

POLYONE CORPORATION ENVIRONMENTAL, HEALTH AND SAFETY COMMITTEE CHARTER

Authority

- The Board of Directors, by resolution dated August 31, 2000, established the Environmental, Health and Safety Committee.
- The Environmental, Health and Safety Committee Charter was adopted by the Board on November 1, 2000, and amended on May 15, 2003.

Purpose

The purposes of the Environmental, Health and Safety Committee are:

- Oversee and monitor the establishment and maintenance by management of comprehensive safety, health, environmental, security and product stewardship policies, standards and practices for the Company.
- Oversee programs established by the Company whereby the Company is responsible to monitor and ensure compliance with Company policies, standards and practices and with applicable governmental laws and regulations concerning safety, health, environmental and product stewardship on a global basis.

Duties and Responsibilities

Assessment Process

The Committee will:

- Biannually review the results of the environmental scan of the Company's operations and the adequacy of the Company's financial reserves for environmental liabilities;
- Biannually review the status of health and safety performance;
- Biannually review the status of product stewardship programs and performance;
- Periodically review the Company's staffing for the environmental, health and safety assessments and compliance; and
- Periodically review new environmental, security, health and safety laws and regulations applicable to the Company's operations and issues and significant developments arising from pending regulatory and citizen group activities.

Compliance Programs

The Committee will:

- At least annually review the programs and procedures established by the Company that monitor compliance with the Company's policies, standards and practices and laws and regulations;

- Periodically review with management the significant risks or exposures faced by the Company, if any, and step taken by management to minimize such risks and exposures to the Company and its constituencies;
- At least annually review the reports of the Company's independent environmental and safety auditor to assess the Company's compliance with Company policies, standards and practices and laws and regulations; and
- Periodically review claims, demands, administrative orders and legal proceedings against the Company regarding safety, health, security, environmental and product stewardship matters.

Committee Meetings and Action

- A majority of the Committee members will be a quorum for the transaction of business.
- The action of a majority of those present at a meeting at which a quorum is present will be the act of the Committee.
- Any action which may be taken at a meeting of the Committee will be deemed the action of the Committee if all of the Committee members execute a written consent and the consent is filed with the Corporate Secretary.
- The Company's Vice President, Environment, Health and Safety, will be the management liaison to the Committee.
- The Corporate Secretary or designee shall be responsible for keeping minutes of the Committee meetings.
- The Committee will meet at least 2 times a year and at such other times as may be requested by its Chairperson.
- Annually review its charter and recommend any changes to the Compensation and Governance Committee.