

Avery Dennison Corporation Nominating and Governance Committee Charter

Purpose

The Nominating and Governance Committee ("Committee") is appointed by the Board (1) to assist the Board by identifying individuals qualified to become Board members consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next annual meeting of shareholders, as well as between annual meetings when appropriate; (2) to develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company; (3) to oversee the evaluations of the Board and management (related to corporate governance); and (4) to recommend to the Board director nominees for each committee.

Committee Membership

The Committee shall consist of no fewer than three members. The members of the Committee shall meet the independence requirements of the New York Stock Exchange.

The members of the Committee shall be appointed and replaced by the Board.

Committee Authority and Responsibilities

1. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other terms and conditions of the retention of the firm. The Committee shall also have authority to obtain advice and assistance from internal or external advisors.
2. The Committee shall seek individuals qualified to become board members for recommendation to the Board.
3. The Committee shall make recommendations for membership on Board committees.
4. The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, which shall be discussed with the full Board.
5. The Committee shall annually review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
6. The Committee may form and delegate authority to subcommittees when appropriate.
7. The Committee shall make regular reports to the Board.
8. The Committee shall review this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.