

AptarGroup, Inc. Board of Directors
Executive Committee Charter

Mission Statement

The Executive Committee (the “Committee”) shall be appointed by the Board of Directors to perform the duties and exercise the powers delegated to it by the Board.

Membership

The Committee shall be comprised of three or more directors. The members of the Committee shall be appointed by the Board 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. 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. Exercise all of the power and authority delegated to it by the Board under the by-laws (consistent with the requirements and limitations of Delaware law) when the Board is not in session and in the judgment of the Committee calling an in-person or telephonic special Board meeting is impractical or unnecessary.
2. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
3. Conduct an annual performance evaluation of the Committee.
4. Report to the Board on a regular basis and make such recommendations with respect to any matters as the Committee deems necessary or appropriate.

Updated: January 2006