



SONOCO PRODUCTS COMPANY

Corporate Governance and Nominating Committee Charter

Purpose of Committee

The Corporate Governance and Nominating Committee (the “Committee”) shall serve as the primary source for the Board of Directors (the “Board”) of Sonoco Products Company (the “Company”) in developing and recommending principles of corporate governance to the Board, providing leadership and oversight of the corporate governance of the Company, and recommending individuals to the Board for nomination as members of the Board.

Committee Membership and Qualifications

The Committee shall consist of no fewer than three members of the Board, each of whom has been determined by the Board to be “independent” under the rules of the New York Stock Exchange, Inc. (“NYSE”). Members shall be appointed by the Board for such term or terms as the Board may determine but may be removed at any time by the Board.

Committee Structure and Operations

The Board shall designate one member of the Committee as its chairperson, which person shall also serve as the Lead Director of the Company. The Committee shall meet when deemed necessary or desirable by its members or its Chairperson. The Committee shall report to the Board on a regular basis and not less than once a year. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Chairperson of the Committee shall preside at each meeting and in the event the Chairperson is not present, the members of the Committee present at the meeting shall designate one member as the acting chair of such meeting. Meetings of the Committee may be held in person, telephonically or by other electronic means. The Committee shall maintain minutes of all its meetings. The Committee may also act through unanimous written consent.

Committee Duties and Responsibilities

The primary duties and responsibilities of the Committee are:

1. To review the Company’s articles of incorporation and bylaws on an annual basis and recommend improvements or amendments as needed.
2. To develop and recommend to the Board a set of corporate governance guidelines (the “Corporate Governance Guidelines”) to serve as a structure for Company

- governance matters and to review those guidelines not less than once per year, and to oversee compliance with the Guidelines.
3. To identify and evaluate individuals believed to be qualified to become Board members in accordance with the Corporate Governance Guidelines and other criteria approved by the Board, to recommend to the Board the nominees of the Board to stand for election or re-election at the annual meeting of shareholders, and in the case of a vacancy created on the Board (including any vacancy related by an increase in size of the Board), to recommend to the Board an individual to fill such vacancy through election by the existing Board. The Committee shall also consider and evaluate potential director candidates recommended or nominated by shareholders if, in making such recommendations or nominations, the shareholders comply with the requirements of law, the Company's bylaws and any other policies or criteria adopted by the Board.
 4. To evaluate and make recommendations to the Board regarding the independence of Board members and nominees pursuant to the independence standards of the NYSE, applicable law, the Corporate Governance Guidelines and any other criteria approved by the Board.
 5. To determine the number of other public and private boards of directors on which each Board member and nominee serves, the committee assignments, and the nature of the business of the companies, and to assess whether such service is in the best interest of the Company.
 6. To recommend the leadership structure of the Board, including the relative roles and responsibilities of the chairperson of the Board, and the number of directors who shall serve on the Board.
 7. To oversee the evaluation of the Board and all standing committees of the Board.
 8. To review and recommend the purpose, composition, size and structure of Board committees and annually recommend each committee's membership, Chairperson and any other necessary designations.
 9. To evaluate the facts and circumstances upon a Board member's offer to resign in accordance with the Corporate Governance Guidelines and to recommend to the Board whether to accept such offer to resign.
 10. To manage the Company's CEO evaluation process.
 11. To recommend to the Board and monitor the corporate philosophy and strategy governing director compensation and benefits, to oversee compliance of Board members with the Board's stock ownership policy, and to annually review directors' and officers' indemnification and insurance matters.
 12. To evaluate and resolve conflicts of interest or potential conflicts of interest brought to the attention of the Board, management, or any committee of the Board, and to review and approve potential related party transactions in

- accordance with, and to administer the Company's Related Party Transaction Approval Policy.
13. To facilitate the Board's oversight of shareholder engagement practices, to consider feedback from shareholders, and to make recommendations to the Board as appropriate.
 14. To propose to the Board voting recommendations and Board statements for proposals to be included in the Company's proxy materials, including proposals submitted by shareholders, and to monitor third party vote recommendation reports.
 15. To monitor and evaluate the orientation and training needs of directors and make recommendations to the Board where appropriate.
 16. To review the Charter of the Committee annually and recommend to the Board any improvements deemed necessary or desirable by the Committee.
 17. To undertake any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

Delegation to Subcommittee

The Committee may, in its discretion and to the extent permitted by law, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to retain counsel and other experts or consultants. The Committee shall have the sole authority to select and retain a consultant or search firm to be used to help identify director candidates, to terminate any such consultant or search firm, and to approve such consultant's or search firm's fees or other retention terms.

The Company will pay the fees and expenses of all advisors to the Committee. The Committee shall have the authority to determine the appropriate funding (which shall be supplied by the Company at the request of the Committee) for the payment of compensation to any counsel, experts, or consultants engaged by the Committee and for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.