

# **GREIF, INC.**

## **CORPORATE GOVERNANCE GUIDELINES**

### **Introduction**

These Corporate Governance Guidelines have been developed and recommended to the Board of Directors of Greif, Inc. (the "Company") by the Nominating and Corporate Governance Committee of the Board (the "Nominating Committee") and have been adopted by the Board. These Guidelines supersede any existing Board policies or guidelines covering the subject matter of these Guidelines. These Guidelines should be interpreted in the context of applicable law and the Company's Certificate of Incorporation and By-Laws. These Guidelines are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Board may modify these Guidelines as it deems necessary and appropriate.

### **Role of the Board**

The Board is the ultimate decision-making body of the Company, except for those matters reserved to or shared with the stockholders, and oversees the management of the Company. However, management, not the Board, is responsible for conducting and managing the Company's business.

### **Board Composition and Structure**

Pursuant to the Company's By-Laws, the number of Directors of the Company is nine.

Directors should possess the highest personal and professional ethics, integrity and values and candidates are selected for their character, judgment, business experience and acumen, as well as their ability to devote sufficient time and attention to Board matters. In addition, the Company believes that it is stronger through diversity. Additional characteristics of and requirements for Directors are set forth in Section 1 of the Charter of the Nominating Committee.

A majority of the Board must be comprised of Independent Directors. The term "Independent Director" means an individual who (A) is independent of management and has no material relationship with the Company, either directly or indirectly as a partner, shareholder or officer of an organization that has such a relationship with the Company, as affirmatively determined by the Board; and (B) who meets the standards of independence under the applicable rules of the Securities and Exchange Commission (the "SEC") and the listing standards of the New York Stock Exchange (the "NYSE") and any

other applicable law. All Directors and all candidates are to report any material relationship with the Company to the Company's General Counsel.

Under the Company's By-Laws, Directors are elected annually at the Company's annual meeting of stockholders.

The Board has not established term limits for Directors, but the Nominating Committee reviews each Director's continuation on the Board on an annual basis in connection with consideration for re-nomination at the annual meeting of stockholders. In addition, the Nominating Committee reviews the qualifications and backgrounds of any new candidates for Director, and recommends to the Board the slate of Directors to be nominated for election at the annual meeting of stockholders.

The Company believes that Directors should be committed to serve on the Board for an extended period of time. Nevertheless, the Board believes that an individual Director who retires from his or her employment, or whose position of employment or other personal status materially changes, shall submit his or her resignation from the Board as a matter of course, and the Board may then determine whether it will not accept such resignation.

In general, the retirement age for Directors is 75. Directors shall submit their resignation to be effective at the conclusion of their one-year term in which they attain the age of 75, and the Board may then determine whether it will not accept such resignation.

Non-management Directors are encouraged to limit the number of other boards on which they serve to no more than three other boards of public companies, taking into account potential attendance, participation and effectiveness on those boards. Non-management Directors should notify the Chairman of the Board in advance of accepting an invitation to serve on another board.

Executives of the Company are encouraged to serve on boards of other companies and non-profit organizations, but may not serve on the board of more than one public company (in addition to the Company).

The Board believes that the position of Chairman of the Board may be held by a management Director.

### **Meetings of the Board**

The Board holds regular quarterly meetings, typically in February, late May or early June, late August or early September and December. Other meetings may be scheduled as deemed necessary or appropriate. The Chairman of the Board establishes the agenda for each Board meeting. Board members may suggest the inclusion of matters for the agenda and may raise at any Board meeting subjects that are not on the agenda for that meeting.

Information important to the Board's understanding of the Company's business and financial condition, along with a meeting agenda and appropriate and available supplemental information, absent unusual circumstances, should be distributed to the Board before the Board meets. Directors are expected to review these materials before the meeting.

The majority of board meetings are held at the Company's headquarters in Delaware, Ohio, but Board meetings may periodically take place at other locations. The Chairman of the Board determines the appropriate sites and timing of those meetings. At least once each year, the Board shall meet to review and discuss the Company's strategic plans.

Except in the case of unavoidable conflicts, each Director is expected to attend all Board meetings and all meetings of the Committees of which the Director is a member. Directors are also expected to attend the Company's annual meeting of stockholders. Directors may attend by telephone to mitigate conflicts.

Directors have full access to management and are free to contact members of senior management and other employees. Members of the Company's management are invited to attend and participate at Board meetings from time to time to brief the Board and Committees on particular topics. The Board and its Committees (as provided in their respective charters) have the authority to select and retain such outside counsel and other advisors as they determine necessary or appropriate to assist them in the full performance of their responsibilities.

The non-management Directors meet without the Company's management at least four times each year, and during at least one of those meetings, the non-management Directors schedule an executive session that includes only Independent Directors. These meetings are typically held in conjunction with a regularly scheduled Board meeting and at such other times as necessary or appropriate. The chairpersons of the Company's Audit Committee, Compensation Committee and Nominating Committee rotate as chairperson of meetings of the non-management Directors. Any stockholder or other interested party who desires to make his or her concerns known to the non-management Directors or to the entire Board may do so by communicating with the chairperson of the Audit Committee at [audit.committee@greif.com](mailto:audit.committee@greif.com) or otherwise in writing to Audit Committee Chairperson, Greif, Inc., 425 Winter Road, Delaware, Ohio 43015. All such communications will be forwarded to the non-management Directors or the entire Board as requested in the communication.

### **Board Committees**

The Board has established the following Committees to assist the Board in discharging its responsibilities: the Audit Committee, the Compensation Committee, the Nominating Committee and the Stock Repurchase Committee. All Committees (except the Executive Committee and the Stock Repurchase Committee) shall be made up of only

Independent Directors. Committee members and Committee chairs are appointed by the Board upon the recommendation of the Nominating Committee. From time to time, the Board may form a new committee depending upon the circumstances.

Members of the Audit Committee must satisfy certain other "independent" and financial literacy standards as required by SEC rules and the listing standards for the NYSE and other applicable laws. In addition, at least one member of the Audit Committee must be qualified as an "audit committee financial expert" as defined by the rules of the SEC.

Each of the Audit Committee, Compensation Committee and Nominating Committee has a written charter, approved by the Board, setting forth its duties, authority and responsibilities. The charters also provide that each Committee will annually evaluate its performance.

The chairperson of each Committee, in consultation with the Committee members, determines the frequency and length of the Committee meetings, consistent with any requirements set forth in the Committee's charter. The chairperson of each Committee, in consultation with appropriate management liaisons, sets the Committee's agenda for meetings. Committee members may suggest the inclusion of items on the agenda. The Committees report regularly to the full Board with respect to their activities.

### **Director Compensation**

The form and amount of Director compensation is determined by the Compensation Committee in accordance with the policies and principles set forth in its charter, and the Compensation Committee conducts a periodic review of Director compensation, including a review of director compensation paid by other companies of comparable size. Non-management Directors receive a fee for attendance at each Board meeting. Directors who serve on Committees receive additional compensation for each Committee meeting that is attended, and chairpersons receive additional compensation. In addition to fees, Directors receive an annual grant of restricted stock in an amount determined by the Compensation Committee of the Board.

The Compensation Committee will consider that Directors' independence may be jeopardized if Director compensation and perquisites exceed customary levels, if the Company makes a substantial charitable contribution to organizations with which a Director is affiliated, or if the Company enters into consulting contracts with, or provides other indirect forms of compensation to, a Director or an organization with which a Director is affiliated.

The Company believes that its officers and other key employees and Directors should own and hold common stock of the Company to further align their interests with the interests of stockholders and to further promote the Company's commitment to sound corporate governance. Under the Company's Stock Ownership Guidelines, Directors

will be required to own a minimum of five times the director's annual retainer in shares of Company common stock upon the five-year anniversary of election to the Board.

### **Director Orientation and Continuing Education**

A sound understanding of the Company's business is essential for a Director to substantially contribute to the Board. Consequently, all new Directors must participate in an orientation program developed by the Company after election to the Board. The orientation program includes presentations by senior management to familiarize new Directors with the Company's strategic plans, the Company's significant financial, accounting and risk management issues and related matters. All Directors are also encouraged to participate in continuing education developed by the Company and programs provided by outside sources.

### **Management Development and Succession Planning**

The Board works with the Compensation Committee to evaluate potential successors to the position of Chief Executive Officer and other senior management positions. The Chief Executive Officer, at least on an annual basis, provides the Compensation Committee with an assessment of senior managers and their potential to succeed him or her. The Chief Executive Officer also makes available to the Board, on a continuing basis, his or her recommendations as to who should assume the role of Chief Executive Officer in the event that the Chief Executive Officer is unable to perform his or her duties, including a review of any development plans recommended for such individuals. The results of these reviews are reported to the Board.

The Compensation Committee is also responsible for evaluating the Executive Chairman and the Chief Executive Officer and reporting to the Board. The Compensation Committee determines the compensation of the Executive Chairman and the Chief Executive Officer.

### **Annual Performance Evaluation**

The Board will conduct an annual self-evaluation to determine whether it and its Committees are functioning effectively. The Nominating Committee will establish and maintain a process that will facilitate input from all Directors and will report annually to the Board with an assessment of the Board's performance. The assessment will focus on the Board's contribution to the Company--specifically on areas in which the Board believes that the Board could improve. In addition, the Nominating Committee is responsible for periodically reviewing these Guidelines and making recommendations for appropriate changes to the Board.

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