

**FOURTH AMENDED AND RESTATED  
COMPENSATION COMMITTEE CHARTER  
OF  
JOINT COMPENSATION COMMITTEE  
OF  
SCI PH PARENT INC.  
SCI PH INC.  
SCI PACKAGING INC.  
MAUSER PACKAGING SOLUTIONS INTERMEDIATE COMPANY, INC.  
MAUSER PACKAGING SOLUTIONS HOLDING COMPANY  
BWAY CORPORATION  
VULCAN CONTAINER SERVICES HOLDINGS INC.  
AND  
BOE HOLDING LLC  
MAUSER PRIMARY HOLDING, LLC  
MAUSER US CORPORATE, LLC  
MAUSER USA, LLC  
NATIONAL CONTAINER GROUP, LLC  
SCI PH LLC**

**Effective as of September 20, 2018**

**Purpose**

The Joint Compensation Committee (the “**Committee**”) of SCI PH Parent Inc., SCI PH Inc., SCI PH LLC, BWAY Corporation, Mauser Packaging Solutions Holding Company, Mauser Packaging Solutions Intermediate Company, Inc., SCI Packaging Inc., BOE Holding LLC, National Container Group, LLC, Mauser Primary Holding, LLC, Mauser US Corporate, LLC, Mauser USA, LLC, and Vulcan Container Services Holdings, Inc., (collectively, the “**Companies**” and each a “**Company**”) is appointed by the Board of Directors (the “**Board**”) of the Companies to assist the Boards in discharging their respective responsibilities relating to 1) the compensation and benefit plans of officers and senior management of the Companies, 2) compensation of members of the Boards, 3) executive management succession planning, and 4) all incentive compensation plans and other equity-based compensation plans.

**Duties & Responsibilities**

Subject to the limitations set forth in this Charter, applicable laws, and regulations, and except as otherwise provided by the Boards from time to time, the Committee will have the following duties and responsibilities, as delegated by the Boards.

## **Executive Compensation**

1. Oversee the Companies' overall compensation philosophy, policies and programs, and assess whether the Companies' compensation philosophy establishes appropriate incentives for applicable management and employees.
2. Annually review the Companies' philosophy regarding executive compensation and consult with the Chief Executive Officer of BWAY Corporation (the "CEO") and outside advisors, as appropriate, regarding different compensation approaches.
3. Review and approve the corporate goals and objectives relevant to the compensation of the CEO, evaluate the CEO's performance in light of these goals and objectives and the performance of the Companies relative to its peers, and, either as a Committee or with the other non-employee directors (as directed by the Board), determine and approve the compensation level (e.g., salary, annual incentive awards, long-term incentives, perquisites and other non-cash benefits) of the CEO based on this evaluation.
4. Approve the employment agreements and severance arrangements (including change of control provisions, plans or agreements) for the Companies' officers, including the terms of employment offers to prospective new hires into officer positions, considering the recommendations of the CEO.
5. Administer the SCI Packaging Inc. 2016 Participation Plan, including the grant of, and terms of, any awards thereunder, any amendments or modifications to the plan and the adoption of any successor plan.

## **Board Compensation**

Periodically review compensation for service on the Boards and their committees, utilizing consultants, as appropriate or necessary, and submit any modifications to the Boards for approval.

## **Executive Management Succession Planning**

Periodically review and discuss executive management succession planning with the CEO and report from time to time to the Board regarding succession planning.

## **Organization and Operations**

1. The Committee will have a minimum of two members; provided that the Committee shall, at all times, be composed as set forth in SCI PH Parent Inc.'s First Amended and Restated Securityholders Agreement, dated as of September 12, 2018, by and among SCI PH Parent Inc. and its stockholders, as may thereafter be amended in accordance with its terms.

2. The members and Chair of the Committee shall be appointed by the Board and shall serve until the member's successor is duly appointed or until the member's earlier resignation or removal. A member may be removed at any time by the Board, with or without cause.
3. The Committee will meet as often as may be deemed necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Committee determines, and shall meet periodically in executive session. (a) A majority of the votes entitled to be cast by the authorized number of members of the Committee and (b) at least one SCI Director shall constitute a quorum for the transaction of business, and the vote of a majority of the votes entitled to be cast by the Committee members (including, if required by the organizational documents of the Companies, the affirmative vote of at least one SCI Director) present at any meeting at which there is a quorum shall be the act of the Committee, except as may be otherwise specifically provided by statute or by the Companies' organizational documents. The term (i) "**SCI Director**" shall mean (x) any director who, at the time of his or her election or appointment to the Board or at any time thereafter, has been expressly designated as such by SCI in a written instrument delivered to the Companies and whose designation as such shall not have been revoked or withdrawn by SCI in a written instrument subsequently delivered to the Companies and (y) any person who is then serving as a director and is an employee or officer of SCI (and not a consultant or other independent contractor thereof); (ii) "**Non-SCI Director**" shall mean any director other than a SCI Director; and (iii) "**SCI**" means Stone Canyon Industries LLC and any successor thereto under common control.
4. The Committee will maintain written minutes of its meetings, which shall be filed with the minutes of the Board meetings. Further, the Committee Chair will report regularly to the Board on Committee actions and on the fulfillment of the Committee's duties under its Charter.
5. The Committee will periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
6. The Committee will have the authority, to the extent it deems necessary or appropriate in its sole discretion, to retain or obtain the advice of consultants, outside counsel and other advisors, including any compensation consultant used to assist in the evaluation of director or executive compensation. The Committee will be directly responsible for the appointment, compensation and oversight of the work of any consultants, outside counsel and other advisors retained by the Committee, and the Companies will provide for appropriate funding, as determined by the Committee, for payment of compensation to any such advisors.
7. The Committee may delegate certain of its responsibilities to one or more of its members or to executive officers or designated senior executives, to the extent permissible under this Charter, the applicable Company's bylaws, or the terms of the applicable plans, laws, rules, regulations and listing standards, and subject to any limitations imposed by the Boards from time to time.