

**AMENDED AND RESTATED
CHARTER OF
THE NOMINATING & GOVERNANCE COMMITTEE OF
BERRY GLOBAL GROUP, INC.**

Purpose

The Nominating & Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Berry Global Group, Inc. (the “Company”) to assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next annual meeting of shareholders; to recommend to the Board the Corporate Governance Guidelines applicable to the Company; to lead the Board in its annual review of the Board’s performance; and to recommend to the Board director nominees for each committee.

Committee Membership

The Committee shall consist of no fewer than two members, all of whom satisfy the independence requirements of the New York Stock Exchange. The members of the Committee shall be appointed annually, and vacancies shall be filled or members may be removed by the Board. The Board may appoint a Chairperson of the Committee. Committee members may be replaced by the Board.

Meetings

The Committee shall meet as often as necessary to carry out its responsibilities. To the extent relevant as determined by the Company’s position as a private or publicly held entity, its registrant status with the SEC or other regulatory body, or its listing position on any securities exchange, the membership of the Committee shall satisfy any and all applicable independence requirements. The members of the Committee shall be appointed by the Board. Committee members shall serve for such term or terms as the Board may determine and may be removed or replaced by the Board. The Board may appoint a Chairperson of the Committee. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, provided the composition of the subcommittees satisfies any applicable independence requirements.

Committee Authority and Responsibilities

In addition to such other matters as may be delegated to the Committee by the Board from time to time, the Committee shall:

1. Have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm’s fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

2. Actively seek individuals qualified to become board members for recommendation to the Board.
3. Receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.
4. Review and reassess the adequacy of the Corporate Governance Guidelines and related governance matters of the Company and recommend any proposed changes to the Board for its approval.
5. As and when appropriate, review with the Company's Compensation Committee succession planning with respect to the Chief Executive Officer and any other executive officer of the Company.
6. Review directors' and officers' indemnification and insurance matters and make such recommendations to the Board as the Committee deems appropriate.
7. Make regular reports to the Board.
8. Annually review its own performance and report back to the full Board.
9. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval.

Adopted as of August 1, 2017