

**BEMIS COMPANY, INC.**

**NOMINATING and CORPORATE GOVERNANCE COMMITTEE CHARTER**

**I. Purpose**

This charter establishes the responsibilities of the Nominating and Corporate Governance Committee (“Committee”) of the Board of Directors (“Board”) of Bemis Company, Inc. (the “Company”). The Committee shall review and reassess the charter at least annually and obtain the approval of the Board.

**II. Composition**

Each member of the Nominating and Corporate Governance Committee shall meet the independence requirements of the New York Stock Exchange listing requirements. The members and the Chair shall be appointed by the Board and shall continue to act until their successors are elected, but shall be subject to removal at any time by a majority of the Board. Any resulting vacancy may be filled by the Board.

**III. Statement of Policy, Meetings and Reporting**

The Committee shall provide assistance to the Board in fulfilling its responsibility to the shareholders, potential shareholders, the investment community, and others relating to the proper governance of the Company. The Committee shall meet at such times as determined by the Chair of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may delegate one or more of its functions to subcommittees established from time to time by the Committee, but the Committee remains responsible for any function delegated to a subcommittee. The Committee shall, through its Chair, provide reports of the Committee’s meetings and actions to the Board.

**IV. Duties and Responsibilities**

The Committee’s primary responsibilities are to oversee recruitment of new Directors and provide a forum for all independent Directors to address issues of corporate governance. The Committee believes its policies and procedures should remain flexible, in order to best respond to changing conditions and to ensure the Board and shareholders that the Company has appropriate corporate governance practices.

In carrying out this purpose, the Committee will:

- Adopt, monitor and recommend to the Board any modifications of the Principles of Corporate Governance which may be necessary from time to time.
- Oversee the CEO succession process and recommend to the Board the selection and succession for the CEO, as appropriate.
- Oversee annual evaluations of the full Board and individual Directors.
- Begin or conclude each regular Committee meeting with an executive session.
- Review nominations for new Directors from all sources against criteria established for selection of new Directors and nominees for vacancies on the Board.
- Identify and lead the recruitment of qualified candidates for Board membership and for the positions of CEO and Chairman.
- Make recommendations to the Board with respect to (i) the election of the Chairman and Committee Chairs, (ii) the assignment of individual Directors to serve on designated committees and (iii) the selection of Director nominees for election by the shareholders.
- Accept or decline any tendered resignation of a Director for reason of change of employment.
- Review any Director conflict of interest issues and determine how to handle such issues.
- Establish any special committee that may be necessary to properly govern ethical or extraordinary legal matters which might arise.
- Conduct an evaluation of the Committee's performance at least annually to determine whether it is functioning effectively.
- Recommend to the full Board any guidelines concerning Director education.

The Committee shall have direct access to reasonable independent professional resources necessary to perform its functions including the ability to retain and compensate professionals to assist with Director recruitment and other functions of the Committee.

## EXPECTATIONS FOR INDIVIDUAL DIRECTOR PERFORMANCE

It is expected that each Board member, in carrying out his/her duties and responsibilities of Board service will be guided by the following performance objectives:

- \* **Representation of Shareholders and Other Stakeholders** – Clearly recognizes the role of Directors is to represent the interests of shareholders. Understands the difference between function of the Board and that of management.
- \* **Judgment and Knowledge** – Demonstrates judgment and knowledge in the ability to assess company strategy, business plans, management evaluation and other key issues. Sufficiently informed and knowledgeable to contribute effectively to Board's monitoring responsibilities; updates knowledge relative to board service as needed.
- \* **Meaningful Participation** – Comfortable being an active, inquiring participant. Participates in Board process in a meaningful way. Mindful not to get overly involved in operational details and the management process. Has confidence and willingness to express ideas and engage in constructive discussion. Actively participates in decision-making and is willing to make tough decisions. Is diligent and faithful in attending Board and Committee meetings.
- \* **Communications** – Communicates freely with other Board members. A good sounding board for other Directors and the CEO. Asks insightful questions and raises thought provoking perspectives. Willing to hold management accountable for performance and results. Team player; works well with other Directors while not necessarily sharing their views. Listens with an open mind.
- \* **Expertise** – Fulfills specific Board needs. Makes individual's expertise available to the Board. Draws on relevant experience in addressing issues facing the Company. Willing to respond to appropriate requests of CEO outside of Board meetings for advice and support.
- \* **Vision and Leadership** – Understands the Company's philosophy and strategy. Oriented toward the future, and sensitive to future direction of industry. Fulfills legal and fiduciary responsibilities. Supports the Company's values, and is open, honest and direct. Makes appropriate time commitment for Board service. Has no conflict of interest in serving on Board.
- \* **Professional Status** – Standing and reputation in the business and professional communities in which the Director operates. Appropriately represents the Company in such communities.