

HEXION HOLDINGS CORPORATION

LISTING COMMITTEE CHARTER

Effective July 11, 2019

I. Purpose

The Listing Committee (the “Committee”) of the Board of Directors (the “Board”) of Hexion Holdings Corporation, a Delaware corporation (the “Company”) shall supervise, and make recommendations to the Board with respect to, the process by which the Company lists its shares of Class A Common Stock, par value \$0.01 per share (the “Class A Common Stock”), on a national securities exchange (the “Listing”), including in connection with an initial underwritten public offering and sale of Class A Common Stock (the “IPO”).

II. Organization

The Committee shall consist of three or more directors of the Board in addition to the Chief Executive Officer. The initial members of the Committee shall be Craig Rogerson, Patrick Bartels, Jeffrey Benjamin and James Chapman. Any vacancies in or additions to the Committee may be filled by the affirmative vote of all remaining members of the Committee. The Chief Executive Officer shall serve as the chairperson of the Committee.

The Committee shall be assisted in the performance of its duties by appropriate management, operational, legal and financial personnel from the Company. These personnel will assist in the preparation and review of disclosure within their particular areas of operation, expertise or competence, as the case may be, and will be available for such other support functions as members of the Committee may determine are necessary or appropriate in the fulfillment of their duties.

III. Meetings

The Committee shall meet at such times as the Chairperson shall deem advisable. Meetings may be held telephonically or by other electronic means.

IV. Authority and Responsibilities

To fulfill its responsibilities, the Committee shall:

1. Plan and develop the process and timeline for the Listing, including, if applicable, the IPO.
2. Recommend the Listing, including, if applicable, the IPO, to the full Board for approval.

3. Implement, monitor and evaluate the Listing process including, if applicable, the IPO.
4. Perform such other duties in connection with the Listing, including, if applicable, the IPO, as may from time to time be required by the Board or members of management.

The foregoing responsibilities and duties set forth in this Charter should serve as a guide only, with the express understanding that the Committee may carry out additional responsibilities and duties and adopt additional policies and procedures as may be necessary in light of any changing business, legislative, regulatory, legal or other conditions.

V. Resources

The Committee shall have full access to all of the Company's books, records, facilities and personnel in connection with fulfilling its responsibilities.