



PUBLIC POLICY AND RESPONSIBLE CARE COMMITTEE MANDATE

1. Creation of Public Policy and Responsible Care Committee:

Pursuant to Article Three of the General By-law No. 2 of NOVA Chemicals Corporation (the "Corporation"), a committee of the directors to be known as the "Public Policy and Responsible Care Committee" (the "Committee") is established.

2. Review and Recommend

The Committee must review and recommend for approval by the Board:

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| Environmental Policies and Programs | a) substantive changes in or additions to environmental policies, accountabilities and programs for the Corporation, in the context of competitive, legal and any other relevant considerations; |
| OHS Policies and Programs | b) substantive changes in or additions to occupational health, occupational safety and process safety management policies, accountabilities and programs for the Corporation, in the context of competitive, legal and any other relevant considerations; and |
| Security Policies and Programs | c) substantive changes in or additions to security policies, accountabilities and programs for the Corporation, in the context of competitive, legal and any other relevant considerations. |

3. Review and Report

At least annually, the Committee must review and report to the Board on:

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| Compliance with Environmental Policies and Laws | a) the nature and extent of compliance with environmental policies, and applicable legislation, as well as the nature and extent of, and reasons for, any non-compliance, and the plan and timetable to correct deficiencies; and in this regard the Corporation's Responsible Care Audit Program will report to and take direction from the Committee; |
| Civil or Criminal Environmental Proceedings | b) reports and discussions with management and legal counsel on any civil and criminal environmental proceedings, claims or other contingency that may significantly effect the Corporation; |
| Environmental Policies | c) the appropriateness of the policy guidelines in place to administer the Corporation's environmental programs; |
| Other Environmental Matters | d) any other environmental matters (not otherwise discussed herein) which the Committee may consider suitable or the Board may specifically direct; |
| Compliance with OH&S Policies and Laws | e) the nature and extent of compliance with occupational health, occupational safety and process safety management policies and applicable legislation, as well as the nature and extent of, and reasons for, any non-compliance, and the plan and timetable to correct deficiencies; and in this regard the Corporation's Responsible Care Audit Program will report to and take direction from the Committee, |
| OH&S Policies | f) the appropriateness of the policy guidelines in place to administer the Corporation's occupational health and safety programs; |
| Other OH&S Matters | g) any other occupational health and safety or crisis management matters (not otherwise discussed herein) which the Committee considers suitable, or the Board may specifically direct; |

Compliance with Security Policies and Laws	h) the nature and extent of compliance with security policies and applicable legislation, as well as the nature and extent of, and reasons for, any non-compliance, and the plan and timetable to correct deficiencies; and in this regard the Corporation's Responsible Care Audit Program will report to and take direction from the Committee,
Security Policies	i) the appropriateness of the policy guidelines in place to administer the Corporation's security programs;
Other Security Matters	j) any other security matters (not otherwise discussed herein) which the Committee considers suitable, or the Board may specifically direct;
Crisis Readiness	k) the Corporation's state of readiness to respond to crisis situations;
3 rd party Assessment of Management Systems	l) the need/benefit of conducting a 3 rd party assessment to validate and benchmark the Corporation's Responsible Care management systems and governance framework, considering amongst other things the timing and scope of the periodic 3 rd party audits to which the Corporation will be subject as part of its member commitment to the American Chemistry Council;
Corporate Image	m) all policies and programs designed to create a strong, cohesive, sustained and positive image of the Corporation for customers and the public; the efforts of the Corporation to ensure its operations remain harmonious with changing public values and expectations; and, without limiting the generality of the above:
Corporate Image Development	i) the development and projection of the Corporation's corporate image to customers and the public;
Integration of Image and Strategy	ii) the appropriate integration of public affairs considerations with the strategic direction of the Corporation;
Corporate Social Responsibility	iii) the Corporation's policies and programs relating to corporate social responsibility, including financial contributions to the community and contributions in the form of human resources; and
Government Relations	iv) the status and adequacy of the Corporation's efforts to develop and maintain useful relationships with governments, especially regarding legislative and regulatory matters; and
Public Policy	n) all public endeavors of the Corporation, including:
Impact of Public Affairs Issues	i) identification and assessment of public affairs issues that significantly impact on the Corporation;
Legal Impact of Legislative Initiatives	ii) legal consequences for directors and officers of significant legislative initiatives and public policy trends in each of the jurisdictions in which the Corporation has operations; and
Political Donations	iii) the policies of the Corporation relating to corporate donations.

4. Administration of the Committee

Composition of Committee	a) The Committee must be composed of a minimum of four directors, all of whom shall be "independent" as defined by applicable legislation and regulation.
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Appointment and
Term of Committee
Members

b) The members of the Committee must be appointed or reappointed at the Organizational Meeting of the Board immediately following each Annual Meeting of the Shareholders of the Corporation. Each member of the Committee shall continue to be a Committee member until a successor is appointed, unless he or she resigns or is removed by the Board or ceases to be a director of the Corporation. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board and must be filled by the Board if the membership of the Committee is less than four directors as a result of the vacancy.

Appointment of
Chairman and
Secretary

c) The Board or, in the event of its failure to do so, the members of the Committee, must appoint one of their members as a Chairman. The Chairman shall:

- i) review and approve the agenda for each meeting of the Committee and as appropriate, consult with members of management;
- ii) preside over meetings of the Committee; and
- iii) report to the Board on the activities of the Committee relative to its recommendations, resolutions, actions and concerns.

If the Chairman of the Committee is not present at any meeting of the Committee, the Chairman of the meeting must be chosen by the Committee members present. The Chairman presiding at any meeting of the Committee shall have a casting vote in the case of deadlock. The Committee must also appoint a Secretary who need not be a director.

Time, Place and
Procedure of
Meetings

d) The time, place and procedure of Committee meetings shall be determined by Committee members, provided that:

Quorum

i) a quorum for meetings must be a majority of the members, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to communicate with each other;

Semi-Annual
Meetings

ii) the Committee must meet at least semi-annually; and

Notice of Meeting
and Waiver of
Notice

iii) notice of the time and place of every meeting must be given in writing or by facsimile to each member of the Committee at least 24 hours prior to the time fixed for the Committee meeting. A member may waive a notice of the meeting and attendance at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

Duty to Report to
Board

e) With respect to other activities of the Corporation, the Committee must, as required during the year and at the discretion of the Chairman of the Committee, report to the Board on its activities during the year with recommendations.

Use of Outside
Experts

f) Where Committee members believe that, to properly discharge their fiduciary obligations to the Corporation, it is necessary to obtain the advice of outside experts, the Committee shall have the sole authority to engage the necessary experts, at the Corporation's expense, to advise the Committee or its members independently

on any matter. The Committee shall have the sole authority to approve such experts' fees and other terms of reference. The Board must be kept apprised of both the selection of the experts and the experts' findings through the Committee's regular reports to the Board.

Annual Performance
Evaluation

g) The Committee will conduct an annual evaluation of its performance as a committee.

Mandate Review

h) The Committee must review and satisfy itself as to the adequacy of this mandate. The Committee will review this mandate on an annual basis and, as it deems appropriate, recommend any changes to the Board for approval in accordance with the procedure set out in the Corporate Governance Committee mandate.

5. Interpretation

Side Notes and
Headings

a) Side notes and headings in this mandate are for ease of reference only, and do not in any way change or affect the meaning or interpretation hereof.

Most Recent Revision: March 13, 2009