

SPARTECH CORP  
Form 425  
October 24, 2012

Leveraging our Four Pillar Strategy:  
The Acquisition of Spartech  
October 24, 2012  
Filed by PolyOne Corporation  
Commission File No. 1-16091  
Pursuant to Rule 425 under the Securities Act of 1933  
and deemed filed pursuant to Rule 14a-12  
under the Securities Exchange Act of 1934

Subject Company: Spartech Corporation  
Commission File No. 1-5911

Forward  
Looking Statements  
Page 2

In this presentation, statements that are not reported financial results or other historical information are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In particular, statements in this press release regarding the performance of Spartech are forward-looking statements. Forward-looking statements give current expectations or forecasts of future events and future performance. They are based on management's expectations that involve a number of business risks and uncertainties, and actual results may differ materially from those expressed in or implied by the forward-looking statements. They use words such

estimate, expect, project, intend, plan, believe, and other words and terms of similar meaning in connection with operating or financial performance and/or sales.

Factors that could cause actual results to differ materially from those implied by these forward-looking statements include, but are not limited to:

- The time required to consummate the proposed acquisition; the satisfaction or waiver of conditions in the merger agreement; and
- adverse changes in the business of Spartech; the ability to obtain required regulatory, shareholder or other third-party approval, and otherwise consummate the proposed acquisition; our ability to achieve the strategic and other objectives relating to the proposed acquisition, including any expected synergies; our ability to successfully integrate Spartech and achieve the expected results of the acquisition, without limitation, the acquisition being accretive;
- Disruptions, uncertainty or volatility in the credit markets that could adversely impact the availability of credit already arranged, the availability and cost of credit in the future;
- The financial condition of our customers, including the ability of customers (especially those that may be highly leveraged and have inadequate liquidity) to maintain their credit availability;
- The speed and extent of an economic recovery, including the recovery of the housing market;
- Our ability to achieve new business gains;
- The amount and timing of repurchases, if any, of PolyOne common shares and our ability to pay regular quarterly cash dividends and timing of any future dividends;
- The effect on foreign operations of currency fluctuations, tariffs, and other political, economic and regulatory risks;
- Changes in polymer consumption growth rates in the markets where we conduct business;
- Changes in global industry capacity or in the rate at which anticipated changes in industry capacity come online;
- Fluctuations in raw material prices, quality and supply and in energy prices and supply;
- Production outages or material costs associated with scheduled or unscheduled maintenance programs;
- Unanticipated developments that could occur with respect to contingencies such as litigation and environmental matters;
- An inability to achieve or delays in achieving or achievement of less than the anticipated financial benefit from initiatives relating to cost reductions, cost reductions, employee productivity goals, and an inability to raise or sustain prices for products or services;
- An inability to maintain appropriate relations with unions and employees; and
- Other factors affecting our business beyond our control, including, without limitation, changes in the general economy, changes in interest rates and changes in the rate of inflation.

The above list of factors is not exhaustive.

We undertake no obligation to publicly update forward-looking statements, whether as a result of new information, future events or otherwise. We are advised to consult any further disclosures we make on related subjects in our reports on Form 10-Q, 8-K and 10-K that we provide to the Exchange Commission.

This presentation includes the use of both GAAP (generally accepted accounting principles) and non-GAAP financial measures. The non-GAAP financial measures include: adjusted EPS, earnings before interest, tax, depreciation and amortization (EBITDA), adjusted EBITDA, net debt, Specialty platform operating income, adjusted operating income, return on invested capital, net debt/EBITDA, and the exclusion of corporate charges in certain calculations. In certain cases throughout this presentation, we have presented GAAP and non-GAAP financial measures adjusted to reflect full-year 2011 Pro forma results, including

ColorMatrix.

PolyOne's chief operating decision makers use these financial measures to monitor and evaluate the ongoing performance of the Company and each business segment and to allocate resources. In addition, operating income before special items is a component of various PolyOne annual and long-term employee incentive plans.

A reconciliation of each non-GAAP financial measure with the most directly comparable GAAP financial measure is attached to this presentation which is posted on our website at [www.polyone.com](http://www.polyone.com).

Use of Non GAAP Measures

Page 3

Additional Information

Additional Information

In connection with the proposed transaction, a registration statement on Form S-4 will be filed with the SEC. SPARTECH CORPORATION STOCKHOLDERS ARE ENCOURAGED TO

READ  
THE  
REGISTRATION  
STATEMENT  
AND  
ANY  
OTHER  
RELEVANT  
DOCUMENTS FILED WITH THE SEC, INCLUDING THE PROXY STATEMENT/PROSPECTUS THAT WILL BE PART  
REGISTRATION  
STATEMENT,  
WHEN  
THEY  
BECOME  
AVAILABLE,  
BECAUSE  
THEY  
WILL  
CONTAIN  
IMPORTANT  
INFORMATION

ABOUT THE PROPOSED MERGER. The final proxy statement/prospectus will be mailed to stockholders of Spartech Corporation. Investors and security holders will be able to obtain the documents free of charge at the SEC's website, [www.sec.gov](http://www.sec.gov),

from  
PolyOne  
at  
its  
website,  
[www.polyone.com](http://www.polyone.com),  
or  
33587  
Walker  
Road,  
Avon  
Lake,  
Ohio  
44012,  
Attention:

Corporate Secretary, or from Spartech Corporation at its website, [www.spartech.com](http://www.spartech.com), or 120 S. Central Avenue, Suite 1700, Clayton, Missouri 63105, Attention: Corporate Secretary.

Participants in Solicitation

PolyOne and Spartech Corporation and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies in respect of the proposed merger. Information concerning PolyOne's participants is set forth in the proxy statement, dated March 23, 2012, for PolyOne's 2012 Annual Meeting of Stockholders as filed with the SEC on Schedule 14A and PolyOne's current reports on Form 8-K, as filed with the SEC on May 11, 2012 and September 25, 2012. Information concerning Spartech Corporation's participants is set forth in the proxy statement, dated January 24, 2012, for Spartech Corporation's 2012 Annual Meeting of Stockholders as filed with the SEC on Schedule 14A and Spartech Corporation's current report on Form 8-K, as filed with the SEC on March 16, 2012. Additional information regarding the



interests of participants of PolyOne and Spartech Corporation in the solicitation of proxies in respect of the proposed merger will be included in the registration statement and proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Page 4

Spartech  
Compelling Strategic Rationale

Spartech expands PolyOne's specialty portfolio with adjacent technologies in attractive end markets

Bolt-on acquisition with opportunity for global expansion, as only 6% of Spartech's revenues are outside of North America

PolyOne has a proven management team with a track record of

transformational success

Preliminary annual synergies estimated at \$65 million  
Significant opportunity to expand profitability by leveraging  
PolyOne's four pillar strategy

Substantial potential share price appreciation for all  
shareholders  
Accretive to EPS in first full year post-acquisition / \$0.50 once  
synergies realized  
Page 5

Custom Sheet &  
Rollstock  
52%  
Packaging  
Technologies  
21%  
Color &  
Specialty  
Compounds

27%

Packaging

27%

Transportation

22%

Construction

18%

Sign &

Advertising

9%

Recreation &

Leisure

8%

Appliance &

Electronics

6%

Other

10%

Spartech at a Glance

3Q12 LTM Revenue: \$1,156 million

#1 North America market position in sheet, rigid barrier packaging and specialty cast acrylics

Operates as a producer of plastic products, custom extruded sheet and rollstock products, and packaging principally in the United States

Approximately 2,500 employees

30 plants in four countries: US (25), Canada (3), Mexico (1), France (1)

Business Description

Sales by Segment

Sales By End Market

Sales By Geography

Page 6

United States

80%

Asia & Other

1%

Europe

5%

Mexico

7%

Canada

7%

Spartech Segment Overview  
Custom Sheet & Rollstock  
#1 in Sheet  
#1 in Cast Acrylics  
North  
American  
Market  
Position

Plastic Sheet

Custom Rollstock

Calendered Film

Laminates

Cell Cast Acrylic

Monolayer Rollstock

Barrier Rollstock

Thermoformed Containers

Graphics Arts

Compounds

Color Concentrates

Black, White

Roofing Formulations

Contract Manufacturing  
Products

Cell Cast Acrylic in  
Aerospace

Graphic Arts

Packaging with

Barrier Technology

Energy efficient TPO

Roofing Compounds

Drip Irrigation

Specialty Security

Glazing

Page 7

#1 in Rigid Barrier Packaging

Leader in energy efficient

TPO Roofing

Packaging Technologies

Color & Specialty

Compounds

Acquisition Aligned with Four-Pillar Strategy

Page 8

Specialization

Commercial Excellence

Operational Excellence

Market leading positions in roughly 60% of its  
business



Adds adjacent technology and designed solutions across several attractive market segments and applications

Leadership in rigid barrier packaging provides opportunity to capitalize on PolyOne barrier additive technology

Mix shift: from Volume to Value

Establish Lean Six Sigma as way of life

Plant rationalization aligned with the voice of the customer

Elimination of redundant corporate overhead

Raw material savings

Expanded solutions across key markets including packaging, aerospace, healthcare, transportation and consumer

Accelerate sales force efficiency and effectiveness

Substantial cross-selling potential exists  
Color & additives  
Distribution

Mix shift: from Volume to Value  
Globalization

Opportunity to capitalize on PolyOne's global footprint

Leverage relationships with multi-national OEMs to drive expansion of Spartech products

Healthcare /  
Medical

Medical device packaging

Medical test strips  
Aerospace  
and Security

Cast acrylic canopies

Flame retardant / fire-rated

Bullet resistant barriers

Aircraft cabin windows

Examples of Spartech Specialty Products

Beverage Pods

Single-serve dairy (yogurt, cottage cheese)

Shelf-stable foods

1-Seal Technology

End Markets

Examples of Spartech Specialty Applications

Consumer

Packaging

Page 9

The PolyOne Transformation  
Doing What We Do Best

CAGR = 43.2%  
Specialty Operating  
Income Mix  
CAGR = 46.2%  
Accelerating Growth  
PolyOne  
Adjusted  
Operating Income  
% of Sales

Adjusted

EPS

\$13M

\$46M

\$87M

\$111M

\$31M

\$46M

\$89M

Page 11

OI CAGR = 15.7%

'06

'07

'08

'09

'10

'11

3Q '12

LTM

'06

'07

'08

'09

'10

'11

3Q '12

LTM

'06

'07

'08

'09

'10

'11

3Q '12

LTM

Old  
PolyOne  
Transformation  
\*Operating Income excludes corporate charges and special items  
\*\* Pro forma for the acquisition of ColorMatrix and divestiture of SunBelt  
Specialty OI  
\$5M                    \$46M                    \$89M  
\$117M                    Target  
Mix Shift Highlights Specialty Transformation

PolyOne  
2015  
Target  
Page 12  
34%  
42%  
50%  
65-75%  
0%  
20%  
40%  
60%  
80%  
100%  
2005  
2008  
2011  
2011\*\*  
2015  
JV's  
PP&S  
Distribution  
Specialty  
2%



Proof of Performance

PolyOne

\*ROIC is defined as TTM adjusted OI divided by the sum of average debt and equity over a 5 quarter period

Page 13

2007

2012 Target

YTD 9/30/12

Where we  
were

What we said

Where

we are

1) Operating

Income %

Specialty

3.2%

10% -

12%

9.7%

PP&S

6.1%

8%

-

10%

9.3%

Distribution

3.0%

4% -

5%

6.3%

2) Specialty Platform

% of Operating Income

20%

>50%

46%

3)

Specialty Vitality

Index

21%

35% -

40%

46%

4) ROIC\*

(pre-tax)

11%

>15%

17%

5) Sales outside the US

37%

>40%

39%

Page 14  
PolyOne  
Spartech Opportunity  
Proof of Performance  
Spartech Opportunity  
2006  
YTD 9/30/12  
Today  
Intermediate

Goal

Where we  
were

Where we  
are

Where  
Spartech

is

Where  
we

can

go

Specialty  
Operating

Margin

1.5%

9.7%

1.8%

8.0%

10.0

Achievable Synergies

Near-term and preliminary annualized synergies estimated at \$65 million

Achieved over a 3-year period

One-time cash cost to achieve synergies is estimated at ~\$60 million

Page 15

Commercial

Operations  
Administration

Value based selling to  
drive margin expansion

Cross-selling

Leverage relationships to  
drive specialty growth and  
differentiation

Align manufacturing  
network with voice of  
customer

Sourcing savings

Lean Six Sigma to drive  
further operational gain

Elimination of redundant  
overhead  
Duplicate public  
company costs  
Corporate governance  
Synergy plan doubles the pace of transformation executed at  
PolyOne  
since  
2006

doing  
what  
we  
have  
proven  
we  
can  
do

Financial Highlights

Purchase Price of \$8.00 per share, 33.34% cash and 66.66% stock consideration

Plan to complete repurchase of stock issued in the transaction within 12-18 months after closing

Each Spartech share exchanged for \$2.67 in cash and 0.3167 shares of PolyOne stock

\$393 million total enterprise value, including approximately  
\$142 million of Spartech net debt

7.4x LTM EBITDA

3.3x LTM EBITDA including run-rate synergies

Transaction

Overview

Pro Forma

Financial Impact

Page 16

Expected to be accretive to EPS in year 1 following  
acquisition

Preliminary annual synergies estimated to be \$65 million

Expected EPS accretion of approximately \$0.50 once full  
value of synergies are realized



Financing and Share Repurchase Plan  
Page 17

Committed financing in place to support  
transaction  
New long-term debt of \$250  
million

Expanded revolver that will allow us to

incorporate Spartech assets  
Undrawn at closing

At closing, between the undrawn revolver and balance sheet cash, we anticipate having liquidity of approximately \$500 million that can be used for:

- Operating needs
- Restructuring costs
- Expanded share repurchases
- Bolt-on acquisition opportunities

Pro forma net debt / EBITDA of 2.1x

Board authorization to repurchase  
20 million shares

After closing, PolyOne expects to opportunistically repurchase shares issued in the transaction

In addition, as previously announced, PolyOne also intends to continue to opportunistically repurchase approximately 2 million shares per year to offset employee issuances and reduce outstanding shares

Expect to complete repurchases within 12-18 months post-closing funded through free cash flow, balance sheet cash and revolver capacity

At Closing  
Post-Closing Share Buyback

Expected to close in Q1, 2013

Spartech stockholder approval

Receipt of necessary regulatory approvals

Completion of standard and customary closing conditions  
No financing contingency

Clear Path to Completion  
Page 18

## Summary and Key Takeaways

Strategy remains unchanged

Be the world's premier provider of specialized polymer materials, services and solutions

Spartech expands PolyOne's breadth of specialty offerings with adjacent technologies in attractive end markets

PolyOne transformation continues with greater upside  
potential  
Preliminary annual synergies estimated to be \$65 million

Substantial share price appreciation potential for all  
shareholders  
Accretive to EPS in first full year post-acquisition / \$0.50  
once preliminary estimate of synergies achieved  
Page 19