

AXIALL CORP/DE/
Form DFRN14A
May 04, 2016
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. 2)

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

AXIALL CORPORATION

(Name of Registrant as Specified in its Charter)

WESTLAKE CHEMICAL CORPORATION

WESTLAKE NG IV CORPORATION

STEVEN A. BLANK

MICHAEL E. CAMPBELL

CHARLES E. CREW JR.

RUTH I. DREESSEN

ANGELA A. MINAS

DAVID C. REEVES

RONALD R. STEGER

JAMES W. SWENT III

GARY L. WHITLOCK

RANDY G. WOELFEL

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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

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

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

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

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

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

(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

Table of Contents

Dear Fellow Axiall Stockholder:

On March 29, 2016, Westlake Chemical Corporation (Westlake Chemical), submitted a revised proposal to Axiall Corporation (Axiall) to acquire all of the outstanding shares of Axiall for an aggregate consideration per share of \$14.00 in cash and 0.1967 of a share of Westlake Chemical common stock, which consideration represented an aggregate value of \$23.35 per share based on the closing price of Westlake Chemical common stock on April 1, 2016 (the Revised Proposal).

The Revised Proposal represents:

an increase of approximately 17% over Westlake Chemical's initial proposal of \$20.00 per share that was submitted on January 29, 2016; and

a premium of over 143% to the closing price of Axiall common stock of \$9.60 on January 22, 2016, the last trading day before Westlake Chemical submitted its initial proposal.

On March 31, 2016, Axiall rejected the Revised Proposal and refused to make a counterproposal or otherwise negotiate or provide any constructive feedback.

We are sending you the enclosed proxy statement and the accompanying **GOLD** proxy card or **GOLD** voting instruction form because we are soliciting proxies from Axiall's stockholders to be voted at the 2016 annual meeting of stockholders of Axiall scheduled to be held on June 17, 2016 at 8:00 a.m. local time at the offices of Jones Day, 250 Vesey Street, New York, NY 10281 (including any adjournment or postponement thereof and any meeting of stockholders of Axiall that may be called in lieu thereof, the Annual Meeting). At the Annual Meeting, we will seek to elect a slate of nine independent and highly qualified candidates to the Axiall board of directors. If elected, those nine candidates would comprise the entire Axiall board of directors.

We are seeking your support for the election of nine independent and highly qualified candidates because we believe that the current directors of Axiall are not acting in your best interests. Specifically, despite the time and effort we have expended in performing the due diligence Axiall was willing to make available to us and our offering a substantial price for the company, Axiall rejected the Revised Proposal and refused to make a counterproposal or otherwise negotiate or provide any constructive feedback. Instead, Axiall said it prefers to pursue a standalone strategic plan, but the market performance of Axiall's shares prior to when we made our initial proposal does not suggest it will deliver anywhere near the value and upside of the Revised Proposal.

We believe that our candidates are highly qualified to serve as directors of Axiall, and are well-respected members of the business community with extensive industry and public company experience who are committed to act in the best interests of Axiall and its stockholders. We believe that, if elected, each of our candidates would be considered an independent director of Axiall and will exercise his or her independent judgment in all matters that come before the Axiall board of directors and has the necessary track-record, strategic vision and experience to maximize stockholder value.

We urge you to send a strong message to Axiall. Given what we believe are the Axiall board of directors' unrealistic expectations and entrenched position, we believe that the only way to send this message is by replacing Axiall's directors with our independent and highly-qualified candidates who are willing to evaluate and fully consider all of

Axiall's strategic options, including potentially the Revised Proposal, in accordance with their fiduciary duties.

Table of Contents

Whether or not you plan to attend the Annual Meeting, we urge you to vote for the election of the independent candidates nominated by us by signing, dating and returning the enclosed GOLD proxy card or GOLD voting instruction form in the postage-paid envelope (or submitting your voting instructions by Internet or telephone as described on the GOLD proxy card or GOLD voting instruction form) as soon as possible. *We urge you not to sign or return Axiall's white proxy card or otherwise provide proxies sent to you by Axiall. If you have returned Axiall's white proxy card, you have every right to change your vote by returning a later dated GOLD proxy card.*

Remember, if your shares of Axiall common stock are held through a brokerage firm, bank or other nominee, only it can exercise voting rights with respect to your shares and only upon receipt of specific instructions from you. Accordingly, it is critical that you promptly complete the enclosed GOLD voting instruction form or contact the person responsible for your account and give instructions to have your shares voted for the election of the independent and highly qualified candidates nominated by us.

If you have any questions or require any assistance in executing or delivering your proxy, please contact our proxy solicitor, MacKenzie Partners, Inc., by telephone at 800-322-2885 or 212-929-5500 or by e-mail at Westlake@mackenziepartners.com.

Very truly yours,

Albert Chao
President and Chief Executive Officer
Westlake Chemical Corporation

Table of Contents

DATED MAY 4, 2016
AXIALL CORPORATION
2016 ANNUAL MEETING OF STOCKHOLDERS
JUNE 17, 2016
PROXY STATEMENT
OF
WESTLAKE CHEMICAL CORPORATION
WESTLAKE NG IV CORPORATION
STEVEN A. BLANK
MICHAEL E. CAMPBELL
CHARLES E. CREW JR.
RUTH I. DREESSEN
ANGELA A. MINAS
DAVID C. REEVES
RONALD R. STEGER
JAMES W. SWENT III
GARY L. WHITLOCK
RANDY G. WOELFEL

This proxy statement and the enclosed **GOLD** proxy card or **GOLD** voting instruction form are being furnished by Westlake Chemical Corporation, a Delaware corporation (Westlake Chemical), and its wholly owned subsidiary, Westlake NG IV Corporation, a Delaware corporation (Westlake NG IV), to stockholders of Axiall Corporation, a Delaware corporation (Axiall), in connection with the solicitation of proxies to be voted at the 2016 annual meeting of stockholders of Axiall, including any adjournments or postponements thereof and any meeting of Axiall stockholders held in lieu thereof (the Annual Meeting). References to Westlake, we, us or our refer to Westlake Chemical and Westlake NG IV, as the context requires.

Pursuant to this proxy statement, we are soliciting proxies from the holders of Axiall common stock to take the following action:

elect Steven A. Blank, Michael E. Campbell, Charles E. Crew Jr., Ruth I. Dreessen, Angela A. Minas, David C. Reeves, James W. Swent III, Gary L. Whitlock and Randy G. Woelfel (each, a Nominee , and, collectively, the Nominees) (or, if any of the Nominees is unable to serve or for good cause will not serve as a director, Ronald R. Steger (the Alternate Nominee) in substitution for such Nominee), to the Axiall board of directors (Proposal I Election of Directors).

If any of the Nominees is unable to serve or for good cause will not serve as a director, and the Alternate Nominee is unable to serve or for good cause will not serve as a director, we reserve the right to nominate a substitute nominee for election as a director. In such event, we will file an amended proxy statement that identifies any such substitute nominee, discloses that any such substitute nominee has consented to being named in our amended proxy statement and to serve as a director of Axiall if elected and includes the information with respect to such substitute nominee required to be disclosed under the proxy rules. In any such case, the **GOLD** proxy card or **GOLD** voting instruction form will be voted for such substitute nominee(s) in compliance with SEC rules and any other applicable requirements.

In addition to soliciting proxies for Proposal I Election of Directors, we are also soliciting proxies to take the following actions with respect to the other proposals that Axiall has announced will be voted on at the Annual Meeting, each as set forth in Axiall's definitive proxy statement for the Annual Meeting (the Axiall proxy statement), as filed with the Securities and Exchange Commission (the SEC):

to vote on an advisory basis on the compensation of Axiall's named executive officers (Proposal II Advisory Vote on Executive Compensation),

Table of Contents

to vote on the material terms for qualified performance based compensation under Axiall's 2011 Equity and Performance Incentive Plan (the 2011 Plan) (Proposal III Approval of the Material Terms for Qualified Performance-Based Compensation under the 2011 Plan),

to vote on the material terms for qualified performance based compensation under Axiall's Annual Incentive Compensation Plan (the Incentive Plan) (Proposal IV Approval of the Material Terms for Qualified Performance-Based Compensation under the Incentive Plan), and

to vote on the ratification of the appointment of Ernst & Young LLP (EY) as Axiall's independent registered public accounting firm (Proposal V Ratification and Appointment of Independent Registered Public Accounting Firm).

Axiall has announced that the Annual Meeting will be held on June 17, 2016 at 8:00 a.m. local time at the offices of Jones Day, 250 Vesey Street, New York, NY 10281. Axiall has set the close of business on May 4, 2016 as the record date for determining the Axiall stockholders who will be entitled to vote at the Annual Meeting (the record date).

This proxy statement and the accompanying **GOLD** proxy card or **GOLD** voting instruction form are first being sent or given to holders of shares of Axiall common stock on or about May 4, 2016.

As of the date of this proxy statement, Westlake does not know of any other business that will be presented at the Annual Meeting. If, however, other matters are properly presented at the Annual Meeting but were not known a reasonable time prior to the mailing of this proxy statement or are matters incidental to the conduct of the meeting, and you have signed, dated and returned the enclosed **GOLD** proxy card or **GOLD** voting instruction form (or submitted your voting instructions by Internet or telephone as described on the enclosed **GOLD** proxy card or **GOLD** voting instruction form), the named proxies will vote the shares represented thereby in their discretion in relation to such business.

As of the date of this proxy statement, Westlake beneficially owns 3,100,050 shares of Axiall common stock, which represents approximately 4.4% of the shares of Axiall common stock outstanding.¹ Westlake intends to hold all of such shares through the record date for the Annual Meeting and to vote or cause such shares of Axiall common stock to be voted **FOR** the election of the Nominees (or, if any of the Nominees is unable to serve or for good cause will not serve as a director, the Alternate Nominee in substitution for such Nominee) with respect to Proposal I Election of Directors, and **ABSTAIN** with respect to each of Proposal II Advisory Vote on Executive Compensation, Proposal III Approval of the Material Terms for Qualified Performance-Based Compensation under the 2011 Plan, Proposal IV Approval of the Material Terms for Qualified Performance-Based Compensation under the Incentive Plan and Proposal V Ratification and Appointment of Independent Registered Public Accounting Firm.

In order to be eligible to make nominations for election to the Axiall board of directors, a stockholder and its proposed nominees must comply with the advance notice and other provisions of Section 15 of Axiall's Second Amended and Restated Bylaws adopted on March 4, 2014 (the Axiall bylaws). Westlake timely submitted a notice of nomination and related documentation to Axiall on February 16, 2016.

¹ All percentages set forth in this proxy statement relating to beneficial ownership of Axiall common stock are based upon 70,587,260 shares of Axiall common stock outstanding, which as disclosed in the Axiall proxy statement is the total number of shares of Axiall common stock which Axiall expects to be outstanding and entitled to vote as of

the record date.

Table of Contents

THIS SOLICITATION IS BEING MADE BY WESTLAKE AND NOT ON BEHALF OF THE BOARD OF DIRECTORS OR MANAGEMENT OF AXIALL OR ANY OTHER PERSON.

On March 29, 2016, Westlake Chemical increased its proposal to acquire all of the outstanding shares of Axiall to an aggregate consideration per share of \$14.00 in cash and 0.1967 of a share of Westlake Chemical common stock, which consideration represented an aggregate value of \$23.35 per share based on the closing price of Westlake Chemical common stock on April 1, 2016 (the Revised Proposal). The Revised Proposal represents an increase of approximately 17% over Westlake Chemical's initial proposal of \$20.00 per share that was submitted on January 29, 2016 (the Initial Proposal), and a premium of over 143% to the closing price of Axiall common stock of \$9.60 on January 22, 2016, the last trading day before Westlake Chemical submitted the Initial Proposal.

IMPORTANT

ELECTION OF THE NOMINEES (OR, IF APPLICABLE, THE ALTERNATE NOMINEE) IS, IN OUR VIEW, AN IMPORTANT STEP IN ENSURING THAT YOU HAVE A BOARD OF DIRECTORS THAT WE BELIEVE WILL, CONSISTENT WITH ITS FIDUCIARY DUTIES, EXERCISE INDEPENDENT JUDGMENT, ACT IN YOUR BEST INTERESTS AND PROMPTLY EXPLORE ALL ALTERNATIVES FOR MAXIMIZING STOCKHOLDER VALUE, WHICH MAY INCLUDE SELLING AXIALL TO WESTLAKE, SELLING AXIALL TO A THIRD PARTY OR REMAINING INDEPENDENT.

WE ARE NOT SOLICITING PROXIES TO APPROVE A SALE TRANSACTION INVOLVING AXIALL, INCLUDING THE REVISED PROPOSAL. OTHER THAN THE REVISED PROPOSAL, WE DO NOT HAVE ANY SPECIFIC PLANS REGARDING A SALE OF AXIALL. YOUR VOTE FOR THE ELECTION OF THE INDEPENDENT CANDIDATES NOMINATED BY US DOES NOT OBLIGATE YOU OR ANY NOMINEE (OR, IF APPLICABLE, THE ALTERNATE NOMINEE) TO APPROVE ANY TRANSACTION BETWEEN WESTLAKE AND AXIALL.

This proxy statement, any additional proxy solicitation materials of Westlake and the **GOLD** proxy card are available at <http://westlakeaxiall.acquisitionproposal.com>. None of the information available at <http://westlakeaxiall.acquisitionproposal.com> shall be deemed to be incorporated by reference into this proxy statement.

Westlake Chemical has retained MacKenzie Partners, Inc. (MacKenzie) to assist in communicating with stockholders in connection with the proxy solicitation and to assist in efforts to obtain proxies. If you have any questions about voting your shares of Axiall common stock or require any other assistance in voting, please contact our proxy solicitor:

105 Madison Avenue

New York, NY 10016

Phone: 800-322-2885 or 212-929-5500

E-mail: Westlake@mackenziepartners.com

Table of Contents

INFORMATION ABOUT THIS PROXY STATEMENT

Except as otherwise expressly set forth in this proxy statement, the information concerning Axiall contained in this proxy statement has been taken from or based upon publicly available documents and records on file with the SEC and other public sources and is qualified in its entirety by reference thereto. Westlake, the Nominees, the Alternate Nominee and the other participants named herein do not take responsibility for the accuracy or completeness of the information contained in such documents and records or for any failure by Axiall to disclose events which may have occurred or may affect the significance or accuracy of any such information but which are unknown by such party. Westlake, the Nominees, the Alternate Nominee and the other participants named herein have relied upon the accuracy of the information included in such publicly available documents and records on file with the SEC and other public sources and have not made any independent attempt to verify the accuracy of such information.

You should not assume that the information contained in this proxy statement is accurate as of any date other than May 4, 2016 or as otherwise qualified, and the mailing of this proxy statement to stockholders of Axiall shall not create any implication to the contrary. You are urged to read this proxy statement and other documents filed with the SEC carefully and in their entirety when they become available because they will contain important information.

Table of Contents

TABLE OF CONTENTS

	Page
<u>QUESTIONS AND ANSWERS RELATING TO THIS PROXY SOLICITATION</u>	6
<u>PROPOSAL I: ELECTION OF DIRECTORS</u>	12
<u>THE WESTLAKE NOMINEES AND THE ALTERNATE NOMINEE</u>	13
<u>PROPOSAL II: ADVISORY VOTE ON EXECUTIVE COMPENSATION</u>	20
<u>PROPOSAL III: APPROVAL OF THE MATERIAL TERMS FOR QUALIFIED PERFORMANCE-BASED COMPENSATION UNDER THE 2011 PLAN</u>	21
<u>PROPOSAL IV: APPROVAL OF THE MATERIAL TERMS FOR QUALIFIED PERFORMANCE-BASED COMPENSATION UNDER THE INCENTIVE PLAN</u>	22
<u>PROPOSAL V: RATIFICATION AND APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	23
<u>OTHER MATTERS</u>	24
<u>BACKGROUND OF THE SOLICITATION</u>	25
<u>INFORMATION ABOUT THE PARTICIPANTS</u>	46
<u>VOTING AND PROXY PROCEDURES</u>	49
<u>REVOCAION OF PROXIES</u>	51
<u>QUORUM AND VOTING</u>	52
<u>SOLICITATION OF PROXIES</u>	54
<u>DEADLINE FOR SUBMITTING STOCKHOLDER PROPOSALS AND DIRECTOR NOMINATIONS FOR THE NEXT ANNUAL MEETING</u>	55
<u>APPRAISAL RIGHTS</u>	55
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS, DIRECTORS AND MANAGEMENT OF AXIALL</u>	56
<u>FORWARD-LOOKING STATEMENTS</u>	56
<u>ADDITIONAL INFORMATION</u>	57
<u>APPENDIX I: SHARES OF AXIALL COMMON STOCK BOUGHT OR SOLD BY THE PARTICIPANTS IN THE LAST TWO YEARS</u>	I-1
<u>APPENDIX II: ADDITIONAL INFORMATION ABOUT THE NOMINEES AND THE ALTERNATE NOMINEE</u>	II-1
<u>ANNEX A: FORM OF NOMINATION AGREEMENT</u>	A-1

Table of Contents

QUESTIONS AND ANSWERS RELATING TO THIS PROXY SOLICITATION

The following are some of the questions you may have as a stockholder of Axiall, as well as the answers to those questions. The following is not a substitute for the information contained in this proxy statement, and the information contained below is qualified in its entirety by the more detailed descriptions and explanations contained elsewhere in this proxy statement. We urge you to read this proxy statement carefully and in its entirety.

Who is making this solicitation?

Westlake Chemical and Westlake NG IV are making this solicitation.

Westlake Chemical is incorporated in Delaware with its principal executive offices located at 2801 Post Oak Blvd., Suite 600, Houston, TX 77056. Westlake Chemical is a vertically integrated global manufacturer and marketer of basic chemicals, vinyls, polymers and building products. Westlake Chemical products include some of the most widely used chemicals in the world, which are fundamental to many diverse consumer and industrial markets, including flexible and rigid packaging, automotive products, coatings, residential and commercial construction as well as other durable and non-durable goods. Westlake NG IV is incorporated in Delaware with an address at 2801 Post Oak Blvd., Suite 600, Houston, TX 77056. Westlake NG IV is a direct, wholly owned subsidiary of Westlake Chemical.

For additional information regarding Westlake Chemical and Westlake NG IV and information regarding the directors, officers and employees of Westlake Chemical who may be deemed participants in the solicitation of proxies by Westlake in connection with the Annual Meeting, please see [Information about the Participants](#) below.

What are we asking you to vote for?

In order to elect a slate of independent and highly qualified candidates who would comprise the entire Axiall board of directors and who we believe will act in your best interests to maximize stockholder value, we are asking for your proxy to vote **FOR** the election of the Nominees (or, if any of the Nominees is unable to serve or for good cause will not serve as a director, the Alternate Nominee in substitution for such Nominee) with respect to Proposal I Election of Directors on the enclosed **GOLD** proxy card or **GOLD** voting instruction form.

The Axiall board of directors currently consists of one class of ten directors. However, Axiall has disclosed in the Axiall proxy statement that one of Axiall's existing directors recently informed Axiall that he will not stand for re-election to the Axiall board of directors at the Annual Meeting and, accordingly, effective as of the Annual Meeting, the size of the Axiall board of directors will be decreased to consist of one class of nine directors. Directors elected at the Annual Meeting will hold office until the next succeeding annual meeting and their successors have been elected and qualified or their death, resignation or removal.

We are proposing that Steven A. Blank, Michael E. Campbell, Charles E. Crew Jr., Ruth I. Dreessen, Angela A. Minas, David C. Reeves, James W. Swent III, Gary L. Whitlock and Randy G. Woelfel, or, if any of the foregoing Nominees is unable to serve or for good cause will not serve as a director, Ronald R. Steger, the Alternate Nominee, be elected to the Axiall board of directors. We believe that the Nominees and the Alternate Nominee are highly qualified to serve on the Axiall board of directors, and are well-respected members of the business community with extensive industry and public company experience who are committed to act in the best interests of Axiall and its stockholders. We also believe that the Nominees and the Alternate Nominee have the necessary track-record, strategic vision and experience to maximize stockholder value.

We believe that the Nominees and the Alternate Nominee are independent under the applicable New York Stock Exchange rules and Axiall's corporate governance guidelines. We also believe that the Nominees and the Alternate Nominee are independent under the heightened independent standards applicable to audit committee members under the rules of the New York Stock Exchange and the SEC. None of the Nominees or the Alternate

Table of Contents

Nominee is affiliated with Westlake Chemical, Westlake NG IV or any of their respective subsidiaries. Additional information about the Nominees and the Alternate Nominee is set forth in this proxy statement under the section titled "The Westlake Nominees and the Alternate Nominee" and in Appendix I and Appendix II to this proxy statement, which we urge you to read.

Under what circumstances will the Alternate Nominee be nominated by Westlake for election to the Axiall board of directors?

The Alternate Nominee is Ronald R. Steger. If any of the Nominees is unable to serve or for good cause will not serve as a director, Westlake reserves the right to nominate Mr. Steger in substitution for such Nominee and the shares of Axiall common stock represented by the enclosed **GOLD** proxy card or **GOLD** voting instruction form will be voted for the Alternate Nominee in compliance with SEC rules and any other applicable requirements.

Why are we soliciting your vote?

We are soliciting your vote for the election of the Nominees (or, if applicable, the Alternate Nominee) because we believe that the current directors of Axiall are not acting in your best interests. Specifically, despite the time and effort we have expended in performing due diligence on Axiall and our offering a substantial price for the company, Axiall rejected the Revised Proposal and refused to make a counterproposal or otherwise negotiate or provide any constructive feedback.

We believe that the Nominees and the Alternate Nominee are highly qualified to serve as directors of Axiall, and are well-respected members of the business community with extensive industry and public company experience who are committed to act in the best interests of Axiall and its stockholders. We believe that, if elected, each of the Nominees and the Alternate Nominee would be considered an independent director of Axiall under the applicable New York Stock Exchange rules and Axiall's corporate governance guidelines and will exercise his or her independent judgment in all matters that come before the Axiall board of directors and has the necessary track-record, strategic vision and experience to maximize stockholder value.

We urge you to send a strong message to Axiall. Given what we believe are the Axiall board of directors' unrealistic expectations and entrenched position, we believe that the only way to send this message is by replacing Axiall's directors with the independent and highly-qualified Nominees (or, if applicable, the Alternate Nominee) who are willing to evaluate and fully consider all of Axiall's strategic options, including potentially the Revised Proposal, in accordance with their fiduciary duties.

If you elect the Nominees (or, if applicable, the Alternate Nominee) to the Axiall board of directors, are you agreeing to an acquisition of Axiall by Westlake?

No. Your vote to elect the Nominees (or, if applicable, the Alternate Nominee) to the Axiall board of directors does not obligate Axiall to agree to be acquired by Westlake or obligate you or any Nominee (or, if applicable, the Alternate Nominee) to vote in favor of an acquisition of Axiall by Westlake or otherwise consent to any transaction between Westlake and Axiall.

Although we believe the election of the Nominees (or, if applicable, the Alternate Nominee) to the Axiall board of directors would be an important step toward Axiall entering into good faith negotiations with us with respect to the Revised Proposal, we are not asking the Axiall stockholders to consent to or vote on the Revised Proposal at this time.

Where and when will the Annual Meeting be held?

Axiall has announced that the Annual Meeting is scheduled to be held on June 17, 2016 at 8:00 a.m. local time at the offices of Jones Day, 250 Vesey Street, New York, NY 10281.

Table of Contents

Who can vote at the Annual Meeting?

If you owned shares of Axiall common stock, either registered in your name or registered in the name of your brokerage firm, bank or other nominee, at the close of business on May 4, 2016, the record date, you are entitled to vote or cause your shares to be voted at the Annual Meeting.

Many Axiall stockholders hold their shares through a brokerage firm, bank or other nominee (beneficially), rather than directly in their own name. As summarized below, there are distinctions between shares held of record and those owned beneficially:

Stockholder of Record. If your shares of Axiall common stock are registered directly in your name with Axiall s transfer agent, Computershare Shareowner Services, you are considered the stockholder of record of those shares. As the stockholder of record, you can submit your voting instructions by Internet, telephone or mail as described on the enclosed **GOLD** proxy card.

Beneficial Owner. If your shares of Axiall common stock are held by a brokerage firm, bank or other nominee, you are considered the beneficial owner of shares held in street name. If this is the case, the proxy materials should have been forwarded to you by your brokerage firm, bank or other nominee which is considered the stockholder of record with respect to these shares. As a beneficial owner, you have the right to direct your brokerage firm, bank or other nominee on how to vote the shares. In order for those shares to be voted at the Annual Meeting, you must provide your brokerage firm, bank or other nominee instructions to vote your shares of Axiall common stock. Please follow the instructions on the **GOLD** voting instruction form provided by your brokerage firm, bank or other nominee to direct them as to how to vote your shares of Axiall common stock at the Annual Meeting. You may vote your shares in person at the Annual Meeting only if you obtain a legal proxy from your brokerage firm, bank or other nominee. You also should be able to submit your voting instructions by Internet, telephone or mail as described on the enclosed **GOLD** voting instruction form.

How many shares must be voted in favor of the Nominees (or, if applicable, the Alternate Nominee) to elect them?

According to the Axiall bylaws, at the Annual Meeting, directors will be elected to the Axiall board of directors by plurality vote. Accordingly, the nine candidates who receive the greatest number of votes cast for their election will be the duly elected directors of Axiall. Cumulative voting is not permitted.

Abstentions and broker non-votes will not be considered to be votes cast for the election of directors and therefore will have no effect on the outcome of the election of directors. Broker non-votes are shares held by a broker that are represented at a meeting of stockholders, but with respect to which brokers are prohibited from exercising voting authority with respect to matters considered to be non-routine under New York Stock Exchange listing rules, such as the election of directors, because the broker has not received voting instructions from the beneficial owner and the broker lacks discretionary authority to vote the shares.

As of the date of this proxy statement, we beneficially own 3,100,050 shares of Axiall common stock, which represents approximately 4.4% of the shares of Axiall common stock outstanding. We intend to hold all of such shares through the record date and to vote or cause such shares to be voted **FOR** the election of the Nominees (or, if applicable, the Alternate Nominee).

How many votes must be voted in favor of the other proposals to be voted upon at the Annual Meeting?

The votes required to approve each of the other proposals to be considered by Axiall stockholders at the Annual Meeting are as follows:

Proposal II Advisory Vote on Executive Compensation. The affirmative vote of a majority of the votes cast is required for the approval of the advisory vote on executive compensation described in the Axiall proxy statement. Abstentions and broker non-votes are not considered to be votes cast and therefore will have no effect on the outcome of the vote on this proposal.

Table of Contents

Proposal III Approval of the Material Terms for Qualified Performance-Based Compensation under the 2011 Plan. The affirmative vote of a majority of the votes cast is required for the approval of the material terms for qualified performance based compensation under the 2011 Plan described in the Axiall proxy statement. Abstentions and broker non-votes are not considered to be votes cast and therefore will have no effect on the outcome of the vote on this proposal.

Proposal IV Approval of the Material Terms for Qualified Performance-Based Compensation under the Incentive Plan. The affirmative vote of a majority of the votes cast is required for the approval of the material terms for qualified performance-based compensation under the Incentive Plan described in the Axiall proxy statement. Abstentions and broker non-votes are not considered to be votes cast and therefore will have no effect on the outcome of the vote on this proposal.

Proposal V Ratification and Appointment of Independent Registered Public Accounting Firm. The affirmative vote of a majority of the votes cast is required to ratify the appointment of EY as Axiall's independent registered public accounting firm described in the Axiall proxy statement. Abstentions and broker non-votes are not considered to be votes cast and therefore will have no effect on the outcome of the vote on this proposal.

As of the date of this proxy statement, we beneficially own 3,100,050 shares of Axiall common stock, which represents approximately 4.4% of the shares of Axiall common stock outstanding. We intend to hold all of such shares through the record date and to vote or cause such shares to be voted **ABSTAIN** with respect to each of Proposal II, Proposal III, Proposal IV and Proposal V.

How can you vote?

You can vote your shares of Axiall common stock for the election of the Nominees (or, if applicable, the Alternate Nominee) and the other proposals in one of the following ways:

By Internet. Submit a proxy via the Internet by following the voting instructions on the enclosed **GOLD** proxy card or **GOLD** voting instruction form. Internet voting procedures are designed to authenticate your identity, allow you to have your shares of Axiall common stock voted and confirm that your instructions have been properly recorded. Your submission of a proxy by Internet authorizes the proxies to vote your shares of Axiall common stock in the same manner as if you had signed and returned a **GOLD** proxy card or **GOLD** voting instruction form.

By Telephone. Submit a proxy by telephone by following the voting instructions on the enclosed **GOLD** proxy card or **GOLD** voting instruction form. Your telephone vote authorizes the proxies to vote your shares of Axiall common stock in the same manner as if you had signed and returned a **GOLD** proxy card or **GOLD** voting instruction form.

By Mail. Sign, date and promptly mail the enclosed **GOLD** proxy card or **GOLD** voting instruction form in the enclosed postage-paid envelope.

In Person. Stockholders of record may vote shares of Axiall common stock held in their name in person at the Annual Meeting. Shares for which an Axiall stockholder is the beneficial owner but not the stockholder of record may be voted in person at the Annual Meeting only if such stockholder is able to obtain a legal proxy from the brokerage firm, bank or other nominee that holds the stockholder's shares, indicating that the stockholder was the beneficial owner as of the record date and the number of shares of Axiall common stock for which the stockholder was the beneficial owner on the record date.

If you hold your shares of Axiall common stock in street name with a brokerage firm, bank or other nominee, only it can exercise voting rights with respect to your shares of Axiall common stock and it is required to vote such shares of Axiall common stock in accordance with your instructions. Accordingly, it is critical that you promptly follow the instructions set forth in the **GOLD** voting instruction form provided by your brokerage firm, bank or other nominee to ensure that your shares of Axiall common stock are voted **FOR** the election of each of

Table of Contents

the Nominees (or, if applicable, the Alternate Nominee) to the Axiall board of directors and in accordance with your instructions in respect of the other proposals. Westlake recommends that you confirm in writing your instructions to the person responsible for your account and provide a copy of those instructions to Westlake Chemical Corporation (c/o MacKenzie Partners, Inc., 105 Madison Avenue, New York, NY 10016), so that Westlake will be aware of all instructions given and can attempt to ensure that those instructions are followed.

We urge you not to sign or return the white proxy card of Axiall or otherwise provide your proxy to Axiall. It will NOT help elect the Nominees (or, if applicable, the Alternate Nominee) if you sign and return the white proxy card of Axiall and vote against Axiall's nominees (the Management Nominees) or withhold your vote for the Management Nominees. Doing so may cancel any previous votes you have cast, including a previous vote FOR the Nominees (or, if applicable, the Alternate Nominee).

What if you have already signed or returned a white proxy card or otherwise provided your proxy to Axiall?

If you have already signed or returned a white proxy card or otherwise provided your proxy to Axiall and you are an Axiall stockholder of record, you may revoke your previously signed or returned white proxy card or otherwise provided proxy by signing and returning a later-dated **GOLD** proxy card in the enclosed postage-paid envelope, by submitting a proxy by Internet or telephone (instructions appear on your **GOLD** proxy card), by attending the Annual Meeting and voting in person or by delivering a written notice of revocation to Westlake Chemical Corporation (c/o MacKenzie Partners, Inc., 105 Madison Avenue, New York, NY 10016) or to the Corporate Secretary of Axiall. Any later-dated **GOLD** proxy card or written notice of revocation received by Westlake Chemical (or MacKenzie Partners on its behalf) will be provided to the Corporate Secretary of Axiall. Only your latest dated proxy or your vote in person at the Annual Meeting will be counted.

Please note that if your shares of Axiall common stock are held in street name by a brokerage firm, bank or other nominee, you must follow the instructions set forth in the **GOLD** voting instruction form provided by your brokerage firm, bank or other nominee to revoke your earlier vote. Westlake recommends that you confirm in writing your instructions to the person responsible for your account and provide a copy of those instructions to Westlake Chemical Corporation (c/o MacKenzie Partners, Inc., 105 Madison Avenue, New York, NY 10016), so that Westlake will be aware of all instructions given and can attempt to ensure that those instructions are followed.

What happens if you return a signed GOLD proxy card or GOLD voting instruction form without voting instructions?

If you return a signed **GOLD** proxy card or **GOLD** voting instruction form without providing voting instructions, your shares of Axiall common stock will be voted (i) **FOR** the election of each of the Nominees (or, if applicable, the Alternate Nominee) to the Axiall board of directors with respect to Proposal I Election of Directors, (ii) **ABSTAIN** with respect to Proposal II Advisory Vote on Executive Compensation, (iii) **ABSTAIN** with respect to Proposal III Approval of the Material Terms for Qualified Performance-Based Compensation under the 2011 Plan, (iv) **ABSTAIN** with respect to Proposal IV Approval of the Material Terms for Qualified Performance-Based Compensation under the Incentive Plan and (v) **ABSTAIN** with respect to Proposal V Ratification and Appointment of Independent Registered Public Accounting Firm.

Will any other matters be considered at the Annual Meeting?

We do not know of any other matters to be presented for approval by the stockholders of Axiall at the Annual Meeting. If, however, other matters are properly presented that (i) we did not know, within a reasonable time before our solicitation, were to be presented at the Annual Meeting or (ii) are matters incident to the conduct of the meeting,

the persons named in the enclosed **GOLD** proxy card or **GOLD** voting instruction form will vote the shares of Axiall common stock represented thereby in accordance with their best judgment in relation to such additional business pursuant to the discretionary authority granted in the proxy.

Table of Contents

What is the deadline for submitting proxies?

Proxies can be submitted until action on the proposals (Proposals I-V, including the election of directors) is taken at the Annual Meeting. However, to be sure that we receive your proxy in time to utilize it, we request that you provide your proxy to us (c/o MacKenzie Partners, Inc., 105 Madison Avenue, New York, NY 10016) as early as possible.

How can proxies be revoked?

An Axiall stockholder of record may revoke or change his or her proxy instructions, including proxies already given to Axiall (including Axiall's white proxy cards) or Westlake (including your **GOLD** proxy cards), at any time prior to the vote at the Annual Meeting by:

submitting a later-dated proxy by Internet or telephone as to how you would like your shares voted (instructions are on your **GOLD** or white proxy card, as applicable);

submitting a properly executed, later-dated **GOLD** or white proxy card, as applicable;

attending the Annual Meeting and revoking any previously submitted proxy by voting in person (although attendance at the Annual Meeting will not in and of itself constitute revocation of a proxy); or

delivering written notice of revocation either to Westlake Chemical Corporation (c/o MacKenzie Partners, Inc., 105 Madison Avenue, New York, NY 10016) or to the Corporate Secretary of Axiall at 1000 Abernathy Road, Suite 1200, Atlanta, GA 30328.

Any later-dated **GOLD** proxy card or written notice of revocation received by Westlake Chemical (or MacKenzie Partners on its behalf) will be provided to the Corporate Secretary of Axiall.

For information on the revocation of proxies, please see the section titled **Revocation of Proxies**.

Please note that if your shares of Axiall common stock are held in **street name** by a brokerage firm, bank or other nominee, you must follow the instructions set forth in the **GOLD** (or white, as applicable) voting instruction form provided by your brokerage firm, bank or other nominee to revoke your earlier vote. Submitting a later-dated **GOLD** (or white, as applicable) voting instruction form by Internet or telephone, or mailing a later-dated **GOLD** (or white, as applicable) voting instruction form, will revoke a previously cast vote. Westlake recommends that you confirm in writing your instructions to the person responsible for your account and provide a copy of those instructions to Westlake Chemical Corporation (c/o MacKenzie Partners, Inc., 105 Madison Avenue, New York, NY 10016), so that Westlake will be aware of all instructions given and can attempt to ensure that those instructions are followed.

What does it mean if I receive more than one GOLD proxy card or GOLD voting instruction form?

If you hold your shares of Axiall common stock in multiple registrations, or in both registered and **street name**, you will receive a **GOLD** proxy card and/or **GOLD** voting instruction form for each account. Please sign, date and return all **GOLD** proxy cards and **GOLD** voting instruction forms you receive. If you choose to vote by Internet or telephone, please vote each **GOLD** proxy card and **GOLD** voting instruction form you receive. Only your last dated

proxy for each account will be voted.

Who is paying for the solicitation?

Westlake Chemical will pay all costs of the solicitation and will not seek reimbursement of these costs from Axiall.

Whom should you call if you have any questions about the solicitation?

If you have any questions, or need assistance in voting your shares of Axiall common stock, please contact Westlake's proxy solicitor, MacKenzie Partners, Inc., by telephone at 800-322-2885 or 212-929-5500 or by e-mail at Westlake@mackenziepartners.com.

Table of Contents

PROPOSAL I: ELECTION OF DIRECTORS

Nomination for Election and Qualifications to Serve as Director

The Axiall board of directors is currently comprised of ten directors serving one-year terms. However, Axiall has disclosed in the Axiall proxy statement that one of Axiall's existing directors recently informed Axiall that he will not stand for re-election to the Axiall board of directors at the Annual Meeting and, accordingly, effective as of the Annual Meeting, the size of the Axiall board of directors will be decreased to consist of one class of nine directors serving one-year terms. Westlake is seeking your support at the Annual Meeting to elect the nine Nominees, who are Steven A. Blank, Michael E. Campbell, Charles E. Crew Jr., Ruth I. Dreessen, Angela A. Minas, David C. Reeves, James W. Swent III, Gary L. Whitlock and Randy G. Woelfel (or, if any of the Nominees is unable to serve or for good cause will not serve as a director, the Alternate Nominee Ronald R. Steger in substitution for such Nominee), to the Axiall board of directors. If elected to the Axiall board of directors, the nine Nominees (or, if applicable, the eight Nominees and the Alternate Nominee) will comprise the entire Axiall board of directors and would hold office until the 2017 annual meeting of the stockholders of Axiall and their respective successors have been elected and qualified or until their respective death, resignation or removal. Each of the Nominees and the Alternate Nominee has consented to being named as a nominee to the Axiall board of directors in this proxy statement and the form of proxy and form of voting instruction form relating to his or her election as a director of Axiall and, if elected, to serving as a director of Axiall.

We believe that each of the Nominees and the Alternate Nominee is highly qualified to serve as a director of Axiall and would be considered an independent director of Axiall under the applicable New York Stock Exchange rules and Axiall's corporate governance guidelines. We also believe that each of the Nominees and the Alternate Nominee would be considered independent under the heightened independent standards applicable to audit committee members under the rules of the New York Stock Exchange and the SEC.

In addition, the Nominees and the Alternate Nominee understand that, if elected to the Axiall board of directors, each of them will have fiduciary duties to Axiall and its stockholders as a director of Axiall. Each of the Nominees and the Alternate Nominee has made a commitment to, if elected, act in the best interests of Axiall and its stockholders and exercise his or her independent judgment in accordance with his or her fiduciary duties in all matters that come before the Axiall board of directors.

Reasons to Vote for the Nominees (or, if applicable, the Alternate Nominee)

We believe a vote for the Nominees (or, if applicable, the Alternate Nominee) is an effective method to let Axiall know that you want Axiall to engage in good faith negotiations with Westlake regarding the Revised Proposal. We believe that the terms of the Revised Proposal provide you with the opportunity to realize full and fair value for your shares of Axiall common stock, and that the current directors of Axiall are not acting in your best interests.

Specifically, on March 29, 2016, Westlake Chemical submitted the Revised Proposal to acquire all of the outstanding shares of Axiall for an aggregate consideration per share of \$14.00 in cash and 0.1967 of a share of Westlake Chemical common stock, which consideration represented an aggregate value of \$23.35 per share based on the closing price of Westlake Chemical common stock on April 1, 2016. The Revised Proposal represents an increase of approximately 17% over Westlake Chemical's Initial Proposal of \$20.00 per share that was submitted on January 29, 2016, and a premium of over 143% to the closing price of Axiall common stock of \$9.60 on January 22, 2016, the last trading day before Westlake Chemical submitted the Initial Proposal.

We urge you to send a strong message to Axiall. Given what we believe are the Axiall board of directors unrealistic expectations and entrenched position, we believe that the only way to send this message is by replacing Axiall s directors with the independent and highly-qualified Nominees (or, if applicable, the Alternate Nominee) who are willing to evaluate and fully consider all of Axiall s strategic options, including potentially the Revised Proposal, in accordance with their fiduciary duties.

Table of Contents**THE WESTLAKE NOMINEES AND THE ALTERNATE NOMINEE**

Set forth below is information with respect to each of the Nominees and the Alternate Nominee, including information that led to Westlake's conclusion that each of the Nominees and the Alternate Nominee is qualified to serve as a member of the Axiall board of directors. This information has been furnished to Westlake by the Nominees and the Alternate Nominee. Please see Appendix I and Appendix II for additional information about the Nominees and the Alternate Nominee also furnished to Westlake by the Nominees and the Alternate Nominee.

Name and Business Address (if applicable)	Age	Current Principal Occupation and Previous Employment During the Past Five Years and Certain Other Information
Steven A. Blank	61	Mr. Blank served as Executive Vice President, Chief Financial Officer and Treasurer of NuStar GP, LLC, one of the largest independent liquids terminal and pipeline operators in the United States, and NuStar GP Holdings LLC from February 2012 until December 2013. Mr. Blank had previously served in various capacities, including Senior Vice President and Chief Financial Officer, at NuStar GP, LLC, NuStar GP Holdings LLC and certain of their affiliates since January 2001. Mr. Blank served as Vice President and Treasurer of Ultramar Diamond Shamrock Corporation from December 1996 until January 2002. Mr. Blank currently serves as an independent director of TransMontaigne GP L.L.C., the general partner of TransMontaigne Partners L.P., an oil storage and transport company (since September 2014), and as an independent director of Dakota Plains Holdings, Inc., a crude-by-rail terminal company (since February 2015). Mr. Blank holds a B.A. in History from the State University of New York and a Master of International Affairs, Specialization in Business from Columbia University. Mr. Blank has been retired since his retirement from NuStar GP, LLC and NuStar GP Holdings LLC in December 2013.

Westlake believes that Mr. Blank will bring to the Axiall board of directors the benefits of his years of experience as a senior executive, including as Chief Financial Officer of a public company, and as a public company director, his deep familiarity with the energy industry, as well as his finance background.

Table of Contents

Name and Business Address (if applicable)	Age	Current Principal Occupation and Previous Employment During the Past Five Years and Certain Other Information
Michael E. Campbell	69	<p>Mr. Campbell served as Chairman, President and Chief Executive Officer of Arch Chemicals, Inc., an antimicrobial chemicals company, from 1999 until 2011. Prior to joining Arch Chemicals, Mr. Campbell was Executive Vice President of Olin Corporation, a chemical company and one of Axiall's principal competitors in chlor-alkali, from 1996 to 1999. Since July 2015, Mr. Campbell has served on the board of directors of WestRock Company, a packaging company to which Axiall supplies caustic soda, and served on the board of its predecessors Westvaco and MeadWestvaco from 1998 to July 2015. He was the lead independent director for MeadWestvaco from April 2007 to April 2015. Mr. Campbell also served as a director of Milliken & Company from April 2007 to April 2015 and was the former Chairman of the American Chemistry Council. Mr. Campbell is a graduate of the University of New Hampshire and received a J.D. degree from George Washington University. Mr. Campbell has been retired since his retirement from Arch Chemicals in 2011.</p> <p>Westlake believes Mr. Campbell will bring to the Axiall board of directors the benefits of his years of experience as a senior executive, including as Chief Executive Officer of a public company, and as a public company director, his deep familiarity with the chemicals industry, including within the same market as Axiall, as well as his significant mergers and acquisitions experience.</p>
Charles E. Crew Jr.	64	<p>Mr. Crew retired from Saudi Basic Industries Corporation (SABIC), a plastics and chemicals company, in January 2012, as Executive Vice President, President and Chief Executive Officer, SABIC Innovative Plastics. He joined SABIC in 2007 as Vice President and General Manager of SABIC Innovative Plastics' global ventures business and became President and Chief Executive Officer in May 2008. Prior to joining SABIC, Mr. Crew spent more than thirty years at GE Plastics. During that time he served in a variety of senior roles including Vice President, GE Plastics Global Ventures, Vice President and Chief Executive Officer of GE Plastics ABS business, and Vice President and Chief Executive Officer of LNP Engineering Plastics. He led the European operations as President and Senior Managing Director of GE Plastics Europe, Middle East, and Africa, and also was Vice President and General Manager, Commercial Operations for GE Plastics Americas. He serves on the board of directors of DuBois Chemicals Company and of Restaurant Technologies, Inc. Mr. Crew graduated from Villanova University with a bachelor's degree in Marketing. Mr. Crew has been retired since his retirement from SABIC in January 2012.</p>

Westlake believes Mr. Crew will bring to the Axiall board of directors the benefits of his years of experience as a senior executive, including at a multinational plastics and chemicals company, his deep familiarity with the chemicals and plastics industries, as well as his significant mergers and acquisitions experience.

Table of Contents

Name and Business Address (if applicable)	Age	Current Principal Occupation and Previous Employment During the Past Five Years and Certain Other Information
Ruth I. Dreessen 19500 Tomball Parkway Suite 455 Houston, TX 77070	60	Ms. Dreessen has served as Managing Director of Lion Chemical Partners LLC, a private equity firm focused on the chemical and related industries, since October 2010. Prior to joining Lion, Ms. Dreessen served as Executive Vice President and Chief Financial Officer of TPC Group Inc. from 2005 to 2010. Before joining TPC Group, Ms. Dreessen served as Senior Vice President, Chief Financial Officer (from 2003 to 2005) and director (from 2004 to 2005) of Westlake Chemical Corporation. She spent 21 years at JP Morgan Securities and predecessor companies, ultimately as a Managing Director of chemicals investment banking. Ms. Dreessen serves as the independent Chairman and has served as a director since March 2012 of Gevo, Inc., a bio-based fuels and chemicals company. She is also a member of the Audit, Compensation and Nominating & Corporate Governance Committees of the Gevo, Inc. board of directors. Ms. Dreessen previously served on the board of Targa Resources Partners LP, a natural gas processing and NGLs company (2013-2016), and was a member of the Audit and Conflicts Committees. She has also previously served on the boards of Versar, Inc., an environmental and construction management company (from 2010 to 2014), Georgia Gulf Corporation (a predecessor company of Axiall) (from 2001 to 2003) and the Better Minerals & Aggregates Corporation. She holds a Master of International Affairs degree from Columbia University and a bachelor's degree in European History from New College of Florida.

Westlake believes Ms. Dreessen will bring to the Axiall board of directors the benefits of her years of experience as a senior executive and as a public company director, her deep familiarity with the chemicals industry, including having served in positions with both Westlake Chemical and Georgia Gulf (a predecessor company of Axiall), as well as her significant mergers and acquisitions, finance and banking experience.

Table of Contents

Name and Business Address (if applicable)	Age	Current Principal Occupation and Previous Employment During the Past Five Years and Certain Other Information
Angela A. Minas	52	<p>Ms. Minas serves on the board of directors and as Chair of the Audit Committee of CONE Midstream Partners LP, a gas gathering company (since September 2014), and is a director and Chair of the Audit Committee and Conflicts Committee of Ciner Resources LP (formerly OCI Resources LP), a soda ash company (since December 2013). From March 2013 to August 2014, Ms. Minas was Vice President and Chief Financial Officer of Nemaha Oil and Gas, LLC, a company in the oil and gas exploration industry. Ms. Minas served as Vice President and Chief Financial Officer for DCP Midstream Partners, a midstream gas company, from September 2008 to May 2012. Ms. Minas was not otherwise employed during the period between her retirement from DCP Midstream Partners in May 2012 and her engagement with Nemaha Oil and Gas in March 2013. Ms. Minas served as Chief Financial Officer, Chief Accounting Officer and Treasurer of Constellation Energy Partners from September 2006 to March 2008. Ms. Minas served as Senior Vice President, Global Consulting from 2004 to 2006 and Vice President, US Consulting from 2002 to 2003 for Science Applications International Corp. She was a Partner with Arthur Andersen LLP from 1997 through 2002. Ms. Minas is a graduate of Rice University, where she earned a Bachelor of Arts in Managerial Studies and a Master of Business Administration with a concentration in Finance and Accounting. Ms. Minas has been retired since her retirement from Nemaha Oil and Gas in August 2014.</p> <p>Westlake believes Ms. Minas will bring to the Axiall board of directors the benefits of her years of experience as a senior executive and a public company director, her familiarity with the energy industry, as well as her finance and accounting background.</p>
David C. Reeves	60	<p>Mr. Reeves retired from Chevron Corporation, an oil and gas company, in February 2014 after more than 35 years with the company. He most recently served as President of Strategy, Planning and Technology where he oversaw strategy formation for Chevron Downstream and Chemicals. Prior to that, Mr. Reeves served in a variety of senior roles in Chevron, including as President of Global Supply and Trading from May 2006 to June 2013 and, prior to that time, President of North America Products and Managing Director and Chief Executive Officer of Caltex Australia Ltd. Mr. Reeves joined Chevron in 1978 as an Associate Engineer in the marketing department in San Francisco. Mr. Reeves served on the ChevronPhillips Chemical Company board of directors from 2012 to 2014. Mr. Reeves obtained a Bachelor of Science in Civil Engineering from the University of Washington. Mr. Reeves has served as an advisor to Lytoil, Inc., a technology start-up focused on carbon and hydrogen manufacturing, since January 2015. Mr. Reeves has been retired since his retirement from</p>

Chevron in February 2014.

Westlake believes Mr. Reeves will bring to the Axiall board of directors the benefits of his years of experience as a senior executive at a public company, his experience as a director of one of the largest privately held chemical companies, his deep familiarity with the chemicals and energy industries, his engineering and operational background, as well as his significant mergers and acquisitions experience.

Table of Contents

Name and Business Address (if applicable)	Age	Current Principal Occupation and Previous Employment During the Past Five Years and Certain Other Information
Ronald R. Steger	62	Mr. Steger has served as a director, as well as Chairman of the Governance and Risk Assessment Committee and as a member of the Audit Committee, of Overseas Shipholding Group Inc., a marine transportation company, since August 2014. Mr. Steger has also served as a senior technical advisor to the Effectus Group, an accounting and advisory firm, since August 2015, and as a member of the Advisory Board of ATREG Inc., an advisory firm for the semiconductor industry and related verticals, since June 2014 and for which he receives no compensation. Mr. Steger began his career with KPMG LLP, an audit, tax and advisory services firm, in 1976 and was admitted into the partnership in 1986. Before retiring from KPMG in 2013, he served in a variety of senior positions at KPMG including as SEC Reviewing Partner, IFRS Reviewing Partner, and Global Leader of KPMG's semiconductor practice. Mr. Steger is a Certified Public Accountant and received a Bachelor of Science in Accounting from Villanova University. Mr. Steger has been retired since his retirement from KPMG in 2013.

Westlake believes Mr. Steger will bring to the Axiall board of directors the benefits of his experience as a public company director as well as his significant accounting and audit experience, including for numerous public companies.

James W. Swent III	65	Mr. Swent is the former Executive Vice President and Chief Financial Officer of Ensco plc, a global provider of offshore drilling services. Mr. Swent joined Ensco in July 2003 as Senior Vice President and Chief Financial Officer and retired in December 2015. Mr. Swent previously held various financial executive positions in the information technology, telecommunications and manufacturing industries, including positions with Memorex Corporation and Nortel Networks. He served as Chief Executive Officer and Chief Financial Officer of Cyrix Corporation from 1996 to 1997 and Chief Financial Officer and Chief Executive Officer of American Pad and Paper Company from 1998 to 2000. Prior to joining the American Pad and Paper Company, Mr. Swent served as Co-Founder and Managing Director of Amrita Holdings, LLC. Mr. Swent holds a Bachelor of Science degree in Finance and a Masters degree in Business Administration from the University of California at Berkeley. Mr. Swent has been retired since his retirement from Ensco in December 2015.
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Westlake believes Mr. Swent will bring to the Axiall board of directors the benefits of his years of experience as a senior executive, including as Chief Executive Officer and Chief Financial Officer of a public company, his

finance and accounting background, as well as his significant mergers and acquisitions experience.

Table of Contents

Name and Business Address (if applicable)	Age Current Principal Occupation and Previous Employment During the Past Five Years and Certain Other Information
Gary L. Whitlock	66 Mr. Whitlock served as Executive Vice President and Chief Financial Officer of CenterPoint Energy Inc., an electric and gas utility company, from September 2001 to October 2015. Before joining CenterPoint Energy in 2001, Whitlock was Vice President of Finance and Chief Financial Officer of Dow AgroSciences, a subsidiary of The Dow Chemical Company. He started his career with Dow in 1972 and served in a variety of senior financial positions including as Global Controller for the AgroSciences business, North American Controller, Finance Director in the United Kingdom and Ireland, and Director of Financial Reporting and Analysis. While at Dow, he served on the