

**GOVERNANCE COMMITTEE**  
**OF THE SPARTECH CORPORATION BOARD OF DIRECTORS**

**CHARTER**

*(Adopted March 11, 2003; Amended September 1, 2004 and December 8, 2004)*

**I. Responsibilities, Authority and Duties.**

- A. The Governance Committee (“Committee”) shall assist the Board of Directors (“Board”) of Spartech Corporation (the “Company”) in fulfilling its responsibilities to shareholders, potential shareholders and the investment community relating to corporate governance issues.
- B. To fulfill its mission, the Committee shall:
- **Corporate Governance.** Ensure that the Company is governed in an appropriate manner, and to this end the Committee shall, without limitation:
    - Keep itself informed as to both current and potential corporate governance issues that may affect the Company, whether arising in the forum of public debate or within the Company.
    - Monitor and evaluate the relationships among, and the powers of, the Company’s shareholders, directors and management as they relate to the governance of the Company.
    - Develop and recommend to the Board for formal adoption a set of corporate governance guidelines applicable to the Company which among other things will comply with all applicable laws and regulations; and from time to time make recommendations to the Board as to possible improvements therein.
    - Provide oversight of the regular evaluations of the Board and management.
    - Recommend for approval by the full Board any other actions or policies related to improving corporate governance which the Committee may deem appropriate.
  - **Director Nominations.** Ensure that the membership of the Board continues to have a high degree of quality and independence by performing the functions generally carried on by a Nominating Committee, namely:
    - Observe the requirements that a majority of the Board shall consist of independent directors and that immediately after each election of directors the Board shall include no more than two directors who are not independent.
    - Consider the appropriate size of the Board and make recommendations to the full Board accordingly.
    - Identify and evaluate individuals believed to be qualified to become Board members, and recommend to the Board a slate of candidates for election at each annual meeting of stockholders and any other meeting of stockholders or directors at which a director is to be elected, and if vacancies exist in more than one class of directors, recommend to the Board the class to which each nominee shall be proposed for election.

- In evaluating candidates, the Committee shall take into consideration such factors as it deems appropriate, which may include judgment, skill, diversity, experience with businesses and other organizations of comparable size, the interplay of the candidate’s experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Committee may consider candidates proposed by management but is not required to do so.
- The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, and the sole authority to approve the search firm’s fees and other retention terms.

No member of the Committee whose term as director is expiring and who is eligible and willing to stand for reelection shall be eligible to vote on his or her selection as a nominee.

- Director Compensation. Review and make recommendations to the Board as to the appropriate amount and form of compensation for non-employee directors, including the authority to retain and terminate any compensation consultant to be used to assist in the evaluation of director compensation.
- Change of Control. Ensure that any future change of control of the Company would occur, if at all, only on terms fair to the Company’s shareholders; and for this purpose to perform any or all of the functions and exercise any or all of the powers formerly carried on and held by the Special Committee of the Board (as set out in the resolutions establishing the Special Committee approved by the Board on March 30, 2001), to the extent the Committee may deem necessary or advisable in view of any future offers or proposals which may lead to a direct or indirect change of control of the Company.
- Reports to Board. Regularly report its activities to the Board.

### III. Administration.

#### A. Procedures.

To the extent not otherwise specifically provided for herein or by specific directive of the Board, the Committee shall follow the “Spartech Corporation Key Practices and Procedures for Committees of the Board of Directors,” as in effect from time to time, which are hereby incorporated into this Charter by reference.

#### B. Interpretation and Implementation.

This Charter shall be interpreted and implemented in a manner consistent with the General Corporation Law of Delaware or, to the extent applicable, the rules and regulations of the Securities and Exchange Commission or the New York Stock Exchange. Subject to that limitation, the Committee shall have the authority to interpret this Charter to the extent necessary to carry out its duties and responsibilities hereunder, subject to the ultimate authority of the Board under Delaware law.

#### C. Amendment.

This Charter may be amended from time to time by a majority vote of the full Board.