

# **BERRY GLOBAL GROUP, INC.**

## **AMENDED AND RESTATED**

### **CORPORATE GOVERNANCE GUIDELINES**

#### **1. Director Qualifications and Selection**

Nominees for directorship will be selected by the Nominating & Governance Committee of Berry Global Group, Inc. (the “Company”) in accordance with the policies and principles in its Charter. The invitation to join the Board of Directors of the Company (the “Board”) should be extended by the Board itself, by the Chairperson of the Nominating & Governance Committee and the Chairman of the Board.

The Nominating & Governance Committee is responsible for reviewing, on an annual basis, the requisite skills and characteristics of directors as well as the composition of the Board as a whole. The Company recognizes the importance of having a Board comprised of highly talented and experienced individuals as well as the benefits of having a diverse Board. A truly diverse Board will include differences in skills, professional, regional and industry experience, age, ethnicity, gender, national origin and other attributes that are essential to its successful operation and achievement of the Company’s objectives. These differences will be considered in determining the optimum composition of the Board. All director nominations are made on merit, in the context of the skills and competency matrix which the Nominating & Governance Committee shall determine from time to time (“Skills Matrix”), reflecting its assessment of the Board’s current and long-term needs, among others.

In support of this goal, the Nominating & Governance Committee will, when identifying candidates to recommend for election to the Board:

- (i) consider individuals who are highly qualified, based on their talents, experience, and personal skills, character and qualities, having regard to the Company’s Skills Matrix;
- (ii) consider criteria that promotes diversity, including with regard to gender, ethnicity, age, national origin and other attributes;
- (iii) consider the level of diversity on the Board, including women and underrepresented groups, when making recommendations for nominees to the Board and with regard to succession planning for the Board; and
- (iv) as and when required, engage qualified independent external advisors to assist the Board in conducting its search for candidates that meet the Board’s criteria regarding skills and diversity.

Additionally, as part of the annual performance evaluation of the effectiveness of the Board, its Committees and individual directors, the Nominating & Governance Committee will consider the balance of skills, experience, independence and knowledge of the Company’s Board, as well as the diversity representation of the Board, including gender and

underrepresented groups, how the Board works together as a unit, and other factors relevant to its effectiveness.

It is the sense of the Board that individual directors who change the responsibility (other than responsibilities associated with serving on the boards of other public or private companies as described below) they held when they were elected to the Board should volunteer to resign from the Board. It is not the sense of the Board that in every instance the directors who retire or change from the position they held when they were elected to the Board should necessarily leave the Board. There should, however, be an opportunity for the Board, through the Nominating & Governance Committee, to review the continued appropriateness of Board membership under the circumstances. In addition to confirming that there are no conflicts of interest, the Nominating & Governance Committee is responsible for ensuring that there are no conflicts of commitment resulting from the Director's status change. Thus, it is the Nominating & Governance Committee's responsibility to confirm that any Director whose status has changed can commit an appropriate level of time and effort to their duties and responsibilities as a Director of the Company.

The Board does not believe that its directors should be prohibited from serving on the boards of other public or private companies so long as these commitments do not materially interfere with and are not incompatible with their ability to fulfill their duties as a director of the Board. However, unless the Board determines that the carrying out of a director's responsibilities to the Company will not be adversely affected by a director's other directorships, a director should not serve on more than three (3) other boards of public companies in addition to the Company's Board. A Director who serves as a chief executive officer of a public company (or similar position) should not serve on more than two (2) public company boards (including the Company's Board and his or her own board). Members of the Audit & Finance Committee may not serve on the audit committees of more than two (2) other public companies without the prior approval of the Chairman of the Board, Lead Independent Director, if a director has been elected to such position, Chairperson of the Audit & Finance Committee and the Chairperson of the Nominating & Governance Committee.

It is recommended that a Director contemplating service on another board or taking on another significant assignment, discuss such opportunities with the Chairman of the Board and the Lead Independent Director, if a director has been elected to such position. A Director should advise and receive approval from the Chairman of the Board, the Lead Independent Director, if a director has been elected to such position, and the Chief Legal Officer in advance of accepting an invitation to serve, or being publicly reflected as a nominee to serve, on another public company board. Directors must notify the Chairperson of the Nominating & Governance Committee in advance of accepting an invitation to serve, or being publicly reflected as a nominee to serve, on the board of a for-profit, private company that is not a family business.

The Board acknowledges that term limits help create a balance between the benefit of fresh ideas and viewpoints of new directors and the experience of seasoned Board members, who have been able to develop, over a period of time, increasing insight into the Company and its operations, thereby, providing valuable contributions to the Board as a whole. In furtherance of the foregoing, the director tenure limitations established, set out that a non-executive director shall not be eligible for service for the year subsequent to serving the earlier of 15 years on the Board or attaining 75 years of age. However, when two or more directors are due

to retire within the same 12-month period, the Board may allow for certain exemptions to ensure orderly director transitions. For instance, the Board may request that one of two retiring directors who has reached a tenure or age limit delay his/her Board retirement and serve an additional year, or such time as the Board determines reasonable in the circumstances.

## **2. Board Composition and Director Responsibilities**

It is the sense of the Board that the Board should be composed of at least nine (9) directors, which the Board believes is a satisfactory size; however, subject to the Company's Amended and Restated Certificate of Incorporation and Bylaws, the Board may increase or decrease the number of directors as it deems appropriate and useful, particularly in circumstances related to the management of transitions due to Director retirement and departure.

At least a majority of the Board shall be independent directors. To be considered independent, a director must have no material relationship with the Company or any of its subsidiaries (other than as a director), either directly or as a partner, stockholder or officer of an organization that has a material relationship with the Company or its subsidiaries. In making independence determinations, the Board shall consider all relevant facts and circumstances.

A director is not an independent director if:

- (i) he or she is, or has been within the last three years, an employee of the Company or any of its subsidiaries, or has an immediate family member who is, or has been within the last three years, an executive officer of the Company or any of its subsidiaries;
- (ii) he or she has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from the Company, or any of its subsidiaries, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);
- (iii) (A) he or she is a current partner or employee of a firm that is the Company's, or any of its subsidiaries', internal or external auditor; (B) he or she has an immediate family member who is a current partner of such a firm; (C) he or she has an immediate family member who is a current employee of such a firm and personally works on the Company's, or any of its subsidiaries', audit; or (D) he or she or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on the Company's, or any of its subsidiaries', audit within that time;
- (iv) he or she or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any present executive officer of the Company or any of its subsidiaries at the same time serves or served on the compensation committee of such other company; or

- (v) he or she is a current employee, or an immediate family member is a current executive officer, of another company that has made payments to, or received payments (exclusive of contributions to tax-exempt organizations) from, the Company or any of its subsidiaries for property or services in an amount that, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of the consolidated gross revenues of such other company.

For purposes of subparagraphs (i) through (v) above, an “immediate family member” includes a person’s spouse, parents, children, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law and anyone (other than domestic employees) who shares such person’s home. Individuals who are no longer immediate family members as a result of legal separation or divorce, or those who have died or become incapacitated, are not taken into consideration with respect to the determination of a director’s independence. For purposes of subparagraphs (i), (iv) and (v) above, an “executive officer” has the same meaning specified for the term “officer” in Rule 16a-1(f) under the Securities Exchange Act of 1934.

In affirmatively determining the independence of any director who will serve on the Compensation & Talent Development Committee, a heightened analysis is required such that the Board shall consider all factors specifically relevant to determining whether the director has a relationship to the Company which is material to that director’s ability to be independent from management in connection with the duties of a Compensation & Talent Development Committee member, including, but not limited to (a) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the listed company to such director; and (b) whether such director is affiliated with the Company or its subsidiaries or their affiliates. Compliance with the Company’s definition of independence is reviewed regularly by the Nominating & Governance Committee.

The basic responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders. In discharging that obligation, directors should be entitled to rely on the honesty and integrity of the Company’s senior executives and its outside advisors and auditors. The directors shall also be entitled to have the Company purchase reasonable directors’ and officers’ liability insurance on their behalf and to the benefits of indemnification and exculpation to the fullest extent permitted by law and the Company’s Amended and Restated Certificate of Incorporation, Bylaws and any indemnification agreements.

Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. The Chairman of the Board and the chairperson of each committee will establish the agenda for each Board and committee meeting, respectively. Each director is free to suggest items for inclusion on the agenda, and each director is free to raise at any Board meeting subjects that are not on the agenda for that meeting. Information and data that are important to the Board’s understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors are expected to review these materials in advance of the meeting.

The Board will review the Company's long-term strategic plans and the principal issues that the Company will face in the future during at least one Board meeting each year.

The Board has no policy with respect to the separation of the offices of Chairman and Chief Executive Officer (the "CEO"). The Board believes that this issue is part of the succession planning process and that it is in the best interests of the Company for the Board to make a determination when it elects a new CEO, taking into account the factors and circumstances it deems relevant at such time.

The non-management directors will meet in executive session at least quarterly. The director who presides at these meetings will be chosen by the non-management directors, and his or her name will be disclosed in the annual proxy statement.

The Board believes that management speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company; however, it is expected that Board members will do so with the knowledge of management and, absent unusual circumstances or as contemplated by the committee charters, only at the request of management.

### **3. Lead Independent Director**

If the office of Chairman of the Board is held by an executive of the Company, a Lead Independent Director shall be elected by and from the independent directors of the board. The Lead Independent Director shall be an independent director as defined in the applicable rules of the New York Stock Exchange ("NYSE") and Section 2 of these Corporate Governance Guidelines.

The Lead Independent Director shall be elected annually for a one-year term, but is generally expected to serve in this capacity for more than one year.

The Lead Independent Director coordinates the activities of the independent directors and performs such other duties and responsibilities as the Board of Directors may determine. The specific responsibilities of the Lead Independent Director are as follows:

- Preside at all meetings of the Board of Directors at which the Chairman of the Board is not present, including executive sessions of the independent directors;
- Call, coordinate, develop the agenda for, chair and moderate meetings of the independent directors;
- Serve as liaison, and facilitate communication, between the Chairman of the Board and the independent directors;
- Advise the Chairman of the Board as to the quality, quantity, and timeliness of the flow of information from management that is necessary for the independent directors to perform their duties effectively and responsibly, with the understanding that the independent directors will receive any information requested on their behalf by the Lead Independent Director;

- Provide the Chairman of the Board with input into Board meeting agendas and schedules to ensure that there is sufficient time for discussion of all agenda items; and
- Assist the Nominating and Governance Committee, the Board and the Company's officers in assuring compliance with and implementation of these Guidelines and provide input to the Nominating and Governance Committee on revisions to these Guidelines.

#### **4. Director Elections/Resignation Policy**

The Board has instituted a majority voting standard for director elections and believes that the majority voting standard provides a more meaningful voice for stockholders than the traditional plurality voting standard. In connection with the majority voting standard, the Board also believes it is important to institute the resignation policy set forth below (the "Policy") for incumbent director nominees who do not receive a majority vote for election.

If an incumbent director nominated for re-election fails to receive the required vote for re-election as set forth in the Company's Bylaws, in an uncontested election at a stockholders meeting at which a quorum is present, such director will, within ten business days following the certification of the election results, tender a written offer to resign from the Board to the Chairman of the Board for consideration by the Nominating & Governance Committee. For purposes of this Policy, a "contested election" is used as defined in Section 2.9 of the Company's Bylaws.

The Nominating & Governance Committee will consider any such tendered resignation taking into account any factors or other information it considers appropriate and relevant, including the circumstances that led to the voting results relating to such resignation, if known, and will make a recommendation to the Board concerning the acceptance or rejection of such resignation.

The Board will take formal action on the Nominating & Governance Committee's recommendation no later than 90 days from the date of the certification of the election results. In considering the Nominating & Governance Committee's recommendation, the Board will consider the information, factors and alternatives considered by the Nominating & Governance Committee and such additional factors, information and alternatives as the Board deems relevant.

If a resignation tendered under this Policy is not accepted by the Board, the director will continue to serve until the next annual meeting and/or until his or her successor is duly elected or his or her earlier resignation or removal, in each case in accordance with the Company's Bylaws. If a director's resignation is accepted by the Board, then the Board, in its sole discretion, may fill any resulting vacancy or may decrease the size of the Board in each case in accordance with the Company's Bylaws.

Following the Board's decision on the Nominating & Governance Committee's recommendation, the Company, within four business days after such decision is made, will publicly disclose, by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication, the Board's decision, and, if applicable, the Board's reasons for rejecting the tendered resignation.

No director who, in accordance with this Policy, is required to tender his or her resignation pursuant to this Policy, shall participate in the Nominating & Governance Committee's deliberations or recommendation, or in the Board's deliberations or determination, with respect to accepting or rejecting his or her resignation as a director. If less than two members of the Nominating & Governance Committee are elected at a meeting for the election of directors, the independent members of the Board of Directors who were elected or were not standing for election, if any, will appoint an ad hoc Board committee from amongst themselves (the "Ad Hoc Committee"), consisting of such number of directors as they may determine to be appropriate, solely for the purpose of considering and making a recommendation to the Board with respect to the tendered resignations. The Ad Hoc Committee shall serve in place of the Nominating & Governance Committee and perform the Nominating & Governance Committee's duties for purposes of this Policy. If three or fewer independent directors on the Board were duly elected under the Bylaws in the same election, then all independent directors on the Board shall participate in deliberations and actions regarding director resignations except that no director can participate in the vote on his or her own resignation.

## **5. Board Committees**

The Board will have at all times an Audit & Finance Committee, a Compensation & Talent Development Committee and a Nominating & Governance Committee, and may also appoint an Executive Committee, a Capital Allocation Advisory Committee, a Sustainability Committee and any other additional committees as it deems necessary or appropriate. All of the members of the Audit & Finance Committee, the Compensation & Talent Development Committee and the Nominating & Governance Committee will be independent directors under the criteria established by the New York Stock Exchange as described in Section 2 hereof. Committee members will be appointed by the Board upon recommendation of the Nominating & Governance Committee and with consideration of the desires of individual directors. It is the sense of the Board that consideration should be given to rotating committee members periodically, but not that rotation should be mandated as a policy.

Each committee has its own charter. The charters set forth the purposes, goals and responsibilities of the committees, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters also provide that each committee will annually (i) evaluate its performance and (ii) review and reassess the adequacy of its charter and recommend any proposed changes to the Board for its approval.

The Chairperson of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings, consistent with any requirements set forth in the committee's charter. The Chairperson of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda. The schedule for each committee will be furnished to all directors.

The Board and each committee have the power to hire independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

## **6. Director Access to Officers and Employees**

Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO or the Secretary or directly by the director. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent not inappropriate, copy the CEO on any written communications between directors and officers or employees of the Company.

The Board welcomes regular attendance at each Board meeting of senior officers of the Company. If the CEO wishes to have additional Company personnel attend Board meetings on a regular basis, this suggestion should be brought to the Board for its approval.

## **7. Director Compensation and Stock Ownership**

The form and amount of director compensation will be determined by the Compensation & Talent Development Committee in accordance with the policies and principles set forth in its charter. In determining director compensation, the Compensation & Talent Development Committee will consider that directors' independence may be jeopardized if director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which directors are affiliated, or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) directors or organizations with which directors are affiliated. The Compensation & Talent Development Committee will conduct an annual review of director compensation.

Each nonemployee director is expected to comply with the Company's share ownership guidelines. The Board believes that the ownership of a substantial amount of stock in the Company is not a basis for disqualifying a director as being independent.

## **8. Director Orientation and Continuing Education**

All new directors must participate in the Company's Orientation Program, which should be conducted within a reasonable period of time after the new director is appointed or appointed. This orientation will include presentations by senior management to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk-management issues, its compliance programs, its Global Code of Business Ethics, its principal officers, and its internal and independent auditors. In addition, the Orientation Program may include visits to Company headquarters and, to the extent practical, certain of the Company's significant facilities. All other directors are also invited to attend the Orientation Program.

The Board shall, from time to time, receive presentations by senior management regarding their respective areas. In addition, the Company shall reimburse directors for reasonable expenses relating to ongoing director education.

## **9. CEO Evaluation and Management Succession**

The Compensation & Talent Development Committee will conduct an annual review of the CEO's performance, as set forth in its charter. The Board will review the



Compensation & Talent Development Committee's report in order to ensure that the CEO is providing the best leadership for the Company in the long- and short-term.

The Compensation & Talent Development Committee will make an annual report to the Board on succession planning. The entire Board will work with the Compensation & Talent Development Committee and, as and when appropriate, the Nominating & Governance Committee to evaluate and nominate potential successors to the CEO. The CEO should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals, and the Compensation & Talent Development Committee will review such recommendations, evaluations and plans with the CEO and with the Board at least annually. In the event of the death or disability of the CEO, the Chairperson of the Nominating & Governance Committee will call a special meeting of the Board to discuss the Board's response to such development.

#### **10. Annual Performance Evaluation**

The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating & Governance Committee will receive comments from all directors and report annually to the Board with an assessment of the Board's performance. This assessment will be discussed with the full Board following the end of each fiscal year. The assessment will focus on the Board's contribution to the Company and will include discussion focusing on areas in which the Board and management believe the Board could improve.

Amended and Restated Guidelines Adopted as of November 1, 2023