

**MYERS INDUSTRIES, INC.**  
**COMPENSATION COMMITTEE CHARTER**

*Adopted September 19, 2002; Amended & Restated for Administrative Changes April 25, 2006*

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**A. Purpose.** The primary purpose of the Compensation Committee is: (i) to assist the Board in discharging its responsibilities in respect of compensation of the Company's executive officers; and (ii) to produce an annual report for inclusion in the Company's proxy statement on executive compensation.

**B. Organization.**

The Compensation 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 at its annual organizational meeting; members shall serve until their successors shall be 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 chair of the Compensation Committee will preside at each meeting of the Committee and its executive sessions.

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

- (1) develop guidelines, review and approve the compensation of the executive officers of the Company, review and approve corporate goals relevant to the compensation of the Chief Executive Officer, evaluate the Chief Executive Officer's performance in light of these goals and objectives, set the Chief Executive Officer's compensation based on this evaluation, and produce an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations;

- (2) make recommendations to the Board with respect to compensation plans, and review and approve the granting of incentive equity awards to the Company's executive officers and other employees;
- (3) review director compensation levels and practices;
- (4) annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval; and
- (5) 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 Compensation Committee, through the guidance of the Corporate Governance and Nominating Committee, shall conduct an annual performance self-evaluation of the Committee.

**F. Committee Resources.** The Compensation 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 determine the extent of funding necessary for the payment of compensation to any consultant retained to advise the Committee.

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