



**PACKAGING CORPORATION OF AMERICA  
(PCA)**

*Procedures for Evaluating Related Person Transactions*

These Procedures provide a framework pursuant to and in furtherance of PCA's Statement of Business Principles and the applicable law for evaluating any transaction (a "Related Person Transaction") that PCA determines would be required to be publicly disclosed by Item 404(a) of Regulation S-K (17 CFR Part 229) or any subsequent regulation promulgated by the Securities and Exchange Commission. For purposes of these Procedures, "Related Person" has the meaning given to such term in Item 404 of Regulation S-K.

These Procedures shall be administered by the Corporate Secretary, who shall monitor compliance therewith. Each executive officer, director and nominee for director shall provide to the Corporate Secretary annually a completed questionnaire setting forth certain business and other affiliations that relate to the business and activities of PCA. Each executive officer and director should also, throughout the year, promptly update the information provided in the questionnaire as necessary to ensure that the Corporate Secretary has been advised of all businesses and affiliations that may be considered Related Person Transactions. The Corporate Secretary shall report to the Nominating and Governance Committee (the "Committee") of the Board of Directors any transaction that he or she becomes aware of that may be a Related Person Transaction.

When a Related Person Transaction is contemplated, all of the material facts regarding the substance of the proposed transaction, including the material facts relating to the Related Person's or other party's relationship or interest, must be fully disclosed to the Committee. The Committee shall thereafter review and vote on whether to approve the transaction. Interested directors may be counted in determining the presence of a quorum at a Committee meeting that authorizes or ratifies a Related Person Transaction. Only disinterested Committee members may vote on approval or ratification of a Related Person Transaction. Approval or ratification of a Related Person Transaction requires the affirmative vote of the majority of disinterested directors on the Committee.

In approving or ratifying any Related Person Transaction, the Committee must determine that the transaction is fair and reasonable to PCA. The Committee shall not be required by these Procedures to obtain a fairness opinion or other third party support or advice regarding the fairness of the transaction, but may do so if the Committee so determines in its discretion.

These Procedures generally should be used to approve Related Person Transactions in advance of the transaction being entered into. On occasion, however, it may be advisable to commence a transaction before the Committee has evaluated it, or a transaction may commence before it is



discovered that there is a Related Person participating in the transaction (such as with respect to a non-affiliated stockholder who beneficially owns more than 5% of the equity of PCA).

Accordingly, in such instances, notwithstanding the above, management should consult with the Chairman of the Committee to determine the appropriate course of action, which may include subsequent ratification by the affirmative vote of a majority of the disinterested directors on the Committee. If the Chairman of the Committee is an interested director, then management should consult with the disinterested members of the Committee to determine the appropriate course of action.

The Committee shall periodically report on its activities to the Board of Directors. Approval or ratification of a transaction in accordance with these Procedures will not constitute a waiver of PCA's Statement of Business Principles regarding "Conflicts of Interests" and "Corporate Opportunities."