

BEMIS COMPANY, INC.

COMPENSATION COMMITTEE CHARTER

I. Purpose

The Compensation Committee (the “Committee”) shall assist the Board in: (i) annually evaluating the performance of the CEO, (ii) determining appropriate compensation levels for the Company’s executive officers; (iii) evaluating officer and director compensation plans, policies, and programs; (iv) reviewing benefit plans for officers and employees; (v) producing an annual report on executive compensation for inclusion in the proxy statement; and (vi) overseeing executive and management succession. A primary purpose of the Committee is to ensure that the compensation of executive officers is internally equitable, externally competitive, motivates executive officers toward the achievement of business objectives and aligns their focus on the long-term interests of Company shareholders.

The Committee has the power to retain outside counsel, compensation consultants or other experts to assist in the performance of its duties and will receive appropriate funding from the Company, as determined by the Committee, to provide reasonable compensation to such advisors. Any decision to retain such advisors shall be made only after taking into consideration all factors relevant to the advisor’s independence from management, including those factors required by the applicable rules of the New York Stock Exchange. The Committee shall have the sole authority to retain, compensate, terminate, and oversee such advisors, and approve the advisors’ fees and other terms and conditions of retention, and the advisors shall be accountable ultimately to the Committee.

II. Committee Membership

The Committee shall consist of three or more members of the Board, each of whom has been determined by the Board to be “independent” in accordance with applicable rules of the New York Stock Exchange. In addition, no director may serve unless he or she (i) is a “non-employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (ii) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code. The members and chair of the Compensation Committee shall be appointed by the Board of Directors and shall continue to act until their successors are elected, but shall be subject to removal at any time by majority of the full Board. Any resulting vacancy may be filled by the Board.

III. Committee Meetings

The Committee shall meet on a regularly scheduled basis at least two times per year, or more frequently as circumstances dictate.

A majority of members present at a meeting will constitute a quorum. If a quorum is present, the majority vote of those Committee members present at the meeting will be sufficient to adopt a resolution or otherwise take action.

The Committee shall meet at least annually with the CEO and any other corporate officers the Board and Committee deem appropriate to discuss and review the performance criteria and compensation levels of key executives.

The Vice President of Human Resources for the Company will serve as Secretary of the Compensation Committee.

IV. Key Responsibilities

The Compensation Committee shall:

Annually:

- Review and approve the Company's stated executive compensation philosophy to ensure that members of management are rewarded appropriately for their contributions to corporate growth and value creation and that the executive compensation strategy supports corporate objectives and shareholder interests.
- Monitor risks associated with the design and administration of the Company's compensation programs.
- Review and discuss the Compensation Discussion and Analysis (the CD&A) required to be included in the Company's proxy statement and annual report on form 10-K by the rules and regulations of the Securities and Exchange Commission (the "SEC") with management and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.
- Review and approve goals and objectives relevant to CEO compensation. Evaluate the CEO's performance in light of those goals and objectives. The Committee shall consider input from the other independent Directors related to these matters as it deems appropriate.
- Review market data to assess the Company's competitive position with respect to executive compensation.

- Approve base salaries, annual incentive awards and long-term incentive awards for the CEO and all other corporate officers. In determining the long-term incentive component of CEO compensation, the Compensation Committee shall consider the Company's performance and relative shareholder return, the value of similar incentive awards granted to CEOs at comparable companies and the awards granted to the Company's CEO in past years.
- Monitor and plan for executive and management succession.
- Establish and certify achievement of performance objectives for incentive compensation for executive officers.
- Determine "eligible persons" for participation in the Company's stock incentive plans. Approve participants, types of awards and number of shares covered by each award. Approve all decisions regarding the modifications of terms or conditions of any award or award agreement for all Officers and Directors.
- Establish Director compensation, including retainers, meeting fees, stock options/awards and other similar components of compensation. The Committee shall consider input from the other independent Directors related to these matters as it deems appropriate.
- Monitor compliance by executives and Directors with share holding and share ownership requirements.
- Conduct a performance evaluation of the Compensation Committee.

Periodically:

- To the extent deemed necessary by the Committee, develop and recommend Board approval of new incentive compensation and benefit programs, including equity-based compensation programs, and amend or recommend termination of existing programs as appropriate.
- Monitor, review and, to the extent deemed necessary by the Committee, develop new compensation plans and programs for Directors.
- As appropriate, oversee the administration of the Company's defined benefit and defined contribution plans, and recommend to the Board of Directors new plans, major plan amendments and plan terminations.
- Approve employment agreements and severance benefit agreements with the CEO and executive officers, as applicable.

V. Reporting

The Compensation Committee shall, through its Chair, provide reports of the Compensation Committee's meeting, key findings and actions to the Board of Directors at each quarterly meeting and between meetings if appropriate. Such reports shall contain recommendations for Board action when required under the provision of any compensation or benefit plan or any applicable regulation or when deemed appropriate by the Committee.