

CHARTER OF NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF
KRATON CORPORATION

(As Amended and Restated February 11, 2016)

I. Statement of Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) of Kraton Corporation (the “Company”). The purpose of the Committee is to identify individuals qualified to become members of the Board, to recommend director nominees for each annual meeting of stockholders and nominees for election to fill any vacancies on the Board and to address related matters. The Committee shall also develop and recommend to the Board corporate governance principles applicable to the Company and be responsible for leading the annual review of the Board’s performance.

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 on the recommendation of the Committee. The Committee shall review and reassess the composition of the Committee annually and any proposed changes shall be submitted to the Board for approval. Committee members may be removed by the Board at any time. The Committee shall be comprised of at least three members. The members of the Committee shall meet the independence requirements of applicable securities law and stock exchange listing standards, as determined by the Board.

C. *Committee Chairperson.* The Board shall designate a Committee Chairperson, who shall preside at meetings of the Committee. 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. In the absence of the Committee Chairperson, the majority of the members of the Committee present at a meeting shall appoint a member to preside at the meeting.

D. *Meetings.* In order to discharge its responsibilities, the Committee shall each year establish a schedule of meetings. Additional meetings may be scheduled as required. The Committee Chairperson or a majority of the members of the Committee may call special meetings of the Committee at any time upon notice as specified in the Company’s Bylaws. 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 and held; provided that where only two members are present, any determination of the

Committee shall be made by unanimous vote. 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. The Committee may also act by unanimous written consent provided that such consent is filed with the minutes of the proceedings of the Committee.

F. *Agenda, Minutes and Reports.* The Committee Chairperson, in consultation with other members of the Committee and management of the Company, shall cause an agenda to be prepared, which 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.

G. *Performance Evaluation.* The Committee shall evaluate its performance on an annual basis or such other time period as the Committee shall determine and develop criteria for such evaluation. The Committee shall report its evaluation to the Board.

H. *Access to Records, Retention of Experts and Others.* In discharging its responsibilities, the Committee shall have access to any relevant records of the Company and shall have the authority to retain outside consultants, legal counsel and other advisers to assist the Committee in fulfilling its duties and responsibilities. The Committee shall have the sole authority and responsibility to engage or terminate such experts, negotiate and approve the fees and other retention terms of such experts, and direct the payment of fees to such experts. The Committee may also request that any officer or other employee of the Company, the Company's outside counsel or any other person meet with any members of, or consultants to, the Committee.

I. *Delegation.* The Committee may delegate any of its responsibilities to one or more subcommittees comprised of one or more members of the Committee.

J. *Other Delegated Responsibilities.* The Committee shall also carry out such other duties that may be delegated to it by the Board from time to time.

K. *Bylaws.* Nothing in this charter shall be deemed to amend the provisions of the Company's Bylaws with respect to this Committee or other committees of the Board absent a separate resolution of the Board expressly amending such Bylaws.

III. Responsibilities

The following shall be the principal responsibilities of the Committee:

A. *Director Selection Criteria.* The Committee shall establish criteria to be approved by the Board for selecting nominees to stand for election as directors, which shall reflect at a minimum any requirements of applicable securities law and stock exchange listing standards, as well as a candidate's integrity, strength of character, high ethical standards, judgment, business experience, leadership, specific areas of expertise, ability to devote sufficient time for attendance at and preparation for Board meetings, factors relating to the composition of the Board (including its size and structure) and principles of diversity, including, without limitation, a

consideration of race, age, sex, nationality, business experience, skills, international experience, education, other public company board experience and other factors deemed relevant by the Committee in its business judgment.

B. *Director Recruitment.* The Committee shall consider (in consultation with the Chairman of the Board and the Chief Executive Officer) and recruit candidates to fill positions on the Board, including vacancies resulting from the removal, resignation or retirement of any director, an increase in the size of the Board or otherwise. In discharging this responsibility, the Committee may retain consultants or search firms and shall have sole authority to select, evaluate, retain and terminate any such consultant or search firm, including the authority to approve the search firm's fees and other retention terms without having to seek any Board approval. The Committee shall also review any candidate recommended by the stockholders of the Company in light of the Committee's criteria for selection of nominees to stand for election as directors. As part of this responsibility, the Committee shall be responsible for conducting, subject to applicable securities law and stock exchange listing standards, any and all inquiries into the background and qualifications of any candidate for the Board and such candidate's compliance with the independence and other qualification requirements established by the Committee.

C. *Consideration of Directors for Re-Election.* In connection with its annual recommendation of a slate of nominees, the Committee shall assess the contributions of those directors selected for re-election, and shall at that time review its criteria for Board candidates in the context of the Board evaluation process and other perceived needs of the Board. Final approval of any candidate shall be determined by the full Board.

D. *Independence Determinations; Recommendation of Nominees to the Board.* The Committee shall evaluate the independence of each non-employee director and, in consultation with the Corporate Legal Department, recommend to the Board whether each non-employee director is independent. The Committee shall recommend the director nominees for approval by the Board and the stockholders.

E. *Director Removal.* The Committee shall, when appropriate, make recommendations to the Board with respect to the removal of any member of the board.

F. *Consideration of Term Limits and Director Retirement Policy.* The Committee shall review the desirability of term limits for directors and the Company's director retirement policy and recommend to the Board policies in this regard from time to time.

G. *Governance Guidelines.* The Committee shall recommend to the Board corporate governance guidelines addressing, among other matters, the size, composition and responsibilities of the Board and its Committees. The corporate governance guidelines shall be reviewed periodically by the Committee, and the Committee shall make recommendations to the Board with respect to changes to the guidelines.

H. *Advice as to Committee Membership and Operations.* The Committee shall advise the Board with respect to the charters, structure and operations of the various Committees of the Board and qualifications for membership thereon, including policies for removal of members and

rotation of members among other Committees of the Board. The Committee shall also make recommendations to the Board regarding which directors should serve on the various Committees of the Board.

I. *Evaluation of Board.* The Committee shall oversee the evaluation of the Board. In discharging this responsibility, the Committee shall solicit comments from all directors and report periodically to the Board on the results of the evaluation.

J. *Compliance with Code of Business Conduct and Ethics.* The Committee shall review annually a summary of compliance with the Company's Code of Business Conduct and Ethics, and to make recommendations to the Board with respect to any enforcement action to be taken in connection therewith or any requested waiver of compliance with the provisions thereof.