

OMNOVA SOLUTIONS INC. CORPORATE GOVERNANCE GUIDELINES

Responsibility of the Board

The Board of Directors of OMNOVA Solutions Inc. is committed to the long term enhancement of shareholder value. The Board believes that this commitment is best served by fostering a corporate culture of accountability, responsibility and integrity.

Board members are expected to prepare for, attend, and participate in Board meetings and meetings of Board committees on which they serve and to devote the time necessary to appropriately discharge their responsibilities. Each Board member is expected to ensure that other commitments do not materially interfere with the member's service as a director. In discharging their obligations, directors should be entitled to rely on the Company's executive officers, auditors and outside advisors.

Director Selection

Board Membership Criteria. The Compensation and Corporate Governance Committee is responsible for establishing and reviewing, from time to time, the criteria for Board membership. Along with such other criteria as the Committee may deem appropriate, the following criteria should be considered in selecting candidates for Board membership:

- Possess the integrity and mature judgment essential to effective decision making.
- Have the ability and willingness to commit necessary time and energy to prepare for, attend and participate in meetings of the Board and one or more of its standing Committees and not have other directorships, trusteeships or outside involvements which would materially interfere with responsibilities as a director of the Company.
- Have the willingness and availability to serve at least one term.
- Have the willingness and ability to represent the interests of all shareholders of the Company rather than any special interest or constituency while keeping in perspective the interests of the Company's employees, customers, local communities and the public in general.
- Have background and experience that complement the background and experience of other Board members.
- Be a shareholder or willing to become a shareholder of the Company.

- Be free from interests that are or would present the appearance of being adverse to, or in conflict with, the interests of the Company.
- Have a proven record of competence and accomplishment through demonstrated leadership in business, education, government service, finance or the sciences, including director, CEO or senior management experience; academic experience; scientific experience; financial and accounting experience; or other relevant experiences which will provide the Board with perspectives that will enhance Board effectiveness, including perspectives that may result from diversity in ethnicity, race, gender, national origin or nationality.

The Compensation and Corporate Governance Committee will recommend candidates for election to the Board consistent with the above criteria. The Compensation and Corporate Governance Committee will review and make recommendations to the Board regarding the nomination of incumbent directors 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.

Director Orientation and Continuing Education. Each new director will participate in an orientation program to acquaint them with the Company's business, strategies, leadership team, legal and ethical policies and these corporate governance guidelines. The orientation may also introduce new directors to the Company's internal auditor and its independent auditor. Periodically, the Company will provide opportunities for directors to visit the Company's significant facilities in order to provide greater understanding of the Company's business and operations. In addition, from time to time, directors will receive information and updates on legal and regulatory change that affect the Company, its employees and the operation of the Board.

Board Composition

Independent Directors. A majority of the members of the Board shall be "independent" under the rules of the New York Stock Exchange and under applicable laws, rules and regulations.

Size of the Board. The Company's Code of Regulations provides that the Board shall be comprised of between 7 and 17 directors. The Board determines the number of directors as permitted in the Company's Code of Regulations and will periodically review the size of the Board based on recommendations of the Compensation and Corporate Governance Committee.

Service on Other Boards. Directors must advise the Chairman and the Chair of the Compensation and Corporate Governance Committee in advance of accepting an

invitation to serve on the board of directors of another for-profit company. The Chief Executive Officer and other executive officers must seek the approval of the Board before accepting an invitation to serve on the board of directors of a for-profit company.

Changes in Professional Responsibility. Upon a significant change in a director's business status or responsibility or a director's personal circumstances or responsibilities, the director must notify the Chairman of the Compensation and Corporate Governance Committee and tender his or her resignation from the Board in order to provide the Compensation and Corporate Governance Committee an opportunity to assess any adverse impact of such change upon the effectiveness and availability of the director and to present a recommendation to the full Board regarding the appropriateness of his or her continued Board membership.

Term Limits. The Board does not believe it should establish term limits. While term limits could help insure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole.

Retirement Policy. A nonemployee director will offer his or her resignation at the meeting preceding his or her seventy-fifth birthday. The Chief Executive Officer or other employee director shall offer his resignation from the Board at the time he or she retires from active employment with the Company.

Director Compensation and Performance

Compensation Policy and Compensation Review. The form and amount of director compensation are determined by the Compensation and Corporate Governance Committee. The Compensation and Corporate Governance Committee shall periodically review the status of Board compensation in relation to other comparable companies and other factors the Committee deems appropriate. Proposed changes in Board compensation shall initially be reviewed by the Compensation and Corporate Governance Committee, but any changes in the compensation of directors shall require the approval of the Board. A director who is an employee of the Company will not receive compensation for his or her services as a director.

Stock Ownership. Each director is required to have an equity ownership in the Company.

Annual Performance Review. The Compensation and Corporate Governance Committee shall oversee an assessment, at least annually, of the Board's performance and procedures.

Board Meetings

Schedule. Board meetings are scheduled in advance and held not less than five times per year. The Board holds special meetings as required.

Agendas. The Chairman, in consultation with other members of senior management, will establish the agenda for each Board meeting. Each Board member may submit items to be included on the agenda. Board members may also raise subjects that are not on the agenda at any meeting.

Distribution of Board Material. Information that is important to the Board's understanding of the Company's business should be distributed to the Board members a reasonable period of time before the Board meeting.

Strategic Planning. The Board shall annually review the strategic plans of the Company. The timing and agenda of that review shall be determined by the Chairman.

Meetings of Non-Management Directors. The non-management directors will meet without management directors present at each regularly scheduled meeting of the Board of Directors. The Chairman of the Compensation and Corporate Governance Committee shall preside at meetings of the non-management directors. Meetings of the non-management directors should generally coincide with regularly scheduled Board meetings; however, the Chairman of the Compensation and Corporate Governance Committee or a majority of the non-management directors may call a meeting of the non-management directors at any time. The Chairman of the Compensation and Corporate Governance Committee shall supervise the conduct of the meetings of non-management directors, shall communicate the results of the meetings to the Chief Executive Officer, as appropriate, and shall have other responsibilities which the non-management directors may designate from time to time.

Board Presentations and Access to Employees and Advisors. Directors shall have full access to officers and employees of the Company and, as necessary and appropriate, the Company's independent advisers, including legal counsel and independent accountants. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or the Secretary or directly by the director. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent appropriate, provide the Chief Executive Officer with a copy of any written communications between a director and an officer or employee of, or adviser to, the Company.

The Board encourages senior management to invite to Board meetings officers and other key employees who can provide additional insight into the items being discussed, or that senior management believes should be given exposure to the Board.

Board Interaction With Investors, Media and Others. The Board believes that senior management speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with

the Company, but it is expected that Board members would do so with the knowledge of senior management and, in most instances, at the request of senior management.

Communications with Non-Management Directors. Shareholders and other interested parties who wish to communicate with the Board of Directors or a particular director may do so by sending a letter to the Secretary of the Company at 175 Ghent Road, Fairlawn, Ohio 44333-3300. The mailing envelope must contain a clear notation indicating that the enclosed letter is a "Board Communication" or "Director Communication". All such letters must identify the author and clearly state whether the intended recipients are all members of the Board or certain specified individual directors. The Secretary will make copies of all such letters and circulate them to the appropriate director or directors.

Employees who have complaints or concerns regarding accounting, internal controls or auditing matters may communicate those concerns to the Audit Committee by directing the communication to the Chairman of the Audit Committee. Confidential messages for the Chairman of the Audit Committee may also be delivered through the Company's Business Conduct Phone Line.

Board Committees

Standing Committees. The Board will have at all times an Audit Committee, a Compensation and Corporate Governance Committee, and such other committees as the Board may deem appropriate from time to time. All of the members of the Audit

Committee and the Compensation and Corporate Governance Committee will be "independent" under the criteria established by the New York Stock Exchange and under applicable laws, rules and regulations.

Committees shall receive authority exclusively through delegation from the Board through the Code of Regulations, Board resolutions, committee charters or as provided by these guidelines. In addition to such delegation, the Board and each committee have the power to hire independent legal, financial or other advisors as they may deem necessary without consulting or obtaining the approval of senior management.

Appointment and Term of Service of Committee Members. Committee members will be appointed by the Board upon the recommendation of the Compensation and Corporate Governance Committee. Consideration will be given to rotating committee members periodically, but the Board does not believe that rotation should be mandated as a policy. Committee chairs shall be selected by the Board.

Committee Charters. Consistent with New York Stock Exchange listing requirements, the Audit Committee and the Compensation and Corporate Governance Committee will each have a written charter approved by the Board. The charters will set forth the purposes and responsibilities of the committees as well as qualifications for committee

membership, procedures for appointment and removal, structure and operations, and reporting to the Board. The charters will also provide that each committee will annually evaluate its performance. Consistent with New York Stock Exchange listing requirements and applicable laws, rules and regulations, the charters will be included on the Company's website and copies of the charters will be made available upon request to the Company's Secretary.

Committee Meetings and Committee Agenda. Each committee chair, in consultation with the committee members and appropriate officers of the Company, will determine the frequency of committee meetings consistent with the committee's charter, provided that a majority of committee members may call a meeting of the committee on which they are members at any time. Each committee chair, in consultation with the other members of the committee and senior management, will develop the committee's agenda.

Management Succession

Chief Executive Officer Selection. The Board shall select a Chief Executive Officer in a manner that is in the best interests of the Company.

Evaluation of Executive Officers. The Compensation and Corporate Governance Committee will conduct an annual review of the performance of the Chief Executive Officer and the other executive officers of the Company in light of the goals and objectives of the Company. The Compensation and Corporate Governance Committee will set executive officer compensation based on such factors as it deems appropriate.

Succession Planning and Management Development. The Board will, at least biennially, conduct a leadership review, with the assistance of senior management, for the purpose of developing a succession plan and evaluating management development. The Company's succession plan will include appropriate contingencies in case the Chief Executive Officer retires or is incapacitated. The Board, with the assistance of the Compensation and Corporate Governance Committee, will evaluate potential successors to the Chief Executive Officer. The Chief Executive Officer should at all times make available his recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

November 12, 2008