

**MYERS INDUSTRIES, INC.**  
**BOARD OF DIRECTORS INDEPENDENCE CRITERIA**

*Effective as of April 20, 2004*

---

A Director of Myers Industries, Inc. (“Myers”) will be considered independent if the Director meets all of the following criteria:

1. The Director is not, and has not been within the previous three years (or the one-year period permitted initially by the NYSE rules<sup>1</sup>), an employee of Myers or any of its subsidiaries or affiliates. No member of the Director's “immediate family”<sup>2</sup> is, or has been within the previous three years (or the one-year period permitted initially by the NYSE rules), an executive officer of Myers or any of its subsidiaries or affiliates.

2. Neither the Director nor any member of his or her immediate family has received at any time in the prior three years (or the one-year period permitted initially by the NYSE rules), more than \$100,000 per year in direct compensation from Myers or any of its subsidiaries or affiliates (including, without limitation, any consulting, advisory or other compensatory fees) except that which Myers pays to its Directors for their services as members of the Board and Board Committees; provided that compensation paid to an immediate family member for service as a non-executive employee will not be considered in determining the Director's independence.

3. The Director is not affiliated with or employed by, and no member of the Director's immediate family is affiliated with or employed in a professional capacity by, a present or former internal or external auditor for Myers or any of its subsidiaries or affiliates, and has not held such a position for at least three years (or the one-year period permitted initially by the NYSE rules) since the end of his affiliation or employment or the end of the auditing relationship, whichever occurred first.

4. Neither the Director nor any member of his immediate family is employed as an executive officer of any company whose compensation committee includes a current employee of Myers and has not held such a position for at least three years (or the one-year period permitted initially by the NYSE rules) since the end of his service as an executive officer or the end of the Myers employee's membership on the compensation committee, whichever occurred first.

---

<sup>1</sup> During the first year following SEC approval of the new NYSE rules, the three-year “look-back” provisions of these criteria are shortened to one year. The full three-year “look-back” period is deemed to begin at the end of the first year following SEC approval.

<sup>2</sup> “Immediate family” means a Director's spouse, parents, children, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, and anyone (other than the Director's domestic employees) who shares the Director's home.

5. The Director is not an executive officer or an employee, nor is any member of his immediate family an executive officer of another company for which payments by Myers to that company, or from that company to Myers, including their respective subsidiaries and affiliates, for property or services have accounted for the greater of \$1.0 million or 2% of the other company's consolidated gross revenues, in any fiscal year during the past three years (or the one-year period permitted initially by the NYSE rules).

6. The Board of Directors has affirmatively determined that the Director has no material<sup>3</sup> relationship (whether financial, business, personal or otherwise) with Myers or any of its subsidiaries or affiliates, either directly or as a partner, shareholder or officer of an organization, including a charitable organization, that has a relationship with Myers or any of its subsidiaries or affiliates. Myers will publicly disclose any contributions it has made to any charitable organization in which a Director serves as an executive officer, if within the preceding three years (or the one-year period permitted initially by the NYSE rules) contributions in any single fiscal year have exceeded the greater of \$1.0 million or 2% of the charitable organization's consolidated gross revenues.

Audit Committee members will be considered independent if they meet all of the above six criteria and the following additional two criteria:

1. The Committee member has received no direct compensation from Myers or any of its subsidiaries or affiliates (including, without limitation, any consulting, advisory or other compensatory fees) except that which Myers pays to its Directors for their services as members of the Board and Board Committees.

2. The Committee member is not an affiliate of the Company (i.e., not controlling, controlled by, or under common control with, the Company), such as a 10%-plus shareholder.

The Board of Directors has determined that simultaneous service by any Audit Committee member on a maximum of three public company audit committees, including the Myers Audit Committee, does not impair his ability to effectively serve on the Myers Audit Committee.

Directors and members of Myers's management are encouraged to bring questions or concerns regarding Director independence or these criteria promptly to the attention of the Chairman of the Corporate Governance and Nominating Committee for guidance.

---

<sup>3</sup> "Materiality" is to be considered from the standpoint of the Director and that of each organization of which the Director is a partner, shareholder or officer. The determination that, as to each Director individually, there is no material relationship (whether financial, business, personal or otherwise) will be made by the Board of Directors, based upon information provided by the Director and any other information that may be known to the Board. The purpose of Item 6 is ultimately to determine whether a Director has any relationship with Myers, either directly or through any other person or organization, that may interfere with the exercise of the Director's independence from Myers and its management.