

Last adopted: December 15, 2014

MPM HOLDINGS INC.
Nominating and Governance Committee Charter

1. **Purpose.** The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of MPM Holdings Inc. (the “Company”), is to (a) oversee the selection of members of the Board consistent with the terms of the Board Composition Agreement dated October 24, 2014, by and among the Company and each of the stockholders of the Company (the “Composition Agreement”), (b) develop and recommend to the Board a set of corporate governance principles applicable to the Company, (c) oversee the evaluation of the Board and management, and (d) take such other actions within the scope of this charter (this “Charter”) as the Committee deems necessary or appropriate.
2. **Membership.** The Committee will be comprised of at least three Board members. The composition of the Committee shall satisfy the listing standards and corporate governance rules of the New York Stock Exchange, so long as the Company has equity securities listed thereon, and the Securities and Exchange Commission (the “SEC”). Pursuant to the exemption provided to “controlled companies” by Section 303A of the rules of the New York Stock Exchange, for such time that the Company qualifies as a “controlled company” the Company may avail itself of such exemption and, therefore, the Committee may not be composed entirely of independent directors. The members of the Committee will be appointed by and serve at the discretion of the Board. Except as provided in this Charter, the Committee members will be appointed annually for a term of one year or until their successors have been duly appointed and qualified (if later). Unless the Board appoints a Chairperson of the Committee, the members of the Committee shall designate a Chairperson by majority vote.
3. **Specific Responsibilities and Duties.** The Board delegates to the Committee the express authority to perform the following functions in carrying out its duties to the fullest extent permitted by applicable law and the Company’s charters and By-laws:
 - (a) **Board Composition.** Evaluate the size and composition of the Board, and periodically review to ensure compliance with the Composition Agreement and develop criteria for Board membership.
 - (b) **Candidates and Nominees.** Actively seek and evaluate qualified individuals to become new directors pursuant to the Composition Agreement, as needed. Review and develop the Board’s criteria for selecting new directors including standards for director independence. Establish procedures to solicit, review and recommend to the Board, potential director nominees proposed by shareholders. Notwithstanding the foregoing, if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate and/or appoint directors, the nomination and selection of such directors is not subject to approval by the Committee or the Board.
 - (c) **Committees.** Make recommendations to the Board on qualification of members of the Board and committee composition. Recommend committee slates annually to the Board and at other times, as needed, to fill vacancies.

- (d) **Governance Guidelines.** Develop and recommend to the Board corporate governance guidelines applicable to the Company. Monitor developments in corporate governance and review governance guidelines annually, recommending changes to the Board as necessary.
 - (e) **Communication/ Orientation & Training.** Except to the extent delegated to other Board committees, oversee and review the Company's process for providing information to the Board, assessing the channels through which information is received, and the quality and timeliness of the information received. Oversee and review the Company's policy and process for shareholder communication with the Board. Ensure adequate orientation is provided for new directors and ongoing training is provided for all directors.
 - (f) **Oversight of Board and Committee Evaluations.** Take such steps as the Committee deems necessary or appropriate with respect to oversight of the evaluation of the Board, management, and each Board committee.
 - (g) **Evaluation of Committee.** Annually evaluate the performance of the Committee and review its compliance with this Charter.
 - (h) **Review Charter.** Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. Publish this Charter as required by applicable law, the rules of the SEC and the New York Stock Exchange, and as otherwise deemed advisable by the Committee.
 - (i) **Reports; Recommendations.** Report to the Board and other Board committees with respect to nominating and corporate governance matters, policies of the Company or any of the foregoing matters as the Committee deems appropriate, and make appropriate recommendations to the Board.
 - (j) **Other Actions.** Perform any other activities consistent with this Charter, the Company's Amended and Restated Certificate of Incorporation, By-Laws, the Composition Agreement, and governing law as the Committee or the Board deems necessary or appropriate.
4. **Meetings.** The Committee will meet at least annually, and additionally, as its Chairperson determines. A special meeting of the Committee may be called by the Chairperson or a majority of Committee members. The agenda of each meeting will be prepared by the Chairperson and circulated to each member of the Committee prior to the meeting date, if practicable. Unless the Committee or the Board adopts other procedures, the provisions of the Company's By-laws applicable to meetings of Board committees (or if no such provisions exist, applicable to meetings of the Board) will govern meetings of the Committee.
5. **Minutes.** The Committee will keep minutes of each meeting.
6. **Sub-committees.** The Committee has the power to appoint sub-committees and delegate any of its responsibilities to sub-committees as the Committee may deem appropriate but no such sub-committee will have any final decision-making authority on behalf of the Committee or the Board.

7. Counsel and Advisors; Reliance; Experts; Cooperation.

- (a) **Retention of Counsel and Advisors.** The Committee has the power, in its discretion, to retain at the Company's expense such independent counsel and other advisors and experts, as it deems necessary or appropriate to carry out its duties.
- (b) **Search Firm.** The Board delegates to the Committee the sole authority, in its discretion (i) to decide whether to retain a search firm to assist the Committee in identifying, screening and attracting director candidates, (ii) to terminate any such firm, and (iii) to approve the search firm's fees and other retention terms.
- (c) **Reliance Permitted.** In carrying out its duties, the Committee will act in reliance on management, the independent public accountants, internal auditors, and outside advisors and experts, as it deems necessary or appropriate.
- (d) **Investigations.** The Committee has the power, in its discretion, to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties.
- (e) **Required Participation of Employees.** The Committee will have unrestricted access to the independent public accountants, the internal auditors, internal and outside counsel, and anyone else in the Company, and may require any officer or employee of the Company or the Company's outside counsel or independent public accountants to attend any meeting of the Committee or to meet with any members of, or consultants or advisors to, the Committee.

- 8. Rules and Procedures.** Except as expressly set forth in this Charter or the Company's By-Laws or the Composition Agreement, or as otherwise provided by law, the Committee shall establish its own rules and procedures.

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