

NEXEO SOLUTIONS, INC.
CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS
(Adopted as of June 9, 2016)

The Board of Directors (the “Board”) of Nexeo Solutions, Inc. (the “Company”) has established the Audit Committee of the Board (the “Committee”) with authority, responsibility and specific duties as described in this Audit Committee Charter (this “Charter”).

I. Purposes

The purposes of the Committee are to:

- A. Oversee the accounting and financial reporting processes of the Company and audits of the Company’s financial statements.
- B. Assist the Board in fulfilling its oversight responsibilities regarding the:
 - Integrity of the Company’s financial statements;
 - Company’s compliance with legal and regulatory requirements, including the Global Standards of Business Conduct;
 - Qualifications, independence and performance of the independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company (the “Independent Auditors”); and
 - Effectiveness and performance of the Company’s internal audit function;
- C. Annually, prepare an Audit Committee Report and publish the report in the Company’s proxy statement for its annual meetings of stockholders, in accordance with applicable rules and regulations; and
- D. Perform such other functions as the Board may assign to the Committee from time to time.

This Committee performs an oversight function. It is not the duty of this Committee or its members to plan or conduct audits or to determine that the Company’s financial statements are complete, accurate and in accordance with generally accepted accounting principles (“GAAP”) and applicable rules and regulations. Management is responsible for preparing the Company’s financial statements, for maintaining internal control over financial reporting, and assessing the effectiveness of internal control over financial reporting. The Independent Auditors are responsible for expressing opinions on the conformity of the audited financial statements with GAAP and on the effectiveness of the Company’s internal control over financial reporting. Management is also responsible for promoting corporate compliance with all laws applicable to the Company. The specific responsibilities of this Committee in carrying out this oversight

function are described below.

II. Membership

The Committee must consist of not less than three members of the Board. Each member of the Committee must be “independent” as defined by the rules of the Securities and Exchange Commission (the “SEC”) and the listing requirements of The NASDAQ Stock Market LLC (the “NASDAQ”). Each member of the Committee must meet the experience requirements of the NASDAQ, must not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years and at least one member of the Committee must be an “audit committee financial expert” (as defined by applicable rules of the SEC), unless the Board determines that the members of the Committee shall have sufficient expertise in financial statement oversight that such an expert is not necessary, which condition shall be properly disclosed by the Company. Notwithstanding the foregoing membership requirements, no action of the Committee will be invalid by reason of any such requirement not being met at the time such action is taken.

All Committee members shall be financially literate, or shall become financially literate within a reasonable period of time after appointment to this Committee. The Board has determined in the exercise of its business judgment that financial literacy means being able to read and understand fundamental financial statements. At least one member of this Committee shall have accounting or related financial management expertise as determined by the Board in the exercise of its business judgment. Factors to be considered in evaluating accounting or related financial management expertise may include but shall not be limited to (i) past employment experience in finance or accounting, (ii) requisite professional certification in accounting, or (iii) any other comparable experience or background which results in financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

The members of the Committee and its Chairperson shall be selected by the Board, based on the recommendation of the Nominating & Governance Committee, and shall serve at the pleasure of the Board. Any vacancy on the Committee shall be filled by, and any member of the Committee may be removed by, an affirmative vote of a majority of the Board. The duties of the Chairperson shall be determined by the Committee and include, but not limited to, facilitating communications between the Committee and the Board and scheduling Committee meetings. The Chairperson will chair all regular sessions of the Committee and set the agendas for Committee meetings. If a Chairperson is not designated by the Board or present at a meeting, the Committee may designate a Chairperson by majority vote of the Committee members then in office.

Committee members may serve on the audit committees of more than two other public companies only if the Board has determined that such simultaneous service would not impair the member’s ability to effectively serve on this Committee and such service is disclosed in the Company’s annual proxy statement.

III. Authority and Responsibilities

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. Without limiting the generality of the preceding statements, the Committee has the authority, and is entrusted with the responsibility, to take the following actions:

A. Authority

The Committee has the authority to:

1. Conduct or authorize investigations into any matter, including, but not limited to, complaints relating to accounting, internal accounting controls or auditing matters, within the scope of the responsibilities delegated to the Committee as it deems appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
2. Retain and determine funding for legal counsel, accounting experts and other advisors, including the sole authority to appoint or replace the Independent Auditors (subject, if applicable, to stockholder ratification), as it deems necessary or appropriate to fulfill its responsibilities. The Committee may also utilize the services of the Company's regular outside legal counsel or other advisors to the Company. The Company must provide for appropriate funding, as determined by the Committee, for payment of (a) compensation to any Independent Auditors engaged for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Company; (b) compensation to any advisors employed by the Committee; and (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
3. Delegate to its Chairperson, any one of its members or any subcommittee it may form, the responsibility and authority for any particular matter, as it deems appropriate from time to time under the circumstances. However, subcommittees do not have the authority to engage independent legal counsel, accounting experts or other advisors unless expressly granted such authority by the Committee. Each subcommittee shall keep minutes and regularly report to the Committee.

B. Responsibilities

Interaction with the Independent Auditors

1. *Appointment and Oversight.* The Committee shall be solely responsible for the appointment, compensation, retention and oversight of the work of the Independent Auditors hired for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the

Company. The Committee and the independent registered accounting firm shall discuss the firm's responsibilities and the responsibilities of management in the audit process. The Independent Auditors shall report directly to the Committee and the Committee shall routinely review such firm's performance. In addition, the Committee shall oversee the resolution of any disagreements between the Company's management and the Independent Auditors regarding financial reporting.

2. *Pre-Approval of Services.* Before the Independent Auditors are engaged by the Company or its subsidiaries to render audit or non-audit services, the Committee must pre-approve the engagement. Committee pre-approval of audit and non-audit services is not required if the engagement for the services is entered into pursuant to the Audit Committee Pre-Approval Policy. The Chairperson of the Committee has the authority to grant pre-approvals, provided such approvals are within the Audit Committee Pre-Approval Policy and presented to the Committee at a subsequent meeting.
3. *Independence of Registered Public Accounting Firm.* The Committee shall, at least annually, review the independence and quality control procedures of the Independent Auditors and the experience and qualifications of the Independent Auditors' senior personnel that are providing audit services to the Company. In conducting its review, the Committee shall:
 - a) Obtain and review a report prepared by the Independent Auditors describing (i) the firm's internal quality-control procedures and (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, involving one or more independent audits carried out by the firm, and any steps taken to deal with any such issues.
 - b) Discuss with representatives of the Independent Auditors its independence from the Company, and obtain and review a written statement prepared by the Independent Auditors describing all relationships between the Independent Auditors and the Company, consistent with applicable requirements of the Public Company Accounting Oversight Board (the "PCAOB") regarding the Independent Auditors' communications with the audit committee concerning independence, and consider the impact that any relationships or services may have on the objectivity and independence of the Independent Auditors.
 - c) If applicable, consider whether the provision by the Independent Auditors of any permitted information technology services or other

non-audit services to the Company is compatible with maintaining the independence of the Independent Auditors.

- d) Confirm with the Independent Auditors that the firm is in compliance with the partner rotation requirements established by the SEC.

Annual Financial Statements and Annual Audit

1. *Meetings with Management, the Independent Auditors and the Internal Auditor.* The Committee shall:

- a) Meet with management, the Independent Auditors and the internal auditor in connection with each annual audit to discuss the scope of the audit, the procedures to be followed and the staffing of the audit.
- b) Review and discuss with management and the Independent Auditors: (i) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (ii) any analyses prepared by management or the Independent Auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative treatments of financial information within GAAP on the Company's financial statements; and (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.
- c) Review and discuss the annual audited financial statements with management and the Independent Auditors, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

2. *Meetings with the Independent Auditors.* The Committee shall:

- a) Review with the Independent Auditors any problems or difficulties the Independent Auditors may have encountered during the course of the audit work, including any restrictions on the scope of activities or access to required information or any significant disagreements with management and management's responses to such matters. Among the items that the Committee should consider reviewing with the Independent Auditors are: (i) any accounting adjustments that were noted or proposed by the

Independent Auditors but were “passed” (as immaterial or otherwise); (ii) any communications between the audit team and the Independent Auditors’ national office respecting auditing or accounting issues presented by the engagement; and (iii) any “management” or “internal control” letter issued, or proposed to be issued, by the Independent Auditors to the Company. The Committee shall obtain from the Independent Auditors assurances that Section 10A(b) of the Securities Exchange Act of 1934, as amended, has not been implicated. The review should also include discussion of the responsibilities, budget and staffing of the Company’s internal audit function.

- b) Discuss with the Independent Auditors the report that such firm is required to make to the Committee regarding: (i) all accounting policies and practices to be used that the Independent Auditors identifies as critical; (ii) all alternative treatments of financial information within GAAP for policies and practices related to material items that have been discussed among management and the Independent Auditors, including the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Independent Auditors; and (iii) all other material written communications between the Independent Auditors and management of the Company, such as any management letter, management representation letter, reports on observations and recommendations on internal control over financial reporting, the Independent Auditors’ engagement letter, the Independent Auditors’ independence letter, schedule of unadjusted audit differences and a listing of adjustments and classifications not recorded, if any.
 - c) Discuss with the Independent Auditors the matters required to be discussed by Auditing Standard No. 16.
 - d) Request the Independent Auditors to provide relevant information about any PCAOB inspections into the audit of the Company.
3. *Recommendation to Include Financial Statements in Annual Report.* The Committee shall, based on the review and discussions in paragraphs 1(c) and 2(c) of this “Annual Financial Statements and Annual Audit” section, and based on the disclosures received from the Independent Auditors regarding its independence and discussions with representatives of the firm regarding such independence pursuant to subparagraph 3(b) of the “Interaction with the Independent Auditors” section, determine whether to recommend to the Board that the audited financial statements be included in the Company’s Annual Report on Form 10-K for the fiscal year subject to the audit.

Quarterly Financial Statements

1. *Meetings with Management and the Independent Auditors.* The Committee shall review and discuss the quarterly financial statements with management and the Independent Auditors, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Internal Audit

1. Each year the Committee shall review the activities and structure of the internal audit function and review and advise the Board on the performance of the internal audit director.

Meetings with the Internal Auditor

1. The Committee shall periodically meet separately with the Company's internal auditor to discuss the responsibilities, budget and staffing of the Company's internal audit function and any issues that the internal auditor believes warrant the Committee's attention. In addition, the Committee shall discuss with the internal auditor any significant reports to management prepared by the internal auditor and any responses from management.

Review of Related Party Transactions

1. The Committee shall review, approve or ratify related party transactions as set forth in the Company's Related Persons Transactions Policy.

Establishment of "Whistleblowing" Procedures

1. The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters. The Committee shall also establish procedures for the confidential and anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
2. The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding potential violations of applicable laws, rules and regulations or of the Company's codes, policies and procedures. The Committee shall also establish procedures for the confidential and anonymous submission by employees of the Company of concerns regarding questionable compliance matters.

Risk Management

1. The Committee shall review with management the Company's guidelines and policies with respect to the enterprise risk assessment process as well as any risk themes delegated by the Board for the Committee's oversight. The Committee shall discuss with management and the Independent Auditors the Company's major risk exposures (whether financial, operating or otherwise), the adequacy and effectiveness of the accounting and financial controls, and the steps management has taken to monitor and control such exposures and manage legal compliance programs, among other considerations that may be relevant to their respective audits.

Review of Legal and Regulatory Compliance

1. The Committee shall discuss with management and the Independent Auditors any correspondence from or with regulators or governmental agencies, any employee complaints or any published reports that raise material issues regarding the Company's financial statements, financial reporting process, accounting policies or internal audit function.
2. Obtain from the Independent Auditors assurance that they are not required to make a report under Section 10A(b) of the Exchange Act (which requires the Independent Auditors to inform this Committee if the Independent Auditors detect or become aware of illegal acts and to provide a report to this Committee if they have reached specific conclusions with respect to such illegal acts).
3. The Committee shall discuss with the Company's Chief Legal Officer or outside counsel any legal matters brought to the Committee's attention that could reasonably be expected to have a material impact on the Company's financial statements.

Review of Governance Policies and Compliance Programs

1. The Committee shall review management's monitoring of the Company's compliance programs and Global Standards of Business Conduct and Financial Code Ethics, including a report of violations and waivers of the Global Standards of Business Conduct and Financial Code of Ethics.

Annual Audit Committee Report

1. The Committee shall prepare for inclusion in the Company's proxy statement for its annual meeting of stockholders the Audit Committee Report required by the rules of the SEC.

Policies for Employment of Former Audit Staff

1. The Committee shall set clear hiring policies for employees or former employees of the Company's Independent Auditors.

Other Powers and Responsibilities

1. The Committee shall review with management and the Independent Auditors the Company's earnings press releases (paying particular attention to any use of "pro forma" or "adjusted" non-GAAP information), as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussions may be in general terms (*i.e.*, discussion of the types of information to be disclosed and the types of presentations to be made).
2. The Committee shall request assurances from management, the Independent Auditors and the Company's internal auditors that any foreign subsidiaries and/or foreign affiliated entities, if any, are in conformity with applicable legal requirements, including disclosure of affiliated party transactions.
3. The Committee shall meet separately with management on a periodic basis to discuss matters related to the Company's internal control over financial reporting and other matters related to the Company's internal audit function.
4. The Committee shall review and discuss with management and the Independent Auditors the Company's report on internal control over financial reporting prior to filing the Company's Annual Report on Form 10-K.
5. The Committee shall review the adequacy and succession planning of the Company's accounting and financial personnel.
6. The Committee shall review disclosures by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein.

IV. Procedures

- A. ***Meetings.*** The Committee shall meet at the call of its Chairperson, two or more members of the Committee or the Chairperson of the Board. In order to discharge its responsibilities, the Committee shall each year establish a schedule of meetings. The Committee shall meet on at least a quarterly basis (prior to the filing of the Company's Quarterly Reports on Form 10-Q and Annual Report on Form 10-K with the SEC) and may meet more frequently as circumstances dictate. Meetings of the Committee may be in person, by conference call or by unanimous written consent, in accordance with the Company's Bylaws. Meetings

of the Committee shall be held at such time and place, and upon such notice, as its Chairperson may from time to time determine. The Committee shall keep such records of its meetings as it deems appropriate.

Meetings may, at the discretion of the Committee, include other directors, members of the Company's management, independent advisors and consultants, representatives of the Company's Independent Auditors, the Company's internal auditor, any other financial personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. Those in attendance may observe meetings of the Committee, but may not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event are not entitled to vote. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any director that is not a member of the Committee.

This Committee shall meet periodically meet with members of management, including the Chief Legal Counsel and the Director of Internal Audit, the Independent Auditors, and in executive sessions without any other participants.

- B. ***Quorum and Approval.*** A majority of the Committee's members shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held. In the event the number of Committee members voting in favor of a proposal and the number of Committee members voting against such proposal are equal, the vote of the Chairperson shall resolve the tie.
- C. ***Rules.*** The Committee may determine additional rules and procedures, including designation of a Chair pro tempore in the absence of its Chairperson and designation of a secretary of the Committee at any meeting thereof.
- D. ***Reports.*** The Committee shall maintain minutes of its meetings and make regular oral or written reports to the Board, directly or through its Chairperson, of its actions and any recommendations to the Board. These reports shall include a discussion of any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's Independent Auditors, the performance of the Company's internal audit function or any other matter the Committee determines is necessary or advisable to report to the Board.
- E. ***Review of Charter.*** Each year the Committee shall review the need for changes in this Charter and recommend any proposed changes to the Board for approval.

- F. ***Performance Review.*** Each year the Committee shall review and evaluate its own performance and shall submit itself to a review and evaluation by the Board.
- G. ***Fees; Reimbursement of Expenses.*** Each member of the Committee as well as the Chairperson shall be paid the fee set by the Board for his or her services as a member, or Chairperson, as the case may be, of the Committee. Subject to the Company's Corporate Governance Guidelines and other policies, Committee members, including the Chairperson, shall be reimbursed by the Company for all reasonable expenses incurred in connection with their duties as Committee members, or as Chairperson.

V. Posting Requirement

The Company will make this Charter available on or through the Company's website as required by applicable rules and regulations. In addition, the Company will disclose in its proxy statement for its annual meeting of stockholders or in its Annual Report on Form 10-K, as applicable, that a copy of this Charter is available on the Company's website and provide the website address.

* * *

While the Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable federal or state law. Further, nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by Committee members on reports or other information provided by others.