

CHARTER OF THE COMPLIANCE COMMITTEE
OF
KRATON CORPORATION

I. Statement of Purpose

The Compliance Committee (“Committee”) is a standing committee of Kraton Corporation (“Company”). The purpose of the Committee is to establish a global compliance program that: (i) promotes integrity and ethical behavior; (ii) educates employees on proper standards of conduct; (iii) provides a forum for unbiased feedback; (iv) is effective in preventing and detecting violations of law; and (v) meets government standards including those set forth in the United States Sentencing Commission’s Organizational Sentencing Guidelines (“Compliance Program”). The Compliance Committee will assist the Company in fulfilling its responsibility relating to compliance by the Company, its subsidiaries and each of their directors, officers and employees with: (i) the Company’s Code of Ethics and Business Conduct (“Code”), (ii) other compliance related policies applicable to the Company’s business activities, and (iii) all legal and regulatory requirements that may be applicable to the Company, its subsidiaries, and each of their directors, officers and employees, in connection with the Company’s global operations.

II. Organization

A. *Charter.* At least annually, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Audit Committee of the Board of Directors (“Audit Committee”) for approval.

B. *Members.* The members of the Committee shall be appointed by the Audit Committee and shall number at least three. The Chief Executive Officer shall be a standing member of the Committee. Committee members may be removed by the Chief Executive Officer. The Audit Committee shall appoint a Chief Compliance Officer for the Company having the responsibilities set forth on Attachment 1, The Chief Compliance Officer shall be a standing member of the Committee, subject to the Audit Committee’s right to remove such officer and appoint a new Chief Compliance Officer. Due to the extremely sensitive nature of certain Committee activities (i.e. - employee discipline recommendations), each member of the Committee will be held to the highest standards of confidentiality, and the information discussed at all Committee meetings will be considered confidential in nature. Any member found to be in violation of this mandate will be at risk of losing his or her membership on the Committee.

C. *Committee Chairperson.* The Audit Committee shall designate a Committee Chairperson, who may also be the Chief Compliance Officer.

D. *Meetings.* In order to discharge its responsibilities, the Committee shall hold a minimum of four meetings per year. Additional meetings may be scheduled as required.

E. *Quorum; Action by Committee.* A quorum at any Committee meeting shall be a majority of the members of the entire Committee, one of whom must be the Chief Compliance Officer. 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 at which a quorum is present. 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 the Audit Committee for a decision.

F. *Agenda, Minutes and Reports.* 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. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, shall be approved at a subsequent meeting of the Committee and shall be distributed upon request to the Audit Committee and/or the full Board of Directors. The Committee shall make regular reports to the Audit Committee.

III. Responsibilities

The following shall be the principal responsibilities of the Committee:

A. *Adoption of Policies Relating to the Compliance Program.* The Committee shall be responsible for the adoption and amendment of policies relating to the Compliance Program, including amendments to the Code. All such policies shall be consistent with the Code, the General Statement of Business Philosophy set forth in the Code and applicable laws and regulations.

B. *Enforcement of Code and Company Compliance Policies.* The Committee shall be responsible to enforce the Code and all Company compliance policies adopted by the Company. In addition, the Committee shall be responsible to help ensure that all of the Company's and its subsidiaries' directors, officers and employees act in accordance with the Company's best interests and all applicable laws and regulations. In so doing, the Committee shall take all actions deemed necessary or appropriate by its members including, without limitation, actions falling within the responsibilities outlined in this charter.

C. *Establishment of Ongoing Compliance Education and Training Programs.* The Committee shall establish compliance training programs designed to educate the Company's directors, officers and employees of their responsibilities under the Company's Code and related Compliance Program policies and applicable laws and regulations. Such training shall consist of all or a combination of the following: (i) preparation of compliance education manuals for distribution to all directors, officers and employees; (ii) live presentations by attorneys or other experts in the subject matter of the training; and (iii) online or web-based education in the subject matter of the training.

D. *Investigation of all Complaints.* The Committee shall establish appropriate mechanisms such as an anonymous toll free hotline for its directors, officers and employees to lodge complaints alleging potential violations of the Company's Code, compliance policies, and applicable laws and regulations. The Committee shall also establish procedures pursuant to which directors, officers and employees may make complaints directly to either their supervisors

or to the Chief Compliance Officer or any other member of the Committee. The Committee shall review all complaints, investigate complaints where appropriate, and prepare a written report of the investigation, which shall include recommendations for disciplinary action or other measures, if any, deemed necessary as a result of the investigation. All such reports that require action(s) shall be submitted to the Audit Committee and, if necessary, to the full Board of Directors. The Committee shall have the authority to take disciplinary action resulting from an investigation conducted by it, which disciplinary action may include termination. In investigating complaints, the Committee shall have: (i) full access to all books, records, facilities and personnel of the Company; (ii) the right to retain outside legal, accounting or other consultants to advise the Committee; and (iii) the right to request any officer or employee of the Company, the Company's outside counsel, or other service providers to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

E. *Audits of Compliance Activities.* The Committee or its designee shall perform regular audits (which include procedures to follow-up on open items) of the Company's activities including its compliance function. In conducting such audits, the Committee shall from time to time cause each of the Company's discipline areas (including business units and staff functions) to conduct a self-assessment of its compliance status, identifying any perceived weaknesses. The Committee shall then investigate whether any such compliance weaknesses present a risk to the Company from a legal or other perspective. If the Committee determines that there are potential compliance issues, the Committee may perform an audit of the activities alleged to give rise to the instances of non-compliance. In addition, the Committee may establish regularly scheduled audits of certain functions within the Company, regardless of whether management perceives of any instances of non-compliance.

F. *Review of Legal and Regulatory Compliance.* The Committee shall periodically review with management, including the General Counsel and the Chief Compliance Officer (if the Chief Compliance Officer is not also the General Counsel), any correspondence with, or other action by, regulators or governmental agencies and any employee complaints or published reports that raise concerns regarding compliance with the Company's Code of Ethics and Conduct and Company policies. The Committee shall also meet periodically and separately with the General Counsel (if the Chief Compliance Officer is not also the General Counsel) and other appropriate legal staff of the Company to review material legal affairs of the Company and the Company's compliance with applicable laws and regulations.

G. *Other Delegated Responsibilities.* The Committee shall also carry out such other duties that may be delegated to it by the Audit Committee or Chief Executive Officer from time to time.

ATTACHMENT 1

DESCRIPTION OF KRATON CORPORATION CHIEF COMPLIANCE OFFICER RESPONSIBILITIES

- A. The Chief Compliance Officer (“CCO”) of Kraton Corporation (“Company”) shall have overall responsibility to help ensure the proper functioning of the Compliance Program established by the Company’s Compliance Committee (“Committee”).
- B. The CCO shall monitor developments relating to the Company’s Compliance Program with applicable laws, regulations, and industry best practices; and shall from time to time; (i) distribute to particular employees or groups of employees memoranda, news articles, or other informational materials that explain compliance requirements; (ii) report changes in requirements or industry standards; and (iii) recommend changes to the Company’s Compliance Program to maintain best industry practice standards.
- C. The CCO shall review on a continuing basis the Company’s internal procedures for preventing the violations of the law and shall create a compendium of such procedures including an audit program and training schedule.
- D. The CCO shall ensure that all reports of misconduct or suspected misconduct relating to the operations or practices of the Company are promptly and properly investigated according to the procedures established by the Committee.
- E. The CCO shall provide a detailed report on the Compliance Program at each meeting of the Audit Committee, including topics such as training, discipline, development of standards and procedures, compliance auditing and monitoring, changes in compliance program personnel, reports of misconduct received through the reporting system, the handling of conflicts of interest, and any government investigations that may involve the Company.
- F. The CCO shall discharge any other responsibilities assigned by the Committee.