



## **Sonoco Products Company Corporate Governance and Nominating Committee Charter**

### **Establishment of Committee**

The Corporate Governance and Nominating Committee (the “Committee”) shall serve as the primary source for the Board of Directors (the “Board”) of Sonoco Products Company (the “Company”) in

1. recommending individuals to the Board for nomination as members of the Board, and
2. developing and recommending principles of corporate governance for the Company to the Board.
3. Providing leadership and oversight of the corporate governance of the Company.

The Committee shall report to the Board on a regular basis and not less than once a year.

### **Committee Membership and Qualifications**

The Committee shall consist solely of three or more members of the Board, each of whom has been determined by the Board to be “independent” under the rules of the New York Stock Exchange, Inc. (“NYSE”). Members shall be appointed by the Board for such term or terms as the Board may determine but may be removed at any time by the Board.

### **Committee Structure and Operations**

The Board shall designate one member of the Committee as its chairperson. The Committee shall meet when deemed necessary or desirable by its members or its chairperson.

### **Committee Purposes and Responsibilities**

The following are the purposes and responsibilities of the Committee:

1. To recommend to the Board amendments to the articles of incorporation and bylaws of the Company.
2. To develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and to review those guidelines at least once a year. Such recommendations shall include:
  - a. The structure, mission, practices and policies of the Board, including but not limited to:
    - i. Director qualification standards and Board composition
    - ii. Director independence standards
    - iii. Director responsibilities
    - iv. Director orientation and continuing education
    - v. Director access to management and resources

- b. The composition, structure and mission of Board committees.
3. To recommend the number of directors who shall serve on the Board of Directors.
4. To identify individuals believed to be qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the nominees of the Board to stand for election or re-election as directors at the annual meeting of stockholders. In the case of a vacancy created in the office of director (including a vacancy created by an increase in the size of the Board), the Committee may recommend to the Board an individual to fill such vacancy either through election by the Board or through election by stockholders. In recommending candidates, the Committee shall take into consideration such factors as it deems appropriate. These factors should include diversity, age, skills such as understanding of appropriate technologies and general finance, decision-making ability, inter-personal skills, experience with businesses and other organizations of comparable size, and the interrelation between the candidate's experience and business background and the experience and business backgrounds of other Board members. The Committee should also consider potential director candidates recommended by shareholders if, in making such recommendations, the shareholders comply with the requirements of law, the Corporate Governance Guidelines and any other policies or criteria adopted by the Board. In considering potential director candidates, the Committee should also consider whether a candidate has special interests or a specific agenda that could impair his or her ability effectively to represent the interests of shareholders. between the candidate's experience and business background and the experience and business backgrounds of other Board members. The Committee should also consider potential director candidates recommended by shareholders if, in making such recommendations, the shareholders comply with the requirements of law, the Corporate Governance Guidelines and any other policies or criteria adopted by the Board.
5. To evaluate the independence of directors and director nominees through inquiries of Board members and nominees of whether such persons meet independence criteria established by the NYSE and the Board and the Committee, and to provide such information to the Board so it can make a final determination with respect to independence.
6. To recommend to the Board directors to serve on each of the Board's committees.
7. To review with the Board on an annual basis the skills, characteristics, participation, and performance of the then current members of the Board based on the factors noted above.
8. To determine the number of other public and private boards of directors on which each director and nominee serves, the committee assignments, and the nature of the business of the companies, and to assess whether such service is in the best interest of the Company.
9. To evaluate the facts and circumstances upon being offered resignation by a director after his or her principal occupation or business association changes substantially, and to make a recommendation to the Board whether to accept the resignation or to request the director to continue to serve on the Board.
10. To ensure that processes are in place for annual CEO performance and compensation evaluation and for reviews of succession planning and management development.

11. To recommend to the Board a corporate philosophy and strategy governing director compensation and benefits, and to monitor the company's program of director compensation and benefits.
12. To ensure the scheduling of regular meetings of non-management directors and at least an annual meeting of independent directors.
13. To review policies relating to meetings of the Board of Directors, including meeting schedules and locations, meeting agendas, and procedures for delivery of materials in advance of meetings.
14. To oversee the evaluation of the Board and of committees of the Board and management.
15. To evaluate and deal with conflicts of interest or potential conflicts of interest brought to the attention of the Board, management or any committee of the Board.
16. To administer the Company's Related Party Transaction Approval Policy, review proposed related party transactions quarterly, and approve only those transactions the Committee determines to be in the best interest of the Company. The Committee may ratify, revise or terminate any such transaction.
17. To review annually compliance of Board members and officers with the Board's stock ownership policy.
18. To review proposals submitted by the Company's shareholders for inclusion in the Company's proxy materials and recommend to the Board appropriate action.
19. To review directors and officers' indemnification and insurance matters and make such recommendations to the Board as the Committee deems appropriate.
20. To undertake any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

### **Delegation to Subcommittee**

The Committee may, in its discretion and to the extent permitted by law, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

### **Resources and Authority of the Committee**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to retain counsel and other experts or consultants. The Committee shall have the sole authority to select and retain a consultant or search firm to be used to help identify director candidates, to terminate any such consultant or search firm, and to approve such consultant's or search firm's fees or other retention terms.

**Performance and Charter Evaluation**

The Committee shall conduct 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 review this Charter annually and recommend to the Board any improvements in the Charter deemed necessary or desirable by the Committee. The performance evaluation 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.