

**Charter of the
Environment, Health and Safety Committee
of the Board of Directors of
Hexion Holdings LLC**

1. **Purpose.** Recognizing that our environmental health and safety performance is vitally important to the value and long-term success of our businesses, the purpose of the Environment, Health and Safety Committee (the "Committee") of the Board of Managers (the "Board") of Hexion Holdings LLC (together with its subsidiaries, the "Company") is to oversee the effectiveness of environment, health and safety programs and initiatives that support the EH&S policies of the Company and to take such other actions within the scope of this charter (this "Charter") as the Committee deems necessary or appropriate.
2. **Membership.** The Committee will be comprised of at least three members of the Board, as determined in accordance with the Company's By-Laws, as amended from time to time. At least a majority of the members shall not be employees of the Company. The members of the Committee will be appointed by and serve at the discretion of the Board. A Chair of the Committee shall be appointed by the Board unless the Board assigns such responsibility to the Committee members.
3. **Specific Responsibilities and Duties.** The Board delegates to the Committee the express authority to perform the following functions in carrying out its purpose set forth in Section 1 above, to the fullest extent permitted by applicable law and the Company's Amended and Restated Operating Agreement, By-laws and management authority guidelines:
 - (a) **Compliance Program.** Oversee the environmental health and safety compliance program including the status of EH&S policies, standards, and processes.
 - (b) **Indemnifications.** Oversee compliance with environmental health and safety indemnifications to ensure the Company is in compliance with and is achieving maximum value with respect to our indemnifications.
 - (c) **Performance Statistics.** Review and monitor the Company's environmental health and safety performance statistics and ensure that processes are in place to record such statistics consistently.
 - (d) **Capital Budget.** Receive management's proposal and, following appropriate review and consultation, recommend to management changes to the general budget for environmental health and safety capital spending.
 - (e) **Audit Program.** Review and approve the scope of the EH&S audit program. Receive annual summary report of audits. Review and,

following appropriate consultation, recommend to the Board the annual budget for the EH&S audit program.

- (f) **Financial Reserves**. Review with management the Company's financial reserves for environmental remediation and restoration liabilities and the reserve-setting process.
 - (g) **Review Charter**. Review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
 - (h) **Reports; Recommendations**. Report to the Board and other Board committees with respect to EH&S matters as the Committee deems appropriate, and make appropriate recommendations to the Board.
 - (i) **Other Actions**. Perform any other activities consistent with this Charter, the Company's Amended and Restated Operating Agreement, By-Laws and Management Authority Guidelines and governing law as the Committee or the Board deems necessary or appropriate.
4. **Meetings**. The Committee will meet with such frequency, and at such times, as its Chairperson determines. A special meeting of the Committee may be called by the Chairperson or a majority of Committee members. The agenda of each meeting will be prepared by the Chairperson and circulated to each member of the Committee prior to the meeting date. The provisions of the Company's By-Laws applicable to meetings of Board committees (or if no such provisions exist, applicable to meetings of the Board) will govern meetings of the Committee.
5. **Minutes**. The Committee will keep minutes of each meeting.
6. **Subcommittees**. The Committee has the power to appoint subcommittees.
7. **Counsel and Advisors; Reliance; Experts; Cooperation**.
- 7.1 **Retention of Counsel and Advisors**. The Committee has the power, in its discretion, to retain at the Company's expense such independent counsel and other advisors and experts, as it deems necessary or appropriate to carry out its duties.
 - 7.2 **Reliance Permitted**. In carrying out its duties, the Committee will act in reliance on management, the independent audit firm and outside advisors and experts, as it deems necessary or appropriate.
 - 7.3 **Investigations**. The Committee has the power, in its discretion, to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties.

7.4 Required Participation of Employees. The Committee will have unrestricted access to the independent audit firm, the internal auditors, internal and outside counsel, and any employee of the Company, and may require any officer or employee of the Company to attend any meeting of the Committee or to meet with any members of, or consultants or advisors to, the Committee.

8. Rules and Procedures. Except as expressly set forth in this Charter or the Company's By-Laws or management authority guidelines, or as otherwise provided by law, the Committee shall establish its own rules and procedures.

* * *