

A. SCHULMAN, INC. FINANCE COMMITTEE CHARTER

The Finance Committee (the “Committee”) is established by the Board of Directors of the Corporation (the “Board”) for the primary purpose of assisting the Board in oversight of the Corporation’s capital structure, financing, investments and other financial matters of importance to the Corporation.

1. Members. The Committee shall consist of three or more directors who are not members of management, each of whom shall be independent, nonexecutive directors, free from any relationship that would interfere with the exercise of his or her independent judgment. The Chair and the other members of the Committee shall be designated annually by the Board and may be removed from the Committee at any time in the Board’s discretion. Each member of the committee shall meet the independence requirements of the National Association of Securities Dealers, Inc. (NASD) Marketplace Rules.

2. Purpose, Duties and Responsibilities. The responsibilities of the Committee include oversight of the processes that the Company’s executives use to manage and review the information and recommendations provided by management with respect to:

- (a) The Corporation’s capital structure, including potential issuances of debt and equity securities, credit agreements and material changes thereto, including consideration of the appropriate level of leverage;
- (b) Short-term investment policy;
- (c) Foreign currency financial exposures and hedging programs, including the use of swaps, forwards, futures, options, caps, floors, collars, spot contracts, or other derivatives and risk management techniques;
- (d) Interest rate risk and hedging programs, including the use of swaps, forwards, futures, options, caps, floors, collars, spot contracts, or other derivatives and risk management techniques;
- (e) Financial impact of 401k and any other employee benefit plan trust investment policies, administration and performance;
- (f) Dividend declaration and policy, stock splits and stock repurchase programs;
- (g) Global treasury strategies related to liquidity and cash management or banking;
- (h) Risk management, including:
 - 1) Insured and uninsured risks, including a review of current insurance programs and those under consideration;
 - 2) Oversight of management’s due diligence processes used to assess financial risks related to mergers and acquisitions; and

3) As assigned by the Board of Directors, assist in their review of management's Enterprise Risk Management process to identify, assess and manage risks in order to provide reasonable assurance regarding the achievement of entity objectives. Within the subject areas of its Charter, the Committee shall conduct a review of management's risk identification and assessment, which analyzes the likelihood and impact of identified risks on both an inherent (before controls) and residual basis; risk response, to avoid, accept, and reduce risk; and control activities so that policies and procedures are established and implemented to ensure risk responses are effectively carried out.

(i) Such other financial matters that are assigned by the Board of Directors or which management brings to the committee's attention.

3. Retention of Outside Advisers. The Committee shall have the authority to retain, and shall evaluate at the expense of the Corporation, counsel, consultants or other outside advisers, with respect to any issue without consulting or obtaining the approval of any officer of the Corporation in advance.

4. Meetings and Reports. The Committee shall meet as frequently as circumstances dictate. The Chair, or any two members of the Committee, may call meetings of the Committee. Although personal attendance at meetings is encouraged, meetings of the Committee may be held by telephone conference. The Chair shall preside at all sessions of the Committee at which he or she is present and shall set the agendas for Committee meetings. The Committee or its authorized designee shall report regularly at Board Meetings and, at other times as reasonably necessary, to the Board (i) following meetings of the Committee, (ii) with respect to such matters that were within the Committee's responsibilities, and (iii) with respect to such other matters as the Committee may deem appropriate. The report to the Board may take the form of an oral, written or electronic report by the Chair or by any other member designated by the Committee to make such report. The Committee shall maintain minutes or other records of meetings and activities of the Committee and shall make them available to the Board.

5. Delegation. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to one or more members of the Committee; provided, however, that such member(s) must conduct business in accordance with this Charter.

Change Record:

Revised Date		Version Effective Date	Corporate Sponsor	Functional Head
		12/12/2013	Joseph Gingo	David Minc
3/28/2016			Chief Executive Officer	Chief Legal Officer
10/13/2016			Chief Executive Officer	Chief Legal Officer