

PACTIV CORPORATION

Policy Regarding Shareholder Nominations and Communications with the Board

1. General

The following is the policy of Pactiv Corporation with respect to shareholder nominations of Board candidates and certain related matters. Implementation of this policy will be the responsibility of the Compensation/Nominating/Governance Committee of the Board of Directors (the "C/N/G Committee").

2. Nomination of Directors

Directors may be nominated by the Board of Directors or by shareholders in accordance with the Company's By-laws. As a matter of course, the C/N/G Committee reviews the qualifications of various persons to determine whether they might make good candidates for consideration for membership on the Board of Directors. The C/N/G Committee will review all proposed nominees for the Board of Directors, including those proposed by shareholders, in accordance with the charter of the C/N/G Committee and the Corporate Governance Guidelines. This will include a review of the person's judgment, experience, independence, understanding of the Company's business or other related industries, and such other factors as the C/N/G Committee determines are relevant in light of the needs of the Board of Directors and the Company. The Board of Directors believes that its nominees should reflect a diversity of experience at policy-making levels in businesses and areas that are relevant to the Company's activities, and that the Board shall not discriminate among qualified candidates based on gender, race, ethnicity or age. The C/N/G Committee will select qualified candidates and review its recommendations with the Board of Directors, which will decide whether to invite the candidate to be a nominee for election to the Board of Directors.

For a shareholder to submit a candidate for consideration by the C/N/G Committee, a shareholder must notify the Company's secretary at least 90 but not more than 120 days prior to the first anniversary of the date of the prior year's annual meeting (subject to change if the date of the annual meeting is more than 30 days before or 70 days after the anniversary date of the prior year's annual meeting). The notice must meet all of the requirements contained in the Company's Bylaws and must set forth:

- the name, age, business address and residence address of the proposed nominee;
- the principal occupation or employment of the proposed nominee;
- any other information relating to the proposed nominee that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Section 14 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder;
- any other information the shareholder believes is relevant concerning the proposed nominee;
- a written consent of the proposed nominee(s) to being named in the proxy statement as a nominee and to serve as a director if elected;
- the name and record address of the shareholder who is submitting the notice;
- the number of shares of voting stock of the Company which are owned of record or beneficially by the shareholder who is submitting the notice;

- a representation of whether, if the proposed nominee is not nominated by the Board of Directors, the shareholder intends to appear in person or by proxy at the annual meeting to nominate the proposed nominee named in the notice;
- a representation of whether the shareholder intends or is part of a group which intends (a) to deliver a proxy statement and/or form of proxy to the Company's shareholders, or (b) otherwise to solicit proxies from shareholders in support of such nomination;
- a description of all arrangements or understanding between the shareholder who is submitting the notice and any other person (naming such person) pursuant to which the nomination is being made by the shareholder who is submitting the notice; and
- any other information relating to the shareholder that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Section 14 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder.

3. Communicating with the Board

Shareholders may communicate directly with the Board of Directors. All communications should be directed to the Company's Secretary at 1900 West Field Court, Lake Forest, Illinois 60045 and should prominently indicate on the outside of the envelope that it is intended for the full Board of Directors, or for non-management directors. The Secretary will review each communication intended for the Board of Directors or any individual director or group of directors and, pursuant to directions from the Outside Directors, remove any communication that is purely commercial in nature. All other communications will be promptly forwarded to the specified director or directors. The Outside Directors will be advised of any communication so excluded and it will be made available to any Outside Director who wishes to review it.

4. Attendance by Members of the Board of Directors at the Annual Meeting of Shareholders

The Company expects each member of the Board of Directors to attend each Annual Meeting of Shareholders.