

AptarGroup, Inc. Board of Directors  
**Compensation Committee Charter**

**Mission Statement**

The Compensation Committee (the “Committee”) shall be appointed by the Board of Directors (the “Board”) to discharge the Board's responsibilities relating to compensation of the Company's executives. The Committee will review and recommend to the Board compensation plans, policies and programs, as well as approve CEO and executive officer compensation, intended to attract, retain and appropriately reward employees in order to motivate their performance in the achievement of the Company's business objectives and align their interests with the long-term interests of the Company's stockholders.

In addition, the Committee will issue an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations as well as perform such other tasks as may be delegated to it by the Board of Directors or required under the provisions of any compensation or benefit plan maintained by the Company.

**Membership**

The Committee shall be comprised of two or more directors. Each member of the Committee shall meet (i) the requirements for a “Non-Employee Director” contained in Rule 16b-3 under the Securities Exchange Act of 1934, (ii) the independence requirements of the New York Stock Exchange and (iii) the requirements for an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended.

The members of the Committee shall be appointed by the Board and shall serve for such term or terms as the Board may determine. A chairperson of the Committee shall be designated by the Board.

**Meetings**

The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, but in any case, not less than twice a year. The Committee will meet at such times as determined by its chairperson.

Each member of the Committee shall have one vote. A majority of the members of the Committee shall constitute a quorum. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members present at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

## **Roles and Responsibilities**

The Committee shall:

1. Annually review and approve corporate and other goals and objectives relevant to CEO and executive officer compensation, evaluate their performance in light of those goals and objectives and determine and approve compensation levels (including salary, bonus and perquisites) based on this evaluation.
2. Review and make recommendations to the Board regarding the Company's compensation plans, including with respect to incentive-compensation plans and equity-based plans, policies and programs.
3. Approve grants and/or awards of restricted stock, stock options and other forms of equity-based compensation under the Company's stock option, incentive-compensation and equity-based plans.
4. Review and approve, for the CEO and other executive officers of the Company, when and if appropriate, employment agreements, severance agreements and change in control provisions/agreements.
5. Annually review the succession plans affecting corporate and other key management positions.
6. Prepare a report annually on executive officer compensation required to be included in the Company's proxy statement.
7. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
8. Conduct an annual performance evaluation of the Committee.
9. Report to the Board on a regular basis and make such recommendations with respect to any matters as the Committee deems necessary or appropriate.

## **External Advisors**

The Committee may engage a compensation consultant to assist in the evaluation of CEO or executive officer compensation and shall have the sole authority to retain and terminate any compensation consultant, including sole authority to approve the consultant's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from any officer or employee of the Company or any outside legal, tax, accounting or other advisor.

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