

POLYONE CORPORATION

FINANCIAL POLICY COMMITTEE CHARTER

Authority

- The Board of Directors, by resolution dated August 31, 2000, established the Financial Policy Committee.
- The Financial Policy Committee Charter was adopted by the Board on November 1, 2000, and amended on February 28, 2002, May 15, 2003, May 20, 2004, May 14, 2009 and July 13, 2010.
- The Board of Directors, by resolution dated August 2, 2001, authorized the Financial Policy Committee to approve individual derivative transactions in instances where the benefits of such transactions are to be realized within three years without a need to seek further approval from the Board of Directors.

Purpose

The purposes of the Financial Policy Committee are to assist the Board of Directors in determining, overseeing and monitoring the capital structure of the Company, borrowing and repayment of funds by the Company, financial policies, management of foreign exchange risk and other matters of financial risk management, banking relationships and other financial matters relating to the Company.

Duties and Responsibilities

The Committee will:

- Review periodically the performance of the Pension Asset Committee, the Pension Administration Committee and any other committees and/or fiduciaries that the Board may appoint with respect to the Company's pension and other retirement plans;
- Review annually the funding and financial performance of the Company's defined benefit retirement plans, including the key assumptions used to calculate annual pension expense, the assumed long-term return on pension plan assets, and the discount rate used to determine the present value of pension plan liabilities;
- Review periodically the Company's financing strategies and recommend financial policies and strategies to the Board;
- Review at least annually the Company's cash position, including its total capital expenditure program, working capital levels and working capital changes, together with other current and anticipated financial requirements and recommend actions to the Board;
- Review and recommend to the Board changes to the levels of expenditure authority delegated to the CEO by the Board;
- Review periodically the financial condition of the Company, including the adequacy of its total financial resources and its compliance with debt covenants;
- Review proposals for the raising of long-term capital, including the issuance of capital stock in the Company and make recommendations to the Board with respect thereto;

- Review the Common Stock dividend policy and rate and when appropriate recommend changes to the policy and/or the rate to the Board;
- Review the Company's financial risk management plans, including the utilization of financial derivative products in instances where the benefits of such transactions are to be realized within three years, and insurance coverage strategies;
- Review post-completion audits;
- Review proposals for the purchase of Company Common Stock and make recommendations to the Board with respect thereto; and
- Take all actions necessary to implement additional duties and responsibilities delegated to the Committee from the Board from time to time by resolution.

Committee Meetings and Action

- A majority of the Committee members will constitute 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 constitute 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 Chief Financial Officer will be the management liaison to the Committee.
- The Committee shall have authority to retain consultants of its selection to advise it with respect to the funding and accounting for the Company's retirement plans.
- The Corporate Secretary or his or her designee shall be responsible for keeping minutes of the Committee meetings.
- The Committee will meet at least two times a year and at such other times as may be requested by its Chairman.
- The Committee will annually review its charter and recommend any changes to the Nominating and Governance Committee.

Financial Policy Committee Charter approved on July 13, 2010.