

**Charter of the Compensation Committee
of the
Board of Directors
of
Trinseo S.A.**

1. Purpose. The purpose of the Compensation Committee (the “Committee”) is to assist the Board of Directors of Trinseo S.A. (the “Company”) in fulfilling its responsibilities relating to oversight of the compensation and benefits of the Company’s officers, employees and directors, including the administration of the Company’s compensation, benefit and equity-based plans. The Committee shall also assist the Board of Directors in management development and succession planning, and assess the adequacy of the Company’s human resources principles and philosophy. The Committee reports to the Board of Directors.

2. Composition of the Committee. The Committee shall consist of at least three 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 of the full Committee membership. 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”). In determining the independence of any director who will serve on the Committee, the Board of Directors will consider, if required, all factors specifically relevant to determining whether a director has a relationship to the Company that is material to that director’s ability to be independent from management in connection with the duties of a Committee member, including, but not limited to: (A) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and (B) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company. In addition, each member of the Committee should generally qualify as an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code and a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934. In the event the Board determines that a director who does not qualify as an “outside director” or a “non-employee” director should nevertheless serve on the Committee, appropriate arrangements may be made for a sub-committee of the Committee in accordance with Section 162(m) and Rule 16b-3.

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 report regularly regarding 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:

- Review and approve corporate goals and objectives relevant to the compensation of the CEO and the officers of the Company who report directly to the CEO and all officers who are “insiders” subject to Section 16 of the 1934 Act (collectively, the “Senior Officers”), evaluate the performance of the CEO and other Senior Officers in light of those goals and objectives and, either as a committee or together with the other independent directors (as directed by the Board of Directors), determine and approve, or recommend to the Board of Directors for approval, the compensation levels for the CEO and other Senior Officers based on this evaluation, with the deliberations and voting on the CEO’s compensation to be conducted without the CEO present;
- Make recommendations to the Board of Directors about the compensation of the directors;
- Administer the Company’s equity-based plans and management incentive compensation plans and make recommendations to the Board of Directors about amendments to such plans and the adoption of any new employee incentive compensation plans;
- Recommend to the Board of Directors the ownership guidelines for the Senior Officers, other executives and non-employee directors, and periodically assess these guidelines and recommend revisions as appropriate;
- Establish the terms of compensatory arrangements and policies to protect the Company’s business, including restrictions that apply to current and former Senior Officers;
- Review and approve all Senior Officer employment contracts and other compensatory, severance and change-in-control arrangements for current and former Senior Officers;
- Review and establish the Company’s overall management compensation and benefits philosophy and policy;
- Review and approve Company policies and procedures for the grant of equity-based awards;
- Establish and review periodically policies and procedures with respect to perquisites;
- Produce a compensation committee report on executive compensation for inclusion in the Company’s annual proxy statement in accordance with Securities and Exchange Commission proxy and disclosure rules;
- Review the results of the Company’s say-on-pay vote and other compensation-related shareholder proposals and, if warranted, recommend responses by the Company;
- Review the Company’s incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk;
- Review the impact of potential changes in control, acquisitions and other

significant corporate events on the Company's compensation plans;

- Review the process for managing executive succession and the results of those processes, including: (i) reporting and making recommendations to the Board of Directors regarding adequacy of executive resource development; (ii) recommending to the Board of Directors successors to the CEO and other Senior Executives and overseeing the development of executive succession plans; (iii) monitoring the recruitment, development, promotion and assessment of candidates expected by the CEO to assume key executive positions, including the CEO role, within the next five years as well as other high potential candidates;
- Review and assess the adequacy of this charter and submit any changes to the Board of Directors for approval on an annual basis;
- Maintain minutes of meetings and report its actions and any recommendations to the Board of Directors on a periodic basis;
- Annually perform, or participate in, an evaluation of the performance of the Committee against the requirements of this Charter, the results of which shall be presented to the Board of Directors; 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, to the fullest extent permitted under Luxembourg law and 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 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. The Committee has the authority, in its sole discretion, to appoint, retain or obtain the advice of a compensation consultant, legal counsel or other adviser, which includes the sole authority and direct responsibility to approve such compensation consultant's or other adviser's fees and other retention terms, to oversee the work of and to terminate such compensation consultant or other adviser, and the authority and responsibility to pay from funds of the Company reasonable compensation to such compensation consultant or other adviser retained by the Committee. Such funding will be provided by the Company and determined by the Committee. Before selecting or obtaining the advice of a compensation consultant, legal counsel or other adviser (other than in-house legal counsel), the Committee shall consider all factors relevant to the independence of such consultant, counsel or adviser from management, including the factors set forth in NYSE rules then in effect and any other applicable laws, rules or regulations.