



Global Innovator of Performance Chemicals and
Engineered Surfaces

Creating Sustainable Long-Term Value

Kevin M. McMullen
Chairman & CEO

February 27, 2015
Investor Presentation

Cautionary

Forward-Looking Statements

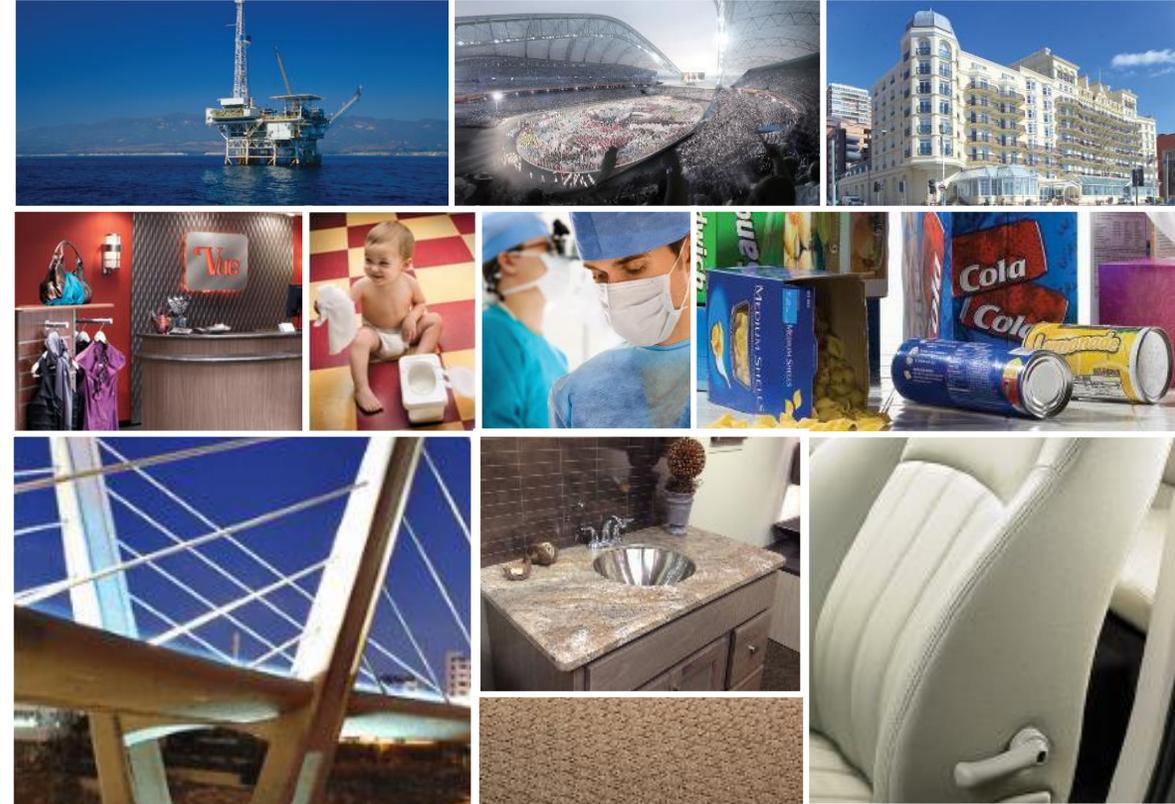
- This presentation and the accompanying oral remarks include descriptions of our current business, operations, assets and other matters affecting the Company as well as “forward-looking statements,” as defined by federal securities laws. All forward-looking statements by the Company, including verbal statement, in connection with this presentation, are intended to qualify for the protections afforded forward-looking statements under the Private Securities Litigation Reform Act of 1995. Forward-looking statements reflect management’s current expectation, judgment, belief, assumption, estimate or forecast about future events, circumstances or results and may address business conditions and prospects, strategy, capital structure, debt and cash levels, sales, profits, earnings, markets, products, technology, operations, customers, raw materials, claims and litigation, financial condition and accounting policies, among other matters. Words such as, but not limited to, “will,” “may,” “should,” “projects,” “forecasts,” “seeks,” “believes,” “expects,” “anticipates,” “estimates,” “intends,” “plans,” “targets,” “optimistic,” “likely,” “would,” “could,” “committed” and similar expressions or phrases identify forward-looking statements.
- All descriptions of our business, operations and assets, as well as all forward-looking statements involve risks and uncertainties. Many risks and uncertainties are inherent in business generally and the markets in which the Company operates or proposes to operate. Other risks and uncertainties are more specific to the Company’s businesses including businesses the Company acquires. There may be risks and uncertainties not currently known to us. The occurrence of risks and uncertainties and the impact of such occurrences is often not predictable or within the Company’s control. Such impacts could adversely affect the Company’s business, operations or assets as well as the Company’s results and, in some cases, such effect could be material.
- All written and verbal descriptions of our business, operations and assets and all forward-looking statements attributable to the Company or any person acting on the Company’s behalf are expressly qualified in their entirety by the risks, uncertainties and cautionary statements contained herein.
- All such descriptions and forward-looking statements speak only as of the date on which such description or statement is made, and the Company undertakes no obligation, and specifically declines any obligation other than that imposed by law, to publicly update, including chemical exposure, releases and explosions; revise any such descriptions or forward-looking statements whether as a result of additional information, future events or otherwise.
- Risks and uncertainties that may adversely affect our current business, operations, assets or other matters affecting the Company and may cause actual results to materially differ from expectations include, but are not limited to: (1) our exposure to general economic, business, and industry conditions; (2) changes in raw material prices and availability; (3) the highly competitive markets we serve and continued consolidations among our customer base; (4) our ability to develop new products that appeal to customers; (5) the creditworthiness of our customers; (6) the concentration of our Performance Chemicals business among several large customers; (7) increased foreign competition for our customers and suppliers; (8) the inherent risks of international operations; (9) risks associate with the use of chemicals; (10) the failure of a joint venture partner to meet its commitments; (11) our ability to identify and complete strategic transactions; (12) our ability to successfully integrate acquired companies; (13) extraordinary events such as natural disasters, political disruptions, terrorist attacks and acts of war; (14) unanticipated capital expenditures; (15) increases in healthcare costs; (16) our ability to retain or recruit key employees; (17) our ability to renew collective bargaining agreements with employees on acceptable terms and the risk of work stoppages; (18) our contribution obligations under our U.S. pension plan; (19) our failure to protect our intellectual property; (20) adverse litigation outcomes or settlements; (21) our reliance on foreign financial institutions to hold some of our funds; (22) information systems failures and cyberattacks; (23) potential goodwill impairment charges; (24) the actions of activist shareholders; (25) our substantial debt and any decision in the future to incur additional debt; (26) the operational and financial restrictions contained in our indenture; (27) a default under our term loan or revolving credit facility; and (28) our ability to generate sufficient cash to service our outstanding debt.
- We provide greater detail regarding these risks and uncertainties in our 2014 Form 10-K and subsequent filings, which are available online at www.omnova.com and www.sec.gov.

Non-GAAP Financial Measures

This presentation includes certain non-GAAP financial measures as defined by the Securities and Exchange Commission, such as Adjusted Segment Operating Profit, Adjusted Segment EBITDA, Adjusted Income from Continuing Operations Before Income Taxes and Consolidated Adjusted EBITDA. For a reconciliation to the most directly comparable GAAP financial measures, refer to the presentation Appendix.

OMNOVA Solutions Today

- **\$1.0B global supplier of customized performance-critical polymer-based products**
- **#1 or #2 player in key specialty applications**
- **Deep and broad technical expertise supported by global manufacturing and R&D infrastructure**
- **Strategic portfolio of diverse end markets and chemistries**
- **Expanded geographic footprint to support growing customer needs globally**
- **Cost effective and flexible manufacturing continually optimized through LEAN SixSigma**



Global Supplier of Performance-Critical Products



Performance Chemicals

Value-added emulsion polymers and specialty chemicals

- High performance, globally specified products
- Multiple high margin, growing specialty applications and some mature markets
- High customer switching costs due to customized solutions



Engineered Surfaces

Extensive portfolio of performance oriented surfacing materials

- Superior durability and cleanability lowers cost-in-use
- Broad array of end market applications
- Attractive, customizable designs

76%
\$747mm



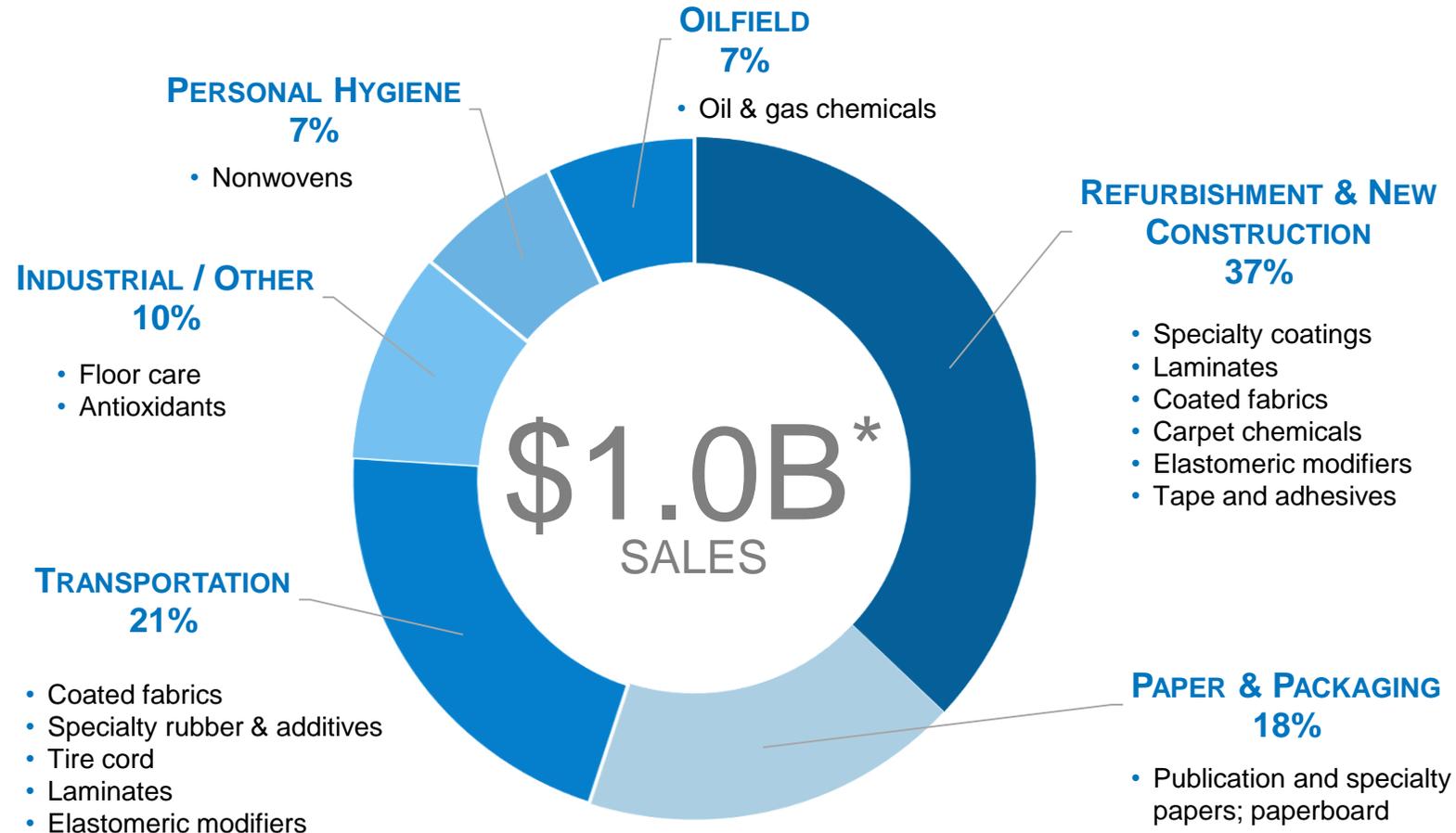
24%
\$241mm

Company-wide Value Drivers

- Critical ingredients for finished product performance but small part of cost
- Cost effective substitute for other materials
- Broad technology portfolio to provide value-added customized products
- Environmentally preferred solutions

A focused specialty polymer company leveraging technology and customer insight for growth

Common Technologies and Assets Serve Diverse End Markets

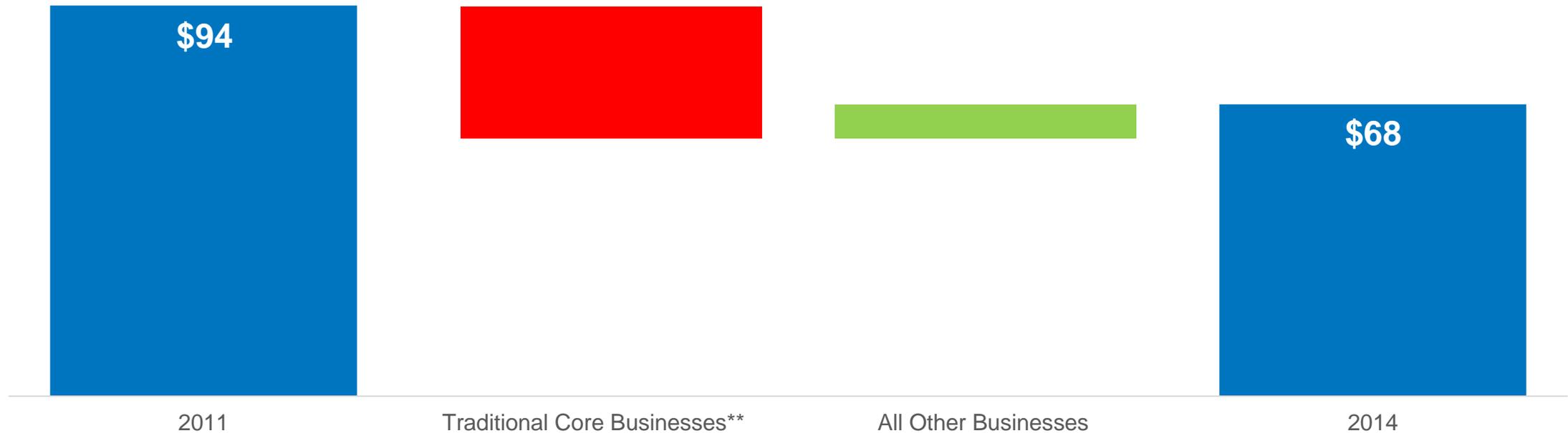


Focus on driving profitable growth in attractive markets

*OMNOVA consolidated sales by end market as of FYE November 30, 2014

Market Challenges in Traditional Core Temporarily Overshadow Specialty Growth

Adjusted segment operating profit 2011 – 2014* (\$M)



OMNOVA is stabilizing core businesses and accelerating growth in specialty businesses

*FYE November 30, 2014, See Appendix 3 – OMNOVA Consolidated

**Paper, Carpet and Tire Cord

Traditional Core Businesses Decline Driven by N.A. Styrene Butadiene (SB) Markets

Recent market dynamic	Market outlook
<p>Publication paper market declines with recession and electronic media growth</p>	<ul style="list-style-type: none"> • Structural decline in publication paper $\sim(2-5)\%/yr$ • Modest growth in packaging and specialty paper
<p>Carpet experienced 7 consecutive years of decline following housing bubble</p>	<ul style="list-style-type: none"> • Recovery starting from a deep cyclical decline • As existing home sales & new home construction rebound, market expected to grow $\sim 2\%/yr$
<p>Spikes in SB latex raw material costs led to temporary product substitution</p>	<ul style="list-style-type: none"> • SB molecule is now cost advantaged • SB performance features contribute to greater customer cost-in-use advantage

OMNOVA is taking aggressive actions to address overcapacity while maintaining strong leadership positions

SB Lower Raw Material Costs and Performance Features Contribute to Greater Cost-in-Use Advantage

Comparison of N.A. raw material input costs (only) of emulsion polymer systems 2000-2017



SB latex has returned to historical cost advantaged position

OMNOVA's Action Plan

- 1 Stabilize traditional core businesses; drive margin expansion and improved cash generation**
- 2 Accelerate profitable growth in specialty businesses**
- 3 Drive improved return on investment**
- 4 Deploy a balanced capital allocation policy**

OMNOVA's actions will drive sustainable profitable growth and shareholder value

OMNOVA's Action Plan

1 Stabilize traditional core businesses; drive margin expansion and cash generation

Key Actions

Adjusting chemicals manufacturing capacity to improve utilization and support the needs of traditional core businesses at lower cost while driving growth in specialty businesses

- Repurpose Mogadore, OH from SB to acrylics and other chemistries (15% of N.A. SB capacity taken out)
- Close Akron, OH - \$4M/year savings beginning mid-2015
- Repurpose Le Havre, France to increase capacity for new coatings
- Expand Caojing, China to serve fast growing Asian markets
- Further evaluation of footprint optimization in progress

Refocusing resources on specialty growth opportunities

Driving improvements in SG&A effectiveness and efficiency

Targeted technology offerings to increase customer productivity and profitability

Leveraging customer relationships to capture growth in non-carpet flooring

LEAN SixSigma process improvements / cost reductions

Strengthened paper and carpet management

Announced price increase effective 1/1/15 or as contracts allow

Actions to drive margin expansion and cash generation in the core business

OMNOVA's Action Plan

2

Accelerate profitable growth in specialty businesses

Key Actions

Diversify chemistries to drive growth and margins

Expand globally to support customers worldwide

Technology and new product development to create sustainable value

Commercial excellence to create sustainable value

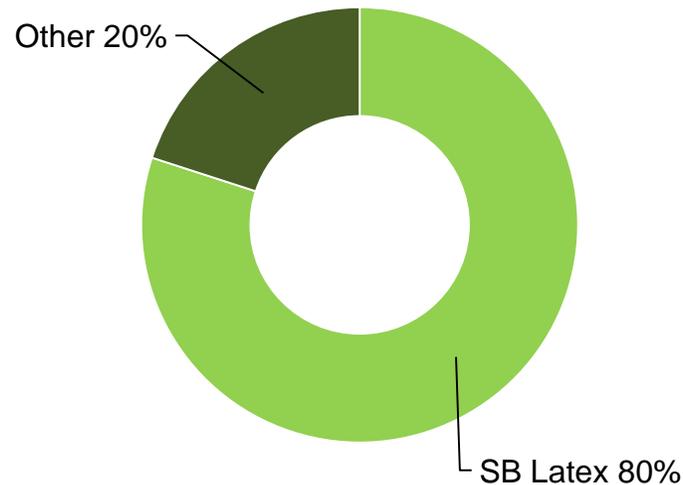
Focus on high growth key specialty lines of business

- e.g. Oil & gas, Specialty coatings, Laminates, Nonwovens and Elastomeric modifiers

Focused actions to maximize contributions from each specialty business

2 Specialty Growth: Diversifying Chemistries to Drive Growth and Margins

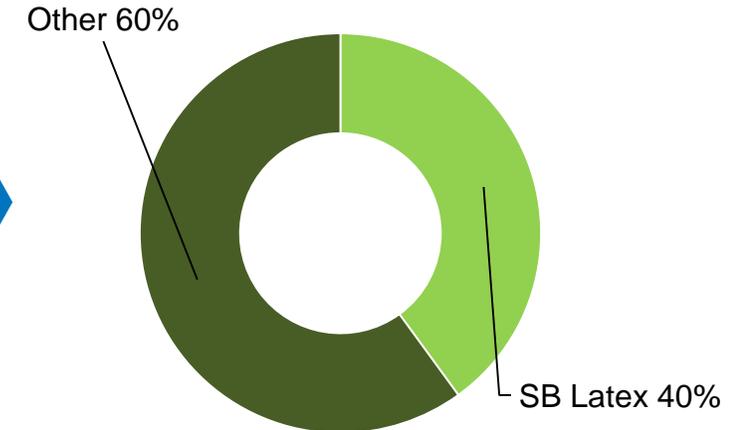
Performance Chemicals sales by chemistry 2009



OMNOVA actions

- ELIOKEM acquisition in 2010 provided diversification
- Repurposing of SB assets in 2014
 - LeHavre
 - Mogadore
- Developing new technologies & chemistries

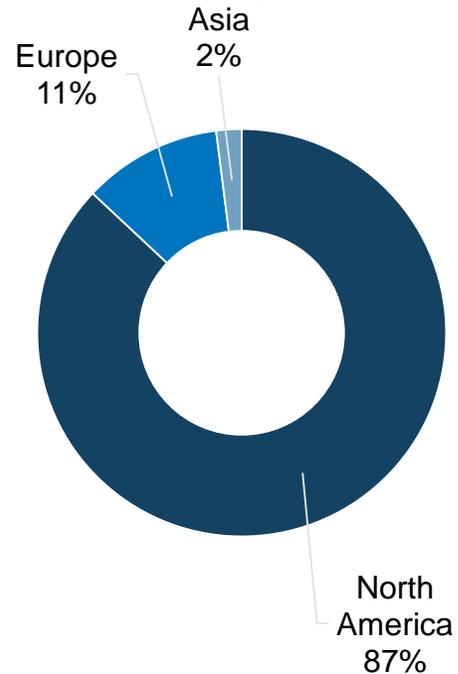
Performance Chemicals sales by chemistry 2014



OMNOVA is less dependent on N.A. SB markets of paper & carpet

2 Specialty Growth: Global Expansion

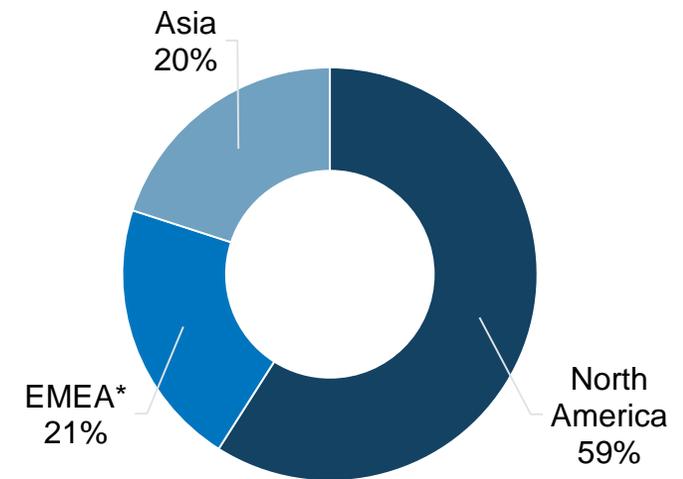
Consolidated sales by geography 2002



OMNOVA actions

- Acquired low cost Engineered Surfaces plants in China and Thailand in 2008
- ELIOKEM acquisition in 2010 provided significant footprint, technology and served-market diversification
- New specialty emulsions plant in Caojing, China in 2012; added capacity in 2014 to meet growing Asian demand

Consolidated sales by geography 2014



Expanded global footprint and capabilities to support customers worldwide

*EMEA: Europe, the Middle East and Africa

2 Specialty Growth: Technology and New Product Development Create Sustainable Value

Technology centers on three continents

- Supporting both Performance Chemicals and Engineered Surfaces
- Basic research and application development
- World-class analytical capabilities; expertise in material science
- Customized solutions

State of the art pilot plant

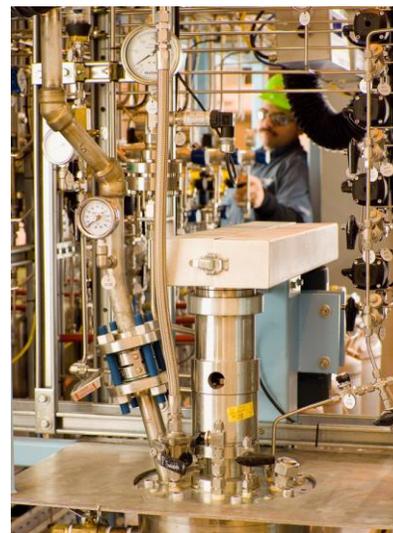
- Small batch capacity; rapid production scale-up

Support multiple chemistries and surfacing materials

- Offer the best solution for the application
- Chemistries: styrene butadiene, acrylics, styrene acrylic, vinyl acrylic, biopolymers, and others
- Surfacing materials: vinyl, polyurethane, acrylic, paper

Robust new product development process/pipeline

- More rigorous stage gate process to enhance vitality with expanded margins



OMNOVA leverages innovative technology to provide a superior value proposition to our customers globally

2 Specialty Growth: Commercial Excellence Creates Sustainable Value

Marketing Excellence

- Upgraded marketing capability / talent focused on key growth opportunities
- Implemented proprietary MAAP™ process to develop a deeper understanding of growth opportunities in existing and adjacent markets
- More compelling Value Propositions that provide a focal point for technology, sales and marketing collaboration to deliver higher growth and stronger margins

Sales Excellence

- Enhanced end user specification development / pull-through selling model
- Greater leverage of cross-selling opportunities
- Implemented tools to enhance efficiency and effectiveness
 - Profit Specialist®; CRM; Voice of the Customer
- Leverage key account management to drive share gains

Commercial excellence is a foundation of OMNOVA's profitable growth strategy

2 Specialty Growth: Targeted Markets

	Oil & Gas	Coatings	Laminates	Nonwovens	Elastomeric Modifiers
Key markets	<ul style="list-style-type: none"> • Drilling • Cementing • Fracking 	<ul style="list-style-type: none"> • Masonry, intumescent, direct-to-metal, primers, odor and stain blocking, and decking 	<ul style="list-style-type: none"> • Retail display, cabinets, food service, kitchen and bath, recreational vehicles, healthcare and commercial furniture, flooring 	<ul style="list-style-type: none"> • Diapers, adult incontinence, healthcare, disposables, construction, transportation and filtration 	<ul style="list-style-type: none"> • Transportation, construction, and consumer products
Est. market growth	5-10%/yr	3-6%/yr	2-3%/yr	4-6%/yr	5-7%/yr
OMNOVA's value proposition	<ul style="list-style-type: none"> • Enhance productivity in drilling, stimulation and production • Broad and unique chemistry solutions • Customize to provide the best solution 	<ul style="list-style-type: none"> • Multiple unique wet & dry chemistries • Collaborative, customized solutions • Strong global brands 	<ul style="list-style-type: none"> • Lower cost-in-use, higher durability, cleanability and design flexibility • Broad based, integrated, product offerings • Highly responsive service 	<ul style="list-style-type: none"> • Proprietary fluid management technology • Alternate binder technology to thermal and mechanical • Unique surface treatment and binder properties 	<ul style="list-style-type: none"> • Superior flexibility and surface modification • Broad range of innovative solutions

Cont'd

2 Specialty Growth: Targeted Markets

	Oil & Gas	Coatings	Laminates	Nonwovens	Elastomeric Modifiers
OMNOVA actions	<ul style="list-style-type: none"> Opened global HQ in Houston in 2014 Expanded resources and industry knowledge globally Dedicated R&D New product family launched for growing on-shore market New fracking products 	<ul style="list-style-type: none"> Several high impact new products Added marketing and selling resources Dedicated R&D Repurposed capacity to support growth Leverage European position into US and Asia 	<ul style="list-style-type: none"> Upgraded management team, technical and commercial resources Focus on new high growth, high margin markets End customer pull-through sales model New market entry: e.g. food service Product superiority drives substitution 	<ul style="list-style-type: none"> Expanded Chinese manufacturing New products enhance surface performance Developed network of toll producers to serve market outside of Asia and North America Added marketing talent 	<ul style="list-style-type: none"> New general manager and technical leader Leverage European position into US and Asia New products for food grade applications

Driving market share gains in large growing markets through superior, differentiated value proposition

3 Drive Improved Return on Investment

Optimizing manufacturing footprint

- Reduce excess capacity in traditional core
- Permanently closed / repurposed 120M lbs of SB capacity (15% of OMNOVA N.A.)
- Repurposed LeHavre to support growth in coatings
- Exploring additional manufacturing footprint design changes

LEAN SixSigma/Process improvement

- Dedicated LEAN SixSigma professionals drive process improvement / waste elimination
- Implementing global S&OP process to drive productivity and working capital improvements

Proactive SG&A management

- Redeployed SG&A resources to support specialty growth
- Developing actions with outside consultants to improve efficiency and effectiveness
- Strengthened leadership in key commercial roles

Working Capital reduction process

- Targeting multi-day working capital reduction

Margin expansion through Commercial Excellence

- Actions to address low margin products and customers
- Pricing and mix for margin improvement

Ensuring OMNOVA's global assets are aligned with our business growth opportunities

4 Deploy a Balanced Capital Allocation Policy

Prudent use of debt and cash to maintain financial flexibility

- Maintain strong liquidity position to support growth and margin improvement initiatives
- Maintain ability to pursue targeted bolt-on acquisitions to grow specialty businesses
- Prepaid \$50 million of 7.875% senior notes November 2014

Targeting long term net leverage of approximately 2x through the cycle, balanced with strategic growth investments

- Continue to delever by growing EBITDA and cash flow

Board authorized up to \$20 million share repurchase program

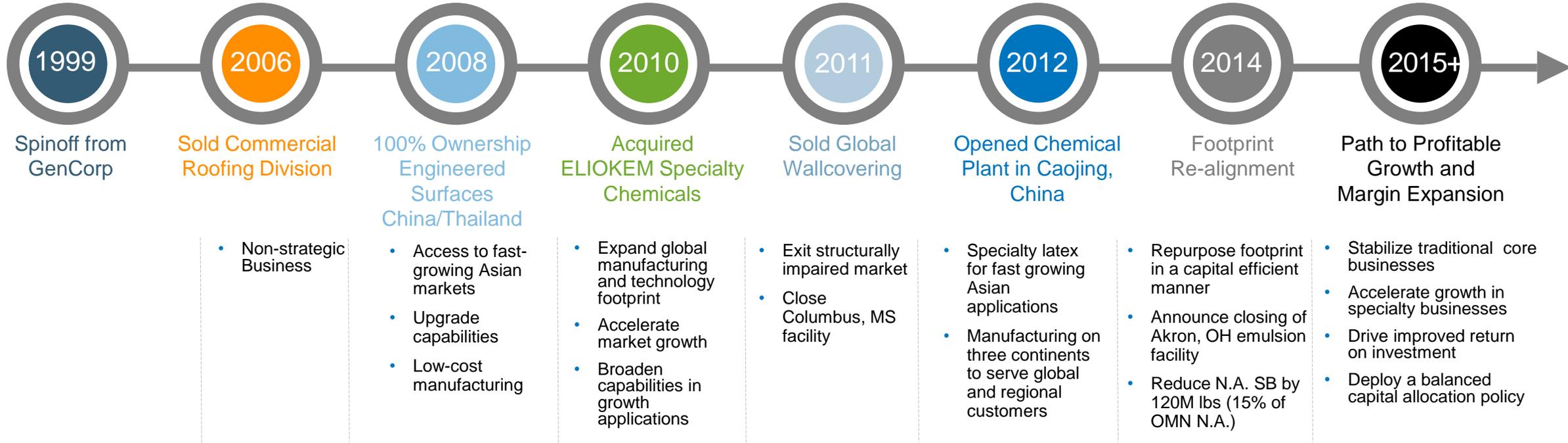
- Program started November 1, 2014

Maintain a disciplined and returns-oriented approach to capital spending decisions

- Invest in key markets and enhance capabilities
- Prudent capital expenditure policy

Cash flow generation provides resources for organic growth and bolt-on acquisitions

History of Taking Decisive Action



Strategic portfolio actions to drive shareholder value

Transformed Engineered Surfaces into Strong Cash and Profitability Contributor

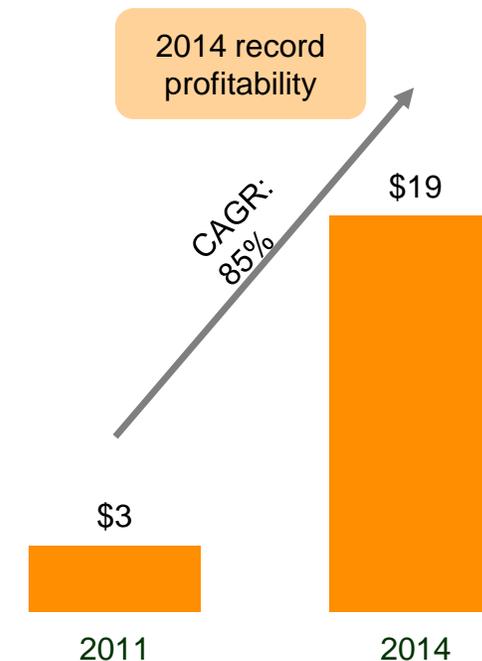
Key actions

- Sold commercial wallcovering
- Closed Columbus, MS plant
- Consolidated coated fabrics production
- Rationalized low margin customers/products
- Changed leadership and upgraded commercial team
- Enhanced new product development capabilities and entered new adjacent markets

Future opportunities

- Growth with modest capex required
- Superior value proposition in laminates drives market share gains
- Leverage Asian manufacturing capability for growth in laminates
- Continued growth in coated fabrics
- Continuing to streamline costs

Engineered Surfaces Adjusted Segment Operating Profit 2011 – 2014* (\$M)



Engineered Surfaces transformation provides model for Performance Chemicals

Well Positioned to Achieve Long-Term Financial Targets

- 1 Stabilize traditional core businesses and drive margin expansion and improved cash generation
- 2 Accelerate profitable growth in specialty businesses
- 3 Drive improved return on investment
- 4 Deploy a balanced capital allocation policy



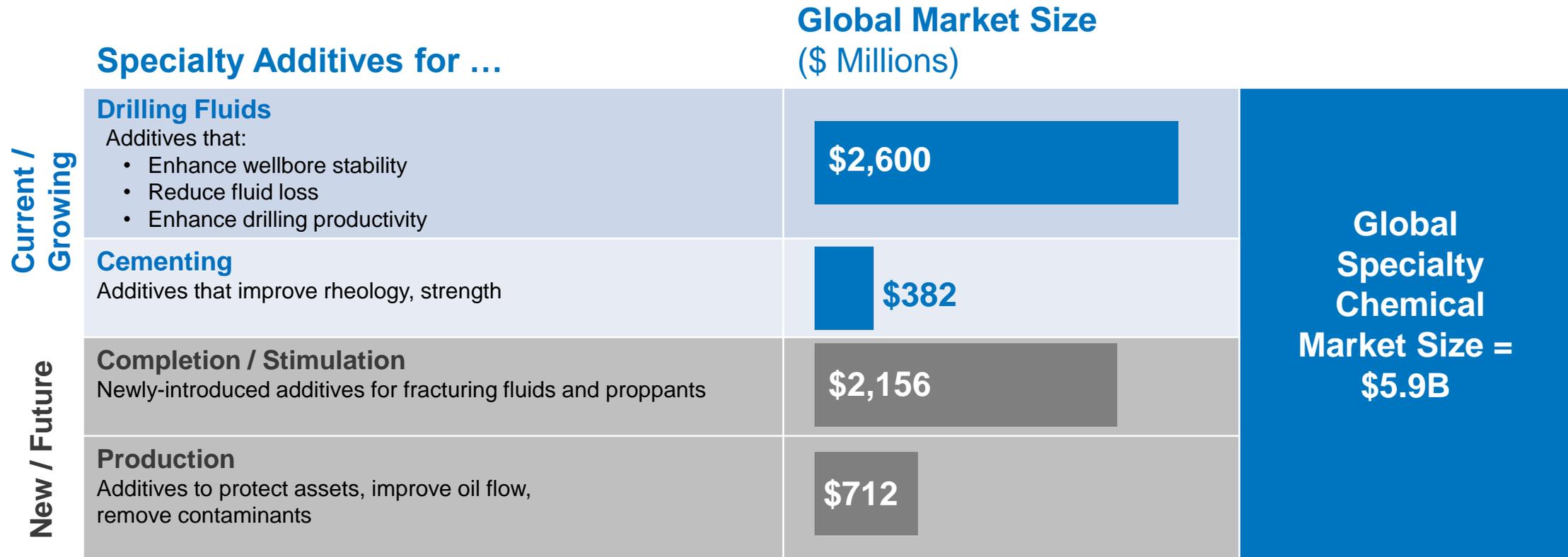
Long Term Goals

- Growth at 2x underlying markets
- Minimum double-digit operating profit margins
- Reduced leverage – balanced with strategic growth investments

Focused on achieving sustainable, profitable growth and long-term shareholder value creation

OMNOVA 
SOLUTIONS

Oil & Gas Growth Expectations



Well positioned to grow in deep well applications while expanding in other segments

Specialty additives only (excludes commodities, service)

Capital Structure

DEBT = \$415M

\$23

\$192

\$200

Foreign Debt & Other

- Capital lease
- Letters of credit

Term Loan B

- 2018 maturity
- L+300; floor 1.25%
- Net Sr. Secured Leverage Ratio Covenant

Senior Notes 7.875%

- 2018 maturity
- No financial covenants
- Callable Nov. 1, 2014

Liquidity	
	11/30/14
Revolver	\$74
• Balance Drawn	\$0
• Letters of Credit	\$2
Remaining Capacity	\$72
Cash	\$100
Total Liquidity	\$172M

Net Sr. Secured Leverage Ratio	
	11/30/14
Covenant	< 2.50
Actual	1.3
EBITDA Cushion	\$41

Fourth quarter debt cost ~ 6.3% / significant liquidity and covenant cushion

Appendix – Non-GAAP Financial Measures

This presentation includes Adjusted Segment Operating Profit and Adjusted EBITDA per Bank Covenant which are Non-GAAP financial measures as defined by the Securities and Exchange Commission.

OMNOVA's Adjusted Segment Operating Profit is calculated as Segment Operating Profit (Loss) less restructuring and severance expenses, asset impairments and other items. Adjusted Segment EBITDA for Bank Covenant is calculated as Adjusted Segment Operating Profit less depreciation and amortization expense, non-cash stock compensation and other items.

OMNOVA's Adjusted Income from Continuing Operations Before Income Taxes is calculated as Income from Continuing Operations Before Income Taxes less restructuring and severance, asset impairments and other items. OMNOVA's Adjusted EBITDA per Bank Covenant is calculated as Adjusted Income from Continuing Operations Before Income Taxes less interest expense, amortization of deferred financing costs, depreciation and amortization expense, non-cash stock compensation and other items.

Adjusted Segment Operating Profit and Adjusted Segment and/or Consolidated EBITDA per Bank Covenant are not measures of financial performance under GAAP. Adjusted Segment Operating Profit and Adjusted Segment and/or Consolidated EBITDA per Bank Covenant are not calculated in the same manner by all companies and, accordingly, are not necessarily comparable to similarly titled measures of other companies and may not be appropriate measures for comparing performance relative to other companies. Adjusted Segment Operating Profit and Adjusted Segment and/or Consolidated EBITDA per Bank Covenant should not be construed as indicators of the Company's operating performance or liquidity and should not be considered in isolation from or as a substitute for net income (loss), cash flows from operations or cash flow data, which are all prepared in accordance with GAAP. Adjusted Segment Operating Profit and Adjusted Segment and/or Consolidated EBITDA per Bank Covenant are not intended to represent, and should not be considered more meaningful than or as an alternative to, measures of operating performance as determined in accordance with GAAP. Management believes that presenting this information is useful to investors because these measures are commonly used as analytical indicators to evaluate performance and by management to allocate resources. Set forth below are the reconciliations of these Non-GAAP financial measures to their most directly comparable GAAP financial measure.

All appendix results are pro forma reflecting continuing business (including the acquisition of ELIOKEM and excluding the sale of global wallcovering businesses).

Appendix 1 – Performance Chemicals

(\$ Millions)	Year ended November 30,				
	Pro forma*				
	2010	2011	2012	2013	2014
Segment Operating Profit	\$ 73.3	\$ 86.5	\$ 89.6	\$ 64.1	\$ 46.2
Management Adjustments to SOP					
ELIOKEM Operating Profit (pro forma 2010)	37.7	-	-	-	-
Restructuring, Severance and Benefit Plan Curtailment	0.5	1.1	-	2.1	0.5
(Gain) on Asset Sales	-	-	-	(0.3)	-
Accelerated Depreciation	-	-	-	1.0	2.2
Intangible Asset Impairment	-	-	-	0.2	-
Environmental Remediation Costs	-	-	-	-	1.0
Customer Trade Receivable Write-off	-	0.9	-	-	-
Distribution Rights Settlement	(9.7)	-	-	-	-
Fair Value Write-up of ELIOKEM Inventory Acquired	-	2.7	-	-	-
Total Segment Operating Profit Adjustments	<u>28.5</u>	<u>4.7</u>	<u>-</u>	<u>3.0</u>	<u>3.7</u>
Adjusted Segment Operating Profit	\$ <u>101.8</u>	\$ <u>91.2</u>	\$ <u>89.6</u>	\$ <u>67.1</u>	\$ <u>49.9</u>
Adjustments for Bank Covenant Adjusted EBITDA					
Depreciation / Amortization (includes ELIOKEM)	21.5	24.6	24.1	24.2	25.8
Non-cash Stock Compensation	1.2	1.3	1.5	0.4	0.5
(Gain) Loss on Asset Sales	-	-	(0.2)	0.7	0.4
Restructuring Costs - not allowed	-	-	-	(0.9)	-
Customer Trade Receivable Write-off - not allowed	-	(0.9)	-	-	-
Fair Value Write-up of ELIOKEM Inventory Acquired - not allowed	-	(2.7)	-	-	-
Bank Covenant EBITDA Adjustments	<u>22.7</u>	<u>22.3</u>	<u>25.4</u>	<u>24.4</u>	<u>26.7</u>
Adjusted Segment EBITDA For Bank Covenant Calculation	\$ <u><u>124.5</u></u>	\$ <u><u>113.5</u></u>	\$ <u><u>115.0</u></u>	\$ <u><u>91.5</u></u>	\$ <u><u>76.6</u></u>
Performance Chemicals' Segment Sales	\$ 816.3	\$ 951.9	\$ 864.5	\$ 773.0	\$ 746.5
Performance Chemicals' Adjusted EBITDA as a Percent of Sales	15.3%	11.9%	13.3%	11.8%	10.3%

*Pro forma 2010 adjusted for ELIOKEM Acquisition

Appendix 2 – Engineered Surfaces

(\$ Millions)	Year ended November 30,				
	2010	2011	2012	2013	2014
Segment Operating (Loss) Profit	\$ (3.2)	\$ (1.3)	\$ 3.8	\$ 15.6	\$ 19.2
Management Adjustments to SOP					
Restructuring, Severance and Benefit Plan Curtailment	1.5	0.5	1.5	3.0	0.4
(Gain) on Asset Sales	-	-	-	(5.1)	-
Coated Fabrics Manufacturing Transition Costs	-	-	3.0	0.7	-
Asset Impairment and Facility Closure Costs	2.7	3.7	1.0	2.6	-
Loss (Gain) on Note Receivable	-	-	-	0.9	(1.1)
Tax Indemnification Lapse, Legal Settlements and Other	0.9	0.2	-	-	-
Strike Costs	2.5	-	-	-	-
Total Segment Operating Profit Adjustments	<u>7.6</u>	<u>4.4</u>	<u>5.5</u>	<u>2.1</u>	<u>(0.7)</u>
Adjusted Segment Operating Profit	\$ 4.4	\$ 3.1	\$ 9.3	\$ 17.7	\$ 18.5
Additional Adjustments for Bank Covenant Adjusted EBITDA					
Depreciation / Amortization	9.0	8.5	7.6	7.0	6.2
Non-cash Stock Compensation	0.5	0.5	0.9	0.2	0.2
(Gain) Loss on Asset Sale	(0.5)	0.2	0.1	-	-
Restructuring Costs - not allowed	-	-	(0.4)	(0.5)	-
Coated Fabrics Manufacturing Transition Costs - not allowed	-	-	(3.0)	(0.7)	-
Asset Impairment and Facility Closure Costs - not allowed	-	-	-	(1.4)	-
Note Impairment - not allowed	-	-	-	(0.9)	-
Bank Covenant EBITDA Adjustments	<u>9.0</u>	<u>9.2</u>	<u>5.2</u>	<u>3.7</u>	<u>6.4</u>
Adjusted Segment EBITDA Per Bank Covenant Calculation	\$ <u>13.4</u>	\$ <u>12.3</u>	\$ <u>14.5</u>	\$ <u>21.4</u>	\$ <u>24.9</u>
Engineered Surfaces' Segment Sales	\$ 253.8	\$ 249.2	\$ 261.0	\$ 245.1	\$ 241.1
Engineered Surfaces' Adjusted EBITDA as a Percent of Sales	5.3%	4.9%	5.6%	8.7%	10.3%

Appendix 3 – OMNOVA Consolidated

(\$ Millions)	Year ended November 30,				
	Pro forma* 2010	2011	2012	2013	2014
PC Adjusted Segment Operating Profit	\$ 101.8	\$ 91.2	\$ 89.6	\$ 67.1	\$ 49.9
ES Adjusted Segment Operating Profit	4.4	3.1	9.3	17.7	18.5
Total Adjusted Segment Operating Profit	106.2	94.3	98.9	84.8	68.4
Corporate Expense	(22.6)	(13.8)	(20.0)	(19.8)	(20.0)
Interest Expense	(8.7)	(38.0)	(36.5)	(31.9)	(32.9)
Acquisition and Integration Related Expenses	(5.5)	(2.3)	-	-	-
Deferred Financing Fees Written-off	-	(1.0)	-	(1.5)	(0.8)
Management Adjustments					
Corporate Restructuring	(0.9)	0.2	-	-	-
Acquisition and Integration Related Expenses	5.5	2.3	-	-	-
Deferred Financing Fees Written-off	-	1.0	-	1.5	0.8
Additional Interest Expense	(28.1)	-	-	-	-
Foreign Currency Hedge	9.2	-	-	-	-
Corporate Headquarter relocation costs	-	-	-	0.1	0.6
Other refinancing costs	-	-	-	-	2.4
Total Corporate Operating Expense Adjustments	(14.3)	3.5	-	1.6	3.8
Adjusted Income From Continuing Operations before Income Taxes	\$ 55.1	\$ 42.7	\$ 42.4	\$ 33.2	\$ 18.5
Additional Adjustments for Bank Covenant Adjusted EBITDA					
Interest Expense / Deferred Financing Fee Amortization (includes Eliokem)	36.8	38.0	36.5	31.9	30.9
Depreciation / Amortization (includes Eliokem)	32.5	33.3	32.0	32.6	32.6
Non-cash Stock Compensation	3.2	3.6	4.5	2.2	2.7
(Gain) Loss on Asset Sale	(0.5)	0.2	(0.1)	0.7	0.5
Restructuring Costs - not allowed	-	-	(0.4)	(1.4)	-
Coated Fabrics Manufacturing Transition Costs - not allowed	-	-	(3.0)	(0.7)	-
Asset Impairment and Facility Closure Costs - not allowed	-	-	-	(1.5)	-
Customer Trade Receivable Write-off - not allowed	-	(0.9)	-	-	-
Fair Value Write-up of Eliokem Inventory Acquired - not allowed	-	(2.7)	-	-	-
Bank Covenant EBITDA Adjustments	72.0	71.5	69.5	63.8	66.7
Consolidated Adjusted EBITDA Per Bank Covenant Calculation	\$ 127.1	\$ 114.2	\$ 111.9	\$ 97.0	\$ 85.2
Consolidated Net Sales	1,070.1	1,201.1	1,125.5	1,018.1	987.4
Consolidated Adjusted EBITDA as a Percent of Sales	11.9%	9.5%	9.9%	9.5%	8.6%

*Pro forma 2010 adjusted for ELIOKEM Acquisition

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