

Hexion Holdings LLC

ANNEX A EXECUTIVE COMMITTEE CHARTER

Purpose

The Executive Committee is appointed by the Board to exercise the powers and duties of the Board between Board meetings and while the Board is not in session, and implement the policy decisions of the Board.

Committee Membership

The Executive Committee shall consist of no fewer than three members, as determined annually by the Board. The Chief Executive Officer shall be and, if a different person, the Chairman or Chairwoman of the Board shall be, a member of the Executive Committee. Executive Committee members may be replaced by the Board at any time. The Board shall designate the Chairman of the Executive Committee.

Meetings

The Executive Committee shall meet with such frequency, and at such times, as its Chairperson, or a majority of the Committee, determines to be necessary or appropriate to carry out its duties hereunder. The Chairperson shall preside at each meeting and, in the absence of the Chairperson, one of the other members of the Executive Committee shall be designated as the acting chair of the meeting. The Chairperson (or acting chair) may direct appropriate members of management and staff to prepare draft agendas and related background information for each Executive Committee meeting. The draft agenda, if one is used, shall, if reasonably practicable, be reviewed and approved by the Chairperson (or acting chair) in advance of distribution to the other Executive Committee members. Any background materials, together with the agenda, should, if practicable, be distributed to the Executive Committee members in advance of the meeting. Unless the Committee or the Board adopts other procedures, the provisions of the Company's By-Laws, as amended, applicable to meetings of Board committees (or if no such provisions exist, the provisions thereof applicable to meetings of the Board) will govern meetings of the Committee. At the request of any member of the Board or as the Chairperson determines necessary, reports of meetings of the Executive Committee shall be made to the Board at its next regularly scheduled meeting following the Executive Committee meeting accompanied by any recommendations to the Board approved by the Executive Committee. Minutes of each meeting will be kept with the regular corporate records.

Committee Authority and Responsibilities

The basic responsibility of the members of the Executive Committee is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its unitholders. In discharging that obligation, members should be entitled to rely on the honesty and integrity of the senior executives of the Company and/or its subsidiaries and its outside advisors and auditors, to the fullest extent permitted by law.

The Executive Committee shall have the authority to exercise all powers and authority of the

Board, including without limitation the powers and authority enumerated in the By-Laws of the Company, excepting matters which, under the Delaware Limited Liability Company Act, the Amended and Restated Operating Agreement and the By-Laws of the Company, as amended, cannot be delegated by the Board to a committee of the Board, and except for (1) any amendment to the Amended and Restated Operating Agreement, (2) any adoption of an agreement or plan of merger or consolidation under §18-209 of the Delaware Limited Liability Company Act, (3) any declaration of a dividend, distribution or redemption with respect to any class of the Company's interests, (4) adoption of a certificate of ownership and merger pursuant to § 18-209 of the Delaware Limited Liability Company Act and (5) issuances of equity securities of the Company that are not approved by the full Board of Managers and that exceed \$20,000,000 in any given calendar year, other than (i) issuances of equity securities for compensatory purposes and (ii) any issuances of equity securities where, in the reasonable judgment of the members of the Committee, delaying the issuance of such securities would be detrimental to the Company, provided that in the event of any issuances of equity securities pursuant to clause (5)(ii), advance notice shall be given to each other member of the Board to the extent practicable.

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. The Committee shall have unrestricted access to the Company's independent public accountants, internal auditors, financial advisors, internal and outside counsel, and anyone else in the Company, and may require any officer or employee of the Company or representative of the Company's outside counsel, financial advisors or independent public accountants to attend any meeting of the Committee or to meet with any members of, or consultants or advisors to, the Committee.

The Executive Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Executive Committee shall annually review its own performance.