



Insider Trading Policy & Procedure

I. GENERAL

Purpose: Based on United States securities laws, it is illegal for any person, either personally or on behalf of others, to trade in securities on the basis of material nonpublic information. It is also illegal to communicate (or “tip”) material nonpublic information to others who may trade in securities on the basis of that information. These illegal activities are commonly referred to as “insider trading”. The purpose behind this Insider Trading Policy & Procedure (“Policy”) is to define the steps/action required for employees (including officers, directors and other related individuals) of Myers Industries, Inc. and its subsidiaries (the “Company”) to comply with United States securities laws.

Scope: This Policy applies to all transactions in the Company’s securities, including its common stock without par value (“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 Covered Persons, as defined below, 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.

This Policy and the guidelines described herein also apply to material nonpublic information relating to other companies, including the Company’s customers, vendors or suppliers (“Business Partners”), when that information is obtained in the course of employment with, or other services performed on behalf of, the Company. Civil and criminal penalties and termination of employment may result from trading on inside information regarding the Company’s business partners. All employees should treat material nonpublic information about the Company’s Business Partners with the same care required with respect to information related directly to the Company.

Ownership & Responsibilities: Every Covered Person has the individual responsibility to comply with this Insider Trading Policy and Procedure, 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.

Definitions:

<u>Covered Persons</u>	All directors, officers, and employees of the Company and certain consultants, contractors and agents who may have access to material non-public information in the course of their activities for the Company.
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<u>Section 16 Individuals</u>	The Company has identified 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 “ <u>Exchange Act</u> ”), and the rules and regulations promulgated thereunder. Such Section 16 Individuals may be changed from time to time as appropriate to reflect the election of new executive officers or directors, any change in function of current executive officers and the resignation or departure of current executive officers and directors.
<u>Restricted Individuals</u>	The Company has identified certain directors, officers and other employees who, together with the Section 16 Individuals, will be subject to the pre-clearance procedure described below because such persons have, or are likely to have, regular access to material nonpublic information. Such Restricted Individuals may be changed from time to time. Under special circumstances, certain persons not then identified as Restricted Individuals may come to have access to material nonpublic information for a period of time. During such period, such persons will be subject to the pre-clearance procedure described below. You will be notified if you are or become a Restricted Individual.
<u>Material Nonpublic Information</u>	<p>It is not possible to define all categories of material information. However, information should be regarded as material if there is a reasonable likelihood that it would be considered important to an investor in making an investment decision regarding whether to purchase, hold or sell the Company's securities. It also includes any information that reasonably could affect the price of the Company's securities.</p> <p>While it may be difficult under this standard to determine whether particular information is material, there are various categories of information that are particularly sensitive and, as a general rule, should always be considered material. Examples of such information include, but are not limited to:</p> <ol style="list-style-type: none"> 1. annual and quarterly earnings results that have not been announced; 2. significant changes in operating data that could impact future earnings; 3. projections of future earnings or losses; 4. changes in the Company’s dividend policy; 5. stock splits; 6. changes in management; 7. offerings of securities by the Company; 8. news of pending or proposed acquisitions or joint ventures; 9. news of the disposition of a subsidiary; 10. impending bankruptcy or financial liquidity problems; 11. gain or loss of a substantial customer or supplier; 12. significant pricing changes; 13. new product or service announcements of a significant nature;

	<p>14. significant litigation exposure due to actual or threatened litigation; and</p> <p>15. positive or negative information may be material.</p> <p>If your purchase or sale of the Company's securities is scrutinized, judgments concerning the materiality of information will be reviewed after the fact. Consider carefully how regulators and others would view your transactions with the benefit of hindsight.</p>
<u>Nonpublic Information</u>	<p>Nonpublic information is information that has not been previously disclosed to the general public and is otherwise not available to the general public. Information is deemed public when it has been announced by the Company and the public has had sufficient time to receive and act upon it.</p>
<p><i>If you have any questions regarding whether information is material or nonpublic, please contact the Chief Legal Officer.</i></p>	

Our Policy:

General Policy. It is the Company's policy to prohibit the unauthorized disclosure of any nonpublic information acquired in the work-place and the misuse of material nonpublic information in securities trading.

Specific Policies.

1. Trading on Material Nonpublic Information. No director, officer or employee of, or consultant or contractor to, the Company (regardless of whether then designated a Restricted Individual or a Section 16 Individual), and no member of the immediate family or household of any such person, shall engage in any transaction involving a purchase or sale of the Company's securities including any offer to purchase or offer to sell, during any period commencing with the date that he or she possesses material nonpublic information concerning the Company, and ending at the close of business on the first Trading Day following the date of public disclosure of that information, or at such time as such nonpublic information is no longer material. As used herein, the term "Trading Day" means a day on which national stock exchanges and New York Stock Exchange ("NYSE") is open for trading.
2. Tipping. No director, officer or employee of, or consultant or contractor to, the Company (regardless of whether then designated a Restricted Individual or a Section 16 Individual), and no member of the immediate family or household of any such person, shall disclose ("tip") material nonpublic information to any other person (including family members) where such information may be used by such person to his or her profit by trading in the securities of the company(ies) to which such information relates, nor shall such Insider make recommendations or express opinions on the basis of material nonpublic information as to trading in the Company's securities.
3. Chat Room, Discussion boards, and Other Public Forums. Directors, officers and employees are strictly prohibited from using such medium or similar medium to communicate about the Company.

4. Confidentiality of Nonpublic Information. Nonpublic information relating to the Company is the property of the Company and the unauthorized disclosure of such information is forbidden.
5. Times When Trading Is Prohibited.
 - a. Blackout Periods. Compliance with this section by Section 16 Individuals is mandatory, and for certain individuals within the finance and investor relations departments, for those times when they are aware of quarterly or annual earnings prior to announcements, or other material events. The Company may from time to time establish periods of time (“Blackout Periods”) during which trading is prohibited due to the availability, or the possible appearance of the availability, of material nonpublic information.
 - b. Quarterly Blackout Periods. You may not trade in Myers securities during the period beginning 14 calendar days prior to the end of the quarter and ending the second trading day following the release of the Company’s earnings for that quarter or year-end as the case may be (provided, however, that if the Company’s Annual Report on Form 10-K is filed on a date later than the year-end earnings release, the period shall end on the second trading day following the filing of such Annual Report).
 - c. Event-Specific Blackouts. You may be notified that you should not trade in Myers securities, without being provided the reason for the restriction. The existence of an event-specific trading restriction period or the extension of a Blackout Period may not be announced to the Company as a whole, and should not be communicated to any other person. Even if you have not been notified that you should not trade due to an event-specific restriction, you should not trade while aware of material nonpublic information. You should anticipate trading will be blacked out while Myers is in the process of assembling the information to be released and until the information has been released and fully absorbed by the market, generally 2 trading days following the release.

The above blackout periods do not apply to transactions under a pre-existing written plan, contract, instruction, or arrangement under Rule 10b5-1 of the Securities Exchange Act of 1934 that (i) has been approved in advance by the Board of Directors of Myers; (ii) was entered into in good faith by the Covered Person at a time when the Covered Person was not in possession of material non-public information about Myers; and (iii) either (a) gives a third party the discretionary authority to execute such purchases and sales, outside the control of the Covered Person, so long as such third party does not possess any material non-public information about Myers, or (b) explicitly specifies the security or securities to be purchased or sold, the number of shares, the prices and/or dates of transactions, or other formula(s) describing such transactions.

6. Prohibited Transactions. It is inappropriate for directors, officers or employees of the Company, including Restricted Individuals and Section 16 Individuals, to engage in short-term or speculative transactions in the Company’s securities. Directors, officers and employees of the Company, including Restricted Individuals and Section 16 Individuals, may not:
 - a. pledge Company securities,
 - b. purchase Company securities on margin, hold Company securities in a margin account, or engage in short sales (directors and certain officers may be prohibited from engaging in these transactions under federal law),

- c. purchase or use, directly or indirectly through family members or other persons or entities, financial instruments (including prepaid variable forward contracts, equity swaps, collars, and exchange funds) that are designed to hedge or offset any decrease in the market value of Company securities, or
- d. if trading of options in Company securities is commenced, buying or selling puts or calls.

7. Exempted Transactions.

- a. For the purpose of this Policy, the Company considers that the exercise of stock options under the Company's stock option plans, and/or the distribution of restricted shares under the Company's equity incentive plan are exempt from this Policy, since the other party to the transaction is the Company itself and the price does not vary with the market but is fixed by the terms of the option agreement, the plan or the program. This Policy does apply, however, to market sales of such option shares and restricted shares.
- b. Exception for Approved 10b5-1 Plans. Trades in the Company's securities by covered persons, including Restricted Individuals and Section 16 Individuals, that are executed pursuant to an approved Rule 10b5-1 plan are not subject to the prohibition on trading on the basis of material nonpublic information to the restrictions relating to pre-clearance procedures and blackout periods contained in the Insider Trading Policy and these Procedures. Rule 10b5-1 provides an affirmative defense from insider trading liability under the federal securities laws for trading plans that meet certain requirements. In general, a 10b5-1 plan must be entered into before you are aware of material nonpublic information. Once the plan is adopted, you must not exercise any influence over the amount of securities to be traded, the price at which they are to be traded or the date of the trade. The plan must either specify (including by formula) the amount, pricing, and timing of transactions in advance or delegate discretion on those matters to an independent third party. The Company requires that all 10b5-1 plans be (i) approved in writing by the Insider Trading Compliance Officer, and (ii) adopted by the Covered Person at least 30 days before trading activity may occur under the plan. Rule 10b5-1 plans may not be adopted when the person adopting the plan is aware of material nonpublic information and, for directors, certain designated officers, and employees to whom Blackout Periods apply, may not be adopted during a Blackout Period. The other requirements of this Policy are not impacted by the adoption of a Rule 10b5-1 plan.

8. Short Swing Profits. Section 16 Individuals must comply with the reporting obligations and limitations on short-swing transactions set forth in Section 16 of the Exchange Act. The practical effect of these provisions is that Section 16 Individuals who purchase and sell the Company's securities within a 6-month period must disgorge all profits to the Company whether or not they had knowledge of any material nonpublic information. Under these provisions, and so long as certain other criteria are met, neither the receipt of an option under the Company's option plans, nor the exercise of that option, nor the receipt of restricted Common Stock under the Company's equity incentive plans, is deemed a purchase under Section 16; however, the sale of any such shares is a sale under Section 16. Moreover, no Section 16 Individuals may ever make a short sale of the Company's Common Stock.

9. Post-Termination Transactions. Because the federal securities laws continue to apply to transactions of the Company's securities even after a directors, officers or employees employment with the Company is terminated, this Policy will continue to apply to such persons for a period of six months following such termination.

II. PROCEDURE

Appointment and Duties of Insider Trading Compliance Officer:

Appointment of Compliance Officer. The Company has appointed the Chief Legal Officer as the Company's Insider Trading Compliance Officer.

Duties of the Compliance Officer. The duties of the Insider Trading Compliance Officer include, but are not limited to, the following:

1. Pre-clearing all transactions involving the Company's securities by Restricted Individuals and Section 16 Individuals, in order to determine compliance with this Policy, insider trading laws, Section 16 of the Exchange Act and Rule 144 promulgated under the Securities Act of 1933, as amended.
2. Assisting in the preparation and filing of Section 16 reports (Forms 3, 4 and 5) for all Section 16 Individuals.
3. Serving as the designated recipient at the Company of copies of reports filed with the SEC by Section 16 Individuals under Section 16 of the Exchange Act.
4. Performing periodic cross-checks of available materials, which may include Forms 3, 4 and 5, Form 144, officers and directors' questionnaires, and reports received from the Company's stock administrator and transfer agent, to determine trading activity by officers, directors and others who have, or may have, access to material nonpublic information.
5. Circulating this Policy (and/or a summary thereof) to all employees, including Restricted Individuals and Section 16 Individuals, and providing this Policy and other appropriate materials to new officers, directors and others who have, or may have, access to material nonpublic information.
6. Updating this Policy on an as-needed basis to (i) reflect changes in applicable laws, regulations and rules, and (ii) cover new matters relating to the issuance of Company securities.
7. Assisting the Board of Directors in implementing this Policy.
8. Coordinating counsel regarding compliance activities with respect to this Policy and Rule 144 requirements.
9. When appropriate, consulting with counsel regarding the recommending of suspension of trading of the Company's securities because of developments known to the Company and not yet disclosed to the public.

Pre-Clearance of Trades:

1. The Company has determined that all directors, officers and other designated persons of the Company designated as Restricted Individuals and/or Section 16 Individuals should refrain from trading in the Company's securities, even during a Trading Window, without first complying with the Company's "pre-clearance" procedure. Each Restricted Individual and/or Section 16 Individual should contact the Company's Insider Trading Compliance Officer, or in his or her absence, the Company's Chief Financial Officer, prior to commencing any trade in the Company's securities. The Company may find it necessary, from time to time, to require compliance with the pre-clearance procedure from certain employees,

- consultants and contractors other than those officers, directors and employees who have then been designated as Restricted Individuals or Section 16 Individuals.
2. Any employee with questions regarding trading in the Company's securities is encouraged to contact the Insider Trading Compliance Officer.
 3. From time to time, the Company's Insider Trading Compliance Officer also may recommend that directors, officers, selected employees and others, including Restricted Individuals and Section 16 Individuals, suspend trading because of developments known to the Company and not yet disclosed to the public. Those individuals will be notified of such periods. In such event, such persons are advised not to engage in any transaction involving the purchase or sale of the Company's securities during such period and should not disclose to others the fact of the suspension of trading.

III. POTENTIAL CRIMINAL AND CIVIL LIABILITY AND/OR DISCIPLINARY ACTION

The Securities and Exchange Commission ("SEC") routinely investigates transactions by insiders in their companies' securities and you should assume that any transactions you make which precede the Company's announcement of a material event will be investigated. Any violation of federal law or our Policy, or even an investigation which does not result in prosecution, could be extremely embarrassing to you and the Company.

1. Liability for Insider Trading. Insiders may be subject to (i) a civil penalty of up to three times the profit gained or loss avoided; (ii) a criminal fine (no matter how small the profit) of up to \$5,000,000; and/or (iii) up to 20 years in jail for engaging in transactions in the Company's securities at a time when they have knowledge of material nonpublic information regarding the Company.
For a company (as well as any supervisory person) that fails to take appropriate steps to prevent illegal trading: (i) a civil penalty of up to the greater of \$1.425 million or three times the profit gained or loss avoided; (ii) a criminal fine (no matter how small the profit) of up to \$25,000,000; and/or (iii) the civil penalties may extend personal liability to the company's directors, officers, and other supervisory personnel if they fail to take appropriate steps to prevent insider trading.
2. Liability for Tipping. Insiders may also be liable for improper transactions by any person (commonly referred to as a "tippee") to whom they have disclosed material nonpublic information regarding the Company or to whom they have made recommendations or expressed opinions on the basis of such information as to trading in the Company's securities. The SEC has imposed large penalties even when the disclosing person did not profit from the trading. The SEC and the stock exchanges use sophisticated electronic surveillance techniques to uncover insider trading.
3. Possible Disciplinary Actions. Employees of the Company who violate this Policy will also be subject to disciplinary action by the Company, which may include ineligibility for future participation in the Company's equity incentive plans or termination for cause.

IV. GENERAL ASSISTANCE

If you are in doubt as to whether information you have learned is material or has been made public, you should not trade in the Company's securities. You may obtain additional guidance from the Company's Insider Trading Compliance Officer. However, the responsibility for compliance with our Policy and Procedure rests with you.

Related Documents:
Code of Conduct Policy

Change Record:

Rev.	Effective Date	Corporate Sponsor	Reason for revision
Original			New policy
001	September 26, 2005		Amended and restated
002	October 28, 2009		Amended and restated
003	October 26, 2012		Further amended
004	November 9, 2016		Amended and restated
005	January 25, 2019	Chief Legal Officer	Superseded