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DEPARTMENT OF BUSINESS SERVICES

JESSE WHITE SECRETARY OF STATE

FORM BCA 8.12 FEMALE AND MINORITY DIRECTORS REPORT Business Corporation Act

Jesse White, Secretary of State Department of Business Services 501 S. Second St., Rm. 350 Springfield, IL 62756 217-782-7808 www.cyberdriveillinois.com



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Payment must be made by check or money order payable to Secretary of State.

FILING FEE: \$25.00 File prior to: 4-1 Year: 2020 File #: 60444781 Approved: [Signature]

Corporate Name: Packaging Corporation of America Registered Agent: C T Corporation System Registered Office: 208 South LaSalle St., Ste. 814 City, IL, ZIP: Chicago, IL 60604

County: Cook

A COPY OF THE CORPORATION'S MOST RECENT SEC 10-K MUST ACCOMPANY THIS REPORT.

- 1. Is the corporation a publicly held corporation with its principal executive office located in Illinois? [X] YES [ ] NO
1a. Principal address of executive office in Illinois: 1 North Field Court, Lake Forest, IL 60045
2. Set forth data on specific qualifications, skills and experience that the corporation considers for its board of directors, nominees for the board of directors, and executive officers. (If additional space is required, please attach an additional page(s) as needed.) Please see attached.
3. Set forth the self-identified gender of each member of the board of directors. (If additional space is required, please attach an additional page(s) as needed.) Please see attached.
4. Set forth the race or ethnicity of each member of the board of directors. (If additional space is required, please attach an additional page(s) as needed.) Please see attached.
5. Set forth a description of the corporation's process for identifying and evaluating nominees for the board of directors, including whether and, if so, how demographic diversity is considered. (If additional space is required, please attach an additional page(s) as needed.) Please see attached.
6. Set forth a description of the corporation's process for identifying and appointing executive officers, including whether and, if so, how demographic diversity is considered. (If additional space is required, please attach an additional page(s) as needed.) Please see attached.
7. Set forth a description of the corporation's policies and practices for promoting diversity, equity and inclusion among the board of directors and executive officers. (If additional space is required, please attach an additional page(s) as needed.) Please see attached.

Under the penalty of perjury and as an authorized officer, I declare that this report, pursuant to provisions of the Business Corporation Act, has been examined by me and is, to the best of my knowledge and belief, true, correct and complete.

Item 8 must be signed.

8. By [Signature] Vice President - Tax 07/17/2020
[Any Authorized Officer's Signature Title Date]

**Packaging Corporation of America**

**Corporation File#: F 6044-478-1**

**Form BCA 8.12**

**Female and Minority Directors Report**

***2. Set forth data on specific qualifications, skills and experience that the corporation considers for its board of directors, nominees for the board of directors, and executive officers.***

The primary skills and experience sought by PCA include relevant leadership or technical experience in the paper, packaging and manufacturing sectors, expertise in capital allocation, senior leadership experience in complex business environments, governance and public policy expertise and expertise in finance, accounting and information technology. The Committee also considers diversity (inclusive of race, gender, sexual orientation and gender identity) as a factor in seeking new candidates.

Multiple board members possess each of these attributes.

***3. Set forth the self-identified gender of each member of the board of directors.***

Mark W. Kowlzan: Male;

Cheryl K. Beebe: Female;

Duane C. Farrington: Male;

Donna A. Harman: Female;

Robert C. Lyons: Male;

Thomas P. Maurer: Male;

Samuel M. Mencoﬀ: Male;

Roger B. Porter: Male;

Thomas S. Souleles: Male;

Paul T. Stecko: Male;

James D. Woodrum: Male.

***4. Set forth the race or ethnicity of each member of the board of directors.***

Mark W. Kowlzan: White

Cheryl K. Beebe: White

Duane C. Farrington: African-American

Donna A. Harman: White

Robert C. Lyons: White

Thomas P. Maurer: White

Samuel M. Menco: White

Roger B. Porter: White

Thomas S. Souleles: White

Paul T. Stecko: White

James D. Woodrum: White

***5. Set forth a description of the corporation's process for identifying and evaluating nominees for the board of directors, including whether and, if so, how demographic diversity is considered.***

PCA first determines if there is an opening on the board of directors and if so, what skills are necessary or desirable to complement the collective skill set of the board. PCA seeks to identify as candidates for director persons from various backgrounds, with a variety of life experiences, with a reputation for integrity and good business judgment, and who have experience in highly responsible positions in professions or industries relevant to the conduct of our business. In selecting potential new candidates, PCA takes into account the current composition of the board and the extent to which a candidate's particular expertise and experience will complement the expertise and experience of other directors.

***6. Set forth a description of the corporation's process for identifying and appointing executive officers, including whether and, if so, how demographic diversity is considered.***

PCA prepares annual succession plans for its executive officer position and identifies individuals who have demonstrated success in positions of significant responsibility for possible promotion to an executive position over the course of their careers. Where necessary or appropriate, PCA will recruit individuals from outside the organization to fill positions. PCA does not have a formal diversity policy but considers diversity as a factor in identifying and developing qualified candidates to succeed to executive officer positions.

***7. Set forth a description of the corporation's policies and practices for promoting diversity, equity and inclusion among the board of directors and executive officers.***

In 2018, PCA adopted a policy under which it will consider candidates for director from a pool that identifies and includes qualified diverse candidates. The two most recently elected members of the board of directors are Ms. Harman (2019) and Mr. Farrington (2015).