

**AMENDED AND RESTATED  
CHARTER OF  
THE COMPENSATION COMMITTEE OF  
BERRY GLOBAL GROUP, INC.**

**Purpose**

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Berry Global Group, Inc. (together with its subsidiaries, the “Company”) to approve and recommend to the Board the compensation of and all compensation plans for the Chief Executive Officer (the “CEO”) of the Company, all executive officers of the Company (the CEO and such executive officers collectively, the “Senior Management Group”), and the Board; to approve the short-term compensation of the Senior Management Group and to recommend short-term compensation for members of the Board; to approve and authorize grants under the Company’s incentive plans, including all equity plans and long-term incentive plans, to members of these groups; to lead the Board in its annual review of the Senior Management Group’s performance; and, to the extent relevant as determined by the Company’s registrant status with the Securities and Exchange Commission (the “SEC”), to prepare any report on executive compensation required by SEC rules and regulations for inclusion in the Company’s annual proxy statement or Annual Report on Form 10-K filed with the SEC.

**Compensation 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 “NYSE”). It is intended that each member of the Committee will satisfy the “Non-Employee Director” definition contained in Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and that at least two members will also satisfy the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code, as amended (the “Code”). 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 on the recommendation of the Nominating & Governance Committee. 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.

**Meetings**

The Committee shall meet as often as necessary to carry out its responsibilities. The Committee Chairperson, if appointed, shall preside at each meeting and, in the absence of the Committee Chairperson, one of the other members of the Committee shall be designated as the acting chair of the meeting. A majority of the members of the Committee shall constitute a quorum.

## **Committee Responsibilities and Authority**

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

1. Review management proposals regarding compensation philosophy and compensation plans and guidelines for members of the Board and the Senior Management Group, and report conclusions to the Board. Such review shall include plans and administration of plans regarding base salary, short-term incentives, long-term incentives, and all executive benefits and perquisites.
2. Annually review and make recommendations to the Board with respect to the compensation and benefits of directors, including under any incentive compensation plans and equity-based compensation plans.
3. Annually evaluate the performance of the CEO as it relates to a number of factors, including, but not limited to, the Company's goals, objectives, and performance; relative shareholder return; and all elements of compensation.
4. Annually review and approve Company goals and objectives relevant to the CEO's compensation and establish an appropriate compensation level, pertaining to all elements of compensation for the CEO, based on the Company's compensation philosophy, goals and objectives, and the CEO's performance. In determining the incentive components of CEO compensation, the Committee may consider a number of factors, including, but not limited to, the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years.
5. Annually review with the CEO the performance and compensation of the other members of the Senior Management Group.
6. Annually review and approve the compensation, including base salaries, short-term incentive opportunities, and long-term incentive and equity opportunities, of all members of the Senior Management Group.
7. Annually review and reassess the Company's succession planning and make an annual report to the Board on the Company's succession planning.
8. Periodically and as and when appropriate, review and approve the following as they affect the Senior Management Group: (a) any employment agreements and severance arrangements; (b) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; and (c) any special or supplemental compensation and benefits for the Senior Management Group and individuals who formerly served as members of the Senior Management Group, including supplemental retirement benefits and the perquisites provided to them during and after employment.

9. Review management proposals and make recommendations to the Board concerning additions, deletions or changes in existing qualified benefit plans, proposals for new qualified benefit plans and all other compensation proposals requiring the approval of the Board.
10. Review and approve the creation or revision of any clawback policy allowing the Company to recoup incentive compensation in certain events.
11. Oversee the Company's regulatory compliance with respect to compensation matters, including the Company's policies on structuring compensation programs to preserve tax deductibility, and, as and when required, establish performance goals and certify that performance goals have been obtained for purposes of Section 162(m) of the Code.
12. Possess sole authority to retain or terminate, as it deems necessary or appropriate, a compensation consultant or other advisors to assist in the evaluation of director, CEO or senior executive compensation after taking into consideration all factors relevant to such adviser's independence from management, including those specified in Section 303A.05(c) of the NYSE Listed Company Manual (as the same may be amended or supplemented from time to time). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the Committee and shall have sole authority to approve such adviser's fees and the other terms and conditions of such adviser's retention. It may also, without further approval by the Board, obtain such advice and assistance from outside accounting, legal or other advisors as it determines to be necessary or advisable in connection with the discharge of its duties and responsibilities hereunder. Any accounting, legal or other advisor retained by it may be, but need not be, in the case of an outside accountant, the same accounting firm employed by the Company for the purpose of rendering or issuing an audit report on the Company's annual financial statements, or in the case of outside counsel or other advisor, otherwise engaged by the Company for any other purpose. The Company will provide appropriate funding, as determined by the Committee, to reasonably compensate any such compensation consultant or outside accounting, legal or other advisors.
13. Review and discuss the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement and Annual Report on Form 10-K by the rules and regulations of the SEC with management, and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.
14. Produce any annual Compensation Committee Report required to be included in the Company's proxy statement and Annual Report on Form 10-K in compliance with the rules and regulations promulgated by the SEC.
15. Oversee the Company's compliance with the requirement under New York Stock Exchange rules that, subject to limited exceptions, shareholders approve equity compensation plans.

16. Along with the Company's senior risk officers and Chief Legal Officer, annually review the Company's employee compensation programs as they relate to risk management and risk-taking incentives in order to determine whether any risk arising from such compensation programs is reasonably likely to have a material adverse effect on the Company. The Committee shall, along with the Company's senior risk officers and Chief Legal Officer, prepare any disclosure in respect of such risks required to be included in the Company's proxy statement or Annual Report on Form 10-K filed with the SEC.
17. Report regularly, and propose any necessary action, to the Board.
18. Annually evaluate its own performance and report back to the full Board.
19. 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