

AMENDED AND RESTATED CHARTER OF THE  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE  
BOARD OF DIRECTORS OF PACTIV EVERGREEN INC.

*(Adopted May 3, 2022; Amended as of November 8, 2024)*

ARTICLE I  
PURPOSE

Section 1.1. Purpose. The Nominating and Corporate Governance Committee (the “Committee”) is created by the Board of Directors (the “Board”) of Pactiv Evergreen Inc., a Delaware corporation (the “Company”), to discharge the responsibilities delegated to the Committee by the Board pursuant to this Charter and from time to time, including in relation to the Company’s director nomination processes and procedures and its corporate governance policies.

ARTICLE II  
COMPOSITION

Section 2.1. Membership and Appointment. The Committee shall consist of at least three members of the Board. Members of the Committee shall be appointed by the Board, shall serve for such term as the Board may determine or until their earlier resignation or death and may be removed by the Board at any time, with or without cause. Any vacancy on the Committee may be filled only by the Board.

Section 2.2. Qualifications. Each member of the Committee shall meet such qualifications as may be established by the Board from time to time. After such time as the Company is no longer a “controlled company” within the meaning of the applicable rules of the Nasdaq Stock Market (“Nasdaq”), each member of the Committee shall also meet the independence requirements of Nasdaq.

Section 2.3. Chairperson. The Board may designate a Chairperson of the Committee. In the absence of such a designation, the Committee may designate a Chairperson by majority vote of the members of the Committee.

ARTICLE III  
RESPONSIBILITIES

Section 3.1. Responsibilities. The Committee shall have the authority to carry out the principal recurring responsibilities set forth in this Article III and to perform such other functions as the Board may direct or that are otherwise consistent with the purpose of the Committee and applicable law. In carrying out its responsibilities, the Committee shall be entitled to rely on advice and information that it receives in its discussion and communications with management and such experts, advisers and professionals as it considers appropriate to consult. The Committee shall have the authority to require that any officer or employee of the Company, the Company’s outside legal counsel, the Company’s independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Committee or meet with any member of or adviser to the Committee.

Section 3.2. Board Composition. The Committee shall:

(a) Determine the qualifications, qualities, skills and other expertise required to be a director and develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “Director Criteria”).

(b) Evaluate the current composition, organization and governance of the Board and make appropriate recommendations on such matters to the Board for approval, consistent with the Director Criteria.

(c) Search for, identify, evaluate and recommend for selection by the Board candidates for membership on the Board, including in the case of newly-created positions or vacancies on the Board and review any candidates that are recommended by stockholders in Compliance with the Company’s certificate of incorporation, bylaws and stockholder nomination and recommendation policies and procedures and applicable law. In making recommendations for Board and committee membership, the Committee shall:

(i) review candidates’ qualifications for membership on the Board or a committee of the Board based on the Director Criteria;

(ii) consider any other factors that are set forth in the Company’s Corporate Governance Guidelines or are deemed appropriate by the Committee or the Board;

(iii) assess the performance of current directors being evaluated for re-nomination to the Board; and

(iv) periodically review, as appropriate, the service of all directors on the boards of other public companies with consideration to the substantial time commitment required of directors and make such recommendations to the Board as it may deem advisable.

(d) Recommend for selection by the Board the director nominees (by class, if the Board is classified at the time of the recommendation) to stand for election to the Board by the stockholders at any meeting of stockholders at which directors are to be elected.

(e) Consider the Board’s leadership structure, including the separation of the Chairperson and Chief Executive Officer roles and/or appointment of a lead independent director of the Board, either permanently or for specific purposes, and make such recommendations with respect thereto as the Committee deems appropriate.

(f) Develop and review periodically the Company’s policies and procedures for considering stockholder nominees for election to the Board.

(g) Evaluate the performance of individual members of the Board and, if appropriate, recommend termination of membership of individual directors for cause or for other appropriate reasons.

(h) Evaluate the “independence” of directors and director nominees against the independence requirements of Nasdaq and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the regulations promulgated thereunder.

(i) Periodically review, and provide recommendations to the Board with respect to, the

Company's strategy, initiatives, risks, opportunities and policies concerning corporate social responsibility, including environmental, social and governance, or ESG, matters.

Section 3.3. Board Committees. The Committee shall:

(a) Review annually the composition of the Board and each of its committees in light of the current challenges and needs of the Board, the Company and each committee, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background, experience, independence, rotation of committee members and chairpersons and such other matters as the Committee deems appropriate.

(b) Evaluate potential committee members' and chairpersons' qualifications for service on committees, including, as applicable, enhanced independence, financial literacy and financial expertise standards, and recommend to the Board persons to be members and chairpersons of the Committees.

(c) Review annually the structure of each committee and make recommendations, if any, to the Board for changes to the committees, including changes in structure, composition or mandate, as well as the potential creation or dissolution of committees.

Section 3.3. Board Evaluation. The Committee shall lead the Board and each of its committees in an annual self-evaluation to determine whether they are functioning effectively. The Committee shall oversee the evaluation process and report thereon and the result of the evaluations, including any recommendations for proposed changes, to the Board and to the other committees.

Section 3.4. Director Compensation. The Committee shall review and approve compensation, including equity-based compensation, for the Company's directors and, in connection therewith, shall adopt, administer and oversee the Company's Director Compensation Policy, and may amend the same from time to time as it considers appropriate. In carrying out this responsibility, the Committee shall, among other things as it considers appropriate:

(a) Identify corporate goals and objectives relevant to director compensation; and

(b) Evaluate the performance of the Board in light of such goals and objectives and set director compensation, including any long-term incentive component, based on such evaluation and such other factors as the Committee deems appropriate and in the best interests of the Company and its stockholders (including by taking into account the cost of such compensation).

Section 3.5. Corporate Governance. The Committee shall:

(a) Develop and adopt policies, procedures and guidelines applicable to the Company and its directors, employees, service providers or other stakeholders, except to the extent that the subject matter of any such policy, procedure or guideline is specifically committed by applicable law or by a committee charter to a different committee (e.g., the executive compensation policies within the purview of the Compensation Committee of the Board).

(b) Review periodically the policies, procedures and guidelines referred to in Section 3.5(a) and adopt any amendments it deems appropriate.

(c) Oversee the Company's corporate governance practices, including reviewing, considering and recommending to the Board for approval any changes to the Company's certificate

of incorporation or bylaws.

(d) Review any proposals properly submitted by stockholders for action at the annual meeting of stockholders and make recommendations to the Board regarding action to be taken in response thereto.

(e) Review and discuss with management the disclosure regarding the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and recommend that such disclosures be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

Section 3.6. Ethics. The Committee shall:

(a) Adopt, administer and oversee the Company's Corporate Governance Guidelines and Code of Business Conduct and Ethics, fulfill its responsibilities thereunder and, as it deems appropriate, periodically review and reassess the adequacy of the same and make such amendments as it considers appropriate.

(b) Review, consider and approve or reject any requests for waivers of the Company's Corporate Governance Guidelines or Code of Business Conduct and Ethics made on behalf of members of the Board and executive officers of the Company within the meaning of Section 16 of the Exchange Act ("Section 16 Officers").

(c) Review, consider and resolve questions of actual or potential conflicts of interest of members of the Board and Section 16 Officers, other than related-party transactions within the purview of the Audit Committee of the Board, and approve or prohibit any involvement of such persons in matters that may involve a conflict of interest or the taking of a corporate opportunity.

(d) Report on the findings of its administration and oversight of the Company's Corporate Governance Guidelines and Code of Business Conduct and Ethics to the Board as it deems appropriate.

Section 3.7. Director Education. The Committee shall oversee orientation and continuing education programs for directors as it considers appropriate, including, at a minimum, to the extent contemplated by the Company's Corporate Governance Guidelines.

Section 3.8. Charter Review. The Committee shall review and assess the adequacy of this Charter annually and shall submit any recommended changes thereto to the Board for approval.

Section 3.9. Performance Review. The Committee shall review and reassess its performance annually.

Section 3.10. Board Reporting. The Committee shall report to the Board regularly regarding its activities and recommendations as appropriate.

#### ARTICLE IV MEETINGS AND PROCEDURES

Section 4.1. Authority to Retain Advisers. The Committee has the sole authority to select, retain, obtain the advice and assistance of and terminate any advisers, including search firms to

identify director candidates, compensation consultants as to director compensation, legal counsel or other advisers as it deems necessary or appropriate to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such adviser retained by the Committee. The Committee has sole authority to approve all such advisers' fees and other retention terms. The Company shall provide appropriate funding, as determined by the Committee, for the payment of such advisers retained by the Committee and the administrative expenses of the Committee that are necessary or appropriate in carrying out its activities. The Committee shall not be required to implement or act consistently with the advice or recommendations of any such adviser, and the authority granted to the Committee pursuant to this Charter shall not affect the ability and obligation of the Committee to exercise its own judgment in fulfillment of its duties hereunder.

Section 4.2. Subcommittees. The Committee may form subcommittees for any purpose that it deems appropriate and may delegate to such subcommittees such of its responsibilities, power and authorities as it deems appropriate. If designated, each subcommittee shall establish its own schedule and maintain written minutes of its meetings, which minutes shall be filed with the minutes of the Board. The Committee shall not delegate to a subcommittee any power or authority required by law or listing standard to be exercised by the Committee as a whole.

Section 4.3. Meetings.

(a) The Committee shall meet at such times as it deems necessary or appropriate to carry out its responsibilities under this Charter.

(b) The Chairperson of the Committee shall preside at each meeting. The Chairperson shall approve the agenda for the Committee's meetings and any member may suggest items for consideration. If a Chairperson is not designated or present, an acting Chairperson may be designated by the Committee members present.

(c) Except as otherwise provided in this Charter or by resolution of the Board or the Committee, the Committee shall be governed by the same rules regarding meetings (including with respect to meetings in person or by teleconference or similar communications), action without meetings, notice, waiver of notice and quorum and voting requirements as are applicable to the Board under the Company's bylaws, as they may be amended from time to time.

(d) The Committee shall maintain written minutes of its meetings, which shall be filed with the minutes of the meetings of the Board.

ARTICLE V  
STOCKHOLDERS AGREEMENT

Section 5.1. Stockholders Agreement. The Company is party to a stockholders agreement with certain of its stockholders. For so long as such stockholders agreement is in effect, the provisions of this Charter shall be interpreted and applied in a manner consistent with the terms of such agreement.