

ATOTECH LIMITED

AUDIT COMMITTEE CHARTER

This charter (the “Charter”) of the audit committee (the “Committee”) of the board of directors (the “Board”) of Atotech Limited (the “Company”) was adopted by the Board, effective as of 19 March 2020 .

I. Purpose

The purpose of the Committee is to assist the Board in its oversight of: (i) the integrity of the Company’s financial statements; (ii) the Company’s compliance with legal and regulatory requirements; (iii) the independent auditor’s qualifications and independence; (iv) the performance of the Company’s independent auditor; (v) the design and implementation of the Company’s internal audit function, and the performance of the Company’s internal audit function after it has been established; and (vi) such other functions set forth in this Charter.

The Committee’s responsibilities are limited to oversight. The Company’s management is responsible for establishing and maintaining accounting policies and procedures in accordance with international financial reporting standards and other applicable reporting and disclosure standards and for preparing the Company’s financial statements. The Company’s independent auditors are responsible for auditing and reviewing those financial statements. Each member of the Committee is entitled to rely on the integrity of those persons within the Company and from the professionals and experts from which the Committee receives information and, absent actual knowledge to the contrary, the accuracy of the financial and other information provided to the Committee by such persons, professionals or experts.

II. Composition

The Committee shall consist of a number of directors as determined by the Board from time to time, each of whom shall satisfy (i) the independence requirements of the applicable stock exchange upon which the Company’s stock is listed (the “Stock Exchange”) and (ii) the independence requirements for audit committee members issued by the Securities and Exchange Commission (the “SEC”), except as otherwise permitted by applicable Stock Exchange or SEC rules, and meet all other eligibility requirements of applicable laws.

Each Committee member shall be financially literate as determined by the Board in its business judgment. In addition, at least one member of the Committee shall be a financial expert as defined under SEC rules.

No Committee member may simultaneously serve on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of the member to effectively serve on the Committee and this determination is disclosed in accordance with Stock Exchange rules.

Committee members shall be appointed and may be removed, with or without cause, by the Board. Unless a chair of the Committee (the “Chair”) is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings, Procedures and Authority

The Committee shall meet at least once during each fiscal quarter. The Committee shall meet separately, periodically, with management, with the independent auditor, with the Company personnel

primarily responsible for the design and implementation of the internal audit function, and with the internal auditor (or other personnel responsible for the internal audit function) after the internal audit function has been established.

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's Articles of Association and the Companies (Jersey) Law 1991, as amended, to the extent that such provisions are applicable to the Committee.

The Committee may, in its sole discretion, retain or obtain advice from any experts, independent legal counsel or other advisers. The Committee shall be directly responsible for the appointment, compensation and oversight of any expert, counsel or adviser it retains. The Company shall provide for appropriate funding, as determined by the Committee, for (i) payment of compensation to the independent auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (ii) payment of reasonable compensation to any expert, counsel or adviser retained by the Committee; and (iii) for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's Articles of Association and applicable SEC and Stock Exchange rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request that any officer, employee or adviser of the Company meet with the Committee or any advisers engaged by the Committee.

IV. Duties and Responsibilities

Interaction with the Independent Auditor

1. *Appointment and Oversight.* The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor (including resolution of any disagreements between the Company's management and the independent auditor regarding financial reporting) and any other accounting firm engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company, and the independent auditor and each such other registered public accounting firm shall report directly to the Committee. The Committee, or the Chair of the Committee, shall pre-approve any audit and non-audit service provided to the Company by the independent auditor, unless the engagement is entered into pursuant to appropriate preapproval policies established by the Committee or if such service falls within available exceptions under SEC rules.

2. *Annual Report on Independence and Quality Control.* The Committee shall, at least annually, obtain and review a report from the independent auditor describing (a) the auditing firm's internal quality-control procedures; (b) any material issues raised by the most recent internal quality-control review or peer review of the auditing firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years relating to any independent audit conducted by the auditing firm, and any steps taken to deal with any such issues; and (c) all relationships and services between the independent auditor and the Company in order to assess the independent auditors' independence.

Annual Financial Statements and Annual Audit

3. *Audit Problems.* The Committee shall discuss with the independent auditor any audit problems or difficulties and management's response.

4. *Annual Report Review.* The Committee shall review and discuss the annual audited financial statements with management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

5. *Audit Committee Report.* The Committee shall provide the Company with the report of the Committee with respect to the audited financial statements for inclusion in each of the Company's annual proxy statements.

Quarterly Financial Statements

6. *Quarterly Report Review.* The Committee shall review and discuss the quarterly financial statements with management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Other Duties and Responsibilities

7. *Review of Earnings Releases.* The Committee shall discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.

8. *Risk Assessment and Risk Management.* The Committee shall discuss the Company's policies with respect to risk assessment and risk management.

9. *Hiring of Independent Auditor Employees.* The Committee shall set clear hiring policies for employees or former employees of the Company's independent auditor.

10. *Complaint Procedures.* The Committee shall establish and review procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential and anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

11. *Review of Related Person Transactions.* The Committee shall discuss with management and the independent auditor any related person transactions brought to the Committee's attention that could reasonably be expected to have a material impact on the Company's financial statements. Pursuant to and in accordance with the Company's Related Party Transaction Policy, the Committee shall approve or disapprove of each related person transaction for which approval is required.

12. *Review and Approval of Decisions to enter into Swaps that are Entered into in Reliance upon the "End-User Exceptions".* Review and approve decisions by the Company and its subsidiaries to enter into swaps and security-based swaps (together referred to as "Swaps") that are entered into in reliance upon the "end-user exception" to the mandatory execution and clearing requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act and related regulations or applicable analogous foreign regulations. The Committee may approve such decisions on a general basis rather than on a Swap-by-Swap basis.

13. *Review of Company's Policies Governing the Use of Swaps Subject to the "End-User Exception"*. Review and discuss with management, at least annually, applicable Company policies governing the Company's use of Swaps subject to the end-user exception.

14. *Reports to the Board of Directors*. The Committee shall report regularly to the Board regarding the activities of the Committee.

15. *Committee Self-Evaluation*. The Committee shall annually perform an evaluation of the performance of the Committee.

16. *Review of this Charter*. The Committee shall annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee may delegate any or all of its responsibilities to subcommittees of the Committee.

VI. Shareholders' Agreement

For so long as that certain shareholders' agreement entered into by certain shareholders of the Company and the Company prior to or as of the date hereof is in effect, this Charter shall be interpreted to be consistent with such agreement.