

E01 - GL Global Code of Conduct Policy

(Rev: 003)

Purpose:

This policy sets the standards of ethical business conduct and compliance required of all business operations and all officers, managers and employees (“Associates”) of A. Schulman, Inc. and its subsidiaries (the “Company”).

General Philosophy:

- The Company will conduct its business fairly, impartially, and in an ethical and proper manner, in accordance with the Company’s values and in full compliance with applicable laws and regulations.
- In the course of conducting its business, integrity must underline all Company relationships, including those with customers, suppliers, communities and among all Associates.
- The highest standards of ethical conduct and compliance are required of Associates in performance of their responsibilities.
- Associates must not engage in conduct or activity that may raise questions as to the Company’s honesty, impartiality, or reputation or otherwise cause embarrassment to the Company.
- Associates are expected to know and comply with the Company’s policies and procedures.
- Associates are encouraged to address questions or concerns with their management. Associates may also direct questions or concerns regarding ethics to any member of the Human Resources department or Law department.
- Reported allegations of unethical behavior are to be reviewed and investigated in a timely manner.
- Retaliation against Associates, who raise genuine concerns, will not be tolerated. Retaliation against any Associate is cause for appropriate disciplinary action, up to and including termination of employment.

Conflict of Interests

Associates must be free from any undue influence of personal or outside business interest that may appear to or actually does, interfere with their working only in the best interests of the Company. As such, the Company has adopted a Global Conflict of Interest Policy, attached hereto as Appendix A and incorporated into this Code by reference herein, which applies to all Associates of the Company. Associates are expected to stringently follow the Global Conflict of Interest Policy and to avoid all situations that might lead to a real or apparent material conflict of interest.

Confidentiality

Non-public information regarding the Company or its business, customers, suppliers and Associates is confidential. Associates are required only to use such confidential information for the intended business purpose of the Company. Associates may not share confidential information with anyone outside of the Company, including family and friends, or with other Associates of the Company who do not need the information to carry out their duties. Each Associate’s obligation to keep all information confidential continues even if their employment with the Company ends. The following is a non-exclusive list of confidential information:

1. material, non-public financial information regarding the Company or any of its subsidiaries or affiliates;

2. trade secrets, which include any business or technical information, such as a program, method, technique, compilation or information that is valuable because it is not generally known;
3. all rights to any invention or process developed by an employee using the Company's facilities or trade secrets, resulting from any work for the Company, or relating to the Company's business, is considered to be "work-for-hire" under the U.S. copyright laws and belongs to the Company; and,
4. proprietary information such as customer lists. All public and media communications involving the Company must have prior clearance by the Company's Director of Corporate Communications.

Gifts and Gratuities

In many industries and countries, gifts and entertainment are common practices used to strengthen business relationships. However, while such actions may be common, receiving or giving gifts, of greater than nominal value, as part of a working relationship with customers or suppliers may create a sense of obligation or create the appearance of impropriety. In order to avoid any such situations, the Company has adopted a Global Gifts and Gratuities Policy, attached hereto as Appendix B and incorporated into this Code by reference herein. Associates are expected to follow the established protocol provided in the Global Gifts and Gratuities Policy at all times and in all circumstances.

Financial Reporting

Associates are required to report timely all information in their possession that may be necessary to ensure that the Company's financial reports and disclosures, as filed with or submitted to the Securities and Exchange Commission or in other public communications are full, fair, and accurate.

Corporate Fraud

In order to facilitate the development of controls that will aid in the prevention and detection of fraud, the Company has established a Global Corporate Fraud Policy, attached hereto as Appendix C and incorporated into this Code by reference herein, which has been established to promote consistent organizational behavior and provide guidelines and assign responsibility for the development of controls and the conduct of investigations. The Global Corporate Fraud Policy applies to any detected or suspected fraudulent act involving Associates, stockholders, consultants, vendors, contractors, customers, outside agencies and/or any other party. The Company requires Associates to report any known or suspected fraudulent activity involving the Company or its Associates at all times and in all circumstances.

Insider Trading

It is both unethical and illegal to buy, sell, trade or otherwise participate in transactions involving the Company's securities while in possession of material information concerning the Company that has not been released to the general public, but which when released may have an impact on the market price of the Company's securities. It is also unethical and illegal to buy, sell, trade or otherwise participate in transactions involving the securities of any other company while in possession of similar non-public material information concerning such company. In an effort to take an active role in the prevention of insider trading violations by its Associates, the Company has created and adopted an Insider Trading Policy, attached hereto as Appendix D and incorporated in to this Code by reference herein, to provide guidelines to all Associates with respect to transactions in the Company's securities and to define the steps/actions required to comply with U.S. securities laws. The Insider Trading Policy applies to all transactions in the Company's securities.

Foreign Corrupt Practices Act

As an American corporation doing business globally, the Company and its Associates are required to abide by the terms and provisions of the U.S. Foreign Corrupt Practices Act (the “FCPA”), which makes it a crime for companies as well as their officers, directors, employees, and agents, to pay, promise, offer or authorize the payment of anything of value to a foreign official, foreign political party, officials of foreign political parties, candidates for foreign political office or officials of public international organizations for the purpose of obtaining or retaining business. In order to provide promote full compliance with the terms and conditions of the FCPA, the Company has adopted a Global Foreign Corrupt Practices Act Policy, attached hereto as Appendix E and incorporated into this Code by reference herein. All Associates are expected to know and comply with the Global Foreign Corrupt Practices Act Policy at all times and in all circumstances.

Outside Business Relationships

Prior to agreeing to act as a director, officer, consultant or advisor for any other business organization, all Associates of the Company are required to notify their immediate supervisor.

Fair Dealing

Each Associate of the Company shall undertake to deal fairly with the Company’s customers, suppliers, competitors and fellow Associates.

Zero Tolerance

The Company is committed to maintaining a work environment that is professional, respectful and free of violence, discrimination or harassment based on a person’s protected status, such as race, color, religion, national origin, gender, pregnancy, sexual orientation, age, disability, veteran status, or other characteristics protected by applicable law. As an essential part of this on-going commitment, the Company has adopted a Global Zero Tolerance Policy, attached hereto as Appendix F and incorporated into this Code by reference herein. The Global Zero Tolerance Policy identifies and describes the standard of conduct required of all Associates and sets forth the policies and standards by which the Company shall conduct business operations.

Reporting Violations

The Company maintains an open door policy at all levels of management to encourage Associates to report problems and concerns. All Associates are responsible for reporting misconduct, including actual or potential violations of laws, company policies, procedures and/or regulations. In order to facilitate the prompt reporting of any actual or potential violations, the Company has adopted a Global Reporting Violations Policy, attached hereto as Appendix G and incorporated into this Code by reference herein. Associates may report actual or potential violations to their respective HR representative, the Vice President of Human Resources, the Director of Internal Audit, the Chief Legal Officer, or through the Ethics Hotline.

Administration, Enforcement and Waiver of Code of Conduct

The Code of Conduct shall be administered and monitored by the Company’s senior management and any questions regarding the Code of Conduct should be directed to such individuals. Associates of the Company are expected to follow the Code of Conduct at all times. In rare circumstances, situations may arise in which a waiver may be appropriate. Waivers will be determined on a case-by-case basis by the Company’s senior management and by the Board of Directors. Any waiver for officers of the Company, and the grounds therefore, shall be disclosed to stockholders in accordance with applicable laws and

regulations. Failure to comply with the Code of Conduct may result in disciplinary action up to and including termination, depending on the nature and severity of the violation. In addition, any Associate who directs, approves or condones infractions, or has knowledge of them and does not promptly report and correct them, will be subject to disciplinary action up to and including termination.

Change Record:

| Rev. | Effective Date | Expiration Date | Corporate Sponsor | Functional Lead | Reason for revision. |
|----------|----------------|-----------------|-------------------|--|--------------------------|
| Original | 11/17/2008 | | CEO, President | Human Resources Manager | New policy |
| 001 | 10/15/2009 | | CEO, President | Vice President of Global Human Resources | Policy update |
| 002 | 6/20/2013 | | CEO, President | Vice President of Global Human Resources | Updated associate titles |
| 003 | 10/14/2015 | | CEO, President | SVP, Chief Human Resources Officer | Change "sex" to "gender" |

Appendix A

E24 - GL Global Conflict of Interest Policy

(Rev: Original)

Purpose:

This policy provides guidelines to insure that associates’ actions and decisions are made objectively and in the best interests of A. Schulman, Inc. and its subsidiaries (“Company”) as well as its shareholders.

Responsibilities:

Associates must be free from any undue influence of personal or outside business interests that may appear to or actually do, interfere with their working only in the best interests of the Company.

Associates must not place themselves in any situation where they have a direct or indirect interest or connection with outside business activities that relate to any of the Company’s businesses.

Associates must not compete with any of the Company’s businesses; they must not take for themselves a business opportunity that should belong to the Company; and they must not use the Company’s property, information or for personal gain.

Examples:

The following are examples of conflict of interest:

- Passing on or selling inside information, or acting on inside information to personally take advantage of a business opportunity or transaction offered to the Company or that the Company has developed.
- Diverting business away from the Company; using one’s position within the Company to prevent or hinder its ability to compete with others; or receiving a commission or otherwise profiting, on a Company transaction.

Questions:

Associates who have questions regarding a possible conflict of interest should discuss the situation either with their manager, the Chief Legal Officer or Vice President Global Human Resources

Change Record:

| Rev. | Effective Date | Expiration Date | Corporate Sponsor | Functional Lead | Reason for revision. |
|----------|-----------------|-----------------|-------------------------------------|--|----------------------|
| Original | January 1, 2009 | | Vice President, Chief Legal Officer | Vice President of Global Human Resources | New policy. |

Appendix B

E29 - GL Global Gifts and Gratuities Policy

(Rev: 002)

Purpose:

This policy provides guidelines to associates of A. Schulman, Inc. and its subsidiaries (“Company”) on the type of gifts associates are permitted to accept and under what circumstances.

General:

Receiving or giving gifts, of greater than nominal value, as part of an associate’s working relationship with members or suppliers may create a sense of obligation or favoritism.

A business courtesy, such as a gift or entertainment, should never be offered or accepted under circumstances that might create the appearance of impropriety.

Acceptance of Gifts:

Associates are not permitted to accept gifts, except those of nominal value, from any member, person or firm doing or seeking to do business with the Company.

Associates will not solicit anything of value in return for any business, service or confidential information of the Company.

For gifts to be acceptable, the following criteria must be met:

- It must be customary and not inappropriate to the recipient or anyone else.
- It must not pose a sense of obligation on anyone involved.
- It must not result in special treatment between the giver and recipient.
- It must not be extravagant or excessive.
- It must not be a gift of cash, which is absolutely prohibited.

If a Manager wishes to extend a gift certificate or a gift card to Associates as an incentive, the amount and date must be reported to the Payroll Department per individual for tax and record keeping purposes.

Nominal Value:

Nominal value is defined as having a value of less than \$50.

Examples include calendars, hats, logo pens, or infrequent entertainment (such as a restaurant meal) personally hosted by a vendor representative and held in conjunction with business discussions.

Procedure:

- Upon receipt of a gift, an associate must notify his/her supervisor.
- The supervisor should determine the approximate value of the gift, as well as its appropriateness, and then discuss the circumstances with his/her manager.
- If the gift is of the nature that it could be shared with other associates, (e.g. a fruit basket) the manager may decide that course of action.
- If the manager determines that it is inappropriate for the associate to keep the gift, it should be returned to the giver with a note of explanation with a copy of this policy.

- If any associate has a question, or doubt, about possible violations of this policy, he/she should bring those questions/concerns to the attention of the Chief Legal Office and/or the Global Vice President Human Resources for resolution.

Change Record:

| Rev. | Effective Date | Expiration Date | Corporate Sponsor | Functional Lead | Reason for revision. |
|----------|------------------|-----------------|-------------------|--|--|
| Original | January 1, 2009 | | K. Whiteman | K. Whiteman | New policy. |
| 001 | January 18, 2010 | | J. Gingo | K. Whiteman | Change in Functional Lead |
| 002 | March 12, 2013 | | CEO President | Vice President of Global Human Resources | Added Manager Responsibility to Report Gift Cards/Certificates to Payroll |

Appendix C

E25 - GL Global Corporate Anti-Fraud Policy

(Rev: 001)

Purpose:

The Corporate Anti-Fraud Policy ("Policy") is established to provide guidelines and assign responsibility for the development of controls that will aid in the prevention and detection of fraud against A. Schulman, Inc. and its subsidiaries ("Company"), and for the conduct of investigations.

Scope of Policy:

This policy applies to any detected or suspected fraudulent act involving associates, shareholders, consultants, vendors, contractors, customers, outside agencies doing business with the Company or its associates, and/or any other parties.

Any investigative activity required will be conducted without regard to the suspected wrongdoer's length of service, position/title, or relationship to the Company.

Reporting:

Any fraudulent act that is detected or suspected must be reported immediately to the Director of Internal Audit or Chief Legal Officer. Associates who wish to remain anonymous may report detected or suspected frauds through The Ethics Hotline (see [E30 - Global Reporting Violations and Non-Retaliation Policy](#)).

In accordance with the Sarbanes-Oxley Act, management must disclose to the Company's external auditors and the Audit Committee any fraud, whether or not material, that involves management or other associates who have a significant role in internal controls. If an investigation substantiates that fraudulent acts have occurred, the Internal Audit Department or Law Department will issue a report to management, the Audit Committee of the Board of Directors, and the external auditors, as appropriate.

Actions Constituting Fraud:

Fraud is defined as the intentional, false representation or concealment of a material fact for the purpose of inducing another to act upon such representations or concealment to his or her injury, and/or the inappropriate misallocation, misappropriation, and/or conversion of Company owned assets for personal benefit.

All associates should become familiar with the types of fraudulent acts that might occur within their areas of responsibility and be alert for any indication of irregularity. The terms fraud, defalcation, misappropriation, and other fiscal irregularities refer to, but are not limited to:

- Falsification or manipulation of accounting records;
- Misappropriation of funds, securities, supplies, inventories, or other assets;
- Impropriety in the handling or reporting of money or financial transactions;
- Profiteering as a result of inside knowledge of company activities;
- Any intentional, unauthorized disclosure of confidential and proprietary information to inside or outside parties;

- Accepting gifts of more than a nominal amount from contractors, vendors, or other persons providing goods, services, or materials to the Company in exchange for preferential consideration that adversely affects the Company's interest;
- Conflicts of interest (see Conflict of Interest Policy);
- Payment or receiving of bribes or kickbacks to or from government officials or others; □ Any unauthorized destruction or removal, or inappropriate use of records, furniture, fixtures, inventory, tools and equipment or other Company assets; and/or,
- Any similar or related irregularity.

If there is any question as to whether an action constitutes fraud, contact the Director of Internal Audit or Chief Legal Officer for guidance.

Investigation:

The Internal Audit Department has primary responsibility for the conduct of investigations of all detected or suspected fraudulent acts as defined in this Policy. The Director of Internal Audit shall meet regularly with the Chief Legal Officer to discuss the need for an investigation in a given situation, and the status of on-going investigations.

An associate who detects or suspects dishonest or fraudulent activity is not authorized to personally conduct investigations, interviews, or interrogations related to such fraudulent act. It is important that the person who detects or suspects that fraud has occurred not contact the suspected individual(s) in an effort to determine facts or demand restitution or discuss the case, facts, suspicions, or allegations with anyone unless specifically asked to do so by an associate from the Internal Audit Department or the Law Department.

All inquiries concerning the activity under investigation from the suspected individual, his or her attorney or representative, or any other inquirer, should be directed to the Director of Internal Audit or the Chief Legal Officer. Information concerning the status of an investigation will be communicated on a need to know basis, as determined by the Chief Legal Officer and Director of Internal Audit.

The Finance Department is responsible for notifying the fidelity insurance carrier within the notification period specified in the insurance policy to protect the Company's right to recover. The decision whether to file a fidelity insurance claim will be made by the Law Department and management.

Management is responsible for maintaining adequate internal controls for the prevention and detection of fraud, misappropriations and other irregularities. During the investigation and in the subsequent report, the Internal Audit Department will determine whether controls were properly designed to prevent fraud and will advise as to the effectiveness of existing controls. Management is responsible for implementing the Internal Audit Department's recommendations or other controls to correct deficiencies.

Disciplinary Actions:

Perpetrators of fraud will be disciplined up to, and including, termination and/or prosecution. All recommended actions by management shall be reviewed and approved by the Vice President Human Resources in consultation with the Chief Legal Officer prior to being implemented.

Change Record:

| Rev. | Effective Date | Expiration Date | Corporate Sponsor | Functional Lead | Reason for revision. |
|------|----------------|-----------------|-------------------|-----------------|----------------------|
|------|----------------|-----------------|-------------------|-----------------|----------------------|

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|----------|--------------------|--|--|-------------------------------------|--|
| Original | January 1, 2009 | | D. Minc | S. Walter | New policy. |
| 001 | April 30, 2010 | | Vice President, Chief Legal Officer | Vice President of Internal Audit | Change reporting information to reference E30 policy. |

Appendix D

E07 - GL Global Insider Trading Policy

(Rev: 004)

Purpose:

To define the steps and action required for associates of A. Schulman, Inc. and its subsidiaries (“Company”) to comply with United States securities laws. This Policy provides guidelines to associates (including officers, directors and other related individuals of the Company) with respect to transactions in the Company’s securities.

Scope:

This Policy applies to all transactions in the Company’s securities, including common stock, options for common stock and any other securities the Company may issue from time to time, which include, but are not limited to, preferred stock, warrants and convertible debt securities, as well as to derivative securities relating to the Company’s stock, whether or not issued by the Company, such as exchange-traded options. It applies to all officers of the Company, all members of the Company’s Board of Directors, and all employees of, and consultants and contractors to, the Company who receive or have access to material nonpublic information regarding the Company. This group of people, members of their immediate families, and members of their households are sometimes referred to in this Policy as "Insiders." This Policy also applies to any person who receives material nonpublic information from any Insider.

Responsibilities:

Every associate has the individual responsibility to comply with this Policy, regardless of whether the Company has a recommended Trading Window for that person or any Insiders of the Company. The guidelines set forth in this policy are guidelines only, and appropriate judgment should always be exercised in connection with any trade in the Company’s securities.

An Insider may, from time to time, have to forego a proposed transaction in the Company’s securities even if he or she planned to make the transaction before learning of the material nonpublic information and even though the Insider believes he or she may suffer an economic loss or forego anticipated profit by waiting.

The Insider Trading Compliance Officer is responsible for:

- Pre-clearing Restricted Individual and Section 16 transactions to ensure compliance with this policy and Insider Trading laws.
- Modifying this policy as required to comply with Insider Trading laws.
- Communicating this policy and accompanying procedure to all employees and directors. Overseeing the preparation and filing of Section 16 reports.
- Coordinating with the Board of Directors, the Company’s Secretary and legal counsel as required to comply with Company policy and statutory requirements.

Definitions:

Section 16 Individuals:

Certain directors and executive officers of the Company who are subject to the reporting and liability provisions of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations promulgated there under ("Section 16 Individuals").

Guidelines:

1. All reported potential improprieties must be reviewed, investigated and resolved in a timely manner.
2. The Company adequately and timely addresses findings and recommendations from regulators.

Related Documents:

[E07-PWW Insider Trading Procedure](#)

Change Record:

| Rev. | Effective Date | Expiration Date | Corporate Sponsor | Functional Lead | Reason for revision. |
|----------|-------------------|-----------------|-------------------|---|---|
| Original | November 14, 2004 | | R. Stefanko | G. Elek | New policy. |
| 001 | May 18, 2006 | | P. DeSantis | M. McMillan | Changed Corporate Sponsor and Functional Lead |
| 002 | August 20, 2008 | | P. DeSantis | M. McMillan | Modification of format and some minor word updating |
| 003 | January 1, 2009 | | CEO President | Vice President, Chief Legal Officer | Modification of format and some minor word updating |
| 004 | June 2, 2014 | | CEO President | Vice President, Chief Legal Officer | Added references to Insider Trading Procedure |

Appendix E

E26 - GL Global Foreign Corrupt Practices Act Policy

(Rev: 002)

Purpose:

This policy describes for associates of A. Schulman, Inc. and its subsidiaries (“Company”) the provisions of the Foreign Corrupt Practices Act and what is required to comply with the law. Similar legislation is in force in most countries outside the U.S. through the OECD Anti-Bribery Convention or national laws. This policy also applies to Schulman and its subsidiaries and affiliates outside the United States. The Company’s policy is very restrictive and it is important to note that violation exposes the Company to considerable fines, civil claims, reputational damage and individuals involved to prison sentences. No violation of the FCPA will be tolerated, even if no crime under the FCPA is charged or proved. Even if payments are legal or customary in the foreign country, they may well violate the FCPA or similar laws. Thus they will be considered violations of Company policy.

Policy:

The Foreign Corrupt Practices Act (“FCPA”) makes it a crime under U.S. law to make (or offer to make) a payment or give (or offer to give) anything of value to officials, employees and agents of foreign governments for the purpose of obtaining or retaining business for or with, or directing business to, any person, or securing any improper advantage. Also, the FCPA requires that payment to a government official, whether such payment might otherwise be regarded as proper or improper, be recorded in a correct and transparent fashion on the books and records of the Company. It is the Company’s policy to comply fully with the FCPA.

The prohibition extends to payments to any public official, regardless of rank or position; any employees of state-owned commercial enterprises; any members of the armed forces; any officer, employee or person acting in an official capacity of a foreign government organization, department or agency; a foreign political party or party official; or any other candidate for foreign political office. All are referred to as a “government official.”

The Company will give up any business opportunity which can be won only by giving improper or illegal payments, bribes, gifts, rebates, kickbacks, commissions, consulting or other service fees, special discounts, certain entertainment, other transfers of money or any other form of value or similar inducements and where it is known, or reasonably suspected, that any part of the payment or transfer will go to reward a government official to obtain or retain business, to make a favorable decision, or to secure an improper advantage.

Such payments are equally illegal when made through any intermediary or consultant, rather than directly by the Company. Any independent agent, commission agent, sales consultant or a similar representative (including a consultant to whom we will pay a success fee, when that consultant must deal with third parties) that is retained with respect to any business outside the U.S., including U.S. exports must comply with this policy.

It is important to observe the following general rules when you deal with international business and especially with foreign governments:

- Never give anything of value to someone to influence a decision, to obtain or retain business, or to secure an improper advantage for the company.
- Never do a “favor” such as providing an altered invoice, or sending payments somewhere different from what the contract directs, or make an accommodation payment to anyone with whom Schulman does business.

Gifts to Officials of Governments Other Than the United States (Facilitating Payments):

The Company’s policy regarding improper payments does not prohibit the giving of, and there may be occasions when it is appropriate to give, gifts of nominal value to officials of governments other than the United States to facilitate or expedite performance of a routine government action. Examples of what is generally authorized by the statute are, but not limited to, obtaining permits, licenses, or other official documents; processing governmental papers, such as visas and work orders; providing police protection, mail pick-up and delivery; providing phone service, power and water supply, loading and unloading cargo, or protecting perishable products. These payments are permissible provided all of the following conditions are met:

- The value of the gift may not exceed U.S. \$50 without the approval of an officer of Schulman, U.S. at or above the level of a vice president.
- The gift is not inconsistent with governmental policy or any other local law or regulation.
- The gift is customary under the circumstances and would not embarrass either Schulman or the recipient.
- The gift is provided in connection with a recognized gift-giving holiday or other special occasion or for promotional purposes rather than to get Schulman special treatment.
- The gift is not a bribe or payoff and is not given to secure any improper advantage.

The gift is recorded promptly, fully and accurately on the Company’s financial books and records. If associates have questions about whether a payment falls within the exception, you should consult the Chief Legal Officer.

Penalties:

No violation of the FCPA will be tolerated, even if no crime under the FCPA is charged or proved. Even if payments are legal or customary in the foreign country, they may well violate the FCPA or similar laws. Thus they will be considered violations of Company policy. Any associate who violates this policy is subject to disciplinary action, up to and including termination of employment.

Criminal penalties may be imposed for violations of the FCPA’s anti-bribery provisions. Corporations and other business entities may be subject to a fine. Individuals (officers, directors, stockholders, associates, and agents) may be subject to imprisonment as well as a fine. Fines imposed on individuals may not be paid by their employer or principal.

Related Documents:

[E26-PWW Anti-Corruption Procedure When Engaging Agents, Distributor and Other Third Parties](#)

Change Record:

| Rev. | Effective Date | Expiration Date | Corporate Sponsor | Functional Lead | Reason for revision. |
|------|----------------|-----------------|-------------------|-----------------|----------------------|
|------|----------------|-----------------|-------------------|-----------------|----------------------|

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|----------|-----------------|--|--|----------------------------------|---|
| Original | January 1, 2009 | | D. Minc | S. Walter | New policy. |
| 001 | April 30, 2010 | | Vice President, Chief Legal Officer | Vice President Internal Audit | Added reference to OECD. |
| 002 | June 30, 2014 | | Vice President, Chief Legal Officer | Vice President Internal Audit | Added related document – Anti-corruption procedure |

Appendix F

H18 - GL Global Zero Tolerance Policy

(Rev: 003)

Purpose:

This policy describes the commitment of A. Schulman, Inc. and its subsidiaries (“Company”) to zero tolerance by maintaining a work environment that is professional, respectful and free of violence, discrimination or harassment based on a person's protected status such as **gender sex**, race, age, color, religion, disability, national origin, or sexual orientation.

Zero Tolerance:

Zero Tolerance refers to a standard of conduct. The forms of discrimination, harassment, or violence described herein are not acceptable conduct at the Company. The Company has zero tolerance for them and will take action on all reports. No incident will be ignored. Individual policies regarding discrimination and harassment may be issued to supplement this Zero Tolerance Policy.

Zero Tolerance is not a system of penalties and does not mean that every violation will necessarily result in termination, although certain violations may result in immediate discharge. The responsibility is on management to ensure that penalties (e.g., discipline, correction action, etc.) are not imposed arbitrarily, but are consistent, proportionate, and lawful.

These policies apply to the workplace as well as other settings in which associates may find themselves in connection with their employment. While these policies apply primarily to associates, where appropriate these policies also apply to non-associates, including applicants, contract or temporary worker, guests, customers, vendor, and consultants.

While all of the conduct described below may not be illegal in every case, it is against Company policy. The Company will investigate and take appropriate action on any reports of such conduct.

Discrimination:

The Company shall recruit, hire, train, compensate, promote, and provide other conditions of employment without regard to an individual's race, color, religion, national origin, **gender sex** (including pregnancy), sexual orientation, age, disability, veteran status, or other characteristics protected by applicable law. The Company will use merit, performance, qualifications (for example, education, experience, competencies, etc.) and other job-related criteria as the sole basis for all employment-related decisions affecting associates and applicants. Any form of illegal employment discrimination is prohibited under this policy.

The Company will take affirmative actions to increase opportunities in employment for women, minorities, the disabled and certain veterans.

Harassment:

The Company prohibits harassment, or singling individuals/ groups out for abuse or ridicule, based on race, color, religion, national origin, **gender sex** (including pregnancy), sexual orientation, age, disability, veteran status, or other characteristics protected by applicable law. Inappropriate behavior or material

includes offensive name-calling, slurs, taunting, epithets, graffiti, jokes, posters, calendars, e-mails, internet sites, or other actions deemed inappropriate by the Company. It includes conduct that is unwelcome and unwanted, and has the purpose or effect of creating an intimidating, hostile, or offensive working environment.

Unwanted sexual advances, requests for sexual favors, and visual, verbal, and physical conduct of a sexual nature is prohibited under this policy, including:

- Offering employment benefits in exchange for sexual favors.
- Making or threatening reprisals after a negative response to sexual advances.
- Visual conduct, such as leering, making sexual gestures, or displaying sexually suggestive objects, pictures, cartoons, or posters.
- Verbal conduct, such as making or using derogatory sexual comments, epithets, slurs, or jokes, graphic verbal commentaries about an individual's body, sexual comments on or inquiries into one's sex life or sexual activities, or obscene letters, e-mails, graffiti, or notes.
- Physical conduct, such as impeding or blocking movements, touching, groping, or assaulting.

It should never be stated or implied that an individual's submission to or rejection of requests for dates or sexual favors will have any effect on the individual's employment, assignment, compensation, advancement, or any other condition of employment.

If an associate is not sure if something that may be said or done violates this policy, it probably shouldn't be said or done. If an associate wouldn't want a close family member exposed to it, it's probably something that shouldn't be occurring in the workplace.

Violence:

Schulman has long been committed to providing a safe work environment for its associates. While existing Company policies, benefit programs, and work rules clearly support the Company's commitment to a safe workplace, this policy reaffirms the Company's position of zero tolerance for any form of workplace violence.

Following are some examples of prohibited violent or disruptive conduct, whether at the workplace or arising out of a business or personal relationship that may constitute workplace violence:

- Fighting or engaging in any violent physical contact such as shoving, kicking, or slapping.
- Stalking, harassing, threatening, or intimidating others with physical violence.
- Possession or use of firearms, ammunition, explosives, or other weapons, or use of any knife, tool, or other object as a weapon, on company property. (This prohibition does not include the authorized possession and appropriate use of fire arms and ammunition by Company security forces.)
- Engaging in activity that causes damage to property of the Company or of an associate, or engaging in acts of sabotage or vandalism.
- Any other similar act, or threatened act, or aggression involving physical force or intimidating, menacing, or frightening behavior.

Recognizing situations that could present the potential for violence can be a first step in preventing an incident of workplace violence. Following are some examples of "warning signs" that could reflect an

increased possibility of violence that may allow associates or others to notify the Company so that it can consider taking preventative intervention:

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|---|---|
| Threatening statements to kill or do harm to self or to others. | Intimidating behavior. Blaming others for everything that goes wrong. |
| A preoccupation with violence. References to other incidents of workplace violence. | |
| History of violent, reckless, or antisocial behavior. | Preoccupation with weapons. |
| Recent marked performance decline. | Changes in personality. Decline in personal grooming. |
| Major changes in mood or behavior. Bizarre thoughts or paranoid behavior. Fantasies with self-centered outcomes. Severe depression. | Obsessions. Desire to hurt a specific person or group. Preoccupation with a notoriously violent incident. |
| Serious stress in personal life. Financial problems or bankruptcy. Loss of or problem with job, marriage, or loved one. | Substance abuse (drugs or alcohol). |

Reporting a Concern:

All associates are responsible for assisting the Company in maintaining a work environment free from discrimination, harassment, and violence. It is every associate’s responsibility to promptly report any concerns or incidents to which the associate is subject, or witnesses, or becomes aware. Reports can be made using any of the following resources:

- The associate’s supervisor, plant manager/department head or human resource representative.
- The Company’s Vice President of Global Human Resources (330-668-7370)
- The Chief Legal Officer (330-668-7345)
- The Ethics “Hotline” (Refer to [E30-GL Global Reporting Violations & Non-Retaliation Policy](#))

Company Response:

Reports of potential zero tolerance violations or concerns will be promptly and fairly investigated. The Company will maintain confidentiality during the investigation to the maximum extent possible under the circumstances. While each investigation will vary depending on the circumstances, interviews will typically be conducted with the person making the report, the individuals involved, and potential witnesses. The Company's response will be the same for anonymous reports, but may be limited in some cases where incomplete information is provided. Where a violation has been substantiated, the Company will act promptly to eliminate the conduct and impose appropriate corrective action. Depending on the circumstances, the Company may take disciplinary action, ranging from verbal counseling to immediate termination of employment. Other corrective actions may include a negative notation on a performance

evaluation, loss of pay, job transfer, counseling or training, or any other penalty or action the Company deems appropriate.

For violations involving non-associates such as contract workers, guests, customers, vendors, and consultants-the Company reserves the right to terminate any contract or other legal relationship with the offending third party, or deny that third party continued access to Company premises.

Protection against Retaliation:

The Company prohibits any form of actual or attempted retaliation against any person for making a report in good faith about a potential zero tolerance violation or concern, or for assisting in any investigation. Individuals should use the procedure described in this document to report any suspected coercion, intimidation, threats, or retaliation.

Change Record:

| Rev. | Effective Date | Expiration Date | Corporate Sponsor | Functional Lead | Reason for revision. |
|----------|------------------|-----------------|-------------------|--|---|
| Original | January 1, 2009 | | C. Fontenot | C. Fontenot | Initial. |
| 001 | October 5, 2009 | | K. Whiteman | K. Whiteman | Change in Functional Lead. |
| 002 | January 18, 2010 | | J. Gingo | K. Whiteman | Correction of Corporate Sponsor and Functional Lead |
| 003 | April 29, 2010 | | CEO President | Vice President of Global Human Resources | Remove Ethicspoint details and list referral only. |
| 004 | October 14, 2015 | | CEO President | SVP, Chief Human Resources Officer | Change "sex" to "gender" |

Appendix G

E30 - GL Global Reporting Violations & Non-Retaliation Policy

(Rev: 004)

Purpose:

A. Schulman, Inc., and its subsidiaries (“Company”) maintain an open door policy at all levels of management to encourage associates to report problems and concerns. The Company is committed to maintaining a culture that promotes the prevention, detection and resolution of instances of conduct that violate Company policies or are dishonest or illegal.

In addition to the associate’s manager, associates may report violations to the local HR representative, Vice President of Global Human Resources, the Director of Internal Audit and the Chief Legal Officer or through the Ethics Hotline. When using the Ethics Hotline the report may be made anonymously or associates may provide their name. This policy outlines associate responsibilities for reporting actual or potential violations as well as instructions on how to use the “hotline”.

Responsibilities:

All associates are responsible for reporting misconduct, including actual or potential violations of policies or a concern of illegal or dishonest fraudulent activities. Associates also have the responsibility to cooperate fully in the Company’s investigation of any possible violation.

All reports of perceived, actual or potential violations will be promptly and fairly investigated by the Company. The Company will maintain confidentiality during the investigation to the maximum extent possible under the circumstances.

Retaliation against associates who raise reasonable concerns will not be tolerated. Retaliation against any associate is cause for appropriate disciplinary action, up to and including termination of employment.

Where a violation has been substantiated, the Company will act promptly to eliminate the conduct and impose corrective action up to and including termination of employment where warranted.

Associates who file reports or provide evidence which they know to be false or without a reasonable belief in the truth and accuracy of such information will be subject to disciplinary action, up to and including termination of their employment.

Reporting Using the “Hotline”:

Associates may report any actual or suspected violations of laws, company policies, procedures and/or regulations by using the Company’s Ethics “Hotline” where associates have a choice of providing their names or reporting anonymously. The hotline is operated by Ethicspoint, an independent third party service that the Company has contracted for this purpose. Associates have a choice of accessing Ethicspoint via the web to report electronically or calling toll free. The choice is the associate’s. The reporting process is outlined below.

Ethicspoint is web-based and the internet is the primary method for reporting. The phone allows reporting for those without internet access or for those who prefer to talk to someone. The investigation or resolution process is the same regardless of whether the issue is reported via internet or phone.

Once an associate logs onto www.ethicspoint.com he/she will be prompted to enter the Company's name. Once he/she types "Schulman" and presses enter, "A. Schulman Inc.", without a comma, will appear. Once that screen is selected the associate will be taken directly to the customized Schulman page which includes a link to the Schulman Code of Conduct.

The customized page contains a number of options that can be selected, depending on the reason the associate is reporting. The associate must follow the prompts and complete all the required information remembering to write down his/her user ID and password. That will allow the associate access to the system again to check on the status of his/her report or answer any follow-up questions.

Contact Information:

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|--|--|
| Director of Internal Audit Direct Dial: 330-668-7289 E-mail: stacy_walter@us.aschulman.com | Chief Legal Officer Direct Dial: 330-668-7345 E-mail: david_minc@us.aschulman.com |
| The Ethics Hotline: See below for detailed instructions | Vice President, Global Human Resources Direct Dial: 330-668-7370 E-mail: kim_whiteman@us.aschulman.com |
| Access via the Web: www.ethicspoint.com (preferred method) | |
| Access via telephone: United States, Canada & Puerto Rico | Number to Dial 1-866-ETHICSP (384-4277) |

International Toll-Free Numbers:

| | |
|----------------------|------------------|
| Argentina | 0-800-444-8084 |
| Australia | 1-800-339276 |
| Austria | 0800-291870 |
| Belgium | 0800-77004 |
| Brazil | 0800-8911667 |
| China (Northern) * * | 10-800-712-1239 |
| China (Southern) ** | 10-800-120-1239 |
| Czech Republic | 800-142-550 |
| France | 0800-902500 |
| Germany | 0800-1016582 |
| Hungary | 06-800-17199 |
| Indonesia | 001-803-011-3570 |

| | |
|----------------|------------------------------------|
| Italy | 800-786907 |
| Korea | 00798-14-800-6599 |
| Luxembourg*** | See calling card instruction below |
| Malaysia | 1-800-80-8641 |
| Mexico/M1 | 001-866-737-6850 |
| Mexico/M2 | 001-866-737 -6850 |
| Mexico/M3 | 001-866-737 -6850 |
| Mexico/M4 | 001-866-737-6850 |
| Mexico/M5 | 001-866-737-6850 |
| Mexico (NEW) | 001-800-840- 7907 |
| Netherlands | 0800-0226174 |
| Poland | 0-0-800-1211571 |
| Slovakia | 0800-001-544 |
| Spain | 900-991498 |
| Sweden | 020-79-8729 |
| Switzerland | 0800-562907 |
| Turkey | 0811-288-0001 x866-384-4277 |
| United Kingdom | 08-000328483 |

**Northern China includes: Beijing, Tianjin, Heilongjiang, Jilin, Liaoning, Shandong, Shanxi, Hubei, Henan, and Inner Mongolia

**Southern China Includes: Shanghai, Jiangsu, Zhejiang, Anhui, Fujian, Jiangxi, Hubei, Hunan, Guangdong, Guangxi, Hainan, Chingqing, Sichuan, Yunnan, Tibet Autonomous Region, Shaanxi, Gansu, Qinghai, Ningxia, Xinjiang and Autonomous Region.

***Luxembourg must access via a calling card. Please follow these instructions:

1. Dial the AT&T Access Number: 800-201-11
2. The AT&T operator or voice prompt will ask for the number you wish to reach.
3. Enter the Area Code + 7 digit number: 971-250-0079.
4. After the tone, enter the 14 digit Card Number: 887 131 6207 4989
5. If the associate is asked for the PIN number, use 4989 (the last 4 digits of the card number)

Change Record:

| Rev. | Effective Date | Expiration Date | Corporate Sponsor | Functional Lead | Reason for revision. |
|----------|------------------|-----------------|-------------------|-----------------|-----------------------------|
| Original | January 1, 2009 | | K. Whiteman | K. Whiteman | New policy. |
| 001 | January 18, 2010 | | J. Gingo | K. Whiteman | Change in Corporate Sponsor |
| 002 | April 14, 2010 | | J. Gingo | K. Whiteman | Incorporation of Policy E31 |

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|-----|-----------------|--|----------|--|--|
| 003 | August 16, 2011 | | J. Gingo | K. Whiteman | Added contact instructions for Argentina |
| 004 | March 12, 2013 | | CEO | Vice President of Global Human Resources | Country Options Added for EthicsPoint. |