

Securities registered pursuant to Section 12(b) of the Exchange Act:

Common Stock	PKG	New York Stock L
--------------	-----	------------------

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On May 8, 2024, the stockholders of Packaging Corporation of America (“PCA”) approved the Second Amended and Restated 1999 Long-Term Equity Incentive Plan (the “Plan”). A description of the Plan was included in PCA’s Proxy Statement for the 2024 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on March 28, 2024 (the “Proxy Statement”) under the caption “Summary of the Plan” and attached thereto, as supplemented by PCA’s Supplement to Proxy Statement filed with the Securities and Exchange Commission on April 3, 2024 under the caption “Supplemental Disclosure Concerning Item No. 3.” The full text of the Plan was attached as Appendix B to the Proxy Statement. Such summary and the text of the Plan are incorporated by reference into this Item 5.02.

Item 5.07. Submission of Matters to a Vote of Security Holders

On May 8, 2024, Packaging Corporation of America (“PCA”) held its 2024 Annual Meeting of Stockholders, at which the following proposals were voted upon and approved by PCA’s stockholders:

- (a) Election of Directors. Voting results are summarized as follows:

Nominee	Votes For	Votes Against	Abstentions
Cheryl K. Beebe	72,134,723	4,673,558	36,698
Duane C. Farrington	76,550,099	255,540	39,340
Karen E. Gowland	76,438,524	361,537	44,918
Donna A. Harman	75,034,138	1,774,077	36,764
Mark W. Kowlzan	71,010,084	5,794,306	40,589
Robert C. Lyons	73,241,311	3,562,391	41,277
Thomas P. Maurer	76,127,418	676,192	41,369
Samuel M. Mencoff	66,344,693	8,165,851	2,334,435
Roger B. Porter	61,236,883	13,113,239	2,494,857
Thomas S. Souleles	71,190,711	5,612,633	41,635
Paul T. Stecko	72,779,475	4,025,647	39,857

- (b) Ratification of Independent Registered Public Accounting Firm. The audit committee’s appointment of PwC LLP as PCA’s independent registered public accounting firm was ratified by the following vote: 80,848,051 votes for, 1,830,602 votes against, and 36,757 abstentions.

- (c) Approval of Second Amended and Restated 1999 Long-Term Equity Incentive Plan: 70,515,959 votes for, 6,210,977 votes against, 118,043 abstentions and 5,500,434 broker non-votes.

- (d) Approval of PCA’s Executive Compensation: 71,793,232 votes for, 4,930,720 votes against, 121,043 abstentions and 5,500,434 broker non-votes.

- (e) Stockholder Proposal Regarding Director Election Resignation Bylaw: 12,644,915 votes for; 63,043 votes against; 383,801 abstentions; and 5,500,434 broker non-votes.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused to be signed on its behalf by the undersigned hereunto duly authorized.

PACKAGING CORPORATION OF AMERICA

By: /s/ Kent A. Pflederer
Senior Vice President, General Counsel &
Secretary

Date: May 9, 2024