

POLYONE CORPORATION

NOMINATING AND GOVERNANCE 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.
- 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:

- Identify individuals qualified to become Board members, consistent with criteria approved by the Board;
- Select, or recommend that the Board select, the director nominees for the next annual meeting of shareholders;
- Develop, review and recommend to the Board corporate governance guidelines applicable to the Company; and
- Oversee the annual evaluation of the Board.

Duties and Responsibilities

The Committee will:

Identify New Director Candidates.

- Identify individuals qualified to become Board members and recommend candidates to the Board to fill new or vacant positions.
- Consider such factors as it deems appropriate, consistent with criteria approved by the Board and the Company’s corporate governance guidelines. These factors may include business or professional experience; knowledge and skill in certain specialty areas such as accounting and finance, international markets, physical sciences and technology, or the polymer or chemical industry; personal characteristics such as ethical standards, integrity, judgment, leadership, and the ability to devote sufficient time to the affairs of the Company; the diversity of backgrounds and experience they will bring to the Board; and the needs of the Company from time to time.

Shareholder Recommendations.

- Review and evaluate any director nominations submitted by shareholders, including reviewing the qualifications of, and making recommendations to the Board regarding, director nominations submitted by shareholders.

Evaluate Incumbent Directors.

- Evaluate whether an incumbent director should be nominated for re-election to the Board.
- Select, or recommend that the Board select, the director nominees for the next annual meeting of shareholders.
- Evaluate the independence of each non-employee director and recommend to the Board whether each non-employee director is independent.
- Evaluate and recommend to the Board on an annual basis the appointment of the Lead Director.
- Oversee the Board and Committee evaluation process.

Evaluate Resignations of Directors.

- Review the continued appropriateness of Board membership of non-employee directors who significantly change their principal business or professional responsibility outside of the Company and submit a conditional letter of resignation to the Board and determine whether the resignation will be accepted.
- Consider the resignation of an incumbent director who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election in an election of directors that is not a contested election and recommend to the Board whether to accept or reject it.

Corporate Governance.

- At least annually, review the Company’s corporate governance guidelines and recommend changes to the entire Board, if appropriate.
- Review and make recommendations to the Board regarding various corporate governance matters.
- Conduct an annual evaluation of the Committee’s performance.

Recommendations as to the Board.

- Make recommendations regarding the appropriate size of the Board and the effectiveness of the Board in fulfilling its obligations to the Company and its shareholders.
- Evaluate and recommend the processes and practices that the Board shall use to conduct its business, including (a) the structure, charter and membership of committees of the Board and (b) committee membership qualifications, appointment and removal.

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, including appropriate funding in such amount as the Committee deems necessary, to compensate any consultants and any independent advisors retained by the Committee.
- The Committee shall have the sole authority to retain and terminate any search firm to assist in the identification of director candidates and the sole authority to set the fees and other retention terms of such search firms.
- The Committee may also retain independent counsel and other independent advisors to assist it in carrying out its responsibilities.

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 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 General Counsel and Corporate Secretary will be the management liaison to the Committee.
- 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 Corporate Secretary or his or her designee will 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 Board of Directors.