

**Ball Corporation
Nominating/Corporate Governance
Committee Charter**

I. Purpose

The primary purpose of the Nominating/Corporate Governance Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Ball Corporation (the “Corporation”) in fulfilling its responsibility to identify qualified individuals to become Board members, recommend to the Board the selection of Board nominees and address the independence and effectiveness of the Board by advising and making recommendations on matters involving the organization and operation of the Board, corporate governance guidelines, policies and procedures and directorship practices, and overseeing the evaluation of the Board and its Committees. The Committee also monitors the Corporation’s Sustainability initiatives.

II. Membership

The Committee shall be composed entirely of independent directors as defined by and in compliance with the rules of the New York Stock Exchange (the “NYSE”). The members of the Committee and the Committee Chair shall be elected by the Board at the annual organizational meeting of the Board and shall serve until their successors are duly elected and qualified by the Board.

III. Meetings

The Committee shall meet with such frequency and at such intervals as it determines necessary to carry out its duties and responsibilities. The Committee Chair will preside, when present, at all meetings of the Committee. The Committee may meet by telephone, video conference or similar means of remote communication.

IV. Delegation

The Committee may form and delegate authority to subcommittees consisting of one or more Committee members when it deems appropriate.

V. Responsibilities and Duties The Committee’s role is generally one of oversight and it recognizes that the Board is responsible for the selection of and approval of Board nominees, and the conduct of the annual evaluation of Board performance. In carrying out its responsibilities the Committee and its members are not providing any expert or special assurance as to Director, committee or Board performance. The Committee may request or permit any other Director, or any officer or employee of the Corporation, to attend a meeting of the Committee or to meet with any members of the Committee.

The following matters comprise the recurring activities of the Committee in carrying out its functions. The responsibilities and duties of a member of the Committee are in addition to his or her duties as a member of the Board.

1. Identify and consider qualified candidates for Board membership consistent with policies and criteria approved by the Board, develop and maintain a list of candidates to fill vacancies on the Board and aid in attracting qualified individuals to the Corporation's Board. The Committee shall consider nominees for directorships submitted by shareholders in accordance with the Corporation's policies and procedures for such submissions.
2. Recommend to the Board director candidates to fill vacancies occurring on the Board.
3. Recommend to the Board annually a slate of director nominees to be elected by the shareholders at each annual meeting of the shareholders and recommend to the Board the inclusion of the slate of directors in the Proxy Statement for such annual meeting.
4. Develop and recommend to the Board any policies and criteria for selection of new directors, as it deems necessary.
5. Develop and recommend to the Board any policies and standards for ongoing service on the Board and its committees, as it deems necessary.
6. Develop and recommend any changes in the size, composition, organization and operational structure of the Board and its standing or ad hoc committees, as it deems necessary.
7. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Corporation, review such guidelines annually and assist the Board in development and evaluation of related policies and procedures.
8. Develop and recommend to the Board ethical standards and ethics and legal compliance requirements for Directors and executive officers of the Corporation.
9. Develop, recommend and oversee a Board, Board committee and Director evaluation process.
10. Review and report to the Board the status of the Corporation's compensation program for Directors of the Corporation and maintain oversight of any Director compensation-related risks. Any changes in Director compensation should come upon the recommendation of the Committee but with final approval by the Board.
11. Provide oversight with respect to sustainability and social concerns, as well as related party transactions and conflicts of interest, and review periodically the activities of the Corporation in support of those areas.
12. Budget for and hire experts as are deemed appropriate to advise the Committee in the performance of its duties, including the hiring of director search firms. The Committee shall have the authority to retain and terminate search firms and other consultants to assist in the identification and evaluation of director candidates, including the authority to approve the search firms' or consultants' fees and other retention terms.

13. Keep regular minutes of its meetings and report any actions taken to the Board at its next meeting.
14. Review the adequacy of this Charter on an annual basis.
15. Perform an annual self-evaluation of the performance of the Committee and report annually to the Board concerning the performance of the Committee and discuss any needed action items for the Committee.
16. Provide reports required of the Committee by the NYSE or Securities and Exchange Commission.
17. Provide such other functions within the purposes, duties and responsibilities of the Committee as may be directed by the Board.

VI. Policy with respect to Material Change in Director's Primary Employment

In keeping with the Corporation's current practice, any Director who suffers a material change in his or her primary employment will promptly tender to the Chairman of the Board a letter containing his or her offer to resign from the Board together with a brief explanation of the nature of the change in primary employment. The Chairman will bring the matter before the next regularly scheduled Board meeting and the Board may, in its sole discretion, accept or reject such Director's offer to resign.