



# Sealed Air (NYSE: SEE)

---

Ted Doheny, President & CEO

Bank of America Merrill Lynch Global Agriculture & Materials Conference

February 28, 2018

# Safe Harbor & Regulation G Statement

This presentation contains "forward-looking statements" within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 concerning our business, consolidated financial condition and results of operations. Forward-looking statements are subject to risks and uncertainties, many of which are outside our control, which could cause actual results to differ materially from these statements. Therefore, you should not rely on any of these forward-looking statements. Forward-looking statements can be identified by such words as "anticipates," "believes," "plan," "assumes," "could," "should," "estimates," "expects," "intends," "potential," "seek," "predict," "may," "will" and similar references to future periods. All statements other than statements of historical facts included in this press release regarding our strategies, prospects, financial condition, operations, costs, plans and objectives are forward-looking statements. Examples of forward-looking statements include, among others, statements we make regarding expected future operating results, expectations regarding the results of restructuring and other programs, anticipated levels of capital expenditures and expectations of the effect on our financial condition of claims, litigation, environmental costs, contingent liabilities and governmental and regulatory investigations and proceedings. The following are important factors that we believe could cause actual results to differ materially from those in our forward looking statements: global economic and political conditions, currency translation and devaluation effects, changes in raw material pricing and availability, competitive conditions, the success of new product offerings, consumer preferences, the effects of animal and food-related health issues, pandemics, changes in energy costs, environmental matters, the success of our restructuring activities, the success of our financial growth, profitability, cash generation and manufacturing strategies and our cost reduction and productivity efforts, changes in our credit ratings, the tax benefit associated with the Settlement agreement (as defined in our 2017 Annual Report on Form 10-K), regulatory actions and legal matters, and the other information referenced in the "Risk Factors" section appearing in our most recent Annual Report on Form 10-K, as filed with the Securities and Exchange Commission, and as revised and updated by our Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Any forward-looking statement made by us is based only on information currently available to us and speaks only as of the date on which it is made. We undertake no obligation to publicly update any forward looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise.

Our management uses non-U.S. GAAP financial measures to evaluate the Company's performance, which exclude items we consider unusual or special items. We believe the use of such financial measures and information may be useful to investors. We believe that the use of non-U.S. GAAP measures helps investors to gain a better understanding of core operating results and future prospects, consistent with how management measures and forecasts the Company's performance, especially when comparing such results to previous periods or forecasts. Please see Sealed Air's February 8, 2018 earnings press release for important information about the use of non-U.S. GAAP financial measures relevant to this presentation, including applicable reconciliations to U.S. GAAP financial measures. Information reconciling forward-looking U.S. GAAP measures to non-U.S. GAAP measures is not available without unreasonable effort.

## Website Information

We routinely post important information for investors on our website, [www.sealedair.com](http://www.sealedair.com), in the "Investor Relations" section. We use this website as a means of disclosing material, non-public information and for complying with our disclosure obligations under Regulation FD. Accordingly, investors should monitor the Investor Relations section of our website, in addition to following our press releases, SEC filings, public conference calls, presentations and webcasts. The information contained on, or that may be accessed through, our website is not incorporated by reference into, and is not a part of, this document.

# U.S. GAAP Summary & Reconciliations

Net Sales  
 Pre-tax Earnings from Continuing Operations  
 Net Earnings From Continuing Operations  
 EPS From Continuing Operations  
 Effective Tax Rate  
 Operating Cash Flow

	Twelve Months Ended December 31	
	2017	2016
Net Sales	\$4.5 billion	\$4.2 billion
Pre-tax Earnings from Continuing Operations	\$393 million	\$388 million
Net Earnings From Continuing Operations	\$63 million	\$292 million
EPS From Continuing Operations	\$0.33	\$1.48
Effective Tax Rate	84.0%	24.6%
Operating Cash Flow	\$424 million	\$907 million

## Reconciliation of U.S. GAAP Net Earnings from Continuing Operations to Non-U.S. GAAP Total Company Adjusted EBITDA (\$ million)

### Net Earnings from Continuing Operations

Interest expense  
 Interest income  
 Income tax provision  
 Depreciation and amortization  
 Depreciation and amortization adjustments

#### *Special items*

Restructuring and other charges  
 Other restructuring associated costs  
 SARs  
 Foreign currency exchange loss for Venezuela  
 Charges related to ceasing operations in Venezuela  
 Loss on sale of North American foam trays and absorbent pads business and European food trays business  
 Loss related to sale of other businesses and property  
 Charges related to sale of Diversey  
 Settlement/curtailment benefits related to retained Diversey retirement plans  
 Other  
 Pre-tax impact of Special Items  
**Adjusted EBITDA from Continuing Operations**

	Twelve Months Ended December 31	
	2017	2016
Net Earnings from Continuing Operations	\$ 62.8	\$ 292.3
Interest expense	(201.8)	(199.4)
Interest income	17.6	7.5
Income tax provision	330.5	95.6
Depreciation and amortization	(158.3)	(154.0)
Depreciation and amortization adjustments	—	1.7
<i>Special items</i>		
Restructuring and other charges	(12.1)	(2.5)
Other restructuring associated costs	(14.3)	(19.8)
SARs	2.6	(0.7)
Foreign currency exchange loss for Venezuela	—	(1.7)
Charges related to ceasing operations in Venezuela	—	(48.5)
Loss on sale of North American foam trays and absorbent pads business and European food trays business	—	(1.8)
Loss related to sale of other businesses and property	(15.5)	—
Charges related to sale of Diversey	(68.6)	(1.4)
Settlement/curtailment benefits related to retained Diversey retirement plans	13.5	—
Other	(3.1)	(0.7)
Pre-tax impact of Special Items	(97.5)	(77.1)
<b>Adjusted EBITDA from Continuing Operations</b>	<b>833.3</b>	<b>809.2</b>

# One Sealed Air

Premier Packaging Solutions Provider

Capitalize on rapidly growing fresh food and e-Commerce markets

Create profitable growth with highly differentiated innovations and disruptive technologies

Drive operational excellence culture to world-class performance for margin expansion

Leverage our high performance organization

Generate higher returns and deliver long-term shareholder value

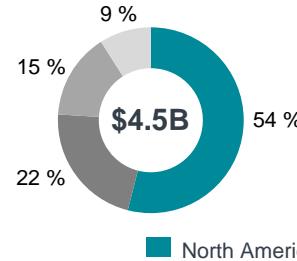
*We solve our customers most critical packaging challenges with innovative solutions that leave our world, environment, and communities better than we found them.*

# Create Value Around The World

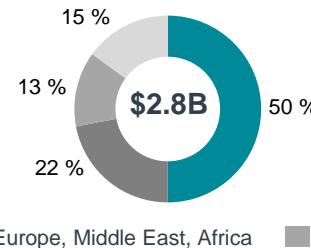
2017 Sales by Region and End Market

*Sales by Region*

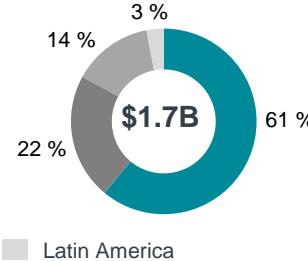
## Sealed Air



## Food Care



## Product Care



*Sales by End Market*

## Food Care



39 %

18 %

13 %

13 %

10 %

7 %

Industrials

e-Commerce

Electronics

Consumer Packaged Goods

Other

Transportation

35 %

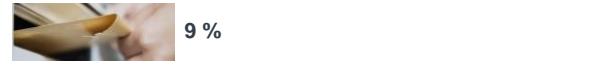
30 %

12 %

10 %

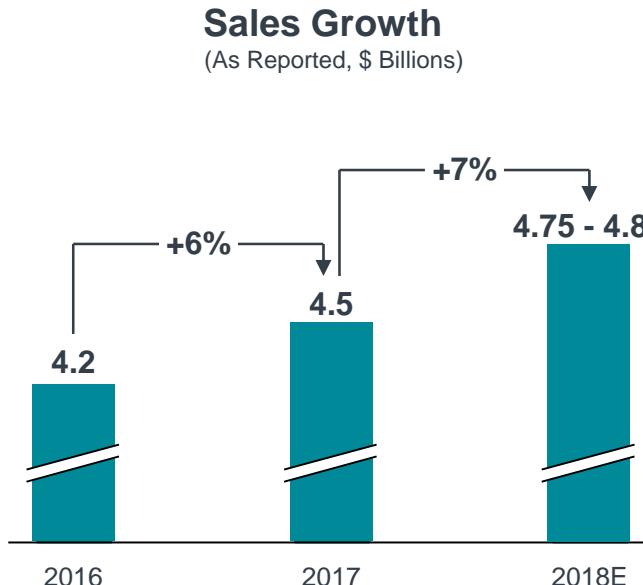
9 %

4 %

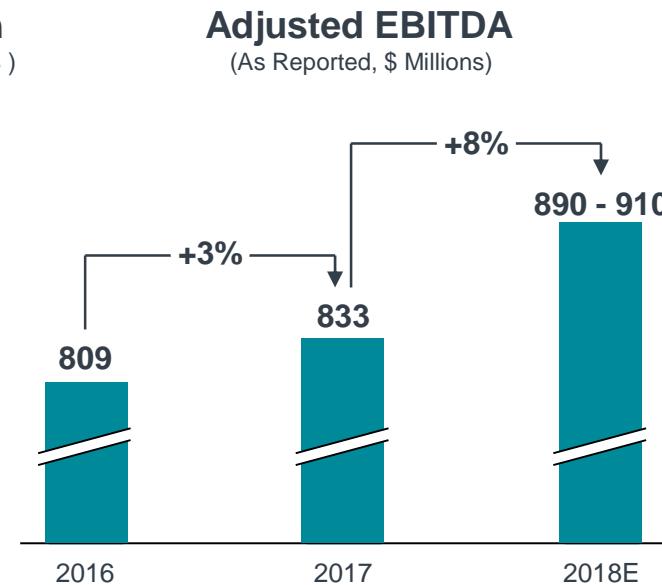


# Create Profitable Growth

New Innovations and Sealed Air Operational Excellence Create Profitable Growth



**2018 > 20%**



**EPS**  
2018E      \$2.35 - \$2.45

**FCF**  
~\$400M

**Capex**  
~ \$160M

# Innovations Solving Critical Challenges

2018 Market Opportunities in High-Growth Geographies, Adjacencies and Technologies

**Unpacked to Packed**  
Protein Markets

**Fulfillment**  
Automation & Integration

**Protein Packaging**  
Automation & Integration

**e-Commerce**  
Pallet-to-Parcel Ready  
+Consumer Experience+

**Fluids, Seafood,**  
Convenience Meals

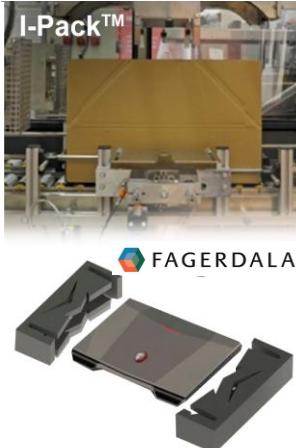
**Temp Assurance**  
e-Food / e-Pharma

> \$5B  
Asia



**CRYOVAC®**

> \$6B



> \$2B



**CRYOVAC®**

> \$10B



> \$25B



> \$5B



**Food Safety**

> 20 Days

Extended Shelf Life

**Automated Solutions**

> 30%

Productivity

**Whole Bird System**

Up to 90%

Productivity &  
Worker Safety

**Ship in Own Container**

> 50%

Waste Reduction

**FlexPrep™**

> 20%

Waste Reduction

**TempGuard™**

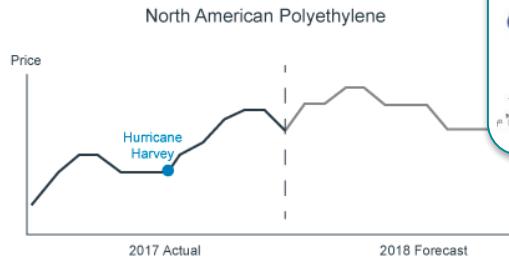
100%

Curbside Recyclable

# Sealed Air Operational Excellence Culture

Taking How We Buy, Make and Sell to World-Class Performance ... Margin Expansion

## Buy



Source: IHS Global Plastics & Polymers Chemical Market Advisory

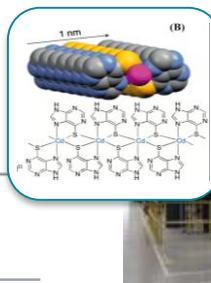
Align input cost volatility to match customer pricing models

Develop alternative sources of materials to drive competition

Reduce total cost of ownership with global scale and consistency

Sourcing Leader

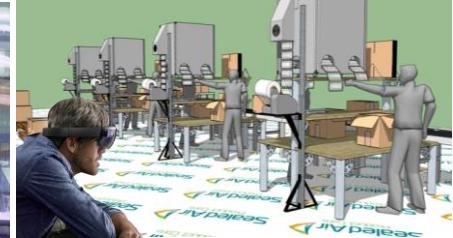
## Make



SEE Smart Factory™



SEE Smart Services™



SEE The Waste™

World-class safety and quality: "Zero Harm"

Drive Productivity: Do more with less by investing and working smarter

Eliminate waste, simplify, then automate

Upgrading assets - breakthrough processes

Innovative Materials & Designs

Optimize Portfolio and Global network

"At the table" at all levels with our B2B and B2C customers, solving problems

Value-capture pricing

Differentiated, sustainable solutions

Commercial excellence

Digitally enhanced Customer Service

Price leader

# Deliver Long-Term Value Through Sustainability

Accelerating Our Leadership

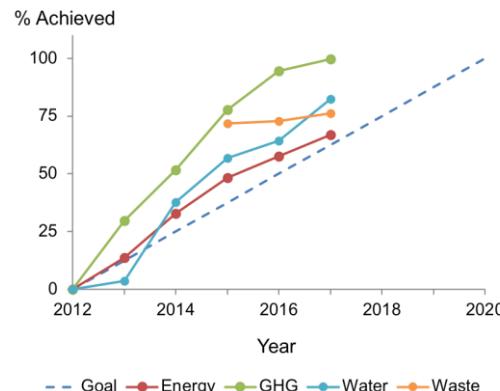
Products

**SealedAir**  
Operational Excellence

Innovations Solving Problems

Leading Societal Benefits

**\$47M**  
Energy savings      **\$2.6M**  
Water savings      **\$132M**  
Waste diversion



FlexPrep™

> 20%

Waste Reduction

Korrvu™

80%

Reduced Damage

Darfresh™

100%

Recyclable Tray



Customer sustainability mapping

Waste prevention a universal customer need

Quantified customer sustainability benefit

China Food  
Waste & Safety

Circular Economy  
for Plastics

Global Resource  
Challenges



Global leader in combatting food waste

Innovations support circular plastics economy

Thought leader on solving resource challenges

# Capital Allocation Strategy

Consistently Generate Strong Free Cash Flow and Higher ROIC

## Investments in Profitable Growth, Innovation, Productivity

**Targeting high-growth geographies, markets, products and technologies**

- Acquired Fagerdala Singapore Pte Ltd., a leading manufacturer and fabricator of polyethylene foam for \$100M in October 2017, focused on integrated packaging in electronics in Asia
- Proprietary and sustainable solutions
- Digital platforms to improve customer experience and generate growth

**2018E Capital Expenditures ~ \$160M**

- Investments focused on exceeding our profitable growth & ROIC targets
- Upgrading assets to accelerate productivity and process efficiency
- Investing in breakthrough production processes and automation

## Return Capital to Shareholders

**Share Repurchases**

- Repurchased 31M shares, ~ \$1.4B from Jan. 1, 2017 through Feb. 23, 2018
- ~\$775M remaining under authorized repurchase program

**Dividends**

- Cash dividend of \$120M in 2017 or \$0.16 per share quarterly

---

2018 Estimate for Free Cash Flow ~ \$400M

Target Net Debt / EBITDA Ratio 3.5x – 4.0x

---

# One Sealed Air

Premier Packaging Solutions Provider

Capitalize on rapidly growing fresh food and e-Commerce markets

Create profitable growth with highly differentiated innovations and disruptive technologies

Drive operational excellence culture to world-class performance for margin expansion

Leverage our high performance organization

Generate higher returns and deliver long-term shareholder value

*We solve our customers most critical packaging challenges with innovative solutions that leave our world, environment, and communities better than we found them.*