodloch Forest Drive, The Woodlands, Texas 77380 or by sending an e-mail specifying the intended recipients to *CorporateSecretary@huntsman.com.* The Corporate Secretary will review such communications and, if appropriate, forward them only to the intended recipients. Communications that do not relate to the responsibilities of the intended recipients as directors of Huntsman (such as communications that are commercial or frivolous in nature) will not be forwarded. In addition, communications that appear to be unduly hostile, intimidating, threatening, illegal or similarly inappropriate will not be forwarded. A copy of our Stockholder Communications Policy is available on our website at *www.huntsman.com.*

CORPORATE GOVERNANCE GUIDELINES

The Board has adopted Corporate Governance Guidelines, and the Governance Committee is responsible for implementing the guidelines and making recommendations to the Board concerning corporate governance matters. The guidelines are available on our website at *www.huntsman.com.* We will also furnish copies of the guidelines free of charge to any person who requests them. Requests for copies should be directed to the Corporate Secretary, 10003 Woodloch Forest Drive, The Woodlands, Texas 77380 or to *CorporateSecretary@huntsman.com.*

Among other matters, the guidelines provide for the following:

- membership on the Board is made up of a majority of independent directors who, at a minimum, meet the criteria for independence required by the NYSE;
- each regularly scheduled Board meeting includes an executive session of the non-management directors;
- the independent directors will meet in executive session at least once annually;

the Board and its committees each conduct an annual self-evaluation;

non-management directors are not permitted to serve as a director for more than three other public companies;

our Chief Executive Officer is not permitted to serve as a director for more than two other public companies;

directors are expected to attend all meetings of the Board and of the committees of which they are members;

- directors not also serving as executive officers are required to offer their resignation effective at the next annual meeting of stockholders upon reaching their 75th birthday (subject to certain exceptions);
- directors are required to offer their resignation upon a change in their principal occupation;
- directors should function consistent with the highest level of professional ethics and integrity; and
- to effectively discharge their oversight duties, directors have full and free access to our officers and employees.

Despite Mr. Shoemaker already having reached his 75th birthday, the Board determined that due to his important continued contributions to the Board and the difficulty of finding a comparable replacement, Mr. Shoemaker should be nominated to serve for an additional one year term ending in 2017.

FINANCIAL CODE OF ETHICS AND BUSINESS CONDUCT GUIDELINES

The Board has adopted a Financial Code of Ethics applicable to our Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer or Controller. Among other matters, this code is designed to promote:

- honest and ethical conduct;
- avoidance of conflicts of interest;
- full, fair, accurate, timely and understandable disclosure in reports and documents that we file with, or submit to, the SEC and in our other public communications;
- compliance with applicable governmental laws and regulations and stock exchange rules;
- prompt internal reporting of violations of the code to an appropriate person or persons identified in the code; and
- accountability for adherence to the code.

In addition, the Board has adopted Business Conduct Guidelines. The Board requires all directors, officers and employees to adhere to these guidelines in addressing the legal and ethical issues encountered in conducting their work. The Financial Code of Ethics and Business Conduct Guidelines are available on our website at *www.huntsman.com*. We will also furnish copies of the Financial Code of Ethics and Business Conduct Guidelines free of charge to any person who requests them. Requests for copies should be directed to the Corporate Secretary, 10003 Woodloch Forest Drive, The Woodlands, Texas 77380 or to *CorporateSecretary@huntsman.com*. We intend to disclose any amendments to, or waivers from, our code of ethics on our website.

COMPENSATION DISCUSSION AND ANALYSIS

WE ASK THAT YOU VOTE TO APPROVE OUR SAY-ON-PAY PROPOSAL

At our 2016 Annual Meeting, our stockholders will again have an opportunity to cast an advisory say-on-pay vote on the compensation paid to our named executive officers. We ask that our stockholders vote to approve executive officer compensation. Please see "Proposal No. 2 Advisory Vote to Approve Named Executive Officer Compensation."

In accordance with the preference expressed by our stockholders at the 2011 annual meeting, we continue to hold annual advisory votes on executive compensation. Stockholders are given an opportunity to cast an advisory vote on the frequency of future say-on-pay votes every six years, with the next opportunity occurring in connection with our annual meeting in 2017.

This Compensation Discussion and Analysis, or CD&A, provides information regarding how we paid our executives in 2015, including the following named executive officers (our "NEOs"):

Name	Title
Jon M. Huntsman	Executive Chairman of the Board (our "Executive Chairman")
Peter R. Huntsman	President and Chief Executive Officer (our "CEO")
J. Kimo Esplin	Executive Vice President and Chief Financial Officer
Anthony P. Hankins	Division President, Polyurethanes and CEO Asia Pacific
Simon Turner	Division President, Pigments & Additives

COMPENSATION SUMMARY

WHAT MAKES US UNIQUE

Our Compensation Committee has established an executive compensation program for our executive officers, including our NEOs, taking into account the features of our company that make us unique:

We grew as a family business and bear the name of our founder and Executive Chairman, Jon M. Huntsman

We believe there is substantial value in our name, our history and the continued leadership of Jon M. Huntsman and Peter R. Huntsman, who has served as our CEO since 2000; their different leadership roles reflect their unique contributions

We operate five distinct global divisions, and the presidents of these divisions are held accountable for both operating and financial performance, with our CEO fulfilling many of the duties of a chief operating officer; we believe this approach places additional responsibilities on our CEO and our Division Presidents as compared to many of our peers

In our business sector, the financial measures most important to our investors are adjusted EBITDA[(1)] and cash flow and we compensate our executive officers accordingly

We maintain a close dialogue with our long-term investors regarding our business strategy, and we focus on long-term value creation for both our stockholders and debt holders

(1) Throughout this Proxy Statement, we refer to our EBITDA and adjusted EBITDA, which are non-GAAP financial measures. A presentation and reconciliation to the most directly comparable GAAP financial measures is contained on pages 63-64 of our Annual Report on Form 10-K for the year ended December 31, 2015, as filed with the SEC on February 16, 2016.

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PERFORMANCE HIGHLIGHTS IN 2015

As described in more detail throughout this CD&A, one of the primary objectives of our executive compensation program is to align our executive officers' pay with our performance. Specific performance highlights in 2015 include the following:

Corporate adjusted EBITDA, the primary metric by which we believe our stockholders measure the financial performance of our company, was $1,221 million

Corporate net operating cash flow, which is also an important measure of the financial performance of our company and has a significant impact on our liquidity, was $412 million

Shared services fixed costs, which is used to evaluate the ability of shared corporate departments to beat budgetary estimates, was $342 million

HOW WE PAID FOR PERFORMANCE IN 2015

For 2015, the Compensation Committee designed our executive compensation program so that a significant majority of each officer's total target direct compensation was in the form of performance-based incentive compensation. On average, 72% of the 2015 total target direct compensation of our NEOs was at risk, tied to specific annual performance metrics and the performance of our common stock. Please see " 2015 Executive Compensation Decisions Mix of Total Target Direct Compensation in 2015" for additional information.

Based on our performance in 2015, during which we did not achieve our adjusted EBITDA targets but had solid financial results in the face of numerous challenges, annual cash performance awards paid to all our NEOs (other than Mr. Turner) for 2015 were below their respective target award levels thereby aligning their pay with our overall performance for the year.

The below chart demonstrates the alignment of our CEO's total direct compensation with our performance in adjusted EBITDA and in adjusted EBITDA excluding our Pigments & Additives business over the last five years. We show results without our Pigments & Additives segment due to the volatile and cyclical nature of the titanium dioxide business within the segment. We believe this chart demonstrates the alignment of our CEO's pay with the businesses we believe our executive officers are able to more directly influence. As we have stated publicly, we remain committed to the separation of our titanium dioxide business.

5-YEAR ADJUSTED EBITDA VS. CEO TOTAL DIRECT COMPENSATION[1]

(1) "Total direct compensation" consists of (i) annual base salary, (ii) the annual cash performance award paid with respect to services for the applicable year, and (iii) the aggregate grant date fair value of long-term equity incentive awards granted during the applicable year in the form of stock options, restricted stock and,

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beginning in 2015, performance share units. See "Executive Compensation Summary Compensation Table" for total compensation paid to our CEO and other named executive officers for 2015.

REALIZABLE PAY

As a result of the link between pay and performance at the core of our incentive plans, the 2015 realizable pay for our CEO of $5.4 million was below his 2015 targeted total direct compensation of $12.1 million. Realizable pay is the sum of: (1) salary, (2) actual cash performance award paid for a fiscal year, and (3) unvested performance shares valued at target, the value of restricted stock awards and the "in-the-money" value of stock options granted for a fiscal year, and in each case for 2015, calculated using the Company's $11.37 stock price on December 31, 2015. Realizable pay assumes equity awards are 100% vested upon grant, even though such awards vest over a period of two or three years.

The chart below shows the difference between our CEO's total direct compensation and his realizable pay over the three-year period from 2013 to 2015. The CEO's realizable pay is approximately 47% below his targeted total direct compensation for the cumulative three-year period including a decline of 75% in the value of his long-term equity incentives compared to their grant date fair value due to the decline in the Company's stock price in 2015.

2013-2015 AGGREGATE REALIZABLE PAY

OUR 2015 SAY-ON-PAY RESULT

We believe our compensation programs have been effective in implementing our primary compensation objectives. However, based in part on the results of our 2014 say-on-pay vote (approximately 75% of the total votes cast (excluding abstentions)) were in favor of our say-on-pay proposal at our 2014 annual meeting) and feedback received from our stockholders relevant to our compensation practices, the Compensation Committee made certain changes to our compensation program for 2015 to further strengthen the alignment between our pay and performance, including:

Our Response to Stockholder Feedback

We instituted grants of performance share units that vest upon the achievement of relative TSR milestones. 30% of long-term equity incentive awards granted to our executive officers in 2015 were in the form of performance share units.

We modified the Executive Chairman's annual cash performance award opportunity so that an increased portion (80%) is tied to the achievement of financial metrics and his maximum cash performance award eligibility was reduced from $7,500,000 to $5,000,000. We also changed the Executive Chairman's long-term equity incentive award mix so that it includes stock options and performance share units in addition to restricted stock for the 2015 awards.

These changes were highlighted in our 2015 Proxy Statement. At our 2015 annual meeting, over 97% of the total votes cast (excluding abstentions) were in favor of our say-on-pay proposal. In determining executive compensation for 2016, the Compensation Committee considered, among other things, the overwhelming support of the 2015 say-on-pay proposal in determining not to make significant additional changes to our compensation program design at this time.

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OBJECTIVES OF HUNTSMAN'S EXECUTIVE COMPENSATION PROGRAM

The primary objective of our overall executive compensation program is to create stockholder value. In support of this objective, our executive compensation program is designed to: (i) align pay with performance; (ii) attract, motivate and retain executives critical to our long-term success by providing a competitive compensation structure; (iii) align our executives' interests with those of our stockholders; and (iv) discourage excessive risk-taking. The chart below indicates the key features of our executive compensation program and how they align with our objectives.

Compensation Feature	Aligns Pay With Performance	Supports a Competitive Compensation Structure	Aligns Executives and Stockholders' Interests	Encourages Long-Term Focus	Balances Short-Term and Long-Term Risk-Taking
Salary		ü			
Annual Cash Performance Award	ü	ü	ü		ü
Restricted Stock Award	ü	ü	ü	ü	ü
Stock Option Award	ü	ü	ü	ü	ü
Performance Share Units	ü	ü	ü	ü	ü
Perquisites		ü			
Health Benefits, Retirement Plans and Severance Arrangements		ü			
Compensation-related policies:					
Clawback Policy			ü	ü	ü
Stock Ownership Guidelines					
Insider Trading/Anti-Hedging Policy					

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ELEMENTS OF HUNTSMAN'S EXECUTIVE COMPENSATION PROGRAM

Additional information about our executive compensation program is provided below, along with a discussion of how various compensation elements align with our compensation objectives.

TOTAL DIRECT COMPENSATION

We provide our executive officers with a mix of pay that reflects our belief that executive officers should have elements of their compensation tied to both short- and long-term performance. The Compensation Committee strives to align the relative proportion of each element of total direct compensation with the competitive market and our objectives, as well as to preserve the flexibility to respond to the continually changing global environment in which we operate. When determining the competitiveness of each NEO's total direct compensation, the Compensation Committee does not target specific percentiles among the industries in which we compete. Generally, as employees move to higher levels of responsibility with greater ability to influence our financial results, the percentage of performance-based pay will increase. Total direct compensation received by our NEOs comprises the following elements:

Compensation Element		Description and Purpose of the Element
Annual Cash Compensation	Base Salary	Designed to be a fixed portion of total compensation, an executive officer's base salary generally reflects the officer's responsibilities, tenure, job performance, special circumstances (such as overseas assignments) and the market for the executive's services.
	Annual Cash Performance Award	Payment of the award depends on performance against predetermined goals and a subjective evaluation of individual performance including success in areas significant to us as a whole or to a particular business unit or function.
Long-Term Equity-Based Compensation	Restricted Stock	Supports a long-term focus by executives, as their value is tied to the value of our common stock over time. Also provides a strong retention incentive by vesting over a three-year period. For 2015, represents 40% of equity-based compensation for each of our NEOs.
	Stock Options	The ten-year exercise period of options creates a long-term interest in maximizing stock price appreciation and discourages profit-taking by executives in the short term. Also provides a strong retention incentive by vesting over a three-year period. Unlike other awards, their value as an incentive typically continues long after their vesting period is over. For example, NEOs with options from our initial grant date in 2005 only recently exercised these options just prior to their expiration. For 2015, represents 30% of equity-based compensation for each of our NEOs.
	Performance Share Units	Beginning in 2015, granted to focus executives on creating stockholder value by increasing TSR performance relative to peers over a three-year period. For 2015, represents 30% of equity-based compensation for each of our NEOs.

A detailed discussion of the total target direct compensation awarded to our NEOs for 2015, and graphical illustrations of the proportionate amount of performance-based compensation for 2015, is set forth below in " 2015 Executive Compensation Decisions."

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OTHER ELEMENTS OF COMPENSATION

In addition to the elements of total direct compensation described above, our executive compensation program includes other elements of compensation that are designed primarily to attract, motivate and retain executives critical to our long-term success and to provide a competitive compensation structure overall.

Element	Description and Purpose of the Element
Health and Welfare Benefits	We provide our NEOs with health and welfare benefits that are intended to be part of a competitive total compensation package with benefits comparable to those provided to employees and executives at other companies in the chemical industry and the general market. Our NEOs participate in our health and welfare programs on the same basis as our other employees.
Retirement and Savings Plans	We provide our NEOs with retirement and savings plan benefits that are intended to be part of a competitive total compensation package with benefits comparable to those provided to employees and executives at other companies in the chemical industry and the general market. We provide certain defined benefit pension plans, including the Huntsman Pension Plan (a tax-qualified pension plan) and the Huntsman Supplemental Executive Retirement Plan (a nonqualified supplemental pension plan for executives who exceed the qualified plan limitations) to eligible employees. In addition, we provide the Huntsman Pension Scheme to our U.K. employees in the Polyurethanes segment, such as Mr. Hankins. We provide the Tioxide Pension Fund to our U.K. employees, such as Mr. Turner, who is also a participant in the nonqualified supplemental Huntsman Global Pension Scheme, and who has a Company pension top-up feature with the overall objective of providing a pension based on pensionable service to December 31, 2010, and final pensionable salary. Employees in foreign jurisdictions participate in the retirement and savings plans mandated by applicable law. We also provide executive officers in the U.S. the opportunity to participate in two defined contribution savings plans: a salary deferral plan (the "401(k) Plan"), and a supplemental savings plan (the "Supplemental Savings Plan"). In addition, officers in the U.K., including Mr. Turner, are eligible for the Huntsman UK Pension Plan, which is a defined contribution pension arrangement for U.K. employees. We merged our money purchase pension plan (the "MPP") with our 401(k) Plan on October 15, 2014, and we maintain a supplemental executive money purchase plan (the "SEMPP"); however, contributions under both the MPP and the SEMPP ceased on September 1, 2014. For an explanation of the major features of our retirement and savings plans, see "Executive Compensation Pension Benefits in 2015" and " Nonqualified Deferred Compensation in 2015."
Perquisites	We provide additional compensation to our NEOs in the form of perquisites for the convenience of executives in meeting the demands of their positions comparable to those provided to executives at other companies in the chemical industry and the general market. The Compensation Committee reviews our policies with respect to perquisites and considers whether and to what extent it may be appropriate for our NEOs to reimburse our company for perquisites. For a description of these perquisites and the amounts paid to our NEOs in 2015, see "Executive Compensation 2015 Summary Compensation Table" and " Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table."
Severance Arrangements	We provide payments and benefits to our executive officers upon certain severance events through the Huntsman Executive Severance Plan (the "Executive Severance Plan"), business segment severance plans, and through individual severance agreements in order to attract and retain executive talent necessary for our business. We have entered into individual severance arrangements with Jon M. Huntsman and Peter R. Huntsman (the "Severance Agreements"). These arrangements are designed to provide protection to our executive officers who are primarily tasked with the management of our overall operations and business strategy and we believe these arrangements are on market terms. For a description of these arrangements, see "Executive Compensation Potential Payments upon Termination or Change of Control."

2015 EXECUTIVE COMPENSATION DECISIONS

TOTAL TARGET DIRECT COMPENSATION

The charts below illustrate the amount of total target direct compensation for 2015 allocated to each component for the Executive Chairman, the CEO and the other NEOs and highlight the amount of total target direct compensation at risk. We structure the compensation of our Executive Chairman and CEO to provide a total compensation package toward the higher end of the competitive range for executives holding comparable positions in light of their unique and indispensable roles, which are described in greater detail below. We structure the compensation of our other executives to provide a total compensation package that, at expected levels of performance, is similar to the total compensation package provided to executives holding comparable positions or having similar qualifications at our Proxy Peers and other comparable companies (each as described below under " How We Determine Executive Compensation").

The amounts actually realized by these executive officers with respect to the annual cash performance awards and long-term equity incentive awards granted in 2015 depend, as applicable, on the level of attainment of the relevant performance goals and the value of our common stock when the awards vest or are exercised.

This mix of pay elements represents our belief that the executive officers should have elements of their compensation tied to both short- and long-term objectives. The Compensation Committee's decisions regarding the mix of pay reflects our compensation philosophy, market reference data provided by Meridian and each officer's role in achieving our strategic objectives.

COMPENSATION FOR OUR EXECUTIVE CHAIRMAN AND OUR CEO

Our company has the unique opportunity to be led by both our CEO, Peter R. Huntsman, and our founder and Executive Chairman, Jon M. Huntsman. Each plays a unique and indispensable role in the success of our company, and we believe the company benefits significantly from its association with the Huntsman family and their philanthropic efforts, led by Jon M. Huntsman. This association is widely perceived as fostering sustainability, increasing employee morale and enhancing general name awareness.

As CEO, Peter R. Huntsman leads our company, develops our vision and strategy, oversees implementation of our strategy as well as our operations and business divisions, and is responsible for ensuring the long-term success of our company. To align Peter R. Huntsman's role with his compensation, we provide a significant portion of his compensation in the form of equity-based incentives tied to the long-term performance of our common stock. Peter R. Huntsman also fulfills many of the duties of a chief operating officer for our company.

In addition to supporting the CEO in the execution of his duties, especially the development of our vision and strategy, Jon M. Huntsman's role is to act as an ambassador for our company and as its principal strategic adviser, and thus his compensation has historically been weighted more heavily towards cash awards to encourage specific actions in the applicable period, such as promoting the company's brand, mentoring senior executives and new Board members, developing and maintaining key relationships and exploring strategic opportunities.

In response to stockholder feedback, the Compensation Committee made changes to Jon M. Huntsman's compensation for 2015. These changes include altering the mix of his equity-based grants to include performance share units and stock options in addition to restricted stock. The

Compensation Committee also increased the portion of his annual cash performance award tied to the achievement of measureable financial goals from 50% to 80% to more closely align with the way we compensate our other NEOs.

2015 BASE SALARY CHANGES

Officer	2014	2015(1)	% Increase
Jon M. Huntsman	$ 1,325,000	$ 1,325,000	n/a
Peter R. Huntsman	$ 1,600,000	$ 1,700,000	6.3%
J. Kimo Esplin	$ 650,000	$ 671,500	3.3%
Anthony P. Hankins	$ 819,600	$ 846,600	3.3%
Simon Turner[(2)]	$ 499,989	$ 559,491	11.9%

(1) Changes in base salary rate are effective as of April 1 of the applicable year.

(2) Mr. Turner's base salary increased from GBP 324,100 in 2014 to GBP 362,670 in 2015. His 2015 salary is based on an exchange rate of 1 GBP to 1.5427 USD, being the exchange rate as of March 2, 2015. March 2, 2015 was an internal date used to estimate pro forma elements of compensation in 2015; a date in the first quarter is generally set for these purposes each year.

The Compensation Committee determined that the base salary of Jon M. Huntsman remained competitively positioned relative to market levels and, as a result, elected not to increase his salary in 2015. Peter R. Huntsman received an increase after receiving no base salary increase for the previous three years, which increase the Compensation Committee determined was appropriate to competitively position his salary relative to market levels. Messrs. Esplin and Hankins received modest increases to their base salary rates consistent with the salary adjustments provided to our employee population generally; however, Mr. Hankins' base salary remains higher than that of comparable positions within our peer group to reflect the added responsibilities of his role as CEO Asia Pacific and his responsibility for both operational and financial performance of our Polyurethanes division. Mr. Turner received a larger increase due to his leadership of the newly acquired businesses from Rockwood, which substantially increased the portfolio of businesses in the Pigments & Additives segment.

2015 ANNUAL CASH PERFORMANCE AWARD

Our annual cash performance awards are designed to reward our executive officers for achievement of annual performance goals set by the Compensation Committee. The Compensation Committee selects performance measures that are important to our operations and that contribute to the creation of stockholder value. Beginning in 2015, the Compensation Committee implemented an award pool program, which provides a mechanism to fund the annual cash performance awards based on achievement of a baseline performance hurdle established by the Compensation Committee. The award pool, together with the establishment of the baseline performance hurdle and a corresponding maximum award level, facilitates the Compensation Committee's intention that the annual cash performance awards qualify for tax deductibility under Section 162(m) of the Internal Revenue Code.

2015 Award Pool. For those executives whose compensation was subject to the deductibility limits of Section 162(m), 2015 cash performance awards were contingent upon achievement of a baseline performance hurdle tied to corporate adjusted EBITDA that was established by the Compensation Committee. Under the formula used to establish the award pool, the maximum amount that could be paid to officers participating in the award pool as a group was 2% of actual corporate adjusted EBITDA. In addition, individual award amounts were limited to an allocated portion of the award pool for each participating officer and the stockholder approved maximum of $15 million as provided in our Huntsman Stock Incentive Plan (the proposed Huntsman 2016 Stock Incentive Plan includes the same $15 million maximum). These limits established the maximum annual dollar denominated cash performance awards that could be paid while the Compensation Committee retained discretion to pay lesser amounts based on the Compensation Committee's evaluation of the established performance measures, weightings and target and maximum award guidelines described below. Actual awards to officers covered by the award pool program were based on the Compensation Committee's assessment of our overall corporate performance, as well as individual and businesses performance, utilizing the negative discretion permitted by Section 162(m).

2015 Annual Cash Performance Award Design. Independent from the award pool program, the Compensation Committee establishes target annual cash performance award guidelines for the NEOs set as a percentage of their base salaries (other

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than the Executive Chairman). The following table summarizes the target and maximum annual cash performance award guidelines, performance measures and corresponding weightings for each of our NEOs for 2015.

Officer	Target Award Guideline	Target % of Base Salary	Maximum Award Guideline	Performance Measures	Weightings
Jon M. Huntsman	$ 2,500,000	n/a	$ 5,000,000	Corporate adjusted EBITDA	60%
				Corporate net operating cash flow	20%
				Strategic and operational objectives	20%
Peter R. Huntsman	$ 2,380,000	140%	$ 4,760,000	Corporate adjusted EBITDA	60%
				Corporate net operating cash flow	20%
				Strategic and operational objectives	20%
J. Kimo Esplin	$ 470,050	70%	$ 940,100	Corporate adjusted EBITDA	30%
				Corporate net operating cash flow	20%
				Shared services fixed costs	20%
				Environmental, health & safety (EH&S) compliance	20%
				Individual performance	10%
Anthony P. Hankins	$ 592,620	70%	$ 1,185,240	Corporate adjusted EBITDA	20%
				Polyurethanes adjusted EBITDA	30%
				Corporate net operating cash flow	10%
				Polyurethanes net operating cash flow	10%
				EH&S compliance	20%
				Individual performance	10%
Simon Turner	$ 391,644	70%	$ 783,288	Corporate adjusted EBITDA	10%
				Pigments & Additives adjusted EBITDA	20%
				Pigments & Additives working capital	10%
				EH&S compliance	10%
				Rockwood synergies	50%

The target and maximum cash performance award guideline amounts for the NEOs were set to generally align with competitive levels relative to comparable executive positions at our Proxy Peers and other chemical and general industrial companies. The Compensation Committee assigns different performance measures and weightings for each NEO in order to align annual incentives with the performance measures most relevant to each officer's role and most within the particular officer's control. Potential payout of individual annual cash performance awards depends upon both company performance and individual contributions to our success, with the target and maximum award amounts serving as a guideline for ultimate payouts with respect to annual cash performance awards to NEOs.

For 2015, the Compensation Committee modified the Executive Chairman's annual cash performance award to be identical to that of the CEO in terms of the applicable performance measures and weightings. Specifically, the Compensation Committee modified the performance measures and weighting applicable to the Executive Chairman's award so that an increased portion (80%) of the award is tied to the achievement of measurable financial metrics (increased from 50% in 2014). This change was made both in response to specific feedback from our stockholders and the Compensation Committee's determination that a consistent approach to the annual cash performance award programs for senior executives was preferable. As a result, while previously we reviewed the specific actions taken by the Executive Chairman to support our business objectives during the year when determining 50% of his total payment, now he is rewarded primarily by the effect these actions ultimately have on our financial results. In determining the 20% portion of the award tied to non-financial metrics for both the Executive Chairman and the CEO, the Compensation Committee reviews achievement of strategic and operational objectives, including reduction of corporate fixed costs, return on net assets, safety, TSR, Rockwood synergies, corporate net debt reduction, execution of our strategic plan and leadership development. The Compensation Committee also reduced the Executive Chairman's maximum potential payment guideline from $7,500,000 to $5,000,000.

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2015 Performance Measures and Performance Goals. The following table provides additional detail regarding the selected performance measures for the 2015 annual cash performance awards:

Performance Metric	What It Is	Why We Use It
Corporate and divisional adjusted EBITDA(1)	An indicator of general economic performance that is not affected by debt restructurings, fluctuations in interest rates or effective tax rates, or levels of depreciation and amortization	Primary measure by which our stockholders measure our financial performance, thus aligning the interests of management with the interests of our stockholders
Corporate and divisional net operating cash flow	An indicator of the amount of cash generated by our operations before strategic considerations including restructuring, acquisitions, joint ventures, incurrence of indebtedness and pension funding	Our strategic goal of maintaining adequate liquidity is directly impacted by net operating cash flow, which we use instead of free cash flow due to our desire to encourage our executive officers to make strategic decisions
Shared services fixed costs	A measure of whether all departments shared at a corporate level by all of our businesses meet, exceed or fall short on yearly budget projections	Controlling costs at a corporate level continues to be an important strategic objective for our company
Working capital	A measure of operating liquidity that is a key driver of net operating cash flow	Working capital was important to our Pigments & Additives segment as they were focused on managing raw materials costs and cash
EH&S compliance	A measure of compliance with environmental performance and injury reduction objectives	Discourages risk-taking for short-term profits to the detriment of the long-term health of our company
Rockwood synergies	A measure of the cost savings achieved with the integration of businesses acquired from Rockwood	Achievement of synergies was a key consideration in the acquisition of the businesses acquired from Rockwood

(1) Corporate adjusted EBITDA is calculated by eliminating the following from EBITDA: (a) acquisition and integration expenses and purchase accounting adjustments; (b) EBITDA from discontinued operations; (c) loss (gain) on disposition of businesses/assets; (d) loss on early extinguishment of debt; (e) certain legal settlements and related expenses; (f) amortization of pension and postretirement actuarial losses; (g) net plant incident remediation costs; and (h) restructuring, impairment, plant closing and transition costs.

The Compensation Committee also established threshold, target and maximum performance goals for each of the financial performance measures relevant to our NEOs as follows:

	2015 (in millions)		
Performance Measure	**Threshold Goal**	**Target Goal**	**Maximum Goal**

Corporate adjusted EBITDA	$ 1,061.3	$ 1,415.0	$ 1,478.7
Corporate net operating cash flow	$ 353.3	$ 471.0	$ 529.9
Polyurethanes adjusted EBITDA	$ 512.3	$ 683.0	$ 768.4
Polyurethanes net operating cash flow	$ 384.0	$ 512.0	$ 576.0
Pigments & Additives adjusted EBITDA	$ 105.0	$ 140.0	$ 157.5
Pigments & Additives working capital	$ 62.0	$ 78.0	$ 90.0
Rockwood synergies	$ 50.0	$ 60.0	$ 65.0
Reduction in shared services fixed costs	$ 373.4	$ 359.0	$ 344.6

The Compensation Committee attempts to make achievability of these targets roughly equivalent. If we achieve corporate adjusted EBITDA of less than 85% of target, the payout for all other components may be capped at target. If corporate adjusted EBITDA is less than 75% of target, the threshold goal, then payment of any other component of the award would be at the discretion of our CEO and the Compensation Committee. The Compensation Committee believes that requiring a minimum adjusted EBITDA threshold be met to receive any payment with respect to the annual cash performance awards both aligns executives' interests with those of stockholders and prevents excessive annual cash performance award payments in times when our financial performance fails to meet our expectations.

2015 Financial Performance. The 2015 targets were designed to require significant effort to achieve, yet to be realistic enough to incentivize our executive officers' performance. For 2015, actual performance and performance as a percentage of targets were as follows:

Performance Criteria	2015 Performance (In Millions)	% of Target
Corporate adjusted EBITDA	$ 1,221.2	86%
Corporate net operating cash flow	$ 411.5	87%
Polyurethanes adjusted EBITDA	$ 573.4	84%
Polyurethanes net operating cash flow	$ 479.4	94%
Pigments & Additives adjusted EBITDA	$ 60.9	44%
Pigments & Additives working capital	$ 64.7	83%
Rockwood synergies	$ 82.0	137%
Shared services fixed costs	$ 341.6	105%

2015 EH&S Compliance Performance. For 2015, the Compensation Committee redesigned the compliance performance measure to focus on EH&S objectives and to exclude the measure related to compliance with the Sarbanes-Oxley Act of 2002 and corporate policies. The Compensation Committee decided to exclude the latter measure due to continued achievement of this objective and a desire to focus on other compliance metrics. The EH&S compliance objectives were as follows:

Performance Measure	How Measured	Weighting
Process safety objective	Company-wide achievement of process safety objectives by Mr. Esplin and divisional achievement by Messrs. Hankins and Turner.	10%
Injury reduction objective	Company-wide achievement of corporate recordable safety by Mr. Esplin and divisional achievement by Messrs. Hankins and Turner.	10%

For Mr. Esplin, these EH&S compliance objectives were achieved above target for process safety objectives and below target for the injury reduction objective. Mr. Hankins' performance was above target for both process safety and injury reduction objectives, in each case, for the Polyurethanes segment. Mr. Turner's performance was below target for both process safety and injury reduction objectives, in each case, for the Pigments & Additives segment.

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Performance in Strategic and Operational Objectives and Individual Performance.

Officer	Performance	% of Target
Jon M. Huntsman	Strong company performance in achievement of strategic objectives including fixed cost reduction, return on net assets, process safety, Rockwood synergies achievement, environmental release rate, corporate net debt reduction, execution of our strategic plan and leadership development Solid performance in implementing and overseeing the execution of the long-term strategy of our company Underperformance in TSR and OSHA recordable injury rate	87%
Peter R. Huntsman	Strong company performance in achievement of strategic objectives including fixed cost reduction, return on net assets, process safety, Rockwood synergies achievement, environmental release rate, corporate net debt reduction, execution of our strategic plan and leadership development Solid performance in ongoing strategic leadership at the Company and Board levels Underperformance performance in TSR and OSHA recordable injury rate	87%
J. Kimo Esplin	Strong performance on reducing fixed costs and delivering on restructuring initiatives Solid performance in executing the Company's financial strategy including cash flow initiatives	87%
Anthony P. Hankins	Strong EH&S performance in the areas of injury reduction and process safety Solid performance in leading the Polyurethanes segment to a good year notwithstanding foreign currency headwinds and volatile prices for certain of our cyclical chemical products	87%
Simon Turner	Mr. Turner's cash performance award did not have an individual performance component	n/a

As reflected in the following table, in the aggregate, Jon M. Huntsman received a cash performance award payout equal to 27% of his maximum potential award guideline amount, which was 70.4% less than his 2014 cash performance award. Peter R. Huntsman received a cash performance award payout equal to 27% of his maximum potential award guideline amount, which was 57% less than his 2014 cash performance award.

2015 Annual Cash Performance Awards. Based on the results discussed above, the Compensation Committee awarded the following annual cash performance awards:

Officer	% of Target Award Earned	Cash Performance Award Earned
Jon M. Huntsman	54%	$ 1,361,402
Peter R. Huntsman	54%	$ 1,296,000
J. Kimo Esplin	89%	$ 417,827
Anthony P. Hankins	81%	$ 479,411
Simon Turner	215%	$ 843,613

Mr. Turner's ultimate cash performance award was above his established maximum cash performance award guideline in recognition of the increased role Mr. Turner has assumed with the addition of the Rockwood businesses and his achievement of $82 million in synergies in integrating these businesses, which was 37% higher than targeted for 2015. His ultimate payout amount was less than the maximum annual dollar denominated cash performance award amount that could be paid to him under the annual pool program, due to the Compensation Committee's exercise of negative discretion.

LONG-TERM EQUITY COMPENSATION

For 2015, in addition to awards of stock options and time-based restricted stock, the Compensation Committee approved awards of performance share units that vest upon the achievement of relative TSR milestones. The Compensation Committee believes relative TSR is an appropriate long-term performance metric for the performance share unit awards because it promotes strong shareholder alignment and is a prevalent metric used by other companies.

Specifically for 2015, the long-term equity incentive awards granted to each NEO were comprised of a mix of stock options (30% value), restricted stock (40% value) and performance share units (30% value). For 2014, the long-term equity compensation awards granted to the NEOs (other than Jon M. Huntsman) were comprised of 50% stock options and 50% restricted stock, and the long-term equity compensation awards granted to Jon M. Huntsman were solely in the form of restricted stock awards. The Compensation Committee made these changes in 2015 in response to stockholder feedback requesting an increased emphasis on equity-based grants tied to performance measures.

The Compensation Committee targeted long-term equity compensation awards for the NEOs at levels intended to competitively position the total target direct compensation of the executive officers and to reflect the individual roles and contributions of our NEOs. The targeted award amount was converted to a number of shares based on the grant date fair value of the respective award. The 2015 long-term equity incentive awards approved for the NEOs were as follows:

Officer	Stock Options	Restricted Stock	Targeted Performance Share Units	Total Shares
Jon M. Huntsman	70,355	41,774	31,331	143,460
Peter R. Huntsman	239,645	142,292	106,719	488,656
J. Kimo Esplin	38,462	22,837	17,128	78,427
Anthony P. Hankins	22,189	13,175	9,881	45,245
Simon Turner	25,148	14,932	11,199	51,279

The restricted stock and stock option awards granted in 2015 are subject to a three-year ratable annual vesting schedule that requires service for a continuous three-year period to become fully vested.

The performance share unit awards granted in 2015 vest and lapse their associated restrictions ratably in two equal annual installments on December 31, 2016 and December 31, 2017, respectively, and, in each case, subject to the achievement of relative TSR performance metrics and continued service through the applicable vesting date. The performance share unit awards are settled in stock upon vesting, and any dividends paid with respect to the underlying shares are accumulated and paid when and to the extent the award vests and is earned, either in cash or additional shares at the Compensation Committee's election.

The company peer group used to determine relative TSR performance (the "2015 Performance Peers") represents industry-specific public companies against whom we compete for market share. Although there is some overlap between the two groups, the 2015 Performance Peers differ from our Proxy Peers, described below, because these are companies whose valuations are influenced by similar financial metrics and we compete against these companies for market share and investor capital. As described below, the Proxy Peers are companies against whom we compete in the global chemical industry for business opportunities and executive talent. The 2015 Performance Peers are as follows:

Albemarle Corporation	Dow Chemical Company	LyondellBasell Industries N.V.
Ashland Inc.	EI du Pont de Nemours and Company	Stepan Company
BASF SE	Eastman Chemical Company	Tronox Ltd
Celanese Corporation	Kraton Performance Polymers Inc.	Westlake Chemical Corp.
Clariant N	Lanxess AG	

For each 2015 Performance Peer, TSR will be measured using a 20 trading day stock price average at the beginning of the performance periods detailed above and a 20 trading day stock price average at the end of the performance periods in order to smooth out any volatility at the beginning and end of the performance periods. Determination of payouts, if any, will be made based on the Company's TSR percentile performance relative to the Performance Peer Group at the end of the respective performance periods. The maximum number of performance shares that may be earned under the program is 200% of the number of shares granted if the Company's TSR performance ranks in the 90^{th} percentile of the 2015 Performance Peers. If the Company's TSR performance ranks below the 25^{th} percentile of the 2015 Performance Peers, there will be no payout. Median performance results in payout at target.

Additional details regarding these 2015 grants are provided under "Executive Compensation Grants of Plan-Based Awards in 2015" below. None of the awards granted in 2015 provide for automatic accelerated vesting upon termination of employment of the occurrence of a change of control, and only Jon M. Huntsman's 2015 award provides for accelerated vesting automatically upon a change of control. See "Executive Compensation Potential Payments upon Termination or Change in Control" below for more information.

HOW WE DETERMINE EXECUTIVE COMPENSATION

Under the direction of the Compensation Committee and in coordination with our compensation consultant, Meridian, our CEO and our Senior Vice President, Global Human Resources coordinate the annual review of the executive compensation program. This review includes an evaluation of our performance, corporate goals and objectives relevant to compensation, and compensation payable under various circumstances, including upon retirement or a change of control. In making its decisions regarding each executive officer's compensation, the Compensation Committee considers the nature and scope of all elements of the executive's total compensation package, the executive's responsibilities and his or her effectiveness in supporting our key strategic, operational and financial goals. This review includes an evaluation of each executive officer's historical pay and career development, individual and corporate performance, competitive practices and trends and other compensation issues.

ROLES OF THE COMPENSATION COMMITTEE, EXECUTIVE MANAGEMENT AND THE COMPENSATION CONSULTANT

The Compensation Committee, executive management and Meridian each play a key role in the Compensation Committee's annual review, evaluation and approval of our executive compensation programs.

Compensation Committee	Articulates our compensation philosophy, establishes our executive compensation program and implements policies and plans covering our executive officers.
	Reviews, evaluates and approves the compensation structure and level for all of our executive officers.
	Reviews each element of compensation annually for our Executive Chairman and our CEO and makes recommendations for approval by the independent members of the Board (including those members who serve on the Compensation Committee).
	Evaluates each executive officer's performance, including through reports from other members of executive management (other than with respect to our CEO and our Executive Chairman) and, in many cases, makes personal observations in determining individual compensation decisions.
Executive Management	Our CEO articulates our strategic direction and works with the Compensation Committee to identify and set appropriate targets for executives officers (other than the Executive Chairman and himself).
	Our CEO is assisted by our Senior Vice President, Global Human Resources, who provides advice on the design and development of our compensation programs, the interpretation of compensation data and the effects of adjustments and modifications to our compensation programs.
	Our CEO and Senior Vice President, Global Human Resources make recommendations to the Compensation Committee regarding each element of compensation for each of our executive officers (other than the CEO and the Executive Chairman).
	Our CEO also provides the Compensation Committee with his evaluation with respect to each executive officer's performance (other than the performance of our Executive Chairman and himself) during the prior year.
	Our finance and legal departments also assist our CEO and Senior Vice President, Global Human Resources by advising on legal and financial considerations relevant to these programs.
Compensation Consultant	Advises the Compensation Committee in its oversight role, advises executive management in the executive compensation design process and provides independent compensation data and analysis to facilitate the annual review of our compensation programs.

Evaluates levels of executive officer and director compensation as compared to general market compensation data and peer data (as discussed below).

Evaluates proposed compensation programs or changes to existing programs, providing information on current executive compensation trends and updates on applicable legislative, technical and governance matters.

COMPENSATION BENCHMARKING

To assist in its determination of the 2015 target total direct compensation levels for our executive officers, the Compensation Committee considered information included in a compensation benchmarking review prepared by Meridian. The benchmarking review provided competitive market data for each element of compensation, as well as information regarding incentive plan designs and pay practices for executives in similar positions among a selected peer group of companies (the "Proxy Peers"). Information in the compensation benchmarking review served as a reference in the Compensation Committee's overall assessment of the competitiveness of our executive compensation program.

The Proxy Peers are representative of the companies against whom we compete in the global chemical industry for business opportunities and executive talent. Criteria used to select the Proxy Peer companies include financial metrics (i.e., revenue, market capitalization, net income) and the industry segment in which we operate (i.e., organic chemical products and inorganic chemical products). For our compensation benchmarking review for 2015, our Proxy Peers comprised the following twelve companies:

Air Products and Chemicals Incorporated	EI du Pont de Nemours and Company	The Mosaic Company
Ashland Inc.	Eastman Chemical Company	PPG Industries Incorporated
Celanese Corporation	Ecolab Inc.	Praxair Incorporated
Dow Chemical Company	Monsanto Company	Sherwin-Williams Company

The Compensation Committee reviews the composition of the Proxy Peers annually, resulting in some variation in the composition of the group from time to time. For 2015, several changes were made to the peer group. Avery Dennison Corporation and Rockwood Holdings, Inc. were removed and replaced with Ecolab Inc., The Mosaic Company and Praxair Incorporated. No changes to the Proxy Peer companies were made for purposes of 2016 compensation decisions.

In addition to competitive market data for the Proxy Peers, and to assess benchmark data for positions for which pay information is not publicly disclosed, the Compensation Committee also considered competitive market data for companies across a broader group of chemical and general industrial companies. These data are provided by the Equilar Executive Compensation Survey and were included in the compensation benchmarking review. The Compensation Committee considers competitive ranges among our Proxy Peers and these broader industry groups, but does not use the benchmark data to target specific percentiles within these groups.

The Compensation Committee believes the combination of these perspectives offers an appropriate basis for assessing the competitiveness of the compensation for our NEOs.

INDEPENDENCE OF COMPENSATION ADVISERS

Since 2011, the Compensation Committee has retained Meridian as its compensation consultant. Meridian is an independent compensation consulting firm and does not provide any services to us outside of matters pertaining to executive officer and director compensation. Meridian reports directly to the Compensation Committee, which is solely responsible for determining the scope of services performed by Meridian and the directions given to Meridian regarding the performance of such services. Meridian attends Compensation Committee meetings as requested by the Compensation Committee.

The Compensation Committee determined that the services provided by Meridian to the Compensation Committee during 2015 did not give rise to any conflicts of interest. The Compensation Committee made this determination by assessing the independence of Meridian under the six independence factors adopted by the SEC and incorporated into the NYSE Corporate Governance Listing Standards. Further, in making this assessment, the Compensation Committee considered Meridian's written correspondence to the Compensation Committee that affirmed the independence of Meridian and the partners, consultants and employees who provide services to the Compensation Committee on executive and director compensation matters.

The Compensation Committee has on occasion sought the advice of Vinson & Elkins LLP, a law firm that represents and receives fees from our company with respect to legal services provided in other areas. Based on a letter from Vinson & Elkins assessing their independence under the six independence factors adopted by the SEC and incorporated into the NYSE Corporate Governance Listing Standards, the Compensation Committee determined that the services provided by Vinson & Elkins to the Compensation Committee during 2015 also did not give rise to any conflicts of interest.

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COMPENSATION POLICIES AND PRACTICES

STOCK OWNERSHIP GUIDELINES

The Board has adopted Director and Executive Stock Ownership Guidelines (the "Guidelines") to more closely align our directors' and executives' interests with our stockholders' interests and to encourage directors and executives to make decisions that will be in our long-term best interests through all industry cycles and market conditions. The Guidelines require directors and executive officers to achieve and maintain ownership of our stock equal to six times base salary for the CEO, three times base salary for all other executive officers and three times the annual cash retainer for directors. The stock ownership requirement is based on the participant's base salary or annual retainer (as applicable) and the closing stock price on July 15 of each calendar year.

During any year in which a participant's ownership target is not met, he or she is required to retain at least 50% of net shares delivered through the Huntsman's stock incentive plans ("net shares" means the shares remaining after deducting shares for the payment of taxes and, in the case of stock options, after deducting shares for payment of the exercise price of stock options). Shares acquired by a participant prior to becoming subject to the Guidelines are not subject to the retention restriction. There are exceptions to the retention requirement for estate planning, gifts to charity, education and a participant's primary residence. In addition, hardship exemptions may be made in rare instances. A copy of the Guidelines is available on our website at *www.huntsman.com.*

As of March 11, 2016, all of our NEOs and directors exceeded the ownership levels specified in the Guidelines. The following table provides the minimum stock ownership level for each NEO and the percentage of the ownership guideline achieved by the officer as of the determination date:

Officer	Ownership	Share Ownership Target	% of Guideline Achieved
Jon M. Huntsman	3x	186,700	100%
Peter R. Huntsman	6x	479,100	100%
J. Kimo Esplin	3x	94,600	100%
Anthony P. Hankins	3x	119,300	100%
Simon Turner	3x	79,400	100%

CLAWBACK POLICY

In September 2014, the Compensation Committee adopted an Executive Compensation Clawback Policy for executive officers. Under this policy, the Company may recover performance-based compensation that was based on achievement of quantitative performance targets if an executive officer engaged in fraud or intentional illegal conduct resulting in a financial restatement. The Company may also recover any awards made to an executive during the prior three years should the executive engage in activity that results in a financial restatement.

PROHIBITED TRANSACTIONS

Our Insider Trading Policy includes trading restrictions, which prohibit employees, directors and related persons from engaging in short-term, hedging or speculative transactions in our securities. Such persons may not execute transactions in short sales, options, such as puts and calls, or any other derivative securities or margin accounts. In addition, while we do not prohibit pledging shares, persons subject to the policy are required to exercise caution when holding securities in a margin account where such securities could be pledged as collateral.

COMPENSATION POLICIES AND PRACTICES AS THEY RELATE TO RISK MANAGEMENT

The Compensation Committee believes that our compensation programs are appropriately designed to provide a level of incentives that does not encourage our executive officers and employees to take unnecessary risks in managing their respective business divisions or functions and in carrying out their employment responsibilities. As discussed above, a substantial portion of our executive officers' compensation is performance-based, consistent with our approach to executive compensation. Our annual cash performance award program is designed to reward annual financial and/or strategic performance in areas considered critical to our short and long-term success and features a cap on the maximum amount that can be earned in any single year. In addition, we measure performance in many areas other than company profit, such as environmental, health and safety goals, cost-saving initiatives and corporate compliance, to determine an executive's annual cash performance award. We believe this discourages risk-taking for short-term profits at the detriment of the long-term health of our company. Likewise, our long-term equity incentive awards are directly aligned with long-term stockholder interests through their link to our stock price, TSR and multi-year ratable vesting schedules. Our executive stock ownership guidelines further provide a long-term focus by requiring our executives to personally hold significant levels of our stock. In addition, we implemented a clawback policy to discourage risk-taking that focuses excessively on short-term financial performance. The Compensation Committee believes that the various elements of our executive compensation program sufficiently incentivize our executives to act based on the sustained long-term growth and performance of our company.

ACCOUNTING AND TAX TREATMENT OF THE ELEMENTS OF COMPENSATION

We account for stock-based awards, including stock options, restricted stock and performance share unit awards, in accordance with FASB ASC Topic 718 (formerly Statement of Financial Accounting Standards No. 123R).

The financial reporting and income tax consequences to us of individual compensation elements are important considerations for the Compensation Committee when it is analyzing the overall level of compensation and the mix of compensation among individual elements. Overall, the Compensation Committee seeks to balance its objective of ensuring an effective compensation package for the NEOs with the desire to maximize the immediate deductibility of compensation while ensuring an appropriate and transparent impact on reported earnings and other closely followed financial measures.

In making its compensation decisions, the Compensation Committee has considered the implications of Section 162(m) of the Internal Revenue Code. Section 162(m) of the Internal Revenue Code disallows a tax deduction by us for individual executive compensation exceeding $1 million in any taxable year for our CEO and the other three most highly compensated senior executive officers (other than our CEO and Chief Financial Officer), unless the compensation is "performance-based" under a plan that is approved by our stockholders and that meets certain other technical requirements. As a result, the Compensation Committee intends to design a substantial portion of the total compensation package for each NEO to qualify for the "performance-based" compensation exemption from the deductibility limit. However, the Compensation Committee does have the discretion to design and use compensation elements that may not be deductible under Section 162(m) when necessary for competitive reasons, to attract or retain a key executive, to enable us to retain flexibility in maximizing our pay for performance philosophy or where achieving maximum tax deductibility would not be in our best interest.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed Huntsman Corporation's Compensation Discussion and Analysis for the fiscal year ended December 31, 2015 as set forth above with Huntsman management. Based on this review and discussion, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

COMPENSATION COMMITTEE,

Alvin V. Shoemaker, Chair
Nolan D. Archibald
Wayne A. Reaud

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EXECUTIVE COMPENSATION