

CARAUSTAR INDUSTRIES, INC.

EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

CHARTER

I. PURPOSE AND RESPONSIBILITIES

The Executive Committee shall generally have the power and authority of the Board of Directors of Caraustar Industries, Inc. (the "Corporation") to be exercised between meetings of the Board of Directors or in emergencies. The Executive Committee shall not have power and authority (a) specifically delegated to another committee of the Board of Directors established by resolution or the Corporation's Bylaws or (b) to take actions that may not by law be delegated by the Board of Directors to a committee. Accordingly, the Executive Committee shall possess and may exercise all the powers of the Board of Directors in the management and direction of the Corporation's business during intervals between Board meetings, consistent with the foregoing, the Bylaws of the Corporation and applicable law.

II. COMPOSITION

The Committee shall be comprised of three or more directors appointed by the Board, a majority of which shall be "independent" within the meaning of applicable NASDAQ rules. The Executive Committee may include directors who are also employees of the Corporation. Unless the Board appoints a Chairman of the Committee, the members of the Committee may designate a Chairman by majority vote of the full Committee membership. Members of the Executive Committee may be removed by the Board of Directors at any time and for any reason.

III. MEETINGS

The Committee shall meet at the discretion of the Board of Directors or at the call of the Chairman or any two members of the Committee. The Committee may ask additional directors, members of management or others to attend any meeting and provide additional insight into matters being discussed because of their personal involvement in, knowledge of, or expertise regarding these matters.

IV. ACTIVITIES

The activities of the Executive Committee shall include:

1. Acting on behalf of the Board of Directors during intervals between meetings of the Board of Directors or during a crisis or other emergency when the Board of Directors is unable to meet;

2. Reporting to the Board of Directors on actions taken by the Executive Committee; and
3. Taking such other actions and performing such other duties as may be assigned to it from time to time by the Board.

V. RESOURCES AND AUTHORITY

The Executive Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to retain counsel or other experts or advisers as it deems appropriate.

Adopted: **December 10, 2004**