



**PACKAGING CORPORATION OF AMERICA
(PCA)**

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

COMMITTEE MEMBERSHIP

The Nominating and Governance Committee shall be comprised of three or more members of PCA's Board of Directors ("Board"), each of whom the Board has determined is independent according to all applicable regulatory requirements.

PURPOSE OF COMMITTEE

The purpose of the Committee is to identify and recommend individuals to the Board for nomination as members of the Board and its committees and to develop and recommend to the Board a set of corporate governance principles applicable to PCA. The Committee will report to the Board on a regular basis.

The members of the Committee shall be appointed by the Board. Candidates to fill subsequent vacancies in the Committee shall be nominated by the Committee as set forth below and appointed by the Board. Members shall serve at the pleasure of the Board and for such duration as the Board may determine. Members may be removed from the Committee by vote of the full Board.

COMMITTEE DUTIES AND RESPONSIBILITIES

The following are the duties and responsibilities of the Committee:

1. To make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board or any committee thereof.
2. To identify individuals (including those properly nominated by shareholders) believed to be qualified to become Board members, and to recommend to the Board the nominees to stand for election as directors at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by shareholders. In nominating candidates, the Committee shall take into consideration such factors as it deems appropriate. These factors may include judgment, skill, diversity, independence,

COMMITTEE DUTIES AND RESPONSIBILITIES – Cont’d

absence of conflicts of interests, experience with businesses and other organizations of comparable size, the interplay of the candidate’s experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board.

3. To develop and recommend to the Board criteria for selecting nominees for Director, and the standards to be applied in making determinations as to the absence of material relationships between PCA and a director being nominated.
4. To identify Board members qualified to fill vacancies on any committee of the Board and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate’s experience with the goals of the committee and the interplay of the candidate’s experience with the experience of other committee members.
5. Develop an orientation program for new directors and a continuing education program for all directors.
6. Review and approve related person transactions in accordance with the Company’s “Procedures for Evaluating Related Person Transactions”.
7. Oversee the evaluation of the Board, its committees and management. Review and recommend removal of individual members in accordance with the Board’s corporate governance principles, for cause or for other appropriate reasons.
8. Develop and recommend to the Board a set of corporate governance principles applicable to PCA, and to review the adequacy of those principles at least once a year.
9. Prepare and issue the performance evaluation required below.
10. Annually review and reassess the adequacy of this charter.
11. Any other duties or responsibilities expressly delegated to the Committee by the Board from time-to-time relating to the nomination of Board and committee members.



12. Investigate potential violations or any waivers of PCA's Code of Ethics. Should be brought to the Committee's attention with recommendations to the Board any actions required as a result of a violation of PCA's Code of Ethics.
13. Perform any other activities consistent with this charter, the Company's by-laws and governing law as the Committee or the Board deems appropriate.

COMMITTEE ADMINISTRATION

The Board shall designate one member of the Committee as its chairperson. In the event of a tie vote on any issue, the chairperson's vote shall decide the issue. The Committee shall meet in person or telephonically at least once per year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. The chairperson shall preside at each meeting of the Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. A majority of the members shall constitute a quorum for the transaction of business.

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittees of the Committee.

The Committee shall produce and provide to the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

RESOURCES AND AUTHORITY OF THE COMMITTEE

The Committee shall have the resources (including funding) and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.