

**Schedule One to the Temporary Unrestricted Global Note Certificate**

**FORM OF CERTIFICATE TO BE PRESENTED BY EUROCLEAR OR  
CLEARSTREAM**

**MOMENTIVE PERFORMANCE MATERIALS, INC.**

**U.S.\$700,000,000 4.125 per cent. Senior Unsecured Guaranteed Notes due 2028**

**(the “Notes”)**

This is to certify that, based solely on certifications we have received in writing, by tested telex or by electronic transmission from member organisations appearing in our records as persons being entitled to a beneficial interest in a portion of the principal amount set forth below (our “**Member Organisations**”) substantially to the effect set forth in the Agency Agreement, as of the date hereof, U.S.\$..... principal amount of the above-captioned Notes being submitted herewith for exchange is beneficially owned by persons that are either (i) non-U.S. persons (within the meaning of Regulation S under the Securities Act of 1933, as amended) or (ii) U.S. persons that purchased the Notes in a transaction that did not require registration under the Securities Act of 1933, as amended.

As used herein, “United States” means the United States of America (including the States and the District of Columbia), its territories, its possessions and other areas subject to its jurisdiction; and its possessions include Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands.

This is to certify with respect to such principal amount of Notes set forth above that, except as set forth below, we have received in writing, by tested telex or by electronic transmission, from our Member Organisations entitled to a portion of such principal amount, certifications with respect to such portion, substantially to the effect set forth in the Agency Agreement.

We further certify that (i) we are not submitting herewith for exchange any portion of the Temporary Unrestricted Global Note Certificate excepted in such Member Organisation certifications and (ii) as of the date hereof we have not received any notification from any Member Organisation to the effect that the statements made by such Member Organisation with respect to any portion of the Temporary Unrestricted Global Note Certificate submitted herewith for exchange are no longer true and cannot be relied upon as of the date hereof.

You, the Issuer and the Guarantor are entitled to rely upon this Certificate and are irrevocably authorised to produce this Certificate or a copy hereof to any interested party in any administrative or legal proceeding or official inquiry with respect to the matters covered hereby.

Dated: [ ]<sup>1</sup>

Yours faithfully,

[Euroclear Bank SA/NV]/[Clearstream Banking S.A.]

By:

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<sup>1</sup> To be dated no earlier than the Exchange Date, assuming no actual payment of interest by the Issuer prior to such Exchange Date.

**Schedule Two to the Temporary Unrestricted Global Note Certificate**

**CERTIFICATE “A”**

**MOMENTIVE PERFORMANCE MATERIALS, INC.**

**U.S.\$700,000,000 4.125 per cent. Senior Unsecured Guaranteed Notes due 2028**

**(the “Notes”)**

This is to certify that as of the date hereof, and except as set forth below, the above-captioned Notes held by you for our account are owned by either (i) a non-U.S. person (within the meaning of Regulation S under the Securities Act of 1933, as amended); or (ii) a U.S. person (within the meaning of Regulation S under the Securities Act of 1933, as amended) that purchased the Notes in a transaction that did not require registration under the Securities Act of 1933, as amended.

As used herein, “United States” means the United States of America (including the States and the District of Columbia), its territories, its possessions and other areas subject to its jurisdiction; and its possessions include Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands.

As used in this certificate, the term U.S. person has the meaning given to such term by Regulation S under the Securities Act.

We undertake to advise you promptly by tested telex on or prior to the date on which you intend to submit your certification relating to the Notes held by you for our account in accordance with your documented procedures if any applicable statement herein is not correct on such date, and in the absence of any such notification it may be assumed that this certification applies as of such date.

This certification excepts and does not relate to [ ] of such interest in the above Notes in respect of which we are not able to certify and as to which we understand exchange and delivery of definitive Notes (or, if relevant, exercise of any right or collection of any interest) cannot be made until we do so certify.

You, the Issuer and the Guarantor are entitled to rely upon this Certificate and are irrevocably authorised to produce this Certificate or a copy hereof to any interested party in any administrative or legal proceeding or official inquiry with respect to the matters covered hereby.

Dated: [ ]<sup>2</sup>

[*Name of Person Making Certification*] By

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<sup>2</sup> To be dated no earlier than the fifteenth day prior to the Exchange Date, assuming no actual payment of interest by the Issuer prior to such Exchange Date.