

**AMENDED AND RESTATED CHARTER OF
THE COMPENSATION, NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF
THE BOARD OF DIRECTORS OF
REYNOLDS CONSUMER PRODUCTS INC.**

(Adopted July 27, 2023)

**ARTICLE I
PURPOSE**

Section 1.1. Purpose. The Compensation, Nominating and Corporate Governance Committee (the "Committee") is created by the Board of Directors (the "Board") of Reynolds Consumer Products Inc., a Delaware corporation (the "Company"), to discharge the responsibilities delegated to the Committee by the Board pursuant to this Charter and from time to time, including in relation to the Company's compensation policies, director nomination processes and procedures, and its corporate governance policies.

**ARTICLE II
COMPOSITION**

Section 2.1. Membership and Appointment. The Committee shall consist of at least three members of the Board. The Committee, in consultation with the chair of the Board, shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Members of the Committee shall be appointed by the Board, shall serve for such term as the Board may determine or until their earlier resignation or death and may be removed by the Board at any time, with or without cause. Any vacancy on the Committee may be filled only by the Board.

Section 2.2. Qualifications. Each member of the Committee shall be a "non-employee director" as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and shall meet such further qualifications as may be established by the Board from time to time. After such time as the Company is no longer a "controlled company" within the meaning of the applicable rules of the Nasdaq Stock Market ("Nasdaq"), each member of the Committee shall also meet the independence requirements of Nasdaq.

Section 2.3. Chair. The Committee shall recommend to the Board, and the Board shall designate, a chair of the Committee ("Chair"). In the absence of such a designation, the Committee may designate a Chair by majority vote of the members of the Committee.

**ARTICLE III
RESPONSIBILITIES**

Section 3.1. Responsibilities. The Committee shall have the authority to carry out the principal recurring responsibilities set forth in this Charter and to perform such other functions as the Board may direct and that are otherwise consistent with the purpose of the Committee and applicable law. In carrying out its responsibilities, the Committee shall be entitled to rely on advice and information that it receives in its discussion and communications with management and such experts, advisors and professionals as it considers appropriate to consult. The Committee shall have the authority to request

that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Committee or meet with any member of or advisor to the Committee.

Section 3.2. Reporting to the Board. The Committee shall report to the Board periodically regarding its activities and recommendations as appropriate.

Section 3.3. Charter Review. The Committee shall review and assess the adequacy of this Charter annually and shall submit any recommended changes thereto to the Board for approval.

Section 3.4. Performance Review. The Committee shall periodically review and reassess its performance.

Section 3.5. Compliance and Disclosure. The Committee shall:

(a) Prepare the Compensation, Nominating and Corporate Governance Committee Report required by Securities and Exchange Commission ("SEC") rules to be included in the Company's annual proxy statement or annual report, and review and discuss the Company's Compensation Disclosure and Analysis as required by SEC rules (the "CD&A") with management and provide a recommendation to the Board regarding the inclusion of the CD&A within the Company's proxy statement or annual report, as applicable.

(b) Oversee the Company's submissions to stockholders on executive compensation matters, including say-on-pay votes and the frequency thereof, incentive and equity plans and other executive compensation plans and amendments thereto, to the extent stockholder submissions are necessary in connection therewith and engagement with stockholders, proxy advisory firms and other stockholder groups on executive compensation matters.

Section 3.6. Risk Assessment. The Committee shall periodically review and assess risks arising from the Company's employee compensation policies and practices and whether any such risks are reasonably likely to have a material adverse effect on the Company and shall evaluate compensation policies and practices that could mitigate any such risks.

ARTICLE IV COMPENSATION

Section 4.1. Executive Compensation. The Committee shall:

(a) Review and approve the compensation of the Company's executive officers within the meaning of Section 16 of the Exchange Act, other than the Company's Chief Executive Officer and Chief Financial Officer (collectively, the "Other Section 16 Officers").

(b) Review, and recommend to the Board for approval, the compensation of the Company's Chief Executive Officer (the "CEO") and the Chief Financial Officer (the "CFO") and, collectively with the CEO and the Other Section 16 Officers, the "Section 16 Officers").

(c) As part of its responsibilities under this Section 4.1, the Committee shall (i) identify, review and approve corporate goals and objectives relevant to the compensation of the Section

16 Officers (provided, that the Board shall be required to confirm the application of such goals and objectives to the compensation of the CEO and CFO); (ii) review and approve the Company's peer companies and data sources for purposes of evaluating the Company's compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements; (iii) evaluate the performance of the CEO and CFO, and review the CEO's evaluation of each other Section 16 Officer's performance, in each case in light of the goals and objectives referred to in clause (i) and such other factors as the Committee deems appropriate and in the best interests of the Company; and (iv) determine any long-term incentive component of each Section 16 Officer's compensation (provided, that the Board shall be required to confirm the long-term incentive component with respect to the CEO and CFO).

(d) Review and approve (or, in the case of the CEO and CFO, recommend to the Board for approval), any compensatory contracts or similar transactions or arrangements with current, former or prospective Section 16 Officers and such other employees as the Committee shall determine, including consulting arrangements, employment contracts and severance or termination arrangements, which shall include any benefits to be provided in connection with a change in control. In this regard, the Committee shall have the power and authority to adopt, amend and terminate such contracts, transactions or arrangements other than in the case of the CEO and CFO.

Section 4.2. Oversee Compensation Policies and Plans. The Committee shall:

(a) Review, approve and administer incentive compensation and benefits plans for service providers of the Company, including Section 16 Officers and other executives and service providers as the Committee deems appropriate, including (i) establishing performance objectives and certifying performance achievement; (ii) evaluating the competitiveness of such plans and other factors bearing on their impact on the recruitment, development, promotion, retention and compensation of Section 16 Officers and other service providers of the Company; (iii) reviewing and approving all equity incentive plans and grant awards of Company securities thereunder; and (iv) adopting, amending and terminating any such plans. For clarity, the Committee may, without separate Board approval, permit the participation of the CEO and/or CFO in any incentive compensation or benefit plan of the Company to the extent that participation of the CEO and/or CFO in such plan is on the same terms as other employees.

(b) Administer the Company's equity incentive plans. As part of its administration of such plans, it may (i) grant Company securities thereunder (including grants to the CEO and/or CFO, if pursuant to long-term incentive programs the parameters of which the Board has approved as it relates to the CEO and/or CFO) and pursuant to such terms and conditions as the Committee may determine, in each case in accordance with any procedures or guidelines as may be established by the Board and subject to the provisions of each plan and (ii) amend the terms and conditions upon which such securities are granted. The Committee may also adopt, amend and terminate such plans, including approving changes in the number of shares reserved for issuance thereunder, and, in the case of the Company's equity incentive plans, may authorize the exercise of any "evergreen" provisions thereof.

(c) Review and recommend to the Board for approval the frequency with which the Company will conduct say-on-pay votes, taking into account the results of the most recent stockholder advisory vote on the frequency thereof, and review and approve the proposals regarding the say-on-pay vote and the frequency thereof to be included in the Company's proxy statement.

(d) Review and recommend to the Board for approval, amendment or termination stock ownership guidelines applicable to members of the Board or officers of the Company (including

Section 16 Officers) and, if adopted, monitor compliance therewith.

(e) Develop and recommend to the Board for approval one or more policies for the recovery or clawback of erroneously paid compensation, including any revisions to such policies, and monitor compliance with such policies.

Section 4.3. Equity Grant Delegation. To the fullest extent permitted by applicable law and by the applicable plan, the Committee may delegate to the CEO or to a person reporting directly to the CEO the authority granted to the Committee under Section 4.2(b) to grant Company securities to any employee of the Company who is not a Section 16 Officer.

Section 4.4. Management Succession. The Committee shall, in consultation with the CEO, periodically review the Company's management succession planning, including policies for CEO selection and succession in the event of the incapacitation, retirement or removal of the CEO, and evaluations of, and development plans for, any potential successors to the CEO.

ARTICLE V NOMINATING

Section 5.1. Board Composition. The Committee shall:

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

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

(c) Search for, identify, evaluate and recommend for selection by the Board candidates for membership on the Board, including in the case of newly-created positions or vacancies on the Board and review any candidates that are recommended by stockholders in Compliance with the Company's certificate of incorporation, bylaws and stockholder nomination and recommendation policies and procedures, applicable law and any applicable stockholders agreement. In making recommendations for Board and committee membership, the Committee shall: (i) review candidates' qualifications for membership on the Board or a committee of the Board based on the Director Criteria; (ii) consider any other factors that are set forth in the Company's Corporate Governance Guidelines or are deemed appropriate by the Committee or the Board; (iii) assess the performance of current directors being evaluated for renomination to the Board; and (iv) periodically review, as appropriate, the service of all directors on the boards of other public companies with consideration to the substantial time commitment required of directors and make such recommendations to the Board as it may deem advisable.

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

(e) Consider the Board's leadership structure, including the separation of the chair of the Board and Chief Executive Officer roles and/or appointment of a lead independent director of the

Board, either permanently or for specific purposes, and make such recommendations with respect thereto as the Committee deems appropriate.

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

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

(h) Evaluate the "independence" of directors and director nominees against the independence requirements of Nasdaq and the Exchange Act, and the regulations promulgated thereunder.

Section 5.2. Board Committees. The Committee shall:

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

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

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

Section 5.3. Board Evaluation. The Committee shall periodically assist the Board and each of its committees in a self-evaluation to determine whether they are functioning effectively. The Committee shall oversee the evaluation process and report thereon and the result of the evaluations, including any recommendations for proposed changes, to the Board and to the other committees. The Committee may delegate to the Corporate Secretary the authority to facilitate the evaluation process, reporting results of the evaluations and any recommendations for proposed changes, on its behalf.

Section 5.4. Director Compensation. The Committee shall review and recommend to the Board compensation, including equity-based compensation, for the Company's directors and, in connection therewith, shall review and recommend to the Board for adoption, and shall administer and oversee the Company's Director Compensation Policy, and may recommend to the Board the amendment of same from time to time as it considers appropriate. In carrying out this responsibility, the Committee shall, among other things as it considers appropriate:

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

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

ARTICLE VI
CORPORATE GOVERNANCE

Section 6.1. Corporate Governance. The Committee shall:

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

(b) Periodically review the policies, procedures and guidelines referred to in Section 6.1(a) and recommend to the Board any amendments it deems appropriate.

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

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

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

Section 6.2. Ethics. The Committee shall:

(a) Review and recommend to the Board for adoption, and to administer and oversee, the Company's Corporate Governance Guidelines and Statement of Business Principles and Code of Conduct policy, and to fulfill its responsibilities thereunder and, as it deems appropriate, periodically review and reassess the adequacy of the same and recommend to the Board such amendments as it considers appropriate.

(b) Review, consider and recommend to the Board to approve or reject any requests for waivers of the Company's Corporate Governance Guidelines or Statement of Business Principles and Code of Conduct policy made on behalf of directors, executive officers and other senior financial officers.

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

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

Section 6.3. Director Education. The Committee shall oversee orientation and continuing education programs for directors as it considers appropriate, including, at a minimum, to the extent contemplated by the Company's Corporate Governance Guidelines.

ARTICLE VII MEETINGS AND PROCEDURES

Section 7.1. Authority to Retain Advisors. The Committee has the sole authority to select, retain, obtain the advice and assistance of and terminate any advisers, including search firms to identify director candidates, compensation consultants, legal counsel or other advisers as it deems necessary or appropriate to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such adviser retained by the Committee. The Committee has sole authority to approve all such advisers' fees and other retention terms. The Company shall provide appropriate funding, as determined by the Committee, for the payment of such advisers retained by the Committee and the administrative expenses of the Committee that are necessary or appropriate in carrying out its activities. The Committee shall not be required to implement or act consistently with the advice or recommendations of any such advisor, and the authority granted to the Committee pursuant to this Charter shall not affect the ability and obligation of the Committee to exercise its own judgment in fulfillment of its duties hereunder. The Committee may select or receive advice from compensation consultants only after taking into consideration the independence factors set forth in Nasdaq Rule 5605(d)(3)(D).

Section 7.2. Subcommittees. The Committee may form subcommittees for any purpose that it deems appropriate and may delegate its authority to such subcommittees such of its responsibilities, power and authorities as it deems appropriate. If designated, each subcommittee shall establish its own schedule and maintain written minutes of its meetings, which minutes shall be filed with the minutes of the Board. The Committee shall not delegate to a subcommittee any power or authority required by law or listing standard to be exercised by the Committee as a whole.

Section 7.3. Meetings.

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

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

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

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

(e) No Section 16 Officer shall be permitted to attend that portion of any meeting of

the Committee at which his or her performance or compensation is discussed, unless this provision is specifically waived by the Committee.

ARTICLE VIII
STOCKHOLDERS AGREEMENT

Section 8.1. Stockholders Agreement. The Company is party to a stockholders agreement with certain of its stockholders. For so long as such stockholders agreement (as it may be amended from time to time) is in effect, the provisions of this Charter shall be interpreted and applied in a manner consistent with the terms of such agreement.