
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 240.14a-12

Graphic Packaging Holding Company

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
-
-



GRAPHIC PACKAGING HOLDING COMPANY
1500 RIVEREDGE PARKWAY
SUITE 100
ATLANTA, GA 30328

Your **Vote** Counts!

GRAPHIC PACKAGING HOLDING COMPANY

2023 Annual Meeting

Vote by May 23, 2023 11:59 PM ET. For shares held in a Plan, vote by May 21, 2023 11:59 PM ET.



V05543-P91610-Z84743

You invested in GRAPHIC PACKAGING HOLDING COMPANY and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on May 24, 2023.**

Get informed before you vote

View the Notice and Proxy Statement, Annual Report (including Form 10-K) online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 10, 2023. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote in Person at the Meeting*

May 24, 2023
10:00 AM EDT

Alston & Bird LLP
One Atlantic Center
1201 W Peachtree St
Suite 4900
Atlanta, GA 30309

*Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommendations
1. Election of Directors Nominees: 01) Michael P. Doss 02) Dean A. Scarborough 03) Larry M. Venturelli	✓ For
2. Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm.	✓ For
3. Approval of compensation paid to Named Executive Officers (Say-on-Pay).	✓ For
4. Advisory Vote on the Frequency of the Say-on-Pay Vote on Executive Compensation.	1 Year

NOTE: The shares represented by the proxy, when properly executed, will be voted in the manner directed herein by the undersigned stockholder(s). If no direction is given, the proxy will be voted FOR all nominees in item 1, FOR the proposals in items 2 and 3, and for a vote on the frequency of a vote on executive compensation every 1 YEAR in item 4. If any other matters properly come before the meeting, or if cumulative voting is required, the person named in the proxy will vote in their discretion.

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".