



A. SCHULMAN, INC.
CHARTER OF THE LEAD INDEPENDENT DIRECTOR

Revised Date	Version Effective Date	Corporate Sponsor	Functional Head
	1/7/2009	Joseph Gingo	David Minc
6/19/2013		Joseph Gingo	David Minc
6/18/2014		Chief Executive Officer	Chief Legal Officer

The Board of Directors of A. Schulman, Inc. has established the position of Lead Independent Director, to be in effect at such times that a non-independent director serves as Chairman of the Board. The Lead Independent Director shall be a director who is independent under applicable Nasdaq rules, and shall be elected by the independent directors of the Board. If, in the future, the Board of Directors elects a fully independent Chairman, then the position of Lead Independent Director shall be automatically suspended. The powers and responsibilities of the Lead Independent Director are as follows:

- Preside at all meetings of the Board of Directors at which the Chairman is not present, including executive sessions with the independent directors.
- Call meetings of the independent directors, and to set the agendas for such meetings.
- Advise the Chairman, as appropriate, on issues, recommendations or decisions resulting from Board executive sessions, or meetings of the independent directors.
- Serve as principal liaison, on sensitive board-wide issues, between the independent directors and the Chairman.
- Approve, with the Chairman, the meeting schedules and agenda for meetings of the Board.
- Advise the Chairman as to the quality, quantity, and timeliness of the information provided to the Board by management, that is necessary for the independent directors to perform their duties effectively and efficiently.
- Monitor Management's response to the Board's oversight directives.
- On those occasions where special expertise is required, recommend to the Chairman the retention of outside advisors or consultants who report to the Board.
- If appropriate, or if requested, participate with the Chairman on communications with shareholders.
- Perform other duties as may, from time-to-time, be determined by the independent directors.

The discharge of these duties and responsibilities by the Lead Independent Director does not in any way impact or restrict each director's access to other directors, the Chairman, or management, in accord with A. Schulman, Inc.'s Corporate Governance Guidelines for the Board of Directors.