

MYERS INDUSTRIES INC  
Form DEFC14A  
March 23, 2016  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**  
**SCHEDULE 14A**  
**(RULE 14A-101)**  
**INFORMATION REQUIRED IN PROXY STATEMENT**  
**SCHEDULE 14A INFORMATION**  
**PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES**  
**EXCHANGE ACT OF 1934**

Filed by the Registrant                       Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**MYERS INDUSTRIES, INC.**

(NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

(NAME OF PERSON(S) FILING PROXY STATEMENT, IF OTHER THAN THE REGISTRANT)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

## Edgar Filing: MYERS INDUSTRIES INC - Form DEFC14A

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11. (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



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1293 South Main Street Akron, Ohio 44301

March 23, 2016

To Our Shareholders:

You are cordially invited to attend the Annual Meeting of Shareholders to be held on Friday, April 22, 2016, at 9:00 A.M. at the Louis S. Myers Training Center, 1554 South Main Street, Akron, Ohio 44301.

At the Annual Meeting you will be asked to elect the nine director candidates nominated by our Board of Directors and ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm. You will also cast a non-binding advisory vote to approve executive compensation ( say-on-pay ). Enclosed with this letter is a Notice of Annual Meeting together with a Proxy Statement which contains information with respect to the nominees for director and the other proposals.

The proposals discussed in the Proxy Statement are very important to our shareholders and the Company. ***Whether or not you expect to attend the Annual Meeting in person, I urge you to complete and return the enclosed WHITE proxy card, or follow the instructions to vote by telephone or internet, as soon as possible.***

If you have any questions or need assistance in voting your shares, please contact our Investor Relations Department at (330) 761-6212.

Sincerely,

R. DAVID BANYARD

*President and Chief Executive Officer*

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be held on April 22, 2016: This Proxy Statement and the Company's 2015 Annual Report to Shareholders are available on Myers' website at <http://investor.myersindustries.com/investor-relations/financial-information/default.aspx>.**

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## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

**Date:** Friday, April 22, 2016  
**Time:** 9:00 A.M. (local time)  
**Place:** Louis S. Myers Training Center, 1554 South Main Street, Akron, Ohio 44301  
**Record Date:** March 2, 2016

### Items of Business

1. To elect the nine candidates nominated by the Board of Directors to serve as directors until the next Annual Meeting of Shareholders;
2. To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal 2016;
3. To cast a non-binding advisory vote to approve executive compensation; and
4. To consider such other business as may be properly brought before the meeting or any adjournments thereof.

**The Board recommends that you vote FOR each of the director nominees included in Proposal No. 1 and for each of the Proposals 2 through 3. The full text of these proposals is set forth in the accompanying proxy statement.**

### How to Vote

<b>By Telephone</b>	<b>By Internet</b>	<b>By Mail</b>	<b>In Person</b>
You may vote by calling  1-800-690-6903.	You can vote online at  www.proxyvote.com.	You can vote by completing and returning the enclosed white proxy card.	All Shareholders are cordially invited to attend the Annual Meeting in person.

The Board of Directors has fixed the close of business on March 2, 2016 as the record date for the determination of shareholders entitled to notice of and to vote at the Annual Meeting. This Proxy Statement, together with the related proxy card and our 2015 Annual Report to Shareholders, is being mailed to our shareholders on or about March 29, 2016. ***To be sure that your shares are properly represented at the Annual Meeting, whether or not you intend to attend the Annual Meeting in person, please complete and return the enclosed WHITE proxy card, or follow the instructions to vote by telephone or internet, as soon as possible.***

If you have any questions or need assistance in voting your shares, please contact our Investor Relations Department at (330) 761-6212.

By Order of the Board of Directors,

*R. DAVID BANYARD*

*President and Chief Executive Officer*

Akron, Ohio

March 23, 2016

**THE 2015 ANNUAL REPORT TO SHAREHOLDERS ACCOMPANIES THIS NOTICE**



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**Proxy Statement**

**Annual Meeting of Shareholders**

## General Information

### Meeting Time and Applicable Dates

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors (the **Board** or **Board of Directors**) of Myers Industries, Inc., an Ohio corporation, of the accompanying proxy to be voted at the Annual Meeting of Shareholders (**Annual Meeting**) to be held on Friday, April 22, 2016, at 9:00 A.M. (local time), and at any adjournment thereof. The close of business on March 2, 2016, has been fixed as the record date for the determination of the shareholders entitled to notice of and to vote at the meeting.

### Participants in the Proxy Solicitation

This Proxy Statement is furnished in connection with the solicitation of proxies by the Company, the current directors and the nominees for election as director to be used at the Annual Meeting and any adjournment thereof.

### Outstanding Shares and Quorum

On the record date, Myers had outstanding 29,546,342 shares of common stock, without par value (**Common Stock**). Each share of Common Stock is entitled to one vote. For information concerning our **Principal Shareholders** see the section titled **Security Ownership of Certain Beneficial Owners and Management** below. In accordance with the Company's Amended and Restated Code of Regulations, the holders of shares of Common Stock entitling them to exercise a majority of the voting power of the Company, present in person or by proxy, shall constitute a quorum for the Annual Meeting. Shares of Common Stock represented by signed proxies will be counted toward the establishment of a quorum on all matters even if they represent broker non-votes or they are signed but otherwise unmarked, or marked **Abstain**, **Against** or **Withhold Authority**.

### Voting for Proposals

**PROPOSAL 1** To elect the nine director candidates nominated by the Board, if a quorum is present at the Annual Meeting, the nominees for election as directors who receive the greatest number of votes cast will be elected as directors. Abstentions and broker non-votes will not be considered to have been voted for or against a director nominee.

**PROPOSAL 2** To ratify the appointment of the independent registered public accounting firm, is a non-binding proposal, but its approval requires the affirmative vote of the holders of a majority of the Common Stock represented in person or by proxy

at the Annual Meeting. Even if the selection is ratified, the Audit Committee and the Board, in their discretion, may change the appointment at any time during the year if it determines that such a change would be in the best interests of the Company and our shareholders. \*

**PROPOSAL 3** A non-binding advisory vote to approve the Company's executive compensation, and its approval requires the affirmative vote of the holders of a majority of the Common Stock represented in person or by proxy at the Annual Meeting. \*

\* Abstentions and broker non-votes will act as a vote **Against** these Proposals.

### Proxy Instructions

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All shares of Common Stock represented by properly executed proxies which are returned and not revoked will be voted in accordance with the instructions, if any, given therein. If no instructions are provided in a proxy, the shares of Common Stock represented by such proxy will be voted For the Board's nominees for director, For the ratification of the appointment of Ernst & Young LLP, For the approval of the Company's executive compensation, and in accordance with the proxy-holder's best judgment as to other matters, if any, which may be properly raised at the Annual Meeting.

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### **Proxy Voting**

If your shares are registered directly in your name with our transfer agent, then you are a shareholder of record with respect to those shares and you may either vote in person at the Annual Meeting or by using the enclosed white proxy card to vote by telephone, by internet, or by signing, dating and returning the white proxy card in the envelope provided. Whether or not you plan to attend the Annual Meeting in person, you should submit your white proxy card as soon as possible. If your shares are held in street name through a broker, bank or other nominee, then you must instruct them to vote on your behalf, otherwise your shares cannot be voted at the Annual Meeting. You should follow the directions provided by your broker, bank or other nominee regarding how to instruct such party to vote. If you have any questions or need assistance in voting your shares, please contact our Investor Relations Department at the address and phone number below.

MYERS INDUSTRIES, INC.

INVESTOR RELATIONS

1293 SOUTH MAIN STREET

AKRON OH 44301

(330) 761-6212

### **Proxy Revocation and Voting in Person**

A shareholder who has given a proxy may revoke it at any time prior to its exercise by:

- (1) Executing and delivering to the Corporate Secretary of the Company a later dated proxy reflecting contrary instructions
- (2) Appearing at the Annual Meeting and taking appropriate steps to vote in person, or
- (3) Giving written notice of such revocation to the Corporate Secretary of the Company

### **Voting Confidentiality**

Proxies, ballots and voting tabulations are handled on a confidential basis to protect your voting privacy. This information will not be disclosed to anyone outside of the Company or its agents except as required by law.

### **Inspector of Election**

The inspector of election for the Annual Meeting shall determine the number of votes cast by holders of Common Stock for all matters. The Board will appoint an inspector of election to serve at the Annual Meeting. Preliminary voting results will be announced at the Annual Meeting, if practicable. Final voting results will be filed on a Current Report on Form 8-K, which will be filed with the Securities and Exchange Commission (the SEC).

### **Address of Company**

The mailing address of the principal executive offices of the Company is 1293 South Main Street, Akron, Ohio 44301.

### **Mailing Date**

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This Proxy Statement, together with the related proxy card and our 2015 Annual Report to Shareholders, is being mailed to our shareholders on or about March 29, 2016.

### Trademark

Myers Industries, Inc.<sup>®</sup> is a registered trademark of the Company.

### Availability on the Internet

This Proxy Statement and the Company's 2015 Annual Report to Shareholders are available on Myers' website at <http://investor.myersindustries.com/investor-relations/financial-information/default.aspx>.

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## PROPOSAL NO. 1 ELECTION OF DIRECTORS

### Nominees

Set forth below for each nominee for election as a director is a brief statement, including the age, principal occupation and business experience for at least the past five years, and any directorships held with public companies.

The members of the Corporate Governance and Nominating Committee of the Board ( Governance Committee ) have recommended, and the independent members of the Board of Directors have nominated, the persons listed below as nominees for the Board of Directors.

The Governance Committee reviews and evaluates individuals for nomination to stand for election as a director who are recommended to the Governance Committee in writing by any of our shareholders pursuant to the procedure outlined below in the section titled Shareholder Nominations of Director Candidates on the same basis as candidates who are suggested by our current or past directors, executive officers, or other sources, which may, from time-to-time, include professional search firms retained by the Governance Committee. In March 2011, the Governance Committee adopted Board Member Recruiting Guidelines that outline the process for the Governance Committee to recruit and evaluate potential director candidates. These guidelines are available on the Corporate Governance page accessed from the Investor Relations page of the Company's website at [www.myersind.com](http://www.myersind.com). In considering these potential candidates for nomination to stand for election, the Governance Committee will consider:

- (1) The current composition of the Board and how it functions as a group;
- (2) The talents, personalities, strengths, and weaknesses of current directors;
- (3) The value of contributions made by individual directors;
- (4) The need for a person with specific skills, experiences or background to be added to the Board;
- (5) Any anticipated vacancies due to retirement or other reasons; and
- (6) Other factors which may enter into the nomination decision.

The Governance Committee endeavors to select nominees that contribute unique skills and professional experiences in order to advance the performance of the Board of Directors and establish a well-rounded Board with diverse views that reflect the interests of our shareholders. The Governance Committee considers diversity as one of a number of factors in identifying nominees for directors, however, there is no formal policy in this regard. The Governance Committee views diversity broadly to include diversity of experience, skills and viewpoint, in addition to traditional concepts of diversity such as race and gender.

When considering an individual candidate's suitability for the Board, the Governance Committee will evaluate each individual on a case-by-case basis. The Governance Committee does not prescribe minimum qualifications or standards for directors, however, the Governance Committee looks for directors who have personal characteristics, educational backgrounds and relevant experience that would be expected to help further the goals of both the Board and the Company. In addition, the Governance Committee will review the extent of the candidate's demonstrated excellence and success in his or her chosen business, profession, or other career and the skills and talents that the candidate would be expected to add to the Board. The Governance Committee may choose, in individual cases, to conduct interviews with the candidate and/or contact references, business associates, other members of boards on which the candidate serves or other appropriate persons to obtain additional information. The Governance Committee will make its determinations on whether to nominate an individual candidate based on the Board's then-current needs, the merits of that candidate and the qualifications of other available candidates. The Governance Committee believes that each of the nominees possess certain key attributes that the Governance Committee believes to be important for an effective Board.

At the 2015 Annual Meeting, Mr. Lisman, Mr. Liebau and Mr. Blazek, directors nominated by a significant shareholder of the Company, were elected to the Board, resulting in Mr. Johnson, Mr. Byrd and Mr. Kissel, three previous members of the Board, not being re-elected.

On February 19, 2016, we received a notice from one of our shareholders, GAMCO Asset Management Inc. ( GAMCO ), that it intended to nominate Daniel R. Lee to our Board. The notice received from GAMCO was in accordance with the requirements of our Code of Regulations.

After conversations between our CEO, Mr. Banyard, and representatives of GAMCO, the Board has determined that it is in the best interests of the shareholders and the Company to nominate Mr. Lee on the Company's slate of directors in place of Mr. Blazek. On March 21, 2016, the Company and GAMCO reached an agreement whereby the Company has agreed to replace Mr. Blazek with Mr. Lee in the Company's slate of directors. The Company and GAMCO have determined that they can best serve the Company's shareholders by resolving this proxy contest and seeking to work together in a productive manner. Given Mr. Lee's familiarity with the Company as a result of his prior Board service, we believe he is a qualified candidate.

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Each of the below nominees has consented

- (1) To serve as a nominee,
- (2) To being named as a nominee in this Proxy Statement; and
- (3) To serve as a director if elected. If any nominee should become unavailable for any reason, it is intended that votes will be cast for a substitute nominee designated by the Board. There is no reason to believe that the nominees named will be unable to serve if elected.

Proxies cannot be voted for a greater number of nominees than the number named in this Proxy Statement.

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**THE BOARD OF DIRECTORS RECOMMENDS THE ELECTION OF THESE NOMINEES**

**R. DAVID BANYARD**

**Age: 47**

**Director since: 2016**

President, Chief Executive Officer and Director of Myers; formerly Group President, Fluid Handling Technologies of Roper Technologies (NYSE: ROP), Sarasota, Florida, a diversified industrial company that produces engineered products for global niche markets; Former Director of ID Modeling, Inc., Arcadia, California, a hydraulic modeling and water resource management company; Former Vice President and General Manager Kollmorgen Vehicle Systems Division, Danaher Corporation (NYSE: DHR), Washington, D.C., a designer, manufacturer, and marketer of industrial and consumer products; Former Director of Operations Jacobs Vehicle Systems, Danaher Corporation.

**Committees:**

None

**Skills and Expertise:**

Successive leadership roles in the manufacturing and engineering industries

Proven track record of outperforming market growth, expanding profit margins and driving improved cash flow performance

Variety of experiences resulting from service as a director and in management for other companies

**SARAH R. COFFIN**

**Age: 64**

**Director since: 2010**

Former Chief Executive Officer of Aspen Growth Strategies, LLC, Wooster, Ohio, an investment company; Director of FLEXcon, Spencer Massachusetts, a privately held manufacturer of pressure-sensitive films and adhesives; Former Director and Chair of the Compensation Committee of SPX Corporation (NYSE: SPXC) (now SPX Corporation and SPX Flow), Charlotte, North Carolina, a global industrial equipment and manufacturing company; former Director of Huttenes-Albertus International, Chicago, Illinois, an international manufacturer of chemical products for the foundry industry. Served as Executive Vice President, Hexion Specialty Chemicals and Senior Vice President, Noveon, Inc. (now Lubrizol), both specialty chemical and polymer producers in the industrial market space.

**Committees:**

Audit

Compensation

**Skills and Expertise:**

Former division and global leader in several companies

Substantial senior level executive experience in marketing, distribution and operations

Background in the polymer and specialty chemicals industry

Knowledge and insight from prior service on the boards of other companies



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**JOHN B. CROWE**

**Age: 69**

**Director since: 2009**

President, Crowe Consulting International, Germantown, Tennessee; Former Chief Executive Officer and Chairman of Buckeye Technologies Inc., Memphis, Tennessee, a producer of absorbent products, chemical cellulose products and customized paper; Former Executive Vice President and General Manager at Alabama River Pulp Co., Inc. and Alabama Pine Pulp Co., Inc.; Former Vice President of the Flint River Operations for the Weyerhaeuser Co.

**Committees:**

**Skills and Expertise:**

Audit

Holds a Master in Mathematics from Florida State University

Compensation

Brings valuable insight and international experience into the operational requirements, investor relations and strategic planning processes of a public company due to his status as former Chairman and Chief Executive Officer of Buckeye Technologies Inc.

Provides significant experience in manufacturing, sales, implementation of growth strategies, and building organizational capability

Draws on his considerable leadership experience, including his service as a United States Air Force Reserve retiring as Lt. Colonel, Vietnam Veteran and Senior Pilot

**WILLIAM A. FOLEY**

**Age: 68**

**Director since: 2011**

Chairman of the Board and CEO of Libbey Inc. (NYSE: LBY), Toledo, Ohio, a producer of consumer and industrial glassware; Former Chairman and Chief Executive Officer of Blonder Home Accents, Cleveland, Ohio, a distributor of wallcoverings and home accents; Former Chairman and Chief Executive Officer of Thinkwell Incorporated, Cleveland, Ohio; Former President of Arhaus Incorporated, Cleveland, Ohio, a private brand name furniture company; Former Chairman, President and Chief Executive Officer of Lesco Incorporated, Cleveland, Ohio, a manufacturer, distributor and retailer of professional lawn care and golf course management products.

**Committees:**

**Skills and Expertise:**

Compensation

Over 30 years of senior management experience, both domestic and international

Corporate Governance

Provides wide-ranging acquisition, joint venture, business and market development experience

Extensive experience in broad scale plastics manufacturing, as well as consumer and distribution businesses areas germane to Myers reporting segments

Experience with best practices on public company boards, particularly in governance, compensation and leadership

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**DANIEL R. LEE**

**Age: 59**

**New Nominee**

Chief Executive Officer, President and Director of Full House Resorts, Inc., Las Vegas, Nevada, an owner and operator of casinos; Director of Associated Capital Group (NYSE: AC), Rye, New York, a diversified global financial services company; Director of ICTC Group Inc. (Pink Sheets), Nome, North Dakota, a telecommunications services company; Former Director of Myers Industries (NYSE: MYE); Former Managing Member of Creative Casinos, LLC, Las Vegas, Nevada, a developer of casino resorts; Former Director of Gabelli Securities, Rye, New York, an investment manager and general partner to investment partnerships; Former CEO and Chairman of the Board of Managers of FP Holding, LP and Fiesta ParentCo, LLC, which together own and operate The Palms Casino Resort, Las Vegas, Nevada; Former director of LICT Corp., Rye, New York, a telecommunications services company; Former Chairman and Chief Executive Officer of Pinnacle Entertainment (NASDAQ: PNK), Las Vegas, Nevada, a casino operator and developer.

**Skills and Expertise:**

Extensive financial expertise, including as a former Chartered Financial Analyst

Experience as a chief executive officer at both large and small public companies

**F. JACK LIEBAU, JR.**

**Age: 52**

**Director since: 2015**

**Committees:**

Audit

Corporate Governance

Former President and CEO of Roundwood Asset Management, New York, New York, a subsidiary managing public equities for Alleghany Corporation's insurance companies; Former President and Founder, Liebau Asset Management Company, Pasadena, California, which managed money for individuals, foundations, and corporations; Former Partner and Portfolio Manager for Davis Funds, New York, New York, an investment management firm; Former Partner and Portfolio Manager, Primecap Management Company, an investment management firm; Former director of Media General, Inc. (NYSE: MEG), Richmond, Virginia, then an owner of newspapers and television stations; Former director of Herley Industries, Inc., Lancaster, Pennsylvania, a defense technology company; Former director of The Pep Boys (NYSE: PBY), Philadelphia, Pennsylvania, a nationwide auto parts retailer; Current member of Andover Development Board; Former Vice President of Andover Alumni Council; Current Director and Chief Financial Officer of the Edwin Gregson Foundation; Former Director and Finance Committee Chair of Kidspace Children's Museum.

**Skills and Expertise:**

Vast financial, strategic, executive and investment experience working with companies in a wide range of industries

Experience serving on boards (both corporate and non-profit) giving him pertinent insights into working effectively with management teams, analyzing strategic options, and communicating with various constituencies

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**BRUCE M. LISMAN**

**Age: 69**

**Director since: 2015**

**Committees:**

Compensation

Corporate Governance

Former Chairman of the Global Equity Division, JP Morgan Chase & Co. (NYSE: JPM), New York, New York, a global financial services firm and banking institution; Former Co-Head of the Global Institutional Equity Division, Bear Stearns Companies, Inc., New York, New York; Director of Associated Capital Group (NYSE: AC), Rye, New York, a diversified global financial services company; Director of National Life Group, Montpelier, Vermont, a mutual life insurance company; Former director of The Pep Boys (NYSE: PBY), Philadelphia, Pennsylvania, a nationwide auto parts retailer; Former director of PC Construction, South Burlington, Vermont, an engineering and construction company; Director of Merchants Bancshares (NasdaqGS: MBVT), Burlington, Vermont, a bank holding company; Serves on the boards of American Forests and Smithsonian Libraries; Former director of Central Vermont Public Service (now part of Green Mountain Power), a public energy company; Served on the boards of Hewitt School, Pace University, HS Broadcasting, BRUT, Inc., Vermont Electric Power Company, Inc. (VELCO), STRYKE Trading, the National Gardening Association, Shelburne Museum, and the Vermont Symphony Orchestra.

**Skills and Expertise:**

Experience as a chair, vice chair, and committee chair/member in a broad range of businesses and civic organizations

Extensive executive and investment experience

**JANE SCACCETTI**

**Age: 61**

**New Nominee**

CEO and founding partner of Drucker & Scaccetti, Philadelphia, Pennsylvania, an accounting and tax advisory firm; Formerly a partner at Laventhol & Horwath, a national accounting firm; Chair of the Audit Committee, Penn National Gaming, Inc. (NASDAQ: PENN), Wyomissing, Pennsylvania, an operator of casinos and racetracks; Former member of the board of Nutrition Management Services Company, Kimberton, PA, a provider of comprehensive healthcare food service and facilities management nationwide; Former Chair of the Audit Committee and a member of the Nominations and Governance Committee of The Pep Boys (NYSE: PBY), Philadelphia, Pennsylvania, a nationwide auto parts retailer; Former director of Keystone Health Plan East, the for-profit Health Maintenance Organization of Independence Blue Cross.

**Skills and Expertise:**

Experience as a chair, vice chair, and committee chair/member in a broad range of businesses

Extensive financial and accounting experience, including qualification under SEC rules as an Audit Committee Financial Expert

Contributes to the diversity of the Board

**ROBERT A. STEFANKO**

**Age: 73**

Director and member of Compensation Committee of OMNOVA Solutions, Inc. (NYSE), Fairlawn, Ohio, an innovator of emulsion polymers, specialty chemicals and decorative and functional surfaces; Former Chairman of the Board and Executive Vice President of Finance & Administration of A. Schulman, Inc. (NASDAQ), Akron, Ohio, an international supplier of plastic compounds and resins; Former director of The

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**Director since: 2007**

Davey Tree Expert Company, Kent, Ohio, a tree, shrub and lawn care company.

**Committees:**

Audit

Compensation

**Skills and Expertise:**

Former Chief Financial Officer and director of A. Schulman, Inc. from 1979 through 2006

Extensive involvement in public company matters, including international, compensation, audit, financial, legal, and various other matters

Experience as a director of several other public company boards

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Each of the foregoing nominees was recommended by the Governance Committee. There are, and during the past ten years there have been, no legal proceedings material to an evaluation of the ability of any director, nominee, or executive officer of Myers to act in such capacity or concerning his integrity. There are no family relationships among any of the directors and executive officers.

**The Board recommends that you vote FOR each of the director nominees listed above.**

## Director Independence

The Board has determined that each of the following current directors and nominees are independent and that each of these nominees has no material relationship with us that would impact their independence: Robert B. Heisler, Jr., Philip T. Blazek, Sarah R. Coffin, John B. Crowe, William A. Foley, F. Jack Liebau, Jr., Bruce M. Lisman, Jane Scaccetti, Daniel R. Lee and Robert A. Stefanko. The determination of whether a director is independent is based upon the Board's review of the relationships between each director and the Company, if any, under the Company's Board of Directors Independence Criteria policy adopted by the Board on April 20, 2004, as amended, and the corporate governance listing standards of the New York Stock Exchange ( NYSE ). In connection with the Board's determination regarding the independence of each non-management director and nominee, the Board considered any transactions, relationships and arrangements as required by our independence guidelines. In particular, the Board considered the following relationships: (1) the relationship between A. Schulman, Inc. ( A. Schulman ) and the Company in connection with its independence determination of Robert A. Stefanko and concluded Mr. Stefanko met the independence requirement; and (2) the relationship between FirstEnergy Corp. ( FirstEnergy ) and the Company in connection with its independence determination of Robert B. Heisler, Jr. and concluded Mr. Heisler met the independence requirement. Mr. Stefanko is a stockholder of A. Schulman, holding less than 1% of A. Schulman's shares of stock. In 2015, the Company purchased \$67,674.40 of materials from A. Schulman during the ordinary course of operations, which is less than 1% of the annual revenues of both companies. Mr. Heisler is a shareholder and director of FirstEnergy, holding less than 1% of FirstEnergy's shares of stock. In 2015, we purchased \$246,597.92 of materials from FirstEnergy during the ordinary course of operations, which is less than 1% of the annual revenues of each company. All members of the Audit Committee, the Compensation Committee, and the Governance Committee were determined to be independent, and in addition, the Board determined that the members of the Audit Committee are also independent as defined in the SEC regulations.

Except as set forth in this proxy statement, neither the Company nor any of the nominees listed above or any of their associates have or will have any arrangements or understandings with any person with respect to any future employment by the Company or its affiliates or with respect to any future transactions to which the Company or any of its affiliates will or may be a party.

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**Committees of the Board**

The Board has three standing committees, the Audit Committee, the Compensation Committee, and the Governance Committee, whose members were appointed in April 2015 following the Annual Meeting. The Board also chartered a special committee in October 2014, the Capital Allocation Committee, which was tasked with evaluating and considering capital allocation alternatives for the proceeds from the sale of the Company's Lawn and Garden business.

**Committees and Membership**

**Audit**

**Committee Functions**

Engages the independent registered public accounting firm

Robert A. Stefanko\*  
(Chairman and Presiding Director)

Approves all audit and related engagements (audit and non-audit)

Robert B. Heisler, Jr.\*

Reviews the results of the audit and interim reviews

F. Jack Liebau

Philip T. Blazek

Sarah R. Coffin

Evaluates the independence of the independent registered public accounting firm

Reviews with the independent registered public accounting firm the financial results of the Company prior to their public release and filing of reports with the SEC

\* Board identified these members as financial experts .

Directs and supervise special investigations

Oversees our accounting, internal accounting controls and auditing matters reporting hotline (discussed below) and our corporate compliance program

The Audit Committee also has oversight of our system of internal auditing functions and controls, as well as our internal control procedures. None of our Audit Committee members serve on more than two other public company audit committees. The Audit Committee met eleven times in 2015.

**Compensation Committee**

Establishes and administers the Company's policies, programs and procedures for compensating its executive officers and directors

Sarah R. Coffin

Has the authority to retain outside consultants regarding executive compensation and other matters

(Chairman and Presiding Director)

Robert A. Stefanko

The Compensation Committee met eight times in 2015.

Bruce M. Lisman

John B. Crowe

William A. Foley

Philip T. Blazek

**Corporate Governance  
and Nominating Committee**

Evaluates new director candidates and incumbent directors

John B. Crowe

Recommends nominees to serve on the Board as well as members of the Board's committees to the independent directors of the Board

*(Chairman and Presiding Director)*

Bruce M. Lisman

Responsible for recommending and monitoring participation in continuing education programs by the members of the Board

F. Jack Liebau

William A. Foley

**Capital Allocation Committee**

The Corporate Governance Committee met eight times in 2015.  
The Capital Allocation Committee is a special committee chartered by the Board to evaluate and consider capital allocation alternatives for the proceeds from the sale of the Company's Lawn and Garden business.

Vincent C. Byrd\*

The Capital Allocation Committee met once in January 2015 prior to completing its mandate.

Robert B. Heisler, Jr.

Daniel R. Lee\*\*

William A. Foley

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\* No longer a director following the 2015 Annual Meeting.

\*\* No longer a director following his resignation in March 2015.



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## Committee Charters and Policies

The Board has adopted written charters for the Audit Committee, the Compensation Committee, Governance Committee, and the Capital Allocation Committee. Each Committee reviews and evaluates the adequacy of its charter at least annually and recommends any proposed changes to the Board for approval. Each of the written charters and policies of the Audit Committee, the Compensation Committee, and the Governance Committee are available on the Corporate Governance page accessed from the Investor Relations page of the Company's website at [www.myersind.com](http://www.myersind.com).

## Board Role in Risk Oversight

The Board annually reviews the Company's strategic plan, which addresses, among other things, the risks and opportunities facing the Company. The Board also has overall responsibility for executive officer succession planning and reviews succession plans each year. Certain areas of oversight are delegated to the relevant Committees of the Board and the Committees regularly report back on their deliberations. This oversight is enabled by reporting processes that are designed to provide visibility to the Board about the identification, assessment, monitoring and management of enterprise-wide risks. In May 2015, management conducted its most recent enterprise-wide risk assessment of the Company and each of its business segments, and in July 2015 presented the assessment to the Board for review. The focus of this assessment included a review of strategic, financial, operational, compliance and technology objectives and risks for the Company. In addition, on an ongoing basis: