

**Ball Corporation**  
**Corporate Governance Guidelines**

The Board of Directors (the “Board”) of Ball Corporation (the “Corporation”) adopted these Corporate Governance Guidelines (the “Guidelines”) effective January 28, 2004, to comply with appropriate portions of Section 303A of the New York Stock Exchange (the “NYSE”) Listed Company Manual, and has reviewed and revised them periodically since that time. The Board adopted these Guidelines to assist the Board in the exercise of its responsibilities and, along with the Corporation’s Articles of Incorporation and Bylaws and charters of the committees of the Board, provide an effective framework for the Corporation’s governance. The Board believes these Guidelines should be an evolving set of corporate governance guidelines, subject to review and modification by the Board from time to time in its discretion and in accordance with guidance from relevant regulatory and listing authorities.

**A. Board of Directors**

1. **General.** The Board, or the Committees thereof designated by the Board, oversees the management of the Corporation. The Board, or the Committees thereof designated by the Board, shall have access to the management of the Corporation and retain outside advisors as they deem appropriate.
2. **Selection of Director Candidates.** The Board is responsible for nominating candidates for election to the Board and for filling vacancies on the Board that may occur between annual meetings of shareholders. The Nominating/Corporate Governance Committee is responsible for identifying, screening and recommending director candidates to the full Board, taking into consideration the needs of the Board and the qualifications of the candidates. The Board, based on the recommendation of the Nominating/Corporate Governance Committee, will review each director’s continuation on the Board on an annual basis. The Committee also considers candidates recommended by shareholders in accordance with the Corporation’s Bylaws. Any such recommendation should be in writing and addressed to the Chair of the Nominating/Corporate Governance Committee, c/o the Corporate Secretary, P.O. Box 5000, Broomfield, Colorado 80038-5000 or facsimile transmission to 303-460-2127.
3. **Board Membership Criteria.** In evaluating the suitability of director candidates and when considering whether to nominate a director for re-election as appropriate, the Nominating/Corporate Governance Committee and the Board take into account many factors as approved by the Board from time to time, including whether they:
  - have sufficient time to attend or otherwise be present at Board, relevant Board committee and shareholders’ meetings;
  - will subscribe to these Guidelines and the Executive Officers and Directors Ethics Statement;

- demonstrate credentials and experience in a broad range of corporate matters;
  - have diversity of experience, qualifications, attributes and skills that would qualify them to serve as a director;
  - will subscribe to the finalized strategic and operating plans of the Corporation as approved by the Board from time to time;
  - are not affiliated with special interest groups that represent major causes or constituents; and
  - meet the criteria, if any, for being a director of the Corporation as set forth in the Indiana Business Corporation Law, the Articles of Incorporation and the Bylaws of the Corporation.
4. **Majority Independent.** The Board of the Corporation will have a majority of independent directors who meet the independence requirements set forth in the Listed Company Manual of the NYSE (“Independent Directors”).
  5. **Board Meetings.** The Board shall meet at regular intervals not less than 4 times per year and shall have appropriate access to management and independent advisors. At regular intervals, some portion of the meetings will be held only by non-management directors without management representatives or employee Board members present. At least once each year, some portion of the Board meeting will include only the Independent Directors. The Board will appoint a Lead Independent Director to preside at the meetings of non-management and Independent Directors, and to carry out such other responsibilities as the Board may from time to time designate: including, but not limited to review of the Board agendas, leading the annual performance reviews of the CEO and the Board, serving as a liaison between the Chairman and CEO and the independent directors, and chairing meetings of the Board in the chairman’s absence.
  6. **Director Attendance.** Directors are expected to attend Board meetings and meetings of the committees on which they serve. Each director is also encouraged and expected to attend the Corporation’s annual meeting of shareholders.
  7. **Advance Distribution of Materials; Review by Directors.** Information that is relevant to the Board’s understanding of matters to be discussed at an upcoming Board meeting should be distributed to the members of the Board sufficiently in advance of meetings to permit meaningful review.
  8. **Board Committees.** The Board shall have at least three committees. The committees shall include the Nominating/Corporate Governance Committee, the Human Resources Committee and the Audit Committee. These committees will be composed only of Independent Directors who meet the requirements of the NYSE and/or applicable law for that committee and have a publicly available written charter reflecting the duties and responsibilities of the committees. The charters must: reflect the committees’ purpose, duties and responsibilities, including oversight of specific risk areas; require an annual review of the committee by the Board; provide for access as required to expert advisors; and contain other provisions mandated by the NYSE or the law, including as to the number of public

company boards and/or audit committees on which directors may serve. The Board has also determined that a Finance Committee is appropriate. The Finance Committee will also have a written charter that reflects its duties and responsibilities. The Board may constitute other committees of the Board that it determines are appropriate. The chairs of committees will be elected by the Board.

9. Director Responsibilities. Directors must regularly attend or otherwise be present for regularly scheduled Board, appropriate Board committee and annual shareholders meetings, and must review applicable meeting materials in advance. In support of their fiduciary duties, the Board shall have oversight of applicable corporate risks so as to satisfy itself that management has in place appropriate risk management policies and procedures which are functioning as directed, and that necessary structures are in place to foster a company-wide culture that supports appropriate risk awareness, behaviors and judgments about risk, with full engagement by the Corporation's management.
10. Directors' Compensation. Directors' compensation shall be specified in writing. Compensation elements may include fixed retainer paid in cash and/or restricted stock incentive retainer paid in cash and/or restricted stock; stock options; pay for attendance or otherwise being present at meetings of the Board, its Committees or meetings of shareholders; and deferred compensation. The Corporation may also provide for stock ownership guidelines. Such compensation is intended to provide remuneration and incentives to the Board and its Committees to encourage the achievement of the operating objectives and strategic vision of the Corporation.
11. Director orientation and continuing education. As a part of the appointment to the Board, various members of management shall promptly provide the Director with an orientation to the businesses and plans of the Corporation and the roles and responsibilities of the Board and the Committees of the Board, paying particular attention to the Committees to which the Director is being appointed, the Guidelines and the Ball Corporation Executive Officers and Board of Directors Business Ethics Statement. Thereafter, each member of the Board of Directors shall be offered the opportunity to attend one ongoing educational or orientation function related to the Corporation, the Board or the appropriate committees thereof, each year at the Corporation's expense.
12. Annual Review of the Board. The Board shall conduct a confidential review and evaluation of its performance, including the committees of the Board, annually.
13. Ethical Conduct of Board members. Members of the Board will comply with the Ball Corporation Executive Officers and Board of Directors Business Ethics Statement. Directors who are also employees of the Corporation will also comply with the Business Ethics guidelines of the Corporation for employees.

## **B. Management**

1. Chief Executive Officer. The Board will appoint a Chief Executive Officer who

shall report to the Board and the Committees thereof designated by the Board acting as a body. The Chief Executive Officer shall exercise general supervision of the business and affairs of the Corporation and may also act as Chairman of the Board, all as specifically set out in the By-laws of the Corporation. The Board annually reviews the performance of the Chief Executive Officer, including by review of a detailed report and self-evaluation from the Chief Executive Officer, and discussion and review of such performance by the Human Resources Committee and the non-employee directors in executive session, followed by presentation of the results of the review to the Chief Executive Officer.

2. **Management Succession.** The Chief Executive Officer and the Chief Human Resources Officer are responsible for development and implementation of a management succession system that identifies candidates to replace key managers of the Corporation and its subsidiaries. The Chief Executive Officer will periodically review the system and its implementation with the Board or the appropriate committee, including the succession plan for the Chief Executive Officer position.

### **C. Other**

1. **Formal Requirements.** Applicable law and the Articles of Incorporation and By-laws of the Corporation constitute governing requirements for the corporate governance of the Corporation. The Board and each Board committee may at any time retain independent outside financial, legal or other advisors.
2. **Communication with the Board and its Committees.** The Corporation has established means for shareholders or others to send communications to the Board. Persons interested in communicating with the Board, its individual directors, or its Committees may send the communication in writing via the Corporate Secretary or the Chairman of the Board. The communication should be sent to the attention of the Corporate Secretary, Ball Corporation, by mail to P.O. Box 5000, Broomfield, Colorado 80038-5000 or facsimile transmission to 303-460-2127.

In compliance with NYSE and Securities and Exchange Commission (“SEC”) requirements the Corporation established additional means for interested parties to send communications to the Board and selected Committees.

- Any interested party may communicate directly with the non-management directors with regard to any matter by writing the Lead Independent Director.
- Any interested party, including employees, may report concerns regarding accounting, internal control over financial reporting, disclosure controls and procedures, auditing and legal matters by writing the Chair of the Audit Committee. Anonymous or confidential submissions should be sent by mail.
- Any interested party may report concerns regarding the Executive Officers and Board of Directors Business Ethics Statement by writing the Chair of the

Nominating/Corporate Governance Committee or the Chairman of the Board as appropriate.

- Suggestions of potential nominees for the Board should be submitted in writing to the Chair of the Nominating/Corporate Governance Committee.

The communication should be sent by mail or via facsimile transmission to one of the individuals noted above c/o Corporate Secretary at the above addresses. The Board or the appropriate committee chair may instruct the Corporate Secretary to review, sort and summarize communications to assist the Board and the appropriate committee in addressing the communications.

Shareholder proposals for inclusion in the Corporation's Proxy materials will continue to be handled and must be communicated as disclosed in the Corporation's most recent Proxy Statement and pursuant to SEC and NYSE requirements.