



A. SCHULMAN, INC.
COMPENSATION COMMITTEE CHARTER

1. Members. The Compensation 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 Compensation Committee will be appointed by the Board and shall serve at the pleasure of the Board. Each member of the Compensation Committee shall meet the independence requirements of the National Association of Securities Dealers, Inc. (NASD) Marketplace Rules, the Securities Exchange Act of 1934, as amended, and other applicable regulations. Each member of the Compensation Committee shall also be a “non-employee” director as defined under Section 16b-3 of the Securities Exchange Act of 1934, as amended, and as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code.

2. Purpose, Duties and Responsibilities. The purpose of the Compensation Committee is to supervise and, to the extent consistent with the Corporation’s Corporate Governance Guidelines, exercise the powers of the Board with respect to overseeing the use of corporate assets in compensating executive officers. The Compensation Committee has overall responsibility for executive succession planning, and approving and evaluating the incentive compensation plans, policies and programs of the Corporation. The Compensation Committee also is responsible for producing an annual report on executive compensation for inclusion in the Corporation’s annual proxy statement, in accordance with applicable rules and regulations. The duties and responsibilities of the Compensation Committee include the following:

(a) Annually review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer. The Chief Executive Officer may not be present during voting or any deliberations of the Committee relating to the compensation of the Chief Executive Officer.

(b) Review incentive compensation pools for the Corporation prior to the annual determination of individual cash and equity-based incentive awards.

(c) Approve all employment or change-in-control severance agreements, annuity contracts and benefit or perquisite plans or programs (other than broad-based employee plans or programs) proposed for executive officers and certain managers.

(d) Periodically review the Corporation’s compensation programs and policies to align them with the Corporation’s annual and long-term goals and the interests of the stockholders.

(e) Present to the Board an annual evaluation of the performance of the Chief Executive Officer in light of specified goals and objectives. The Compensation Committee shall set the salary and other compensation of the Chief Executive Officer based on this evaluation and shall discuss its determinations with the Board. In determining the incentive compensation (including long-term incentive compensation) component of the Chief Executive Officer, the Committee will consider such factors as it deems appropriate, including the Corporation’s performance based on certain financial measures chosen by the Compensation Committee, the value of similar incentive awards to like officers at comparable companies and the awards given to these officers in past years.

(f) Set the salary and other compensation of other executive officers after consideration of the recommendation of the Chief Executive Officer.

(g) Make all determinations and take any actions that are reasonably appropriate or necessary in the course of establishing the compensation of the Corporation's executive officers. When setting the compensation for all such employees, including certain managers and executive officers other than the Chief Executive Officer, the Committee shall take into consideration the Chief Executive Officer's recommendations.

(h) Approve and recommend to the Board (and stockholders as applicable) that they approve and authorize shares of the Corporation's common stock and other securities for equity-based compensation plan, including amendments thereto.

(i) Authorize the issuance of shares of the Corporation's common stock or other securities in accordance with the terms of any duly approved compensation plan.

(j) Administer, implement and interpret the Corporation's long-term incentive plans, including stock options, restricted stock, stock appreciation rights, performance incentives, and similar plans and arrangements.

(k) Review the Corporation's overall policy regarding compensation and benefit programs that are generally available to employees and may make such recommendations as it deems appropriate with respect to such programs.

(l) Review and approve material changes to the benefits being provided to employees.

(m) Perform such additional functions as may be delegated from time to time by the Board, a committee of the Board, or any retirement or benefit plan documents that are consistent with the purpose of the Compensation Committee or as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions.

3. Retention of Outside Advisers. The Compensation 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 Compensation Committee shall meet as frequently as circumstances dictate. The Compensation Committee, or any two members of the committee, may call meetings of the committee. Although personal attendance at meetings is encouraged, meetings of the Compensation Committee may be held by telephone conference. The Chair shall preside at all sessions of the Compensation Committee at which he or she is present and shall set the agendas for committee meetings. The Compensation Committee or its authorized designee shall report regularly to the Board (i) following meetings of the committee, (ii) with respect to such matters that are within the committee's responsibilities, and (iii) with respect to such other matters as the committee may deem appropriate. The Compensation 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 Compensation 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. In addition, the Committee may delegate to the Chief Executive Officer or a designee the authority to approve salary and other compensation for employees below the executive officer level in accordance with overall pools, policy

guidelines and limits approved by the Committee as appropriate, and shall review and approve the terms of grants of equity- based compensation for such employees of the Corporation as are identified by management.