

Huntsman CORP
Form DEF 14A
March 25, 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

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- 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)

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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 8,225,000 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.

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By Order of the Board of Directors,

March 25, 2016

David M. Stryker
Secretary

HUNTSMAN 2016 PROXY

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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.

HUNTSMAN 2016 PROXY

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HUNTSMAN CORPORATION : PROXY STATEMENT SUMMARY

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 The Westin The Woodlands
 8:30 a.m. local time 2 Waterway Square Place
 The Woodlands, Texas 77380

Record Date: **Common Stock Outstanding as of the Record Date:**

March 11, 2016 238,165,673

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

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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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HUNTSMAN CORPORATION : PROXY STATEMENT SUMMARY

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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HUNTSMAN CORPORATION : PROXY STATEMENT SUMMARY

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.

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HUNTSMAN CORPORATION : PROXY STATEMENT SUMMARY

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

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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 8,225,000 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 Incentive 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)

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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.

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HUNTSMAN CORPORATION : PROXY STATEMENT

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 25, 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 8,225,000 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

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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.

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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 238,165,673 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?

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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 119,082,837 shares of our common stock is

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HUNTSMAN CORPORATION : PROXY STATEMENT

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.

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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.

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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 8,225,000 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.

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HUNTSMAN CORPORATION : PROXY STATEMENT

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.

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HUNTSMAN CORPORATION : PROXY STATEMENT

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.

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HUNTSMAN CORPORATION : PROXY STATEMENT

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.

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HUNTSMAN CORPORATION : PROXY STATEMENT
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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HUNTSMAN CORPORATION : PROXY STATEMENT
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			Total (\$)
	in Cash (\$)(5)	Stock Awards (\$)(6)	All Other Compensation (\$)(7)	
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

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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.

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HUNTSMAN CORPORATION : PROXY STATEMENT

(5)

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

Director	Annual Retainer	Audit Committee Compensation	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				