

# **POLYONE CORPORATION**

## **AUDIT COMMITTEE CHARTER**

### **Authority**

The Board of Directors, by resolution dated August 31, 2000 established the Audit Committee. The Audit Committee Charter was first adopted by the Board on September 6, 2000 and amended subsequently, the last amendment being December 10, 2003.

### **Purpose**

The Audit Committee is appointed by the Board of Directors to assist the Board in fulfilling its oversight responsibilities to shareholders relating to (1) the integrity of the Company's financial statements, (2) the Company's compliance with legal and regulatory requirements, (3) the independent auditor's qualifications and independence, and (4) the performance of the Company's internal audit function and independent auditors.

The Audit Committee must prepare the report required by the rules of the Securities and Exchange Commission (the "Commission") to be included in the Company's annual proxy statement.

### **Committee Membership**

The Audit Committee shall consist of no fewer than three members. The members of the Audit Committee shall meet the independence, financial literacy and experience requirements of the New York Stock Exchange, the Securities Exchange Act of 1934 and the rules and regulations of the Commission. At least one member of the Audit Committee shall be a financial expert as defined by the Commission. Audit Committee members shall not simultaneously serve on the audit committees of more than two other public companies.

The members of the Audit Committee shall be appointed by the Board on the recommendation of the Compensation & Governance Committee. Audit Committee members may be replaced by the Board.

### **Meetings**

The Audit Committee shall meet as often as it deems necessary, but not less frequently than four times a year. A majority of the Committee members will be a quorum for the transaction of business and 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 Audit Committee shall meet periodically with management, the director of internal audit, the chief legal officer and the independent auditor in separate executive sessions. The Audit Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultant to, the Committee.

### **Committee Authority and Responsibilities**

The Audit Committee must directly appoint, retain, evaluate and terminate the Company's independent auditors. The Audit Committee is directly responsible for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor reports directly to the Audit Committee.

The Audit Committee has the sole authority to approve all audit engagement fees and terms, as well as all non-audit engagements (including the fees and terms thereof) to be performed for the Company by its independent auditor. The Audit Committee has adopted a separate policy covering the pre-approval of independent auditor services and fees.

The Audit Committee may form and delegate authority to subcommittees, consisting of the chairperson of the committee, or other members when appropriate. Such delegation of authority may include the review of the Company's quarterly earnings press releases and related financial information and the authority to grant pre-approval of audit and permitted non-audit services, provided that decisions of such subcommittees shall be presented to the full Audit Committee at its next scheduled meeting.

The Audit Committee has the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors.

The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of:

1. Compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;
2. Compensation to any outside legal, accounting or other advisor employed by the Audit Committee;
3. Ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditor.

The Audit Committee must make regular reports to the Board of Directors. The Audit Committee shall annually review its Charter and recommend changes to the Compensation and Governance Committee and the Audit Committee shall annually review its own performance.

The Audit Committee, to the extent required by law or regulation and as the Committee deems necessary or appropriate, shall perform the following duties:

#### Financial Statement and Disclosure Matters

1. Discuss with management and the independent auditor the annual audited financial statements and quarterly financial statements, including the Company's disclosures in "Management's Discussion and Analysis of Financial Condition and Results of Operations".
2. Discuss with management and the independent auditors significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.
3. Discuss the Company's quarterly earnings press releases, as well as the types of financial information and earnings guidance, if any, provided to investors, analysts, rating agencies or financial institutions.
4. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives on the Company's financial statements.
5. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
6. Discuss with the independent auditor the matters relating to the conduct of the audit, including any difficulties encountered in the course of the audit work and management's response, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
7. Review disclosures made to the Audit Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

### Oversight of the Company's Relationship with the Independent Auditor

1. Obtain and review a report from the independent auditor at least annually regarding:
  - (a) the independent auditor's internal quality-control procedures;
  - (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm;
  - (c) any step taken to deal with any such issues, and to assess the auditor's independence; and
  - (d) all relationships between the independent auditor and the Company.
2. Evaluate the qualifications, performance and independence of the independent auditor.
3. Ensure that clear hiring policies are set for the Company's hiring of employees or former employees of the independent auditor that participated in any capacity in the audit of the Company.
4. Meet with the independent auditor prior to the audit to discuss the scope of the audit.

### Oversight of the Company's Internal Audit Function

1. Review the appointment and replacement of the director of internal audit.
2. Review reports to management and the Audit Committee related to on-going assessments of the Company's risk management processes and system of internal control.
3. Review the internal audit plan and staffing.
4. Discuss with the independent auditor and management the sufficiency of the internal audit department responsibilities, plans, budget and staffing.

### Compliance Oversight Responsibilities

1. Discuss with management, the independent auditor and the internal auditor whether they have knowledge of any illegal acts in the Company.
2. Review and discuss with management, the Ethics Committee, and the internal and independent auditor employee compliance with the Company's Codes of Business Conduct and Ethics. Review and discuss with management, the chief legal officer and the independent auditor the Company's compliance with laws and regulations. Advise the Board with respect to the Company's policies and procedures regarding compliance with the Company's Codes of Business Conduct and Ethics.

3. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
4. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.
5. Periodically review with the chief legal officer any legal or regulatory matters that may have a material impact on the Company's financial statements or compliance programs, along with any material pending claims and litigation involving the Company.
6. Review with the chief legal officer the investigation and disposition of any reports made under the Commission's Rule 205 of a material violation of securities law or breach of fiduciary duty or similar violation by the Company or by any of its officers, directors, employees or agents.