

# MYERS INDUSTRIES, INC.

## COMPENSATION COMMITTEE CHARTER

*Adopted September 19, 2002; Amended and Restated for Administrative Changes April 25, 2006; Further Amended & Restated October 21, 2010; Further Amended & Restated July 26, 2012; Further Amended & Restated October 26, 2012; Further Amended & Restated April 26, 2013; Further Amended & Restated May 3, 2017; Further Amended & Restated August 1, 2018*

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**A. Purpose.** The primary purposes of the Compensation Committee (the “Committee”) are: (i) to assist the Board in discharging its responsibilities in respect of compensation of the Company’s Chief Executive Officer, other executive officers, and members of senior management who directly report to the Chief Executive Officer (“Senior Management”); (ii) to produce the annual report for inclusion in the Company’s proxy statement on executive compensation; (iii) to periodically review and set the compensation for non-employee directors; and (iv) to assess and consider the performance evaluation of the Chief Executive Officer conducted by the Board.

**B. Organization.**

The Committee shall consist of three or more directors, each of whom shall satisfy the applicable independence requirements of the New York Stock Exchange and any other regulatory requirements.

Committee members shall be recommended by the Corporate Governance and Nominating Committee, and appointed by the Board at its annual organizational meeting; each member shall serve until the earliest of (i) his or her removal by the Board or (ii) his or her successor having been duly appointed. The Committee’s chair shall be designated by the full Board or, if it does not do so, the Committee members shall elect a chair by vote of a majority of the full Committee.

The Committee may form and delegate authority to subcommittees when appropriate.

**C. Structure and Meetings.** The Committee shall hold regular meetings as it may deem necessary and such special meetings as may be called by the chair of the Committee. The Committee may permit attendance at meetings by management as the Committee may determine appropriate or advisable from time to time. The Committee shall meet in executive session as needed to discuss any matters that the Committee believes should be discussed privately. The Committee shall report regularly to the Board on matters within the Committee’s responsibilities, and shall maintain minutes of all its meetings. The Committee may also act through unanimous written consent.

The chair of the Committee will preside at each meeting of the Committee and its executive sessions. In the event the chair is not present, the members of the Committee present at the meeting shall designate one of its members as the acting chair of such meeting.

**D. Duties and Responsibilities.** The Committee shall have the power and authority of the Board to perform the following duties and to fulfill the following responsibilities:

- (1) Periodically review and establish the Company's overall compensation philosophy and strategy, including base salary, cash and equity-based incentive awards, to assure that it promotes stockholder interests, supports the Company's strategic objectives, and provides for appropriate rewards and incentives for the Company's senior management and employees;
- (2) Annually review and approve corporate performance goals and objectives relevant to the compensation of the Chief Executive Officer, other executive officers, and other members of Senior Management, including the performance goals and objectives for the purposes of payments and awards under the annual and long-term incentive compensation plans;
- (3) Annually review and approve the factors to be considered in determining the compensation of the Chief Executive Officer, and review the Board's evaluation of the performance of the Chief Executive Officer in light of these factors. Based on this evaluation, including an evaluation of the Company's performance, determine the compensation of the Chief Executive Officer;
- (4) Annually review and approve the compensation of the other executive officers of the Company, as well as other members of Senior Management;
- (5) Review and discuss with management the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement and annual report on Form 10-K, in accordance with applicable rules and regulations, and, based on such review and discussion, determine whether to recommend to the Board that the CD&A be included in the Company's proxy statement and annual report on Form 10-K;
- (6) Produce the report of the Committee in accordance with applicable rules and regulations for inclusion in the Company's proxy statement;
- (7) Make recommendations to the Board with respect to compensation plans, and review and approve the granting of equity-based incentive awards to the Company's Senior Management and other employees;
- (8) Review and approve director compensation levels and practices;

- (9) Review, monitor, and approve Stock Ownership Guidelines for the Chief Executive Officer, other executive officers and other members of Senior Management;
- (10) Review and approve policies and procedures relating to benefits and perquisites for the Chief Executive Officer, other executive officers and other members of Senior Management;
- (11) Approve and periodically review compensation and employment arrangements with the Chief Executive Officer, other executive officers, and other members of Senior Management, including employment and severance agreements, plans and policies;
- (12) Evaluate the risk-taking incentives and risk management of the Company's compensation policies and practices;
- (13) Oversee regulatory compliance with respect to compensation matters in consultation with the Chief Executive Officer and the other officers of the Company;
- (14) Oversee shareholder communications on executive compensation matters, including shareholder votes on executive compensation, and assess the results of shareholder advisory votes on executive compensation;
- (15) Annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval; and
- (16) Perform any other activities consistent with this Charter, the Company's Code of Regulations, the Rules and Regulations of the New York Stock Exchange, and governing law as the Committee deems appropriate.

**E. Performance Evaluation.** The Committee, through the guidance of the Corporate Governance and Nominating Committee, shall conduct an annual performance self-evaluation of the Committee.

**F. Committee Resources.** The Committee shall have the authority to obtain information from the officers of the Company, as well as the sole authority to retain and terminate advisors related to compensation consultants, legal, accounting and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the compensation committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

The compensation consultant(s), outside counsel and any other advisors retained by, or providing advice to, the Committee (other than the Company's in-house counsel) shall be independent as determined in the discretion of the Committee after considering the factors specified in Section 303A.05 of the NYSE Listed Company Manual. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

**G. Disclosure of Charter.** This Charter will be made available on the Company's website and will be published in such a manner as required by applicable rules and regulations.