

**Charter of the Nominating and Corporate Governance Committee  
of the  
Board of Directors  
of  
Trinseo S.A.**

1. Purpose. The purposes of the Nominating and Corporate Governance Committee (the “Committee”) are (i) to identify individuals qualified to become members of the Board of Directors of Trinseo S.A. (the “Company”), (ii) to recommend to the Board director nominees for the each general shareholders meeting and to fill any vacancy on the Board, (iii) to develop and recommend to the Board a set of corporate governance principles applicable to the Company, and (iv) to oversee the evaluation of the Board and its dealings with management as well as appropriate committees of the Board.

2. Composition of the Committee. The Committee shall consist of at least two directors appointed to the Committee by the Board of Directors at the recommendation of the Nominating and Corporate Governance Committee, one of whom shall be appointed as Chairperson of the Committee. If the Chairperson is not so appointed, the members of the Committee may elect a Chairperson by majority vote. Committee members may be removed by the Board of Directors in its discretion. Each member of the Committee shall satisfy the independence requirements of the New York Stock Exchange (the “NYSE”).

3. Meetings of the Committee. The Committee shall hold regularly scheduled meetings and such special meetings as circumstances dictate, at which a Secretary, designated by the Committee members, shall keep minutes. The Committee shall meet in executive session at least on an annual basis. The Committee shall report regularly the Committee’s activities and actions to the Board of Directors.

4. Responsibilities and Powers of the Committee. The Committee has direct responsibility and power to perform the following duties:

- Identify individuals qualified to become Board members, consistent with criteria approved by the Board, receive nominations for such qualified individuals and review recommendations put forward by the Chief Executive Officer or shareholders, and recommend to the Board the director nominees for each general shareholders meeting, taking into account each candidate’s ability, judgment and experience and the overall diversity and composition of the Board;
- Recommend to the Board the classes on which such nominees should serve;
- Review, and recommend to the Board for approval, the Board’s committee structure, membership, and leadership, including the committee chairpersons;
- If a vacancy on the Board or any Board committee occurs, identify and recommend to the Board qualified candidates to fill such vacancy;
- Review, and recommend to the Board for approval, a determination of the independence of each director.

- Develop and recommend to the full Board a set of corporate governance guidelines applicable to the Company that address, at a minimum, the following subjects: (i) director qualification standards, (ii) director responsibilities, (iii) director access to management and, as necessary and appropriate, independent advisors, (iv) director compensation, (v) director orientation and continuing education, (vi) management succession and (vii) the annual performance evaluation of the Board;
- Review the corporate governance guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary;
- Review and recommend for Board approval any changes to the Company's articles of association;
- Clearly articulate to each director what is expected, including reference to the Company's corporate governance guidelines and directors' basic duties and responsibilities with respect to attendance at Board meetings and advance review of meeting materials;
- Review the Company's practices and policies with respect to directors, including retirement policies, the size of the Board, the ratio of employee directors to non-employee directors, the meeting frequency of the Board and the structure of Board meetings and make recommendations to the Board with respect thereto;
- Oversee the evaluation of the Board and its committees;
- Review and certify annually that the performance of the CEO and other members of executive management is being appropriately evaluated;
- Review Company policies with respect to significant issues of corporate public responsibility, including political contributions and lobbying;
- Consider and report to the Board any questions of possible conflicts of interest of Board members;
- Review and make recommendations to the Board regarding the Company's responses to shareholder proposals;
- Review and assess the adequacy of this charter and submit any changes to the Board for approval;
- Report its actions and any recommendations to the Board on a periodic basis;
- Annually perform, or participate in, an evaluation of the performance of the Committee, the results of which shall be presented to the Board; and
- Perform other responsibilities that may be assigned by the Board from time-to-time.

5. Actions of the Committee. In order to fulfill its role, the Committee shall be entitled to act in the following manner, in each case in accordance with the Company's articles of association:

- Action may be taken by the Committee upon the affirmative vote of a majority of

the members;

- Any two members or the Chairman of the Committee may call a meeting of the Committee upon due notice to each other member at least 48 hours prior to the meeting;
- Any two Committee members shall constitute a quorum. The Board of Directors may designate one or more directors as alternate members of the Committee, who may replace any absent or disqualified member at any meeting of the Committee. In the absence or disqualification of a member of the Committee, and in the absence of a designation by the Board of Directors of an alternate member to replace the absent or disqualified member, the member or members present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any absent or disqualified member, provided that such other member satisfies all applicable criteria for membership on the Committee;
- No action of the Committee shall be void or deemed to be without authority solely because of a failure of any member to meet the qualification requirements set forth in this Charter;
- Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing or by electronic transmission; and
- The Committee shall have the authority to delegate to subcommittees, comprised of one or more members of the Committee, any of the responsibilities of the full Committee and to officers of the Company such responsibilities of the full Committee as may be permitted by applicable laws, rules or regulations and in accordance with NYSE rules.

6. Authority and Resources of the Committee. In order to fulfill its role, the Committee shall have the sole authority to retain and terminate a search firm to assist in the identification of director candidates, and have the authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority to retain legal, accounting or other experts that it determines to be necessary to carry out its duties and to determine compensation for such advisors.