

MYERS INDUSTRIES, INC.  
COMPENSATION AND MANAGEMENT DEVELOPMENT  
COMMITTEE CHARTER

*Last Amended and Restated April 28, 2020*

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**A. Purpose.** The primary purposes of the Compensation Committee (the “Committee”) are: (i) to discharge the responsibilities of the Board of Directors (“Board”) in respect of compensation of the Company’s Chief Executive Officer (“CEO”), other executive officers, and members of senior management who report directly to the CEO (“Senior Management”); (ii) to produce the Committee’s annual report on executive compensation for inclusion in the Company’s proxy statement; (iii) to periodically review and recommend the compensation for non-employee directors; and (iv) to assess and consider the performance evaluation of the CEO conducted by the Board as coordinated by its Chairman.

**B. Organization.**

The Committee shall consist of three or more directors, each of whom shall satisfy the applicable independence requirements of the New York Stock Exchange and any other regulatory requirements.

Committee members shall be recommended by the Corporate Governance and Nominating Committee and appointed by the Board; each member shall serve until the earliest of (i) his or her removal by the Board or (ii) his or her successor having been duly appointed. The Committee’s chair shall be designated by the full Board or, if it does not do so, the Committee members shall elect a chair by vote of a majority of the full Committee.

The Committee may form and delegate authority to subcommittees when appropriate.

**C. Structure and Meetings.** The Committee shall hold regular meetings as it may deem necessary and such special meetings as may be called by the chair of the Committee. The Committee may permit attendance at meetings by management as the Committee may determine appropriate or advisable from time to time. The Committee shall meet in executive or private session as needed to discuss any matters that the Committee believes should be discussed privately. The Committee shall report regularly to the Board on matters within the Committee’s responsibilities, and shall maintain minutes of all its meetings. The Committee may also act through unanimous written consent.

The chair of the Committee will preside at each meeting of the Committee and its executive and private sessions. In the event the chair is not present, the members of the Committee present at the meeting shall designate one of its members as the acting chair of such meeting.

**D. Duties and Responsibilities.** The Committee shall have the power and authority of the Board to perform the following duties and to fulfill the following responsibilities:

- (1) Periodically review and establish the Company's overall compensation philosophy and strategy, including base salary, cash and equity-based incentive awards, and other compensation and benefit programs, to assure that it promotes stockholder interests, supports the Company's strategic objectives, and provides competitive compensation opportunities for the Company's CEO, other executive officers, other members of Senior Management, and employees;
- (2) Annually review and approve the factors to be considered in determining the compensation of the CEO, and review the Board's evaluation of the performance of the CEO in light of these factors. Based on this evaluation, including an evaluation of the Company's performance, determine the annual base compensation of the CEO;
- (3) Annually review and approve the annual base compensation of the other executive officers and other members of Senior Management, taking into consideration the recommendations of the CEO based on the CEO's evaluation of the performance of the other executive officers;
- (4) Annually review and approve corporate performance goals and objectives relevant to the compensation of the CEO, other executive officers, and other members of Senior Management, including the performance goals and objectives for the purposes of payments and awards under the annual and long-term incentive compensation plans;
- (5) Review and discuss with management the Compensation Discussion and Analysis (the "CD&A") required to be included in or incorporated by reference into the Company's proxy statement and/or Annual Report on Form 10-K, in accordance with applicable rules and regulations and, based on such review and discussion, determine whether to recommend to the Board that the CD&A be included in or incorporated by reference into the Company's proxy statement and/or Annual Report on Form 10-K;
- (6) Produce the annual report of the Committee on executive compensation in accordance with applicable rules and regulations for inclusion in the Company's proxy statement;

- (7) Make recommendations to the Board with respect to compensation plans, and review and approve the granting of equity-based incentive awards to the Company's CEO, other executive officers, Senior Management, and other employees;
- (8) Review and recommend to the Board non-employee director compensation levels and practices;
- (9) Review, monitor, and approve Stock Ownership Guidelines for the non-employee directors, CEO, other executive officers, and other members of Senior Management;
- (10) Review and approve policies and procedures relating to benefits and perquisites for the CEO, other executive officers, and other members of Senior Management;
- (11) Approve and periodically review compensation and employment arrangements with the CEO, other executive officers, and other members of Senior Management, including employment and severance agreements, plans and policies;
- (12) Review and evaluate the Company's compensation policies and practices and the relationship among risk, risk management and compensation to ensure that: (a) incentive compensation practices appropriately balance risk and financial results; (b) incentives do not encourage unnecessary and excessive risk taking, or expose the Company to imprudent risks; (c) the incentive programs are compatible with effective controls and risk management and are supported by strong corporate governance; and (d) the compensation policies are not likely to have a material adverse effect on the Company or lead to a material financial loss at the Company or any of the Company's subsidiaries;
- (13) Oversee regulatory compliance with respect to compensation matters in consultation with the CEO and the other officers of the Company;
- (14) Oversee shareholder communications on executive compensation matters, including shareholder advisory votes on executive compensation (i.e., Say-on-Pay and Say-on-Pay-Frequency), and assess the results of shareholder advisory votes on executive compensation;
- (15) Oversee the Company's leadership development programs and executive long-term and emergency succession planning including, in connection with the Board, CEO succession planning. Make recommendations to the Board relating to the election of the Company's executive officers.

- (16) Annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval; and
- (17) Perform any other activities consistent with this Charter, the Company's Code of Regulations, the Rules and Regulations of the New York Stock Exchange, and governing law as the Committee deems appropriate.

**E. Performance Evaluation.** The Committee, through the guidance of the Corporate Governance and Nominating Committee, shall conduct an annual self-evaluation of the Committee performance.

**F. Committee Resources.** The Committee shall have the authority to obtain information from the officers of the Company, as well as the sole authority to retain and terminate advisors related to compensation consultants, legal, accounting and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the compensation committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

The compensation consultant(s), outside counsel and any other advisors retained by, or providing advice to, the Committee (other than the Company's in-house counsel) shall be independent as determined in the discretion of the Committee after considering the factors specified in Section 303A.05 of the NYSE Listed Company Manual. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to

- consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees, or
- providing information that is either not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

**G. Disclosure of Charter.** This Charter will be made available on the Company's website and will be published in such a manner as required by applicable rules and regulations.

## Charter History

Description	Date
Adopted	September 19, 2002
Amended and Restated for Administrative Changes	April 25, 2006
Further Amended & Restated	October 21, 2010
Further Amended & Restated	July 26, 2012
Further Amended & Restated	October 26, 2012
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