

MOMENTIVE[™]
inventing possibilities

MOMENTIVE PERFORMANCE MATERIALS INC.
First Quarter 2015 Earnings Conference Call
May 15, 2015



Forward Looking Statements

Momentive Performance Materials Inc. (Momentive)

Certain statements in this presentation are forward-looking statements within the meaning of and made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. In addition, our management may from time to time make oral forward-looking statements. All statements, other than statements of historical facts, are forward-looking statements. Forward-looking statements may be identified by the words “believe,” “expect,” “anticipate,” “project,” “plan,” “estimate,” “may,” “will,” “could,” “should,” “seek” or “intend” and similar expressions. Forward-looking statements reflect our current expectations and assumptions regarding our business, the economy and other future events and conditions and are based on currently available financial, economic and competitive data and our current business plans. Actual results could vary materially depending on risks and uncertainties that may affect our operations, markets, services, prices and other factors as discussed in the Risk Factors section of our most recent filings with the Securities and Exchange Commission (the “SEC”). While we believe our assumptions are reasonable, we caution you against relying on any forward-looking statements as it is very difficult to predict the impact of known factors, and it is impossible for us to anticipate all factors that could affect our actual results. Important factors that could cause actual results to differ materially from those in the forward-looking statements include, but are not limited to: our ability to obtain additional financing, increased legal costs related to the Chapter 11 proceedings and other potential litigation, a weakening of global economic and financial conditions, interruptions in the supply of or increased cost of raw materials, changes in governmental regulations and related compliance and litigation costs, difficulties with the realization of cost savings in connection with our strategic initiatives, including transactions with our affiliate, Hexion Inc., pricing actions by our competitors that could affect our operating margins and the other factors listed in the Risk Factors section of our SEC filings. For a more detailed discussion of these and other risk factors, see the Risk Factors section in our most recent Annual Report on Form 10-K and our other filings made with the SEC. All forward-looking statements are expressly qualified in their entirety by this cautionary notice. The forward-looking statements made by us speak only as of the date on which they are made. Factors or events that could cause our actual results to differ may emerge from time to time. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

This presentation contains non-GAAP financial information. Reconciliation to GAAP is included at the end of the presentation. ⁽¹⁾

(1)

As a result of the application of fresh start accounting, as well as the effects of implementing the Company's plan of reorganization, the Consolidated Financial Statements and results reported on or after October 24, 2014 reflected a different basis of accounting than the Consolidated Financial Statements prior to that date. References to “Successor” or “Successor Company” relate to the financial position and results of operations of the reorganized Company.

MOMENTIVE PERFORMANCE MATERIALS INC.

OVERVIEW OF FIRST QUARTER 2015 RESULTS

JACK BOSS
CHIEF EXECUTIVE OFFICER & PRESIDENT



Overview First Quarter 2015 Results

Commentary

- Net sales decreased 4% YoY to \$579 million
 - Decline driven by strengthening of the U.S. dollar against other currencies. On a constant currency basis, net sales would have increased by 2%
- Segment EBITDA⁽¹⁾ decreased 4% to \$53 million
 - Excluding \$4 million negative impact of foreign currency, Segment EBITDA would have increased by 4%
 - Silicones EBITDA: negatively impacted by currency fluctuations despite underlying strength in specialty silicones portfolio
 - Quartz: improvement in non-semiconductor portions of business, offset by continued cyclical demand in semiconductor driven demand
- Ongoing progress with strategic growth initiatives
 - LSR expansion in Rayong, Thailand
 - Expansion of Niax* Urethane Additives in Nantong, China
 - European expansion of NXT* Silanes production

Summary Financials

(\$ in millions)	1Q'14	1Q'15	Δ	Ex-FX
Net sales	\$605	\$579	(4)%	2%
Segment EBITDA				
Silicones	58	52	(10)%	
Quartz	7	11	57%	
Corporate	(10)	(10)	--	
Total Segment EBITDA	\$55	\$53	(4)%	4%
Segment EBITDA margin	9.1%	9.2%	10bps	

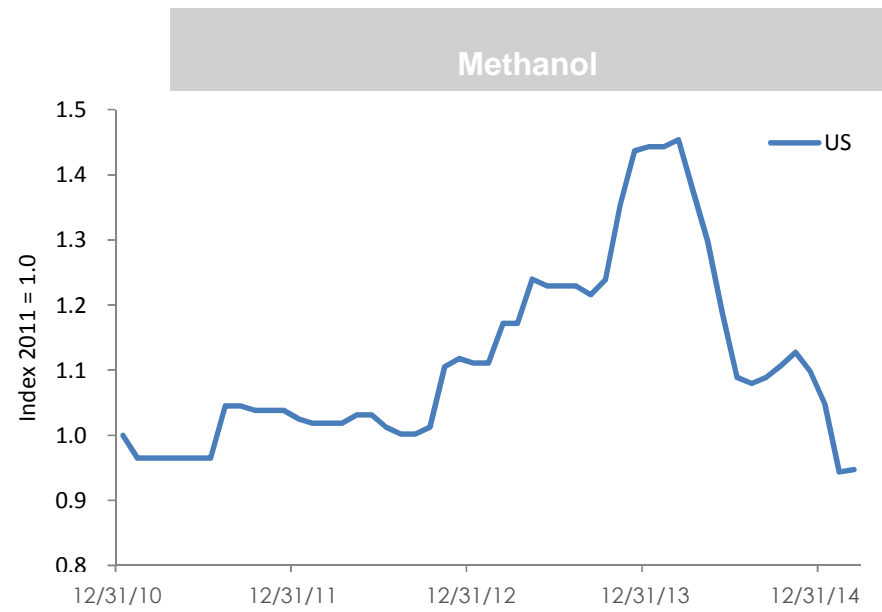
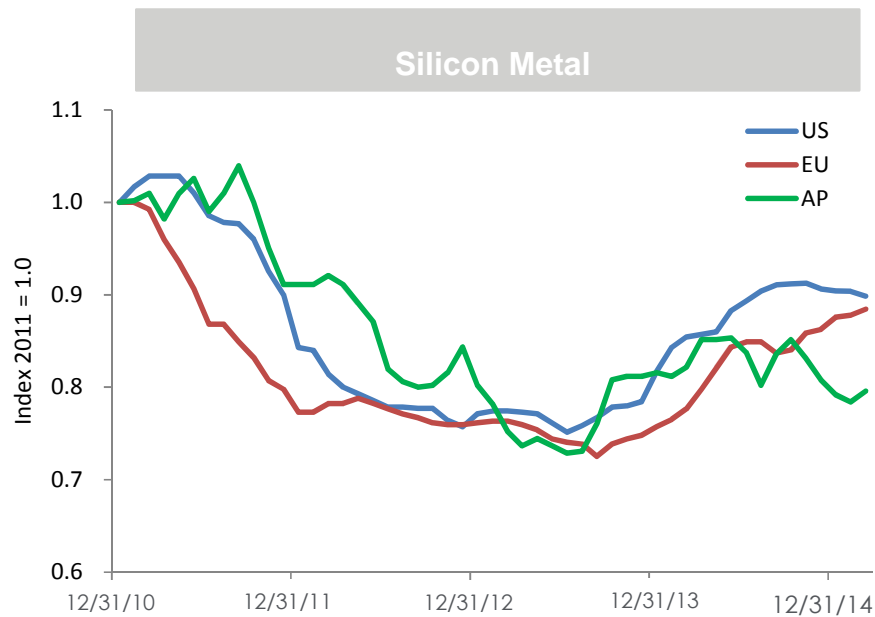


* NXT and Niax are trademarks of Momentive Performance Materials Inc.

Solid Results Driven by Specialty Silicones Despite Currency Fluctuations

(1) Segment EBITDA is a non-GAAP financial measure. Segment EBITDA should not be considered a substitute for net income (loss) or other results reported in accordance with GAAP. A table that reconciles Segment EBITDA is at the end of this presentation. Segment EBITDA is defined as EBITDA (earnings before interest, income taxes, depreciation and amortization) adjusted for certain non-cash and other income and expenses. Segment EBITDA is an important measure used by the Company's senior management and board of directors to evaluate operating results and allocate capital resources among businesses.

Update on Raw Material Environment



Summary

- Global silicon metal prices declined ~ 1% sequentially in the first quarter of 2015
- Global methanol pricing declined nearly 11% sequentially in the first quarter of 2015 in conjunction with a fall in natural gas prices
- While MPM expects a positive impact on silicones profitability from recent oil declines, more than 70% of raw material inputs are not petroleum-based

Investing in Growth Across the Portfolio

Leveraging Technology

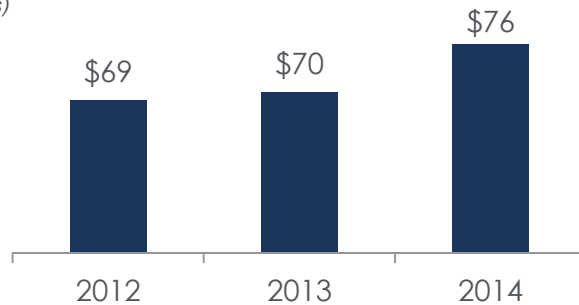
- Investing in applications development capabilities
 - Coatings lab and pilot facility in Leverkusen
 - Korean electronics technology center
- Investing in global R&D centers of excellence focused on discovery and breakthrough innovation, e.g., new lab in Bangalore
- Demonstrated commitment to innovation and product development with more than 425 global R&D employees

Expanding Specialties Capacity

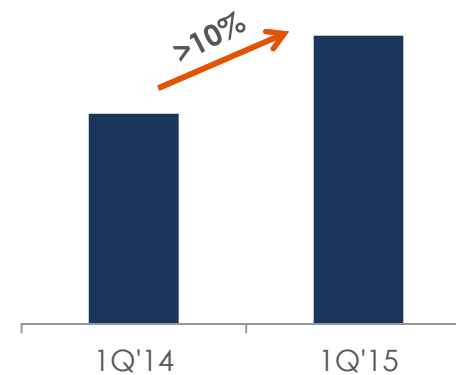
- Recently completed Liquid Silicone Rubber investment in Thailand and initiated expansion of Nix* UA capacity in China to serve growing Asia Pacific region
- Doubling NXT* Silanes capacity with new European facility; expected completion in 2016
 - Strong NXT* Silanes performance: double-digit YoY sales growth in 1Q

Increasing R&D Funding

(\$ in millions)



NXT* Silanes Sales



Strong Pipeline of Growth Investment Opportunities

MOMENTIVE PERFORMANCE MATERIALS INC.

FINANCIAL REVIEW

BRIAN D. BERGER
INTERIM CHIEF FINANCIAL OFFICER



Silicones

First Quarter 2015 Segment Results

(\$ in millions)	1Q Quarter Ended		
	2014	2015	Δ
Net Sales	\$ 557	\$ 532	(4)%
Segment EBITDA	58	52	(10)%
Segment EBITDA Margin	10.4%	9.8%	(60)bps

1Q'15 Net Sales Comparison YoY			
Volume	Price/Mix	Foreign Exchange	Total
--	2%	(6)%	(4)%

Summary

- Sales declined slightly year-over-year as price and mix gains were primarily offset by foreign exchange translation
 - Constant currency net sales gains of 2%
- While overall volumes were flat, solid volume gains within Asia Pacific region for specialty silicones
- Positive price and mix in the segment reflected continued gains in key specialty products, such as Specialty Fluids, Silanes and Elastomers
 - Margins negatively impacted by Siloxanes volumes primarily in US and currency fluctuations

Quartz

First Quarter 2015 Segment Results

(\$ in millions)	1Q Quarter Ended		
	2014	2015	Δ
Net Sales	\$ 48	\$ 47	(2)%
Segment EBITDA	7	11	57%
Segment EBITDA Margin	14.6%	23.4%	880 bps

1Q'15 Net Sales Comparison YoY			
Volume	Price	Foreign Exchange	Total
4%	--	(6)%	(2)%

Summary

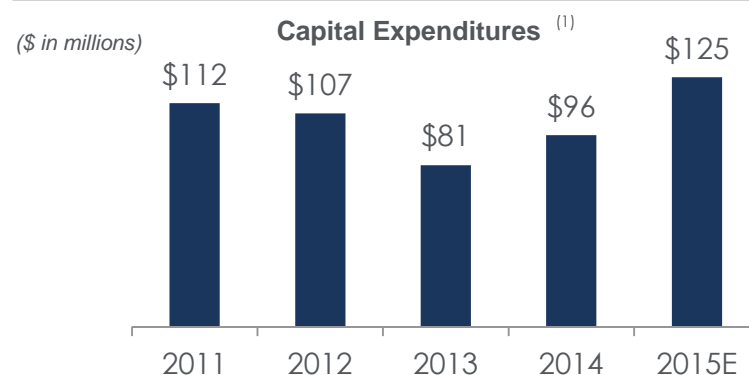
- Improvement in non-semiconductor demand related products, such as certain ceramic applications
- Cyclicity in semiconductor-related demand and weaker solar markets continued to negatively impact 1Q'15 results
- Overall trends continue to be sequentially stable
 - One-time gains from dispute settlement in the quarter partially offset by increased inventory costs due to timing of production cycle

Balance Sheet Update & Financial Summary

Summary

- Liquidity: cash plus borrowing availability of \$389 million at 3/31/15 with no significant maturities until 2021
- Strong balance sheet and significant liquidity provides meaningful financial flexibility
 - FY' 15E increase in capital expenditures focused on operational investments and growth of specialty portfolio
- Continuing to aggressively optimize working capital and position inventories in 2015
 - Increase in net working capital of \$37 million from Dec. 31, 2014 due to typical seasonal build
 - Continue to expect decrease in net working capital during FY 2015
- Net debt of \$1.2 billion as of March 31, 2015

Capital Program



Maturity Schedule



MPM Benefits from Strong Balance Sheet and Significant Liquidity

(1) Includes capitalized interest.

CLOSING REMARKS

Closing Remarks

- Excluding currency impact Segment EBITDA increased 4% in the quarter
- Specialty silicones portfolio continues to perform while commodity siloxane business remains weak
- Non-semiconductor quartz portfolio continues to perform while semiconductor business is at a low point in the cycle
- Leveraging new balance sheet to grow the business and optimize cost structure while markets remain volatile
 - Investing behind leading specialty technologies
 - Focused on re-investing in our operations and making structural improvements to our cost structure



MPM Remains Focused on Growth and Profitability Despite Macro Headwinds

APPENDICES

Reconciliation of Non-GAAP Financial Measures

	Three Months Ended March	
	Successor 2015	Predecessor 2014
Segment EBITDA:		
Silicones	\$ 52	\$ 58
Quartz	11	7
Corporate	(10)	(10)
Total	\$ 53	\$ 55
Reconciliation:		
Items not included in Segment EBITDA:		
Non-cash charges	\$ (4)	\$ 18
Restructuring and other costs	(4)	(4)
Reorganization items, net	(5)	—
Total adjustments	(13)	14
Interest expense, net	(19)	(76)
Income tax expense	(10)	(8)
Depreciation and amortization	(37)	(41)
Net loss	\$ (26)	\$ (56)

- (1) This presentation contains non-GAAP financial information. Adjusted EBITDA is a non-GAAP financial measure as defined by SEC rules. Adjusted EBITDA is not intended to represent any measure of earnings or cash flow in accordance with US GAAP and the calculation and use of this measure may differ from other companies. Adjusted EBITDA should not be used in isolation or as a substitute for measures of performance or liquidity. Adjusted EBITDA should not be considered an alternative to operating income or net income (loss) under US GAAP to evaluate results of operations or as an alternative to cash flows as a measure of liquidity. Adjusted EBITDA excludes the EBITDA of our subsidiaries that are designated as Unrestricted Subsidiaries under our debt documents. Adjusted EBITDA includes pro forma cost savings.
- (2) The Company believes that Adjusted EBITDA provides additional information to investors about the Company's ability to comply with its financial covenant and to obtain additional debt in the future.

Reconciliation of Non-GAAP Financial Measures

(In millions)	March 31, 2015
	LTM Period
Net income	\$ 1,655
Interest expense, net	120
Income tax expense	39
Depreciation and amortization	<u>166</u>
EBITDA	1,980
Adjustments to EBITDA	
Restructuring and other costs ^(a)	25
Reorganization items, net ^(b)	(1,964)
Unrealized loss on pension and postretirement benefits ^(c)	15
Non-cash charges and other income and expense ^(d)	188
Exclusion of Unrestricted Subsidiary results ^(e)	<u>(22)</u>
Adjusted EBITDA	<u>\$ 222</u>
Pro forma fixed charges ^(f)	<u>\$ 58</u>
Ratio of Adjusted EBITDA to Fixed Charges ^(g)	<u>3.83</u>

Footnotes for Reconciliation of Non-GAAP Financial Measures

- (a) Relates primarily to one-time payments for services and integration expenses, as well as costs related to restructuring our capital structure incurred prior to the Bankruptcy Filing.
- (b) Represents incremental costs incurred directly as a result of the Bankruptcy Filing, including certain professional fees, the Backstop Commitment Agreement Premium and financing fees related to the debtor-in-possession credit facilities. Also includes the impact of the Reorganization Adjustments and Fresh Start Adjustments.
- (c) Represents non-cash actuarial losses resulting from pension and postretirement liability remeasurements.
- (d) Non-cash charges and other income and expenses includes the effects of unrealized foreign exchange transaction losses related to certain intercompany arrangements, unrealized derivative gains and losses and losses on asset disposals.
- (e) Reflects the exclusion of the EBITDA of our subsidiaries that are designated as Unrestricted Subsidiaries under the ABL Facility.
- (f) Reflects pro forma interest expense based on outstanding indebtedness and interest rates at March 31, 2015.
- (g) The Company's ability to incur additional indebtedness, among other actions, is restricted under the indentures governing our notes, unless the Company has an Adjusted EBITDA to Fixed Charges ratio of 2.0 to 1.0. As of March 31, 2015, we were able to satisfy this test and incur additional indebtedness under these indentures.

Momentive Performance Materials Debt at March 31, 2015

	March 31, 2015		December 31, 2014	
	Long-Term	Due Within One Year	Long-Term	Due Within One Year
Senior Secured Credit Facilities:				
ABL Facility	\$ —	\$ —	\$ —	\$ —
Secured Notes:				
3.88% First Lien Notes due 2021 (includes \$136 and \$140 of unamortized debt discount, respectively)	964	—	960	—
4.69% Second Lien Notes due 2022 (includes \$45 and \$47 of unamortized debt discount, respectively)	205	—	203	—
Other Borrowings:				
China bank loans	—	32	—	32
Other	—	4	—	6
Total debt	\$ 1,169	\$ 36	\$ 1,163	\$ 38



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