
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 240.14a-12

Graphic Packaging Holding Company

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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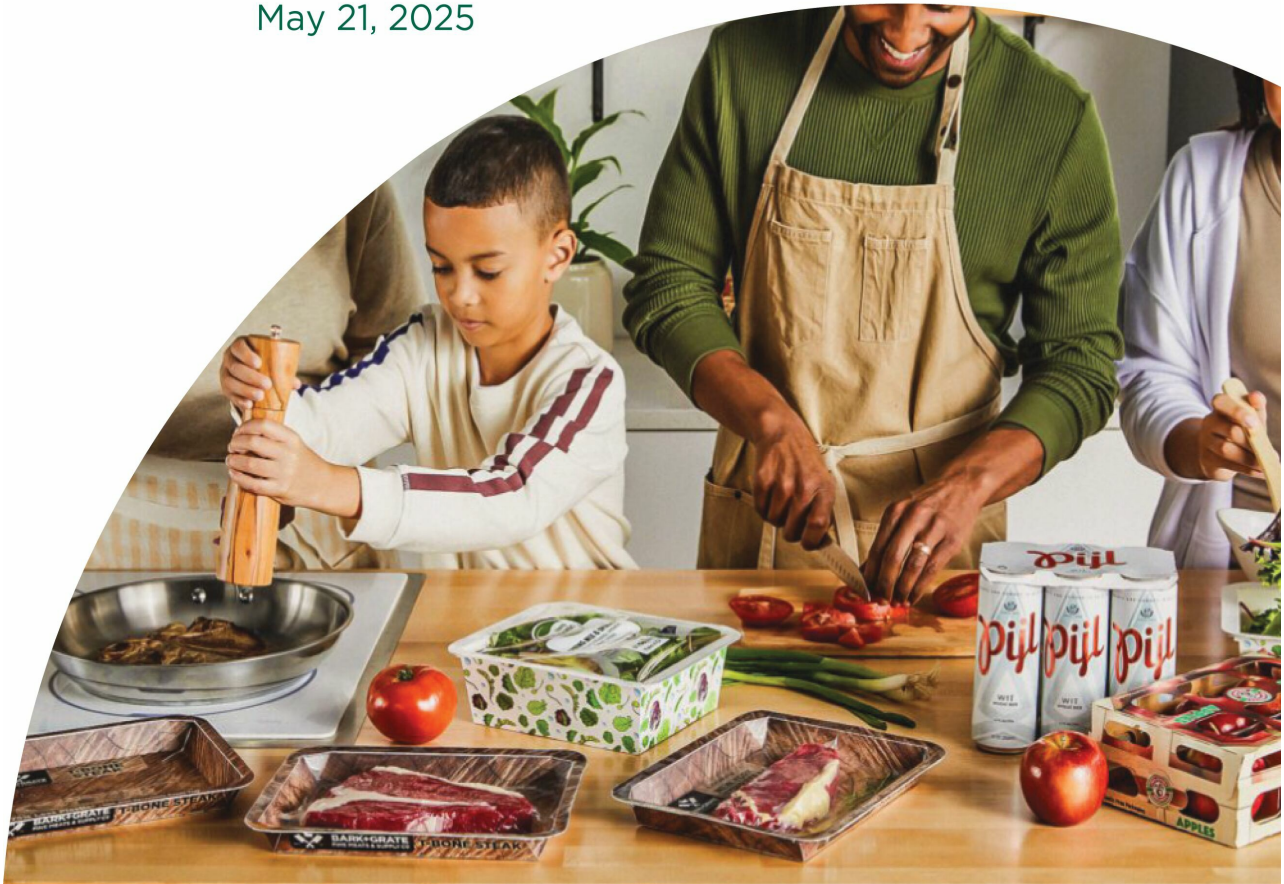
Graphic
Packaging

HOLDING COMPANY

2025

Proxy Statement

and Notice of Annual Meeting
of Stockholders on Wednesday,
May 21, 2025





April 7, 2025

Dear Graphic Packaging Holding Company Stockholders:

It is my pleasure to invite you to Graphic Packaging Holding Company's 2025 Annual Meeting of Stockholders, to be held at 1500 Riveredge Parkway, Atlanta, Georgia 30328, on Wednesday, May 21, 2025, at 10:00 a.m. local time.

The formal Notice of Annual Meeting and Proxy Statement are enclosed with this letter. The Proxy Statement describes the matters to be acted upon at the Annual Meeting. It also describes how our Board of Directors operates and provides compensation and other information about the management and Board of Directors of Graphic Packaging Holding Company.

Whether or not you plan to attend the Annual Meeting, your vote is important, and I hope you will vote as soon as possible. You may vote over the internet, by telephone or by mailing a proxy or voting instruction card. Voting over the internet, by telephone or by written proxy will ensure your representation at the Annual Meeting, regardless of whether you attend in person. If you hold your shares in your own name and choose to attend the Annual Meeting, you may revoke your proxy and personally cast your votes at the Annual Meeting. If you hold your shares through an account with a brokerage firm, bank or other nominee, please follow instructions from such firm to vote your shares.

Sincerely yours,

A handwritten signature in black ink that reads "Michael P. Doss".

Michael P. Doss
*President and
Chief Executive Officer*

Notice of 2025 Annual Meeting of Stockholders

Annual Meeting of Stockholders

Date and Time

Wednesday, May 21, 2025
10:00 a.m. local time

Location

1500 Riveredge Parkway
Atlanta, Georgia 30328

Record Date

March 24, 2025

Voting Matters

At the Annual Meeting of Stockholders, we will vote on the following proposals:

Proposal 1 Election of Directors

Proposal 2 Ratification of Independent Registered Public Accounting Firm

Proposal 3 Advisory Vote on Executive Compensation (Say-on-Pay)

Proposal 4 Elect Each Director Annually

Proposal 5 Amendments to Charter Documents to Implement a Simple Majority Vote

How to vote:



In Person

If your shares are registered directly in your name, you are considered a stockholder of record and you may vote in person at the Annual Meeting. If your shares are held beneficially through a bank or brokerage firm, your shares are considered to be held beneficially in street name. If your shares are held beneficially in street name and you wish to vote in person at the Annual Meeting, you will need to obtain a proxy from the bank or brokerage firm that holds your shares. Please note that even if you plan to attend the Annual Meeting in person, the Company recommends that you vote before the Annual Meeting.



Internet

Stockholders of Record should follow the "Vote by Internet" instructions on their Proxy Card. Stockholders who hold their shares beneficially in street name should vote by accessing the website specified on the voting instruction card provided by their bank or brokerage firm.



Telephone

Stockholders of Record should follow the "Vote by Phone" instructions on their Proxy Card. Stockholders who hold their shares beneficially in street name should vote by calling the number specified on the voting instruction card provided by their bank or brokerage firm.



Mail

Stockholders of record should complete, sign, date and mail the Proxy Card in the envelope provided. Stockholders who hold their shares beneficially in street name should complete, sign, date and mail the voting instruction card provided by their bank or brokerage firm.

YOUR VOTE IS VERY IMPORTANT.

EVEN IF YOU PLAN TO ATTEND THE ANNUAL MEETING OF STOCKHOLDERS IN PERSON, PLEASE AUTHORIZE YOUR PROXY OR DIRECT YOUR VOTE BY MAIL, INTERNET OR TELEPHONE AS DESCRIBED ABOVE.

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Helpful Resources

Where You Can Find More Information

Annual Meeting Information

Proxy Statement:

<https://investors.graphicpkg.com/company-information/annual-reports-proxy>

Annual Report:

<https://investors.graphicpkg.com/company-information/annual-reports-proxy>

Voting Your Proxy via the Internet Before the Annual Meeting:

www.proxyvote.com

Board of Directors

<https://investors.graphicpkg.com/corporate-governance/board-of-directors>

Communications with the Board

The process for communicating with one or more members of the Board is to send such communications to the address below indicating which members of the Board should receive such communication. The Chairman of the Board will then relay such communication as requested.

Graphic Packaging Holding Company
1500 Riveredge Parkway
Atlanta, Georgia 30328
Attn: Chairman of the Board

Governance Documents

<https://investors.graphicpkg.com/corporate-governance/governance-documents>

- Corporate Governance Guidelines
- Committee Charters
- Selected Corporate Policies and Disclosures

Code of Business Conduct and Ethics

graphicpkg.com/disclosures-and-company-policies/code-of-business-conduct-ethics/

Investor Relations

<https://investors.graphicpkg.com>

Sustainability

<https://www.graphicpkg.com/sustainability/>

Definition of Certain Terms or Abbreviations

| | | |
|---|--|--|
| 2021 ADJUSTED EBITDA | 2021 ADJUSTED EBITDA , as defined in the 2021 grant agreements for Performance Restricted Stock Units, is consolidated net income of Graphic Packaging Holding Company before equity income of unconsolidated subsidiaries, interest expense, and depreciation and amortization, as adjusted for: expenses related to merger, acquisition and disposition activities; refinancing or early retirement of debt; acquisition integration costs; and asset or goodwill write-downs (excluding inventory, receivables and write downs in the normal course of business); as well as other EBITDA adjustments for asset retirement and disposal costs; restructuring or reorganization activities (including businesses held for sale) and other unusual items. All adjustments are approved by the Compensation and Management Development Committee. | one-time unusual items. If an acquisition or divestiture occurs that was not previously included in setting the MIP performance measures, the Cash Flow Before Debt Reduction performance measure will be changed to reflect the expected impact on Cash Flow Before Debt Reduction including synergies. Actual Cash Flow before Debt Reduction will be calculated on a constant currency basis consistent with the performance measure. All adjustments are subject to approval by the Compensation and Management Development Committee. |
| 2021 ROIC | 2021 ROIC or Return on Invested Capital , as defined in the 2021 grant agreements for Performance Restricted Stock Units, is consolidated net income of Graphic Packaging Holding Company before equity income of unconsolidated subsidiaries, interest expense and income tax expense, as adjusted for: expenses related to merger, acquisition and disposition activities, refinancing or early retirement of debt; acquisition integration costs; and asset or goodwill write-downs, and gain/loss from asset sales (Adjusted EBIT") (including assets or businesses held for sale, but excluding inventory, receivables divided by Adjusted Net Debt plus adjusted Stockholder Equity, all as further adjusted for restructuring or reorganization activities. All adjustments are approved by the Compensation and Management Development Committee. | |
| 2024 ADJUSTED EBITDA | As used as a performance metric for 2023 Management Incentive Plan Awards is consolidated net income of Graphic Packaging Holding Company before equity income of unconsolidated subsidiaries, interest expense, income tax expense, and depreciation and amortization, as adjusted for: expenses related to merger, acquisition and disposition activities; refinancing or early retirement of debt; acquisition integration costs; and asset or goodwill write-downs (excluding inventory, receivables and write downs in the normal course of business); as well as other EBITDA adjustments for restructuring or reorganization activities (including businesses held for sale), costs related to significant non-routine capital activities and other unusual one-time items. If an acquisition or a vestiture occurs that was not previously included in setting the MIP performance measures, the performance measures will be changed to reflect the expected impact on Adjusted EBITDA including synergies. Actual Adjusted EBITDA will be calculated on a Constant currency basis consistent with the performance measure. All adjustments are subject to approval by the Compensation and Management Development Committee. | |
| 2024 CASH FLOW BEFORE DEBT REDUCTION | As used as a performance metric for 2024 Management Incentive Plan Awards is the year-over-year change in Graphic Packaging Holding Company net debt, as adjusted for merger, acquisition, disposition, share repurchase, asset sales, dividend and capital market activities, as well as other Cash Flow before Debt Reduction adjustments for restructuring or reorganization activities (including businesses held for sale) and other | |
| BOARD | The Board of Directors of Graphic Packaging Holding Company | |
| CEO | Chief Executive Officer | |
| CFO | Chief Financial Officer | |
| GPHC | Graphic Packaging Holding Company, a Delaware corporation | |
| CRB | Coated Recycled Board | |
| ESG | Environmental, Social and Governance Matters | |
| FYE | Fiscal Year End | |
| GAAP | Generally Accepted Accounting Principles in the United States | |
| LTIR | Lost Time Injury Rate | |
| LTIP | Long-Term Incentive Program | |
| MIP | Management Incentive Plan | |
| NEO | Named Executive Officer | |
| NET DEBT | Total Debt (Short-Term Debt, Long-Term Debt and Current Portion of Long-Term Debt) less Cash and Cash Equivalents | |
| NET LEVERAGE | Total Debt divided by Adjusted EBITDA | |
| NET ORGANIC SALES | The Company's net sales less open market paperboard sales (Paperboard Mills Segment) less impact of purchased sales from acquisitions less impact of pricing from converting sales, including price recovery from acquisitions less impact of foreign exchange | |
| NYSE | New York Stock Exchange | |
| ORGANIC REVENUE GROWTH | The percentage growth of organic revenue as defined by Net Sales – Open Market Sales – Sales from acquisitions closed with the last 12 months – FX impact | |
| PEO | Principal Executive Officer | |
| PFO | Principal Financial Officer | |
| RECORD DATE | March 24, 2025 | |
| RSU | Restricted Stock Unit | |
| SEC | Securities and Exchange Commission | |

Proxy Summary

This summary provides an overview of key information in this Proxy Statement. We encourage you to read the entire Proxy Statement before voting.

ANNUAL MEETING OF STOCKHOLDERS

Date and Time: Wednesday, May 21, 2025, 10:00 a.m. local time
Location: 1500 Riveredge Parkway
Atlanta, Georgia 30328
Record Date: March 24, 2025

VOTING MATTERS

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|------------------------|--|------------------------------|------|
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| Proposal No. 2: | Ratification of Independent, Registered Public Accounting Firm | Vote FOR ratification | 22 |
| Proposal No. 3: | Advisory Vote on Executive Compensation | Vote FOR approval | 50 |
| Proposal No. 4: | Elect Each Director Annually | No recommendation | 50 |
| Proposal No. 5: | Amendments to Charter Documents to Implement a Simple Majority Vote | Vote FOR approval | 51 |

2024 CORPORATE GOVERNANCE HIGHLIGHTS

- Currently separate Chairman of the Board and CEO structure
- No Director may serve on more than three other Boards of Directors, and the CEO may serve on no more than one other public company Board of Directors
- Director nominees who receive a majority of withhold votes are required to resign, subject to acceptance of such resignation by the Board
- Board mandatory retirement age of 72
- Directors and senior officers are subject to stock ownership guidelines
- Annual stockholder vote on "Say-on-Pay"
- No stockholder rights plan or "poison pill"
- Oversight of cybersecurity risks, mitigation efforts and incident disclosures delegated to the Audit Committee
- Oversight of ESG expressly delegated to the Nominating and Corporate Governance Committee
- Oversight of Company culture initiatives expressly delegated to the Compensation and Management Development Committee

2024 BUSINESS HIGHLIGHTS

- Launched Vision 2030
- Delivered Adjusted EBITDA Margin of 19.1%
- Achieved Innovation Sales Growth of \$205 million
- Returned \$322 million of capital to stockholders through dividends and share repurchases

(1) Adjusted EBITDA Margin is defined and reconciled to the most applicable GAAP measure in the Company's earnings release for the fourth quarter and full year 2024, filed with the SEC as Exhibit 99 to the Company's Report on Form 8-K filed on February 4, 2025.



**Proxy Statement
for the
Annual Meeting of Stockholders
on
May 21, 2025**

General Information

ANNUAL MEETING AND VOTING INFORMATION

This Proxy Statement is being furnished in connection with the solicitation by the Board of Graphic Packaging Holding Company of proxies to be voted at the 2025 Annual Meeting of Stockholders (the "Annual Meeting"). This Proxy Statement and the enclosed proxy card or notice of availability on the Internet will first be sent on or before April 7, 2025 to the Company's stockholders of record as of the close of business on the Record Date. References in this Proxy Statement to the "Company," "Graphic Packaging," "GPHC," "we," "us," and "our" or similar terms are to Graphic Packaging Holding Company.

Outstanding Shares

As of the close of business on the Record Date, there were 301,754,281 shares of the Company's common stock outstanding and entitled to vote. Stockholders are entitled to one vote for each share held on all matters to come before the Annual Meeting.

Who May Vote

Only stockholders who held shares of the Company's common stock at the close of business on the Record Date are entitled to notice of and to vote at the Annual Meeting or any adjournment thereof.

How Proxies Work

The Board of Directors is asking for your proxy. By giving the Board your proxy, your shares will be voted at the Annual Meeting in the manner you direct. If you return a signed proxy but do not specify how you wish to vote your shares, your shares will be voted "FOR" the election of each of the Director nominees, "FOR" the approval of the ratification of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm, "FOR" the proposal to approve the compensation paid to the Company's named executive officers, and "FOR" the amendments to the Company's Charter documents to implement a simple majority vote. Your shares will not be voted with respect to the proposal to elect each Director annually. The proxyholders will vote shares according to their discretion on any other matter properly brought before the Annual Meeting.

If for any reason any nominee for election as Director is unable or declines to serve as a Director, discretionary authority may be exercised by the proxyholders to vote for a substitute proposed by the Board.

If the shares you own are held beneficially in street name by a bank or brokerage firm, such firm, as the record holder of your shares, is required to vote your shares according to your instructions. To vote your shares, you will need to follow the directions your bank or brokerage firm provides to you. Under the rules of the NYSE, if you do not give instructions to your bank or brokerage firm, it will still be able to vote your shares with respect to certain "discretionary" items, but will not be allowed to vote your shares with respect to certain "non-discretionary" items. In the case of non-discretionary items, the shares will be treated as "broker non-votes." Banks and brokerage firms are allowed to exercise discretionary voting authority for beneficial owners who have not provided voting instructions only with respect to Proposal 2 set forth in this Proxy Statement and not with respect to any other proposal to be voted on at the Annual Meeting.

How to Vote Your 401(k) Plan Shares

If you participate in the Company's 401(k) Savings Plan or the Company's Hourly 401(k) Savings Plan (the "401(k) Plans"), you may give voting instructions as to the number of share equivalents held in your account as of the Record Date to the trustee of the 401(k) Plans. You provide voting instructions to the trustee, Fidelity Management Trust Company, by completing and returning the proxy card accompanying this Proxy Statement. The trustee will vote your shares in accordance with your duly executed instructions if received by 11:59 p.m. Eastern Time on May 16, 2025. If you do not send instructions, the trustee will not vote the number of share equivalents credited to your account.

You may also revoke voting instructions previously given to the trustee by filing either a written notice of revocation or a properly completed and signed proxy card bearing a later date with the trustee no later than 11:59 p.m. Eastern Time on May 16, 2025. Your voting instructions will be kept confidential by the trustee.

Quorum

In order to carry out the business of the Annual Meeting, there must be a quorum. This means that at least a majority of the outstanding shares eligible to vote must be represented at the Annual Meeting, either by proxy or in person. Proxies received but marked as abstentions and broker non-votes will be included in the calculation of the number of votes present at the Annual Meeting for purposes of calculating whether a quorum is present.

Votes Needed

The Director nominees receiving the largest number of votes cast are elected, up to the maximum number of Directors fixed by the Board to be elected at the Annual Meeting. As a result, any shares not voted, whether by abstention, broker non-vote or otherwise, have no effect on the election of Directors, except to the extent that the failure to vote for a particular nominee may result in another nominee receiving a larger number of votes. However, under the Company's Corporate Governance Guidelines, a nominee for director who receives a greater number of votes "withheld" than "for" is expected to tender his or her resignation to the Board promptly following certification of the election results. The Nominating and Corporate Governance Committee will consider any resignation tendered under this policy and recommend to the Board whether to accept or reject it. The Board will act on such resignation within 90 days following the certification of election results. A Director who tenders his or her resignation will not participate in the Nominating and Corporate Governance Committee's recommendation or in the Board's decision regarding whether to accept such resignation. Approval of Proposals 2, 3, and 4 requires the affirmative vote of holders of a majority of the shares present in person or by proxy and entitled to vote on such matter at the Annual Meeting. Approval of Proposal 5 requires the affirmative vote of 75% of the holders of the shares present in person or by proxy and entitled to vote on such matter at the Annual Meeting. An abstention with respect to these matters will have the effect of a vote against such proposal and broker non-votes will have no effect, as broker non-votes are not treated as shares entitled to vote.

Changing Your Vote

Shares of the Company's common stock represented by proxy will be voted as directed unless the proxy is revoked. Any proxy may be revoked before it is exercised by sending an instrument revoking the proxy or a proxy bearing a later date to the Company's Corporate Secretary. Any notice of revocation should be sent to: Graphic Packaging Holding Company, 1500 Riveredge Parkway, Atlanta, Georgia 30328, Attention: Corporate Secretary. Any proxy submitted over the Internet or by telephone may also be revoked by submitting a new proxy over the Internet or by telephone. A proxy is also revoked if the person who executed the proxy is present at the Annual Meeting and elects to vote in person. If you hold your shares through an account with a brokerage firm, bank or other nominee, please follow instructions from such firm to change or revoke your proxy.

Attending in Person

Only stockholders, their designated proxies and guests of the Company may attend the Annual Meeting. If your shares are held beneficially in street name, you must bring an account statement or letter from your brokerage firm or bank showing that you are the beneficial owner of shares of the Company's common stock as of the Record Date in order to be admitted to the Annual Meeting.

Internet Availability of this Proxy Statement and Form 10-K

The Company's Proxy Statement, 2024 Annual Report to Stockholders and 2024 Annual Report on Form 10-K are available on the Company's website at <https://investors.graphicpkg.com/company-information/annual-reports-proxy>.

ANNUAL REPORT

The Company's 2024 Annual Report accompanies this Proxy Statement. The Form 10-K for the fiscal year ended December 31, 2024 for GPHC is included in the Annual Report and is available without charge upon written request addressed to Graphic Packaging Holding Company, Investor Relations, 1500 Riveredge Parkway, Atlanta, Georgia 30328. The Company will also furnish any exhibit to the Form 10-K for the fiscal year ended December 31, 2024, if specifically requested.



Corporate Governance Matters

INFORMATION REGARDING THE BOARD OF DIRECTORS

Members, Standing Committees and Meetings of the Board of Directors

The table below shows the current members and chairs of the Board of Directors and each standing committee of the Board, the tenure and independence status of each Board member, the Audit Committee Financial Expert status of the members of the Audit Committee and the number of Board and committee meetings held during 2024.

| Director | Tenure on Board of Directors | Board of Directors | Audit Committee | Compensation and Management Development Committee | Nominating and Corporate Governance Committee |
|---------------------------|------------------------------|--------------------|-----------------|---|---|
| Aziz Aghili* | 3.1 Years | • | • | • | |
| Laurie Brlas | 6.2 Years | • | | • | • |
| Andrew P. Callahan*† | .7 Year | • | • | • | |
| Michael P. Doss# | 9.9 Years | • | | | |
| Robert A. Hagemann* | 10.9 Years | • | • | | • |
| Philip R. Martens | 11.4 Years | C | | | C |
| Mary K. Rhinehart* | 4.1 Years | • | • | • | |
| Dean A. Scarborough* | 6.7 Years | • | • | • | |
| Larry M. Venturelli* | 8.9 Years | • | C | | • |
| Lynn A. Wentworth | 15.4 Years | • | | C | • |
| <i>Number of Meetings</i> | | 5 | 6 | 5 | 3 |

• Member C Chair # Non Independent * Financial Expert † Elected to the Board on July 19, 2024.

Q. How does Graphic Packaging determine which Directors are independent?

- A. For purposes of this Proxy Statement, “independent” and “independence” have the meanings set forth under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the rules and regulations adopted thereunder by the SEC, the corporate governance listing standards of the NYSE, and the Company’s Corporate Governance Guidelines, all as in effect from time to time. A Director will not qualify as independent unless the Board affirmatively determines that the Director has no material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company). In addition, in accordance with the corporate governance listing standards of the NYSE, the Company will also apply the following standards in determining whether a Director is independent:
- A Director who is an employee of the Company, or whose immediate family member serves as one of the Company’s executive officers, may not be deemed independent until three years after the end of such employment relationship.
 - A Director who receives, or whose immediate family member receives, more than \$120,000 per year in direct compensation from the Company, other than Board 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), may not be deemed independent until three years after he or she ceases to receive more than \$120,000 per year in such compensation. Compensation received by a director for former service as an interim Chairman or Chief Executive Officer or other executive officer or compensation received by an immediate family member for service as one of the Company’s non-executive employees will not be considered in determining independence under this test.
 - A Director who is a partner or employee of a firm that is the Company’s internal or external auditor or whose immediate family member is a partner of such a firm or is a current employee of such a firm and personally works on the Company’s audit may not be deemed independent until three years after the end of the affiliation or the employment or auditing relationship.

- A Director who is employed, or whose immediate family member is employed, as an executive officer of another company where any of the Company's current executive officers at the same time serve on that company's compensation committee may not be deemed independent until three years after the end of such service or the employment relationship.
- A Director who is an employee, or whose immediate family member is an executive officer of a company that makes payments to, or receives payments from the Company for property or services in an amount which, in any single fiscal year, exceeds the greater of \$1 million or 2% of such other entity's consolidated gross revenues, may not be deemed independent until three years after falling below that threshold.

Applying these standards, the Board of Directors determined that all of the Company's Directors who served in 2024 were independent except Mr. Doss. Mr. Doss is not considered independent because he serves as an executive officer of the Company.

Q. What is the leadership structure of the Board of Directors?

- A. Pursuant to the Company's By-Laws, the Chairman of the Board of Directors is elected from time to time by the members of the Board of Directors. The By-Laws do not require, and the Board of Directors does not have a specific policy with respect to, the separation of the roles of the Chairman of the Board and the Chief Executive Officer. The By-Laws provide that the Chairman of the Board shall preside over each meeting of the stockholders of the Company and the Board of Directors and may have other duties and powers as conferred upon the Chairman by the Board of Directors. In accordance with the Company's Corporate Governance Guidelines, if the Chairman of the Board is the Chief Executive Officer, the independent directors are required to elect one independent director to serve as Lead Director. The Lead Director is responsible for, among other duties, assisting the Chairman in providing Board leadership and presiding over the regular executive sessions of the Board at which non-management Directors meet without management participation.

Mr. Philip A. Martens was elected by the Board to serve as Chairman on May 25, 2016, and has served as Chairman since that time. The Board believes that having an independent Board member serve as Chairman currently is appropriate. The Board believes that separating the roles of the Chairman and CEO is beneficial in part because it provides additional resources for managing the Board's functions, as well as experienced, independent oversight of management. In general, our Chairman of the Board will work with our CEO and other Board members to determine the Board's strategic priorities, while the CEO will be responsible for communicating the Board's guidance to management and implementing the Company's key strategic initiatives.

Q. Did any of the Company's Directors attend fewer than 75% of the meetings of the Board and their assigned committees?

- A. No. All of the Company's Directors attended at least 94% of the meetings of the Board and their assigned committees during 2024.

Q. What is the Company's policy on Director attendance at annual meetings of stockholders?

- A. Directors are expected to attend each annual meeting of stockholders but are not required to do so. All of the then-serving members of the Board of Directors attended the 2024 annual meeting of stockholders.

Q. Do the non-management Directors meet during the year in executive session?

- A. Yes, the non-management Directors met separately at regularly scheduled executive sessions during 2024 without any member of management being present. Mr. Martens, as Chairman, acted as the presiding Director at each executive session held by the Board.

Q. What does the Audit Committee do?

- A. The purpose of the Audit Committee is to assist the Board in overseeing the financial matters of the Company, such as the Company's financial statements, internal and independent auditors and audits, and other areas such

as legal and regulatory compliance that directly impact the Company's financial and risk profile. The Committee is responsible for, among other things, assisting the Board in its oversight of:

- the integrity of the Company's financial statements;
- compliance with legal and regulatory requirements;
- systems of internal accounting and financial controls;
- the performance of the annual independent audit of the Company's financial statements;
- the Company's independent auditor's qualifications and independence;
- the performance of the internal audit function;
- the review and approval or ratification (if appropriate) of transactions with related parties; and
- the status of the Company's information security, controls and reporting.

The Audit Committee is also responsible for preparing the Report of the Audit Committee in conformity with the rules of the SEC to be included in the proxy statement for the annual meeting of stockholders.

Q. What does the Compensation and Management Development Committee do?

A. The purpose of the Compensation and Management Development Committee is to ensure that the Company's compensation, integrated talent management and succession planning programs support the growth and success of the Company without creating incentives that encourage unnecessary risk-taking. Specifically, the Compensation and Management Development Committee does the following:

- establish and regularly review and approve all compensation and benefits plans and programs in which the CEO and the other executive officers participate;
- review and approve all equity compensation plans;
- evaluate the alignment between compensation philosophy, plan design and achievement of short and long-term financial and other results, including the development of a growth-oriented culture;
- review the Company's compensation practices, policies and programs for executive officers and other employees to ensure that they do not encourage unnecessary or excessive risk-taking;
- annually review the Company's integrated talent management and succession planning strategy;
- direct the annual process for evaluating the CEO's performance and compensation;
- annually review and approve all compensation arrangements of the executive officers;
- evaluate and approve awards of restricted stock units or other types of equity compensation;
- review the Company's retirement and savings plans from time to time; and
- annually review compliance with the executive stock ownership requirements and clawback policy.

Q. Did the Compensation and Management Development Committee engage a compensation consultant to assist it in making recommendations to the Board of Directors regarding the amount or form of compensation paid to executive officers?

A. Yes, the Compensation and Management Development Committee engaged Willis Towers Watson US LLC ("WTW") to serve as an independent compensation consultant to the Compensation and Management Development Committee. Representatives from WTW attended Compensation and Management Development Committee meetings and advised the Compensation and Management Development Committee on compensation trends, best practices and regulatory compliance issues, in addition to conducting executive compensation benchmarking analysis. While representatives from WTW work with members of management to collect information and prepare materials for the Compensation and Management Development Committee and assisted the Company in its compliance with the Pay versus Performance rules and calculations, such

representatives report directly to the Compensation and Management Development Committee and the decision to retain WTW is made solely by the Compensation and Management Development Committee.

Q. Did WTW provide any services other than executive compensation advisory services in 2024?

A. WTW was hired primarily to assist the Compensation and Management Development Committee in its review of executive compensation practices, including regulatory compliance issues. During 2024, WTW also provided information and support to the Committee and the Company with respect to calculation of the Total Shareholder Return ("TSR") metric applicable to Performance-Based RSUs, the Pay versus Performance calculations, modeling and drafting support related to the 2024 Omnibus Plan, market data and analysis for the Nominating and Corporate Governance Committee regarding compensation for non-employee directors, and access to ongoing education on a wide range of compensation and benefits topics. WTW also provided health and welfare benefits consulting and brokerage services to the Company, which are managed separately and not related to the executive compensation services provided to the Committee.

Q. Does the Company have compensation policies and practices that create risks that are reasonably likely to have a material adverse effect on the Company?

A. No, the Company does not believe its compensation policies and practices for its employees create risks that are reasonably likely to have a material adverse effect on the Company. The Company uses performance measures in its short-term and long-term incentive programs that encourage employees to focus on achieving Company-wide profitability and strategic goals. In addition, the design and payout of the Company's incentive programs are reviewed annually by the Company's compensation consultant for provisions or practices that might encourage unnecessary or excessive risk-taking and are subject to the review and approval of the Compensation and Management Development Committee and, with respect to the compensation of the President and CEO, the full Board of Directors.

Q. Does the Compensation and Management Development Committee have any interlocks with other compensation committees?

A. Ms. Brlas, Ms. Rhinehart and Ms. Wentworth, as well as Messrs. Aghili, Callahan and Scarborough served as members of the Compensation and Management Development Committee during 2024. None of these members is or has ever been an officer or employee of the Company. No member had any relationship requiring disclosure as a compensation committee interlock during 2024.

Q. What does the Nominating and Corporate Governance Committee do?

A. The Nominating and Corporate Governance Committee is responsible for, among other things, identifying qualified individuals for nomination to the Board, recommending new members to the Board, providing orientation and training for new directors, developing and recommending a set of corporate governance principles to the Board, and overseeing the annual evaluations of the Board and its committees and management. In addition, the Nominating and Corporate Governance Committee is responsible for reviewing the Company's policies and practices for consistency with its responsibility for ESG matters and oversees the Company's ESG programs and publications.

Q. What steps does the Board take to exercise its oversight responsibility for the Company's strategic direction and progress toward achieving its Vision 2030 financial and sustainability goals?

A. The Board reviews the Company's strategic direction and initiatives each year when it reviews and approves the Company's long-range plan. The Board will review and evaluate the Company's progress toward achieving its Vision 2030 sustainability goals each year when it reviews and approves the annual operating plan. In addition, each of the standing committees of the Board reviews and evaluates specific financial, operational and reputational risks that could affect the Company's ability to meet its financial and sustainability goals.

BOARD AND COMMITTEE OVERSIGHT OF RISK MANAGEMENT

Full Board

As set forth in the Company's Corporate Governance Guidelines, the Board is responsible for reviewing, approving and monitoring business strategies and financial performance, and ensuring processes are in place for maintaining the integrity of the Company in financial reporting, legal and ethical compliance matters, and in relationships with customers, suppliers, employees, the community and stockholders. The Board fulfills these responsibilities through a number of different practices, including the approval of each annual operating plan and long-term strategic plan, the review of actual results against such plans at each regular Board meeting, and specific review and approval of significant corporate actions such as acquisitions and divestitures, plant rationalizations and major projects involving significant capital spending. In addition, the Board oversees areas of particular risk through its Audit Committee, Compensation and Management Development Committee and Nominating and Corporate Governance Committee, each of which provides a report to the full Board of Directors at each regular Board meeting.



Audit Committee

The Audit Committee has oversight responsibility for the quality and integrity of the Company's financial statements, the performance of the Company's internal audit function and the Company's compliance with legal and regulatory requirements. To fulfill these responsibilities, the Audit Committee routinely discusses and evaluates (i) audit findings and issues with the Company's Chief Financial Officer and independent auditors, (ii) internal controls, processes and issues with the Company's Senior Vice President and Chief Audit Risk and Compliance Officer (who reports directly to the Chairman of the Audit Committee and the Chief Financial Officer), (iii) legal and regulatory compliance issues with the Company's Executive Vice President, General Counsel and Secretary, and (iv) the status of the Company's information security and controls with the Company's Chief Information Officer. The Committee also periodically reviews and evaluates the Company's policies with respect to risk assessment and risk management, including discussion of the Company's major financial risk exposures and the steps that management has taken to monitor and control such exposures. The Board has also delegated to the Audit Committee oversight responsibility for the Company's information security, controls and reporting. In addition to these activities, the Audit Committee reviews each of the Company's Annual Report on Form 10-K and its Quarterly Reports on Form 10-Q and has the opportunity to discuss such reports with management of the Company and the Company's independent auditors prior to the filing of such reports with the SEC.



Compensation and Management Development Committee

The Compensation and Management Development Committee has oversight responsibility for any risks to the Company inherent in the structure of the Company's compensation programs for its employees. Pursuant to its Charter, the Compensation and Management Development Committee reviews and approves the Company's general compensation philosophy, incentive and equity compensation plans, health and welfare plan offerings and retirement plans for all employees to ensure that they do not encourage unnecessary or excessive risk-taking. In addition, the Compensation and Management Development Committee reviews and approves all compensation arrangements and awards relating to the Company's executive officers, with all compensation arrangements of the President and CEO of the Company being reviewed and approved for recommendation to the full Board of Directors for final approval. Through its review of these programs and arrangements, as well as its oversight of the Company's talent management and succession practices, the Compensation and Management Development Committee and the Board has visibility into and exercises oversight over the financial and other risks, such as retention of key management and the ability to attract, retain, motivate, and reward high-performing talent, affected by the Company's compensation and benefits programs.



Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee has oversight responsibility for Board and Committee succession, as well as Board members' and Board and Committee Chair compensation. In addition, the Nominating and Corporate Governance Committee reviews and recommends policies and practices such as the stockholding guidelines for directors and senior executives. The Nominating and Corporate Governance Committee also reviews the Company's policies and practices for consistency with its responsibility for ESG matters and oversees the Company's ESG programs and publications, such as the annual ESG report.

OVERSIGHT OF ESG MATTERS

ESG matters inform our decisions about how we operate and grow our business, protect our environment and support our employees. In recognition of the importance of ESG matters to the Company, we believe that a two-tiered level of oversight provides the best structure to integrate consideration of ESG risks and opportunities into our overall business strategy and help us meet the changing demands of all our stakeholders – stockholders, customers, employees and communities. Our Board of Directors is responsible for the oversight of our sustainability strategy, governance standards, goals and performance and has assigned principal oversight of our sustainability policy and practices to the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee considers current and emerging social and environmental trends, as well as major legislative and regulatory developments and other public policy issues that may impact our business operations or stakeholders. The Committee also reviews the Company's policy and practices for consistency with its ESG commitments, including goals, performance metrics, and public reporting and makes recommendations to the Board and management. In addition, oversight of governance matters such as enterprise risk management and cybersecurity risk, as well as oversight of controls and procedures related to reporting ESG data, are assigned to the Audit Committee, while oversight of a range of human capital and social matters related to the effective recruitment, development and retention of talent necessary to support the long-term success of the Company is the responsibility of the Compensation and Management Development Committee.

In August 2024, the Company published its 2023 ESG Report, which is available on the Company's website at www.graphicpkg.com/sustainability/sustainability-reporting. In addition, in 2024 the Company was recognized for the third year in a row by Fortune as one of the world's most admired companies, announced its ambition to achieve net zero greenhouse gas emissions by 2050, and reaffirmed its commitment as a participant in the UN Global Compact.

COMPANY CULTURE AND ENGAGEMENT INITIATIVES

Graphic Packaging works to enable a safe, engaged, and customer-focused culture, and has a solid record of delivering outstanding results for its customers across the globe. As a leading innovator in consumer packaging, a deep understanding of the widest range of consumers is essential to the success of our designs and product execution for our customers. As such, the Company seeks to recruit and retain talented employees whose perspectives and experience are broadly representative of the consumers our customers serve.

Similarly, strong relationships with the communities in which the Company operates have a substantial impact on hiring costs, retention rates, employee engagement, operating performance and safety. The Company therefore seeks to build and maintain strong and capable teams broadly representative of those communities. The Company believes that its recent safety performance is among the best in the industry, and considers employee engagement to be critical to maintaining and improving upon that level of safety performance.

The Compensation and Management Development Committee of our Board of Directors annually reviews the processes and practices related to talent and engagement to ensure the equitable treatment of all employees, and alignment with the Company's strategic objectives.

Our employees play a crucial role as well, and we rely on their insights and feedback to assess our culture and identify areas for improvement. In 2024, we conducted a global employee engagement survey in partnership with Gallup, resulting in 87% of our employees sharing their voice – a significant increase in participation compared to the previous year. The results of this survey were shared with our entire employee population, and action plans have been created at the local level in facilities around the globe to identify and execute opportunities to enhance the employee experience. The Company has a number of initiatives underway to drive employee engagement higher.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

The Board recognizes that Related Party Transactions (as defined below) can present potential or actual conflicts of interest and create the appearance that Company decisions are based on considerations other than the best interests of the Company and its stockholders. In March 2007, the Board of Graphic Packaging Corporation (the publicly-traded predecessor to the Company, "GPC") delegated authority to the Audit Committee to review and approve Related Party Transactions, and the Audit Committee has adopted a Policy Regarding Related Party Transactions.

The Policy Regarding Related Party Transactions defines a "Related Party Transaction" as any transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) in which (a) the aggregate amount involved will or may be expected to exceed \$120,000 in any fiscal year, (b) the Company is a participant, and (c) any Related Party (as defined below) has or will have a direct or indirect interest, other than an interest that arises solely as a result of being a director or beneficial owner of less than 10% of another entity. The policy defines a "Related Party" as any (a) person who is or was since the beginning of the last fiscal year an executive officer, director or nominee for election as a director of the Company, (b) any beneficial owner of more than 5% of the Company's common stock, (c) an immediate family member of any of the foregoing, or (d) any firm, corporation or other entity in which any of the foregoing is employed, is a principal or serves in a similar position, or has a beneficial ownership of more than 5%.

The Policy Regarding Related Party Transactions provides that the Audit Committee shall review all of the material facts and circumstances of all Related Party Transactions and either approve, ratify or disapprove of the entry into the Related Party Transaction. In determining whether to approve a Related Party Transaction, the Audit Committee will take into account, among other factors it deems appropriate, whether the Related Party Transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances, the benefits to the Company, the extent of the Related Party's interest in the transaction, and if the Related Party is a director or a nominee for director, the impact on such director's independence. The policy provides that certain Related Party Transactions, including certain charitable contributions, transactions involving competitive bids and transactions in which all stockholders receive proportional benefits, are pre-approved and do not require an individual review by the Audit Committee. You may find a copy of the Policy Regarding Related Party Transactions on the Company's website at www.graphicpkg.com/corporate-governance/governance-documents.

GOVERNANCE DOCUMENTS

The Company will provide printed copies of the charters of the Audit Committee, Compensation and Management Development Committee and Nominating and Corporate Governance Committee, as well as the Policy Regarding Related Party Transactions, the Code of Business Conduct and Ethics and the Corporate Governance Guidelines to any person without charge upon request.

Proposal 1 — Election of Directors

The Company's Board of Directors currently has ten members divided into three classes, with one class being elected each year for a three-year term. The three nominees standing for election as Class III Directors are: Ms. Brlas, Mr. Hagemann and Mr. Alessandro Maselli. Ms. Rhinehart, currently a member of the Board, is not standing for re-election.

If elected, each Class III nominee will serve three consecutive years with the term expiring in 2028 and until a successor is elected and qualified. The election of the Director nominees is by plurality vote, which means that the three nominees receiving the highest number of affirmative votes will be elected. Under the Company's Corporate Governance Guidelines, any nominee who receives a greater number of votes "withheld" than "for" votes in an uncontested election is expected to tender to the Board his or her resignation as a Director promptly following certification of the election results. The Nominating and Corporate Governance Committee will then consider such resignation and recommend to the Board whether to accept or reject it and the Board will act on such resignation within 90 days following the certification of election results.

If at the time of the Annual Meeting, any of the nominees identified above is unable or unwilling to serve as a Director for any reason, which is not expected to occur, the persons named as proxies will vote for such substitute nominee or nominees, if any, as shall be designated by the Board.

Set forth below is certain information regarding the Director nominees and each of the incumbent Directors whose term will continue after the Annual Meeting, including the particular experience, qualifications and skills that led the Board to conclude that the Director nominee or incumbent Director is qualified to serve as a Director of the Company. There are no family relationships among any Directors or executive officers of the Company.

INFORMATION CONCERNING THE NOMINEES

Class III Directors — Terms to Expire in 2028



Laurie Brlas

Former Executive Vice President and Chief Financial Officer, Newmont Mining Corporation

Biographical Information:

Laurie Brlas, 67, joined the Company's Board on January 11, 2019. In December 2016, Ms. Brlas retired from Newmont Mining Corporation ("Newmont"), a mining industry leader in value creation and sustainability. Ms. Brlas joined Newmont in 2013 and served as Executive Vice President and Chief Financial Officer until October 2016. From 2006 through 2013, Ms. Brlas held various positions of increasing responsibility with Cliffs Natural Resources, most recently she served as Chief Financial Officer and then as Executive Vice President and President, Global Operations. Prior to that, Ms. Brlas served as Senior Vice President and Chief Financial Officer of STERIS Corporation from 2000 through 2006 and from 1995 through 2000, Ms. Brlas held various positions of increasing responsibility with Office Max, Inc. Most recently, Ms. Brlas served as Senior Vice President and Corporate Controller. Ms. Brlas currently serves on the Board of Directors of Albemarle Corporation, a specialty chemical company, and Autoliv, Inc., a global automotive safety supplier.

Qualifications:

The Board concluded that Ms. Brlas is qualified to serve as a Director of the Company because of her previous executive leadership roles at several large public companies, including serving as Executive Vice President and Chief Financial Officer of Newmont Mining Corporation, as well as her extensive board and corporate governance experience on a number of public boards of directors.



**Robert A.
Hagemann**

*Former Senior Vice
President and Chief
Financial Officer,
Quest Diagnostics
Incorporated*

Biographical Information:

Robert A. Hagemann, 68, joined the Company's Board on May 21, 2014. Mr. Hagemann, who is currently retired, was most recently Senior Vice President and Chief Financial Officer of Quest Diagnostics Incorporated ("Quest") from May 2003 to July 2013. Prior to that, Mr. Hagemann served as Vice President and Chief Financial Officer of Quest from August 1998. Mr. Hagemann joined a predecessor company, Corning Life Sciences, Inc. ("Corning"), a subsidiary of Quest's former parent, Corning Incorporated, in 1992, and held a variety of senior financial positions before being named Vice President and Corporate Controller of Quest in 1996. Prior to joining Corning, Mr. Hagemann was employed by Prime Hospitality, Inc. and Crompton & Knowles, Inc. in senior financial positions. He was also previously employed by Arthur Young & Co., a predecessor company to Ernst & Young. Mr. Hagemann serves on the Board of Directors of Zimmer Biomet Holdings, Inc. and Ryder System, Inc.

Qualifications:

The Board concluded that Mr. Hagemann is qualified to serve as a Director of the Company because of his 15 years of experience as the Chief Financial Officer of Quest Diagnostics, as well as his experience as a board member of both Zimmer Biomet Holdings, Inc. and Ryder System, Inc. Mr. Hagemann serves as Chairman of the Audit Committee and a member of the Corporate Governance Committee for Zimmer Biomet Holdings, Inc. In addition, Mr. Hagemann serves as a member of the Audit Committee and the Finance Committee for Ryder System, Inc. Mr. Hagemann also has extensive acquisition experience, having completed and integrated numerous acquisitions over the course of his career.



**Alessandro
Maselli**

*Director, President and
Chief Executive Officer
Catalent Pharma
Solutions*

Biographical Information:

Alessandro Maselli, age 53, has served as the President and Chief Executive Officer of Catalent Pharma Solutions and as a member of its Board of Directors since July 2022. He previously served as the company's President & Chief Operating Officer since February 2019. Mr. Maselli joined Catalent in 2010 as Director of Operations at Catalent's pharmaceutical, nutritional and cosmetics plant in Aprilia, Italy. In 2013, he was appointed General Manager of Zydis® operations at Catalent's facility in Swindon, U.K., in 2015 he became Vice President of Operations, Europe, for Catalent's Drug Delivery Solutions business unit, and in 2016 he was named Catalent's Senior Vice President, Global Operations. Prior to his service at Catalent, Mr. Maselli held operational and business leadership roles at Alstom SA and SGS SA. From 1998 to 2006, he held roles of increasing responsibility from process engineer to operations director at ABB Group. Mr. Maselli began his career as an automation systems engineer in the food industry.

Qualifications:

The Board concluded that Mr. Maselli is qualified to serve as a Director of the Company because he has over ten years of senior executive experience, including his current service as the President and Chief Executive Officer of Catalent, as well as experience leading European companies and operations. In addition, he currently serves as a director on a U.S. public company's board of directors.

INFORMATION REGARDING CONTINUING DIRECTORS

Class I Directors — Terms to Expire in 2026



Andrew P. Callahan

Operating Advisor
Clayton, Dublier & Rice,
LLC

Biographical Information:

Andrew (“Andy”) Callahan, 59, joined the Company’s Board on July 19, 2024. Andy is an Operating Advisor for Clayton Dublier & Rice, a private investment firm. Previously Mr. Callahan served as President, Chief Executive Officer and Executive Director of Hostess Brands until its acquisition by the JM Smucker Company in 2023. From 2014 to 2017, Mr. Callahan held two President-level roles at Tyson Foods, Inc., where he led its multi-billion dollar retail foodservice and international divisions and oversaw the integration of \$8.4 billion acquisition of Hillshire Brands. Callahan served as President (Retail) at Hillshire Brands and in three senior leadership positions at Sara Lee Corporation, where he joined in 2009 following a 14-year career at Kraft Foods. Before joining Kraft Foods, Mr. Callahan was a Naval Flight Officer in the United States Navy. Mr. Callahan currently is serving as a Director at Harry’s Inc., a leading retail consumer products company.

Qualifications:

The Board concluded that Mr. Callahan is qualified to serve as a Director of the Company because of his executive leadership experience at Kraft Foods, Sara Lee Corporation, Hillshire Brands, Tyson Foods, Inc. and Hostess Brands, all of which are leading food manufacturers in the United States. Mr. Callahan also has experience integrating large acquisitions, having overseen the integration of Hillshire Brands into Tyson Foods, Inc.



Michael P. Doss

President and Chief Executive Officer,
Graphic Packaging Holding Company

Biographical Information:

Michael P. Doss, 58, is the President and Chief Executive Officer of the Company. He was elected to the Board of Directors on May 20, 2015. Prior to January 1, 2016, Mr. Doss held the position of President and Chief Operating Officer from May 20, 2015 through December 31, 2015 and Chief Operating Officer from January 1, 2014 until May 19, 2015. Prior to these positions, he served as the Executive Vice President, Commercial Operations of the Company. Prior to this, Mr. Doss held the position of Senior Vice President, Consumer Packaging Division. Prior to March 2008, he served as Senior Vice President, Consumer Products Packaging of Graphic Packaging Corporation since September 2006. From July 2000 until September 2006, he was the Vice President of Operations, Universal Packaging Division. Mr. Doss was Director of Web Systems for the Universal Packaging Division prior to his promotion to Vice President of Operations. Since joining Graphic Packaging International Corporation in 1990, Mr. Doss has held positions of increasing management responsibility, including Plant Manager at the Gordonsville, TN and Wausau, WI plants. Mr. Doss serves on the Board of Directors for the American Forest & Paper Association, the Sustainable Forest Initiative, the Paper Recycling Coalition, the Atlanta Area Council of the Boy Scouts of America, the Metro Atlanta Chamber of Commerce, the Woodruff Arts Center, the American Bird Conservancy, and Regal Rexnord Corporation (RRX).

Qualifications:

The Board concluded that Mr. Doss is qualified to serve as a Director of the Company because of his detailed knowledge of the Company and its business, having served in various senior management and operational roles with the Company or its predecessors since 1990. Mr. Doss also has significant financial management training, as he received a Master of Business Administration degree in Finance from Western Michigan University and has had supervisory responsibility for the Chief Financial Officer since becoming the President and Chief Executive Officer of Graphic Packaging Holding Company in January 2016.



Dean A. Scarborough

Former Chief Executive Officer, Avery Dennison Corporation

Biographical Information:

Dean A. Scarborough, 69, joined the Company's Board on July 27, 2018. In May 2016, Mr. Scarborough retired as Chief Executive Officer of Avery Dennison Corporation ("Avery"), a leader in packaging and labeling solutions with \$6 billion in annual sales. Mr. Scarborough joined Avery in 1983 and served in a series of positions of increasing responsibility. In 1990, he was promoted to Vice President and General Manager of Label and Packaging Materials' North American division. Five years later, he moved to the Netherlands and led Label and Packaging Materials Europe. Returning to the U.S. in 1997, he was appointed group Vice President, Label and Packaging Materials North America and Labels and Packaging Materials Europe. Two years later, he was promoted to group Vice President, Label and Packaging Materials Worldwide. In 2000, he was elected President and Chief Operating Officer. From 2005 until his retirement in 2016, Mr. Scarborough served as President and Chief Executive Officer and as Chairman of the Board from 2010 to 2016. He retired as Chairman of the Board of Avery in 2019. Additionally, Mr. Scarborough was on the Board of Directors of Cardinal Health, Inc. until November 7, 2022, and currently serves as a director of Beontag, Inc.

Qualifications:

The Board concluded that Mr. Scarborough is qualified to serve as a Director of the Company because of his service as the Chief Executive Officer of Avery Dennison Corporation, a publicly-traded packaging and labeling solutions company, and also formerly served as the Chairman of the Board of Directors of such Company. In addition, Mr. Scarborough served for over ten years on the Board of Directors of Mattel, Inc., the world's largest toy brand. He brings extensive experience in building brand and stockholder value to the Company.



Larry M. Venturelli

Former Executive Vice President and Chief Financial Officer, Whirlpool Corporation

Biographical Information:

Larry M. Venturelli, 64, joined the Company's Board on May 25, 2016. Mr. Venturelli is the former Executive Vice President and Chief Financial Officer of Whirlpool Corporation, the world's leading global manufacturer of home appliances, and he served in this capacity from January 2012 to August 2016, retiring from the company in February 2017. He joined Whirlpool as Assistant Corporate Controller in 2002. He held a number of positions of increasing leadership accountability in the Investor Relations and Global Finance organizations, serving as Senior Vice President, Corporate Controller, Chief Accounting Officer and Chief Financial Officer for Whirlpool International. Prior to joining Whirlpool, Mr. Venturelli held various financial positions at Royal Caribbean Cruises, Campbell Soup Company and Quaker Oats.

Qualifications:

The Board concluded that Mr. Venturelli is qualified to serve as a Director of the Company because he has over 30 years of corporate finance experience, including approximately five years of experience as the Chief Financial Officer and 4 years as the Corporate Controller of Whirlpool Corporation, a U.S. manufacturing company with revenues exceeding \$20 billion. In addition, Mr. Venturelli has 16 years of experience working for U.S. food products companies and has served as the head of Investor Relations.

Class II Directors — Terms to Expire in 2027
**Aziz Aghili**

Former Executive Vice President and President, Heavy Vehicles Group, Dana

Biographical Information:

Aziz Aghili, 66, joined the Company's Board on March 1, 2022. Mr. Aghili previously served as Executive Vice President and President, Heavy Vehicle Group of Dana Incorporated, a global leader in drivetrain and e-propulsion systems for commercial and industrial vehicles. Mr. Aghili joined Dana Incorporated in 2009 as President of Dana Europe, before being named President of Dana Asia-Pacific in 2010, President of Off Highway Driveline Technologies in 2011, Executive Vice President and President of Highway Driveline Technologies in 2012, and to Executive Vice President and President, Heavy Vehicle Group in 2021. During his time with Dana, Mr. Aghili has also led the company's Global Aftermarket group. Prior to joining Dana Incorporated, Mr. Aghili spent more than 20 years at Meritor, where he most recently served as Vice President and General Manager of Body Systems, a \$1.4 billion division with 24 global manufacturing facilities based in Europe. Additionally, he held strategic leadership positions around the world, including Vice President and General Manager of Asia Pacific and Vice President of Global Procurement, Commercial Marketing, and Business Development – Asia Pacific. Mr. Aghili also spent several years in the U.S., Malaysia, and Australia. Before joining Meritor, he worked for Nissan Motor Company and General Electric Plastics. Mr. Aghili is a member of the Board of Directors of Columbus McKinnon Corporation and NFI Group Inc.

Qualifications:

The Board concluded that Mr. Aghili is qualified to serve as a Director of the Company because he has over 30 years of experience managing manufacturing businesses and has extensive international business experience, particularly in Europe and Asia. In addition, Mr. Aghili has served on the Board of Directors of another public company, Columbus McKinnon Corporation since 2018 and joined the Board of Directors of NFI Group Inc. in January 2025.

**Philip R. Martens**

Former President and Chief Executive Officer, Novelis Inc.

Biographical Information:

Philip R. Martens, 64, was appointed Chairman of the Company's Board of Directors on May 25, 2016. He joined the Company's Board on November 21, 2013. Mr. Martens is the former President and Chief Executive Officer of Novelis Inc., a rolled aluminum manufacturing company, and he served in this capacity from 2009 to 2015. Prior to his employment with Novelis, Mr. Martens served as Senior Vice President of light vehicle systems for ArvinMeritor Inc., a distributor for engine and transmission parts, and President and Chief Executive Officer designate of Arvin Innovation, a leading global provider of dynamic motion and control automotive systems. Prior to that, Mr. Martens served as President and Chief Operations Officer of Plastech Engineered Products. From 1987 to 2005, he held various engineering and leadership positions at Ford Motor Company, most recently serving as group Vice President of product creation. Mr. Martens is also Chairman of the Board of International Automotive Components.

Qualifications:

The Board concluded that Mr. Martens is qualified to serve as a Director of the Company because he has over 25 years of senior management experience, including serving as Chief Executive Officer of two public manufacturing companies, including a company which is significantly larger than Graphic Packaging Holding Company. Mr. Martens also has extensive experience in international operations and business in Europe, South America and Asia where the Company currently has operations.



**Lynn A.
Wentworth**

*Former Senior Vice
President, Chief
Financial Officer
and Treasurer,
BlueLinx Holdings
Inc.*

Biographical Information:

Lynn A. Wentworth, 66, joined Graphic Packaging Holding Company's Board on November 18, 2009. Ms. Wentworth is the former Senior Vice President, Chief Financial Officer and Treasurer of BlueLinx Holdings Inc., a building products distributor, where she served from January 2007 until February 2008. Prior to joining BlueLinx, she was most recently, Vice President and Chief Financial Officer for BellSouth Corporation's Communications Group and held various other positions there from 1985 until 2007. She is a certified public accountant. Ms. Wentworth was also appointed to the Board of Directors for CyrusOne, Inc. in May 2014, and was elected the Chairman of the Board on May 18, 2021. She also serves as chair of the Audit and Finance Committee and as a member of the Transaction Committee and Compensation Committee for CyrusOne. Ms. Wentworth was elected to the Board of Directors of Benchmark Electronics, Inc. on June 25, 2021, and also serves as the Chairman of the Audit Committee. She was also elected to the Board of Directors of Lineage, Inc., a privately held cold storage REIT on July 1, 2022, and serves as the Chairman of the Audit Committee. She is the former Chairman of the Board of CyrusOne, Inc. and Cincinnati Bell, Inc.

Qualifications:

The Board concluded that Ms. Wentworth is qualified to serve as a Director of the Company because she has over 30 years of public accounting and corporate finance experience, including her service as the Chief Financial Officer of BlueLinx Holdings, Inc., a public company, and the Communications Group of BellSouth Corporation, as well as her extensive board and corporate governance experience.

CRITERIA FOR POTENTIAL DIRECTORS

The Company's Board is responsible for selecting nominees for election as Directors by stockholders and for filling vacancies on the Board. The Nominating and Corporate Governance Committee is responsible for identifying and recommending to the Board individuals for nomination as members of the Board and its committees and, in this regard, reviewing with the Board on an annual basis the current skills, background and expertise of the members of the Board, as well as the Company's future and ongoing needs. This assessment is used to establish criteria for identifying and evaluating potential candidates for the Board. However, as a general matter, the Nominating and Corporate Governance Committee seeks individuals with significant and relevant business experience who demonstrate:

- the highest personal and professional integrity;
- commitment to driving the Company's success;
- an ability to provide informed and thoughtful counsel on a range of issues; and
- exceptional ability and judgment.

The Nominating and Corporate Governance Committee regularly assesses the skills, background and expertise of the members of the Board and identifies the Company's needs. As part of this process, the Nominating and Corporate Governance Committee strives to select nominees with relevant business experience, the personal characteristics described above and a wide variety of skills and perspectives informed by different cultural and life experiences. The table below highlights certain experiences, skills and knowledge held by each of our continuing Directors and Nominees that are relevant to the Company's business. The table reflects information provided by each of our Directors in their responses to our annual Director's Questionnaire. The table is a summary and is not intended to be a complete list of each Director's or Nominee's skills or contributions to the Board. No one experience, skill or attribute is dispositive in the Board's decision to nominate or re-nominate an individual to our Board of Directors.

DIRECTORS' SKILLS MATRIX

| Skills* | Aghili | Brlas | Callahan | Doss | Hagemann | Martens | Maselli | Scarborough | Venturelli | Wentworth |
|---|--------|-------|----------|------|----------|---------|---------|-------------|------------|-----------|
| Senior Executive Leadership Experience <i>(experience as a CEO, CFO or other top executive leading a division or corporate function)</i> | X | X | X | X | X | X | X | X | X | X |
| Operations Experience <i>(experience leading teams performing complex manufacturing, logistics and supply chain activities)</i> | X | X | | X | X | X | X | X | X | |
| International Business Experience <i>(experience managing operations and personnel and addressing customers and markets outside of the U.S.)</i> | X | X | X | X | X | X | X | X | X | |
| Mergers and Acquisitions Experience <i>(experience assessing potential acquisitions and structuring, negotiating and integrating significant acquisitions)</i> | X | X | X | X | X | X | X | X | X | X |
| Innovation Management Experience <i>(experience in the areas of research and development and marketing and promotion of new products in varied markets)</i> | X | | X | X | X | X | X | X | X | |
| Cybersecurity Risk Management and IT Expertise <i>(experience providing meaningful understanding of information technology systems and the mitigation of cybersecurity risks)</i> | X | X | | | X | | X | | | X |
| Human Capital Management Experience <i>(experience with programs to identify, attract, compensate, retain and develop talent, to create a high-performing, engaged company culture and manage succession of key officers)</i> | X | X | X | X | X | X | X | X | X | X |
| Environmental, Social and Governance <i>(experience with the development and oversight of an effective corporate responsibility strategy, including disclosures and mitigation of both legal and reputational risks)</i> | X | X | X | X | X | | X | X | X | X |
| Sustainability and Climate Risk Management Experience <i>(experience with the implementation and oversight of an effective sustainability program, including climate risk management, and related disclosures to regulators and the public)</i> | | | | X | X | X | X | X | | |
| Years of Other Public Company Board Service <i>(the aggregate number of years of public company board service, excluding service on Graphic Packaging Holding Company's Board of Directors)</i> | 6 | 33 | 5 | 4 | 26 | 25 | 3 | 31 | 0 | 28 |

* Generally, the skill or expertise is in addition to experience on the Company's Board of Directors.

The Nominating and Corporate Governance Committee also recognizes the importance of selecting directors from a range of backgrounds and professions to provide the Board a wealth of experiences and perspectives to inform its decisions and enhance its cognitive diversity. Consistent with this philosophy, the Nominating and Corporate Governance Committee evaluates the ability of a potential director to contribute to the Board by leveraging a broad range of experiences, as well as the potential director’s ethnic, gender, generational and racial diversity. Currently, the Board has two continuing female directors and one ethnically diverse director.

The Nominating and Corporate Governance Committee considers candidates recommended by its members and other Directors, as well as those identified by a third-party search firm retained to assist in identifying candidates. The Nominating and Corporate Governance Committee will also consider whether to nominate any person recommended by a stockholder pursuant to the provisions of the Company’s By-Laws relating to stockholder nominations as described in “Stockholder Proposals and Nominations” below. The Nominating and Corporate Governance Committee uses the same criteria to evaluate proposed nominees that are recommended by Directors or a search firm as it does for stockholder-recommended nominees.

BOARD RECOMMENDATION

The Board believes that voting for each of the three nominees for Director selected by the Board is in the best interests of the Company and its stockholders. ***The Board recommends a vote “FOR” each of the three nominees for Director.***

COMPENSATION OF DIRECTORS

Annually, WTW benchmarks the amount and type of compensation paid to the Company’s non-employee Directors against that paid by other companies in the Industry Specific Peer Group used for comparing executive officer compensation (as described in “Compensation Discussion and Analysis—Peer Group and Market Data”), as well as against a large published survey of non-employee director compensation across a wide range of industries and company sizes. The goal is to set non-management Director compensation at roughly the mid-point of compensation paid by companies of similar size in similar industries. The Nominating and Corporate Governance Committee reviews the benchmarking materials and approves and recommends all non-management Director compensation changes for approval by the full Board of Directors.

The following table sets forth information regarding the compensation of the non-employee Directors of the Company who served in 2024.

Director Compensation

| Name | Fees Earned or Paid in Cash (\$) | Stock Awards (\$)⁽¹⁾ | Total (\$) |
|-----------------------------------|---|--|-------------------|
| Aziz Aghili | 120,000 | 160,013 | 280,013 |
| Laurie Brlas | 120,000 | 160,013 | 280,013 |
| Andrew P. Callahan ⁽²⁾ | 54,262 | 0 | 54,262 |
| Robert A. Hagemann | 120,000 | 160,013 | 280,013 |
| Philip R. Martens | 270,000 | 160,013 | 430,013 |
| Mary K. Rhinehart | 120,000 | 160,013 | 280,013 |
| Dean A. Scarborough | 120,000 | 160,013 | 280,013 |
| Larry M. Venturelli | 145,000 | 160,013 | 305,013 |
| Lynn A. Wentworth | 140,000 | 160,013 | 300,013 |

(1) Thirteen Dollars (\$13.00) of the amount shown reflects the fractional share paid to the directors due to rounding.

(2) Mr. Callahan joined the Board on July 19, 2024.

On May 24, 2023, the Board of Directors revised the compensation program for non-employee directors as shown below. No changes were made to the compensation program for non-employee directors during 2024.

COMPENSATION HISTORY

| Type of Compensation | Compensation as of February 21, 2019 | Compensation as revised on May 26, 2021 | Compensation as Revised on May 24, 2023 |
|---|---|--|--|
| Annual Cash Retainer | \$100,000 | \$110,000 | \$120,000 |
| Annual Equity Grant | \$120,000 | \$140,000 | \$160,000 |
| Fee for Chair of the Board and Chair of the Nominating and Corporate Governance Committee | \$150,000 | \$150,000 | \$150,000 |
| Fee for Chair of the Audit Committee | \$ 25,000 | \$ 25,000 | \$ 25,000 |
| Fee for Chair of the Compensation and Management Development Committee | \$ 20,000 | \$ 20,000 | \$ 20,000 |

Cash retainers and fees are payable in quarterly installments. The annual equity grant is payable in May of each year in shares of the Company's common stock with a value of approximately \$160,000 on the date of grant. The Company does not pay Board or committee meeting fees, but does reimburse all Directors for reasonable and necessary expenses they incur in performing their duties as Directors.

In July 2020, the Board of Directors approved a non-qualified deferred compensation plan for Directors (the "Directors NQDCP") that allows the Directors to defer receipt and taxation of their annual compensation commencing in 2021. The Directors NQDCP has the same investment fund choices as the Company's non-qualified deferred compensation plan for senior employees, but also allows the Directors to defer their cash and equity compensation into a Company stock fund. Messrs. Aghili, Hagemann, Scarborough and Ms. Wentworth participated in the Directors NQDCP during 2024.

Audit Matters

REPORT OF THE AUDIT COMMITTEE

This report by the Audit Committee is required by the rules of the SEC. It is not to be deemed incorporated by reference by any general statement that incorporates by reference this Proxy Statement into any filing under the Securities Act or the Exchange Act, and it is not to be otherwise deemed filed under either such Act.

The Audit Committee is currently comprised of six members, each of whom is an “independent director,” as defined by Section 303A of the NYSE Listed Company Manual. Each of the members of the Audit Committee is financially literate and qualifies as an “audit committee financial expert” under federal securities laws. The Audit Committee’s purposes are to assist the Board in overseeing: (a) the quality and integrity of our financial statements; (b) the qualifications and independence of our independent auditors; and (c) the performance of our internal audit function and independent auditors.

In carrying out its responsibilities, the Audit Committee has:

- reviewed and discussed the audited financial statements with management;
- discussed with the independent auditors the matters required to be discussed with audit committees by the Statement on Auditing Standards No. 16, as amended, as adopted by the Public Company Accounting Oversight Board in Rule 3200T; and
- received the written disclosures regarding the auditors’ independence required by the Public Company Accounting Oversight Board Ethics and Independence Rule 3526, *Communications with Audit Committees Concerning Independence* and has discussed with our independent auditors their independence.

Based on the review and discussions noted above and our independent auditors’ report to the Audit Committee, the Audit Committee recommended to the Board of Directors that our audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2024.

Larry M. Venturelli (Chair)
Aziz Aghili
Andrew P. Callahan
Robert A. Hagemann
Mary K. Rhinehart
Dean A. Scarborough

AUDIT FEES

Aggregate fees billed to us for the fiscal year ended December 31, 2024 and for the fiscal year ended December 31, 2023 by PricewaterhouseCoopers LLP are as follows:

| | Year Ended December 31, | |
|--------------------|-------------------------|-------|
| | 2024 | 2023 |
| | (in millions) | |
| Audit Fees | \$6.6 | \$6.7 |
| Audit-Related Fees | \$1.2 | \$ – |
| Tax Fees | \$.3 | \$.3 |
| All Other Fees | \$ – | \$ – |
| Total | \$8.1 | \$7.0 |

Audit Fees. This category includes the aggregate fees billed for professional services rendered for the audit of our consolidated financial statements and internal control over financial reporting for the fiscal years ended December 31, 2024 and December 31, 2023, for the reviews of the financial statements included in our Quarterly Reports on Form 10-Q during 2024 and 2023, and for services that are normally provided by the independent auditors in connection with statutory and regulatory filings or engagements for the relevant fiscal years.

Audit-Related Fees. This category includes the aggregate fees billed in each of the last two fiscal years for assurance and related services by the independent auditors that are reasonably related to the performance of the audits or reviews of the financial statements and are not reported above under "Audit Fees," and generally consist of fees for accounting consultation and audits of employee benefit plans.

Tax Fees. This category includes the aggregate fees billed in each of the last two fiscal years for professional services rendered by the independent auditors for tax compliance, tax planning and tax advice.

All Other Fees. This category includes the aggregate fees billed in each of the last two fiscal years for products and services provided by the independent auditors that are not reported above under "Audit Fees," "Audit-Related Fees," or "Tax Fees."

The Audit Committee reviews and pre-approves audit and non-audit services performed by the Company's independent auditors as well as the fees charged for such services. The Audit Committee has considered whether the provision of non-audit services by PricewaterhouseCoopers LLP was compatible with maintaining the firm's independence. The Audit Committee may delegate pre-approval authority for such services to one or more members, whose decisions are then presented to the full Audit Committee at its scheduled meetings. In 2024 and 2023, all of the audit and non-audit services provided by our independent auditors were pre-approved by the Audit Committee in accordance with the Audit Committee Charter.

Proposal 2 — Ratification of the Appointment of Independent Registered Public Accounting Firm

The Audit Committee of the Board of Directors has evaluated the qualifications, performance and independence of PricewaterhouseCoopers LLP and has appointed PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2025. Although the Company is not required to submit the appointment of its independent registered public accounting firm to the stockholders for ratification, the Board of Directors believes that it is important to do so as a matter of good corporate governance. This proposal asks you to ratify this selection. Representatives of PricewaterhouseCoopers LLP are expected to be present at the Annual Meeting and will have the opportunity to make a statement if they desire to do so. In addition, they will be available to respond to appropriate questions from stockholders.

Pursuant to its charter, the Audit Committee has sole and direct responsibility for the appointment, compensation, retention and oversight of the work of the independent registered public accounting firm engaged by the Company. The Audit Committee will consider the results of the stockholder vote on ratification, but will exercise its judgment, consistent with its responsibilities under its charter, with respect to the appointment and retention of the Company's independent registered public accounting firm.

BOARD RECOMMENDATION

The Board of Directors recommends a vote "FOR" ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm.

Compensation Matters

COMPENSATION AND MANAGEMENT DEVELOPMENT COMMITTEE REPORT

The members of GPHC's Compensation and Management Development Committee listed below reviewed and discussed the following Compensation Discussion and Analysis with management of the Company. Based on such review and discussion, the Compensation and Management Development Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement and incorporated by reference into the Company's Annual Report on Form 10-K for the year ended December 31, 2024.

Compensation and Management Development Committee

Lynn A. Wentworth, Chair
Aziz Aghili
Laurie Brlas
Andrew P. Callahan
Mary K. Rhinehart
Dean A. Scarborough

COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis section ("CD&A") describes the Company's compensation principles, policies and practices, as well as the specific factors considered by the Compensation and Management Development Committee (referred to in this CD&A as the "Committee") in making compensation decisions. This CD&A focuses on the compensation of our NEOs or our "Executives", who are set forth in the first table below and included in the Summary Compensation Table and other tables in this Proxy Statement.

CD&A At-a-Glance

Named Executive Officers:

| Name | Position at December 31, 2024 | Tenure at Company | Total 2024 Compensation |
|------------------------|---|-------------------|-------------------------|
| Michael P. Doss | President and Chief Executive Officer | 35 Years | \$9,407,955 |
| Stephen R. Scherger | Executive Vice President and Chief Financial Officer | 13 Years | \$3,037,347 |
| Maggie K. Bidlingmaier | Executive Vice President and President, Americas | 3 Years | \$2,657,467 |
| Lauren S. Tashma | Executive Vice President, General Counsel and Secretary | 11 Years | \$2,172,999 |
| Joseph P. Yost | Executive Vice President and President, International | 36 Years | \$2,371,460 |

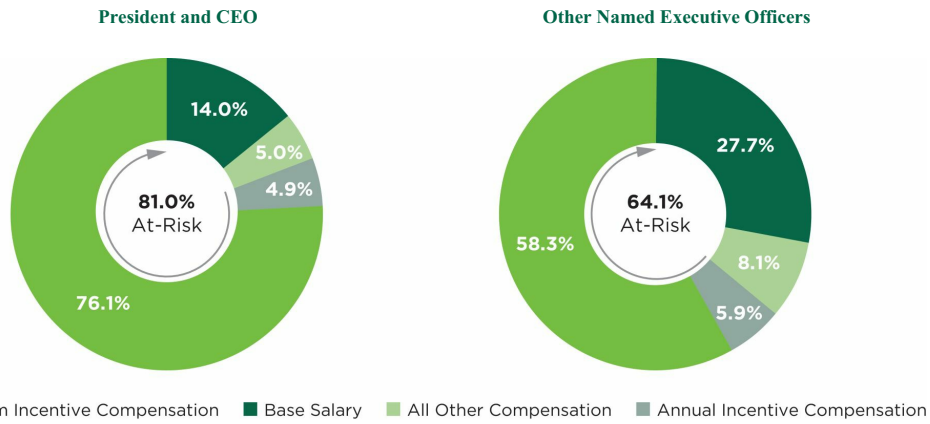
Compensation Philosophy:

- Pay for performance
- Align the interests of Executives with those of our stockholders
- Attract, retain, motivate and reward high-performing Executives

Target Total Direct Compensation for NEOs: Approximate Median of Peer Group Similar Officers

Compensation Components:

| | |
|--------------------------------|---|
| Short-Term Compensation | Base Salary Annual Cash Incentive under the MIP |
| Long-Term Compensation | Equity Compensation: 1/3 Service RSUs 2/3 Performance RSUs |
| Other | Retirement Benefits Health and Welfare Benefits Termination Pay |



2024 BUSINESS HIGHLIGHTS

- ✓ Launched Vision 2030
- ✓ Delivered Adjusted EBITDA margin of 19.1%
- ✓ Achieved Innovation Sales Growth of \$205 Million
- ✓ Returned \$322 million to Stockholders through dividends and share repurchases

2024 HUMAN CAPITAL MANAGEMENT HIGHLIGHTS

- ✓ Introduced Vision 2030 to the organization
- ✓ Provided safety training, leadership development and frontline manager learning opportunities globally
- ✓ Improved engagement survey results
- ✓ Expanded Employee Resource Groups (ERG) by launching Emerge, our early career ERG results

Performance Goals and Results

| | | Target | Achievement |
|---|---|-------------------------------------|-----------------|
| 2024 MIP (Paid in early 2025) | Adjusted EBITDA (Weighted 50%) | \$1,825 million | \$1,693 million |
| | Cash Flow before Debt Reduction (Weighted 50%) | \$832 million | \$672 million |
| | | Payout | 26% |
| | | Target | Achievement |
| 2021 Performance RSUs (Paid in 2024) | 3-Year Aggregate 2021 Adjusted EBITDA (Weighted 40%) | \$4,063 million | \$4,532 million |
| | 3-Year Average 2021 Return on Invested Capital (Weighted 40%) | 11.66% | 12.48% |
| | 3-Year Average Organic Revenue Growth (Weighted 20%) | 15.0% | 500.3% |
| | Relative Total Shareholder Return Modifier (+/- up to 20%) | 50 percentile | 76.0 percentile |
| | | Relative TSR Payout Modifier | 120.0% |
| | | Payout | 200.0% |

CEO Pay Ratio

| | |
|------|-------|
| 2024 | 177:1 |
| 2023 | 250:1 |
| 2022 | 251.1 |

Say-on-Pay Voting History

| | |
|------|----------------|
| 2024 | 91.5% Approval |
| 2023 | 92% Approval |
| 2022 | 91% Approval |

Executive Summary

Our compensation programs reflect our commitment to pay for performance and align the interests of our key employees with those of our stockholders. Executive compensation plans are designed to support the Company's annual financial goals and long-term strategic plan, as well as to promote stockholder value creation. A significant portion of the compensation packages of our Executives is at-risk pay earned based on specific financial and operational achievements. During 2024, the Company:

- Achieved Innovation Sales Growth of \$205 million;
- Delivered Adjusted EBITDA² Margin of 19.1%;
- Returned \$322 million to Stockholders through dividends and share repurchases.

Throughout 2024, our compensation program performed as designed, allowing the Company to attract new talent, retain important members of management and reward key members of management appropriately for performance.

² Adjusted EBITDA and Net Leverage are defined and reconciled to the most applicable GAAP measure in the Company's earnings release for the fourth quarter and full year 2024, filed with the SEC as Exhibit 99 to the Company's Report on Form 8-K filed on February 4, 2025.

Compensation Design and Market Positioning

The Company's compensation programs are designed to attract, retain, motivate and reward the Executives responsible for leading the business in a manner that directly aligns the Executives' interests with those of the Company's stockholders. To accomplish these objectives, the Committee sets each of the primary components of the Company's executive compensation program (base salary, short-term cash incentive and long-term equity-based incentives) at a market-competitive rate, which is determined by reference to the approximate median of the relevant peer group (the Industry Specific Peer Group for the CEO and CFO, and the Survey Peer Group for the other NEOs, each as identified below), resulting in each Executive's total compensation opportunity being set at approximately the median of the relevant peer group's total pay for executives with similar positions and responsibilities. The Committee does not employ a mechanical process based on external compensation data, however, as other considerations such as time in position, role, individual performance and succession within the Company are considered. As data for the relevant peer group fluctuates or the peer group members are updated to reflect changes in the market, the Committee may make adjustments in one or more components of compensation to more closely align with market. The Committee and, with respect to the President and CEO, the Board of Directors, have full discretion to choose the elements of executive compensation that the Executives will be paid or will be eligible to earn each year and to adjust the proportion of total compensation opportunity that each element provides. Company performance, market data, individual performance, executive succession, hiring and retention needs and internal equity among our Executives' compensation packages have been the primary factors considered in decisions to change compensation materially.

Peer Group and Market Data

Annually we obtain an analysis of compensation market data to assist in setting pay opportunities for our Executives for the following year. Compensation of the Executives is compared to the pay opportunities provided to executives holding comparable positions at companies with which we compete for business and for talent. The companies used for this comparison are recommended by the Company and the Committee's compensation consultant and approved by the Committee. Both peer groups are reviewed annually and updated, if necessary, to ensure their appropriateness given any market changes. The companies used to develop 2024 executive compensation are listed below. After reviewing the companies in the prior year's comparator groups against the criteria historically used to determine appropriate peers, the Committee determined that no changes were warranted.

| | Industry Specific Peer Group | |
|---------------------------------|---|--|
| Characteristics/Criteria | Publicly-traded companies Revenue of approximately .3x to 3.0x the Company's revenue and in the same industry Data sourced from public filings | |
| Purpose | Primary reference for the CEO and CFO Secondary reference for the other executive officer roles | |
| Companies | Amcor plc Avery Dennison Corporation Ball Corporation Berry Global Group, Inc. Crown Holdings, Inc. Greif, Inc. International Paper Company | O-I Glass, Inc. Packaging Corporation of America, Inc. Pactiv Evergreen Inc. Sealed Air Corporation Silgan Holdings, Inc. Sonoco Products Company WestRock Company |

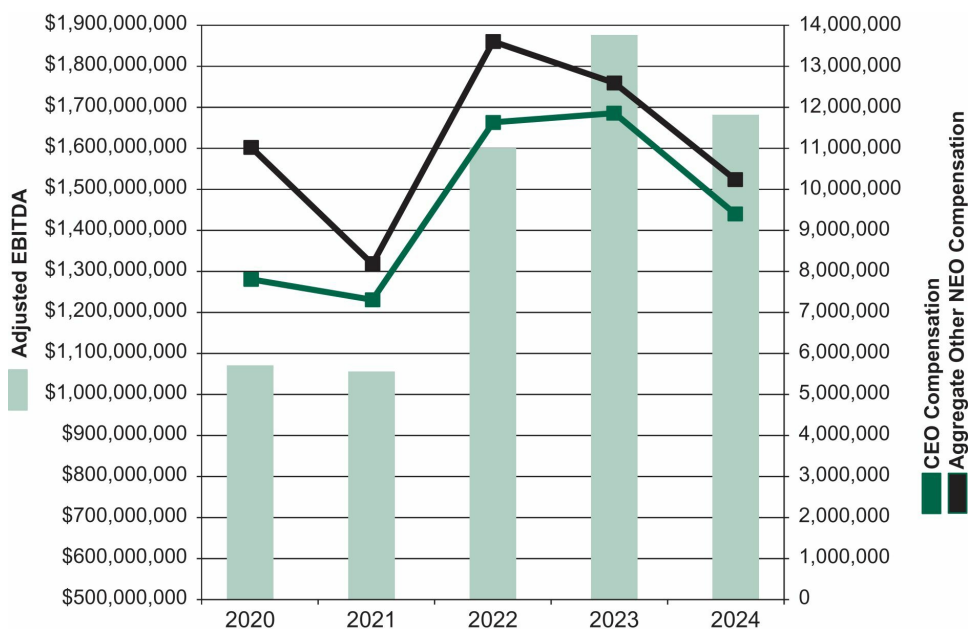
Survey Peer Group

| | |
|---------------------------------|--|
| Characteristics/Criteria | Broader set of industrial companies (not all publicly traded) Revenue of approximately .5x to 2.0x the Company's revenue Data sourced from survey responses |
| Purpose | Primary reference for executive officer roles other than CEO and CFO |
| Companies | AGCO Corporation Ball Corporation Berry Global Group, Inc. Borg Warner Inc. Builders First Source, Inc. Dover Corporation Eastman Chemical Company Ecolab Inc. Fortune Brands Home & Security Inc. International Paper Company Leggett & Platt Incorporated Martin Marietta Materials, Inc. Masco Corporation Mohawk Industries, Inc. Owens Corning O-I Glass, Inc. Packaging Corporation of America Parker Hannifin Corporation Rockwell Automation, Inc. Sonoco Products Company The Scott's Miracle-Gro Company Trane Technologies plc Vulcan Materials Company Westlake Corporation WestRock Company |

Pay and Performance

Although target compensation for each of our Executives is established at the beginning of each year with reference to the approximate median of the relevant peer group, each Executive's actual compensation each year may be above or below the target level based on individual, business unit and overall Company performance, as well as changes in the price of the Company's common stock. The Committee believes that the Company's compensation program has been successful in aligning pay levels with the performance of the Company over time. The chart below illustrates the relationship between the total compensation of the CEO and the aggregate compensation of the other NEOs (as set forth in the Summary Compensation Table but excluding changes in pension value) and the Company's Adjusted EBITDA. Adjusted EBITDA is used by the Company as a performance measure for both the MIP and the long-term incentive program because it measures the operational effectiveness of the whole organization while adjusting out those charges or credits that are unrelated to core operations.

CEO and Other NEO Compensation v. Adjusted EBITDA Performance



Key Compensation Practices

Below are certain of the Company’s executive compensation practices that we believe are instrumental in achieving the Company’s compensation goals while mitigating risk and maintaining sound compensation practices.

| What we do: | What we don’t do: |
|--|---|
| <ul style="list-style-type: none"> ✓ Maintain a compensation mix that encourages employees to focus on achieving Company- wide profitability and strategic goals over both the short and long term ✓ Structure the majority of compensation paid to Executives as performance-based compensation ✓ Annually benchmark compensation with reference to the approximate median of peer group companies with which we may compete for talent ✓ Establish payout caps on short-term and long- term incentive compensation awards ✓ Retain an independent compensation consultant that is engaged by and reports directly to the Committee ✓ Subject short-term and long-term incentive compensation awards to clawback in the event of a restatement ✓ Require senior officers and members of the Board to maintain minimum equity ownership levels ✓ Review the Company’s compensation plans and practices annually to ensure that they do not encourage excessive risk-taking | <ul style="list-style-type: none"> × Permit hedging, pledging or short-sale transactions in the Company’s stock by our employees or members of our Board of Directors × Pay dividends on unvested equity-based incentive awards × Pay tax gross-ups on change of control severance benefits × Provide excessive perquisites to our Executives |

Role of our Stockholders

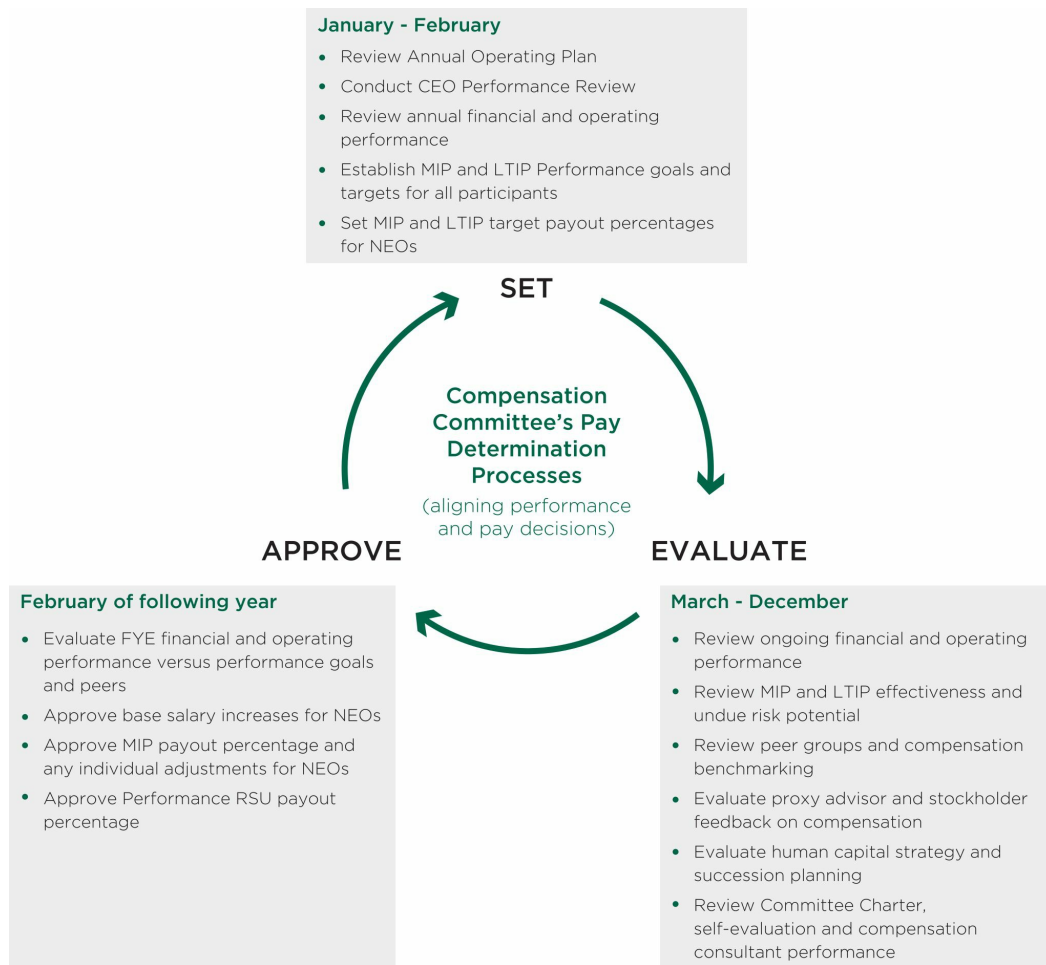
Our stockholders play an important advisory role in determining the appropriateness of the compensation paid to our Executives. At the Annual Meeting of Stockholders on May 23, 2024, over 91% of the shares represented and entitled to vote at the Annual Meeting were voted to approve the compensation of the Company’s Named Executive Officers, as discussed and disclosed in the 2024 Proxy Statement. After considering the results of this advisory vote on executive compensation, as well as the advisory votes in 2023 and 2022 that were each approved by over 90%, the Committee concluded that the compensation paid to our Named Executive Officers and the Company’s overall pay practices enjoy strong stockholder support. Going forward, future advisory votes on executive compensation, including the vote on the executive compensation described in this Proxy Statement will serve as an additional tool to guide the Board and the Committee in evaluating the alignment of the Company’s executive compensation program with the interests of the Company and its stockholders.

Note that at the Annual Meeting of Stockholders on May 24, 2023, our stockholders expressed a preference that advisory votes on executive compensation occur every year. Consistent with this preference, the Company is maintaining its practice of an advisory vote on executive compensation once every year. The next required vote on the frequency of stockholder votes on executive compensation will occur at the 2029 Annual Meeting of Stockholders.

Role of the Compensation and Management Development Committee

The Committee is responsible for establishing the Company’s general compensation philosophy and working with management to develop all compensation programs, including the equity compensation programs in which the executive officers participate. The Committee works to ensure that the Company’s practices, policies and programs, including its integrated talent management process and its Company Culture and Engagement Initiatives, link pay to performance, encourage an appropriate degree of risk-taking, are consistent with the Company’s objectives of attracting, retaining, rewarding and motivating key employees, and align the interests of key employees with those of stockholders. The Committee’s annual process for determining the compensation of each NEO is depicted below.

Compensation Process



In addition to setting compensation levels, the Committee annually reviews the Company’s compensation programs and assesses whether any risks arising from such practices, policies and programs are reasonably likely to have a material adverse effect on the Company. The Committee also reviews, evaluates and approves the Company’s health and welfare plan offerings and the Company’s retirement plans to ensure their alignment with the market, effectiveness in attracting and retaining talent and cost effectiveness. The Committee is also responsible for

reviewing the Company's culture programs and integrated talent management processes to assess the success of these programs in facilitating the Company's short-and long-term objectives. The Committee directs the annual succession planning process for executive officers and facilitates the Board's review and approval of the President and CEO's succession plan. The Committee also annually reviews compliance with executive shareholding requirements and monitors any application of the Company's clawback policy.

Role of Compensation Consultants

The Committee retained WTW to act as the Committee's independent consultant on executive compensation and benefits throughout 2024. The mandate of the compensation consultant is to work for the Committee in its review of executive compensation practices and programs, including assessing the overall competitiveness of pay levels and program design, and providing updates on market trends and technical considerations. The Committee instructed the compensation consultant to compile and provide data on both total pay and individual elements of compensation among companies in the peer groups, as well as trends in compensation practices that they observed within the peer groups and generally among public companies. The Committee does not rely on the compensation consultant to recommend specific levels of total pay or any specific element of compensation to our Executives (other than the CEO for whom they make a recommendation); such recommendations are developed by management based on information provided by the compensation consultant and then presented to the Committee for consideration. Representatives of WTW attended each of the five Committee meetings in 2024 at the Committee's request and were available to provide information to the Committee as questions and issues arose. The Committee completes an assessment of the compensation consultant annually. The Committee determined that the compensation consultant is independent after consideration of the SEC's independence factors.

Role of Executive Officers

The President and CEO and Executive Vice President, Human Resources use the compensation consultant's executive benchmarking data to make recommendations for base pay, MIP targets and LTIP targets for the Executives (other than the President and CEO). The Committee works with the compensation consultant to propose the compensation design and award amounts for the President and CEO to the Board of Directors.

Overview of Executive Compensation Components

The Committee evaluates the alignment between compensation philosophy, plan design and achievement of short and long-term results to determine the components of our Executives' compensation program. We structure the majority of compensation to Executives as performance-based compensation. Our 2024 executive compensation program consisted of the compensation components set forth in the table below.

Compensation Components

| Element/How it is Paid | Purpose | Description |
|--|---|---|
| Base Salary Cash | Compensates Executives for their role and level of responsibility within the Company. | Base salary serves to reward performance and recognize significant increases in the scope of an Executive's position and responsibilities. Base salary changes take into account market data for similar positions, the Executive's experience and time in position, any changes in responsibilities and individual performance. Individual performance is determined by the Committee by considering achievement of individual performance goals established at the beginning of each year. Such performance goals support the financial and operational goals established for the Company and may include certain more subjective goals such as talent development, cultural initiatives, compliance and management effectiveness. |
| Annual Short-Term Incentive under the Management Incentive Plan ("MIP") Cash | Provides a meaningful short-term cash incentive that rewards the achievement of specified annual financial goals. | The MIP rewards achievement of annual financial goals that support the Company's annual operating plan. For 2024, the financial measures used were 2024 Adjusted EBITDA and 2024 Cash Flow before Debt Reduction. The annual incentive target for each Executive is a percentage of his or her salary. See the 2024 MIP Performance Goals and the Incentive Targets for the Executives in the following tables. |
| Long-Term Incentives Shares of Common Stock | Promotes retention and rewards performance over a three-year period, thereby aligning the interests of the Executives with the interests of stockholders. | The Company's long-term incentive program has two elements: Service RSUs and Performance RSUs. Service RSUs make up one-third of the total long-term incentive value granted to Executives and Performance RSUs make up two-thirds of such value. Service RSUs represent the right to receive one share of the Company's Common Stock, while Performance RSUs represent the right to earn 0% to 200% (the maximum payout) of the target award based on the Company's achievement of specific performance goals established for a three-year period. The financial measures for the 2021 grants of Performance RSUs that were paid out during 2024 were 3-Year Aggregate 2021 Adjusted EBITDA (weighted 40%), 3-Year Average 2021 Return on Invested Capital (weighted 40%), and Organic Revenue Growth (weighted 20%), and subject to a Relative Total Shareholder Return modifier that adjusts the payout up or down by 20% (subject to the 200% target maximum). See the 2021 Long-Term Incentive Program Performance Goals and the target award value (as a percentage of salary) for the Executives in the following tables. |
| Retirement Benefits Matching and Supplemental Contributions | Promotes retention and rewards tenure with the Company. | <p>The Executives are eligible to participate in the Graphic Packaging International, LLC Savings Plan (the "401(k) Plan") and the Graphic Packaging International, LLC Non-Qualified Deferred Compensation Plan (the "NQDCP"). Under the 401(k) Plan, employees who choose to contribute receive a matching contribution from the Company equal to 100% of the first 4% of contributions and 50% of the next 3% of contributions. Employees who do not participate in the Company's pension plan are eligible to receive an annual supplemental contribution to the 401(k) Plan equal to 3% of eligible earnings.</p> <p>The NQDCP permits eligible employees (including the Executives) to defer and contribute from 1% to 50% of their base salary and up to 100% of their MIP payment to the plan. Employees in the NQDCP who do not participate in the Company's pension plan are eligible for an annual 401(k) restoration matching contribution equal to a percentage of their deferral amount divided by compensation over the annual IRS limit, up to a maximum of 5.5% and an annual supplemental contribution equal to 3% of eligible pay over the annual IRS limits. In addition, the Company provides an employer contribution to the NQDCP equal to 3% of total pay to eligible senior executives (including the Executives).</p> |
| Health and Welfare Benefit Plans Insurance | Promotes the well-being of the Company's employees and provides comparable benefits to those provided by other companies that compete for high-performing executive talent. | The Executives and all salaried employees may participate in medical, dental, vision, accidental death and dismemberment, business travel accident, prescription drug, life and disability benefit plans. The Executives are also eligible for an executive physical benefit in which the Company pays for an annual physical exam through a specified provider under the Company's medical plan. |

Each of these elements is discussed further below, as well as the methodology used for setting the amount of each type of compensation.

Base Salary

The Committee generally reviews and makes any adjustments to base salaries in connection with changes in position and on a periodic basis that is generally twelve months after the most recent adjustment for the Executive. As shown in the table below, in 2024 the Committee approved base salary increases for the Executives ranging from no increase to 6.2%, with Mr. Doss receiving no increase for 2024 as the Committee decided to make a higher percentage of his compensation incentive or “at risk” compensation. Other base salary increases were based upon each Executive’s performance, scope of responsibilities, market data for executives with similar positions and responsibilities, and internal equity considerations. Such increases became effective as of January 1, 2024.

| Name | Position | 2023 Base Salary | 2024 Base Salary | % Change |
|------------------------|------------------------------------|------------------|------------------|----------|
| Michael P. Doss | President and CEO | \$1,316,300 | \$1,316,300 | 0.0% |
| Stephen R. Scherger | EVP and CFO | \$ 745,000 | \$ 775,000 | 4.0% |
| Maggie K. Bidlingmaier | EVP and President, Americas | \$ 682,500 | \$ 725,000 | 6.2% |
| Lauren S. Tashma | EVP, General Counsel and Secretary | \$ 615,000 | \$ 638,500 | 3.8% |
| Joseph P. Yost | EVP and President, International | \$ 676,000 | \$ 701,500 | 3.8% |

Short-Term Cash Incentive

The Company’s short-term cash incentive opportunity under the MIP rewards the achievement of specified annual financial goals. For 2024, the financial measures used to set such financial goals were 2024 Adjusted EBITDA and 2024 Cash Flow Before Debt Reduction, each weighted 50% in the calculation. The Committee chose these financial metrics because they are well understood objective targets and have a direct link to the Company’s annual business plan. The degree to which MIP pays out varies both up and down based on business performance (up to a maximum of 200% of target), as reflected in the following chart.

2024 MIP Performance Goals

| 2024 Adjusted EBITDA (Weighted 50%) | | | 2024 Cash Flow Before Debt Reduction (Weighted 50%) ¹ | | |
|--|------------------------|-------------|---|----------------------|-------------|
| Performance | Payout | | Performance | Payout | |
| <90% of Target | \$1643 Million | 0% | <85% of Target | \$707 Million | 0% |
| Target | \$1,825 Million | 100% | Target | \$832 Million | 100% |
| 110% of Target | \$2,008 Million | 200% | 115% of Target | \$956 Million | 200% |
| Actual Performance | \$1,693 Million | 52% | Actual Performance | \$672 Million | 0% |
| Total Payout | | | 26% of Target Payout | | |

Adjustments to MIP target levels are made periodically, taking into consideration the relevant peer group, the CEO’s recommendations (for Executives other than himself) and input from the compensation consultant. The annual incentive target (as a percentage of base salary) for each of the Executives for 2023 and 2024 is set forth below:

| Name | 2023 Incentive Target | 2024 Incentive Target |
|------------------------|-----------------------|-----------------------|
| Michael P. Doss | 135% | 135% |
| Stephen R. Scherger | 85% | 85% |
| Maggie K. Bidlingmaier | 80% | 85% |
| Lauren S. Tashma | 75% | 80% |
| Joseph P. Yost | 75% | 75% |

Short-Term Cash Incentive Payouts for 2024. Cash incentive payouts under the MIP for 2024 for the Executives are shown in the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table. The Company's performance with respect to its 2024 Adjusted EBITDA performance goal was 93% of target and with respect to its 2024 Cash Flow Before Debt Reduction performance goal was 81% of target, resulting in a calculated MIP payout at 26% of target.

For more information on the 2024 annual incentive opportunities for the Executives, refer to the "Grants of Plan-Based Awards" table in this Proxy Statement. The column titled "Estimated Future Payouts Under Non-Equity Incentive Plan Awards" provides the estimated payouts for the Executives at threshold, target and maximum performance levels for 2024.

Long-Term Incentives

The Committee has designed the long-term equity incentive program to be consistent with its desire to tie a larger percentage of the Executives' total compensation to Company performance. Accordingly, one-third of the total long-term incentive value is granted in Service RSUs and two-thirds is granted in Performance RSUs. Both Service RSU and Performance RSU grants are intended to retain Executives during a multi-year vesting period and promote equity ownership.

Performance RSUs granted under the long-term incentive program generally vest in full on the third anniversary of the grant date (assuming the Executive has continued in his or her employment by the Company through such date). Service RSUs granted in 2024 vest in three equal tranches on the first, second and third anniversaries of the grant date. Upon death, disability, or involuntary termination without cause, a proportion of the RSUs vests. Upon retirement (as defined in the grant agreement), all of the RSUs vest if the participant continued in the employment of the Company through December 31st of the year in which the grant occurred and subsequently retired and the participant provided written notice to the Company of his or her retirement at least six (6) months prior to the date of termination of employment due to retirement. If the participant is a Vice President or above and did not provide written notice to the Company of his or her decision to retire at least six (6) months prior to the termination of employment due to retirement, then only a portion of the RSUs vest. In the event of a change of control (as defined in the Graphic Packaging Holding Company 2014 Omnibus Stock and Incentive Compensation Plan (the "2014 Plan")), all Service RSUs and earned Performance RSUs vest in full. The number of Performance RSUs considered earned in the event of a change of control is determined based on assumed target performance for the performance period.

Payout of 2021 Grants. In February 2024, the Committee approved the payout of the Performance RSUs granted in 2021 at 200% of target, based on the achievement of the performance goals for the three-year performance period shown below, as adjusted by the relative total shareholder return modifier.

2021 Long-Term Incentive Program Performance Goals

| 3-Year Aggregate 2021 Adjusted EBITDA (Weighted 40%) | | | 3-Year Aggregate 2021 Return on Invested Capital (Weighted 40%) | | | 3-Year Organic Revenue Growth (Weighted 20%) | | |
|---|------------------------|-------------|---|---------------|-------------|--|---------------|-------------|
| Performance | Payout | | Performance | Payout | | Performance | Payout | |
| <90% of Target | \$3,657 Million | 0% | <90% of Target | 10.49% | 0% | 0% | 0 bp | 0% |
| Target | \$4,063 Million | 100% | Target | 11.66% | 100% | 50% | 75 bp | 50% |
| <110% of Target | \$4,469 Million | 200% | <110% of Target | 12.83% | 200% | 100% | 150 bp | 100% |
| Actual Performance | \$4,532 Million | | Actual Performance | 12.48% | | 150% | 225 bp | 150% |
| Combined Payout before TSR modifier | | | | 188% | | | | |
| TSR modifier | | | | 120% | | | | |
| Total Payout | | | | 200% | | | | |

The Company achieved 3-Year Aggregate 2021 Adjusted EBITDA of \$4,532 million (111.6% of target) resulting in a payout of this component at 200%, 3-Year Average 2021 Return on Invested Capital of 12.48% (107.1% of target) resulting in a payout of this component at 170.9%, and 3-year Organic Revenue Growth of 500.3% resulting a payout of this component at 200%. Overall performance of these performance measures resulted in a combined payout at

188.4% of target prior to application of the TSR modifier. The Company's performance with respect to TSR was at the 76.0 percentile, which resulted in a 120.0% payout modifier. Applying the TSR modifier to the Company's 188.4% performance under the performance measures, the payout was 200% of target.

2024 Grants. In February 2024, the Company granted both Service RSUs and Performance RSUs to each Executive, under the long-term incentive program. For Executives, the total number of RSUs granted was set based on a value delivered as a percentage-of-salary formula, with the percentage established based on a review of responsibilities, market data and internal equity considerations. The value determined by the percentage of salary was then converted to the total number of RSUs by dividing the value by the average stock price of the Company's common stock during January 2024. One-third of the total number of RSUs was granted as Service RSUs and two-thirds was granted as Performance RSUs. The target value of RSUs granted under the long-term incentive program (as a percentage of salary) during 2023 and 2024 for each of our Executives is set forth below:

| Name | 2023 Target | 2024 Target |
|------------------------|-------------|-------------|
| Michael P. Doss | 530% | 560% |
| Stephen R. Scherger | 235% | 250% |
| Maggie K. Bidlingmaier | 190% | 225% |
| Lauren S. Tashma | 175% | 200% |
| Joseph P. Yost | 185% | 185% |

For the Performance RSUs granted in 2024, the performance goals consist of a preset aggregate 2024 Adjusted EBITDA amount, a 2024 Return on Invested Capital percentage and an Organic Revenue Growth percentage. The actual 2024 Adjusted EBITDA, 2024 Return on Invested Capital and Organic Revenue Growth performance goals are not disclosed here, as the Committee believes they constitute sensitive competitive information. The actual goals will be disclosed after payout. The Adjusted EBITDA goal is weighted in the calculation of the Company's annual achievement at 40%, the Return on Invested Capital percentage goal is weighted in the calculation at 40% and the Organic Revenue Growth goal is weighted at 20%. Total payout is also subject to a relative TSR modifier, which can modify payouts earned up or down by up to 20% (subject to the 200% of target cap). This payout modifier measures the Company's stock performance against other similar companies and helps to more closely align management and stockholders' interests.

Health and Welfare Benefit Plans

The Committee believes that it is necessary to provide health and welfare benefits to promote the well-being of the Company's employees and to remain competitive in the recruitment of high-performing talent. The health and welfare benefit plans are similar to those provided by the Company's peer group companies.

Perquisites

The Company generally does not provide significant perquisites to its Executives, other than Company-initiated relocation benefits (and tax gross-ups with respect thereto) and executive physicals.

Retirement Benefits

Qualified and Non-Qualified Defined Benefit Plans. During 2019 and 2020, the Company settled its liabilities under the GPI U.S. Consolidated Pension Plan (the "Pension Plan") through lump-sum payouts to participants and the purchase of a group annuity contract that transferred the Company's remaining pension benefit obligations to an insurance company. Following completion of these actions, none of the Executives participate in the Company's remaining qualified pension plan, although Messrs. Doss and Yost still have balances in the Company's supplemental executive retirement plans.

Qualified and Non-Qualified Defined Contribution Plans. Executives and all other non-union employees who meet certain service requirements are eligible to participate in the 401(k) Plan, which is a qualified defined contribution plan under the rules of the IRS. Employees hired on or after January 1, 2008 or who are no longer able to participate in the Pension Plan are eligible for an annual supplemental contribution by the Company to their 401(k) Plan account equal to 3% of eligible earnings.

Executives and other eligible senior employees are also eligible to participate in the NQDCP. This plan allows Executives and other senior executives to contribute to and receive contributions from the Company on a basis that would be commensurate with other employees as a percent of pay. The plan offers investment options that generally mirror those available under the Company's 401(k) Plan. Annually, the Company makes a 401(k) restoration matching contribution on behalf of those participants who do not participate in or receive future service accruals under the Company's Pension Plans equal to a percentage of their annual deferral amount divided by compensation over the annual IRS limit, up to a maximum of 5.5%. The Company also makes a supplemental contribution equal to 3% of eligible earnings over the annual IRS limit for Executives and senior executives of the Company. The NQDCP also provides an employer contribution equal to 3% of eligible earnings for eligible senior executives (including the Executives).

Employment Agreements, Severance Arrangements and Change of Control Provisions

Prior to September 26, 2024, Messrs. Doss, Scherger and Yost had employment agreements with generally uniform provisions, including non-competition and non-solicitation covenants, as well as claims releases and severance provisions. The employment agreements specified the initial position, base salary and aggregate annual bonus opportunity (as a percentage of base salary) for each Executive at the time the agreement was entered into, as well as severance arrangements under different circumstances. Messrs. Doss, Scherger and Yost could receive severance benefits if they were terminated involuntarily without cause or terminated voluntarily for Good Reason (as defined below) within 30 days of the Good Reason event. The Good Reason provision in the agreements was designed to equalize the treatment of voluntary terminations for Good Reason with involuntary terminations without cause. Doing so enabled the contracts to fulfill their purpose of promoting retention during times of uncertainty and transition. "Good Reason" as defined in the agreements includes material reduction in position, responsibilities or duties, failure by the Company to obtain the assumption of the agreement by a successor company, reduction in base salary (unless the reduction does not exceed 10% and is applied uniformly to all similarly situated executives), breach of agreement or mandatory relocation (other than in connection with promotion) of more than 50 miles.

On September 26, 2024, Mr. Scherger and Mr. Yost voluntarily terminated each of their employment agreements due to changes in the Executive Severance Plan that enhanced the severance benefits for all Executive Vice Presidents in the event of a termination of service after a change in control of the Company. The changes substantially eliminated the need for employment agreements for Mr. Scherger and Mr. Yost, but did not address all of the provisions in Mr. Doss's Employment Agreement, which remains in place. For Mr. Doss, the severance benefit is an amount equal to one year's base salary, his target bonus for the year in which termination occurs and his actual bonus based on the plan targets, prorated for the number of days Mr. Doss is employed during the year in which termination occurs. Mr. Doss also receives health and welfare benefits for one year after termination and a pro-rata bonus payout. Mr. Doss vests in any unvested equity awards on the date of his termination as if he were retirement eligible (daily pro-rata vesting) without regard to his actual age or years of service on the date of termination. In addition, if Mr. Doss is separated from service without cause or for Good Reason within one year of a change in control, he receives (i) an additional year of base salary, and (ii) instead of the pro-rata bonus, a bonus equal to the target level bonus for the year in which the separation occurs (assuming that all performance targets had been achieved) multiplied by two. All benefit payments under Mr. Doss's Employment Agreement are conditioned upon him executing and returning a claims release to the Company.

All of the executives except Mr. Doss are eligible to participate in the Graphic Packaging International, LLC Executive Severance Plan. The Executive Severance Plan provides severance benefits equal to one year's base salary and a pro-rata bonus if the Executive is terminated involuntarily without cause or terminates his or her employment for Good Reason. If such a termination occurs within two years after a change in control, Executives receive an amount equal to two times the sum of his or her base salary and his or her target bonus. Payments under the Executive Severance Plan are conditioned upon the participant executing a release that includes a general release of claims against the Company and an agreement to certain confidentiality, non-competition and non-solicitation of employee and customer provisions.

In addition to the change in control provisions in the employment agreement and the Executive Severance Plan, the award agreements for Service RSUs and Performance RSUs granted in 2024 (prior to the implementation of the 2024 Omnibus Incentive Compensation Plan) provide for accelerated vesting and payout in the event of a change in control. A "change in control" of the Company means any of the following events:

- The acquisition by any person of beneficial ownership of thirty percent (30%) or more of the combined voting power or outstanding shares of common stock of the Company entitled to vote generally in the election of directors, except if such acquisition is by a person who, prior to such acquisition, is the beneficial owner of thirty percent (30%) or more of such securities, or if such acquisition is by any employee benefit plan or related trust;
- Individuals of the incumbent Board (other than those whose initial assumption of office is in connection with an actual or threatened election contest relating to the election or removal of directors of the Company) do not constitute at least a majority of the Board;
- Consummation of a reorganization, merger or consolidation to which the Company is a party unless (i) all or substantially all of the individuals and entities who were the Beneficial Owners of the Company's outstanding securities prior to such transaction beneficially own more than fifty percent (50%) of the combined voting power of the outstanding voting securities entitled to vote generally in the election of directors of the corporation resulting from the transaction, and (ii) no person (excluding successors to current stockholders or any employee benefit plan or related trust) beneficially owns thirty percent (30%) or more of the combined voting power of the then outstanding voting securities, except to the extent that such ownership existed prior to the transaction, and (iii) at least a majority of the members of the board of directors of the resulting entity were members of the incumbent Board at the time of the execution of the initial agreement or of the action of the Board providing such reorganization, merger or consolidation;
- The sale, transfer or disposition of all or substantially all of the assets of the Company; or
- The approval by the stockholders of the Company of a complete liquidation or dissolution of the Company.

The foregoing events were chosen to trigger the vesting and payout of RSUs (even without a subsequent termination of employment) because they constitute a fundamental change in the ownership or control of the Company, which materially alters the prospects and future of the Company and, therefore, the employment conditions and opportunities for the members of management, including the Executives, who receive RSUs.

Policies Applicable to Executive Officers

Clawback Provisions

In November 2023, the Committee approved and adopted the Graphic Packaging Holding Company Compensation Recoupment Policy (the "Clawback Policy"). The mandatory portion of the Clawback Policy is intended to comply with the applicable listing standards of New York Stock Exchange and Rule 10D-1 under the Exchange Act and requires the Company to recover reasonably promptly the amount of all "erroneously-awarded compensation" (as defined in the Clawback Policy) received by an Executive Officer or former Executive Officer over the prior three fiscal years in the event that the Company is required to prepare an accounting restatement. The discretionary portion of the Clawback Policy gives the Committee or the Board the ability to apply the mandatory portions of the Clawback Policy to additional employees of the Company that have been designated as "Other Covered Persons" and notified that they are subject to the policy. The discretionary portion of the Clawback Policy also gives the Committee or the Board the authority to recoup additional types of compensation such as the portion of equity awards that constitute service-based compensation and were granted, vested, exercised or paid to an Executive Officer or Other Covered Person during the prior three fiscal years. The Committee or the Board may also apply the discretionary portion of the Clawback Policy to recover incentive compensation or service-based compensation in the event that the Committee determines that an Executive Officer or Other Covered Person has engaged in misconduct (as defined in the Clawback Policy) harmful to the Company.

During 2024, the Company did not have an accounting restatement that triggered the application of the Clawback Policy to any compensation paid to an Executive Officer or a former Executive Officer.

Stock Ownership Guidelines

The Company has adopted stock ownership guidelines that apply to thenon-management members of our Board of Directors and our senior officers (including the Executives). The guidelines require such persons to maintain beneficial ownership of the Company's common stock having a value equal or greater than:

- 3x the annual cash retainer paid to the non-management members of the Board of Directors;
- 6x the base salary paid to the President and CEO;
- 3x the base salary for the Executive Vice Presidents; and
- 1x the base salary for the Senior Vice Presidents.

Only shares owned outright and share equivalents held in the 401(k) Plan are counted toward stock ownership. Directors and executive officers are expected to achieve their applicable ownership levels within five years of becoming subject to the guidelines. All of the Company's non-management Directors and Executives are in compliance or on target to comply with the guidelines.

Insider Trading/Hedging and Pledging Policy

The Company has adopted an insider trading policy (the "Policy on Trading in Securities of Graphic Packaging Holding Company" or the "Policy") governing the purchase, sale or other disposition of the Company's securities by directors, officers and employees. The Policy and the procedures described therein are reasonably designed to promote compliance with insider trading laws, rules, regulations and any listing standards of the New York Stock Exchange applicable to the Company.

Included in the Policy are the Company's restrictions on the hedging or pledging of the Company's securities. Such restrictions prohibit any director, officer, employee or agent of the Company or its subsidiaries, including their immediate family members and others in their households (each a "Company Associate") from entering into short sales, publicly-traded options and hedging transactions such as zero cost collars and forward sale contracts that allow the Company Associate to lock in much of the value of his or her securities holdings or continue securities ownership without the full risks and rewards of such ownership. In addition, Company Associates are prohibited from pledging the Company's securities, including through holding such securities in margin accounts or pledging such securities as collateral for a loan.

A copy of the Company's policy was filed as Exhibit 19.1 to its Annual Report on Form 10-K for the year ended December 31, 2024.

Tax and Accounting Considerations

Favorable accounting and federal corporate income tax treatment of the various elements of our compensation program is a consideration in its design. However, because the Committee's policy is to maximize long-term stockholder value, it is not a primary consideration.

COMPENSATION OF EXECUTIVE OFFICERS

The following table sets forth the compensation paid to or earned by the Company's PEO (Mr. Doss), PFO (Mr. Scherger), and the Company's three other most highly paid executive officers who were serving as executive officers on December 31, 2024 (collectively, the "Named Executive Officers") for each of the three fiscal years ended December 31, 2024.

Summary Compensation Table

| Name and Principal Position | Year | Salary (\$) | Bonus (\$) | Stock Awards (\$) ⁽¹⁾ | Non-Equity Incentive Plan Compensation (\$) | Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$) ⁽²⁾ | All Other Compensation (\$) | Total (\$) ⁽³⁾ |
|---|------|-------------|------------|----------------------------------|---|---|-----------------------------|---------------------------|
| Michael P. Doss | | | | | | | | |
| President and Chief Executive Officer | 2024 | 1,316,300 | – | 7,158,044 | 462,021 | – | 471,590 ⁽⁴⁾ | 9,407,955 |
| (Principal Executive Officer) | 2023 | 1,316,300 | – | 7,291,291 | 2,718,818 | 70,380 | 540,714 | 11,937,503 |
| | 2022 | 1,253,600 | – | 6,756,267 | 3,384,720 | – | 248,814 | 11,644,401 |
| Stephen R. Scherger | | | | | | | | |
| Executive Vice President and Chief Financial Officer | 2024 | 775,000 | – | 1,881,456 | 171,275 | – | 209,616 ⁽⁵⁾ | 3,037,347 |
| (Principal Financial Officer) | 2023 | 745,000 | – | 1,829,766 | 968,873 | – | 221,469 | 3,765,107 |
| | 2022 | 709,071 | – | 1,669,583 | 1,205,421 | – | 122,545 | 3,706,619 |
| Maggie Bidlingmaier | | | | | | | | |
| Executive Vice President And President, Americas | 2024 | 725,000 | – | 1,584,072 | 160,225 | – | 188,171 ⁽⁶⁾ | 2,657,467 |
| | 2023 | 682,500 | – | 1,355,282 | 835,380 | – | 192,553 | 3,065,715 |
| | 2022 | 600,758 | – | 2,758,404 | 901,137 | – | 33,919 | 4,294,218 |
| Lauren S. Tashma | | | | | | | | |
| Executive Vice President, General Counsel and Secretary | 2024 | 638,500 | – | 1,240,062 | 132,808 | – | 161,030 ⁽⁷⁾ | 2,172,999 |
| | 2023 | 615,000 | – | 1,124,817 | 705,713 | – | 166,923 | 2,612,452 |
| | 2022 | 585,232 | – | 1,010,533 | 819,325 | – | 110,817 | 2,525,907 |
| Joseph P. Yost | | | | | | | | |
| Executive Vice President and President, International | 2024 | 701,500 | – | 1,260,233 | 136,793 | – | 272,935 ⁽⁸⁾ | 2,371,460 |
| | 2023 | 676,000 | – | 1,307,043 | 775,710 | 25,730 | 398,490 | 3,182,973 |
| | 2022 | 650,000 | – | 1,258,407 | 975,480 | – | 194,093 | 3,077,501 |

- Amounts shown in this column represent the aggregate fair value of Service RSUs and Performance RSUs as of the date of grant, computed in accordance with FASB ASC Topic 718. The value of Performance RSUs assumes performance occurs at target level. The value of 2024 Stock Awards assuming payout of Performance RSUs at the maximum level is as follows: Mr. Doss: \$12,035,742; Mr. Scherger: \$3,163,524; Ms. Bidlingmaier: \$2,663,502; Ms. Tashma: \$2,085,067; and Mr. Yost: \$2,118,999.
- The amounts set forth in this column for Messrs. Doss and Yost for 2024 represent increases under the Supplemental Retirement Plans only, because both Mr. Doss and Mr. Yost received lump sum payments of accrued benefits under the U.S. Consolidated Pension Plan in 2019. The present value of Mr. Doss and Mr. Yost's accumulated benefits under our Supplemental Retirement Plans decreased by \$31,477 and \$13,274, respectively, during 2024 and \$350,582 and \$138,391, respectively, during 2022 due to an increase in discount rates used to calculate the present value of their accumulated benefits. Mr. Scherger, Ms. Bidlingmaier and Ms. Tashma do not participate in the Company's Pension Plan or Supplemental Retirement Plans. None of the Named Executive Officers realized above market or preferential earnings on deferred compensation.
- Amounts in this column may not equal the sum of the amounts in the line exactly due to rounding.
- The amount shown for Mr. Doss includes (i) \$29,325 of Company matching and supplemental contributions to the Company's 401(k) Plan; (ii) \$434,714 of Company matching and supplemental contributions to the NQDCP; (iii) \$4,591 for Executive Disability Insurance; and (iv) \$2,960 for an executive physical.
- The amount shown for Mr. Scherger represents (i) \$29,325 of Company matching and supplemental contributions to the Company's 401(k) Plan; (ii) \$171,220 of Company matching and supplemental contributions to the NQDCP; (iii) \$4,971 for Executive Disability Insurance, and (iv) \$4,100 for an executive physical.
- The amount shown for Ms. Bidlingmaier represents (i) \$25,876 of Company matching contributions to the Company's 401(k) Plan; (ii) \$150,119 of Company matching and supplemental contributions to the NQDCP; (iii) \$3,001 for an executive physical; and (iv) \$300 for financial counseling fees.
- The amount shown for Ms. Tashma includes (i) \$29,325 of Company matching and supplemental contributions to the Company's 401(k) Plan; (ii) \$124,219 of Company matching and supplemental contributions to the NQDCP; (iii) \$4,785 for Executive Disability Insurance; (iv) \$3,001 for an executive physical; and (v) \$300 for financial counseling fees.
- The amount shown for Mr. Yost represents (i) \$29,325 of Company matching and supplemental contributions to the Company's 401(k) Plan; (ii) \$140,554 of Company matching and supplemental contributions to the NQDCP; (iii) \$4,442 of Executive Disability Insurance; (iv) housing allowance of \$93,193; (v) \$3,121 of foreign auto allowance; (vi) \$2,000 of tax preparation fees; and (vii) \$300 for financial counseling fees.

Additional Information regarding the Summary Compensation Table

Salary. The amounts shown as salaries in the Summary Compensation Table for 2024 represent amounts actually paid during 2024 and may not be the same as base salary levels at fiscal year end. The salaries shown include amounts contributed to the Company's 401(k) Plan and NQDCP by the Executive.

Non-Equity Incentive Plan Compensation. The Company's MIP is designed to provide short-term incentive awards based upon the accomplishment by the Company of performance goals established at the beginning of each year. Awards are paid in cash during the first quarter of the following year. The amounts shown in the Summary Compensation Table represent amounts earned in 2024 and paid during the first quarter of 2025.

Stock Awards. In 2024, the Compensation and Management Development Committee and the Board approved grants of RSUs under the 2014 Plan to our Named Executive Officers. These grants were made up of Service RSUs (one-third of total grant) and Performance RSUs (two-thirds of total grant). The number of shares paid out pursuant to the Performance RSUs is determined by the accomplishment of certain performance metrics established by the Board of Directors. For the 2024 grants, the performance metrics are Adjusted EBITDA for the three-year period ending December 31, 2026 (40% weight), average Return on Invested Capital for the three-year period ending December 31, 2026 (40% weight) and Organic Revenue Growth (20% weight). Performance RSUs are also subject to a relative Total Stockholder Return modifier, which adjusts payouts by up to 20% (up or down), subject to the 200% of target cap. The Service RSUs vest in three equal tranches on the first, second and third anniversaries of the date of grant, the Performance RSUs vest on the third anniversary of the date of grant and all of the RSUs are payable in shares of the Company's common stock.

Change in Pension Value and Non-Qualified Deferred Compensation Earnings. Amounts shown in the Change in Pension Value and Non-Qualified Deferred Compensation column of the Summary Compensation Table represent only the aggregate increase (if any) in the present value of accumulated benefits under our Supplemental Plans, as none of the Executives participated in the U.S. Consolidated Pension Plan during 2024. None of the Named Executive Officers realized above-market or preferential earnings on deferred compensation.

2023 CEO Pay Ratio Information

In accordance with Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and Item 402(u) of Regulation S-K promulgated under the Exchange Act, the Company is required to determine and disclose the total annual compensation of the Company's Principal Executive Officer (who is Michael P. Doss, the Company's President and CEO) and the total annual compensation of the employee with the median of the total annual compensation of all employees of the Company (excluding Mr. Doss) and then express these amounts as a ratio.

The Company reviewed employee headcount information and compensation programs for 2024 and determined that it did not have any change in its employee population or employee compensation arrangements that it believes would significantly impact its pay ratio disclosure. Accordingly, for purposes of its 2024 disclosure, the Company is using the same median employee that was identified for its 2022 pay ratio disclosure.

To identify the employee with the median total annual compensation in 2022, the Company chose all cash compensation paid during the calendar year to each of its domestic and international employees as of December 31, 2022 as its consistently applied compensation measure. The Company did not annualize salaries for those employees who started working for the Company midyear or those employees who were on leave for a portion of the year. For those international employees paid in a different currency, the Company converted the total of all cash compensation paid to such employees to U.S. dollars, based on the exchange rate in effect on December 31, 2022.

Using the median employee identified based upon 2022 data, the Company determined the median employee's total annual compensation for 2024 was \$53,042. The total annual compensation of our President and CEO for 2024 was \$9,407,955. The ratio of the total annual compensation of our President and CEO to the median employee's total annual compensation was 177:1.

The following table sets forth information regarding the grants of annual cash incentive compensation and annual equity compensation during 2024 to the Named Executive Officers.

Grants of Plan-Based Awards in Fiscal 2024

| Name | Grant Date | Estimated Future Payouts Under Non-Equity Incentive Plan Awards ⁽¹⁾ | | | Estimated Future Payouts Under Equity Incentive Plan Awards | | | All Other Stock Awards; Number of Shares of Stock or Units (#) ⁽⁵⁾ | Grant Date Fair Value of Stock Awards (\$) ⁽⁶⁾ |
|------------------------|------------|--|-------------|--------------|---|---------------------------|----------------------------|---|---|
| | | Threshold (\$) | Target (\$) | Maximum (\$) | Threshold (#) ⁽²⁾ | Target (#) ⁽³⁾ | Maximum (#) ⁽⁴⁾ | | |
| Michael P. Doss | | 0 | 1,777,005 | 3,554,010 | | | | | |
| | 2/15/2024 | | | | 0 | 192,111 | 384,222 | | 4,877,698 |
| | 2/15/2024 | | | | | | | 96,055 | 2,280,346 |
| Stephen R. Scherger | | 0 | 658,750 | 1,317,500 | | | | | |
| | 2/15/2024 | | | | 0 | 50,495 | 100,990 | | 1,282,068 |
| | 2/15/2024 | | | | | | | 25,248 | 599,388 |
| Maggie K. Bidlingmaier | | 0 | 616,250 | 1,232,500 | | | | | |
| | 2/15/2024 | | | | 0 | 42,514 | 85,028 | | 1,079,430 |
| | 2/15/2024 | | | | | | | 21,257 | 504,641 |
| Lauren S. Tashma | | 0 | 510,800 | 1,021,600 | | | | | |
| | 2/15/2024 | | | | 0 | 33,281 | 66,562 | | 845,005 |
| | 2/15/2024 | | | | | | | 16,641 | 395,057 |
| Joseph P. Yost | | 0 | 526,125 | 1,052,250 | | | | | |
| | 2/15/2024 | | | | 0 | 33,823 | 67,646 | | 858,766 |
| | 2/15/2024 | | | | | | | 16,911 | 401,467 |

- (1) The amounts set forth in these columns reflect the threshold, target and maximum cash payments that could have been earned during 2024 under the MIP.
- (2) Amounts in this column represent the threshold number of Performance RSUs that will be paid out assuming Company performance occurs at less than 90% of the Adjusted EBITDA performance measure, less than 90% of the Return on Invested Capital performance measure or less than 1% of the Organic Revenue Growth performance measure under the 2024 long-term incentive program (the "2024 LTIP").
- (3) Amounts in this column represent the number of Performance RSUs granted to each of the Named Executive Officers. This is the number of Performance RSUs that will be paid out assuming Company performance at the target levels under the 2024 LTIP.
- (4) Amounts in this column represent the maximum number of Performance RSUs that will be paid out to each of the Named Executive Officers under the 2024 LTIP, which is 200% of the target level grant.
- (5) Amounts in this column represent the number of Service RSUs granted to each of the Named Executive Officers in 2024. The Service RSUs vest in three equal tranches on the first, second and third anniversaries of the date of grant, or earlier upon termination following a change in control or on a pro-rata basis upon a termination of employment due to death, disability or retirement.
- (6) Amounts in this column represent the aggregate grant date fair value of Performance RSUs and Service RSUs, computed in accordance with FASB ASC Topic 718. The value of the Performance RSUs assumes performance occurs at target level.

The following table sets forth the aggregate outstanding RSUs held by the Named Executive Officers at the end of fiscal 2024. None of the Named Executive Officers held any stock options at the end of fiscal 2024.

Outstanding Equity Awards at 2024 Fiscal Year End

| Name | Grant Date | Stock Awards | | | |
|---------------------|------------|--|---|---|---|
| | | Numbers of Shares or Units of Stock That Have Not Vested (#) ⁽¹⁾⁽²⁾ | Market Value of Shares or Units of Stock That Have Not Vested (\$) ⁽³⁾ | Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) ⁽⁴⁾⁽⁵⁾ | Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) ⁽³⁾ |
| Michael P. Doss | 2/15/2024 | 96,055 | 2,608,854 | 192,111 | 5,217,735 |
| | 2/15/2023 | 102,579 | 2,528,572 | 205,157 | 5,057,120 |
| | 2/22/2022 | 112,026 | 2,761,441 | 224,051 | 5,522,857 |
| Stephen R. Scherger | 2/15/2024 | 25,248 | 685,736 | 50,495 | 1,371,444 |
| | 2/15/2023 | 25,742 | 634,540 | 51,485 | 1,269,105 |
| | 2/22/2022 | 27,683 | 682,386 | 55,367 | 1,364,797 |
| Maggie Bidlingmaier | 2/15/2024 | 21,257 | 577,340 | 42,514 | 1,154,680 |
| | 2/15/2023 | 19,067 | 470,002 | 38,134 | 940,003 |
| | 2/22/2022 | 20,866 | 514,347 | 41,731 | 1,028,669 |
| | 2/8/2022 | 80,128 | 1,975,155 | | |
| Lauren S. Tashma | 2/15/2024 | 16,641 | 451,970 | 33,281 | 903,912 |
| | 2/15/2023 | 15,825 | 390,086 | 31,649 | 780,148 |
| | 2/22/2022 | 16,756 | 413,035 | 33,511 | 826,046 |
| Joseph P. Yost | 2/15/2024 | 16,911 | 459,303 | 33,823 | 918,633 |
| | 2/15/2023 | 18,388 | 453,264 | 36,777 | 906,553 |
| | 2/22/2022 | 20,866 | 514,347 | 41,731 | 1,028,669 |

- (1) The numbers in this column represent the number of Service RSUs held by each of the Named Executive Officers as of December 31, 2024.
- (2) The Service RSUs granted in 2024 vest in three equal tranches on the first, second and third anniversaries of the date of grant and the Service RSUs granted in 2022 and 2023 vest on the third anniversary of the date of grant, in each case, except in the event of death, disability, retirement or a change of control.
- (3) Amounts in this column are calculated based on the closing price of the Company's common stock on December 31, 2024.
- (4) The numbers in this column represent the number of Performance RSUs reflected at target payout level held by each of the Named Executive Officers as of December 31, 2024.
- (5) The Performance RSUs vest on the third anniversary of the date of grant except in the event of death, disability, retirement or a change of control.

The following table sets forth information regarding RSUs held by the Named Executive Officers that vested and were paid out during 2024.

Option Exercises and Stock Vested

| Name | Stock Awards ⁽¹⁾ | |
|------------------------|-----------------------------------|---|
| | No. of Shares Acquired on Vesting | Value Realized on Vesting (\$) ⁽²⁾ |
| Michael P. Doss | 530,500 | 14,005,200 |
| Stephen R. Scherger | 143,170 | 3,779,688 |
| Maggie K. Bidlingmaier | – | – |
| Lauren S. Tashma | 80,278 | 2,119,339 |
| Joseph P. Yost | 120,474 | 3,180,514 |

- (1) Only Stock Awards are included in the table because none of the Named Executive Officers held or exercised any stock options during 2024. The numbers in this column show the aggregate number of Performance RSUs and Service RSUs vested and paid out during 2024.
- (2) Value realized represents the fair market value of the shares on the vesting date.

Pension Benefits at 2024 Fiscal Year End

| Name | Plan Name | Number of Years Credited Service (#) | Present Value of Accumulated Benefit (\$) ⁽¹⁾ | Payments During Last Fiscal Year (\$) ⁽³⁾ |
|--------------------------------|--|--------------------------------------|--|--|
| Michael P. Doss ⁽²⁾ | Riverwood International Supplemental Retirement Plan | 11 | 858,830 | – |
| | Graphic Packaging Supplemental Retirement Plan | 5 | 11,914 | – |
| Stephen R. Scherger | – | – | – | – |
| Maggie K. Bidlingmaier | – | – | – | – |
| Lauren S. Tashma | – | – | – | – |
| Joseph P. Yost ⁽²⁾ | Riverwood International Supplemental Retirement Plan | 11 | 306,978 | – |

- (1) The valuation method and assumptions used in calculating the present value of the accumulated benefits are set forth in Note 7 of the Notes to Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2024.
- (2) Benefit service was frozen on December 31, 2004 for both the GPIC Retirement Plan and the Graphic Packaging Supplemental Retirement Plan. Mr. Doss was transferred to the Riverwood International Employees Retirement Plan and Riverwood International Supplemental Retirement Plan as of January 1, 2005. Mr. Doss and Mr. Yost's benefit service for the Riverwood International Employees Retirement Plan and the Riverwood International Supplemental Retirement Plan was frozen as of June 30, 2011. Effective January 1, 2017, the Riverwood International Employees Retirement Plan and the GPIC Retirement Plan were merged into the GPI US Consolidated Pension Plan, but are shown separately in the table above because they are treated as subplans under the consolidated plan.
- (3) In 2019, Mr. Doss and Mr. Yost received lump-sum payments in settlement of the Company's obligations to them under the GPI US Consolidated Pension Plan.

The following table sets forth information regarding the Named Executive Officers' participation in the Company's NQDCP.

2024 Nonqualified Deferred Compensation

| Name | Executive Contributions in Last FY (\$) ⁽¹⁾ | Registrant Contributions in Last FY (\$) ⁽²⁾ | Aggregate Earnings in Last FY (\$) | Aggregate Withdrawals/Distributions (\$) | Aggregate Balance at Last FYE (\$) ⁽³⁾ |
|------------------------|--|---|------------------------------------|--|---|
| Michael P. Doss | 499,964 | 434,714 | 1,528,202 | – | 9,689,073 |
| Stephen R. Scherger | 112,382 | 171,220 | 345,427 | – | 5,691,664 |
| Maggie K. Bidlingmaier | 88,580 | 150,119 | 60,680 | – | 599,241 |
| Lauren S. Tashma | 67,863 | 124,219 | 161,041 | – | 1,728,514 |
| Joseph P. Yost | 90,117 | 140,554 | 351,400 | – | 2,744,793 |

- (1) These amounts were included as 2024 compensation in the "Salary" or "Non-Equity Incentive Plan Compensation" columns in the Summary Compensation Table.
- (2) These amounts, which were earned as of fiscal year end but not contributed until early 2025, were included in compensation in the "All Other Compensation" column for 2024 in the Summary Compensation Table and are reflected in the "Aggregate Balance at Last FYE" column of this table.
- (3) In previous years the amounts shown below have been included in the Company's Summary Compensation Table as compensation to the following Named Executive Officers:

| | |
|------------------------|--------------|
| Michael P. Doss | \$ 4,400,107 |
| Stephen R. Scherger | \$ 2,724,650 |
| Maggie K. Bidlingmaier | \$ 279,061 |
| Lauren S. Tashma | \$ 898,843 |
| Joseph P. Yost | \$ 1,069,363 |

Deferred Compensation. In 2011, the Company implemented the NQDCP, a nonqualified deferred compensation plan to which Executives and other eligible senior employees may defer a portion of their annual base salary and/or payment under the MIP, and to which the Company may also make additional contributions. Contributions to the NQDCP were first made during 2012. The NQDCP permits participants to defer and contribute from 1% to 50% of their base salary and up to 100% of their payment under the MIP to the plan. The NQDCP offers deemed investment options that generally mirror those available under the Company's 401(k) Plan. The Company may, in its discretion, make contributions to the NQDCP, such as 401(k) restoration matching contributions and other supplemental contributions for Executives and eligible senior employees who do not participate in or receive future service accruals to the Company's Pension Plan or Supplemental Plans. NQDCP distributions will be made or commence on the earlier of the six-month anniversary of a participant's separation from service with the Company, a change in control of the Company or, if elected by the participant, on a specified date. Payment will be made in a lump sum or in annual installments (up to 10) as elected by the participant.

The following table provides information as of December 31, 2024, with respect to the Company's 2024 Plan, under which equity securities are authorized for issuance, as well as the 2014 Plan, which has expired but still has outstanding awards.

2024 Equity Compensation Plan Information

| Plan Category | Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (#) | Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (\$) | Number of Securities Remaining Available for Future Issuance (Excluding Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (#)) |
|--|---|--|--|
| Equity compensation plans approved by stockholders: | | | |
| 2014 Plan | 4,740,980 ⁽¹⁾ | N/A | 0 |
| 2024 Plan | 56,620 ⁽¹⁾ | N/A | 11,090,014 |
| Equity compensation plans not approved by stockholders | N/A | N/A | N/A |
| Total | 4,797,600 | | 11,090,014⁽²⁾ |

(1) Reflects Service RSUs and Performance RSUs. Does not include up to 2,680,358 additional shares that may be issued if the Performance RSUs are paid out at a level above target.

(2) All of these securities are available for issuance under the 2024 Plan and may be granted as full-value awards.

Potential Payments Upon Termination

The table below reflects the amount of compensation that would become payable to each of the Named Executive Officers under existing plans and arrangements if the Named Executive Officer's employment was terminated (i) because of death or disability; (ii) because of retirement; (iii) by the Company without Cause or by the Named Executive Officer for Good Reason (as described in the employment agreement with Mr. Doss or, with respect to Mr. Scherger, Ms. Bidlingmaier, Ms. Tashma and Mr. Yost, the Executive Severance Plan); or (iv) by the Company without Cause or by the Named Executive Officer for Good Reason within one year following a change in control of the Company, in each such case as of December 31, 2024, given the Named Executive Officer's compensation and service levels as of such date and, if applicable, based on the Company's closing stock price on that date. These benefits are in addition to benefits available prior to the occurrence of any termination of employment and benefits available to all salaried employees, such as distributions of employee contributions and Company matching and supplemental contributions under the Company's 401(k) Plan and any accrued untaken vacation pay. These benefits are also in addition to the benefits described above in the Pension Benefits at 2024 Fiscal Year End table and the 2024 Nonqualified Deferred Compensation table.

In the event that a Named Executive Officer is terminated for cause, no cash severance is payable, and the Named Executive Officer forfeits all unvested equity awards. In addition, no continued welfare benefits or outplacement services are provided to the Named Executive Officer.

Compensation Matters

The actual amounts that would be paid upon a Named Executive Officer's termination of employment can be determined only at the time of an executive's actual separation from the Company. Due to the number of factors that affect the nature and amount of any benefits provided upon the events shown below, actual amounts paid or distributed may be higher or lower than reported below. Factors that could affect these amounts include the timing during the year of any such event, the maximum payouts under any incentive plans and the executive's age.

| Name | Termination following Death or Disability | | | Termination following Employee's Non-Renewal or Retirement | | | Termination Without Cause or for Good Reason ⁽¹⁾ | | | Termination Without Cause or for Good Reason following a Change in Control ⁽¹⁾ | | |
|------------------------|---|----------------------------|------------|--|----------------------------|------------|---|----------------------------|------------|---|----------------------------|------------|
| | Cash (\$) | Equity ⁽²⁾ (\$) | Total (\$) | Cash (\$) | Equity ⁽²⁾ (\$) | Total (\$) | Cash (\$) | Equity ⁽²⁾ (\$) | Total (\$) | Cash (\$) | Equity ⁽²⁾ (\$) | Total (\$) |
| Michael P. Doss | 1,777,005 ⁽³⁾ | 18,056,643 | 19,833,648 | – | 21,749,560 | 21,749,560 | 4,870,310 | 16,854,426 | 21,724,736 | 7,963,615 | 25,312,550 | 33,276,165 |
| Stephen R. Scherger | – | 4,547,169 | 4,547,169 | – | 5,517,826 | 5,517,826 | 1,433,750 | 4,231,167 | 5,664,917 | 2,867,500 | 6,410,303 | 9,277,803 |
| Maggie K. Bidlingmaier | – | 5,606,805 | 5,606,805 | – | 6,424,044 | 6,424,044 | 1,341,250 | 5,340,754 | 6,682,004 | 2,682,500 | 7,162,011 | 9,844,511 |
| Lauren S. Tashma | – | 2,823,151 | 2,823,151 | – | 3,462,906 | 3,462,906 | 1,149,300 | 2,614,874 | 3,764,174 | 2,298,600 | 4,010,527 | 6,309,127 |
| Joseph P. Yost | – | 3,284,440 | 3,284,440 | – | 3,934,614 | 3,934,614 | 1,227,625 | 3,072,783 | 4,300,408 | 2,455,250 | 4,576,351 | 7,031,601 |

(1) In addition to the amounts shown above, each Named Executive Officer receives life insurance, medical, dental and prescription drug benefits for one year following the date of termination, as well as outplacement and career counseling services with a cost up to \$25,000. The maximum annual amount of such outplacement and career counseling services and continued life insurance, medical, dental and prescription drug benefits for each of the Named Executive Officers is:

| | |
|------------------------|----------|
| Michael P. Doss | \$54,813 |
| Stephen R. Scherger | \$44,066 |
| Maggie K. Bidlingmaier | \$36,175 |
| Lauren S. Tashma | \$43,250 |
| Joseph P. Yost | \$41,062 |

(2) Amounts in this column reflect the value of unvested Service RSUs and Performance RSUs that would vest and pay out upon the termination event, based on the closing price of the Company's common stock on December 31, 2024. In addition, amounts shown assume that the Executive gave written notice of his or her intent to retire at least six (6) months prior to the date of retirement.

(3) In addition to this amount, Mr. Doss receives one additional months' salary, or \$109,692, upon termination of employment due to his death.

Pay versus Performance

As required by Section 953(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 402(v) of Regulation S-K, we are providing the following information regarding the "compensation actually paid" (as defined in Item 402(v) of Regulation S-K, the "CAP") to the Principal Executive Officer or "PEO" (Mr. Michael P. Doss) and to the Non-PEO NEOs (on an average basis), as well as certain performance metrics applicable to the Company. Note that the Compensation and Management Development Committee did not consider the measures set forth below when making its compensation decisions for the years shown below, and that the Peer Group used in calculating the Peer Group Total Shareholder Return measure set forth below is the group of companies that make up the Dow Jones U.S. Container Packaging Index used in the Total Return to Stockholders graph in the Company's Annual Report on Form 10-K, so it is not exactly the same Peer Group used by the Compensation and Management Development Committee in its process to determine executive compensation.

2024 Pay Versus Performance Table

| Year | Summary Compensation Table Total Compensation for PEO ⁽¹⁾ | Compensation Actually Paid to PEO ⁽²⁾ | Average Summary Compensation Table Total Compensation for Non-PEO NEOs ⁽³⁾ | Average Compensation Actually Paid to Non-PEO NEOs ⁽⁴⁾ | Value of Initial Fixed \$100 Investment based on Company Total Shareholder Return | Value of Initial Fixed \$100 Investment based on Peer Group Total Shareholder Return | Net Income (in millions) | Adjusted EBITDA (in millions) |
|------|--|--|---|---|---|--|--------------------------|-------------------------------|
| 2024 | \$ 9,407,955 | \$17,901,034 | \$2,559,819 | \$4,397,170 | 177.28 | 136.68 | \$658 | \$1,682 |
| 2023 | \$11,937,503 | \$19,418,337 | \$3,156,562 | \$4,447,314 | 158.66 | 118.91 | \$723 | \$1,876 |
| 2022 | \$11,644,401 | \$19,745,603 | \$3,401,061 | \$4,830,700 | 140.89 | 110.49 | \$522 | \$1,600 |
| 2021 | \$ 7,309,269 | \$11,860,514 | \$2,040,539 | \$2,934,498 | 121.60 | 134.41 | \$204 | \$1,056 |
| 2020 | \$ 8,009,101 | \$10,059,859 | \$2,217,803 | \$2,624,259 | 103.95 | 121.14 | \$167 | \$1,070 |

(1) The amounts shown in this column are the "Total" compensation amounts reported in the Summary Compensation Table ("SCT") for the Company's PEO for each corresponding year.

(2) The amounts shown in this column represent the CAP paid to the Company's PEO for each corresponding year.

The adjustments made to the PEO's total compensation as set forth in the SCT to determine the CAP are set forth below.

| | Year | | | | |
|---|--------------|--------------|--------------|--------------|--------------|
| | 2024 | 2023 | 2022 | 2021 | 2020 |
| Total Compensation Reported in SCT | \$ 9,407,955 | \$11,937,503 | \$11,644,401 | \$ 7,309,269 | \$ 8,009,101 |
| Less Change in Pension Value and Non-Qualified Deferred Compensation Earnings Reported in SCT | 0 | \$ 70,380 | – | – | \$ 190,604 |
| Less: Fair Value of Stock Awards Granted during Year at Date of Grant Reported in SCT | \$ 7,158,044 | \$ 7,291,291 | \$ 6,756,267 | \$ 5,006,859 | \$ 5,030,321 |
| Plus: Pension Value attributable to Service and Changes in Value due to Plan Amendments made during the Year | 0 | – | – | – | – |
| Plus: Fair Value of Equity Compensation Granted during Year at FYE | \$ 8,103,613 | \$ 7,656,892 | \$ 7,871,034 | \$ 6,086,639 | \$ 5,163,815 |
| Plus: Change in Fair Value of Equity Compensation from the end of the Prior Year to Vesting Date for Stock Awards Made in Prior Years that Vested during Year Shown | \$ 89,124 | \$ 655,973 | \$ 400,333 | \$ (313,875) | \$ (146,375) |
| Plus: Change in Fair Value of Equity Compensation from the end of the Prior Year to the end of the Year Shown for Stock Awards that were unvested at FYE | \$ 7,458,386 | \$ 6,529,640 | \$ 6,586,102 | \$ 3,785,341 | \$ 2,254,243 |
| Plus: Dividends or Other Earnings paid on Stock Awards in the Year Shown prior to the Vesting Date not otherwise included in Total Compensation | 0 | \$ – | – | – | – |
| Compensation Actually Paid | \$17,901,034 | \$19,418,337 | \$19,745,603 | \$11,860,514 | \$10,059,859 |

(3) The amounts shown in this column are the average of the "Total" compensation amounts reported in the SCT for each of the Non-PEO NEOs for each corresponding year. The Non-PEO NEOs included in the calculation for the years 2022–2024 are Stephen R. Scherger, Maggie K. Bidlingmaier, Lauren S. Tashma and Joseph P. Yost. The Non-PEO NEOs included in the calculation for 2021 and 2020 are Stephen R. Scherger, Michael J. Farrell, Lauren S. Tashma and Joseph P. Yost.

(4) The amounts shown in this column represent the average CAP paid to the Company's four Non-PEO NEOs for each corresponding year.

Compensation Matters

The adjustments made to the Non-PEO NEOs' total compensation as set forth in the SCT to determine the average CAP are set forth below.

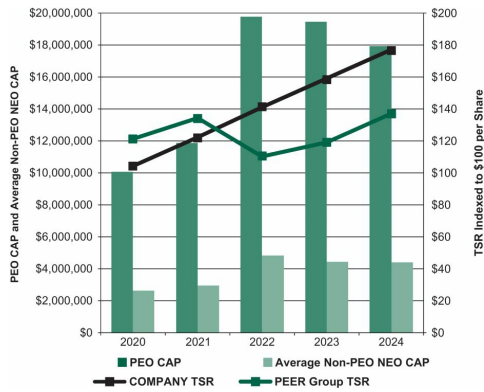
| | Year | | | | |
|---|-------------|-------------|-------------|-------------|-------------|
| | 2024 | 2023 | 2022 | 2021 | 2020 |
| Average Total Compensation Reported in SCT | \$2,559,819 | \$3,156,562 | \$3,401,061 | \$2,040,539 | \$2,217,803 |
| Less: Average Change in Pension Value and Non-Qualified Deferred Compensation Earnings Reported in SCT | 0 | \$ 6,433 | - | - | \$ 18,760 |
| Less: Average Fair Value of Stock Awards Granted during Year at Date of Grant Reported in SCT | \$1,491,456 | \$1,404,227 | \$1,674,232 | \$1,044,128 | \$1,031,892 |
| Plus: Average Pension Value attributable to Service and Changes in Value due to Plan Amendments made during the Year | 0 | - | - | - | - |
| Plus: Average Fair Value of Equity Compensation Granted during Year at FYE | \$1,688,475 | \$1,474,638 | \$1,942,288 | \$1,253,564 | \$1,059,276 |
| Plus: Average Change in Fair Value of Equity Compensation from the end of the Prior Year to Vesting Date for Stock Awards Made in Prior Years that Vested during Year Shown | \$ 147,817 | \$ 109,054 | \$ 73,532 | \$ (57,105) | \$ (27,438) |
| Plus: Average Change in Fair Value of Equity Compensation from the end of the Prior Year to the end of the Year Shown for Stock Awards that were unvested at FYE | \$1,492,515 | \$1,117,720 | \$1,088,051 | \$ 741,628 | \$ 425,269 |
| Plus: Average Dividends or Other Earnings paid on Stock Awards in the Year Shown prior to the Vesting Date not otherwise included in Total Compensation | 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 |
| Compensation Actually Paid | \$4,397,170 | \$4,447,314 | \$4,830,700 | \$2,934,498 | \$2,624,259 |

Additional Information Regarding the Pay Versus Performance Table

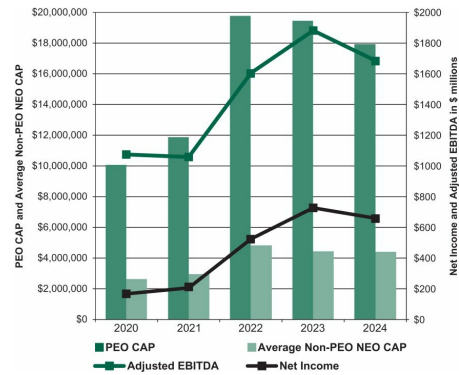
The Pay versus Performance Table shows year over year change in the PEO's and the Non-PEO NEOs' compensation from 2020 year-end to 2024 year-end, reflecting improving Total Shareholder Returns versus our Peer Group's Total Shareholder Returns, a 60.3% increase in the Company's stock price, a 394.0% improvement in Net Income and a 157.2% increase in Adjusted EBITDA between 2020 year-end and 2024 year-end. The Company chose Adjusted EBITDA as its Company Selected Measure for evaluating Pay versus Performance because it is a key metric in both our short-term cash incentive plan and our long-term equity incentive plan.

Below are graphs depicting the relationship of CAP paid to the Company's PEO and the average CAP paid to the Non-PEO NEOs in the years 2020 through 2024 to (i) TSR of the Company and the Company's peer group; and (ii) the Company's Net Income and Adjusted EBITDA.

PEO CAP and Average Non-PEO NEO CAP vs. Company TSR and Peer Group TSR



PEO and Average Non-PEO NEO CAP vs Net Income and Adjusted EBITDA



Pay Versus Performance – Tabular List of Performance Measures

We believe that the most important measures of the Company's financial performance are:

- Adjusted EBITDA
- Cash Flow Before Debt Reduction
- Return on Invested Capital
- Net Organic Sales Growth

These measures are used to determine payouts under our short-term cash incentive plan and our long-term equity incentive plan and collectively provide a holistic view of the Company's financial condition.

Proposal 3 — Advisory Vote on Executive Compensation (“Say-on-Pay”)

Section 14A of the Exchange Act requires that the Company include in this Proxy Statement an non-binding stockholder vote on the executive compensation described in this Proxy Statement (commonly referred to as a “Say-on-Pay” vote). The Company encourages stockholders to review the Compensation Discussion and Analysis and the additional executive compensation information contained in this Proxy Statement. The Board of Directors believes that the Company’s compensation program appropriately balances the need to incentivize our executives to achieve the Company’s objectives with responsible pay practices, thereby aligning the interests of our executives with those of our stockholders.

The Board of Directors strongly endorses the Company’s executive compensation program and recommends that the stockholders vote in favor of the following resolution:

RESOLVED, that the compensation of the Company’s Named Executive Officers as described in this Proxy Statement under “Compensation Matters,” including the Compensation Discussion and Analysis and the tabular and narrative disclosure contained in this Proxy Statement is hereby approved.

This vote is advisory and will not be binding upon the Board of Directors or the Compensation and Management Development Committee and neither the Board nor the Compensation and Management Development Committee will be required to take any action as a result of the outcome of the vote on this proposal. The Compensation and Management Development Committee will, however, carefully consider the outcome of this vote when considering future executive compensation arrangements.

BOARD RECOMMENDATION

The Board of Directors recommends a vote “FOR” approval of the Company’s executive compensation.

Proposal 4 — Elect Each Director Annually

A stockholder has informed the Company that he intends to present the proposal set forth below at our Annual Meeting. The name and address of the stockholder and the number of the Company’s securities that the stockholder owns will be provided to any stockholder promptly upon request. If the stockholder (or his “qualified representative”) is present at the Annual Meeting and properly submits the proposal for a vote, then the stockholder proposal will be voted upon at the Annual Meeting. In accordance with federal securities laws, the stockholder proposal is presented below exactly as submitted by the stockholder. The Company disclaims all responsibility for the content of the proposal and the supporting statement.

Proposal 4 — Elect Each Director Annually



RESOLVED, shareholders ask that our Company take all the steps necessary to organize the Board of Directors in order that each director stands for election at each annual meeting.

Although Graphic Packaging can adopt this proposal topic in one-year and one-year implementation is a best practice, this proposal allows the option to phase it in.

Classified Boards, like the Graphic Packaging Board, have been found to be one of 6 entrenching mechanisms that are negatively related to company performance according to “What Matters in Corporate Governance” by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School.

Proposal 4 — Elect Each Director Annually

Arthur Levitt, former Chairman of the Securities and Exchange Commission said, “In my view it’s best for the investor if the entire board is elected once a year. Without annual election of each director shareholders have far less control over who represents them.”

A total of 79 S&P 500 and Fortune 500 companies, worth more than \$1 trillion, have adopted this important proposal topic since 2012. Annual election of each director could make directors more accountable, and thereby contribute to improved performance and increased company value at no extra cost to shareholders. Thus it was not a surprise that this proposal topic won majority support at Tesla in 2024 even when the biased insider shares, which voted every eligible share, were opposed.

Annual election of each director gives shareholders more leverage if Directors perform poorly. For instance if Directors approve excessive executive pay shareholders can soon vote against Directors on the executive pay committee instead of potentially waiting 3 long years under the current setup.

**Please vote yes:
Elect Each Director Annually – Proposal 4**

Graphic Packaging’s Statement in Response to Proposal 4

The Board of Directors has considered the proposal set forth above requesting declassification of the Board of Directors and has determined to not take a position on the proposal, nor to provide a voting recommendation to stockholders. The proposal is advisory in nature and the outcome of the vote on the proposal will act as a recommendation to the Board of Directors. The Board of Directors recognizes that there are compelling arguments both in favor of and against a single class board and the Board of Directors wishes to have an indication of the Company’s stockholders’ views on this matter.

If the proposal is approved by an affirmative vote of a majority of votes cast at the Annual Meeting, the Company will submit a proposal to its stockholders for approval of amendments to the applicable sections of the Company’s Restated Certificate of Incorporation in the Proxy Statement for the 2026 Annual Meeting of Stockholders.

BOARD RECOMMENDATION

The Board of Directors takes no position and makes no recommendation for or against this proposal. Proxies returned without voting instructions will be voted as abstentions on this proposal.

PROPOSAL 5 — Amendments to Charter Documents to Implement a Simple Majority Vote

The Board of Directors has unanimously approved, and recommends that stockholders approve, this Proposal 5 to amend the Company’s Restated Certificate of Incorporation (the “Certificate”) to remove all supermajority voting provisions set forth in our Certificate.

At our 2024 annual meeting of stockholders, the stockholders approved a stockholder-sponsored proposal requesting that the Board of Directors take the steps necessary to eliminate each stockholder voting requirement in our Certificate and By-Laws that calls for a greater than simple majority vote.

Currently our Certificate provides that certain amendments to our Certificate or By-Laws require the affirmative vote of the holders of at least three fourths (3/4) or more of the combined voting power of the then outstanding stock entitled to vote thereon (the “Supermajority Voting Requirements”).

Specifically, Article VIII of our Certificate provides that any amendment, alteration or repeal of any of the Certificate provisions listed below must be approved pursuant to the Supermajority Voting Requirement:

- Board of Directors; Management of the Corporation (Article V);
- Liability of Directors and Indemnification (Article VI);

Proposal 5 — Amendments to Charter Documents to Implement a Simple Majority Vote

- No Stockholder Action by Written Consent; Special Meetings (Article VII);
- Amendment (Article VIII).

In addition, Article V, paragraph (d), of our Certificate provides that stockholders may adopt, amend, alter or repeal any provision of the By-Laws subject to the Supermajority Voting Requirement.

The Board of Directors has carefully considered the advantages and disadvantages of maintaining the Supermajority Voting Requirements in our Certificate, and while the Supermajority Voting Requirements are designed to ensure that the interests of all stockholders are fully protected by requiring any amendments to certain provisions of our Certificate be supported by a significant portion of our stockholders, the Board of Directors recognizes that there are different perspectives on this matter.

After considering the advantages and disadvantages of the Supermajority Voting Requirement, the Board of Directors has approved, and recommends that stockholders approve, amendments to our Certificate to remove the Supermajority Voting Requirements contained therein. If the proposed amendments are approved by our stockholders, future amendments to our Certificate, including those provisions listed above, will not be subject to the Supermajority Voting Requirement and will instead require the affirmative vote of the holders of a majority of our outstanding common stock.

The proposed Certificate of Amendment to the Restated Certificate of Incorporation is attached to this proxy statement as Appendix A, which we will file promptly with the Secretary of State of Delaware following the Annual Meeting if our stockholders approve this Proposal 5. Contingent upon the effectiveness of the proposed amendment to the Certificate eliminating the Supermajority Voting Requirements, the Board of Directors has also approved an amendment to the By-Laws to remove the corresponding Supermajority Voting Requirement from the By-laws. Such amendment to the By-Laws will be effective immediately following the filing of the Certificate of Amendment of Restated Certificate of Incorporation with the Secretary of State of Delaware.

BOARD RECOMMENDATION

The Board of Directors unanimously recommends a vote “FOR” this proposal to amend our Certificate of Incorporation to eliminate all supermajority voting provisions set forth in our Certificate of Incorporation.

Additional Information

PROXY SOLICITATION AND HOUSEHOLDING

The Company will bear the entire cost of proxy solicitation, including the preparation, Internet posting, assembly, printing, mailing and distribution of proxy materials. In addition to the use of the mail, proxies may be solicited personally by telephone by certain employees. The Company will reimburse brokers or other persons holding stock in their names or in the names of nominees for their expense in sending proxy materials to beneficial holders and obtaining their proxies.

Some banks, brokers or other nominee holders of the Company's common stock may be participating in the practice of "householding" proxy statements and annual reports. This means that only one copy of the Company's Proxy Statement and Annual Report may be sent to multiple stockholders in the same household. The Company will promptly deliver a separate copy of either document to any stockholder upon request submitted in writing to the Company at the following address: Graphic Packaging Holding Company, 1500 Riveredge Parkway, Suite 100, Atlanta, Georgia 30328, Attention: Corporate Secretary or by calling (770) 240-7200. Any stockholder who wants to receive separate copies of the Annual Report and Proxy Statement in the future, or who is currently receiving multiple copies and would like to receive only one copy for his or her household, should contact his or her bank, broker or other nominee holder.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information concerning the beneficial ownership of the Company's common stock by (i) each stockholder that is known by the Company to be the beneficial owner of more than 5% of the Company's common stock, (ii) each Director, (iii) each Named Executive Officer and (iv) the Directors and executive officers as a group. Unless otherwise noted, such information is provided as of March 15, 2025, and the beneficial owners listed have sole voting and investment power with respect to the number of shares shown. An asterisk in the percent of class column indicates beneficial ownership of less than one percent.

| Name | Number of Shares | Percentage |
|---|------------------|--------------|
| 5% Stockholders: | | |
| Allspring Global Investments Holdings, LLC ⁽¹⁾ | 16,214,322 | 5.37% |
| American Century Investment Management, Inc. ⁽²⁾ | 16,402,816 | 5.44% |
| BlackRock, Inc. ⁽³⁾ | 31,375,699 | 10.40% |
| FMR LLC ⁽⁴⁾ | 15,319,006 | 5.08% |
| The Vanguard Group ⁽⁵⁾ | 30,322,319 | 10.05% |
| Directors: | | |
| Aziz Aghili | 19,114 | * |
| Laurie Brlas | 45,219 | * |
| Michael P. Doss | 2,236,890 | * |
| Robert A. Hagemann | 132,037 | * |
| Philip R. Martens | 83,548 | * |
| Mary K. Rhinehart | 27,250 | * |
| Dean R. Scarborough | 56,470 | * |
| Larry M. Venturelli | 96,296 | * |
| Lynn A. Wentworth | 111,135 | * |
| Named Executive Officers: | | |
| Stephen R. Scherger | 587,362 | * |
| Maggie K. Bidlingmaier | 105,661 | * |
| Lauren S. Tashma | 313,789 | * |
| Joseph P. Yost | 285,203 | * |
| All Directors and Executive Officers as a group (15 persons) | 4,268,733 | 1.41% |

- (1) Pursuant to a Schedule 13G filed with the SEC on January 13, 2025, as of December 31, 2024, Allspring Global Investments Holdings, LLC ("Allspring") may be deemed to beneficially own 16,214,322 shares of the Company's Common Stock. Allspring has sole voting power with respect to 15,645,322 of such shares and shared voting power with respect to none of such shares. Allspring has sole dispositive power with respect to all of such shares. The business address of Allspring is 1415 Vantage Park Drive, Charlotte, NC 28203.
- (2) Pursuant to a Schedule 13G filed with the SEC on November 8, 2024, as of September 30, 2024, American Century Investment Management, Inc. ("American Century") may be deemed to beneficially own 16,402,816 shares of the Company's Common Stock. American Century has sole voting power with respect to 15,344,644 of such shares and shares voting power with respect to none of such shares. American Century has sole dispositive power with respect to all of such shares. The business address of American Century is 4500 Main Street, 9th Floor, Kansas City, Missouri 64111.
- (3) Pursuant to Amendment 1 to a Schedule 13G filed with the SEC on January 8, 2024, as of December 31, 2023, BlackRock, Inc. may be deemed to beneficially own 31,375,699 shares of the Company's Common Stock. BlackRock, Inc. has sole voting power with respect to 30,589,850 of such shares and shared voting power with respect to none of such shares. BlackRock, Inc. has sole dispositive power with respect to all of such shares. The business address of BlackRock, Inc. is 50 Hudson Yards, New York, NY 10001.
- (4) Pursuant to Amendment No. 1 to a Schedule 13G filed with the SEC on February 12, 2025, FMR LLC may be deemed to beneficially own 15,319,005.55 shares of the Company's Common Stock. FMR LLC has sole voting power with respect to none of such shares and shares voting power with respect to none of such shares. FMR LLC has sole dispositive power with respect to all of such shares. The business address of FMR LLC is 245 Summer Street, Boston, MA 02210.
- (5) Pursuant to Amendment No. 11 to a Schedule 13G filed with the SEC on February 12, 2024, as of December 31, 2023, The Vanguard Group may be deemed to beneficially own 30,322,319 shares of the Company's common stock. The Vanguard Group has sole voting power with respect to none of such shares and shared voting power with respect to 130,202 of such shares. The Vanguard Group has sole dispositive power with respect to 29,844,729 of the shares and shares dispositive power with respect to 477,590 of such shares. The business address of The Vanguard Group is 100 Vanguard Boulevard, Malvern, PA 19355.

STOCKHOLDER PROPOSALS AND NOMINATIONS

If you intend to present a proposal at the 2026 annual meeting of stockholders, and you wish to have the proposal included in the proxy statement for that meeting, you must submit the proposal in writing to the Company's Corporate Secretary at 1500 Riveredge Parkway, Suite 100, Atlanta, Georgia 30328. The Corporate Secretary must receive this proposal no later than December 8, 2025. If you want to present a proposal at the 2026 annual meeting of stockholders, without including the proposal in the proxy statement, or if you want to nominate one or more Directors, you must provide written notice to the Company's Corporate Secretary at the address above. The Corporate Secretary must receive this notice not earlier than January 21, 2026, and not later than February 20, 2026. However, if the date of the 2026 annual meeting of stockholders is advanced by more than 30 days or delayed by more than 70 days from the anniversary date of the 2025 Annual Meeting, then such proposal must be submitted by the later of the 90th day before such annual meeting or the 10th day following the day on which public announcement of the date of such meeting is first made.

Notice of a proposal or nomination must include:

- as to each proposed nominee for election as a Director, all information relating to such person that is required to be disclosed in solicitations of proxies for election of Directors, or is otherwise required, in each case pursuant to Regulation 14A under the Exchange Act and Rule 14a-8 thereunder, including such person's written consent to being named in the proxy statement as a nominee and to serving as a Director if elected;
- as to any other proposal, a brief description of the proposal (including the text of any resolution proposed for consideration), the reasons for such proposal and any material interest in such proposal of such stockholder and of any beneficial owner on whose behalf the proposal is made; and
- as to the stockholder giving the notice and any beneficial owner on whose behalf the nomination or proposal is made:
 - the name and address of such stockholder and beneficial owner, as they appear on the Company's books;
 - the number of shares of the Company's common stock that are owned beneficially and of record by such stockholder and such beneficial owner;
 - a representation that the stockholder is a holder of record of the Company's common stock entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to propose such business or nomination; and

- a representation whether the stockholder or the beneficial owner, if any, intends or is part of a group that intends: (a) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Company's outstanding capital stock required to approve or adopt the proposal or elect the nominee; and/or (b) otherwise to solicit proxies from stockholders in support of such proposal or nomination. [A&B to confirm.]

Only persons who are nominated in accordance with the procedures described above will be eligible for election as Directors and only such other proposals as were brought before the meeting in accordance with the procedures described above will be presented at the meeting. Except as otherwise provided by law, the Company's Restated Certificate of Incorporation or Amended and Restated By-Laws, the Chairman of the meeting will have the power and duty to determine whether a nomination or any other proposal was made or proposed in accordance with these procedures. If any proposed nomination or proposal is not made or proposed in compliance with these procedures, it will be disregarded. A proposed nomination or proposal will also be disregarded if the stockholder or a qualified representative of the stockholder does not appear at the annual meeting of stockholders to present the nomination or proposal, notwithstanding that the Company may have received proxies with respect to such vote.

The foregoing notice requirements will be deemed satisfied by a stockholder if the stockholder has notified the Company of his or her intention to present a proposal at an annual meeting in compliance with Rule 14a-8 (or any successor provision thereof) promulgated under the Exchange Act and such stockholder's proposal has been included in a proxy statement that the Company has prepared to solicit proxies for such annual meeting. The Company may require any proposed nominee to furnish such other information as it may reasonably require determining the eligibility of such proposed nominee to serve as a Director. In order to comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than the Company's nominees must provide notice that sets forth the information required by SEC Rule 14a-19 no later than March 22, 2026.

By order of the Board of Directors,



Lauren S. Tashma
Executive Vice President, General Counsel
and Secretary

Atlanta, Georgia
April 7, 2025



**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
GRAPHIC PACKAGING HOLDING COMPANY**

Graphic Packaging Holding Company, originally incorporated under the name New Giant Corporation (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "General Corporation Law"), does hereby certify:

FIRST: ARTICLE FIVE of the Restated Certificate of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

**"ARTICLE FIVE
BOARD OF DIRECTORS; MANAGEMENT OF BUSINESS**

Section 5.01 Classified Board. The authorized number of directors constituting the entire Board of Directors shall be fixed from time to time solely by resolution of the Board of Directors and may not be fixed by any other person or persons, provided that such number shall not be less than three. Subject to the rights, if any, of the holders of any series of Preferred Stock to elect directors pursuant to the provisions of a Preferred Stock Certificate of Designation (which directors shall not be classified pursuant to this sentence (unless so provided in the Preferred Stock Certificate of Designation)), the directors of the Corporation shall be classified with respect to the time for which they severally hold office into three classes, as nearly equal in number as possible: one class ("Class I"), the initial term of which shall expire at the first annual meeting of stockholders following the effectiveness of this Restated Certificate of Incorporation (the "Effective Time"); a second class ("Class II"), the initial term of which shall expire at the second annual meeting of stockholders following the Effective Time; and a third class ("Class III"), the initial term of which shall expire at the third annual meeting of stockholders following the Effective Time, with the directors in each class remaining in office following the expiration of their term until successors are elected and qualified. At each annual meeting of stockholders of the Corporation, the successors of the members of the class of directors whose term expires at that meeting shall be elected to hold office for a term expiring at the third succeeding annual meeting of stockholders, and following the expiration of such term, shall remain in office until their successors are elected and qualified. Upon the Effective Time, the Board shall assign each director then in office to one of the three classes and, following such assignment, directors shall serve for a term of office applicable to such class. The holders of a majority of shares then entitled to vote at an election of directors may remove any director elected in accordance with the preceding two sentences, but only for cause.

Section 5.02 Management of Business. The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation and for the purpose of creating, defining, limiting and regulating the powers of the Corporation and its directors and stockholders:

(a) Except as may otherwise be provided in a Preferred Stock Certificate of Designation with respect to vacancies or newly created directorships in respect of directors, if any, elected by the holders of one or more series of Preferred Stock, vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause and newly created directorships resulting from any increase in the authorized number of directors shall only be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director.

(b) Advance notice of nominations for the election of directors shall be given in the manner and to the extent provided in the By-Laws of the Corporation.

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(c) The election of directors may be conducted in any manner approved by the Board of Directors at the time when the election is held and need not be by written ballot.

(d) The Board of Directors shall have the power without the assent or vote of the stockholders to adopt, amend, alter or repeal the By-Laws of the Corporation. The stockholders of the Corporation may adopt, amend, alter or repeal any provision of the By-Laws but only upon the affirmative vote of the holders of a majority of the combined voting power of the then outstanding stock of the Corporation entitled to vote thereon.

(e) There shall be no limitation on the qualification of any person to be elected as or to be a director of the Corporation or on the ability of any director to vote on any matter brought before the Board of Directors or any committee thereof, except (i) as required by applicable law, (ii) as set forth in this Restated Certificate of Incorporation (including any Preferred Stock Certificate of Designation) or (iii) as set forth in any By-Law adopted by the Board of Directors with respect to eligibility for election as a director upon reaching a specified age or, in the case of employee directors, with respect to the qualification for continuing service of directors upon ceasing employment with the Corporation."

SECOND: ARTICLE EIGHT of the Restated Certificate of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

**"ARTICLE EIGHT
AMENDMENT**

Section 8.01 The Corporation reserves the right to amend or repeal any provision contained in this Restated Certificate of Incorporation in the manner now or hereafter prescribed by the laws of the State of Delaware, and all rights herein conferred upon stockholders or directors (in the present form of this Restated Certificate of Incorporation or as hereinafter amended) are granted subject to this reservation."

THIRD: That said amendments were duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law.

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IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by a duly authorized officer this [_____] day of [_____] 2025.

GRAPHIC PACKAGING HOLDING COMPANY

By: _____
Name:
Title:





VOTE BY INTERNET - www.proxyvote.com or scan the QR Barcode above Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 p.m. Eastern Time on May 20, 2025 for shares held directly and by 11:59 p.m. Eastern Time on May 19, 2025 for shares held in a Plan. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 p.m. Eastern Time on May 20, 2025 for shares held directly and by 11:59 p.m. Eastern Time on May 19, 2025 for shares held in a Plan. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V36097-P07798

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

| GRAPHIC PACKAGING HOLDING COMPANY | For All | Withhold All | For All Except | To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below. | |
|--|--------------------------|--------------------------|--------------------------|---|---------------------------|
| The Board of Directors recommends you vote FOR the following: | | | | | <input type="checkbox"/> |
| 1. Election of Directors | | | | | |
| Nominees: | | | | | |
| 01) Laurie Bras | | | | | |
| 02) Robert A. Hagemann | | | | | |
| 03) Alessandro Maselli | | | | | |
| The Board of Directors recommends you vote FOR proposals 2, 3 and 5 and make no recommendation for proposal 4: | | | | | |
| 2. Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | For Against Abstain |
| 3. Advisory Vote on compensation paid to Named Executive Officers (Say-on-Pay). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | For Against Abstain |
| 4. Proposal to Elect Each Director Annually. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | For Against Abstain |
| 5. Amendments to Charter Documents to Implement a Simple Majority Vote. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | For Against Abstain |
| NOTE: The shares represented by this proxy, when properly executed, will be voted in the manner directed herein by the undersigned stockholder(s). If no direction is given, this proxy will be voted FOR all nominees in item 1, FOR the proposals in items 2, 3 and 5 and as an abstention for the proposal in item 4. If any other matters properly come before the meeting, or if cumulative voting is required, the person named in this proxy will vote in their discretion. | | | | | |
| Yes No Please indicate if you plan to attend this meeting <input type="checkbox"/> <input type="checkbox"/> | | | | | |
| Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer. | | | | | |
| | | | | | |
| Signature [PLEASE SIGN WITHIN BOX] | Date | Signature (Joint Owners) | | Date | |

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement, Annual Report (including Form 10-K) are available at www.proxyvote.com.

V36098-P07798

GRAPHIC PACKAGING HOLDING COMPANY
This proxy is solicited by the Board of Directors

Annual Meeting of Stockholders May 21, 2025
1500 Riveredge Parkway, Atlanta, Georgia 30328

The undersigned stockholder(s) hereby appoint(s) Lauren S. Tashma and Stephen R. Scherger, or either of them, as proxies, each with the power to appoint a substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Common Stock of GRAPHIC PACKAGING HOLDING COMPANY that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 10:00 a.m., Eastern Time on May 21, 2025, at 1500 Riveredge Parkway, Atlanta, Georgia 30328, and any adjournment or postponement thereof. If such undersigned stockholder(s) hold(s) shares of GRAPHIC PACKAGING HOLDING COMPANY in a 401(k) Plan, such stockholder(s) hereby authorize(s) and direct(s) the trustee of such 401(k) Plan to vote all shares in the undersigned stockholder(s) account under the 401(k) Plan in the manner indicated on the reverse side of this proxy at the Annual Meeting and at any adjournment or postponement thereof.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED BY THE STOCKHOLDER(S). IF NO SUCH DIRECTIONS ARE GIVEN, THIS PROXY WILL BE VOTED FOR THE ELECTION OF ALL OF THE NOMINEES LISTED ON THE REVERSE SIDE FOR THE BOARD OF DIRECTORS, FOR APPROVAL OF THE PROPOSALS SET FORTH IN ITEMS 2, 3 AND 5, AND AS AN ABSTENTION TO THE PROPOSAL SET FORTH IN ITEM 4. IF SHARES ARE HELD IN A 401(K) PLAN AND NO DIRECTIONS ARE GIVEN, THE TRUSTEE WILL NOT VOTE THE SHARES CREDITED TO THE ACCOUNT.

PLEASE MARK, SIGN, DATE AND RETURN PROMPTLY USING THE ENCLOSED REPLY ENVELOPE