

**A. SCHULMAN, INC.**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

1. Members. The Nominating and Corporate Governance Committee is a committee of the Board of Directors of A. Schulman, Inc., which shall have at least three members, one of whom will act as Chair. The members and the Chair of the Nominating and Corporate Governance Committee will be appointed by the Board and shall serve at the pleasure of the Board. Each member of the Nominating and Corporate Governance Committee voting on matters relating to recommendations to the Board of Directors regarding director nominees or appointments shall meet the independence requirements of the National Association of Securities Dealers, Inc. (NASD) Marketplace Rules.

2. Purpose, Duties and Responsibilities. The purpose of the Nominating and Corporate Governance Committee is to identify individuals qualified to become directors, recommend to the Board the candidates for election by stockholders or appointment by the Board to fill a vacancy, recommend to the Board the composition and Chairs of Board committees, develop and recommend to the Board guidelines for effective corporate governance, oversee Environmental Health and Safety (EH&S), and lead an annual review of the performance of the Board and each of its committees. The duties and responsibilities of the Nominating and Corporate Governance Committee include the following:

(a) Recommend to the Board candidate guidelines for selecting Board candidates.

(b) Identify, review the qualifications of, and recruit candidates for the Board consistent with the criteria set forth in the Corporation's candidate guidelines.

(c) Establish a procedure for considering Board candidates recommended by the Corporation's stockholders.

(d) Recommend to the Board candidates to fill vacancies on the Board as well as for election or re-election to the Board at each annual stockholders' meeting.

(e) Review and make recommendations to the Board as to whether members of the Board should be nominated for re-election.

(f) Review and make recommendations regarding the composition and size of the Board in order to ensure the Board has the requisite expertise and diversity.

(g) Review the purpose, structure and operations of the various committees of the Board as well as the qualifications and criteria for membership on each committee of the Board.

(h) Recommend Board members to serve on Board committees, to serve as committee chairs and, where appropriate, make recommendations regarding the removal of any committee member.

(i) Evaluate the need for, and make recommendations to the Board for the creation of, additional committees or the elimination of Board committees, as appropriate.

(j) Periodically review the charter of each committee of the Board and propose modifications to the applicable committee for consideration as appropriate.

(k) Oversee and advise the Board on compliance with the Corporation's Corporate Governance Guidelines, monitor developments in corporate governance, review periodically the Corporation's Corporate Governance Guidelines and propose modifications to the Board as appropriate.

(l) Review and recommend to the Board retirement and other tenure policies for directors.

(m) Periodically review the Corporation's Codes of Conduct and propose modifications to the Board as appropriate.

(n) Review and assess the nature of information desired by the Board from management of the Corporation, channels through which the Board receives such information, and the quality and timeliness of such information.

(o) Perform an annual evaluation process to assess whether the Board and its directors are functioning effectively.

(p) Internally review and assess, on an annual basis, the skills, characteristics, tenure and composition of the Board of Directors. Obtain an external assessment every three years.

(q) Confirm that each committee of the Board performs an annual review and evaluation of its performance and effectiveness in compliance with the committee's respective Charters.

(r) Assist the Board of Directors in their review of management's Enterprise Risk Management process to identify, assess and manage risks in order to provide reasonable assurance regarding the achievement of entity objectives. Within the subject areas of its Charter, the Committee shall conduct a review of management's risk identification and assessment, which analyzes the likelihood and impact of identified risks on both an inherent (before controls) and residual basis; risk response, to avoid, accept, and reduce risk; and control activities so that policies and procedures are established and implemented to ensure risk responses are effectively carried out.

(s) Review reports and information regarding Environment Health and Safety matters and discuss with management, as appropriate, issues relating thereto.

(t) Perform such additional functions as may be delegated from time to time by the Board that are consistent with the purpose of the Nominating and Corporate

Governance Committee or as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions.

3. Retention of Outside Advisers. The Nominating and Corporate Governance Committee shall have the authority to retain, at the expense of the Corporation, counsel, consultants or other outside advisers, with respect to any issue without consulting or obtaining the approval of any officer of the Corporation in advance.

4. Meetings and Reports. The Nominating and Corporate Governance Committee shall meet as frequently as circumstances dictate. The Chair of the Nominating and Corporate Governance Committee, or any two members of the Committee, may call meetings of the Committee. Although personal attendance at meetings is encouraged, meetings of the Nominating and Corporate Governance Committee may be held by telephone conference. The Chair shall preside at all sessions of the Nominating and Corporate Governance Committee at which he or she is present and shall set the agendas for Committee meetings. The Nominating and Corporate Governance Committee or its authorized designee shall report regularly at Board Meetings and, at other times as reasonably necessary, to the Board (i) following meetings of the Committee, (ii) with respect to such matters that were within the Committee’s responsibilities, and (iii) with respect to such other matters as the Committee may deem appropriate. The report to the Board may take the form of an oral, written or electronic report by the Chair or by any other member designated by the Committee to make such report. The Nominating and Corporate Governance Committee shall maintain minutes or other records of meetings and activities of the Committee and shall make them available to the Board.

5. Delegation. The Nominating and Corporate Governance Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to one or more members of the Committee; provided, however, that such member(s) must conduct business in accordance with this Charter.

Revised Date	Version Effective Date	Corporate Sponsor	Functional Head
	11/17/2008	Joseph Gingo	David Minc
6/25/2009		Joseph Gingo	David Minc
3/31/2010		Joseph Gingo	David Minc
10/14/2010		Joseph Gingo	David Minc
04/04/2013		Joseph Gingo	David Minc
10/16/2013		Joseph Gingo	David Minc
12/12/2014		CEO	Chief Legal Officer
10/13/2016		CEO	Chief Legal Officer