

**CHARTER OF THE EXECUTIVE COMMITTEE**  
**OF**  
**KRATON PERFORMANCE POLYMERS, INC.**

**(Effective December 16, 2009)**

**(As Amended May 26, 2011)**

**I. Statement of Purpose**

The Executive Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) of Kraton Performance Polymers, Inc. (the “Company”). The purpose of the Committee is to act, between meetings of the Board, with the authority of the Board on the matters set forth in this charter. Notwithstanding anything else set forth in this charter, the authority of the Committee shall be subject to and limited by Section 141 of the Delaware General Corporation Law (the “DGCL”) and the certificate of incorporation and bylaws of the Company, and in no event shall the Committee have authority to act on any matter requiring super-majority approval pursuant to the DGCL or the terms of such certificate of incorporation or bylaws.

**II. Organization**

A. *Charter.* This charter shall be reviewed and reassessed by the Committee periodically and any proposed changes shall be submitted to the Board for approval.

B. *Members.* The members of the Committee shall be appointed by the Board. The Committee shall be comprised of at least three members, who may be removed by the Board.

C. *Committee Chairperson.* The Board shall designate a Committee Chairperson. The duties of the Committee Chairperson shall be determined by the Committee and include, but not limited to, facilitating communications between the Committee and the Board and scheduling Committee meetings.

D. *Meetings.* In order to discharge its responsibilities the Committee shall schedule meetings as often as required. Meetings of the Committee may be called by the Chief Executive Officer of the Company or any member of the Committee. The Committee may invite to its meetings any director, member of management of the Company and such other persons as it deems appropriate to carry out its responsibilities. All meetings of the Committee may be held in person or telephonically.

E. *Quorum; Action by Committee.* A quorum at any Committee meeting shall be at least two members. Except as specifically provided herein, all determinations of the Committee shall be made by the affirmative vote of a majority of its members present at a meeting duly called or held; provided that where only two members are present, any determination of the Committee shall be made by the unanimous vote. Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it

had been made at a meeting duly called and held. In the event the number of Committee members voting in favor of a proposal and the number of Committee members voting against such proposal are equal, the proposal shall be submitted to a vote of the entire Board.

*F. Agenda, Minutes and Reports.* The Chairperson of the Committee shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. The Committee shall prepare minutes from its meetings. The minutes shall be circulated in draft form to Committee members prior to being finalized, shall be approved at a subsequent meeting of the Committee and shall be distributed periodically to the full Board. The Committee shall make regular reports to the Board.

### **III. Responsibilities**

Subject to the limitations specified in the third sentence of Section I above, the responsibility of the Committee shall be to act, between meetings of the Board, with respect to (i) matters arising with respect to the Company when, due to an emergency or crisis situation, a meeting of the full Board cannot be convened in a timely manner and (ii) such other matters as may be delegated to the Committee by the Board.