

**Charter of the Nominating and  
Corporate Governance Committee  
of the Board of Directors of  
Graphic Packaging Holding Company  
As Adopted by the Board of Directors on May 20, 2008,  
amended and restated on May 22, 2013 and on May 21, 2014**

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

**1. Purpose**

The purpose of the Committee is to: (i) identify individuals qualified and suitable to become Board members and recommend to the Board the director nominees for each annual meeting of shareholders; (ii) provide orientation and training for new directors; (iii) develop and recommend to the Board a set of corporate governance principles applicable to the Corporation; and (iv) oversee the evaluations of the Board and management.

**2. Membership**

The Committee shall consist of no less than three members. The members of the Committee shall be appointed annually by the Board on the recommendation of the Committee, which shall recommend for Committee membership such directors as it believes are qualified. Each member of the Committee shall be an independent director (as defined by the New York Stock Exchange). 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 shall have at least three 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. 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. The Committee may invite such members of management to its meetings as it may deem desirable or appropriate.

#### **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.

(a) The Committee shall recommend to the Board appropriate criteria for the selection of new directors and shall periodically review the criteria adopted by the Board and, if deemed desirable, recommend to the Board changes to such criteria.

(b) The Committee shall identify and recommend to the Board candidates the Committee believes are qualified and suitable to become members of the Board consistent with criteria for selection of new directors adopted from time to time by the Board; and recommend to the Board the nominees to stand for election as directors at each annual meeting of shareholders or, if applicable, at any special meeting of shareholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy through appointment by a majority of the Corporation's directors.

(c) The Committee shall identify Board members qualified to fill vacancies on any committee of the Board (including the Committee), and recommend that the Board appoint the identified member or members to the respective committee. In recommending a member for committee membership, the Committee shall take into consideration the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate, including without limitation, the Corporation's corporate governance principles, the consistency of the member's experience with the goals of the committee and the interplay of the member's experience with the experience of the other committee members.

(d) The Committee shall make recommendations to the Board from time to time as to changes in the size of the Board that the Committee believes to be desirable.

(e) The Committee shall oversee the system of corporate governance of the Corporation, including: (i) developing and recommending to the Board a set of corporate governance principles for the Corporation; (ii) reviewing and reassessing the adequacy of the principles at least annually; and

(iii) recommending to the Board for approval any such changes to the principles as the Committee believes are appropriate.

(f) The Committee shall report periodically to the Board on all matters for which the Committee has been delegated responsibility.

(g) The Committee shall undertake and review an annual performance evaluation of the Board. The Committee shall conduct such performance evaluation in such manner as the Committee deems appropriate, and may report the results of its performance evaluation through an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

(h) 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 Committee shall conduct such performance evaluation in such manner as the Committee deems appropriate, and may report the results of its performance evaluation through an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

(i) The Committee shall have oversight of orientation and training for new directors of the Corporation as to such director's duties and responsibilities.

(j) The Committee shall designate an acting Chairman of the Board in the event that the then current Chairman is unable to serve or act in that capacity.

(k) The Committee shall periodically review the compensation of the Corporation's directors and make recommendations to the Board with respect thereto.

(l) The Committee shall annually review and reassess the adequacy of this Charter and recommend to the Board for approval such changes as the Committee believes are appropriate.

(m) 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 shall have the sole authority, without further approval by the Board, to select, retain and terminate a consultant or search firm to be used to identify director candidates and to approve any compensation payable by the Corporation to such consultant or search firm, including the fees, terms and other conditions for the performance of such services. In addition, the Committee may,

without further approval by the Board, obtain such advice and assistance from outside 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 legal or other advisor retained by the Committee may, but need not, be otherwise engaged by the Corporation for any other purpose.

The Corporation shall pay to any consultant or search firm or outside 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.

## **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.