

POLYONE CORPORATION

COMPENSATION COMMITTEE CHARTER

Membership

- The Committee will consist entirely of directors who meet the definition of “independent” as set forth in the Corporate Governance Standards of the New York Stock Exchange, including the additional independence requirements set forth in New York Stock Exchange Listed Company Manual Section 303A.02(a)(ii).
- Members of the Committee will be appointed by the Board each year following the annual meeting of shareholders.
- Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member.
- The Committee shall consist of a minimum of three directors.
- The Committee will select a Committee Chair from among its members.

General Purposes

The general purposes of the Committee are to:

- Develop the Company’s overall executive compensation philosophy and objectives;
- Discharge the Board’s responsibilities relating to compensation of the Company’s executive officers and, further, to assist the Board in the discharge of its fiduciary responsibilities with regard to establishment of policies governing, and the implementation of, all aspects of remuneration throughout the Company, including benefits and perquisites of executive officers of the Company and any other employees designated by the Committee as key employees of the Company and its subsidiaries;
- Discharge similar responsibilities with respect to the remuneration of non-employee directors;
- Review and discuss with management the Company’s disclosures in the Compensation Discussion and Analysis (the “CD&A”) required by rules and regulations of the Securities and Exchange Commission (the “SEC”) and recommend to the Board whether the CD&A should be included in the Company’s proxy statement or other applicable SEC filings;
- Prepare a Compensation Committee Report for inclusion in the Company’s applicable filings with the SEC that complies with the rules and regulations of the SEC; and
- Provide policy guidance and oversight on significant human resource policies and practices.

Duties and Responsibilities

The Committee will:

Executive Compensation and Incentives.

- Develop and maintain a competitive executive compensation program in order to attract and retain qualified executives and to provide incentives to management that reward pay for performance in attaining the Company’s goals and objectives.

- Review and approve a peer group of companies to be used for marketplace trend analysis and to assess the competitiveness of the Company's total compensation opportunities for executive officers.
- Review and approve corporate goals and objectives relevant to the Chief Executive Officer's compensation; in conjunction with the evaluation conducted by the Board as described in the Company's Corporate Governance Guidelines, evaluate the Chief Executive Officer's performance in light of these goals and objectives; and determine and approve (or determine and approve, and recommend to the independent members of the Board for their determination and approval) the Chief Executive Officer's compensation level based on this evaluation and comparable market data provided by the independent compensation consultant.
- In determining the long-term incentive component of the Chief Executive Officer's compensation, consider the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the Chief Executive Officer in the past.
- Review and approve the compensation of other executive officers of the Company, including benefits and perquisites, taking into consideration the Company's performance, comparable market data, the performance of each executive officer, and such other factors as may, in the Committee's discretion, be appropriate.
- In evaluating and making recommendations regarding, or determining and approving, executive compensation, the Committee shall consider the results of the most recent shareholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Securities Exchange Act of 1934, as amended (the "Exchange Act").
- With respect to incentive compensation plans and equity-based plans:
 - Make recommendations to the Board with respect to the approval of incentive compensation plans for executive officers and all equity-based plans.
 - Review and approve equity-based grants and awards, including long-term incentive plan awards, to officers, senior managers, key employees, and other employees of the Company and its subsidiaries under the Company's equity-based plans.
 - Review and approve the performance criteria, target awards, payout criteria and like items for the Company's annual incentive and long-term incentive compensation plans.
 - Review and approve (a) attainment levels under the Company's annual incentive plan; (b) payments to executive officers of the Company under the annual incentive plan; and (c) payments to officers, senior managers and employees of the Company under the Company's long-term incentive compensation plans.
 - Administer the Company's equity-based incentive compensation plans and other plans adopted by the Board that contemplate administration by the Committee.
- Review and approve special bonuses and/or other awards to executive officers on a case-by-case basis for outstanding performance.
- Review and approve the terms of all employment agreements, management continuity agreements and change in control agreements for elected officers.

Non-employee Director Compensation.

- Review the compensation of non-employee directors and make recommendations to the Board regarding changes to existing compensation levels.
- Perform administrative functions with respect to the compensation of non-employee directors, including interpreting existing policy.
- Review and approve (or approve and recommend to the Board for its approval) equity-based grants and awards to non-employee directors under the Company's equity-based plans.

Oversee Regulatory Compliance; Governance.

- Review and assess risks arising from the Company's compensation policies and practices for its executive officers and employees, and whether any such risks are reasonably likely to have a material adverse effect on the Company.
- In consultation with appropriate officers of the Company, oversee regulatory compliance with respect to compensation matters, including with respect to applicable tax laws.
- Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent shareholder advisory vote on the frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.

Benefit Plans.

- Review and approve, or recommend to the Board the approval of, the structure of the Company's retirement plans, and other benefit plans that are compensatory in nature.

Evaluation of Executive Officers; Succession Planning.

- Develop and maintain a process to enable the Board of Directors to evaluate the performance of the Chief Executive Officer on an annual basis and timely communicate the results of any such evaluation to the Chief Executive Officer.
- Recommend membership on any selection committee, which may be necessary to fill the office of Chief Executive Officer.

Review and Discuss the CD&A and Compensation Committee Report.

- With the assistance of management and any outside advisers the Committee deems appropriate (a) review and discuss with management the Company's disclosures in the CD&A, and, based on this review, make a recommendation as to whether to include it in the Company's annual report on Form 10-K and proxy statement relating to the Company's annual meeting of shareholders, and (b) prepare a Compensation Committee Report for inclusion in the Company's proxy statement or other applicable SEC filings.

Board Reports and Annual Evaluation.

- Regularly report the Committee's activities and any recommendations to the Board in such manner and at such times as the Committee or the Board deems appropriate.
- Conduct an annual evaluation of the Committee's performance.

Other Delegated Duties or Responsibilities.

- Perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

Authority to Retain Experts

- The Committee shall have appropriate resources and authority to discharge its responsibilities.
- The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser to assist it in carrying out its responsibilities.
- The Committee shall be directly responsible for the retention or appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel and other adviser retained by the Committee and for such adviser's termination.
- The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee.
- The Committee shall have sole authority to retain and terminate any search firm to be used to assist the Committee in the identification of candidates for the position of Chief Executive Officer, including sole authority to approve the consultant's fees and other retention terms.

Independence Assessment of Outside Advisers

- The Committee may select a compensation consultant, legal counsel or other adviser to the Committee or receive advice from a compensation consultant, legal counsel or other adviser (other than in-house legal counsel or any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice) only after taking into consideration all factors relevant to that person's independence from management, including the following:
 - the provision of other services to the Company by the employer of the compensation consultant, legal counsel or other adviser;

- the amount of fees received from the Company by the employer of the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the employer of the compensation consultant, legal counsel or other adviser;
- the policies and procedures of the employer of the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- any business or personal relationship of the compensation consultant, legal counsel, other adviser or the employer of the adviser with an executive officer of the Company.
- The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

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 that may be taken at a meeting of the Committee may be taken by written consent so long as the written consent is unanimously approved and filed with the Corporate Secretary.
- The Company's Chief Human Resources Officer will be the management liaison to the Committee with respect to matters concerning compensation and benefits.
- The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the Chief Executive Officer and any other such officers shall not be present at meetings at which their individual compensation or performance is discussed or determined.
- The Committee may appoint subcommittees from time to time as needed, each of which will have the specific duties and responsibilities delegated to it by the Committee.
- The Committee may delegate its authority under this Charter relating to employees other than executive officers and non-employee directors, to the extent it deems appropriate and consistent with law and customary practice, and may otherwise fully delegate authority relating to matters it deems to be ministerial.
- The Committee may delegate its authority under this Charter relating to employee benefit plans in which executive officers participate if such employee benefit plans are broad-based, to the extent it deems appropriate and consistent with law and customary practice.
- The Corporate Secretary or designee will be responsible for keeping minutes of the Committee meetings.
- The Committee will meet at least four times a year and at such other times as may be requested by the Committee Chair.
- The Committee will annually review its charter and recommend any changes to the Nominating and Governance Committee.