

MYERS INDUSTRIES, INC.
CORPORATE GOVERNANCE AND
NOMINATING COMMITTEE CHARTER

*Adopted April 20, 2004;
Amended and Restated April 25, 2006 for Certain Administrative Changes;
Further Amended and Restated July 31, 2009*

A. **Purpose.** The Corporate Governance and Nominating Committee (“Committee”) is appointed by the Board to assist the Board in identifying qualified individuals to become board members and in developing and implementing corporate governance principles applicable to the Board and Myers Industries, Inc., its subsidiaries and divisions (“Company”).

B. **Committee Membership.** The Committee shall be comprised of at least three directors, all of whom meet the independence requirements of the New York Stock Exchange, the “Board of Directors Independence Criteria” policy adopted by the Board, and other applicable requirements. The Committee members shall be appointed by the Board upon the recommendation of the Committee or a majority of the independent members of the Board. Committee members may be removed by the Board at any time upon the recommendation of the Committee or a majority of the independent members of the Board. Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member.

C. **Meetings.** The Committee shall meet as often as it determines, but at least once each year. The Committee Chair shall conduct the meetings and shall have such other responsibilities as the Committee or the Board may specify from time to time. The Committee may request any officer or employee of the Company, or the Company’s legal counsel, to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

D. **Committee Authority and Responsibilities.** The Committee shall have the following responsibilities:

1. Recommend to the Board improvements in the Company’s processes of corporate governance, including proposed changes in the “Corporate Governance Guidelines” and the “Code of Business Conduct and Ethics” (“Code”).
2. Advise the Board on changes in the size and composition of the Board.
3. Make recommendations to the Board regarding the structure and responsibilities of Board Committees and annually submit to the Board candidates to be appointed members and Chair of each standing Committee, as well as the Presiding Director of the Board and for each Committee (which shall be the Committee Chair unless indicated otherwise).
4. Identify and recommend to the Board candidates for Board membership, taking into consideration management’s recommendations, as well as shareholder recommendations (if submitted in compliance with the policy on “Security Holder Recommendations of Director

Candidates”).

5. Recommend to the Board individuals to be nominated for election or re-election to the Board, taking into account input from all directors.

6. The Committee shall, as it deems appropriate, make recommendations regarding director orientation and continuing education training of the Board.

7. Administer the Board’s policy on director retirement and resignations, if any.

8. Provide oversight regarding significant public policy issues with respect to the Company’s relationships with shareholders, employees, customers, competitors, suppliers and the communities in which it operates.

9. Review the Company’s Code, including its programs to promote ethical and legal conduct, to facilitate anonymous reporting of violations and to assure protection of employees who report violations in good faith, and from time to time recommend amendments to the Code.

10. Periodically report to the Board concerning the Committee’s actions, conclusions and recommendations.

11. Recommend to the Board guidelines and procedures to be used by the directors to evaluate the Board’s performance. Assure that performance evaluations of the Board and its Committees are conducted annually. At least annually, the Committee shall review this Charter, and shall evaluate its performance against the requirements of this Charter.

12. The Committee shall have the authority to retain and terminate consultants and other advisors to advise the Committee in the performance of its responsibilities, including search firms to be used to identify director candidates. The Committee shall exercise sole authority to approve the fees and other retention terms for such consultants and other advisors, who will report directly to the Committee.