

**A. SCHULMAN, INC.  
COMPENSATION COMMITTEE CHARTER**

Revised Date	Version Effective Date	Corporate Sponsor	Functional Head
	11/17/2008	Joseph Gingo	David Minc
6/25/2009		Joseph Gingo	David Minc
3/31/2010		Joseph Gingo	David Minc
10/14/2010		Joseph Gingo	David Minc
12/12/2012		Joseph Gingo	David Minc
04/03/2014		Joseph Gingo	David Minc

1. Members. The Compensation Committee is a committee of the Board of Directors of A. Schulman, Inc., which shall have at least three members, one of whom will act as Chair. The members and the Chair of the Compensation Committee will be appointed by the Board and shall serve at the pleasure of the Board. Each member of the Compensation Committee shall meet the independence requirements of the NASDAQ Stock Market Rules, including, without limitation, Rule 5605(a)(2) and other corporate governance requirements of NASDAQ, the Securities Exchange Act of 1934, as amended, and other applicable regulations. Each member of the Compensation Committee shall also be a “non-employee” director as defined under Section 16b-3 of the Securities Exchange Act of 1934, as amended, and as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code. No member of the Compensation Committee shall accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Corporation or any subsidiary thereof, other than (i) fees received as a member of the Compensation Committee, the Board or any other Board committee, or (ii) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Corporation (provided that such compensation is not contingent in any way on continued service). Each member must be free of any relationship that, in the opinion of the Board, may impair or otherwise interfere with the exercise of his or her independent judgment in carrying out the responsibilities of a member of the Compensation Committee, and must satisfy any other standards of independence that may from time to time be in effect and applicable to the Compensation Committee.

2. Purpose, Duties and Responsibilities. The purpose of the Compensation Committee is to supervise and, to the extent consistent with the Corporation’s Corporate Governance Guidelines, exercise the powers of the Board with respect to overseeing the use of corporate assets in compensating executive officers. The Compensation Committee has overall responsibility for approving and evaluating the incentive compensation plans, policies and programs of the Corporation. The Compensation Committee also is responsible for producing an annual report on executive compensation for inclusion in the Corporation’s annual proxy statement, in accordance with applicable rules and regulations. The duties and responsibilities of the Compensation Committee include the following:

(a) Periodically review the Corporation’s compensation programs and policies to compare them to the market and performance peer groups, and align them with the Corporation’s annual and long-term goals and the interests of the stockholders.

(b) Perform an annual evaluation of the competitiveness of the Board of Directors’ compensation, utilizing comparisons with appropriate peer groups and, if warranted, recommend proposed changes for consideration of the full Board.



- (c) Annually review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer. The Chief Executive Officer may not be present during voting or any deliberations of the Committee relating to the compensation of the Chief Executive Officer.
- (d) Set the salary and other compensation of other executive officers after consideration of the recommendation of the Chief Executive Officer.
- (e) Review incentive compensation pools for the Corporation prior to the annual determination of individual cash and equity-based incentive awards.
- (f) Annually approve the appointed executive officers of the Corporation, taking into account the recommendations of the Chief Executive Officer in connection therewith.
- (g) Approve all employment or change-in-control severance agreements, annuity contracts and benefit or perquisite plans or programs (other than broad-based employee plans or programs) proposed for executive officers and certain managers.
- (h) Present to the Board an annual evaluation of the performance of the Chief Executive Officer in light of specified goals and objectives. The Compensation Committee shall set the salary and other compensation of the Chief Executive Officer based on this evaluation and shall discuss its determinations with the Board. In determining the incentive compensation (including long-term incentive compensation) component of the Chief Executive Officer, the Committee will consider such factors as it deems appropriate, including the Corporation's performance based on certain financial measures chosen by the Compensation Committee, the value of similar incentive awards to like officers at comparable companies and the awards given to these officers in past years.
- (i) Make all determinations and take any actions that are reasonably appropriate or necessary in the course of establishing the compensation of the Corporation's executive officers. When setting the compensation for all such employees, including certain managers and executive officers other than the Chief Executive Officer, the Committee shall take into consideration the Chief Executive Officer's recommendations.
- (j) Approve and recommend to the Board (and stockholders as applicable) that they approve and authorize shares of the Corporation's common stock and other securities for equity-based compensation plan, including amendments thereto.
- (k) Authorize the issuance of shares of the Corporation's common stock or other securities in accordance with the terms of any duly approved compensation plan.
- (l) Administer, implement and interpret the Corporation's long-term incentive plans, including stock options, restricted stock, stock appreciation rights, performance incentives, and similar plans and arrangements.
- (m) Review the Corporation's overall policy regarding compensation and benefit programs that are generally available to employees and may make such recommendations as it deems appropriate with respect to such programs.
- (n) Review and approve material changes to the benefits being provided to employees.
- (o) Perform such additional functions as may be delegated from time to time by the Board, a



committee of the Board, or any retirement or benefit plan documents that are consistent with the purpose of the Compensation Committee or as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions.

(p) Assist the Board of Directors 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.

3. Retention of Outside Advisers. The Compensation Committee shall have the authority in its sole discretion to retain, evaluate at the expense of the Corporation, and obtain the advice of compensation consultants, counsel, or other outside advisers (each an "Adviser"), with respect to any issue without consulting with or obtaining the approval of any officer of the Corporation in advance. The Committee shall be directly responsible for the appointment, compensation and oversight over the work of any such Adviser retained by the Committee. The Corporation shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Adviser retained by the Committee. The Committee may select or receive advice from an Adviser, other than legal counsel who is employed by the Corporation, only after taking into account the factors set forth in NASDAQ Listing Rule 5605(d)(3), as such Rule may be amended or superseded from time to time, which currently are as follows:

- the provision of other services to the Corporation by the person that employs the Adviser;
- the amount of fees received from the Corporation by the person that employs the Adviser as a percentage of the total revenue of the person that employs the Adviser;
- the policies and procedures of the person that employs the Adviser that are designed to prevent conflicts of interest;
- any business or personal relationship of the Adviser with a member of the Compensation Committee;
- any stock of the Corporation owned by the Adviser; and
- any business or personal relationship of the Adviser or the person employing the Adviser with an executive officer of the Corporation.

However, nothing in this Charter requires an Adviser to be independent, only that the Compensation Committee consider the required independence factors before selecting, or receiving advice from, a Adviser. The Compensation Committee may select or receive advice from any Adviser it may select, including an Adviser that is not independent, after duly considering the required factors.

4. Meetings and Reports. The Compensation Committee shall meet as frequently as circumstances dictate. The Compensation Committee, or any two members of the committee, may call meetings of the committee. Although personal attendance at meetings is encouraged, meetings of the Compensation Committee may be held by telephone conference. The Chair shall preside at all sessions of the Compensation Committee at which he or she is present and shall set the agendas for committee meetings. The Compensation Committee or its authorized designee shall report regularly to the Board (i) following meetings of the committee, (ii) with respect to such matters that are within the committee's responsibilities, and (iii) with respect to such other matters as the committee may deem appropriate. The Compensation 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 Compensation 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. In addition, the Committee may delegate to the Chief Executive Officer or a designee the authority to approve salary and other compensation for employees below the executive officer level in accordance with overall pools, policy guidelines and limits approved by the Committee as appropriate, and shall review and approve the terms of grants of equity- based compensation for such employees of the Corporation as are identified by management.