

AVERY DENNISON CORPORATION
GOVERNANCE COMMITTEE CHARTER*

Purpose

The Governance Committee ("Committee") is appointed by the Board of Directors ("Board") to (1) identify individuals qualified to become Board members consistent with criteria approved by the Board, and recommend to the Board the director nominees for the next annual meeting of shareholders, as well as between annual meetings when appropriate; (2) develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company; (3) oversee the evaluations of the Board and management (related to corporate governance); (4) recommend to the Board its Committee Chairs and members; (5) assist the Board with oversight and review of matters related to governance, environmental sustainability and community investment; and (6) assist the Board to survey, monitor and provide counsel as to the business relationships, affiliations and financial transactions of directors, officers and other key employees related to potential conflicts of interest or the Company's Legal and Ethical Conduct Policy.

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 ("NYSE") and the rules and regulations of the Securities and Exchange Commission ("Commission").

The Chair and members of the Committee shall be appointed by the Board on the recommendation of the Committee. Committee members may be replaced by the Board.

Committee Meetings

The Committee shall meet as often as it determines to be necessary, but not less frequently than annually. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Committee Authority and Responsibilities

1. The Committee shall have the sole authority to select, retain and terminate any consultants, outside counsel and other advisors or any search firm to be used to identify director candidates, in each case as it deems necessary or appropriate in its sole discretion. In addition, the Committee shall have sole authority to approve the advisor's or search firm's fees, which shall be paid by the Company, and other terms and conditions of the retention.
2. The Committee shall identify individuals qualified to become or remain Board members for recommendation to the Board and to recommend director nominees to be presented for shareholder approval at annual or special meetings of shareholders. In

* Charter last amended on February 25, 2021.

recommending directors, the Committee shall use the criteria set forth in the Company's Corporate Governance Guidelines.

3. The Committee shall annually consider the appropriateness of the Board leadership structure and recommend to the Board whether to separate or combine the positions of Chairman and CEO.
4. The Committee shall make recommendations regarding the structure, Chairs and members of Board committees.
5. The Committee shall annually review and report to the Board the Committee's assessment of which directors satisfy the independence requirements of the NYSE and Commission.
6. The Committee shall approve the Company's "related person" transactions, if any, and annually review and report to the Board regarding such transactions, as required by the rules and regulations of the Commission.
7. The Committee shall oversee and conduct an annual performance evaluation of the full Board and each of its Committees and report annually to the Board the results of the assessment of the Board's performance, which shall be discussed with the Board.
8. 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.
9. The Committee shall review and provide oversight over the Company's key governance and environmental sustainability initiatives, policies and programs including with respect to climate change, community investment and other environmental and governance matters of interest to the Company's stakeholders.
10. The Committee shall review with management the impact of the Company's business operations and business practices with respect to matters of governance, environmental sustainability and community investment.
11. The Committee shall review the Company's shareholder engagement process, results and feedback with respect to governance, environmental sustainability and community investment matters, and make recommendations to the Board, as appropriate.
12. The Committee shall review shareholder proposals related to any special or annual meeting of shareholders and make recommendations to the Board regarding the appropriate response to any such proposals.
13. The Committee shall oversee the effectiveness of the Company's Values and Ethics Program and Code of Conduct.
14. The Committee shall report and make recommendations to the Board in instances where it is believed that a significant conflict of interest could exist or when significant issues arise related to the interpretation or enforcement of the Company's Code of Conduct and policy on Legal and Ethical Conduct. In addition, the Committee shall make determinations and recommend action to the Board regarding violations of the Code of Ethics for the Chief Executive Officer and Senior Financial Officers, except for violations over which the Audit and Finance Committee has such authority.
15. The Committee may form and delegate authority to subcommittees when appropriate.
16. The Committee shall make regular reports to the Board.
17. 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.