

Conflicts Of Interest Policy (Global)

Purpose

Graphic Packaging's Core Values include Integrity and Accountability. This global Conflicts of Interest Policy reinforces our commitment to maintaining the highest ethical standards, as set forth in the Company's Code of Conduct. The requirements of this Policy are designed to help Graphic Packaging employees avoid situations that create an actual, potential, or apparent conflict of interest, and recognize when to seek assistance or report a concern.

Scope

This Policy applies to all Graphic Packaging applicants, employees, contractors, interns, suppliers, customers, and other third parties who conduct business with Graphic Packaging across the globe. Where this Policy conflicts with an applicable law, regulation, or collective bargaining agreements, the latter will prevail.

Definitions

Close Personal Relations: Persons who are related by blood, marriage, or law (e.g., spouse, parent, sibling, child, grandparent, grandchild, in-law, stepparent, or child); persons who live together; persons who are dating or engaging in a romantic or intimate relationship; or any other persons with a similar close relationship.

Conflict of Interest: A situation in which a Personal Interest or the interests or involvement of Close Personal Relations creates, potentially creates, or appears to conflict with or compromise the interests of Graphic Packaging.

Personal Interest: Investments, ownership interests, or other activities outside of an individual's employment or other relationship with Graphic Packaging that could create, potentially create, or appear to create a financial benefit or other benefit for the individual or a Close Personal Relation.

Third Party: A non-Graphic Packaging entity or person with whom Graphic Packaging is or may be in business, including, but not limited to, an actual or prospective customer, supplier, distributor, vendor, partner, or service provider.

Policy

A Conflict of Interest exists when an employee's Personal Interests are, may be, or appear to be incompatible with the interests of the Company or where an employee's business decisions on behalf of the Company are, could be, or appear to be influenced by their own Personal Interest. All employees are responsible for identifying and disclosing specific instances where a Conflict of Interest may exist.

Types of Conflicts of Interest

Personal Interests: Employees should not have a Personal Interest in any entity that conducts business or competes with the Company unless the Personal Interest is disclosed and approved in accordance with this Policy. These entities include, but are not limited to, suppliers, customers, distributors, vendors, partners, service providers, and competitors. Employees must not receive fees, commissions, or other compensation from any entities described in this paragraph.

Mandatory disclosure is required if an employee has an ownership interest in a private company or owns more than 2% of the stock of a publicly traded company with which the Company does business or that competes with the Company. Such disclosure is not required where the investment is through a mutual fund where the employee had no influence over fund management or where it is otherwise apparent that the Personal Interest does not interfere with the employee's objectivity.

Employees should not have a Personal Interest in any transaction if the Company is, or may be, pursuing the transaction, unless the Personal Interest is disclosed and approved in accordance with this Policy. This includes but is not limited to investments by employees in entities that are known acquisition targets of the Company and instances where an employee influences the Company's retention or continued use of Third Parties with whom an employee has a Personal Interest.

Employees may not use their influence or their position with the Company to influence other employees, or Third Parties to make charitable or political contributions to a particular entity or person in which that employee or the employee's Close Personal Relations has a Personal Interest.

Gifts: Soliciting or accepting a gift, favor, loan, reward, promise of future employment, or anything of monetary value that influences or appears to influence an employee's judgment or conduct in Graphic Packaging's business may be considered a Conflict of Interest, unless it is disclosed and approved in accordance with this Policy. Employees may accept unsolicited gifts or favors that are *de minimus* or customary in the industry, and do not influence or appear to influence their judgment or conduct in the Company's business.

Outside Employment and Activities: Employees should not engage in any outside activity that is competitive with the Company or any outside activity that affects an employee's ability to devote appropriate time and attention to their assigned job responsibilities at the Company. A second job, board membership, side project, advisory role, or other affiliation with a Third Party is strongly discouraged but may be allowed in limited circumstances with advance approval from the employee's manager and the Conflicts of Interest Committee.

Employees must maintain the confidentiality of the Company's proprietary, confidential and competitively sensitive information in accordance with the Company's Confidential Information and Work Product Policy while participating in any outside activity. If the outside activity involves engagement in a business that is so closely related to an employee's work at the Company that the employee may inadvertently use or disclose the Company's proprietary information while working with that organization, approval is unlikely. The Company may withdraw approvals at its sole discretion at any time.

Employment of Close Personal Relations: The recruitment, management, and development of employees must be free from any actual, perceived, or potential Conflicts of Interest. Unless a Conflict of Interest has been appropriately disclosed and any suitable mitigations have been put in place, employees may not directly or indirectly hire, supervise, or be involved in the performance appraisal of or decision about any type of remuneration for Close Personal Relations.

Disclosure and Approval of Potential or Actual Conflicts of Interest

Employees must avoid creating situations that result in a Conflict of Interest with the Company. When a Conflict of Interest arises, is discovered, or is believed likely to occur, employees must immediately disclose the situation to their manager or their local, regional, or divisional human resources representative using the Conflicts of Interest Disclosure Form.

A manager who receives notice of a Conflict of Interest must immediately inform their local, regional, or divisional human resources representative or the law department of the situation for further assessment. The Conflicts of Interest Committee is the final authority concerning how a potential or actual Conflict of Interest will be resolved. The Conflicts of Interest Committee shall consist of the executive vice president of human resources, the chief financial officer, and the general counsel.

Reporting Suspected Violations of this Policy

Anyone who knows of or suspects a violation of this Policy should report the same immediately to:

- A local or assigned human resources representative;
- The regional or divisional human resources representative or another member of Human Resources in your country or region;
- The executive vice president of human resources at EVP-HumanResources@graphicpkg.com;

- The general counsel at GeneralCounsel@graphicpkg.com; or
- The Graphic Packaging Business Conduct Alertline at www.gpibusinessconductalertline.ethicspoint.com or via the toll-free number for the specific country. The Graphic Packaging Alertline is available 24 hours per day. Reports may be made anonymously if the reporter chooses.

Country-specific Business Conduct Alertline telephone numbers:

| | | | |
|-----------|----------------------------------|----------------|--------------------------------------|
| Australia | 1800565761 | Italy | 800 725 944 |
| Austria | 0800 017868 | Japan | 0800-700-9401 |
| Belgium | 0800 77 076 | Mexico | 800 681 6714 |
| Brazil | 0800 000 0572 | Netherlands | 0800 0229398 |
| Canada | 1.866.898.3750 1.855.350.9393 | New Zealand | 0800 426 361 |
| China | 400 120 3531 | Nigeria | 0-708-060-1816, then 866-898-3750 |
| Croatia | 800-528-422 | Norway | 80062436 |
| Estonia | 8000044232 | Poland | 800005072 |
| Finland | 800416130 | Russia | 8 (800) 301-85-89 |
| France | 0.800.90.2500 | South Korea | 00798 14 203 0389 |
| Germany | 0800 1810751 | Spain | 900.991.498 |
| Greece | 0.080.012.6576 | Sweden | 020-088 00 16 |
| Indonesia | 0800 1401907 | Switzerland | 0800 000 329 |
| Ireland | 1800 851 822 | United Kingdom | 0800 048 5494 |
| | | United States | 1.866.898.3750 |

All reported concerns will be investigated. If it is necessary to collect personal data during the investigation, the Company will abide by all applicable laws and regulations pertaining to the protection of personal data. Personal data of the persons involved in an investigation will be processed by the human resources and law departments of the Company only for the purposes of investigating the reported conduct and will be communicated only to those who need to know about the reported conduct as well as to any public, administrative, or judicial authority as required.

If necessary, corrective action appropriate to the investigation's findings will be taken. Possible corrective action may include, but is not limited to, training, coaching, verbal or written warnings, suspension, demotion, compensation adjustments, and termination. The Company will make every effort to inform individuals who report violations of this Policy of the outcome of the investigation when feasible while maintaining confidentiality and privacy concerns pertaining to personnel actions.

No Retaliation

The Company is committed to prohibiting retaliation against those who themselves or whose family members report, oppose, or participate in an investigation of an alleged violation of this Policy. By way of example only, participating in such an investigation includes, but is not limited to:

- Reporting a possible Conflict of Interest.
- Participating in or cooperating in an investigation into a possible Conflict of Interest.
- Assisting another employee who is engaged in any of these activities.

Anyone who believes that they are being retaliated against, or who observes retaliation by or against another person, should immediately contact human resources or the Graphic Packaging Business Conduct Alertline.

Graphic Packaging, at its sole discretion, reserves the right to amend or modify this Policy at any time and for any reason.



Conflict Of Interest Disclosure Form

A potential or actual Conflict of Interest exists when an employee’s Personal Interest or the interests or involvement of their Close Personal Relations creates, potentially creates, or may appear to create a conflict with the employee’s responsibilities at Graphic Packaging or compromise the interests of Graphic Packaging. This Conflicts of Interest Disclosure Form should indicate whether the employee or Close Personal Relation has an economic interest in or is employed by or otherwise represents a third-party entity whose financial interest would reasonably appear to be affected. The employee should also disclose any personal, family business, or volunteer affiliations that may give rise to a real or apparent Conflict of Interest. Applicable laws and regulations pertaining to financial conflicts must be strictly followed. For more information, refer to Graphic Packaging’s Conflicts of Interest Policy.

EMPLOYEE’S NAME _____

JOB TITLE _____ LOCATION _____

Please identify the relationships, transactions, positions you hold (volunteer or otherwise), or other circumstances that you believe may create a Conflict of Interest with Graphic Packaging.

I hereby certify that the information set forth above is true and complete to the best of my knowledge.

Employee’s Signature _____

Date _____