

BEMIS COMPANY, INC. BOARD OF DIRECTORS CHARTER

This charter is intended as a tool to assist Directors in fulfilling their responsibilities as Board members. It is qualified in its entirety by reference to the Company's Articles of Incorporation and By-Laws, and Missouri law. It is not an attempt to limit, enlarge or change in any way the responsibilities of the Directors as determined by such Articles, By-Laws and Missouri law.

The business affairs of the Company shall be managed under the direction of the Board of Directors. The Board of Directors may, by resolution, delegate its authority to Company management or to Committees of the Board, subject to any such conditions set forth in the Board's delegation.

In carrying out its duties, the Board shall have access to such management personnel as it deems necessary and shall have the authority to engage, at Company expense, such reasonable independent advisors and professionals as the Board, in the exercise of its judgment, deems appropriate.

Without limiting the Board's general governance responsibilities, the Board shall directly or through its Committees:

- Take steps to ensure that an effective Board of Directors is in place and that the Board possesses within its membership the appropriate skills to enable it to fulfill its responsibilities.
- Elect the Chief Executive Officer and replace as appropriate. Elect all other executive officers, taking into consideration the recommendation of the Chief Executive Officer. Ensure that successors are identified or that a plan is in place to identify successors for the Chief Executive Officer and for other senior management positions.
- Annually review the Corporate Strategic Plan.
- Review the Annual Operating Budget and Capital Plan.
- Oversee the Company's risk management processes to support achievement of the Company's organizational and strategic objectives.

- Under established policies, approve significant decisions not delegated to management involving major acquisitions, divestitures, capital investments and loan facilities.
- Through its committee system provide oversight regarding certain activities of the Company. The current standing committees are the Nominating and Corporate Governance, Audit, and Compensation Committees. A fourth committee, the Executive and Finance Committee, only meets or acts in emergencies or when requested by the full Board.
- Designate additional committees from time to time as may be necessary to fulfill the responsibilities of the Board.
- Begin or conclude each regular meeting with an executive session.
- Perform an evaluation at least annually to determine whether the Board and its Committees are functioning effectively.