

Compensation & Corporate Governance Committee Members:
David A. Daberko, Chairman
David J. D'Antoni
Dr. R. Byron Pipes
William R. Seelbach

OMNOVA SOLUTIONS INC.

COMPENSATION & CORPORATE GOVERNANCE COMMITTEE CHARTER

Purposes

The Compensation & Corporate Governance Committee of the Board of Directors (a) establishes and administers the Company's policies, programs and procedures for compensating senior management and Board of Directors; (b) identifies individuals qualified to become Board members, (c) recommends candidates to fill Board vacancies and newly-created Board positions, (d) recommends whether incumbent directors should be nominated for re-election to the Board upon the expiration of their terms, and (e) develops and recommends corporate governance principles applicable to the Board and the Company.

Composition

Size. The size of the Committee shall be determined by the Board, but it must always have at least three members.

Qualifications. Each Committee member must satisfy the applicable independence requirements set forth in the rules of the New York Stock Exchange. Desirable qualifications for Committee members include experience in corporate governance, business management, executive compensation, employee benefits, human resources or organizational behavior.

Appointment and Removal. The Board selects Committee members upon the recommendation of the Committee. The Board will also select a Committee Chair from among the Committee members. Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member.

Duties and Responsibilities. The duties and responsibilities of the Committee shall include the following:

1. Establish Executive Compensation Policies and Programs. The Committee will develop and implement the Company's compensation policies and programs for executive officers and Board members.

2. Review and Approve Executive Officer Compensation. The Committee will review and approve, at least annually, corporate goals and objectives relevant to the compensation of Chief Executive Officer and the other executive officers of the Company. The Committee will evaluate the performance of the executive officers in the light of those corporate goals and objectives and set compensation levels for these executive officers based on those evaluations and any other factors as it deems appropriate.
3. Recommend Incentive Compensation Plans. The Committee will make recommendations to the Board with respect to the approval, adoption and amendment of all cash, equity or other incentive compensation plans in which any executive officer of the Company participates.
4. Recommend Equity-Based Plans. The Committee will also make recommendations to the Board with respect to the approval, adoption and amendment of all other equity-based plans.
5. Administer Compensation Plans. The Committee will administer the Company's equity-based incentive compensation plans and other plans adopted by the Board that contemplate administration by the Committee. The Committee, or a subcommittee, shall approve all grants of stock options and other equity-based awards, subject to the terms and conditions of applicable plans and subject to the delegation of such authority to a subcommittee of directors or an executive officer of the Company, as the Committee deems appropriate.
6. Produce Report on Executive Compensation. The Committee, with the assistance of management and any outside advisors the Committee deems appropriate, shall prepare a report on executive compensation as required by the Securities and Exchange Commission for inclusion in the Company's proxy statement relating to the Company's annual meeting of stockholders.
7. Receive Report of Administrative Committee. The Committee shall receive and review annually on behalf of the Board a written report from the Company's Administrative Committee concerning the adoption, termination or modification of the various employee benefit, savings and retirement plans of the Company and provide a summary of such actions to the Board.
8. Oversee Regulatory Compliance. The Committee will, in consultation with appropriate officers of the Company, oversee regulatory compliance with respect to compensation matters, including overseeing any compensation programs intended to preserve tax deductibility, and, as may be required, establishing performance goals and determining whether performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.

9. Review Appointment of Officers. The Committee will review and make recommendations to the Board concerning the appointment and removal of officers of the Company.
10. Review Employment Agreements and Severance Arrangements. The Committee will review and approve any proposed employment agreement with, and any proposed severance or retention plans or agreements applicable to, any executive officer of the Company. The Committee shall review and approve any severance or other termination payments proposed to be made to any executive officer of the Company.
11. Review Director Compensation. In accordance with the Company's Corporate Governance Guidelines, the Committee will periodically review director compensation in relation to other comparable companies and in the light of such other factors as the Committee may deem appropriate. The Committee shall discuss this review with the Board.
12. Identify New Director Candidates. The Committee shall identify individuals believed to be qualified to become Board members and recommend candidates to the Board to fill new or vacant positions. In recommending candidates, the Committee shall consider such factors as it deems appropriate, consistent with the Company's Corporate Governance Guidelines. The Committee shall also review the qualifications of, and make recommendations to the Board regarding, director nominations which have been submitted to the Company by shareholders or others in accordance with the Company's Code of Regulations or otherwise.
13. Evaluate Incumbent Directors. The Committee shall evaluate whether an incumbent director should be nominated for re-election to the Board upon expiration of such director's term. The Committee will use the same guidelines and criteria established for new director candidates to make its evaluation and will also take into account the incumbent director's performance as a Board member.
14. Develop Corporate Governance Guidelines. The Committee shall develop and recommend to the Board corporate governance guidelines. At least annually, the Committee shall review those guidelines, determine whether those guidelines are being effectively adhered to and implemented, and recommend changes, as appropriate.
15. Assist in Succession Planning. The Committee shall assist the Board in evaluating potential successors to the Chief Executive Officer.
16. Review Possible Conflicts of Interest. The Committee shall consider possible conflicts of interest of Board members and executive officers and make recommendations to prevent, minimize, or eliminate such conflicts of interest.

17. Recommendations as to the Board and Committee Members. The Committee shall make recommendations regarding the appropriate size of the Board and the effectiveness of the Board in fulfilling its obligations to stockholders. The Committee shall annually recommend to the Board the directors to be appointed to the various committees of the Board. The Committee shall consider the desired and required qualifications for membership on each committee, the availability of the director to meet the time commitment required for membership on the particular committee and the extent to which there should be a policy of periodic rotation of committee members and chairpersons.
18. Board Evaluation. The Committee shall oversee the Board's annual performance self-evaluation.
19. Board Reports. At least annually, the Committee shall report its activities to the Board and in such manner and at such times as the Committee or the Board deems appropriate. This report shall include the Committee's assessment of the Board's performance and procedures.
20. Other Delegated Duties or Responsibilities. The Committee will perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

Meetings

The Committee will meet as frequently as necessary to carry out its responsibilities under this Charter. The Committee Chair will, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. Any Committee member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time. A majority of the number of Committee members selected by the Board will constitute a quorum for conducting business at a meeting of the Committee. The act of a majority of Committee members present at a Committee meeting at which a quorum is in attendance will be the act of the Committee, unless a greater number is required by law, the Company's Articles of Incorporation or Code of Regulations. The Committee Chair will supervise the conduct of the meetings and will have other responsibilities as the Committee may specify from time to time.

The Committee may request any officer or other employee of the Company, or any external advisors, to attend a meeting or to meet with any members or representatives of the Committee. Any individual whose performance or compensation is to be discussed at a Committee meeting should not attend such meeting unless specifically invited by the Committee. Any Committee member may be excused from a meeting to permit the remaining members of the Committee to act on any matter in which such member's participation is not appropriate, and such member's absence shall not destroy the quorum for the meeting.

Resources and Authority

The Committee shall have appropriate resources and authority to discharge its responsibilities, including, without limitation, appropriate funding, in such amounts as the Committee deems necessary, to compensate any consultants or any other advisors retained by the Committee. The Committee will have the sole authority to retain and terminate compensation consultants to assist in the evaluation of director or executive officer compensation, to engage search firms to assist in the identification of director candidates and the sole authority to approve the fees and other retention terms of such compensation consultants or search firms. The Committee may also retain independent counsel and other independent advisors to assist it in carrying out its responsibilities.

Annual Review

At least annually, the Committee will (a) review this Charter with the Board and recommend any Charter changes to the Board and (b) evaluate its own performance against the requirements of this Charter and report the results of this evaluation to the Board. The Committee will conduct its review and evaluation in such manner as it deems appropriate.

November 14, 2003