

Bemis Company, Inc.
Code of Conduct



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Purpose and Scope

This Code of Conduct (“Code”) is a reference guide for those who conduct activities on behalf of Bemis Company, Inc. (“Bemis” or the “Company”). This Code defines Bemis’ ethical standards and policies in a variety of areas and provides information, tools and resources necessary to make good decisions. This Code is not a substitute for good judgment, nor can it address every issue. Ultimately, Bemis relies on individuals to make decisions consistent with our ethical standards, mission statement, and in compliance with laws and regulations.

This Code applies to all employees, officers and directors (referred to collectively as “employees”), independent contract workers, and suppliers who conduct activities on Bemis’ behalf. The same high ethical standards apply to all, regardless of job or level in the Company. This Code is provided to employees and third parties either as a printed copy or online as a dedicated page on our website.

Our Commitment

Bemis is and will remain:

- A business committed to demonstrating the highest level of ethics and integrity possible in internal and external interactions;
- A valued supplier of quality products to our customers;
- An employer providing a challenging and satisfying working environment for our employees;
- A rewarding investment for our shareholders; and
- A responsible citizen of the communities in which we operate.

Integrity and the highest ethical standards go hand-in-hand. Future success depends, in large part, on the continued good judgment of all our employees.





Compliance with Laws and Regulations

As a preliminary matter, Bemis employees and third party consultants, partners and suppliers are responsible for complying with all applicable laws and regulations wherever we do business.

This Code of Conduct is designed to reflect – and surpass – the standards for ethical conduct set forth in applicable laws and regulations. These standards are set forth in the two subsequent sections: I) Conduct in the Workplace, and II) Conduct in the Marketplace.

Since Bemis is a company duly organized and constituted in the United States, all of our employees around the world will be, from time to time, subject to the applicable laws and regulations of the United States. Other countries may also apply their local laws outside their jurisdiction for certain business transactions and dealings with employees. In case you are uncertain regarding which laws and regulations apply, or if you feel a conflict may exist between different applicable laws, please consult the Bemis Legal Department.

Bemis' Legal Department is responsible for informing management and employees of applicable laws and regulations, and for providing advice on compliance programs. As this Code impacts a broad range of Bemis activities and is intended only as a general statement of policy, separate policies will be issued from time to time to deal with specific areas. Please note that if any provisions contained in this Code contradict applicable laws or regulations, the latter shall prevail.

Resources for Employees

We are dedicated to providing our employees with the tools they need to make ethical business decisions. This Code is extensive – but it cannot address every situation that employees will face. Bemis relies on its employees to exercise good judgment and to seek help when they have questions or concerns that are not addressed here.

Employees are required to review, understand, and abide by the Code, and to affirm that they have read and understand the Code. In addition to this Code and related policies, employee training will be conducted regularly in specific areas.

Reporting

All employees have a responsibility to promptly report any issue or concern that they believe, in good faith, may constitute a violation of this Code or Bemis policy. We also encourage you to come forward if you encounter a situation that “just does not feel right.” If you become aware of activities that are improper, prohibited by the Code, or possibly illegal, it is your responsibility to report those activities to Bemis. You can make a report anonymously, or to management outside of your immediate office or department.

You have several options available for voicing your concerns.

- You can talk with your supervisor or Human Resources representative. Since they may be your closest link to an issue, they can act as a good resource to resolve any potential problems;
- Employees are also encouraged to use In Touch, our unique “hot line” communications system designed to make it as convenient and comfortable as possible to send questions, concerns and comments to our senior management on a confidential basis regarding fraud, unethical behavior and other employment concerns. Employees can send an email message or make a toll free call to the In Touch message system, which is available 24 hours a day, 7 days a week. Whether by email or phone call, the message may be stated in any language. Further information regarding In Touch is provided on Bemis' intranet and information is displayed at each Bemis facility. In addition, information regarding In Touch may be obtained from the Bemis Legal Department. The toll free reporting numbers and the email addresses for each country are listed in Annex B to this Code; and
- You can also voice your concerns to the Bemis Legal Department, if appropriate according to your local customs and practice.

This Code and Bemis policy strictly prohibit retaliation against employees who report improper conduct.

Disciplinary Actions

Violations of this Code of Conduct or applicable laws are subject to disciplinary action which can include reprimand, probation, suspension or termination, as well as legal action if appropriate.

SECTION I

CONDUCT IN THE WORKPLACE

Bemis is guided by the principles of non-discrimination, respect for human rights, and individual freedoms. Mutual respect is central to a harmonious and productive workplace, where the rights of employees are upheld. All employees have a right to work free of intimidation, discrimination, or coercion of any kind.

Anti-Discrimination

We are committed to hiring and promoting employees fairly, based on talent and merit. All employees are entitled to respect, as well as to evaluations and promotions that are based on their contributions. We will strive to achieve and maintain this positive work environment. Our goal is to attract and retain a diverse workforce that closely matches the diversity of the communities in which we work.

Anti-Harassment

We do not tolerate workplace harassment of any kind. This includes threats, intimidation, bullying, subjecting individuals to ridicule and unwarranted exclusion. Employees are encouraged to report any such behavior or concerns, particularly when it relates to their safety or the safety of their colleagues. When we believe that harassment or violence has occurred, appropriate disciplinary action, up to and including termination from employment, will be taken against those responsible.

Sexual harassment, which may include unwanted sexual advances, sexual jokes, subtle or overt pressure for sexual favors, innuendos, and offensive propositions, is not tolerated.

Document Retention

Employees are expected to become familiar with our policies related to management and retention of records as set forth in the Records Management Policy which is available on the intranet or may be obtained from the Bemis Legal Department.

We have procedures in place to help effectively and efficiently manage records so that it is compliant with legal and business requirements.



Drugs and Alcohol

We are committed to providing a work environment free of illegal drugs and alcohol. Substance abuse poses health and safety risks both to the abuser and to his or her fellow employees.

E-mail and Internet Usage

E-mail and Internet systems are provided for business use. E-mail sent outside Bemis is not entirely secure and may be susceptible to interception. Bemis employees should exercise the same care, caution and etiquette in sending e-mail messages as they would use in normal written business communications.

All electronic systems are the property of Bemis and, depending upon the jurisdiction, there may be no right to privacy in any material created, received or sent on Bemis systems. We reserve the right to monitor Internet and e-mail usage and to filter or block objectionable content (in those instances where such monitoring is legally permissible and not limited by contract). The origination or communication of offensive, hostile, malicious, unlawful or abusive material, not in keeping with Bemis values, is prohibited. Only Bemis standard hardware and software will be supported, and Bemis reserves the right to remove any software or hardware that is not appropriately licensed, supported or that disrupts network/system performance. All personal computers which are connected to the Bemis network must employ standard virus protection software.

Environmental Health and Safety (EHS)

Bemis is committed to (i) protecting the health and safety of our employees and all visitors to our operations and (ii) embracing environmental protections in our manufacturing operations and product designs. All employees are expected to be familiar with EHS policies, procedures and practices. Further information on EHS policies, procedures and practices can be found on the Bemis intranet or may be obtained from the Bemis Legal Department. Furthermore, employees must:

- Take responsibility for their work environment, personal health and safety and that of their co-workers;
- Identify hazards, assess risks and then, whenever physically and safely possible, initiate corrective action and bring the matter to the attention of management;
- Promptly report EHS incidents (such as spills, non-compliant emissions, occupationally-related injuries and illness, etc.) to local management to permit investigation of causes and initiation of corrective and preventive measures; and
- Promptly report EHS incidents to the appropriate authorities as required by applicable law and regulation.

Persons with Disabilities

We are committed to working with and providing reasonable accommodation for employees and applicants with physical or mental disabilities. Disabled employees are encouraged to provide notification from their doctor describing any restrictions on their ability to perform their job.

Preservation of Corporate Assets

Bemis property is for Bemis use only. Every employee has the duty to preserve Bemis' assets, property, plants and equipment. Employees may not use Bemis property for their personal use.

Company assets include, but are not limited to, money, products, employees' work product, software, telephones and other communication devices, printers, computers, confidential information, patents and trademarks.

Some activities, such as obtaining additional training or education, may have benefits to Bemis as well as the individual employee. The distinction between personal and professional use may be difficult to establish in some circumstances. Accordingly, it is important that any use of Bemis property or services that is not solely for the benefit of Bemis be approved in advance by a supervisor.

Any suspected fraud or theft by employees must be reported.

Privacy

We respect the privacy rights and interests of all our employees and provide safeguards for the protection of our employees' personal information that is collected, held, and used. Everyone must respect the privacy rights of coworkers and handle all employees' personal information in accordance with applicable laws and local policies. However, as previously discussed, there is no inherent right to privacy in any material created, received or sent on Bemis computer systems.

Proprietary Information and Trade Secrets

Non-public, proprietary information includes but is not limited to technology, trade secrets, financial, and operational plans or other data of Bemis. This information must be protected and is not to be disclosed to persons inside or outside of Bemis except with proper authorization or in accordance with Bemis policies and procedures.

Non-public, proprietary information can be any financial, commercial or technical information which is valuable to Bemis and would be valuable to our competitors if they knew such information. Such information might include, but is not limited, to any of the following: a formula; business and marketing plans; customer specifications; acquisition plans; financial data; plans for or results of research and development; clinical and field testing; manufacturing methods and apparatus; cost figures; potential new products; computer information and software; and special techniques unique to Bemis.

No unlawful or improper means may be used to acquire confidential or proprietary information from any competitor, supplier or customer.

Use of Social Media

Employees are expected to be respectful and professional when using social media tools. With the rise of websites like Facebook, MySpace and LinkedIn, the way in which employees can communicate internally and externally continues to evolve. We expect our employees to exercise judgment in their communications relating to Bemis so as to effectively safeguard the reputation and interests of Bemis. Employees should:

- Communicate in a respectful and professional manner;
- Avoid disclosing proprietary information; and
- If your facility has adopted a social media policy, become familiar with the policy and ensure that your actions are in compliance with the policy.

Violence in the Workplace

We are committed to providing a safe work environment for all of our employees. We prohibit the possession of any weapon on Bemis property unless such prohibition is specifically disallowed by law. This prohibition includes, but is not limited to, all firearms and/or any weapon whether used for hunting, protection, or any other purpose and extends to all our property including our parking lots. Employees who violate this policy against weapon possession on Bemis premises can be subject to discipline, up to and including termination.

SECTION II

CONDUCT IN THE MARKETPLACE

The global economy is based upon the principle of a free and competitive market. To make sure that this principle carries over to the marketplace, most countries have laws prohibiting business practices that interfere with competition. These laws are designed to prevent, among other things, (i) businesses from setting prices to keep other players out of the market, (ii) employees from trading nonpublic information for their own benefit, and (iii) anyone from offering bribes or other corrupt payments to obtain an unfair advantage.

We abide by these laws, and employees must avoid conduct that would suggest or appear to violate the law. The following section of the Code sets forth the basic principles that employees should follow in order to respect and surpass the standards set forth in applicable laws.

Anticorruption

We are committed to conducting business fairly, honorably, and with integrity. Bribes and corrupt payments are strictly prohibited. The principles embodied in this section of the Code are designed to prevent corrupt activities in any form – be it in the context of interactions with private companies or government entities.



Antitrust

Competition laws that many countries have govern the relationships among competitors and are generally designed to maintain and promote competition in the marketplace. It is a felony to violate these competition laws, and punishment can result in imprisonment and fines. Violation of antitrust laws can also have a devastating impact to both Bemis' and employees' business reputations.

In order to ensure that we are acting independently and in our own interest in all commercial situations affecting the competitive conditions of trade, as well as to avoid practices that restrict competition, employees must observe the following rules:

- Do not enter into any agreement or tacit understanding with our competitors (other than sales agreements or licensing agreements as permitted herein);
- When participating in joint ventures and industry associations involving competitors, limit communications to those actually required for the legitimate business of the joint endeavor;
- Deal fairly with all customers and suppliers, including those with whom we also compete;
- Respect our customers' freedom to conduct their business as they see fit, including the setting of prices at which they wish to sell their products;
- Avoid any use of coercion in the sale of products to customers, such as forcing a customer to purchase unwanted products;
- Refrain from using any market power or market information in a way which may restrict competition;
- Avoid any unfair or deceptive act or practice; and
- Do not involve illegal actions in order to obtain competitive information.

Employees of Bemis and employees of competitors may from time to time meet, talk and attend the same meetings or events. Bemis may sell to or enter into licensing agreements with its competitors or participate with competitors in business or trade shows. Such contacts are neither against the law nor to be avoided, although they require the utmost caution and conformance with our policies and procedures.

Employees should avoid discussing competitive issues on matters such as:

- Pricing policy, including the price or other terms on which Bemis or its competitors sell products;
- Costs incurred or profits made in manufacturing products;
- Terms of sales and customer identities, as well as the territories in which Bemis sells certain products;
- Rates of production or percentages of capacity utilized by Bemis;
- Type or amount of any product that Bemis or our competitors will manufacture or offer for sale; and
- Market surveys or studies, or the unauthorized exchange of proprietary or confidential information.

It is the responsibility of each employee to comply with the letter and spirit of all competition laws as they apply to Bemis.



Books and Records

All financial transactions are to be properly recorded in the books of account and accounting procedures are to be supported by the necessary internal controls. In turn, all Bemis books and records must be available for audit.

Our policy requires that:

- No employee shall intentionally cause Bemis documents to be incorrect in any way, nor participate in the creation of records intended to conceal improper conduct. No relevant information should ever be concealed from management or from Bemis' internal auditors or independent accountants;
- All payments and other transactions must be properly authorized, recorded and described in sufficient detail in accordance with United States Generally Accepted Accounting Principles. There should be no unrecorded or undisclosed funds or assets nor false, incomplete or misleading entries in our books and records;
- Employees must report any knowledge of any untruthful or inaccurate statements or records or transactions that do not seem to serve a legitimate commercial purpose. The In Touch system is available 24 hours a day, 7 days a week for reporting any financial irregularities, fraud, misappropriation of Company property, illegal kickbacks and the like;
- A strong and comprehensive system of internal accounting controls is maintained at all locations; and
- Bemis employees cooperate with internal and external auditors in the course of any audit or investigation.

As far as practicable, contracts to which Bemis is a party should be in writing, leaving as little uncertainty as possible.

Confidential Information and Intellectual Property

Confidential information includes but is not limited to the following: technical information about products or processes; vendor lists or purchase prices; cost, pricing, marketing, or service strategies; non-public financial reports; and information related to divestitures, mergers, and acquisitions. In addition, the way the Company uses publicly-known information to achieve a particular result may be valuable confidential information.

Confidential information may include intellectual property ("IP"). IP includes: patents, copyrights, trademarks, and trade secrets. IP owners have rights granted to them under the laws of the applicable jurisdiction.

Confidential information, including IP related information, is a valuable asset that could benefit a competitor if known to it or otherwise harm Bemis if made public. Employees must be careful not to disclose such information to unauthorized persons, either within or outside Bemis, and employees must exercise care to protect the confidentiality of such information received from another party.

Confidential information can be protected under the law as a trade secret if it has value to others and the owner takes necessary steps to protect it.

Employees must observe the following rules relating to confidential information:

- Be careful about where Company matters involving confidential information are discussed (especially when conducting conversations in public on cell phones);
- Do not disclose any Company confidential information for personal profit or advantage;
- Execute confidentiality agreements with persons outside Bemis (including consultants) before discussing confidential information;
- Be alert to information in the marketplace, but obtain competitive information only in accordance with sound business and ethical principles;
- When approached with any offer of confidential information, ensure that both parties understand and accept the condition under which the information is received; and
- Discuss with a supervisor or the Bemis Legal Department any unsolicited offer of confidential information in order to determine whether the information should be accepted or declined. This is particularly important if there is reason to believe that it may have been obtained improperly.

Employees must protect our confidential information and IP rights, and must also respect the same rights of others. Report any unauthorized use of our IP or IP owned by others.

The Bemis trademark and tradename are among our most valuable assets. The presentation, use and protection of the trademark is governed by the corporate identity guidelines available on the Bemis intranet.

Conflicts of Interest

All Bemis employees have a duty to avoid financial, business or other relationships which might be opposed to the interests of Bemis or might cause a conflict with the performance of their duties as Bemis employees.

Employees may not have any employment, consulting or other business relationship with a competitor, customer or supplier of Bemis, except with the prior written permission of the Bemis Legal Department.

There are some conflict-of-interest situations that employees should disclose and for which they should obtain written approval before proceeding. These include:

- Any consulting or other significant relationship with, or interest in, any supplier, customer or competitor;
- Any personal interest that is competitive with the interests of Bemis;
- Any business relationship on behalf of Bemis with any person who is a relative or a personal friend, or with any company controlled by such a person;
- Any position where an employee has influence or control over the job evaluation or compensation of any person who is a relative or a personal friend;
- Any personal use or sharing of Bemis confidential information for profit, such as advising others to buy or sell Bemis property or products on the basis of such information; and
- Any personal sale to or purchase from Bemis.

Ownership of stock or other financial interests in an outside concern doing business with or in competition with Bemis and which might adversely influence an employee's responsibilities to Bemis is to be avoided by Bemis employees and their close family members. Employees may invest in broadly distributed stocks of such concerns, publicly traded on a recognized stock exchange or over-the-counter market provided that the investment does not exceed one percent of the outstanding stock of the corporation.

If a Bemis employee or a close family member owns or has a financial interest in a proposed transaction between Bemis and a third party, other than a permitted investment in a publicly traded stock, such employee should notify his or her supervisor immediately.

Customers and Suppliers

We are committed to developing, manufacturing and delivering products which meet all contractual obligations and our quality standards.

We will select and treat our suppliers of products and services impartially and without discrimination. Suppliers will be evaluated on the basis of price, quality, timely performance, commitment, and reliability.

We seek to do business with suppliers, customers, and other third parties who adhere to the same ethical standards. When dealing with third parties, employees have a responsibility to watch for potential ethical violations and report them, whether they occur inside Bemis or through external interactions with customers, businesses, or government officials.

Disclosure of Material Information

We are a publicly-traded company (NYSE:BMS) and adhere to the rules and regulations of the United States Securities and Exchange Commission (SEC). We will provide full, fair, accurate, timely, and understandable disclosure in reports and documents that we file with the SEC and in other public communications. We will strive to report accurately, and in a way that is not misleading, our financial condition to shareholders, regulators, employees, and related constituencies. We will provide constituents with information that is accurate, complete, objective, relevant, timely, and understandable, and we will comply with financial rules and regulations of federal, state and local governments, and other public regulatory agencies.

Doing Business with Governments

Doing business with local, state, and federal governments is both an honor and a privilege. Employees should be aware that many governments impose significant rules and regulations on companies with whom they do business and that these rules and regulations can differ substantially from those Bemis operates under when it sells to a purely commercial customer. Each of us has a duty to become knowledgeable about these special rules and regulations and to comply with them. We may contract directly with a government entity (i.e., as a prime contractor) or as a subcontractor to a prime contractor that is performing a contract for a government. As such, even if Bemis does not hold a contract directly with the government, many of the special rules and regulations may nonetheless apply to us (and our teaming partners, vendors, suppliers, etc.) because the government ultimately pays for such goods and services.

Gifts and Entertainment

Our employees and their family members may not give, offer, or accept any gift, entertainment, transportation, or other business courtesies that are either intended or may be perceived as an attempt to improperly influence the business relationships between Bemis and any current or prospective supplier, customer, or other party doing business with Bemis.

If an employee receives a gift, he or she should notify his or her supervisor and the gift should either be turned over to Bemis or returned. This does not apply to minor items with a value of US\$250 or less commonly exchanged in business relationships and which are not accepted by the employee on a regular or frequent basis.

The exchange of customary business courtesies between suppliers or customers and Company employees, including transportation or meals provided in the normal course of business dealings, is permitted when based on a clear business purpose. Excessive entertainment of any sort is not acceptable.

Furthermore, expense report records must accurately reflect favors, gifts, and entertainment provided to customers. Because of tax and other legal reporting rules, it is essential that expenditures for favors, gifts, or entertainment provided in connection with the Company are reported. Reports should accurately state the purpose of the expenditures and the identities of the individuals receiving the favors, gifts, or entertainment. Reports must also identify whether the favor, gift, or entertainment was given to a public sector official or employee.

Government Officials

Our employees may not offer improper payments to government officials when acting on behalf of Bemis. Bemis funds may not be used to make a payment, directly or indirectly (through agents or other third parties), or confer another form of benefit (property, services, etc.) to a government official, political party, or candidate for political office for purposes of:

- Influencing any decision of the government official, including a decision to fail to perform his or her lawful duty;
- Inducing the government official to use influence with the government or any of its instrumentalities to influence any decision of the government or its instrumentality, or to obtain any improper advantage; or
- Assisting Bemis in obtaining or retaining business.

A number of laws, including the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act, prohibit bribes to government officials. Violations can expose Bemis and its personnel to fines and other penalties, including imprisonment.

“Payments” is broadly interpreted to mean anything of value, not just money or gifts. The same policies and procedures regulating payments and gifts for customers and suppliers must be observed when dealing with government officials.

Our employees should also be alert for indications that third parties acting for Bemis are providing any improper benefits to government officials. This is particularly important in countries with a reputation for corruption. We also seek to select and retain business partners who share our values for transparency and honesty in all business dealings, and otherwise act consistently with the principles set forth in this Code.

Certain of these bribery laws also require Bemis to maintain accurate records and internal controls. Employees must record any and all payments or gifts made to government employees. Failing to report a transaction or the mischaracterization of a transaction or creation of false or inaccurate documentation is strictly prohibited.

If in doubt about the legitimacy of a payment that you have been asked to make, seek the advice of the Bemis Legal Department. All employees are required to promptly report any suspected violations to their supervisor or through the In Touch program.

Paying for the travel and entertainment expenses of government officials also can be governed by various bribery laws. Reimbursement of reasonable and bona fide travel, food, lodging and other comparable expenses for government officials, party officials, or candidates may be permissible provided that:

- The payment is not contrary to all applicable laws;
- The travel is not to any location where Bemis does not conduct business; and
- Any travel expenses must actually relate to a legitimate business purpose. For example, the payment may be for expenses that relate directly to the demonstration or explanation of our services, or to the execution or performance of a contract with the government or agency.

Before making any payment to a government official or before paying for any travel or entertainment of a government official, please check with the Bemis Legal Department. The laws of the various jurisdictions in which the Company operates differ regarding what amount, if any, is permissible.

Government Relations

Government relations include all contacts between Bemis and governments, government agencies and representatives around the world. Our employees are required to interact with government entities according to established practices and procedures and the highest ethical standards.

We will cooperate with every legitimate request for information from government sources to the extent that the materials requested are not protected by attorney client privilege. If a government authority requests information or access to files, that matter must be discussed with the Bemis Legal Department before any response is made. If the request comes from an official with a search warrant, employees should cooperate immediately but contact the Bemis Legal Department without delay.

Employees must never destroy or alter Bemis documents in anticipation of a request from a government agency. The Records Management Policy (available on the intranet and from the Bemis Legal Department) contains more information about the requirements for preserving Bemis documents.

When submitting information to any authority, we must take appropriate steps to protect its confidentiality. In many situations, information in government files is available to the public upon request. While the object of such open records laws is to promote open and accountable government, this can also allow competitors to obtain information about us.

We must not retain a government employee to perform services except under written contract with the government specifying the nature of services to be provided. Care must be taken so that the service provided cannot be misinterpreted as a means to provide improper payments.

Employees are expected to limit the entertainment of government representatives so that it does not compromise – or appear to compromise – the employees, representatives, or Bemis in anyway.

Improper Payments

No illegal or improper payments may be made to employees of Bemis' suppliers or customers or to any government officials or employees.

Payments to consultants, distributors, agents, or other intermediaries must be at prevailing customary rates and for actual and legitimate services.

Payments to a Bemis employee or a member of an employee's family (in any form) from a supplier, customer, or any other party doing business with Bemis are strictly prohibited.

Insider Trading

Insider trading is buying or selling shares based upon nonpublic information. It is prohibited by this Code as well as federal and state securities laws. Employees are not to buy or sell securities of Bemis or any other company, or buy or sell any property or assets, on the basis of nonpublic information acquired through employment at Bemis. Employees are also prohibited from disclosing such information to anyone outside Bemis until the information has been publicly disclosed and the securities markets have had an adequate opportunity to consider it. This prohibition applies whether such information comes from Bemis or another entity with which Bemis has a confidential relationship. Likewise, employees may not buy or sell securities of any company with whom Bemis does business based upon nonpublic information. For more information on insider trading, please see Bemis' Securities Trading and Information Disclosure Policy.



International Business

We operate on a global basis and are therefore subject to national and local laws and regulations that vary from one jurisdiction to another. Our policy is to comply with the laws wherever we do business. In particular, employees must:

- Ensure that payments made to agents or distributors are always for services rendered and are reasonable according to the nature of those services and the market value;
- Never expand business into a foreign country, where Bemis has not previously done business, without discussing it with management and the Bemis Legal Department;
- Be aware of dealings with countries that are involved in conflicts or that are subject to international sanctions;
- When involved in exports, observe all regulations that govern the shipment of Bemis products and services to the importing country, as well as applicable international trade agreements;
- Be accurate when furnishing information to any person hired to facilitate export or import transactions; and
- Consult the Bemis Legal Department for specific guidelines to deal with cross-border management of Bemis business (including membership on the boards of directors of companies located in foreign countries).

Political Contributions

Employees may not, directly or indirectly, on behalf of Bemis or for any purpose related to Bemis business, make any political contributions in any country without the prior written approval of the Bemis Legal Department.

In certain countries, political contributions are lawful and expected as a matter of good corporate citizenship. Under these circumstances, contributions may be appropriate if prudent in amount and otherwise consistent with the exercise of good judgment. The laws governing political contributions are typically complex, can be difficult to interpret, and can be construed as corrupt payments if not handled properly. In order to ensure compliance with applicable laws, use of Bemis (or any subsidiary) funds or assets to make political contributions, directly or indirectly, must be approved in advance by the Bemis Legal Department.



Annex A - Frequently Asked Questions

Resources for Employees

What if I have a concern with a section of the Code?

If you have an issue with a section of the Code, please discuss it with your supervisor, your Human Resources representative, or the Bemis Legal Department. Even if you disagree with a section of the Code, you are still obligated to follow the policies contained in it.

Reporting

What if I reported a concern but never heard anything about it?

Consider whether the matter was reported anonymously. If so, to the extent that conclusions can be reported, there may not be a mechanism for getting back to the anonymous complainant. Also, all matters will be investigated appropriately, but it is generally not appropriate for the conclusion to be communicated in light of privacy and confidentiality issues. If you used the In Touch hotline communications, please note that Bemis will try to post a response as promptly as possible but this may take up to five (5) business days.

Complying with the Code

What if I'm not sure if a particular action is a violation of the Code?

Check the guidelines here in the Code for an answer. If you are still not sure, consider whether you would want the action or decision to be published on the front page of your local newspaper. If the answer is no, you should probably refrain from acting. When in doubt, please contact the Bemis Legal Department.

Anti-Harassment

What if the person harassing me is my supervisor? If I complain, could I lose my job?

No, you will not lose your job and you are entitled to work in an environment that is free from intimidating, hostile or offensive behavior. Contact the Vice President of Human Resources or your Human Resources representative for assistance. We will not tolerate retaliation for reporting a behavior or cooperating with an investigation.



Document Retention

If I have recently completed a project, can I throw out or delete all the project documentation?

There is business value in storing records related to a project; however, we should only keep that which is necessary. Please consult the Records Management Policy to determine the record retention requirements. If you are not sure what to do with your documents or if you think an exception should be granted to the Records Management Policy, please contact the Bemis Legal Department.

Preservation of Corporate Assets

What if I operate a small side business from home? Both my manager and the Bemis Legal Department have determined that the business does not represent a conflict of interest with my Bemis work. Is it OK for my customers to leave messages on my Bemis voicemail?

No, unless it is purely incidental. Even though there is no conflict of interest, you have an obligation to use Bemis assets (including the communications system and voicemail) only for Bemis business. Employees are not permitted to use Company assets to support a second job, self-employment venture, or consulting effort. If you anticipate regular communications from such an activity, you are responsible for establishing and paying for your own telecommunications.



Competition Laws

What if my former employer was one of our competitors? Is it OK to talk with my coworkers about some of their sales strategies?

No. You have an obligation to protect the proprietary information of your former employer, and that obligation does not end when you leave its employ. You should disclose the fact that you formerly worked for a competitor to your manager and be sure to abide by all the obligations of confidentiality owed to your former employer.

I was waiting in the hall prior to a government proposal meeting. What if I overheard a conversation that a procurement officer had with one of our competitors where product specifications and costs were discussed? Can I still participate in the bid process, and, if so, can I use the information to write a similar proposal and send it in with a lower bid?

The answer is “no” to both questions. You cannot capitalize on this information in any way. You should politely excuse yourself from the meeting, avoid disclosure of the information to anyone connected with the program or the proposal, and contact the Bemis Legal Department. It is likely that you will have to withdraw from the bid team as a means of protecting Bemis’ ability to participate fairly in the bid process.

What if I just realized that some inaccurate information was provided to a customer after price and terms were already agreed upon? Will I be following proper procedures if I notify the customer right away?

Yes. It would be important for you to contact your finance and legal sales support team and to work with them to help ensure timely disclosure of the error to the customer.

What if I receive a letter in the mail from an unidentified source that contains a competitor’s pricing data? I can find no indication that it has been sent or received through authorized channels. What should I do?

Do not read the document and do not share it with coworkers. The letter should be immediately sealed, quarantined, and forwarded to the Bemis Legal Department.

Books and Records

What if my manager is exerting pressure to “make the numbers work”?

Your responsibility is to be honest and accurate. If you feel pressured to do otherwise, speak with a supervisor or the Bemis Legal Department. If you feel uncomfortable going through internal channels, you can use the Bemis In Touch resource anytime, night or day.

Conflicts of Interest

What if one of my relatives or a close personal friend works for a Bemis customer or supplier?

You must disclose the relationship to your supervisor. We need to know so that appropriate action can be taken to prevent potential conflicts from affecting (or appearing to affect) Bemis decisions. For example, if your sister works for a supplier and has been involved in procurement activities, and your manager has just informed you that she wants you to join a proposal team looking at bids from various companies, including the one that employs your sister, you must disclose the relationship and seek advice concerning your participation on the proposal team.

What if I am not sure about whether an activity outside of work poses a conflict of interest?

You should contact the Bemis Legal Department for assistance. Unfortunately, it is not possible to list all of the circumstances that might signal potential conflicts of interest. One of the best ways to gauge whether the activity creates a conflict of interest is to ask yourself a series of questions: Does the activity interfere (or give the appearance of interfering) with the duties that you perform at, or owe to, Bemis? Are you, a member of your family, or a close personal friend receiving improper personal benefits through the activity because of your position with Bemis? Does the activity compete against the interests of Bemis? If you answer “yes” to any of these questions, the activity may indeed create a conflict of interest and must be disclosed. If you are not sure, the best option is to seek advice.





Gifts and Entertainment

What if we want to provide a catered lunch during a meeting with a major customer?

It is acceptable to provide lunch if it is offered in the spirit of our gift-giving policy and complies with the monetary guidelines for what is considered “acceptable.”

We have worked closely with a commercial customer on a large system implementation that is now complete. What if we want to recognize our customer’s employees by giving each member of its team a Bemis-branded laptop sleeve commemorating completion of the project? Is this a violation of our gift policy?

No, it is not. You may offer these items as long as the items are valued at US\$250 or less as described in this Code. That said, you should propose the idea to one of the customer’s representatives beforehand to help ensure that the gift is in compliance with that company’s policy. We do not want to put our customers in the awkward position of having to return the gifts. Although you do not need to obtain written approval for gifts considered “acceptable,” it is always a good practice to discuss such offerings in advance with your manager.

What if I receive a gift that I know is inappropriate? What should I do?

Return it to the donor with a polite explanation that Bemis policy prohibits you from keeping it. In some circumstances, such as a gift from an official of another country, other alternatives may be considered, such as displaying the gift in a public area, donating it to a charitable organization, or making a donation of equivalent value to a charity in the donor’s name. Check with your manager, the Bemis Legal Department for guidance.

What if one of my customers is holding a raffle where the prize to be awarded is a trip valued at US \$2000? Can I participate?

Yes, you may participate, as long as the raffle process is fair, unbiased, and held in a public place. If you win the prize, you must disclose it to your manager, and, because the prize is valued at more than US\$250, you must obtain your manager’s written approval.

Government Officials

Who is a “government official?”

A “government official” is a person with governmental authority, and includes political party officials and candidates for office. A “government official” also includes employees of companies owned by governments.

What about social gifts to government officials, or relatives of government officials — are these acceptable under the Foreign Corrupt Practices Act?

It is possible that such gifts would not violate the FCPA. The threshold question is whether the gift is being given to corruptly influence the government official in order to gain or maintain business? The larger or more frequent the gifts, the more likely they are not mere social gifts, but rise to the level of prohibited gratuities under the FCPA. You must notify the Bemis Legal Department before any gifts are given to government officials. In all cases, social gifts must comply with Bemis’ gifts and entertainment policy.

The FCPA makes the company responsible for acts of its agents that violate the FCPA. Who are “agents?”

An agent is a person or entity that can act on behalf of Bemis. Therefore, a subsidiary of Bemis can act as its agent. An employee of a non-U.S. subsidiary can act as an agent of the U.S. company. A joint venture partner, a sales agent, a sales representative, a consultant, a sales “broker,” a distributor — all can act as agents under various bribery laws, and all can make Bemis liable for violations under such laws.

We have little, if any, control over some parties we do business with, such as foreign brokers and distributors — how can we be responsible for acts of these independent businesses under bribery laws?

Certain bribery laws prohibit not only direct bribery, but also willful blindness and conscious disregard of facts and circumstances indicating a violation. The issue is not control over the party Bemis does business with, but whether Bemis knows (or should know) what that party is doing in order to sell Bemis’ products. The fact that title to the goods passed to the distributor, or that the distributor paid fair market value for the goods is irrelevant. If the distributor is bribing government officials and Bemis knows this (or should know this) but continues to conduct business with the distributor, Bemis is probably violating certain bribery laws. This can be a complex area, so always contact the Bemis Legal Department if a question arises.

Annex B - Contact Information

Please send any specific inquiries regarding this Code of Conduct to:

The Bemis Legal Department
One Neenah Center
P.O. Box 669
Neenah, WI 54957
(920) 727-4100

In Touch Hotline:

Argentina	0800-666-2823	BemisArgentina@getintouch.com
Australia	1-800-637-498	BemisNZ@getintouch.com
Belgium	00-800-9900-7700	BemisEurope@getintouch.com
Brazil	0800-891-6120	BemisBrazil@getintouch.com
Canada	877-236-4707	BemisNA@getintouch.com
China	10800-130-1678 ¹ 10800-713-1718 ²	BemisChina@getintouch.com
Denmark	8088-4598	BemisDenmark@getintouch.com
Finland	990-800-9900-7700	BemisFinland@getintouch.com
France	00-800-9900-7700	BemisEurope@getintouch.com
Germany	0800-182-9051	BemisGermany@getintouch.com
Hong Kong	852-5808-0168	BemisHongKong@getintouch.com
Ireland	00-800-9900-7700	BemisEurope@getintouch.com
Italy	800-78-0621	BemisItaly@getintouch.com
Japan	0066-33-821655 ³	BemisChina@getintouch.com
Malaysia	1-800-805-805	BemisMalaysia@getintouch.com
Mexico	001-866-682-0931	BemisMexico@getintouch.com
New Zealand	0800-452-600	BemisNZ@getintouch.com
Norway	800-18-129	BemisNorway@getintouch.com
Poland	00-800-111-3566	BemisPoland@getintouch.com
Puerto Rico	877-236-4704	BemisNA@getintouch.com
Singapore	800-1301-292	BemisSingapore@getintouch.com
Spain	900-931-702	BemisSpain@getintouch.com
Sweden	020-794524	BemisSweden@getintouch.com
Switzerland	0800561-103	BemisSwitzerland@getintouch.com
United Kingdom	00-800-9900-7700	BemisEurope@getintouch.com
United States	877-236-4704	BemisNA@getintouch.com

¹ Shanghai(SH), Jiangsu(JS), Zhejiang(ZJ), Shaanxi(SN), Gansu(GS), Xinjing(XJ), Xizang(XZ), Yunan(YN), Guangxi(GX), Guangdong(GD), Fujian(FJ), Jiangxi(JX), Hunan(HN), Hubei(HB), Sichuan(SC), Chongqing(CQ), Anhui(AH), Hainan(HQ), Guizhou(GZ), Ningxia(NX), Qinghai(QH)
² Beijing(BJ), Tianjin(TJ), Hebei(HEB), Heilongjiang(HL), Jilin(JL), Liaoning(LN), Henan(HEN), Shandong(SD), Inner Mongolia(NM), Shanxi(SX)
³ Accessible by landline only.

Insider Trading

What if I become aware of Bemis' quarterly earnings release results before they have been publicly announced? May I purchase or sell Bemis stock, knowing that information?

No. This information would be considered material, nonpublic information, and the purchase or sale of stock would be a violation of the Bemis Securities Trading and Information Disclosure Policy and a potential violation of federal securities laws. You may purchase or sell Bemis stock only after such information is made known to the public.

My organization reviewed a proposal by one of our vendors about a new product that they plan to introduce to the market soon. We agreed that the product would not be useful for the Company, but I think it will be a real breakthrough for other industries and will increase the vendor's stock price. What if I want to buy stock in the vendor's company? Does that violate Bemis' policy on insider trading?

Yes, it does. You may not buy this stock until information about the new product is known to the public. The fact that the new product is not significant to Bemis is irrelevant; what is relevant is that you have information about the new product (and its potential impact on the earnings of the vendor) that the general public does not yet have.



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