



## **Nominating and Governance Committee Charter**

(effective February 26, 2016)

### **Purpose of Committee**

The purpose of the Nominating and Governance Committee (the “Committee”) of Tredegar Corporation (“Tredegar”) is to identify and recruit qualified individuals for membership on the Board of Directors and to recommend to the Board the director nominees for the next annual meeting of shareholders. The Committee is also responsible for reviewing and recommending to the Board Tredegar’s Corporate Governance Guidelines (the “Governance Guidelines”) and any modifications thereto, and for overseeing Tredegar’s corporate governance affairs.

### **Committee Membership**

The Committee shall be composed of at least two members. All Committee members shall be independent of management and free of any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of independent judgment. Independence shall be determined in accordance with the director independence standards established by the New York Stock Exchange and Securities and Exchange Commission as in effect from time-to-time.

The members of the Committee shall be appointed by the Board of Directors, at the Board’s annual meeting, on the recommendation of the Committee, and may be removed by the Board at any time. Unless a Chairman is elected by the full Board, the members of the Committee shall designate a Chairman by majority vote of the full Committee membership.

### **Committee Meetings & Reporting**

The Committee shall meet as often as may be deemed necessary or appropriate in its judgment, but at least twice per year. Additional meetings may occur as the Chairman or the majority of the Committee deems advisable. The Committee shall keep minutes of all its meetings. The Committee shall report to the Board of Directors on its meetings and discussions at Board meetings.

### **Responsibilities**

The Committee's responsibilities shall include the following:



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- Develop criteria for selecting new nominees to the Board of Directors and include such criteria in the Governance Guidelines
  - Annual review of the size and composition of the Board of Directors, taking into account the Governance Guidelines
  - Identify new candidates for election to the Board of Directors, consistent with criteria approved by the Board, including reviewing candidate qualifications, conducting interviews and actively recruiting desired candidates; the Committee shall exercise sole authority, to the exclusion of any other committee, to retain and terminate any search firm to be used in the process, including approval of the fees and other terms of any such retention
  - Consider director nominees recommended by shareholders in accordance with the director qualifications set forth in the Governance Guidelines
  - Recommend to the Board of Directors nominees for election as directors
  - Make recommendations to the Board of Directors regarding tenure and classifications of directors
  - Determine and approve Director compensation, including the compensation of the Chairman and any Vice-Chairman. Such compensation may include retainers and meeting fees as well as salaries and other compensation for Directors who are employees of the Corporation (except for a Director who is also the CEO, whose compensation shall be determined solely by the Executive Compensation Committee)
  - Review committee membership annually and recommend to the Board of Directors the directors and chairs to be appointed to each committee of the Board
  - Review periodically Tredegar's Code of Conduct and its Conflict of Interest (as set forth in the Code of Conduct) and Investment Conflict of Interest Policies; confirm that these policies adequately address business opportunities that may potentially result in or give the appearance of impropriety, and that they are properly communicated and consistently enforced
  - Review annually the Governance Guidelines
  - Recommend to the Board of Directors governance issues that should be considered by the Board
  - Consider other corporate governance and related issues



- Develop and recommend to the Board of Directors an annual performance evaluation process for the Board and management; the process for the Board should allow for recommendations on improving the effectiveness of the Board; oversee and coordinate these annual review processes

The performance of any of these responsibilities may be delegated to a subcommittee of the Committee created and approved by the Committee. Any such subcommittee must be composed entirely of independent directors.

**Annual Performance Review, Annual Charter Review & Other Authority**

The Committee shall conduct an annual self-evaluation of the Committee's performance and report its findings to the Board of Directors.

The Committee shall review and reassess this Charter at least annually and recommend any proposed changes to the Board of Directors for approval.

The Committee shall perform such other duties and functions as may be assigned by Tredegar's Board of Directors.

**Conflicts**

To the extent that any provision or section of this Charter may be inconsistent with any article, provision or section of Tredegar's Articles of Incorporation, the Bylaws or any applicable law or regulation, the Articles of Incorporation, the Bylaws or the law or regulation, as appropriate, shall control.