

SEALED AIR CORPORATION

Stock Ownership Guidelines For Executive Officers and Other Key Executives*

Position	Stock Ownership As a Multiple of Salary
Chief Executive Officer / President	6.0x
Chief Financial Officer	3.5x
Senior Vice President	3.0x
All Other Executive Officers And Other Key Executives	2.0x

Executive officers and other key executives (“covered employees”) may count toward these ownership guidelines directly and indirectly owned shares of the Corporation’s common stock, vested shares of restricted stock and restricted stock units awarded under the Corporation’s equity compensation plans, and benefit plan investments in the Corporation’s common stock.

For purposes of measuring compliance with these ownership guidelines during a year, the value of the Corporation’s common stock will be based on the closing price of the common stock on the first trading day during the year.

Until the applicable ownership guideline is met, the covered employee must retain 100% of the net after-tax shares received from awards under the Corporation’s equity compensation plans. If an award that vests results in the covered employee first meeting the applicable ownership guideline above, the portion of that award that results in the covered employee meeting the ownership guideline will be subject to the retention requirement. “Net after-tax shares” are the shares received upon vesting, less shares necessary to cover all applicable taxes assuming highest marginal rates (including any shares withheld by the Corporation for such purpose). For the avoidance of doubt, so long as the covered employee is in compliance with the applicable ownership guideline, he/she is permitted to freely sell any shares owned in excess of such ownership guideline, subject, in all cases, to applicable insider trading and other policies of the Corporation as in effect from time to time.

The Organization and Compensation Committee of the Board of Directors has the authority to approve exceptions in the event of financial hardship. The Organization and Compensation Committee of the Board of Directors will review compliance with these ownership guidelines by executive officers at least once annually.

Originally adopted August 10, 2006

Last amended May 17, 2018

*Stock ownership guidelines for non-management directors are included in the Corporation Governance Guidelines.