

**ROCK-TENN COMPANY**  
**CHARTER OF NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**  
(Adopted effective October 31, 2003)

**1. ORGANIZATION AND MEMBERSHIP.** The Board of Directors (the “**Board**”) of Rock-Tenn Company (“**Rock-Tenn**”) shall appoint from its members a Nominating and Corporate Governance Committee (the “**Committee**”). The Committee shall consist of three or more directors each of whom shall be Independent (as defined in the corporate governance guidelines adopted by the Board (the “**Guidelines**”)).

The Committee shall meet the size, independence, experience and other requirements of applicable statutes, rules and regulations (“**Applicable Law**”), including those issued by the Securities and Exchange Commission and New York Stock Exchange.

**2. PURPOSE.** The Committee shall assist the Board in fulfilling its corporate governance responsibilities, including, without limitation, with respect to identifying and recommending qualified candidates for the Board and its committees; overseeing the evaluation of the effectiveness of the Board and its committees; developing and recommending corporate governance guidelines.

**3. DUTIES AND RESPONSIBILITIES.** The following shall be the principal duties and responsibilities of the Committee:

- Develop and recommend corporate governance guidelines and any changes to any corporate governance guidelines adopted by the Board that the Committee considers appropriate.
- Review and make recommendations regarding corporate governance proposals by shareholders.
- Lead the search for potential director candidates. Evaluate and recommend candidates for the Board, including incumbent directors whose terms are expiring and potential new directors. Assist in the process of attracting qualified director nominees. Evaluate and recommend changes to the size, composition and structure of the Board and its committees. Evaluate and recommend changes to the Membership Criteria and Committee Criteria (each as defined in the Guidelines) that the Committee considers appropriate.
- Develop and recommend to the Board and, when approved by the Board, oversee an annual self-evaluation process for the Board and its committees in accordance with the Guidelines and recommend to the Board any changes to the process that the Committee considers appropriate.
- Consult with the Compensation and Options Committee regarding non-employee director compensation, as requested, in accordance with the Guidelines.
- Recommend such orientation and education procedures for directors as the Committee considers appropriate.

**4. DELEGATION.** The Committee may from time to time delegate any of its duties and responsibilities to subcommittees of one or more members as the Committee may deem to be appropriate, in its sole discretion.

**5. RESOURCES.** The Committee shall have the power to conduct or authorize examinations into matters within the Committee’s powers and responsibilities with full access to all books, records, facilities, and personnel of Rock-Tenn as well as Rock-Tenn’s internal accountants, lawyers and

other staff and outside accountants, lawyers and other advisers. The Committee shall also have the authority to engage and compensate such independent counsel and other consultants as the Committee deems necessary to carry out its duties and responsibilities. In particular, the Committee shall have sole authority to engage search firms and other advisers to assist in the identification and evaluation of director candidates and to approve the fees and retention terms of such search firms and consultants. No Board approval shall be required for any Committee expenditure.

**6. ANNUAL PERFORMANCE EVALUATION.** An annual evaluation shall be conducted in accordance with the Guidelines to determine whether the Committee is functioning effectively. The Committee may oversee this evaluation in accordance with the Guidelines.

**7. COMMITTEE GOVERNANCE.** The Committee shall meet as scheduled by the Committee Chair or Chairman of the Board. The Committee shall keep written minutes of its proceedings, which shall be filed with Board meeting minutes. All other matters regarding Committee governance shall be administered in the same manner as provided with respect to governance of the Board or its committees in Rock-Tenn's charter documents and Applicable Law or as otherwise provided by the Board.

The Committee shall regularly report its actions to the Board together with such recommendations as the Committee may deem appropriate.

Approved and adopted by the Board of Directors of Rock-Tenn Company on October 31, 2003.