

SCHEDULE 14A  
(RULE 14A-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION  
PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES  
EXCHANGE ACT OF 1934 (AMENDMENT NO. )

Filed by the Registrant ☒ [X]

Filed by a Party other than the Registrant ☐ [ ]

Check the appropriate box:

- ☐ [ ] Preliminary Proxy Statement ☐ [ ] Confidential, for Use of the Commission  
Only (as permitted by Rule 14a-6(e)(2))
- ☒ [X] Definitive Proxy Statement
- ☐ [ ] Definitive Additional Materials
- ☐ [ ] Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

SONOCO PRODUCTS COMPANY

-----  
(Name of Registrant as Specified In Its Charter)

-----  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ [X] No fee required.
- ☐ [ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

- ☐ [ ] Fee paid previously with preliminary materials:

- ☐ [ ] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

[SONOCO (R) LOGO]

LOGO

SONOCO PRODUCTS COMPANY

POST OFFICE BOX 160  
NORTH SECOND STREET  
HARTSVILLE, SOUTH CAROLINA 29551-0160 U.S.A.

March 15, 2000

TO OUR SHAREHOLDERS:

You are cordially invited to attend our Annual Shareholders' Meeting to be held at the Center Theater, 212 North Fifth Street, Hartsville, South Carolina, on Wednesday, April 19, 2000, at 11:00 A.M.

We have enclosed a Notice of Annual Meeting of Shareholders and Proxy Statement that cover the details of matters to be presented at the meeting.

In addition to acting on the matters listed in the Notice of Annual Meeting of Shareholders, we will discuss the Company's progress, and you will be given an opportunity to ask questions of general interest to all shareholders.

We have also enclosed a copy of the 1999 Annual Report, which reviews the Company's past year's events, unless you have signed a statement indicating that you have access to another copy at your address.

We hope that you will come to the Annual Meeting in person; but even if you plan to come, we strongly encourage you to complete the enclosed proxy appointment and return it to us in the enclosed business reply envelope. Or, you can vote by telephone or via the Internet. Instructions are shown on your proxy card. If you are a shareholder of record and later find you can be present or if for any reason you desire to revoke your proxy, you can do so at any time before the voting. Your vote is important and will be greatly appreciated.

/s/ CHARLES W. COKER

Charles W. Coker  
Chairman

/s/ PETER C. BROWNING

Peter C. Browning  
President & Chief Executive  
Officer

## SONOCO PRODUCTS COMPANY

POST OFFICE BOX 160  
 NORTH SECOND STREET  
 HARTSVILLE, SOUTH CAROLINA 29551-0160

## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TIME..... 11:00 A.M. on Wednesday, April 19, 2000.

PLACE..... The Center Theater, 212 North Fifth Street, Hartsville,  
 South Carolina.

PURPOSES..... (1) To elect five members of the Board of Directors to serve  
 for the next three years.  
 (2) To approve the Performance-Based Annual Incentive Plan  
 for Executive Officers.  
 (3) To approve the selection of independent auditors.  
 (4) To transact any other business that properly comes  
 before the meeting or any adjournment of the meeting.

RECORD DATE..... You can vote if you were a shareholder of record at the  
 close of business February 25, 2000.

ANNUAL REPORT..... Our 1999 Annual Report, which is not part of the proxy  
 soliciting material, is enclosed unless you have signed a  
 statement indicating that you have access to another copy at  
 your address.

PROXY VOTING..... It is important that your shares be represented and voted at  
 the meeting. Please vote in one of these three ways:  
 (1) USE THE TOLL-FREE TELEPHONE NUMBER shown on your  
 proxy card if you live in the United States or  
 call the toll telephone number shown on your  
 proxy card COLLECT if you live outside the  
 United States;  
 (2) VISIT THE WEB SITE shown on your proxy card and  
 vote via the Internet; OR  
 (3) MARK, SIGN, DATE, AND PROMPTLY RETURN the  
 enclosed proxy card in the postage-paid  
 envelope.  
 Any proxy may be revoked at any time prior to its exercise  
 at the Annual Meeting.

By order of the Board of Directors,

Charles J. Hupfer  
 Secretary

March 15, 2000

## SONOCO PRODUCTS COMPANY

POST OFFICE BOX 160  
NORTH SECOND STREET  
HARTSVILLE, SOUTH CAROLINA 29551-0160

## PROXY STATEMENT

## GENERAL INFORMATION

## INFORMATION CONCERNING THE SOLICITATION

We are sending you these proxy materials in connection with the solicitation by the Board of Directors of Sonoco Products Company of proxies to be used at the Annual Meeting of Shareholders ("Annual Meeting") to be held on April 19, 2000, and at any adjournment or postponement of the meeting. "We", "our", "us", "Sonoco", and "the Company" all refer to Sonoco Products Company. The proxy materials are first being mailed on or about March 15, 2000.

## WHO MAY VOTE

You will only be entitled to vote at the Annual Meeting if our records show that you held your shares on February 25, 2000. At the close of business on February 25, 2000, a total of 100,641,898 shares of Common Stock were outstanding and entitled to vote. Each share of Common Stock has one vote.

## VOTING BY PROXIES

If your shares are held by a broker, bank or other nominee, they will send you instructions that you must follow to have your shares voted at the Annual Meeting. If you hold your shares in your own name as a record holder, you may instruct the proxy agents how to vote your shares by completing, signing, dating, and mailing the proxy card in the enclosed postage-paid envelope, by dialing the toll-free or collect telephone numbers shown on your proxy card or by accessing the Internet web site shown on your proxy card. Of course, you can always come to the meeting and vote your shares in person.

The proxy agents will vote your shares as you instruct. If you sign and return your proxy card without giving instructions, the proxy agents will vote your shares FOR each person named in this Proxy Statement as a nominee for election to the Board of Directors, FOR the Performance-Based Annual Incentive Plan for Executive Officers, and FOR approval of selection of PricewaterhouseCoopers LLP as the Company's independent auditors for the fiscal year ending December 31, 2000. The proxy agents will vote according to their best judgment on any other matter that properly comes before the Annual Meeting. At present, the Board does not know of any other such matters.

## HOW TO REVOKE YOUR PROXY

You may revoke your proxy at any time before it is voted. If you are a record shareholder, you may revoke your proxy in any of the following ways:

- by giving notice of revocation at the Annual Meeting;
- by delivering to the Secretary of the Company, Post Office Box 160, Hartsville, South Carolina, 29551-0160, written instructions revoking your proxy; or
- by delivering to the Secretary an executed proxy bearing a later date.

Subsequent voting by telephone or via the Internet cancels your previous vote. If you are a shareholder of record, you may also attend the meeting and vote in person in which case your proxy vote will not be used.

## HOW VOTES WILL BE COUNTED

The Annual Meeting will be held if a majority of the outstanding shares of Common Stock entitled to vote (a "quorum") is represented at the meeting. If you have returned valid proxy instructions or attend the meeting in person, your shares will be counted for the purpose of determining whether there is a quorum, even if you wish to abstain from voting on some or all matters introduced. "Broker non-votes" also count in determining whether a quorum is present. A "broker non-vote" occurs when a broker, bank or nominee who holds shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power for that proposal and has not received voting instructions from the beneficial owner.

If a quorum is present at the Annual Meeting, directors will be elected by a plurality of the votes cast by shares present and entitled to vote at the Annual Meeting. Votes that are withheld or that are not voted in the election of directors will have no effect on the outcome of election of directors. Cumulative voting is not permitted.

Approval of the proposal to adopt the Performance-Based Annual Incentive Plan for Executive Officers requires the affirmative vote of a majority of the votes cast on the issue when a quorum is present.

Approval of selection of PricewaterhouseCoopers LLP as independent auditors and approval of any other matter that may be brought before the meeting require that the votes cast in favor of the matter exceed the votes cast against the matter. Votes that are withheld or shares that are not voted will have no effect on the outcome of such matters.

## COST OF THIS PROXY SOLICITATION

We will pay the cost of this proxy solicitation. In addition to soliciting proxies by mail, we expect that some of our officers and regular employees will solicit proxies by telephone, telefacsimile, e-mail, or personal contact. None of these officers or employees will receive any additional or special compensation for doing this.

## ELECTION OF DIRECTORS

At our Annual Meeting five directors will be elected and will hold office for the next three years. Their terms will expire at our Annual Shareholders' Meeting in 2003, or when their successors are duly elected and qualify. The proxy agents intend to vote FOR the election of the five persons named below unless you withhold authority to vote for all or any of the nominees. The proxy agents will not vote for more persons than the number of nominees named. The Board of Directors recommends each nominee for election.

## INFORMATION CONCERNING NOMINEES

| NAME, AGE, PRINCIPAL OCCUPATION FOR LAST FIVE<br>YEARS AND DIRECTORSHIPS IN PUBLIC CORPORATIONS | SERVED AS A<br>DIRECTOR SINCE |
|---|-------------------------------|
| -----   | -----                         |

|         |   |      |
|---------|---|------|
| [PHOTO] | *C. W. COKER (66). Mr. Coker has been Chairman of the Company since 1990. He also was Chief Executive Officer of the Company from 1990 to 1998. Mr. Coker was President from 1970 to 1990 and was reappointed President in 1994, serving until 1996, while maintaining the title and responsibility of Chairman and Chief Executive Officer of the Company. Mr. Coker is a director of Bank of America Corporation, Springs Industries, Inc., Sara Lee Corporation, and Carolina Power and Light Company. | 1962 |
|---------|---|------|

|         |   |  |
|---------|---|--|
| [PHOTO] | H. E. DELOACH, JR. (55). Mr. DeLoach has been Senior 1998 Executive Vice President of the Company since 1999. He was Executive Vice President from 1996 to 1999, Group Vice President from 1993 to 1996, Vice President -- Film, Plastics and Special Products from February 1993 to October 1993, Vice President -- High Density Film Products Division from 1990 to 1993, and Vice President -- Administration and General Counsel from 1986 to 1990. |  |
|---------|---|--|

|         |   |      |
|---------|---|------|
| [PHOTO] | A. T. DICKSON (68). Mr. Dickson has been Chairman and Director of Ruddick Corporation (diversified holding company), Charlotte, North Carolina, since 1994. He was President of Ruddick Corporation from 1968 to 1994. Mr. Dickson is a director of Lance, Inc., Bank of America Corporation and Bassett Furniture Industries, Inc. | 1981 |
|---------|---|------|

-----

\* C. W. Coker and F. L. H. Coker are brothers and are first cousins of J. L. Coker.

NAME, AGE, PRINCIPAL OCCUPATION FOR LAST FIVE  
YEARS AND DIRECTORSHIPS IN PUBLIC CORPORATIONS  
-----

SERVED AS A  
DIRECTOR SINCE  
-----

|         |   |      |
|---------|---|------|
| [PHOTO] | C. D. SPANGLER, JR. (67). Mr. Spangler has been Chairman of the Board of Golden Eagle Industries, Inc. (investment company), Charlotte, North Carolina, since 1986. He also has been Chairman of the Board of National Gypsum Company (manufacturer and supplier of products and services used in building and construction), Charlotte, North Carolina, since 1995. Mr. Spangler was President of The University of North Carolina from 1986 to 1997. He is a director of BellSouth Corporation. | 1999 |
|---------|---|------|

|         |  |      |
|---------|--|------|
| [PHOTO] | DONA DAVIS YOUNG (46). Mrs. Young is Executive Vice President -- Individual Insurance (since 1995) and a member of the Board of Directors (since 1998) of Phoenix Home Life Mutual Insurance Company, Hartford, Connecticut. She was Executive Vice President -- Individual Insurance and General Counsel from 1995-2000, Executive Vice President -- Individual Sales and Marketing and General Counsel from 1994 to 1995, Senior Vice President and General Counsel from 1989 to 1994, Vice President and Assistant General Counsel from 1987 to 1989, and Second Vice President and Insurance Counsel from 1985 to 1987. She also was Secretary of the Board of Directors of Phoenix Home Life Mutual Insurance Company from 1989 through 1998. | 1995 |
|---------|--|------|

All nominees previously have been elected to the Board of Directors by the Common Shareholders.

The Board of Directors has fixed the number of directors of the Company at 15.

The Corporate Governance Committee recommends to the Board of Directors nominees to fill vacancies on the Board as they occur and recommends candidates for election as directors at Annual Meetings of Shareholders. If you wish to recommend nominees to the Corporate Governance Committee for election to the Board of Directors, you must submit in writing to the Corporate Governance Committee of the Company the names of the persons, their qualifications for service and evidence of their willingness to serve. Our Restated Articles of Incorporation require that nominations for any person who is not a director of the Company must be submitted to the Secretary at least 60 days prior to the Annual Meeting. No other nominations have been timely made for election at the Annual Meeting.

Members of the Board of Directors whose terms of office will continue until our Annual Shareholders' Meeting in 2001 are:

NAME, AGE, PRINCIPAL OCCUPATION FOR LAST FIVE  
YEARS AND DIRECTORSHIPS IN PUBLIC CORPORATIONS

SERVED AS A  
DIRECTOR SINCE

|         |  |      |
|---------|--|------|
| [PHOTO] | P. C. BROWNING (58). Mr. Browning is President (since 1996) and Chief Executive Officer (since 1998) of the Company. He was Chief Operating Officer from 1996 to 1998 and Executive Vice President of the Company from 1993 to 1996. Mr. Browning was President, Chairman and Chief Executive Officer of National Gypsum Company (manufacturer and supplier of products and services used in building and construction), Charlotte, North Carolina, from 1990 to 1993 and President -- Gold Bond Division, National Gypsum Company, from 1989 to 1990. Prior to 1989 he was employed for twenty-four years with Continental Can Company, last serving as the company's Executive Vice President. Mr. Browning is a director of Wachovia Corporation, Lowe's Companies, Inc. and Nucor Corporation. | 1995 |
| [PHOTO] | *F. L. H. COKER (64). Mr. Coker is retired. He was President and Director of Sea Corporation of Myrtle Beach, Inc. (private investments), Myrtle Beach, South Carolina, from 1983 to 1989. At the time of his retirement from the Company in 1979, Mr. Coker had been Senior Vice President since 1976.  | 1964 |
| [PHOTO] | T. C. COXE III (69). Mr. Coxie is retired. He was Senior Executive Vice President of the Company from 1993 to 1996 and was Executive Vice President from 1985 to 1993. Mr. Coxie is a director emeritus of Wachovia Bank of South Carolina, N.A.   | 1982 |

- - - - -

\* C. W. Coker and F. L. H. Coker are brothers and are first cousins of J. L. Coker.



NAME, AGE, PRINCIPAL OCCUPATION FOR LAST FIVE  
YEARS AND DIRECTORSHIPS IN PUBLIC CORPORATIONS  
-----

SERVED AS A  
DIRECTOR SINCE  
-----

[PHOTO]

B. L. M. KASRIEL (53). Mr. Kasriel has been Vice Chairman and Chief Operating Officer of Lafarge (construction materials group), Paris, France, since 1995. He was Managing Director of Lafarge Coppee from 1989 to 1994 and was Senior Executive Vice President from 1987 to 1989. Mr. Kasriel temporarily was detached to National Gypsum Company, Dallas, Texas, as President and Chief Operating Officer from 1987 to 1989. He was Executive Vice President of Lafarge Coppee from 1982 to 1987. Mr. Kasriel is a director of Lafarge and Lafarge Corporation.

1995

[PHOTO]

E. H. LAWTON, JR. (70). Mr. Lawton has been President and Director of Hartsville Oil Mill (vegetable oils processor), Darlington, South Carolina, since 1962.

1968

Members of the Board of Directors whose terms of office will continue until the Annual Shareholders' Meeting in 2002 are:

NAME, AGE, PRINCIPAL OCCUPATION FOR LAST FIVE  
YEARS AND DIRECTORSHIPS IN PUBLIC CORPORATIONS  
-----

SERVED AS A  
DIRECTOR SINCE  
-----

[PHOTO]

C. J. BRADSHAW (63). Mr. Bradshaw has been President and Director of Bradshaw Investments, Inc. (private investments), Georgetown, South Carolina, since 1986. He was President and Chief Operating Officer of Transworld Corporation, New York, New York, from 1984 to 1986 and Chairman of the Board and Chief Executive Officer of Spartan Food Systems, Inc., Spartanburg, South Carolina, from 1961 to 1986.

1986

[PHOTO]

R. J. BROWN (65). Mr. Brown, Founder of B&C Associates, Inc. (management consulting, marketing research and public relations firm), High Point, North Carolina, has been Chairman and Chief Executive Officer of his company since 1973. He is a director of First Union Corporation, Duke Energy Corporation and AutoNation, Inc.

1993

NAME, AGE, PRINCIPAL OCCUPATION FOR LAST FIVE  
YEARS AND DIRECTORSHIPS IN PUBLIC CORPORATIONS  
-----

SERVED AS A  
DIRECTOR SINCE  
-----

|         |   |      |
|---------|---|------|
| [PHOTO] | *J. L. COKER (59). Mr. Coker has been President of JLC Enterprises (private investments), Stonington, Connecticut, since 1979. He was Secretary of the Company from 1969 to 1995 and was President of Sonoco Limited, Canada, from 1972 to 1979.  | 1969 |
| [PHOTO] | PAUL FULTON (65). Mr. Fulton has been Chief Executive Officer and Director of Bassett Furniture Industries, Inc., Bassett, Virginia, since 1997. He was Dean of The Kenan-Flagler Business School, The University of North Carolina, Chapel Hill, North Carolina, from 1994 until 1997. Mr. Fulton was President of Sara Lee Corporation (manufacturer and marketer of consumer products), Chicago, Illinois, from 1988 through 1993. He was Executive Vice President from 1987 to 1988 and Senior Vice President of Sara Lee Corporation and President of the Hanes Group of Sara Lee Corporation from 1981 to 1986. Mr. Fulton is a director of Bank of America Corporation, Cato Corporation, Hudson Bay Corporation, and Lowe's Companies, Inc. | 1989 |
| [PHOTO] | H. L. MCCOLL, JR. (64). Mr. McColl is Chairman and Chief Executive Officer and Director of Bank of America Corporation and NB Holdings Corporation and is Chief Executive Officer of Bank of America, N.A., Charlotte, North Carolina. He was Chief Executive Officer of the former NationsBank Corporation and its predecessor, NCNB Corporation, from 1983 to 1998. Mr. McColl is a director of Ruddick Corporation.  | 1972 |

- -----

\* C. W. Coker and F. L. H. Coker are brothers and are first cousins of J. L. Coker.

## BOARD COMMITTEES

During 1999 the Board of Directors held four regularly scheduled meetings and one special meeting to review significant developments affecting the Company and to act on matters requiring Board approval. To assist it in performing its duties, the Board has established five committees:

| COMMITTEE<br>NAME | PURPOSE  | CURRENT<br>MEMBERS   | NUMBER OF<br>1999<br>MEETINGS |
|-------------------|--|--|-------------------------------|
| Audit Committee   | <ul style="list-style-type: none"> <li>- Review compliance with major accounting and financial policies of the Company;</li> <li>- Review adequacy of internal controls;</li> <li>- Review significant findings of the independent public accountant and internal auditing;</li> <li>- Review results of the annual external audit with the independent public accountant;</li> <li>- Review legal and regulatory matters that may have a material impact on the Company's financial statements;</li> <li>- Review monitoring of compliance with the Company's code of business conduct;</li> <li>- Recommend annually the appointment of the independent public accountant to the Board of Directors;</li> <li>- Review the scope of and fees for the prospective annual audit;</li> <li>- Review the operation of the Company's internal audit department; and</li> <li>- Act as liaison among the internal auditors, the independent public accountant and the Board of Directors.</li> </ul> | B. L. M. Kasriel --<br>Chairperson<br>C. J. Bradshaw<br>R. J. Brown<br>J. L. Coker<br>Paul Fulton<br>D. D. Young | 4                             |

| COMMITTEE<br>NAME                      | PURPOSE   | CURRENT<br>MEMBERS   | NUMBER OF<br>1999<br>MEETINGS |
|--|---|--|-------------------------------|
| Executive<br>Compensation<br>Committee | <ul style="list-style-type: none"> <li>- Periodically examine the executive officer compensation programs;</li> <li>- Set officer base salary compensation rates;</li> <li>- Administer all annual and long-term incentive plans;</li> <li>- Administer the Company's Stock Option Plans; and</li> <li>- Review with the Chief Executive Officer the performance of corporate management, management development and succession plans.</li> </ul> | A. T. Dickson --<br>Chairperson<br>C. J. Bradshaw<br>Paul Fulton<br>B. L. M. Kasriel<br>E. H. Lawton, Jr.<br>C. D. Spangler, Jr. | 4                             |
| Executive<br>Committee                 | <ul style="list-style-type: none"> <li>- Empowered to exercise all of the authority of the Board of Directors between regularly scheduled meetings, except as limited by South Carolina law.</li> </ul>   | P. C. Browning<br>C. W. Coker<br>A. T. Dickson<br>E. H. Lawton, Jr.<br>H. L. McColl, Jr.<br>C. D. Spangler, Jr.                  | 0                             |

| COMMITTEE<br>NAME                                     | PURPOSE   | CURRENT<br>MEMBERS  | NUMBER OF<br>1999<br>MEETINGS |
|---|---|---|-------------------------------|
| Employee<br>and Public<br>Responsibility<br>Committee | <ul style="list-style-type: none"> <li>- Oversee the Company's commitment to employee health and safety;</li> <li>- Provide oversight on diversity strategy, goals and progress;</li> <li>- Review charitable giving policies and practices;</li> <li>- Review employee morale through survey results or other means;</li> <li>- Oversee the Company's stance, response and programs related to the environment and to other emerging issues;</li> <li>- Monitor major litigation and disputes and provide guidance in responding to such issues;</li> <li>- Review actions taken by management relating to current or emerging public policy issues or significant political and social changes that may affect the Company; and</li> <li>- Oversee the Company's commitment to ethical business practices.</li> </ul> | D. D. Young --<br>Chairperson<br>R. J. Brown<br>F. L. H. Coker<br>J. L. Coker<br>T. C. Coxe III | 3                             |

| COMMITTEE<br>NAME              | PURPOSE  | CURRENT<br>MEMBERS   | NUMBER OF<br>1999<br>MEETINGS |
|--------------------------------|--|--|-------------------------------|
| Corporate Governance Committee | <ul style="list-style-type: none"> <li>- Recommend to the Board of Directors amendments to the By-Laws;</li> <li>- Recommend to the Board governance policies and practices;</li> <li>- Ensure that processes are in place for annual Chief Executive Officer performance appraisal and reviews of succession planning and management development;</li> <li>- Review with the Board on an annual basis the appropriate skills and characteristics required of Board members;</li> <li>- Recommend to the Board a corporate philosophy and strategy governing director compensation and benefits;</li> <li>- Recommend to the Board a policy regarding assignment and rotation of committee membership and chairmanships;</li> <li>- Conduct a process for assessment of Board performance; and</li> <li>- Monitor and liaise with the Board on director qualifications.</li> </ul> | Paul Fulton --<br>Chairperson<br>T. C. Coxe III<br>A. T. Dickson<br>B. L. M. Kasriel<br>E. H. Lawton, Jr.<br>D. D. Young | 3                             |

During 1999 all directors attended 75% or more of the aggregate number of meetings of the Board and committees of which they were members.

#### SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

The following table shows information as of December 31, 1999, about persons known to us to be the beneficial owner of more than five percent of our Common Shares:

| TITLE OF<br>CLASS   | NAME AND ADDRESS OF<br>BENEFICIAL OWNER   | AMOUNT OF<br>BENEFICIAL<br>OWNERSHIP | PERCENT<br>OF CLASS |
|---------------------|---|--------------------------------------|---------------------|
| No Par Value Common | Sanford C. Bernstein & Co., Inc.<br>One North Lexington Avenue<br>White Plains, NY 10601-1785 | 5,552,135                            | 5.5                 |

Sanford C. Bernstein (Asset Management) is an investment management firm that manages portfolios for individuals, trusts, pensions, endowments, and foundations.

## SECURITY OWNERSHIP OF MANAGEMENT

The following table shows the number of shares beneficially owned as of December 31, 1999, directly or indirectly, by each director and named executive officer.

| NAME AND POSITION   | TOTAL NUMBER<br>OF SHARES<br>OWNED (1) | PERCENT<br>OF<br>CLASS (2) | RESTRICTED<br>STOCK (7) | DEFERRED<br>COMPENSATION<br>AND RESTORATION<br>UNITS (8) |
|---|--|----------------------------|-------------------------|--|
| C. J. Bradshaw<br>Director  | 34,630                                 | --                         | --                      | 3,972  |
| R. J. Brown<br>Director   | 13,221                                 | --                         | --                      | 2,698  |
| F. L. H. Coker<br>Director  | 1,302,671                              | 1.28                       | --                      | --   |
| J. L. Coker<br>Director   | 271,902                                | --                         | --                      | --   |
| T. C. Coxe III<br>Director  | 384,160                                | --                         | --                      | --   |
| A. T. Dickson<br>Director   | 77,455                                 | --                         | --                      | 3,414  |
| Paul Fulton<br>Director   | 19,623 (3)                             | --                         | --                      | --   |
| B. L. M. Kasriel<br>Director  | 15,402                                 | --                         | --                      | --   |
| E. H. Lawton, Jr.<br>Director   | 785,711 (4)                            | --                         | --                      | 8,023  |
| H. L. McColl, Jr.<br>Director   | 24,622 (5)                             | --                         | --                      | 8,405  |
| C. D. Spangler, Jr.<br>Director                                       | 4,653,700                              | 4.59                       | --                      | --   |
| D. D. Young<br>Director   | 8,930                                  | --                         | --                      | 6,906  |
| C. W. Coker<br>Chairman and Director                                  | 1,884,048                              | 1.84                       | 105,142                 | 10,565   |
| P. C. Browning<br>President, Chief Executive Officer and<br>Director  | 567,550                                | --                         | 78,857                  | 5,077  |
| H. E. DeLoach, Jr.<br>Senior Executive Vice President and<br>Director | 435,012 (6)                            | --                         | 52,571                  | 5,053  |

| NAME AND POSITION   | TOTAL NUMBER<br>OF SHARES<br>OWNED (1) | PERCENT<br>OF<br>CLASS (2) | RESTRICTED<br>STOCK (7) | DEFERRED<br>COMPENSATION<br>AND RESTORATION<br>UNITS (8) |
|---|--|----------------------------|-------------------------|--|
| H. J. Moran<br>Executive Vice President                       | 317,212                                | --                         | 52,571                  | 4,144  |
| F. T. Hill, Jr.<br>Vice President and Chief Financial Officer | 188,222                                | --                         | 13,142                  | 2,331  |
| All Executive Officers and<br>Directors (28 persons)          | 11,981,013                             | 11.49                      | 402,423                 | 71,393   |

(1) The directors and the named executive officers have sole voting and investment power over the shares unless otherwise indicated in the footnotes. The number includes shares subject to currently exercisable options, granted by the Company under the 1983 Key Employee Stock Option Plan, the 1991 Key Employee Stock Plan (the "1991 Plan") and the 1996 Non-Employee Directors' Stock Plan for the following directors and named executive officers: C. J. Bradshaw -- 8,600; R. J. Brown -- 12,759; F. L. H. Coker -- 8,600; J. L. Coker -- 8,600; T. C. Cox III -- 78,758; A. T. Dickson -- 8,600; Paul Fulton -- 8,600; B. L. M. Kasriel -- 15,287; E. H. Lawton, Jr. -- 8,600; H. L. McColl, Jr. -- 8,600; C. D. Spangler, Jr. -- 2,000; D. D. Young -- 4,200; C. W. Coker -- 798,896; P. C. Browning -- 558,362; H. E. DeLoach, Jr. -- 165,500; H. J. Moran -- 210,852; and F. T. Hill, Jr. -- 135,722.

Also included are shares held in the Company's Dividend Reinvestment Plan (7,106) and shares held in the Company's Employee Savings and Stock Ownership Plan (51,577).

Shareholdings do not include Restricted Stock Rights, which have been deferred until retirement, granted under the 1991 Plan or Deferred Compensation and Restoration Units.

Shareholdings do not include the awards listed in the Long-Term Incentive Plans -- Awards in Last Fiscal Year table shown on Page 22.

(2) Percentages not shown are less than 1%.

(3) Includes 507 shares of Common Stock owned by Mrs. Fulton. Mr. Fulton disclaims beneficial ownership of these shares.

(4) Includes 672,459 shares of Common Stock owned by trusts for which Mr. Lawton is trustee. Mr. Lawton has no pecuniary interest in these trusts and disclaims beneficial ownership of these shares.

(5) Includes 11,882 shares of Common Stock owned by Mrs. McColl. Mr. McColl disclaims beneficial ownership of these shares.

(6) Includes 223,338 shares of Common Stock owned by trusts for which Mr. DeLoach is trustee. Mr. DeLoach has no pecuniary interest in these trusts and disclaims beneficial ownership of these shares.

(7) Issuance of these shares, most of which have vested, has been deferred until retirement; thus, no voting rights are associated with them.

(8) These figures represent deferred compensation units and restoration units connected with the Sonoco Savings Plan. No voting rights are associated with these units.



## EXECUTIVE COMPENSATION COMMITTEE REPORT TO SHAREHOLDERS

The Executive Compensation Committee of the Board of Directors (the "Committee") is responsible for setting the remuneration levels for executives of the Company. It also oversees the Company's various executive compensation plans, as well as the overall management compensation program. Additionally, the Committee reviews and plans for top management succession and reviews executive job performance. The Committee periodically evaluates the Company's executive compensation program in terms of appropriateness, including competitive positioning relative to other companies' practices. The Committee obtains independent and impartial advice from external compensation consulting firms in order to maintain objectivity in executing its responsibilities. The Committee met four times during 1999 and had met once in 2000 as of the printing of this report.

## PHILOSOPHY

The executive compensation program has been designed to attract, motivate, reward, and retain senior management by providing competitive total compensation opportunities based on performance, teamwork and the creation of shareholder value. The program currently consists of salary, annual cash bonus awards, annual stock options, periodic contingent share awards, perquisites, and employee benefits.

In order to determine competitive compensation levels, the Company participates in a number of surveys conducted by independent consulting firms. In these surveys executive compensation levels are developed by looking at large numbers of similar positions across American industry and reflect adjustments based on company revenues. The Dow Jones Containers & Packaging Group Index ("Index"), which includes the Company, was used in the five-year shareholder return performance graph that appears on Page 20. The companies in this Index also are included, as available, among the companies whose survey data is used in the Company's compensation studies. From time to time the Company contracts with independent consulting firms to perform customized compensation studies of companies in its industry group and/or of companies having similar long-term financial performance results.

The total compensation package for executives for 1999 was generally structured to be competitive with the 75th percentile of total pay practices for executives of other large corporations if challenging annual financial targets and corresponding longer-term increases in shareholder value were achieved. The base salary midpoints were targeted to be at the median of surveyed market rates. Incentive compensation, consisting of annual cash bonuses, annual stock options awards and periodic contingent share awards, was the Company's performance-based compensation element. The levels of the combined award opportunities reflected the 75th percentile of competitive total annual incentive compensation opportunities for similar positions. These awards provided opportunities to motivate and reward executives for exceptional performance. Executive perquisites were limited and provided a lower benefit than the market median. The benefits program for executives provided a benefit that was somewhat higher than the market median. This benefits program, in particular the retirement and life insurance plans, was designed to enhance retention of executives until normal retirement age.

The Committee has taken, and it intends to continue to take, steps necessary to assure the federal tax deductibility of compensation realized by senior executives. However, to the extent that such steps would

not be practical or would not be consistent with the Committee's compensation objectives, there is the possibility that future compensation, in some circumstances, may not meet tax deductibility requirements.

Following is a discussion of elements of the executive compensation program, along with a description of the decisions and actions taken by the Committee, with regard to 1999 compensation. Also included is a specific discussion of the decisions regarding Mr. Browning's compensation for performing the duties of President and Chief Executive Officer (CEO). The tables and accompanying narrative and footnotes which follow this report reflect the decisions covered by the following discussions.

#### SALARY

The Company's salary ranges and resulting salaries are based on a relative valuing of the duties and responsibilities of each position. The Committee reviews the base salaries of all senior executives on an annual basis.

Merit salary increases are based on consideration of each executive's performance and position in his or her salary range. Promotional salary increases are awarded to recognize increased responsibilities and accountabilities. The Committee used these criteria to determine salary adjustments for Mr. Browning, whose most recent increase was effective June 1, 1999, and for each of the executive officers except Mr. Coker.

On May 1, 1999, Mr. Coker, who remains an active employee of the Company as Chairman of the Board, elected to begin receiving his supplemental executive retirement plan benefit (SERP) for which he became eligible at his normal retirement date. Upon initiation of this payment, Mr. Coker's base salary was reduced to zero.

#### ANNUAL BONUS AWARDS

The Company has an annual bonus plan which provided for cash incentive opportunities based upon achievement of pre-determined 1999 financial performance goals, as well as attainment of key strategic and operational objectives. The purpose of this plan is to link a significant portion of executive pay to both the Company's operating performance for the year and to critical issues affecting the long-term health of the Company.

Financial performance goals were weighted from 73% to 100% of total bonus opportunity. For senior executives with corporate responsibility, the plan's financial goals were based on corporate earnings per share from ongoing operations. For executives with business unit responsibility, one-fourth of the bonus opportunity available for financial performance was based on corporate earnings per share, and the remainder was based on business unit profit before interest and taxes.

The strategic and operational objectives for 1999 were weighted from 0% to 27% of total bonus opportunity and were comprised of employee safety, growth initiatives, productivity and purchasing improvement, effective use of capital, and diversity.

On February 1, 2000, the Committee reviewed and approved the 1999 annual bonus payments for executive officers. Initial bonus amounts were assigned to each executive officer (except Messrs. Coker, Browning, DeLoach, and Moran) based on the scoring of financial goal attainment and subjective evaluations of how well strategic and operational objectives were met. In some cases the Committee used

additional discretion based on its assessment of individual performance and internal equity in the determination of final bonus amounts. Mr. Browning's bonus, which reflects the Committee's assessment of his contribution and efforts in 1999, is shown under the "Bonus" caption in the Summary Compensation Table on Page 21. In setting the amount the Committee considered, in addition to the record level of earnings per share, his role in establishing strategic objectives and implementing initiatives for growth. The bonus amount for Mr. Browning was less than the maximum that could have been paid under the earnings per share schedule adopted for him by the Committee in early 1999. The bonus awards for Messrs. DeLoach and Moran were determined in the same manner as the bonus award for Mr. Browning. In lieu of any fixed compensation, Mr. Coker participated in a special variable-pay incentive compensation plan based solely on earnings per share goals.

#### STOCK OPTIONS

In 1999 Mr. Browning, the executive officers and other key management employees were granted options to purchase shares of Common Stock by the Committee under a plan which previously had been approved by the Company's shareholders. The price of these options was set at the prevailing market price on the date the options were awarded. Accordingly, these options will be valuable to the recipients only if the market price of Company stock increases. Stock option awards for Mr. Browning and the other named officers are included in the Summary Compensation Table on Page 21 under the caption "Number of Securities Underlying Options Granted" and in the Option Grants in Last Fiscal Year table on Page 24.

#### OTHER

Effective December 31, 1999, the Committee granted awards of contingent share units to twenty-five executives, including Mr. Browning and three other executive officers named in the Summary Compensation Table. These awards, consisting of performance-based share units, were granted to provide corporate and business unit managers with an additional compensation opportunity which can be realized only if targeted creation of shareholder value also is achieved. The number of restricted shares granted was based on the Committee's judgment as to the appropriate size of an award, given its intent, and the individual's current salary level. Any shares disbursed as a part of this program will be funded from shares allocated in the 1991 Key Employee Stock Plan and, in order to minimize dilution, will consist entirely of previously-issued shares that are acquired by the Company and retired or cancelled.

The award to Mr. Browning reflects the Committee's recognition of his outstanding leadership in the development of a comprehensive plan for sustainable growth for the Company. The awards to the other participants also are intended to reward achievement of performance goals that will lead to above-average shareholder returns. As described in more detail on Page 22, awards will vest depending on cumulative earnings per share (EPS) and average return on net assets employed (RONAE) for the three-year performance period. Except for death, disability or retirement other than for cause, termination of a participant's employment prior to the end of the performance period will result in forfeiture of an award.

In order to continue to maximize tax deductibility of compensation paid to the CEO and other executive officers named in the Summary Compensation Table, the Committee and the Board of Directors approved a new Performance-Based Annual Incentive Plan for Executive Officers. This plan, which

requires shareholder approval, will replace the "Annual Incentive Compensation Terms for Executive Officers" approved at the 1995 Annual Shareholders' Meeting.

A. T. Dickson (Chairman) C. J. Bradshaw Paul Fulton  
B. L. M. Kasriel E. H. Lawton, Jr. C. D. Spangler, Jr. D. D. Young

COMPARATIVE COMPANY PERFORMANCE

The following line graph compares cumulative total shareholder return for the Company with the cumulative total return of the S&P 500 Stock Index and a nationally recognized industry index, the Dow Jones Containers & Packaging Group (which includes the Company), from December 31, 1994, through December 31, 1999. The graph assumes \$100 invested on December 31, 1994, in Sonoco Products Company Common Stock, the S&P 500 Stock Index and the Dow Jones Containers & Packaging Group.

COMPARISON OF FIVE-YEAR CUMULATIVE TOTAL RETURN\*  
AMONG SONOCO PRODUCTS COMPANY, THE S&P 500 STOCK INDEX  
AND THE DOW JONES CONTAINERS & PACKAGING GROUP\*\*

|      | S&P 500 STOCK INDEX | DOW JONES CONTAINERS &<br>PACKAGING GROUP | SONOCO PRODUCTS COMPANY |
|------|---------------------|---|-------------------------|
|      | -----               | -----                                     | -----                   |
| 1994 | \$100.00            | \$100.00                                  | \$100.00                |
| 1995 | 138.00              | 108.00                                    | 129.00                  |
| 1996 | 169.00              | 137.00                                    | 130.00                  |
| 1997 | 226.00              | 158.00                                    | 179.00                  |
| 1998 | 290.00              | 138.00                                    | 171.00                  |
| 1999 | 351.00              | 128.00                                    | 136.00                  |

\* TOTAL RETURN ASSUMES REINVESTMENT OF DIVIDENDS  
\*\* FISCAL YEAR ENDING DECEMBER 31

## SUMMARY COMPENSATION TABLE

|                             |      |                     |           |                                     | LONG-TERM<br>COMPENSATION<br>AWARDS (2)          |                               |
|-----------------------------|------|---------------------|-----------|-------------------------------------|--|-------------------------------|
|                             |      | ANNUAL COMPENSATION |           |                                     | NUMBER OF<br>SECURITIES<br>UNDERLYING<br>OPTIONS | ALL OTHER<br>COMPENSATION (4) |
| NAME AND PRINCIPAL POSITION | YEAR | SALARY              | BONUS     | OTHER<br>ANNUAL<br>COMPENSATION (1) | GRANTED (3)                                      |                               |
| P. C. Browning              | 1999 | \$732,831           | \$696,190 | \$ --                               | 125,000  | \$120,591                     |
| President and               | 1998 | 684,999             | 576,864   | --                                  | 110,000  | 116,259                       |
| Chief Executive Officer     | 1997 | 567,496             | 600,000   | --                                  | 110,000  | 102,600                       |
| H. E. DeLoach, Jr.          | 1999 | 459,170             | 390,295   | 21,029                              | 60,000   | 49,429                        |
| Senior Executive            | 1998 | 412,002             | 296,229   | 18,223                              | 55,000   | 48,388                        |
| Vice President              | 1997 | 373,666             | 400,000   | 15,799                              | 33,000   | 43,921                        |
| H. J. Moran                 | 1999 | 401,831             | 328,296   | --                                  | 35,000   | 77,072                        |
| Executive Vice President    | 1998 | 390,165             | 280,529   | --                                  | 33,000   | 73,013                        |
|                             | 1997 | 373,666             | 375,000   | --                                  | 33,000   | 75,477                        |
| F. T. Hill, Jr.             | 1999 | 306,004             | 212,000   | 851                                 | 35,000   | 23,034                        |
| Vice President and          | 1998 | 293,169             | 178,540   | 770                                 | 27,500   | 24,598                        |
| Chief Financial Officer     | 1997 | 278,750             | 240,000   | 696                                 | 27,500   | 22,831                        |
| C. W. Coker                 | 1999 | 246,668             | 466,666   | 81,025                              | 100,000  | 192,487                       |
| Chairman                    | 1998 | 740,004             | 613,463   | 69,816                              | 110,000  | 344,629                       |
|                             | 1997 | 723,334             | 870,000   | 60,165                              | 110,000  | 220,353                       |

(1) None of the executive officers received perquisites or personal benefits which totaled the lesser of \$50,000 or 10% of their respective salary plus bonus payments. Amounts in this column represent the above-market portion of interest credits on previously-earned compensation for which payment has been deferred.

(2) The number and dollar value of restricted stock rights held, including target contingent share units, and dividend equivalents, based on the closing stock price on December 31, 1999, of \$22.75 per share were: P. C. Browning -- 109,092 shares (\$2,481,848); H. E. DeLoach, Jr. -- 66,430 shares (\$1,511,287); H. J. Moran -- 23,328 shares (\$530,717); F. T. Hill, Jr. -- 27,496 shares (\$625,536); and C. W. Coker -- 89,567 shares (\$2,037,652).

(3) Number of securities covered by 1997 and 1998 grants adjusted to reflect the 10% stock dividend paid June 10, 1998.

(4) All other compensation for 1999 consisted of the following components:

| NAME               | SPLIT-DOLLAR<br>LIFE INSURANCE | COMPANY CONTRIBUTIONS AND<br>ACCRUALS TO DEFINED CONTRIBUTION<br>RETIREMENT PLANS (1) |
|--------------------|--------------------------------|---|
|                    |                                |   |
| P. C. Browning     | \$ 81,300                      | \$39,291  |
| H. E. DeLoach, Jr. | 26,767                         | 22,662  |
| H. J. Moran        | 56,601                         | 20,471  |
| F. T. Hill, Jr.    | 8,498                          | 14,536  |
| C. W. Coker        | 166,683                        | 25,804  |

(1) Comprised of contributions to the Sonoco Savings Plan and accruals to individual accounts in the Company's Omnibus Benefit Restoration Plan in order to keep employees whole with respect to Company contribution amounts that were limited by tax law.

LONG-TERM INCENTIVE PLANS -- AWARDS IN LAST FISCAL YEAR

| NAME               | MAXIMUM<br>NUMBER OF<br>SHARE UNITS | PERFORMANCE PERIOD<br>UNTIL MATURATION<br>OR PAYOUT | ESTIMATED FUTURE PAYOUTS |            |             |
|--------------------|-------------------------------------|---|--------------------------|------------|-------------|
|                    |                                     |   | THRESHOLD (#)            | TARGET (#) | MAXIMUM (#) |
| P. C. Browning     | 66,667                              | 1/1/00-12/31/02                                     | 16,667                   | 33,333     | 66,667      |
| H. E. DeLoach, Jr. | 40,000                              | 1/1/00-12/31/02                                     | 10,000                   | 20,000     | 40,000      |
| F. T. Hill, Jr.    | 20,000                              | 1/1/00-12/31/02                                     | 5,000                    | 10,000     | 20,000      |
| C. W. Coker        | 33,333                              | 1/1/00-12/31/02                                     | 8,333                    | 16,667     | 33,333      |

Awards are made in the form of contingent Company share units. The vesting of awards is tied to growth in earnings (cumulative EPS) and improved capital effectiveness (average RONAE) over a three-year period as described in the Compensation Committee's Report on Page 18. For two-thirds of the designated shares, threshold vesting is earned if three-year cumulative EPS is 97.16% of target, and maximum vesting is earned if three-year cumulative is 104.49% of target. For one-third of the designated shares, threshold vesting is earned if three-year average RONAE is 96.0% of target and maximum vesting is earned if three-year average RONAE is 104.0% of target. None of the stock units will vest if the minimum (threshold) objectives are not achieved in cumulative growth in EPS or average RONAE. Dividend equivalents with respect to such shares are automatically reinvested in additional stock units, subject to vesting conditions previously described.

OPTION EXERCISES IN LAST FISCAL YEAR AND  
FISCAL YEAR-END OPTION VALUES  
AGGREGATED OPTION EXERCISES IN 1999 AND 1999 YEAR-END VALUES

| NAME               | NUMBER OF<br>SHARES<br>ACQUIRED ON<br>EXERCISE | VALUE<br>REALIZED (1) | NUMBER OF SHARES<br>UNDERLYING<br>UNEXERCISED OPTIONS<br>AS OF 12/31/99 |               | VALUE OF UNEXERCISED<br>IN-THE-MONEY OPTIONS<br>AS OF 12/31/99 (2) |                   |
|--------------------|--|-----------------------|---|---------------|--|-------------------|
|                    |  |                       | EXERCISABLE   | UNEXERCISABLE | EXERCISABLE (3)  | UNEXERCISABLE (4) |
| P. C. Browning     | --   | \$ --                 | 433,362   | 125,000       | \$ 380,381   | --                |
| H. E. DeLoach, Jr. | --   | --                    | 115,500   | 60,000        | --   | --                |
| H. J. Moran        | 38,739   | 457,651               | 175,852   | 35,000        | 293,158  | --                |
| F. T. Hill, Jr.    | --   | --                    | 100,722   | 35,000        | 41,725   | --                |
| C. W. Coker        | --   | --                    | 698,896   | 100,000       | 1,756,735  | --                |

- - - - -

(1) The difference between the exercise price paid and the value of the acquired shares based on the closing price of the Company's stock on the exercise date.

(2) Based on \$22.75 per share, the December 31, 1999, closing price.

(3) Based on exercise prices ranging from \$15.2597 to \$21.7533 per share.

(4) Based on an exercise price of \$28.0625 per share.



OPTION GRANTS IN LAST FISCAL YEAR  
1999 STOCK OPTION GRANTS

INDIVIDUAL GRANTS

| NAME               | NUMBER OF<br>SECURITIES<br>UNDERLYING<br>OPTIONS<br>GRANTED (1) | % OF TOTAL<br>OPTIONS<br>GRANTED TO<br>EMPLOYEES<br>IN 1999 | EXERCISE<br>PRICE<br>(PER SHARE) | EXPIRATION<br>DATE | GRANT DATE<br>PRESENT<br>VALUE (2) |
|--------------------|---|---|----------------------------------|--------------------|------------------------------------|
| P. C. Browning     | 125,000   | 9.6   | \$28.0625                        | 2/03/2009          | \$718,750                          |
| H. E. DeLoach, Jr. | 50,000  | 3.8   | 28.0625                          | 2/03/2009          | 287,500                            |
|                    | 10,000  | 0.8   | 28.0000                          | 7/21/2009          | 57,500                             |
| H. J. Moran        | 35,000  | 2.7   | 28.0625                          | 2/03/2009          | 201,250                            |
| F. T. Hill, Jr.    | 35,000  | 2.7   | 28.0625                          | 2/03/2009          | 201,250                            |
| C. W. Coker        | 100,000   | 7.6   | 28.0625                          | 2/03/2009          | 575,000                            |

(1) These options were granted on February 3, 1999, at the closing market price, became exercisable on February 3, 2000, and were granted for a period of ten years, subject to earlier expiration in certain events related to termination of employment. The exercise price can be paid by cash or by the delivery of previously-owned shares. Tax obligations also can be paid by an offset of the underlying shares.

(2) The Grant Date Present Values per option share were derived using the Black-Scholes option pricing model in accordance with the rules and regulations of the Securities and Exchange Commission and are not intended to forecast appreciation of the Company's stock price. The options had a grant date present value of \$5.75 per option share. The Black-Scholes model was used with the following assumptions: stock price volatility of 20.32%, dividend yield of 2.37%, risk-free investment rate of 4.78%, and a five-year option life.

## PENSION TABLE

Named executive officers participate in a non-contributory defined benefit program which provides for a maximum annual lifetime retirement benefit equal to 60% of final average compensation, computed as a straight life annuity, based on the highest three of the last seven calendar years. In order to receive the full benefit the executive must have at least 15 years of service and retire no earlier than age 65. Eligible spouses (married one year or longer at the executive's retirement date) receive survivor benefits at a rate of 75% of the benefit paid to the executives. The total benefit provided by the Company is offset by 100% of primary U.S. Social Security.

| FINAL<br>AVERAGE<br>COMPENSATION(1) | AGE 65 RETIREMENT<br>YEARS OF SERVICE |           |                  |
|-------------------------------------|---------------------------------------|-----------|------------------|
|                                     | 5                                     | 10        | 15 OR<br>MORE(2) |
| \$ 300,000                          | \$ 60,000                             | \$120,000 | \$ 180,000       |
| 400,000                             | 80,000                                | 160,000   | 240,000          |
| 500,000                             | 100,000                               | 200,000   | 300,000          |
| 600,000                             | 120,000                               | 240,000   | 360,000          |
| 700,000                             | 140,000                               | 280,000   | 420,000          |
| 800,000                             | 160,000                               | 320,000   | 480,000          |
| 900,000                             | 180,000                               | 360,000   | 540,000          |
| 1,000,000                           | 200,000                               | 400,000   | 600,000          |
| 1,100,000                           | 220,000                               | 440,000   | 660,000          |
| 1,200,000                           | 240,000                               | 480,000   | 720,000          |
| 1,300,000                           | 260,000                               | 520,000   | 780,000          |
| 1,400,000                           | 280,000                               | 560,000   | 840,000          |
| 1,500,000                           | 300,000                               | 600,000   | 900,000          |
| 1,600,000                           | 320,000                               | 640,000   | 960,000          |
| 1,700,000                           | 340,000                               | 680,000   | 1,020,000        |

- - - - -

- (1) Final average compensation includes salary and bonus. Age, years of service and final average compensation as of December 31, 1999, for the named officers are as follows:

| NAME               | AGE | YEARS OF<br>SERVICE | FINAL AVERAGE<br>COMPENSATION |
|--------------------|-----|---------------------|-------------------------------|
| P. C. Browning     | 58  | 6                   | \$1,283,127                   |
| H. E. DeLoach, Jr. | 55  | 14                  | 777,120                       |
| H. J. Moran        | 67  | 39                  | 719,210                       |
| F. T. Hill, Jr.    | 47  | 20                  | 502,821                       |
| C. W. Coker(3)     | 66  | 42                  |                               |

- (2) Years of service beyond 15 do not provide for any additional benefit.

- (3) On May 1, 1999, Mr. Coker elected to begin receiving his supplemental retirement benefit in lieu of any fixed compensation. This benefit amounts to \$955,500 per year and will not be offset by the Sonoco pension plan or Social Security until Mr. Coker retires.

## DIRECTORS' COMPENSATION

Employee directors do not receive any additional compensation for serving on the Board of Directors. Until June 30, 1999, non-employee directors were paid a \$10,500 quarterly retainer fee and a \$1,000 attendance fee for special meetings. Beginning July 1, 1999, the quarterly retainer fee was increased to \$11,000.

Directors may elect annually to defer part or all of their retainer and special meeting fees. Directors can choose to have their deferrals earn interest credits at a market rate or be treated as if invested in equivalent units of Common Stock (which are credited with reinvested dividend equivalents). Alternatively, directors can elect to receive stock options under the 1996 Non-Employee Directors' Stock Plan (the "Directors' Plan") instead of any part of their cash compensation. If a director chooses this alternative, he or she will receive an option to purchase four dollars worth of Common Stock at the fair market value of the Common Stock on the date the option is granted for each one dollar of cash compensation the director chooses not to receive. During 1999 three directors received the following number of stock options instead of cash compensation: R. J. Brown -- 1,841 shares; J. C. Fort -- 1,655 shares; and B. L. M. Kasriel -- 3,507 shares.

Under the Directors' Plan, at the first regularly scheduled meeting of the Board of Directors during a calendar year, each non-employee director is granted an option to purchase 2,000 shares of Common Stock at a price equal to 100% of the fair market value as of the date the options are granted. Any person who later becomes a non-employee director also receives an option to purchase shares of Common Stock at the fair market value of the Common Stock on the date the option is granted. The number of shares for which options are granted is reduced 25% for each full quarter of the calendar year during which the person did not serve as a non-employee director. During 1999 each non-employee director received an option covering 2,000 shares. Effective with the first Board of Directors meeting in 2000, the annual non-employee director's stock option grant was increased to 3,000 shares in accordance with the terms of this plan.

## COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Messrs. A. T. Dickson, C. J. Bradshaw, Paul Fulton, B. L. M. Kasriel, E. H. Lawton, Jr., C. D. Spangler, Jr., and Mrs. D. D. Young served on our Executive Compensation Committee during the year ended December 31, 1999.

Mr. A. T. Dickson and Mr. Paul Fulton are directors of Bank of America Corporation. During the third quarter of 1996 NationsBank, N.A., now Bank of America, served as agent to provide a five-year committed revolving line of credit for \$450,000,000 to support our commercial paper program and for general corporate purposes. Bank of America's commitment to this facility is \$80,000,000. A committed line of credit from Bank of America has been in place since 1987 and has been renewed, amended and increased or decreased according to our needs. Bank of America has extended other lines of credit to us as support for letters of credit, overdrafts and other corporate needs. It also provides treasury management services to us. We pay fees to the bank for these services and for the availability of the lines of credit, as well as interest on borrowed funds. All transactions were handled on a competitive basis. Management is

convinced that the rates and provisions were as favorable to us as we could have obtained from similar sources.

Mr. A. T. Dickson, an executive officer of Ruddick Corporation, is a member of our Compensation Committee. Mr. H. L. McColl, Jr., an executive officer of Bank of America Corporation and one of our directors, is a director of Ruddick Corporation.

#### TRANSACTIONS WITH MANAGEMENT

Mr. H. L. McColl, Jr. is Chairman and Chief Executive Officer and Director of Bank of America Corporation. Messrs. C. W. Coker, A. T. Dickson and Paul Fulton are directors of Bank of America Corporation. See the Compensation Committee Interlocks and Insider Participation section.

Mr. R. J. Brown is a director of First Union Corporation. First Union National Bank of South Carolina provides a line of credit of \$37,000,000 like that of Bank of America to support our commercial paper program and for general corporate purposes. It also provides trustee services. We pay fees to First Union National Bank of South Carolina for the availability of the credit line and for the trustee services.

Mr. P. C. Browning is a director of Wachovia Corporation. Wachovia Bank, N.A. provides a line of credit of \$37,000,000 like that of Bank of America to support our commercial paper program and for general corporate purposes. We pay fees to Wachovia Bank, N.A. for the availability of the credit line.

Sonoco Hongwen Paper Company, Ltd. (SHW), a subsidiary of Sonoco Asia, LLC, and Lafarge Onoda Gypsum, Shanghai, (LOGS), a subsidiary of Lafarge Platres International, entered into an agreement in 1998 whereby LOGS will provide technical assistance to SHW in the development and manufacture of plasterboard liner. SHW will supply the plasterboard liner to LOGS at prevailing market prices. Lafarge Platres International has funded 50% of the capital costs (\$450,000) for implementation of the project. The balance of the costs of approximately \$450,000 will be met by Sonoco Asia, LLC. Mr. B.L.M. Kasriel is Vice Chairman and Chief Operating Officer of Lafarge. Lafarge Platres International is a subsidiary of Lafarge.

During 1999 we purchased timber from a trust of which Mr. T. C. Cox III, one of our directors and a former executive officer, is trustee and more than a 10% beneficial owner. The aggregate purchase price of the timber was approximately \$569,000.

We also purchased wooden pallets during the year from a company of which Mr. J. C. Fort, a director who retired in 1999 and a former executive officer of the Company, is more than a 10% beneficial owner. The aggregate purchase price of the pallets was approximately \$430,000. The Company, in turn, sold to the same company approximately \$818,000 in hardwood timbers.

During 1999 we paid approximately \$655,000 to Phoenix Home Life Mutual Insurance Company covering premiums for split-dollar insurance policies covering certain of our officers and directors. Mrs. D. D. Young is an executive officer and director of Phoenix Home Life Mutual Insurance Company.

It is anticipated that we will continue to engage in similar business transactions in 2000.

Our management believes the prices and terms of the transactions reported above were comparable to those we could have obtained from other sources.

PROPOSAL TO APPROVE THE PERFORMANCE-BASED  
ANNUAL INCENTIVE PLAN FOR EXECUTIVE OFFICERS

As noted in the Executive Compensation Committee's Report to Shareholders beginning on Page 16, on February 1, 2000, the Executive Compensation Committee ("the Committee") of the Board of Directors adopted a new Performance-Based Annual Incentive Plan for Executive Officers ("the Plan") for certain of the corporation's key executives. This Plan replaces the Annual Incentive Compensation Terms for Executive Officers ("Terms") approved by the shareholders of the Company on April 19, 1995. As with the previously-approved Terms, this Plan is intended to secure federal income tax deductibility for annual bonuses paid to named executive officers.

The Board of Directors recommends that you vote FOR approval of the Committee's actions.

Such approval is required under Section 162(m) of the Internal Revenue Code ("the Code"), so that certain compensation in excess of \$1 million is considered "performance-based" and, therefore, tax deductible by a company. This section of the Code applies to compensation paid to or received by a person named in a company's Summary Compensation Table, who is employed by that company on the last day of the year.

In order to be approved, the Plan must receive the affirmative vote of a majority of the votes cast on the issue at the Annual Shareholders' Meeting.

It should be noted that while the Committee's action and intent are to ensure deductibility of annual incentive compensation payments, because of possible, unforeseen, future events, it is impossible to be certain that all future annual incentive compensation payments by the Company will be deductible. Under extraordinary circumstances, the provisions of the Plan do not preclude the Committee from making discretionary bonus awards that fall outside of the Plan and do not qualify for a Section 162(m) deduction, nor will any individual who participates under this Plan necessarily be ineligible to participate in any other annual incentive plan for which the participant would be eligible.

The amount of annual incentive compensation to be paid in the future to any of the Company's current or future executive officers subject to Section 162(m) cannot be determined since such amounts will be totally dependent on actual performance measured against the attainment of performance goals. Such amounts will not, however, exceed the maximum payment amount. If this Plan had been in place for fiscal year 1999, the amounts paid to the named officers would be substantially identical to the amounts shown under the "Bonus" column in the Summary Compensation Table on Page 21.

The full text of this plan is appended to this Proxy Statement as Exhibit I.

APPROVAL OF INDEPENDENT AUDITORS

Upon recommendation of the Audit Committee, the Board of Directors has appointed PricewaterhouseCoopers LLP, Certified Public Accountants, as our independent auditors to examine our financial statements for the year ending December 31, 2000. You will be asked to approve this selection at the Annual Meeting. PricewaterhouseCoopers LLP, or its predecessors, has audited our books and records

for many years. Representatives of PricewaterhouseCoopers LLP will be present and available to answer questions at the Annual Meeting and may make a statement if they so desire.

The Board of Directors recommends that you vote FOR the approval of the selection of PricewaterhouseCoopers LLP as independent auditors for the Company for the current year.

#### SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Our directors and executive officers are required to file reports with the Securities and Exchange Commission and the New York Stock Exchange showing the number of shares of any class of our equity securities they owned when they became a director or executive officer, and, after that, any changes in their ownership of our securities. These reports are required by Section 16(a) of the Securities Exchange Act of 1934. Based on written representations from our executive officers and directors, we believe that each has complied with these reporting requirements during 1999.

#### SHAREHOLDER PROPOSALS FOR NEXT ANNUAL MEETING

If you want to present a shareholder proposal to be voted on at our Annual Meeting in 2001, you must submit the proposal to the Secretary of the Company in writing by February 3, 2001. However, if you want us to include your shareholder proposal in our proxy materials for our Annual Meeting in 2001, you must be sure the Secretary of the Company receives your written proposal by November 12, 2000. All shareholder proposals must comply with the requirements of our By-Laws. The proxy agents for the Company will use their discretionary authority to vote on any shareholder proposal that the Secretary of the Company does not receive before January 9, 2001.

#### OTHER MATTERS

As of the date of this statement management knows of no business which will be presented for consideration at the meeting other than that stated in the notice of the meeting. The proxy agents will vote in their best judgment on any other business that properly comes before the meeting.

TO ASSURE YOUR REPRESENTATION AT THE MEETING, PLEASE VOTE BY TELEPHONE, VIA THE INTERNET OR MARK, SIGN, DATE, AND RETURN YOUR PROXY CARD AS PROMPTLY AS POSSIBLE. PLEASE SIGN EXACTLY AS YOUR NAME APPEARS ON THE ACCOMPANYING PROXY.

Charles J. Hupfer  
Secretary

March 15, 2000

## PERFORMANCE-BASED ANNUAL INCENTIVE PLAN FOR EXECUTIVE OFFICERS

The Executive Compensation Committee ("the Committee") of the Board of Directors adopted a new Performance-Based Annual Incentive Plan for Executive Officers ("the Plan") on February 1, 2000, for certain of the corporation's key executives. This Plan replaces the Annual Incentive Compensation Terms for Executive Officers ("Terms") approved by the shareholders of the Company on April 19, 1995. As with the previously-approved Terms, this Plan is intended to secure federal income tax deductibility for annual bonuses paid to named executive officers.

## ARTICLE I -- PURPOSE OF THE PLAN

The Plan is intended to provide Participants with annual incentive compensation which is tied to the achievement of pre-established objective performance goals, and which is not subject to the deduction limitation rules prescribed under Section 162(m) of the Internal Revenue Code of 1986, as amended ("the Code").

## ARTICLE II -- DEFINITIONS

"INCENTIVE POOL FUND" means an amount equal to 2.75% of income from operations before income taxes and the cumulative effect of changes in accounting principles, exclusive of unusual items, for the applicable fiscal year, as stated in the Consolidated Statement of Income published in the Company's Annual Report.

"PARTICIPANT" means a "covered employee" as defined in Section 162(m) of the Code, who has been named by the Committee as a Participant for any fiscal year.

"PERFORMANCE PERIOD" means the corporation's fiscal year or other such period designated by the Committee.

"POOL FUND ALLOCATION" means the percentage of the Incentive Pool Fund that is allocated to each Participant with respect to any Performance Period.

## ARTICLE III -- PLAN ADMINISTRATION

The Committee shall have full discretion, power and authority to administer and interpret the Plan and establish rules and procedures for its administration as the Committee deems necessary and appropriate. Any interpretation of the Plan or other act of the Committee in administering the Plan shall be final and binding upon Participants.

In order to comply with the provisions of Section 162(m), the Committee members who administer this Plan will meet the qualifications for being disinterested "outside directors" as defined in the Code. The Committee shall, prior to April 1 of each applicable Plan year, adopt the Incentive Pool Fund and allocate such fund for that Plan year.

## ARTICLE IV -- PERFORMANCE AWARDS

For each Performance Period, the Committee shall determine the amount of a Participant's Performance Award as follows:

- A. GENERAL - Each Participant shall be eligible to receive a Performance Award from the Incentive Pool Fund for the Performance Period. The maximum amount of a Participant's Performance Award shall be equal to the Participant's Pool Fund Allocation of the Incentive Pool Fund for the Performance Period. The actual amount of a Participant's Performance Award may be reduced or eliminated by the Committee as set forth in Paragraph (C) below.
- B. ALLOCATION OF INCENTIVE POOL FUND - The Incentive Pool Fund for each Performance Period shall be allocated among one or more executive officers of the Company ("Participants") selected by the Committee in the following manner: no more than thirty percent (30%) of the Incentive Pool Fund to any one person employed by the Company as of the end of the applicable fiscal year, but not to exceed (1) five such Participants, and (2) one hundred percent (100%) of the Incentive Pool Fund in the aggregate.
- C. REDUCTION OR ELIMINATION OF POOL FUND ALLOCATION - The Pool Fund Allocation for each Participant may be reduced or eliminated by the Committee in its sole discretion; provided, however, that under no circumstances may the amount of the Incentive Pool Fund, or the Pool Fund Allocation to any Participant, be increased.

In setting final payment amounts, the Committee has retained full authority to award final payments that are less than the amount earned by an executive pursuant to the Pool Fund Allocation. In determining whether to use this downward discretion and the extent to which it will be used, the Committee may consider any or all of the following: the extent to which each Participant completed his personal performance goals for the year, the size of the bonus awards earned by other executive officers, the general business conditions for the Company and the world economy, and other factors that are deemed to be significant at the time of the decision.

For each Participant the Committee will provide written certification that the performance goal for the Performance Period was achieved and any other material terms of the Performance Award were satisfied.

Once the Committee has determined the amount of a Participant's award pursuant to this Article IV, the Committee shall grant the Participant's Performance Award pursuant to such terms and procedures as the Committee shall adopt under Article III.

Payment of any Performance Award may be deferred pursuant to the terms and conditions of the corporation's deferred compensation plan or plans then in effect, and the Committee has authority to mandate Performance Award deferrals in its sole discretion.

## ARTICLE V -- PLAN AMENDMENT AND TERMINATION

The Committee may amend or terminate the Plan by resolution at any time as it shall deem advisable, subject to any shareholder approval required by law, provided that the Committee may not amend the



Plan to change the method for determining Performance Awards under Article IV without the approval of the majority of votes cast by shareholders in a separate vote.

ARTICLE VI -- EFFECTIVE DATE

The effective date of this Plan shall be as of January 1, 2000, subject to shareholder approval.

[X] PLEASE MARK VOTES AS IN THIS EXAMPLE

-----  
SONOCO PRODUCTS COMPANY  
-----

COMMON STOCK

Mark box at right if an address change or comment  
has been noted on the reverse side of this card. [ ]

CONTROL NUMBER:

- |   |                        |                                |                      |
|---|------------------------|--------------------------------|----------------------|
| 1. Election of Directors:                   | For<br>All<br>Nominees | Withhold<br>On All<br>Nominees | For<br>All<br>Except |
| Nominees:                                   |                        |                                |                      |
| (01) C.W. Coker (02) H.E. DeLoach, Jr.,     | [ ]                    | [ ]                            | [ ]                  |
| (03) A.T. Dickson, (04) C.D. Spangler, Jr., |                        |                                |                      |
| (05) Dona Davis Young                       |                        |                                |                      |

NOTE: If you do not wish your shares voted "FOR" a particular nominee, mark the "FOR ALL EXCEPT" box and strike a line through the name(s) of the nominee(s). Your shares will be voted for the remaining nominee(s).

2. Proposal to approve the Performance-Based Annual Incentive Plan for Executive Officers.

[ ] For [ ] Against [ ] Abstain

3. Proposal to approve the selection of PricewaterhouseCoopers LLP, Certified Public Accountants, as the independent auditors of the corporation.

[ ] For [ ] Against [ ] Abstain

4. In their discretion the proxy agents are authorized to vote upon such other business as may properly come before the meeting.

DIRECTORS RECOMMEND VOTING FOR 1, 2 AND 3

Please be sure to sign and date this Proxy. Date \_\_\_\_\_

-----  
Shareholder Sign Here Co-Owner Sign Here  
-----

DETACH CARD

DETACH CARD

VOTE BY TELEPHONE

It's fast, convenient, and immediate! Call Toll-Free on a Touch-Tone Phone.

Follow these four easy steps:

1. Read the accompanying Proxy Statement/Prospectus and Proxy Card.
2. Call the toll-free number.  
1-877-PRX-VOTE (1-877-779-8883) or call collect on a touch-tone phone  
1-201-338-8073. There is NO CHARGE for this call.
3. Enter your Control Number located on your Proxy Card.
4. Follow the recorded instructions.

Your vote is important!  
Call 1-877-PRX-VOTE anytime!

VOTE BY INTERNET

It's fast, convenient, and your vote is immediately confirmed and posted.

Follow these four easy steps:

1. Read the accompanying Proxy Statement/Prospectus and Proxy Card.
2. Go to the Website:  
<http://www.eproxyvote.com/son>.
3. Enter your Control Number located on your Proxy Card.
4. Follow the instructions provided.

Your vote is important!  
Go to <http://www.eproxyvote.com/son> anytime!

DO NOT RETURN YOUR PROXY CARD IF YOU ARE VOTING BY TELEPHONE OR INTERNET.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

SONOCO PRODUCTS COMPANY

POST OFFICE BOX 160 - NORTH SECOND STREET -  
HARTSVILLE, SOUTH CAROLINA 29551-0160

The undersigned hereby appoints Peter C. Browning, President and Chief Executive Officer, or F. Trent Hill, Jr., Vice President and Chief Financial Officer, as proxy agents, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote, as designated below, all the shares of Common Stock of Sonoco Products Company held of record by the undersigned on February 25, 2000, at the Annual Meeting of Shareholders to be held on April 19, 2000, or at any adjournment thereof.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED SHAREHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR PROPOSALS 1, 2 AND 3.

-----  
PLEASE VOTE, DATE, SIGN ON REVERSE AND  
RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.  
-----

Please sign exactly as your name(s) appear(s) hereon. When shares are held by joint tenants, both should sign. When signing as an attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by President or other authorized officer. If a partnership, please sign in partnership name by an authorized person.  
-----

|                           |                           |
|---------------------------|---------------------------|
| HAS YOUR ADDRESS CHANGED? | DO YOU HAVE ANY COMMENTS? |
| -----                     | -----                     |
| -----                     | -----                     |
| -----                     | -----                     |