

MYERS INDUSTRIES, INC.
CORPORATE GOVERNANCE AND
NOMINATING COMMITTEE CHARTER

Last Amended and Restated August 1, 2019

A. Purpose. The Board of Directors (“Board”) of Myers Industries, Inc. (“Company”) shall appoint a Corporate Governance and Nominating Committee (“Committee”) of at least three (3) members. The primary purposes of the Committee are to (i) assist the Board in identifying qualified candidates for membership on the Board; (ii) recommend the Board appoint such candidates to fill a vacancy on the Board or nominate such individuals for election at the Company’s next Annual Meeting of Shareholders; and (iii) develop and implement corporate governance principles applicable to the Board and the Company, including its subsidiaries and divisions.

B. Committee Membership. The Committee shall be comprised of at least three directors, all of whom meet the independence requirements of the New York Stock Exchange, the “Board of Directors Independence Criteria” policy adopted by the Board, and other applicable requirements, as determined by the Board from time to time. The Committee members shall be appointed and may be removed at any time by the Board upon the recommendation of the Committee or by a majority of the independent members of the Board. Each Committee member will serve until the earliest of (i) his or her removal by the Board or (ii) his or her successor having been duly appointed.

C. Meetings. The Committee shall meet as often as it determines, but at least once each calendar year. 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 Chair of the Committee shall conduct Committee meetings and shall have such other responsibilities as the Committee or the Board may specify from time to time.

The Committee shall meet in executive or private 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 will preside at each meeting of the Committee and its executive and private 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.

The Committee may request any officer or employee of the Company, or the Company’s legal counsel, to attend a Committee meeting or to meet with any members of, or consultants to, the Committee.

D. Committee Authority and Responsibilities. The Committee shall have the following responsibilities:

1. Recommend to the Board improvements in the Company's processes of corporate governance, including proposed changes in the "Corporate Governance Guidelines" and the "Code of Business Conduct and Ethics" ("Code").
2. Make recommendations to the Board regarding the size, structure, and composition of the Board.
3. Make recommendations to the Board regarding the size, structure, composition and responsibilities of the committees of the Board.
4. Identify and recommend to the Board candidates for Board membership, taking into consideration management's recommendations, as well as shareholder recommendations (if submitted in compliance with the policy on "Security Holder Recommendations of Director Candidates").
5. Recommend to the Board nominees for election or re-election to the Board, taking into account input from directors.
6. Annually submit to the Board candidates to be appointed members and Chair of each standing Committee.
7. Annually submit to the Board candidates to be appointed the Chair of the Board and each of the committees of the Board (which shall be the respective committee Chair unless indicated otherwise).
8. As it deems appropriate, make recommendations regarding director orientation and continuing education training of the Board.
9. Administer the Board's policy on director retirement and resignations, if any.
10. Provide oversight regarding significant public policy issues with respect to the Company's relationships with shareholders, employees, customers, competitors, suppliers and the communities in which it operates.
11. Review the Company's Code, including its programs to promote ethical and legal conduct, to facilitate anonymous reporting of violations and to assure protection of employees who report violations in good faith, and from time to time recommend amendments to the Code.
12. Recommend to the Board guidelines and procedures to be used by the directors to evaluate the Board's performance.
13. Assure that performance evaluations of the Board and its Committees are conducted annually.

14. Oversee the succession plans for the Chief Executive Officer and other officers of the Company.
15. At least annually, the Committee shall review this Charter, and shall evaluate its performance against the requirements of this Charter.
16. The Committee shall have the authority to retain and terminate consultants and other advisors to advise the Committee in the performance of its responsibilities, including search firms to be used to identify director candidates. The Committee shall exercise sole authority to approve the fees and other retention terms for such consultants and other advisors, who will report directly to the Committee.
17. Periodically report to the Board concerning the Committee's actions, conclusions and recommendations.

Change Record:

Rev.	Effective Date	Expiration Date	Corporate Sponsor	Functional Lead	Reason for revision
Original	04/20/2004				New policy
001	04/25/2006				Amended and restated
002	07/31/2009				Amended and restated
003	10/26/2012				Amended and Restated
004	08/01/2019				Amended and restated