



## **Sonoco Products Company Executive Compensation Committee Charter**

### **Establishment of Committee**

The Executive Compensation Committee (the “Committee”) shall discharge the responsibilities of the Board of Directors (the “Board”) of Sonoco Products Company (the “Company”) relating to compensation of the Company's executive officers by overseeing the administration of the Company's executive officer compensation programs relating to salaries, incentives, benefits, and perquisites, establishing the compensation for the Chief Executive Officer (the “CEO”) and all other executive officers, and preparing any reports on executive compensation required by the rules and regulations of the Securities and Exchange Commission.

### **Committee Membership and Qualifications**

The Committee shall consist solely of three or more 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. Members shall be appointed by the Board, and shall serve for such term or terms as the Board may determine, but may be removed by the Board at any time.

### **Committee Structure and Operations**

The Board shall designate one member of the Committee as its chairperson. The Committee shall meet when deemed necessary or desirable by its chairperson or members.

The Committee may invite such members of management to its meetings as it may deem desirable or appropriate, consistent with the confidentiality of compensation discussions. No persons should be present when their performance or compensation is discussed, unless specifically invited by the Committee.

### **Committee Purpose and Responsibilities**

The purpose and responsibilities of the Committee shall include the following:

1. To establish the Company's general compensation philosophy and oversee the development and implementation of compensation programs.
2. To review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the performance of the CEO in light of these goals and objectives and establish the CEO's compensation level based on this evaluation as well as on the Company's performance, relative shareholder return of the Company, awards given to the CEO in past years and the value of the CEO's compensation at comparable companies.
3. To review and approve compensation programs applicable to the executive officers of the Company.
4. To make recommendations to the Board with respect to the Company's incentive compensation plans and equity-based plans, oversee the activities of the individuals and committees responsible for administering these plans and discharge any responsibilities imposed on the Committee by any of these plans.

5. In consultation with senior management, to oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility, and, as and when required, establishing performance goals and certifying performance goals have been attained for purposes of Section 162 (m) of the Internal Revenue Code.
6. To review and approve any severance or similar termination payments for any current or former executive officer of the Company.
7. To review management development and succession plans related to executive officers.
8. To prepare and issue the evaluations and reports required under "Committee Reports" below.
9. To undertake any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company's compensation programs.

### **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.

### **Committee Reports**

The Committee shall produce the following reports and provide them to the Board.

1. An annual report of the Compensation Committee on Executive Compensation, which shall be included in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.
2. A written summary of the actions taken at each Committee meeting and, following each meeting, a report to the Board on items discussed and actions taken.

### **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 engage and terminate a compensation consultant to assist in the evaluation of chief executive officer and senior executive officer compensation and to approve the consultant's fees and other retention terms.

### **Performance Evaluation**

The Committee shall produce and provide to the Board an annual performance evaluation of the Committee, which shall compare the performance of the Committee with the requirements of this charter, set forth the goals and objectives of the Committee for the upcoming year and recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee. The performance evaluation shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee.

### **Definition**

As used in this Charter "executive officer" shall mean any corporate officer elected and so designated by the Board of Directors.