



AptarGroup, Inc. Board of Directors
Corporate Governance Committee Charter

Mission Statement

The Corporate Governance Committee (the “Committee”) shall be appointed by the Board of Directors (the “Board”) to (i) identify, evaluate and recommend individuals qualified to be directors of the Company to the Board for either appointment to the Board or to stand for election at a meeting of the stockholders, (ii) review and recommend to the Board appropriate compensation for the Company’s non-employee directors, (iii) oversee the on-boarding of the Company’s new directors, (iv) develop and recommend to the Board, and keep the Board updated regarding, corporate governance principles and practices for the Company and (v) oversee the evaluation of the Board and management.

Membership

The Committee shall be comprised of two or more directors. Each member of the Committee shall, in the Board’s determination, have no material relationship with the Company and shall meet the independence requirements of the New York Stock Exchange (the “NYSE”). The members of the Committee shall be appointed by the Board, shall serve for such term or terms as the Board may determine, and may be removed by the Board in its discretion. A chairperson of the Committee shall be designated by the Board.

Meetings

The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, but in any case, not less than once a year. The Committee will meet at such times as determined by its chairperson.

Each member of the Committee shall have one vote. A majority of the members of the Committee shall constitute a quorum. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members present at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

Delegation

The Committee may form and delegate authority to subcommittees consisting of one or more members when it deems appropriate.

Roles and Responsibilities

The Committee shall:

1. Make recommendations to the Board regarding changes to the size and composition of the Board or any committee thereof.
2. Review recommendations for new directors which come from Board members, stockholders or outside parties, identify and evaluate individuals that the Committee believes are qualified to become Board members in accordance with the Nominating Criteria set forth below, and recommend that the Board appoint such individuals to the Board in the event of a vacancy or select such nominee or nominees to stand for election at the next meeting of stockholders of the Company in which directors will be elected.
3. Identify Board members qualified to be members of a committee of the Board in accordance with the Nominating Criteria set forth below, and recommend such nominee or nominees to the Board for appointment to such committee.
4. Recommend nominees for the chairs of Board committees.
5. Evaluate and recommend to the Board appropriate compensation for the Company's non-employee directors, including compensation and expense reimbursement policies for attendance at Board and committee meetings.
6. Develop and oversee an orientation program for new directors and a continuing education program for all directors.
7. Develop and recommend to the Board standards to be applied in making determinations on the types of relationships that constitute material relationships between the Company and a director for purposes of determining director independence.
8. Evaluate the independence of directors under NYSE rules and Board standards and make recommendations to the Board regarding this evaluation.
9. Develop and recommend to the Board a set of corporate governance principles applicable to the Company, taking into account the provisions of the Securities Exchange Act of 1934, the listing standards of the NYSE, and any other sources that the Committee deems appropriate.
10. Review the Company's corporate governance principles and practices at least once per year, and report to the Board recommendations for any proposed changes to the Board for approval.
11. Lead the Board through an annual self-evaluation process to determine whether it and its committees are functioning effectively and report the results of the self-evaluation process to the Board.
12. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

13. Conduct an annual performance evaluation of the Committee.
14. Report to the Board on a regular basis and make such recommendations with respect to any matters as the Committee deems necessary or appropriate.
15. Review communications received from stockholders and report such communications to the Board.
16. Review and reassess annually the procedures by which stockholders submit recommendations for new directors to the Board.

Nominating Criteria

In evaluating candidates for nomination to the Board or to the committees of the Board, the Committee shall take into account the applicable requirements for directors and committee members under the Securities Exchange Act of 1934 and listing standards of the NYSE. Candidates are selected for their character, judgment, business experience, acumen and diversity.

Directors must be willing and able to devote sufficient time to carry out their duties. Accordingly, the number of boards of other public companies on which a person serves will be considered when evaluating his or her qualifications.

External Advisors

The Committee shall have the sole authority to retain and terminate consultants to be used to assist in the identification and evaluation of director candidates and other advisors as deemed appropriate, including the sole authority to approve the fees and retention terms for such external advisors. The Committee shall also have authority to obtain advice and assistance from any officer or employee of the Company or any outside legal, tax, accounting or other advisor at the Company's expense, and shall have full, unrestricted access to Company records.

Approved: January 2017