



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

The Board of Directors (the “Board”) of Magnera Corporation (the “Company”) has established the Nominating and Corporate Governance Committee of the Board (the “Committee”) with the authority, responsibility, and specific duties as described in this Nominating and Corporate Governance Committee Charter (this “Charter”).

1. MEMBERSHIP

- 1.1 The Committee shall consist of not less than three members of the Board, with the exact number determined by the Board. The members of the Committee shall be appointed by a majority vote of the Board. The Board may remove any member from the Committee with or without cause and replace members on the Committee at any time at its discretion by majority vote. Vacancies on the Committee shall be filled by the Board.
- 1.2 Each member of the Committee shall be “independent” as required by the New York Stock Exchange (“NYSE”) listing standards and any other legal requirements as shall from time to time be in effect.
- 1.3 The Chair of the Committee (the “Chair”) shall be appointed by a majority vote of the Board and shall be responsible for leadership of the Committee, including preparing agendas for and presiding over meetings, making assignments to any subcommittees, as applicable, and reporting to the Board. If the appointed Chair is not present at a Committee meeting, the members of the Committee present shall designate a Chair to lead the meeting.

2. PURPOSE

- 2.1 The primary function of the Committee is to carry out the responsibilities delegated by the Board relating to the Company’s governance matters, including: (i) making recommendations for nominations for election of directors, the composition of Board committees, appointment of executive officers and Board structure; (ii) developing and maintaining the Company’s Corporate Governance Principles, which provide a framework for the Board’s responsibilities (the “Corporate Governance Principles”); and (iii) providing oversight of the Company’s Corporate Responsibility strategy, risk management and compliance.

3. MEETINGS

- 3.1 The Committee shall meet at such times in person, online or telephonically as it determines to be necessary or appropriate, but not less than once a year, and the Committee Chair shall report to the Board at the next meeting of the Board following each such Committee meeting, or as reasonably practicable. The Committee will maintain written minutes of its meetings and will file such minutes with the minutes of the meetings of the Board.
- 3.2 A majority of the members of the Committee shall constitute a quorum. The act of a majority of the members present at the meeting at which a quorum is present shall be the act of the Committee. If only two members constitute a quorum, the unanimous vote of the two members shall constitute the act of the Committee. The Committee shall be authorized to take action by unanimous written consent, as permitted by applicable law.
- 3.3 The Committee may form subcommittees and delegate authority to them as it deems appropriate; provided that any subcommittee must be solely comprised of one or more members of the Committee and such delegation should not otherwise be inconsistent with law and applicable rules and regulations of the Securities and Exchange Commission (“SEC”) and the NYSE.
- 3.4 Any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all members of the Committee is filed with the Secretary of the Company.
- 3.5 The Committee may adopt such additional rules and procedures for the conduct of its affairs as it deems necessary or appropriate if not inconsistent with this Charter and the Company’s Bylaws.

4. RESPONSIBILITIES

- 4.1 *Nominating*. The Committee shall:
 - 4.1.1 Determine qualifications, qualities, skills and other expertise required to be a director and to develop and recommend to the Board for its approval, criteria to be considered in selecting nominees for the election of directors in accordance with the Corporate Governance Principles (the “Director Criteria”). Such criteria shall include, at a minimum, independence, professional experience, availability to devote the necessary time to serve on the Board, diversity, knowledge of the Company’s business or industry, skills, expertise, wisdom, integrity and business acumen. In addition, the criteria shall include such other factors as the Committee deems appropriate in the context of the needs of the Board so as to enhance the Board’s ability to manage and direct the affairs and business of the Company.
 - 4.1.2 Identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria.

- 4.1.3 Review timely nominations for election of directors received from shareholders and ensure that such shareholders are advised of any final action taken by the Board with respect thereto, in accordance with the procedures set forth in the Company's Corporate Governance Principles.
- 4.1.4 Make recommendations to the Board regarding nominees for director to be submitted to shareholders at each annual meeting of the shareholders.

4.2 ***Corporate Governance***

4.2.1 General.

The Committee shall:

- i. Develop and recommend to the Board the Corporate Governance Principles and monitor the Company's compliance therewith, and review such document periodically, and at least annually, to assure that the Corporate Governance Principles are appropriate for the Company and comply with the SEC and NYSE rules and regulations.
- ii. Review, in cooperation and consultation with the other Board committees as necessary or appropriate, shareholder proposals for inclusion in the proxy statement for any annual or special meetings of shareholders and proposed responses by the Board to such shareholder proposals.
- iii. Review significant shareholder relations issues and corporate political contributions; review and approve all corporate contributions to affiliated persons or entities and all contributions in excess of \$100,000 per year to any other person or entity. The Chair may represent the entire Committee for purposes of the review of such contributions.
- iv. Develop and recommend to the Board for approval standards for determining whether a director has a relationship with the Company that would impair such director's independence.

4.2.2 Board of Directors.

As part of the Committee's responsibility to nominate or re-nominate directors, the Committee shall:

- i. Make recommendations to the Board regarding the size and the composition of the Board, the tenure and retirement age of directors, and the removal of directors for cause.
- ii. Annually review the qualifications of each incumbent director, including the director's understanding of the Company's business and the environment in which the Company operates, attendance and

participation at meetings, and independence, including any relationships with the Company.

- iii. Consider the needs of the Board, review the performance of directors and information about the incumbents and other potential director candidates, and recommend a slate of director candidates to nominate for election at the Company's annual meeting of shareholders.
- iv. Periodically review and monitor Board refreshment policies, as set forth in the Corporate Governance Principles.
- v. Periodically review and monitor the Board's policy regarding approval of outside directorships.
- vi. Develop, subject to approval by the Board, a process for an annual self-assessment of the Board and its committees and oversee the conduct of this annual self-assessment.
- vii. Periodically review and oversee any orientation programs and/or policies for newly elected directors and continuing director education programs for incumbent directors.
- viii. If the Chair of the Board is also the CEO of the Company, nominate a lead director as set forth in the Corporate Governance Principles.

4.2.3 Committees of the Board

The Committee shall:

- i. Make recommendations to the Board for appointment of the members and chairs of the Board committees.
- ii. Periodically review the organization and composition of the various Board committees.
- iii. Ensure that each of the Board committees possesses a charter outlining the responsibilities of such committee and that such charter is reviewed annually.
- iv. Address any issues that arise concerning the delineation of Board committee or full Board responsibilities.

4.2.4 Officers, CEO

The Committee shall:

- i. Review senior management organization and responsibilities and oversee the evaluation of senior management.

- ii. Make nominations to the Board for appointment of executive officers of the Company.
- iii. Ensure that the Company has a senior management succession plan, which is reviewed by the CEO with the Board annually.
- iv. Ensure that the Company has a senior management crisis succession plan, which is reviewed no less than annually by the Board.

4.3 ***Corporate Responsibility***

- 4.3.1 No less than annually, review and discuss with management, Corporate Responsibility governance efforts implemented by management to monitor and address the Company's impact on environmental and social issues.
- 4.3.2 No less than annually, review and advise management regarding social, community and sustainability initiatives of the Company including charitable giving.
- 4.3.3 Annually review and make recommendations concerning the Company's sustainability strategy, policies and procedures to encourage long-term sustainable performance, and effective communication of Corporate Responsibility initiatives to stakeholders.
- 4.3.4 Review and approve the Company's Corporate Responsibility Report prepared by management before issuance.
- 4.3.5 Evaluate the Company's Corporate Responsibility goals and the emergent sustainability-related risks, including the policies and programs instrumental in achieving short- and long-term targets, a review of which management shall prepare and present to the Committee no less than annually.
- 4.3.6 Review rating agencies' assessments of the Company's Corporate Responsibility data and reporting processes, as well as costs of compliance.
- 4.3.7 Assess Corporate Responsibility risks and Company policies, in cooperation and consultation with the other Board committees as necessary or appropriate, on a periodic basis to identify, evaluate, manage and mitigate sustainability-related risks.

4.4 ***Other Responsibilities***

The Committee shall:

- 4.4.1 Oversee the Company's positions on, practices and policies with respect to corporate governance, including the Corporate Governance Principles.

- 4.4.2 Review and recommend to the Board for approval the Company's Code of Business Conduct and Code of Business Ethics for CEO and Senior Financial Officers.
- 4.4.3 Examine any exceptional situation that might constitute an infraction of the Company's Code of Business Conduct and coordinate the prompt disclosure of any material departures from the Code of Business Conduct.
- 4.4.4 As set forth in the Corporate Governance Principles, recommend to the Board whether to accept the resignation of an incumbent director who does not receive a majority of the votes cast or whether other action should be taken.
- 4.4.5 Annually review this Charter, recommend the same to the Board for approval and undertake additional activities within the scope of this Charter as the Committee may from time to time determine.
- 4.4.6 Have the sole authority to retain, terminate, and approve the fees and other retention terms of, any director search, legal and other advisors, as it deems necessary for the fulfillment of its responsibilities.
- 4.4.7 Annually conduct a self-assessment of the Committee's effectiveness and receive and analyze the results of the annual self-assessments of each of the other committees of the Board. The Committee shall prepare and deliver the results of the annual self-assessment of the Committee to the Board of Directors together with a report on the effectiveness of the other Committees of the Board.

Reviewed and approved by the Board on November 4, 2024.