

E34 – Stock Ownership Guidelines for Directors and Executive Officers

(Rev: 02)

The Board of Directors (the “Board”) of A. Schulman, Inc. (“A. Schulman” or the “Company”) believes that directors and executive officers of the Company should be stockholders of A. Schulman and have a significant financial interest in the Company to help align their interests with other A. Schulman stockholders. Consequently, the Board has adopted these stock ownership guidelines (these “Guidelines”) for directors and executive officers of A. Schulman to acquire and continue to own a minimum amount of the Company’s common stock within a specified period of time after first being elected or hired by A. Schulman, unless, due to specific facts and circumstances, a different period of time is determined to be appropriate.

Covered Persons and Minimum Ownership Requirements

The following table sets forth the persons covered by these Guidelines (the “Covered Persons”) and the minimum stock ownership levels required of such Covered Persons:

Position	Minimum Ownership Requirement or Level
Directors	5.0 times annual cash retainer fee
Chief Executive Officer	5.0 times annual base salary
Other Executive Officers*	3.0 times annual base salary

* Includes all executive officers of A. Schulman, Inc. who are subject to the reporting requirements of Section 16 of Securities Exchange Act of 1934, as amended (“Exchange Act”).

Compliance Period

Covered Persons subject to these Guidelines are required to comply with their applicable minimum stock ownership level within five years of their election or appointment to a covered position unless, due to specific facts and circumstances, a different period of time is determined to be appropriate by the Compensation Committee.

Oversight Authority and Annual Compliance Review

The Board has delegated to the Compensation Committee the primary responsibility for overseeing and interpreting these Guidelines. Compliance with these Guidelines shall be reviewed at least annually by the Compensation Committee based on each Covered Person’s share ownership level and the average closing price of A. Schulman’s common stock over the thirty calendar days preceding the date of the report. For purposes of determining compliance with the minimum ownership requirements of these Guidelines, each Covered Person’s stock ownership will be calculated based on that Covered Person’s direct or indirect pecuniary interest in Schulman’s

common stock as determined and reported pursuant to the provisions of Section 16 of the Exchange Act and rules promulgated thereunder.

Holding of Equity Awards

All Covered Persons shall be required to hold all shares of common stock received upon the vesting of equity awards until their respective minimum share ownership level is attained. Thereafter, Covered Persons shall be allowed to sell or otherwise dispose of shares of A. Schulman’s common stock (in accordance with Company policies and applicable law) received as a result of equity award grants as long as such Covered Persons do not maintain their minimum share ownership requirement or level.

Non-Compliance

If a Covered Person fails to satisfy or demonstrate sustained progress toward satisfying their applicable minimum share ownership level, such Covered Person shall be required to use at least fifty percent (50%) of each annual bonus received from the Company, net of personal income taxes, to purchase shares of the Company’s common stock, until such Covered Person attains compliance with these Guidelines.

Change Record:

Rev.	Effective Date	Expiration Date	Corporate Sponsor	Functional Lead	Reason for revision.
Original	June 23, 2012		CEO President	Vice President, Chief Legal Officer	New policy.
01	November 1, 2016		CEO President	Chief Legal Officer	Correct omission in minimum requirements.
02	March 28, 2017		CEO President	Chief Legal Officer	Changes to oversight authority and annual compliance review paragraph. Added non-compliance paragraph.