

BERRY PLASTICS GROUP, INC.

CORPORATE GOVERNANCE GUIDELINES

1. Director Qualifications and Selection

Nominees for directorship will be selected by the Nominating & Governance Committee of Berry Plastics Group, Inc. (the “Company”) in accordance with the policies and principles in its Charter. The invitation to join the Board of Directors of the Company (the “Board”) should be extended by the Board itself, by the Chairperson of the Nominating & Governance Committee and the Chairman of the Board.

The Nominating & Governance Committee is responsible for reviewing with the Board, on an annual basis, the requisite skills and characteristics of new Board members as well as the composition of the Board as a whole. This assessment will include members’ qualification as independent, as well as consideration of diversity, age, skills and experience in the context of the needs of the Board.

It is the sense of the Board that individual directors who change the responsibility they held when they were elected to the Board should volunteer to resign from the Board. It is not the sense of the Board that in every instance the directors who retire or change from the position they held when they were elected to the Board should necessarily leave the Board. There should, however, be an opportunity for the Board, through the Nominating & Governance Committee, to review the continued appropriateness of Board membership under the circumstances. Directors should advise the Chairman of the Board and the Chairperson of the Nominating & Governance Committee in advance of accepting an invitation to serve on another public company board.

The Board does not believe it should establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of mandating the loss of the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole. As an alternative to term limits, the Nominating & Governance Committee will review each director’s continuation on the Board every three years. This will also allow each director the opportunity to conveniently confirm his or her desire to continue as a member of the Board.

Furthermore, no director may be nominated to a new term if he or she would be age 75 or older at the time of the election.

2. Board Composition and Director Responsibilities

The Board shall have eight members. It is the sense of the Board that this size is satisfactory; however, subject to the Company’s Amended and Restated Certificate of Incorporation and Bylaws, the Board may increase or decrease the number of directors as it deems appropriate.

To be considered independent, a director must have no material relationship with the Company or any of its subsidiaries (other than as a director), either directly or as a partner, shareholder or officer of an organization that has a material relationship with the Company or its subsidiaries. In making independence determinations, the Board shall consider all relevant facts and circumstances.

A director is not an independent director if:

- (i) he or she is, or has been within the last three years, an employee of the Company or any of its subsidiaries, or has an immediate family member who is, or has been within the last three years, an executive officer of the Company or any of its subsidiaries;
- (ii) he or she has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from the Company, or any of its subsidiaries, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);
- (iii) (A) he or she is a current partner or employee of a firm that is the Company's, or any of its subsidiaries', internal or external auditor; (B) he or she has an immediate family member who is a current partner of such a firm; (C) he or she has an immediate family member who is a current employee of such a firm and personally works on the Company's, or any of its subsidiaries', audit; or (D) he or she or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on the Company's, or any of its subsidiaries', audit within that time;
- (iv) he or she or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any present executive officer of the Company or any of its subsidiaries at the same time serves or served on the compensation committee of such other company; or
- (v) he or she is a current employee, or an immediate family member is a current executive officer, of another company that has made payments to, or received payments (exclusive of contributions to tax-exempt organizations) from, the Company or any of its subsidiaries for property or services in an amount that, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of the consolidated gross revenues of such other company.

For purposes of subparagraphs (i) through (v) above, an "immediate family member" includes a person's spouse, parents, children, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law and anyone (other than domestic

employees) who shares such person's home. Individuals who are no longer immediate family members as a result of legal separation or divorce, or those who have died or become incapacitated, are not taken into consideration with respect to the determination of a director's independence. For purposes of subparagraphs (i), (iv) and (v) above, an "executive officer" has the same meaning specified for the term "officer" in Rule 16a-1(f) under the Securities Exchange Act of 1934.

Compliance with the Company's definition of independence is reviewed regularly by the Nominating & Governance Committee.

The basic responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders. In discharging that obligation, directors should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors. The directors shall also be entitled to have the Company purchase reasonable directors' and officers' liability insurance on their behalf and to the benefits of indemnification and exculpation to the fullest extent permitted by law and the Company's Amended and Restated Certificate of Incorporation, Bylaws and any indemnification agreements.

Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. The Chairman of the Board and the chairperson of each committee will establish the agenda for each Board and committee meeting, respectively. Each director is free to suggest items for inclusion on the agenda, and each director is free to raise at any Board meeting subjects that are not on the agenda for that meeting. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors are expected to review these materials in advance of the meeting.

The Board will review the Company's long-term strategic plans and the principal issues that the Company will face in the future during at least one Board meeting each year.

The Board has no policy with respect to the separation of the offices of Chairman and Chief Executive Officer (the "CEO"). The Board believes that this issue is part of the succession planning process and that it is in the best interests of the Company for the Board to make a determination when it elects a new CEO, taking into account the factors and circumstances it deems relevant at such time.

The non-management directors will meet in executive session at least quarterly. The director who presides at these meetings will be chosen by the non-management directors, and his or her name will be disclosed in the annual proxy statement.

The Board believes that management speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company; however, it is expected that Board members will do so with the knowledge of management and, absent unusual circumstances or as contemplated by the committee charters, only at the request of management.

3. Board Committees

The Board will have at all times an Audit Committee, a Compensation Committee and a Nominating & Governance Committee, and may also appoint an Executive Committee. Except during any applicable “transition period,” all of the members of the Audit Committee will be independent directors under the criteria established by the New York Stock Exchange. Committee members will be appointed by the Board upon recommendation of the Nominating & Governance Committee and with consideration of the desires of individual directors. It is the sense of the Board that consideration should be given to rotating committee members periodically, but not that rotation should be mandated as a policy.

Each committee has its own charter. The charters set forth the purposes, goals and responsibilities of the committees, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters also provide that each committee will annually evaluate its performance.

The Chairperson of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings, consistent with any requirements set forth in the committee’s charter. The Chairperson of each committee, in consultation with the appropriate members of the committee and management, will develop the committee’s agenda. The schedule for each committee will be furnished to all directors.

The Board and each committee have the power to hire independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

The Board may, from time to time, establish or maintain additional committees as it deems necessary or appropriate.

4. Director Access to Officers and Employees

Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO or the Secretary or directly by the director. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent not inappropriate, copy the CEO on any written communications between directors and officers or employees of the Company.

The Board welcomes regular attendance at each Board meeting of senior officers of the Company. If the CEO wishes to have additional Company personnel attend Board meetings on a regular basis, this suggestion should be brought to the Board for its approval.

5. Director Compensation and Stock Ownership

The form and amount of director compensation will be determined by the Nominating & Governance Committee in accordance with the policies and principles set forth in its charter. In determining director compensation, the Nominating & Governance Committee will consider that directors’ independence may be jeopardized if director compensation and

perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which directors are affiliated, or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) directors or organizations with which directors are affiliated. The Nominating & Governance Committee will conduct an annual review of director compensation.

The ownership of stock in the Company by all directors is strongly encouraged by the Board. The Board believes that the ownership of a substantial amount of stock in the Company is not a basis for disqualifying a director as being independent.

6. Director Orientation and Continuing Education

All new directors must participate in the Company's Orientation Program, which should be conducted within two months of the annual meeting at which new directors are elected. This orientation will include presentations by senior management to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk-management issues, its compliance programs, its Code of Business Ethics, its principal officers, and its internal and independent auditors. In addition, the Orientation Program will include visits to Company headquarters and, to the extent practical, certain of the Company's significant facilities. All other directors are also invited to attend the Orientation Program.

The Board shall, from time to time, receive presentations by senior management regarding their respective areas. In addition, the Company shall reimburse directors for reasonable expenses relating to ongoing director education.

7. CEO Evaluation and Management Succession

The Compensation Committee will conduct an annual review of the CEO's performance, as set forth in its charter. The Board will review the Compensation Committee's report in order to ensure that the CEO is providing the best leadership for the Company in the long- and short-term.

The Nominating & Governance Committee will make an annual report to the Board on succession planning. The entire Board will work with the Nominating & Governance Committee to evaluate and nominate potential successors to the CEO. The CEO should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals, and the Nominating & Governance Committee will review such recommendations, evaluations and plans with the CEO and with the Board at least annually. In the event of the death or disability of the CEO, the Chairperson of the Nominating & Governance Committee will call a special meeting of the Board to discuss the Board's response to such development.

8. Annual Performance Evaluation

The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating & Governance Committee will receive comments from all directors and report annually to the Board with an assessment of the Board's performance. This assessment will be discussed with the full Board following the end of each

fiscal year. The assessment will focus on the Board's contribution to the Company and will include discussion focusing on areas in which the Board and management believe the Board could improve.

Adopted as of October 10, 2012