

**Charter of the Audit Committee
of the Board of Directors of
Graphic Packaging Holding Company
As Adopted by the Board of Directors on May 20, 2008
and amended and restated effective
May 22, 2013**

This Charter sets forth, among other things, the purpose, membership and duties and responsibilities of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of Graphic Packaging Holding Company (the "Corporation").

1. Purpose

The purposes of the Committee are (a) to assist the Board in overseeing (i) the quality and integrity of the Corporation's financial statements, (ii) the qualifications and independence of the Corporation's independent registered public accounting firm, (iii) the performance of the Corporation's internal audit function and independent registered public accounting firm and (iv) the Corporation's compliance with legal and regulatory requirements; and (b) to prepare the report of the Committee required to be included in the Corporation's annual proxy statement under the rules of the U.S. Securities and Exchange Commission (the "SEC").

2. Membership

The Committee shall consist of at least three members. The members of the Committee shall be appointed by the Board annually on the recommendation of the Nominating and Corporate Governance Committee of the Board, which shall recommend for Committee membership such directors as it believes are qualified.

Each member of the Committee shall satisfy the independence requirements relating to directors and audit committee members of the New York Stock Exchange (the "NYSE") and (b) under Section 10A(m) of the Securities Exchange Act of 1934 (the "Exchange Act"), and any related rules and regulations promulgated thereunder by the SEC.

No director may serve as a member of the Committee if such director serves on the audit committee of more than two other public companies, unless the Board determines in each case that such simultaneous service would not impair the ability of such director to effectively serve on the Committee.

Each member of the Committee shall be financially literate; as such qualification is interpreted by the Board in its business judgment, or must become financially literate within a reasonable period of time after appointment to the Committee. At least one member of the Committee shall qualify as an audit committee financial expert, as such term is defined by the SEC in Item 407(d)(5)(i) of Regulation S-K.

Members of the Committee may be removed or reassigned to another Committee of the Board upon the recommendation of the Nominating and Corporate Governance Committee and by approval of such recommendation by the Board of Directors.

3. Structure and Operations

The Board shall designate one member of the Committee as its Chairperson. The affirmative vote of a majority of the members of the Committee is necessary for the adoption of any resolution. Unless expressly authorized by the Board, the Committee shall not have the power to create subcommittees. The Committee may delegate to one or more designated members of the Committee the authority to grant pre-approvals of audit and non-audit services pursuant to Section 10A(i)(3) of the Exchange Act and any related rules promulgated thereunder by the SEC, which pre-approvals shall be presented to the full Committee at the next scheduled meeting.

The Committee shall have at least four regularly scheduled meetings per year at such times and places as shall be determined by the Committee chairperson, and may have such additional meetings as the Committee chairperson or a majority of the Committee's members deem necessary or desirable. The Committee may request (a) any officer or employee of the Corporation, (b) the Corporation's outside counsel or (c) the Corporation's independent registered public accounting firm to attend any meeting (or portions thereof) of the Committee, or to meet with any members of or consultants to the Committee, and to provide such information as the Committee deems necessary or desirable.

The Committee shall meet separately, at least once every fiscal quarter, with management, with the Corporation's internal auditors (or other personnel responsible for the Corporation's internal audit function) and with the independent registered public accounting firm.

Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications arrangements by means of which all persons participating in the meeting can hear each other.

4. Duties and Responsibilities

The Committee's duties and responsibilities shall include each of the items enumerated in this Section 4 and such other matters as may from time to time be delegated to the Committee by the Board.

Reports to Board; Review of Committee Performance and Charter

(a) The Committee shall report regularly to the Board and review with the Board any issues that arise with respect to:

- (i) the quality or integrity of the Corporation's financial statements;
- (ii) the performance and independence of the Corporation's independent registered public accounting firm;
- (iii) the performance of the Corporation's internal audit function; and
- (iv) the Corporation's compliance with legal and regulatory requirements.

(b) The Committee shall undertake and review with the Board an annual performance evaluation of the Committee, which shall compare the performance of the Committee with the requirements of this Charter and set forth the goals and objectives of the Committee for the upcoming year. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

(c) The Committee shall review and re-assess annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

The Corporation's Relationship with the Independent Registered Public Accounting Firm

(d) The Committee shall have the sole and direct responsibility and authority for the appointment, compensation, retention and oversight of the work of each independent registered public accounting firm engaged by the Corporation for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Corporation, and each such independent registered public accounting firm shall report directly to the Committee. The Committee shall be responsible for resolving disagreements

between management and each such independent registered public accounting firm regarding financial reporting. The Committee shall have the responsibility and authority to approve, in advance of the provision thereof, all audit services and, subject to the de minimis exception of Section 10A(i) of the Exchange Act and the SEC rules promulgated thereunder, all permitted non-audit services to be provided to the Corporation by any such independent registered public accounting firm. The Committee shall have the sole authority to approve any compensation payable by the Corporation for any approved audit or non-audit services to any such independent registered public accounting firm, including the fees, terms and conditions for the performance of such services.

- (e) The Committee shall, at least annually:
 - (i) obtain a written report by the independent registered public accounting firm describing, to the extent permitted under applicable auditing standards:
 - (A) the independent registered public accounting firm's internal quality-control procedures;
 - (B) any material issues raised by the most recent internal quality-control review, or peer review, of the independent registered public accounting 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 independent registered public accounting firm, and any steps taken to deal with any such issues; and
 - (C) all relationships between the independent registered public accounting firm and the Corporation; and
 - (ii) review the foregoing report and the independent registered public accounting firm's work throughout the year and evaluate the independent registered public accounting firm's qualifications, performance and independence, including a review and evaluation of the lead partner on the independent registered public accounting firm's engagement with the Corporation, and present its conclusions to the Board and, if so determined by the Committee, recommend that the Board take additional action to satisfy itself of the qualifications, performance and independence of the independent registered public accounting firm.

(f) The Committee shall, at least annually, discuss with the independent registered public accounting firm, out of the presence of management if deemed appropriate:

- (i) the matters required to be discussed by statement on Auditing Standards 61, as it may be modified or supplemented, relating to the conduct of the audit;
- (ii) the written disclosures and the letter required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees), as it may be modified or supplemented;
- (iii) the audit process, including, without limitation, any problems or difficulties encountered in the course of the performance of the audit, including any restrictions on the independent registered public accounting firm's activities or access to requested information imposed by management, and management's response thereto, and any significant disagreements with management; and
- (iv) the Corporation's internal controls and the responsibilities, budget and staffing of the Corporation's internal audit function, including any "management" or "internal control" letter issued or proposed to be issued by the registered public accounting firm to the Corporation.

(g) The Committee shall establish policies for the Corporation's hiring of employees or former employees of the independent registered public accounting firm.

(h) The Committee shall review, and discuss as appropriate with management, the internal auditors and the independent registered public accounting firm, the report of the independent registered public accounting firm required by Section 10A(k) of the Exchange Act.

Financial Reporting and Disclosure Matters

(i) The Committee shall review and discuss with management and the independent registered public accounting firm:

- (i) prior to the annual audit, the scope, planning and staffing of the annual audit;

- (ii) the Corporation's annual audited financial statements and quarterly financial statements, including the Corporation's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the results of the independent registered public accounting firm's reviews of the quarterly financial statements;
- (iii) significant issues regarding accounting and auditing principles and practices and financial statement presentations, including all critical accounting policies and estimates, any significant changes in the Corporation's selection or application of accounting principles and any significant issues as to the adequacy of the Corporation's internal controls and any special audit steps adopted in light of material control deficiencies;
- (iv) analyses prepared by management and/or the independent registered public accounting firm setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements;
- (v) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements;
- (vi) any significant changes to the Corporation's auditing and accounting principles and practices suggested by the independent registered public accounting firm, internal audit personnel or management; and
- (vii) management's internal control report prepared in accordance with rules promulgated by the SEC pursuant to Section 404 of the Sarbanes-Oxley Act.

(j) The Committee shall recommend to the Board whether the annual audited financial statements should be included in the Corporation's Form 10-K.

(k) The Committee shall review earnings press releases and discuss with management the Corporation's practices regarding such press releases and the provision of financial information and earnings guidance by management to analysts and rating agencies.

(l) The Committee shall periodically review and discuss with management the Corporation's guidelines and policies with respect to the process by which the Corporation undertakes risk assessment and risk management, including discussion of the Corporation's major financial risk exposures and the steps management has taken to monitor and control such exposures.

(m) The Committee shall prepare the Report required by Item 407 of Regulation S-K promulgated under the Exchange Act for inclusion in the Corporation's Proxy Statement for the Annual Meeting of Stockholders.

(n) The Committee shall review and discuss with the CEO and CFO the procedures undertaken in connection with the CEO and CFO certifications for Form 10-Ks and Form 10-Qs, including their evaluation of the Corporation's disclosure controls and procedures and internal control over financial reporting.

(o) The Committee shall annually obtain from the independent registered public accounting firm assurance that the audit was conducted in a manner consistent with Section 10A of the Exchange Act.

Internal Audit, Compliance Matters and Other

(p) The Committee shall review the appointment and termination of senior internal audit personnel, and review all significant reports to management prepared by internal audit personnel and management's responses.

(q) The Committee shall establish and maintain procedures for:

- (i) the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and
- (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

(r) The Committee shall review with management and the independent registered public accounting firm any correspondence with regulators or governmental agencies and any employee complaints or published reports that raise material issues regarding the Corporation's financial statements or accounting policies.

(s) The Committee shall review with the Corporation's general counsel any legal matters that may have a material impact on the financial statements or the compliance policies of the Corporation and its subsidiaries, and any material reports or inquiries received by the Corporation or any of its subsidiaries from regulators or governmental agencies.

(t) The Committee shall review and, if appropriate, approve or ratify all transactions with related parties required to be approved or ratified pursuant to the Policy on Related Party Transactions.

(u) The Committee shall exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board.

5. Authority and Resources

The Committee may, without further approval by the Board, obtain such advice and assistance, including, without limitation, the performance of special audits, reviews and other procedures, from outside accounting, legal or other advisors as the Committee determines to be necessary or advisable in connection with the discharge of its duties and responsibilities hereunder. Any accounting, legal or other advisor retained by the Committee may, but need not be in the case of an outside accountant, the same accounting firm employed by the Corporation for the purpose of rendering or issuing an audit report on the Corporation's annual financial statements, or in the case of an outside legal or other advisor, otherwise engaged by the Corporation for any other purpose.

The Corporation shall pay to any independent registered public accounting firm employed by the Corporation for the purpose of rendering or issuing an audit report or performing other audit, review or attest services and to any outside accounting, legal or other advisor retained by the Committee pursuant to the preceding paragraph such compensation, including, without limitation, usual and customary expenses and charges, as shall be determined by the Committee. The Corporation shall pay ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

6. Committee Secretary and Records

Consistent with the duties of the Secretary set forth in the Corporation's Amended and Restated Bylaws, the Secretary is responsible for recording and maintaining appropriate records of all of the official proceedings of the Board and its Committees. Accordingly, the Secretary (or any Assistant Secretary designated by the Secretary) shall act as the Secretary to the Committee at all meetings. The Secretary shall also be responsible for issuing the notice of meetings, reviewing and forwarding materials to members of the Committee in advance of the meeting, preparing the draft minutes of the meeting and retaining the approved minutes of the meeting. The Secretary shall perform such duties at the direction of the Committee Chairman and in coordination with appropriate members of the Corporation's management.