

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2024

Or **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number: 1-12139

SEALED AIR CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

65-0654331

(I.R.S. Employer
Identification Number)

2415 Cascade Pointe Boulevard

Charlotte North Carolina

(Address of principal executive offices)

28208

(Zip Code)

Registrant's telephone number, including area code: (980) 221-3235

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

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, par value \$0.10 per share	SEE	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

There were 145,692,448 shares of the registrant's common stock, par value \$0.10 per share, issued and outstanding as of October 31, 2024.

SEALED AIR CORPORATION AND SUBSIDIARIES

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Cautionary Notice Regarding Forward-Looking Statements

This report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by such words as “anticipate,” “believe,” “plan,” “assume,” “could,” “should,” “estimate,” “expect,” “intend,” “potential,” “seek,” “predict,” “may,” “will” or the negative of these terms and similar expressions. All statements contained in this report, other than statements of historical facts, such as those regarding our growth initiatives, business strategies, operating plans, business outlook, restructuring activities and market conditions, are forward-looking statements. These statements are neither promises nor guarantees, but involve known and unknown risks and uncertainties that may cause our actual results to differ materially from any future results expressed or implied by the forward-looking statements.

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, including recessionary and inflationary pressures, currency translation and devaluation effects, changes in raw material pricing and availability, competitive conditions, the success of new product offerings, failure to realize synergies and other financial benefits from acquisitions within the expected time frames, greater than expected costs or difficulties related to acquisition integrations, consumer preferences, the effects of animal and food-related health issues, the effects of epidemics or pandemics, negative impacts related to the ongoing conflict between Russia and Ukraine and related sanctions, export restrictions and other counteractions thereto, uncertainties relating to existing or potential increased hostilities in the Middle East, changes in energy costs, environmental matters, the success of our restructuring activities, the success of our merger, acquisition and equity investment strategies, the success of our financial growth, profitability, cash generation and manufacturing strategies and our cost reduction and productivity efforts, changes in our credit ratings, regulatory actions and legal matters, and the other important factors discussed in the "Risk Factors" section in Part I of our most recent Annual Report on Form 10-K, and in any of our subsequent filings with the Securities and Exchange Commission (“SEC”). Any forward-looking statements made by us in this report are based solely on management’s estimates as of the date of this report. While we may elect to update such forward-looking statements, we disclaim any obligation to do so even if subsequent events cause our views to change, except as may be required by applicable law.

SEALED AIR CORPORATION AND SUBSIDIARIES

Condensed Consolidated Balance Sheets
(Unaudited)

(In USD millions, except share and per share data)

	September 30, 2024	December 31, 2023
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 386.0	\$ 346.1
Trade receivables, net of allowance for credit losses of \$14.2 in 2024 and \$14.9 in 2023	478.7	442.6
Income tax receivables	19.7	44.9
Other receivables	95.6	94.2
Advances and deposits	67.4	72.8
Inventories, net of inventory reserves of \$53.6 in 2024 and \$43.3 in 2023 (Note 7)	807.3	774.3
Prepaid expenses and other current assets	204.8	188.4
Total current assets	2,059.5	1,963.3
Property and equipment, net (Note 8)	1,438.0	1,416.4
Goodwill (Note 9)	2,896.8	2,892.5
Identifiable intangible assets, net (Note 9)	397.6	439.0
Deferred taxes	151.8	130.8
Operating lease right-of-use-assets (Note 4)	97.5	86.5
Other non-current assets	279.9	272.1
Total assets	\$ 7,321.1	\$ 7,200.6
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Short-term borrowings (Note 13)	\$ 139.7	\$ 140.7
Current portion of long-term debt (Note 13)	58.1	35.7
Current portion of operating lease liabilities (Note 4)	29.1	29.2
Accounts payable	800.9	764.6
Accrued restructuring costs (Note 12)	17.9	23.1
Income tax payable	47.5	28.7
Other current liabilities	499.7	487.0
Total current liabilities	1,592.9	1,509.0
Long-term debt, less current portion (Note 13)	4,334.0	4,513.9
Long-term operating lease liabilities, less current portion (Note 4)	75.0	66.7
Deferred taxes	36.0	35.8
Other non-current liabilities	512.0	525.7
Total liabilities	6,549.9	6,651.1
Commitments and contingencies (Note 18)		
Stockholders' equity:		
Preferred stock, \$0.10 par value per share, 50,000,000 shares authorized; no shares issued in 2024 and 2023	—	—
Common stock, \$0.10 par value per share, 400,000,000 shares authorized; shares issued: 154,566,194 in 2024 and 154,054,011 in 2023; shares outstanding: 145,687,492 in 2024 and 144,467,719 in 2023	15.5	15.4
Additional paid-in capital	1,438.3	1,429.5
Retained earnings	680.1	496.5
Common stock in treasury, 8,878,702 shares in 2024 and 9,586,292 shares in 2023	(404.2)	(436.4)
Accumulated other comprehensive loss, net of taxes (Note 20)	(958.5)	(955.5)
Total stockholders' equity	771.2	549.5
Total liabilities and stockholders' equity	\$ 7,321.1	\$ 7,200.6

See accompanying Notes to Condensed Consolidated Financial Statements.

SEALED AIR CORPORATION AND SUBSIDIARIES

Condensed Consolidated Statements of Operations
(Unaudited)

<i>(In USD millions, except per share data)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Net sales	\$ 1,345.1	\$ 1,381.8	\$ 4,019.8	\$ 4,111.4
Cost of sales	943.6	968.5	2,801.5	2,875.0
Gross profit	401.5	413.3	1,218.3	1,236.4
Selling, general and administrative expenses	187.1	181.8	563.8	582.6
Loss on disposal of businesses and property and equipment, net	(5.4)	(48.7)	(5.8)	(55.2)
Amortization expense of intangible assets	15.9	15.4	47.0	46.0
Restructuring charges (Note 12)	6.8	9.8	24.8	9.2
Operating profit	186.3	157.6	576.9	543.4
Interest expense, net	(60.5)	(70.1)	(188.9)	(196.6)
Other expense, net (Note 21)	(6.4)	(9.6)	(14.0)	(33.0)
Earnings before income tax provision	119.4	77.9	374.0	313.8
Income tax provision (Note 17)	30.7	20.3	104.1	99.4
Net earnings from continuing operations	88.7	57.6	269.9	214.4
Gain (Loss) on sale of discontinued operations, net of tax	3.0	(1.0)	2.1	3.2
Net earnings	\$ 91.7	\$ 56.6	\$ 272.0	\$ 217.6
Basic:				
Continuing operations	\$ 0.61	\$ 0.40	\$ 1.86	\$ 1.49
Discontinued operations	0.02	(0.01)	0.01	0.02
Net earnings per common share - basic (Note 22)	\$ 0.63	\$ 0.39	\$ 1.87	\$ 1.51
Diluted:				
Continuing operations	\$ 0.61	\$ 0.40	\$ 1.85	\$ 1.48
Discontinued operations	0.02	(0.01)	0.02	0.02
Net earnings per common share - diluted (Note 22)	\$ 0.63	\$ 0.39	\$ 1.87	\$ 1.50
Weighted average number of common shares outstanding: (Note 22)				
Basic	145.8	144.5	145.5	144.3
Diluted	146.1	144.9	145.8	144.8

See accompanying Notes to Condensed Consolidated Financial Statements.

SEALED AIR CORPORATION AND SUBSIDIARIES

Condensed Consolidated Statements of Comprehensive Income
(Unaudited)

<i>(In USD millions)</i>	Three Months Ended September 30,						Nine Months Ended September 30,					
	2024			2023			2024			2023		
	Gross	Taxes	Net	Gross	Taxes	Net	Gross	Taxes	Net	Gross	Taxes	Net
Net earnings			\$ 91.7			\$ 56.6			\$ 272.0			\$ 217.6
Other comprehensive income (loss):												
Recognition of pension items	\$ 0.9	\$ (0.2)	0.7	\$ 1.3	\$ (0.3)	1.0	\$ 3.5	\$ (0.9)	2.6	\$ 4.1	\$ (1.0)	3.1
Unrealized (losses) gains on derivative instruments for net investment hedge	(13.5)	3.4	(10.1)	6.0	(1.5)	4.5	2.5	(0.6)	1.9	(8.9)	2.2	(6.7)
Unrealized (losses) gains on derivative instruments for cash flow hedge	(3.2)	0.9	(2.3)	1.2	(0.3)	0.9	(0.9)	0.2	(0.7)	(1.7)	0.4	(1.3)
Foreign currency translation adjustments	63.6	—	63.6	(49.3)	—	(49.3)	(6.8)	—	(6.8)	(16.8)	—	(16.8)
Other comprehensive income (loss)	\$ 47.8	\$ 4.1	51.9	\$ (40.8)	\$ (2.1)	(42.9)	\$ (1.7)	\$ (1.3)	(3.0)	\$ (23.3)	\$ 1.6	(21.7)
Comprehensive income, net of taxes			<u>\$ 143.6</u>			<u>\$ 13.7</u>			<u>\$ 269.0</u>			<u>\$ 195.9</u>

See accompanying Notes to Condensed Consolidated Financial Statements.

SEALED AIR CORPORATION AND SUBSIDIARIES

Condensed Consolidated Statements of Stockholders' Equity

	(Unaudited)					
<i>(In USD millions)</i>	Common Stock	Additional Paid-in Capital	Retained Earnings	Common Stock in Treasury	Accumulated Other Comprehensive Loss, Net of Taxes	Total Stockholders' Equity
Balance at June 30, 2024	\$ 15.5	\$ 1,431.4	\$ 617.8	\$ (404.2)	\$ (1,010.4)	\$ 650.1
Effect of share-based incentive compensation	—	6.9	—	—	—	6.9
Recognition of pension items, net of taxes	—	—	—	—	0.7	0.7
Foreign currency translation adjustments	—	—	—	—	63.6	63.6
Unrealized loss on derivative instruments, net of taxes	—	—	—	—	(12.4)	(12.4)
Net earnings	—	—	91.7	—	—	91.7
Dividends on common stock (\$0.20 per share)	—	—	(29.4)	—	—	(29.4)
Balance at September 30, 2024	\$ 15.5	\$ 1,438.3	\$ 680.1	\$ (404.2)	\$ (958.5)	\$ 771.2
Balance at December 31, 2023	\$ 15.4	\$ 1,429.5	\$ 496.5	\$ (436.4)	\$ (955.5)	\$ 549.5
Effect of share-based incentive compensation	0.1	15.6	—	—	—	15.7
Stock issued for profit sharing contribution paid in stock	—	(6.8)	—	32.2	—	25.4
Recognition of pension items, net of taxes	—	—	—	—	2.6	2.6
Foreign currency translation adjustments	—	—	—	—	(6.8)	(6.8)
Unrealized gain on derivative instruments, net of taxes	—	—	—	—	1.2	1.2
Net earnings	—	—	272.0	—	—	272.0
Dividends on common stock (\$0.60 per share)	—	—	(88.4)	—	—	(88.4)
Balance at September 30, 2024	\$ 15.5	\$ 1,438.3	\$ 680.1	\$ (404.2)	\$ (958.5)	\$ 771.2
Balance at June 30, 2023	\$ 23.4	\$ 2,156.3	\$ 3,266.3	\$ (4,076.0)	\$ (957.6)	\$ 412.4
Effect of share-based incentive compensation	—	11.5	—	—	—	11.5
Recognition of pension items, net of taxes	—	—	—	—	1.0	1.0
Foreign currency translation adjustments	—	—	—	—	(49.3)	(49.3)
Unrealized gain on derivative instruments, net of taxes	—	—	—	—	5.4	5.4
Net earnings	—	—	56.6	—	—	56.6
Dividends on common stock (\$0.20 per share)	—	—	(29.2)	—	—	(29.2)
Balance at September 30, 2023	\$ 23.4	\$ 2,167.8	\$ 3,293.7	\$ (4,076.0)	\$ (1,000.5)	\$ 408.4
Balance at December 31, 2022	\$ 23.3	\$ 2,155.3	\$ 3,163.4	\$ (4,019.1)	\$ (978.8)	\$ 344.1
Effect of share-based incentive compensation	0.1	11.6	—	—	—	11.7
Stock issued for profit sharing contribution paid in stock	—	0.9	—	23.0	—	23.9
Repurchases of common stock	—	—	—	(79.9)	—	(79.9)
Recognition of pension items, net of taxes	—	—	—	—	3.1	3.1
Foreign currency translation adjustments	—	—	—	—	(16.8)	(16.8)
Unrealized loss on derivative instruments, net of taxes	—	—	—	—	(8.0)	(8.0)
Net earnings	—	—	217.6	—	—	217.6
Dividends on common stock (\$0.60 per share)	—	—	(87.3)	—	—	(87.3)
Balance at September 30, 2023	\$ 23.4	\$ 2,167.8	\$ 3,293.7	\$ (4,076.0)	\$ (1,000.5)	\$ 408.4

See accompanying Notes to Condensed Consolidated Financial Statements.

SEALED AIR CORPORATION AND SUBSIDIARIES

Condensed Consolidated Statements of Cash Flows
(Unaudited)

(In USD millions)	Nine Months Ended September 30,	
	2024	2023
Net earnings	\$ 272.0	\$ 217.6
Adjustments to reconcile net earnings to net cash provided by operating activities		
Depreciation and amortization	182.5	174.7
Share-based incentive compensation	23.4	31.4
Profit sharing expense	19.8	19.1
Loss on debt redemption and refinancing activities	6.8	4.9
Provision for allowance for credit losses on trade receivables	1.6	3.6
Provisions for inventory obsolescence	17.4	14.9
Deferred taxes, net	(24.3)	(41.3)
Net (gain) loss on disposal/sale of businesses	(2.1)	52.6
Other non-cash items	8.6	19.8
Changes in operating assets and liabilities:		
Trade receivables, net	(42.8)	18.1
Inventories, net	(56.2)	60.2
Accounts payable	36.5	(132.7)
Customer advance payments	(5.5)	(9.8)
Income tax receivable/payable	44.7	(9.9)
Tax deposit	—	(175.0)
Other assets and liabilities	1.4	(55.7)
Net cash provided by operating activities	\$ 483.8	\$ 192.5
Cash flows from investing activities:		
Capital expenditures	(161.1)	(185.0)
Proceeds related to sale of business and property and equipment, net	0.7	1.9
Businesses acquired in purchase transactions, net of cash acquired	4.2	(1,162.9)
(Payments) Proceeds associated with debt, equity and equity method investments	(1.1)	3.3
Settlement of foreign currency forward contracts	(11.0)	15.1
Proceeds from cross-currency swaps	3.1	1.6
Net cash used in investing activities	\$ (165.2)	\$ (1,326.0)
Cash flows from financing activities:		
Net (payments) proceeds from short-term borrowings	(1.6)	206.6
Proceeds from long-term debt	413.4	1,411.4
Payments of long-term debt	(582.1)	(433.2)
Payments of debt modification/extinguishment costs and other	(7.3)	(14.1)
Dividends paid on common stock	(88.8)	(88.9)
Impact of tax withholding on share-based compensation	(9.2)	(21.3)
Repurchases of common stock	—	(79.9)
Principal payments related to financing leases	(6.1)	(6.4)
Net cash (used in) provided by financing activities	\$ (281.7)	\$ 974.2
Effect of foreign currency exchange rate changes on cash and cash equivalents	\$ 3.0	\$ (15.5)
Cash Reconciliation:		
Cash and cash equivalents	346.1	456.1
Restricted cash and cash equivalents	—	—
Balance, beginning of period	\$ 346.1	\$ 456.1
Net change during the period	39.9	(174.8)
Cash and cash equivalents	386.0	281.3
Restricted cash and cash equivalents	—	—
Balance, end of period	\$ 386.0	\$ 281.3
Supplemental Cash Flow Information:		
Interest payments	\$ 220.3	\$ 201.7
Income tax payments, net of cash refunds	\$ 74.9	\$ 310.1
Restructuring payments including associated costs	\$ 43.5	\$ 12.4
Non-cash items:		
Transfers of shares of common stock from treasury for profit-sharing contributions	\$ 25.4	\$ 23.9

See accompanying Notes to Condensed Consolidated Financial Statements.

Notes to Condensed Consolidated Financial Statements (unaudited)

Note 1 Organization and Basis of Presentation**Organization**

We are a leading global provider of packaging solutions that integrate sustainable, high-performance materials, automation, equipment, and services. Sealed Air Corporation designs, manufactures and delivers packaging solutions that preserve food, protect goods, and automate packaging processes. We deliver our packaging solutions to an array of end markets including fresh proteins, foods, fluids and liquids, medical and life science, e-commerce retail, logistics and omnichannel fulfillment operations, and industrials.

Our portfolio of solutions includes CRYOVAC® brand food packaging, LIQUIBOX® brand liquids systems, SEALED AIR® brand protective packaging, AUTOBAG® brand automated packaging systems and BUBBLE WRAP® brand packaging. We have established competitive strengths in high-performance packaging solutions, well-established customer relationships, iconic brands, and global scale and market access.

Throughout this report, when we refer to “Sealed Air,” the “Company,” “we,” “our,” or “us,” we are referring to Sealed Air Corporation and all of our subsidiaries, except where the context indicates otherwise.

Basis of Presentation

Our Condensed Consolidated Financial Statements include all of the accounts of the Company and our subsidiaries. We have eliminated all significant intercompany transactions and balances in consolidation. In management’s opinion, all adjustments, consisting only of normal recurring accruals, necessary for a fair statement of our Condensed Consolidated Balance Sheet as of September 30, 2024 and our Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2024 and 2023 have been made. The results set forth in our Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2024 and in our Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2024 are not necessarily indicative of the results to be expected for the full year. The Condensed Consolidated Balance Sheet as of December 31, 2023 was derived from audited financial statements but does not include all disclosures required by accounting principles generally accepted in the United States (“GAAP”). All amounts are in millions, except per share amounts, and are approximate due to rounding. All amounts are presented in U.S. dollar, unless otherwise specified.

Our Condensed Consolidated Financial Statements were prepared in accordance with the interim reporting requirements of the SEC. As permitted under those rules, annual footnotes or other financial information that are normally required by GAAP have been condensed or omitted. The preparation of Condensed Consolidated Financial Statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts and the disclosure of contingent amounts in our Condensed Consolidated Financial Statements and accompanying notes. Actual results could differ from these estimates.

We are responsible for the unaudited Condensed Consolidated Financial Statements and notes included in this report. As these are condensed financial statements, they should be read in conjunction with the audited consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023 (“2023 Form 10-K”), which was filed with the SEC on February 27, 2024, and with the information contained in our other publicly available filings with the SEC.

When we cross reference to a “Note,” we are referring to our “Notes to Condensed Consolidated Financial Statements,” unless the context indicates otherwise.

There were no significant changes to our significant accounting policies as disclosed in “Note 2 – Summary of Significant Accounting Policies and Recently Adopted and Issued Accounting Standards” of our audited consolidated financial statements and notes thereto included in our 2023 Form 10-K.

Impact of Highly Inflationary Economy**Argentina**

Economic and political events in Argentina have continued to expose us to heightened levels of foreign currency exchange risk. As of July 1, 2018, Argentina was designated as a highly inflationary economy under GAAP, and the U.S. dollar replaced the Argentine peso as the functional currency for our subsidiary in Argentina. All Argentine peso-denominated monetary assets and liabilities were remeasured into U.S. dollars using the current exchange rate available to us. The impact of any changes in the exchange rate are reflected within Other expense, net on the Condensed Consolidated Statements of Operations. The Company recorded \$2.4 million and \$7.9 million of remeasurement losses for the three and nine months ended September 30, 2024, respectively, and \$4.9 million and \$10.6 million of remeasurement losses for the three and nine months ended September 30, 2023, respectively, related to our subsidiary in Argentina.

Note 2 Recently Adopted and Issued Accounting Standards

Recently Adopted Accounting Standards

In September 2022, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2022-04, Liabilities - Supplier Finance Programs (Subtopic 405-50): Disclosure of Supplier Finance Program Obligations ("ASU 2022-04"). ASU 2022-04 requires the buyer in a supplier finance program to disclose qualitative and quantitative information about the program. The Company adopted ASU 2022-04 on January 1, 2023, except for the amendment on rollforward information. The adoption did not materially impact the Company's Condensed Consolidated Financial Statements. The amendment on rollforward information was adopted on January 1, 2024 and is effective for fiscal years beginning after December 15, 2023.

We facilitate a voluntary supply chain financing program to provide some of our suppliers with the opportunity to sell receivables due from us (our accounts payables) to participating financial institutions at the sole discretion of both the suppliers and the financial institutions. This program is administered by participating financial institutions. When a supplier utilizes the supply chain financing program, the supplier receives a payment in advance of agreed payment terms from the financial institution, net of a discount charged. Our responsibility is limited to making payments to the respective financial institutions on the terms originally negotiated with our supplier. We monitor our days payable outstanding relative to our peers and industry trends in order to assess our conclusion that the program continues to be a trade payable program and not indicative of a borrowing arrangement. The liabilities continue to be presented as Accounts payable in our Condensed Consolidated Balance Sheets until they are paid, and they are reflected as Cash flows from operating activities when settled. At September 30, 2024 and December 31, 2023, our accounts payable balances included \$163.7 million and \$153.0 million, respectively, related to invoices from suppliers participating in the program.

Recently Issued Accounting Standards

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures ("ASU 2023-09"). ASU 2023-09 requires the annual disclosure of specific categories in the rate reconciliation and additional information for the reconciling items that meet a quantitative threshold (if the effect of those reconciling items is equal to or greater than 5 percent of the amount computed by multiplying pretax income or loss by the applicable statutory income tax rate). ASU 2023-09 is effective for annual periods beginning after December 15, 2024, with early adoption permitted for annual financial statements that have not yet been issued or made available for issuance. The Company is currently evaluating this ASU to determine its impact on the Company's disclosures.

In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures ("ASU 2023-07"). ASU 2023-07 requires annual and interim disclosure of significant segment expenses that are regularly provided to the chief operating decision maker ("CODM"), the disclosure and description of other segment items, the inclusion of all current annual disclosures about a reportable segment in interim periods, allows for disclosure of multiple measures of a reportable segment's profit or loss, requires disclosure of the CODM's title and position, and requires a description of how the CODM uses reported measures in assessing the performance of reportable segments and in making decisions pertaining to allocation of resources. ASU 2023-07 is effective for annual periods beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently evaluating this ASU to determine its impact on the Company's disclosures.

Note 3 Revenue Recognition, Contracts with Customers

Description of Revenue Generating Activities

We employ sales, marketing and customer service personnel throughout the world who sell and market our products, services, equipment and systems.

As discussed in Note 6, “Segments,” our reporting segments are Food and Protective. Our Food solutions are largely sold directly to end customers, while our Protective solutions are sold through business supply distributors and directly to end customers.

Food:

Food solutions are sold to food processors in fresh red meat, smoked and processed meats, poultry, seafood, fluids and liquids, cheese, and other food markets worldwide. Food offers integrated packaging materials and automated equipment solutions to increase food safety, extend shelf life, reduce food waste, automate processes and optimize total cost. Its materials, automated equipment and service enable customers to reduce costs and enhance their brands in the marketplace.

Food solutions are utilized by food service businesses (such as restaurants and entertainment venues) (“food service”) and food retailers (such as grocery stores and supermarkets) (“food retail”), among others. Solutions serving the food service market include products such as barrier bags and pouches, and are primarily marketed under the CRYOVAC® trademark and other highly recognized trade names including CRYOVAC® brand Barrier Bags, CRYOVAC® brand Form-Fill-Seal Films, CRYOVAC® brand Auto Pouch Systems and LIQUIBOX® brand liquids systems. Solutions serving the food retail market include products such as barrier bags, film, and trays, and are primarily marketed under the CRYOVAC® trademark and other highly recognized trade names including CRYOVAC® brand Grip & Tear™, CRYOVAC® brand Darfresh®, OptiDure™, Simple Steps®, and CRYOVAC® brand Barrier Bags.

Protective:

Protective packaging solutions are utilized across many global markets to protect goods during transit and are especially valuable to e-commerce, consumer goods, pharmaceutical and medical devices and industrial manufacturing. Protective solutions are designed to increase our customers' packaging velocity, minimize packaging waste, reduce labor dependencies and address dimensional weight challenges.

Protective solutions are sold through a strategic network of distributors as well as directly to our customers, including, but not limited to, fabricators, original equipment manufacturers, contract manufacturers, logistics partners and e-commerce/fulfillment operations. Protective solutions are marketed under SEALED AIR® brand, BUBBLE WRAP® brand, AUTOBAG® brand and other highly recognized trade names and product families including BUBBLE WRAP® brand inflatable packaging, SEALED AIR® brand performance shrink films, AUTOBAG® brand bagging systems, Instapak® polyurethane foam packaging solutions and Korrvu® suspension and retention packaging.

Other Revenue Recognition Considerations:

Charges for rebates and other allowances are recognized as a deduction from revenue on an accrual basis in the period in which the associated revenue is recorded. Revenue recognized from performance obligations satisfied in previous reporting periods was \$0.3 million and \$1.5 million for the three and nine months ended September 30, 2024, respectively, and \$1.1 million and \$2.5 million for the three and nine months ended September 30, 2023, respectively.

The Company does not adjust consideration in contracts with customers for the effects of a significant financing component if the Company expects that the period between transfer of a good or service and payment for that good or service will be one year or less. This is expected to be the case for the majority of the Company's contracts.

Lease components within contracts with customers are recognized in accordance with Accounting Standards Codification (“ASC”) Topic 842.

Disaggregated Revenue

For the three and nine months ended September 30, 2024 and 2023, revenues from contracts with customers summarized by Segment and Geographic region were as follows:

(In millions)	Three Months Ended September 30, 2024			Nine Months Ended September 30, 2024		
	Food	Protective	Total	Food	Protective	Total
Americas	\$ 590.1	\$ 277.8	\$ 867.9	\$ 1,763.4	\$ 862.8	\$ 2,626.2
EMEA	177.4	95.1	272.5	526.8	290.8	817.6
APAC	122.1	73.2	195.3	344.8	202.0	546.8
Topic 606 Segment Revenue	889.6	446.1	1,335.7	2,635.0	1,355.6	3,990.6
Non-Topic 606 Revenue (Leasing: Sales-type and Operating)	8.3	1.1	9.4	25.1	4.1	29.2
Total	\$ 897.9	\$ 447.2	\$ 1,345.1	\$ 2,660.1	\$ 1,359.7	\$ 4,019.8

(In millions)	Three Months Ended September 30, 2023			Nine Months Ended September 30, 2023		
	Food	Protective	Total	Food	Protective	Total
Americas	\$ 589.9	\$ 309.1	\$ 899.0	\$ 1,732.1	\$ 935.2	\$ 2,667.3
EMEA	180.2	103.7	283.9	529.1	332.6	861.7
APAC	114.2	73.7	187.9	337.2	212.4	549.6
Topic 606 Segment Revenue	884.3	486.5	1,370.8	2,598.4	1,480.2	4,078.6
Non-Topic 606 Revenue (Leasing: Sales-type and Operating)	9.1	1.9	11.0	28.7	4.1	32.8
Total	\$ 893.4	\$ 488.4	\$ 1,381.8	\$ 2,627.1	\$ 1,484.3	\$ 4,111.4

Contract Balances

The time when a performance obligation is satisfied and the time when billing and payment occur are generally closely aligned, subject to agreed payment terms, with the exception of equipment accruals. An equipment accrual is a contract offering, whereby a customer is incentivized to use a portion of the materials transaction price for future equipment purchases. Long-term contracts that include an equipment accrual create a timing difference between when cash is collected and when the performance obligation is satisfied, resulting in a contract liability (unearned revenue). The following contract assets and liabilities are included within Prepaid expenses and other current assets and Other current liabilities, or Other non-current liabilities on our Condensed Consolidated Balance Sheets as of September 30, 2024 and December 31, 2023:

(In millions)	September 30, 2024	December 31, 2023
Contract assets	\$ 0.1	\$ 0.4
Contract liabilities	\$ 21.5	\$ 19.9

The contract liability balances represent deferred revenue, primarily related to equipment accruals. Revenue recognized in the three and nine months ended September 30, 2024 that was included in the contract liability balance at the beginning of the period was \$3.4 million and \$8.8 million, respectively, and \$4.4 million and \$12.5 million in the three and nine months ended September 30, 2023, respectively. This revenue was driven primarily by equipment performance obligations being satisfied.

Remaining Performance Obligations

The following table summarizes the estimated transaction price from contracts with customers allocated to performance obligations or portions of performance obligations that have not yet been satisfied as of September 30, 2024 and December 31, 2023, as well as the expected timing of recognition of that transaction price.

(In millions)	September 30, 2024	December 31, 2023
Short-Term (12 months or less) ⁽¹⁾	\$ 13.8	\$ 13.3
Long-Term	7.7	6.6
Total transaction price	\$ 21.5	\$ 19.9

⁽¹⁾ Our enforceable contractual obligations tend to be short term in nature. The table above does not include the transaction price of any remaining performance obligations that are part of the contracts with expected durations of one year or less.

Note 4 Leases

Lessor

Sealed Air has contractual obligations as a lessor with respect to some of our automation and equipment solutions including "free on loan" equipment and leased equipment, both sales-type and operating. The consideration in a contract that contains both lease and non-lease components is allocated based on the standalone selling price.

Our contractual obligations for operating leases can include termination and renewal options. Our contractual obligations for sales-type leases tend to have fixed terms and can include purchase options. We utilize the reasonably certain threshold criteria in determining which options our customers will exercise.

All lease payments are primarily fixed in nature and therefore captured in the lease receivable. Our sales-type lease receivable balances at September 30, 2024 and December 31, 2023 were as follows:

<i>(In millions)</i>	September 30, 2024	December 31, 2023
Short-Term (12 months or less)	\$ 8.9	\$ 8.5
Long-Term	38.8	33.3
Lease receivables	\$ 47.7	\$ 41.8

Sales-type and operating lease revenue was less than 1% of net trade sales for the nine months ended September 30, 2024 and the year ended December 31, 2023.

Lessee

Sealed Air has contractual obligations as a lessee with respect to warehouses, offices and manufacturing facilities, IT equipment, automobiles, and material production equipment.

The following table details our lease obligations included in our Condensed Consolidated Balance Sheets.

<i>(In millions)</i>	September 30, 2024	December 31, 2023
Other non-current assets:		
Finance leases - ROU assets	\$ 40.7	\$ 36.0
Finance leases - Accumulated depreciation	(18.7)	(14.9)
Operating lease right-of-use-assets:		
Operating leases - ROU assets	220.5	203.1
Operating leases - Accumulated depreciation	(123.0)	(116.6)
Total lease assets	\$ 119.5	\$ 107.6
Current portion of long-term debt:		
Finance leases	\$ (7.1)	(6.7)
Current portion of operating lease liabilities:		
Operating leases	(29.1)	(29.2)
Long-term debt, less current portion:		
Finance leases	(14.0)	(12.8)
Long-term operating lease liabilities, less current portion:		
Operating leases	(75.0)	(66.7)
Total lease liabilities	\$ (125.2)	\$ (115.4)

At September 30, 2024, estimated future minimum annual rental commitments under non-cancelable real and personal property leases were as follows:

<i>(In millions)</i>	Finance leases	Operating leases
Remainder of 2024	\$ 2.5	\$ 8.8
2025	7.6	33.1
2026	5.6	26.4
2027	2.8	16.6
2028	1.2	11.0
Thereafter	8.1	26.2
Total lease payments	27.8	122.1
Less: Interest	(6.7)	(18.0)
Present value of lease liabilities	\$ 21.1	\$ 104.1

The following lease cost is included in our Condensed Consolidated Statements of Operations:

<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Lease cost⁽¹⁾				
Finance leases				
Amortization of ROU assets	\$ 2.4	\$ 2.3	\$ 6.8	\$ 7.1
Interest on lease liabilities	0.4	0.4	1.2	1.2
Operating leases	8.9	10.8	27.2	29.4
Short-term lease cost	1.0	0.9	2.3	2.2
Variable lease cost	1.7	2.1	5.1	4.9
Total lease cost	\$ 14.4	\$ 16.5	\$ 42.6	\$ 44.8

⁽¹⁾ With the exception of Interest on lease liabilities, we record lease costs to Cost of sales or Selling, general and administrative expenses on the Condensed Consolidated Statements of Operations, depending on the use of the leased asset. Interest on lease liabilities is recorded to Interest expense, net on the Condensed Consolidated Statements of Operations.

The following table details cash paid related to operating and finance leases included in our Condensed Consolidated Statements of Cash Flows and new right-of-use ("ROU") assets included in our Condensed Consolidated Balance Sheets:

<i>(In millions)</i>	Nine Months Ended September 30,	
	2024	2023
Other information:		
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows - finance leases	\$ 3.3	\$ 3.5
Operating cash flows - operating leases	\$ 28.6	\$ 27.5
Financing cash flows - finance leases	\$ 6.1	\$ 6.4
ROU assets obtained in exchange for new finance lease liabilities	\$ 7.9	\$ 11.6
ROU assets obtained in exchange for new operating lease liabilities	\$ 32.0	\$ 46.6
	Nine Months Ended September 30,	
	2024	2023
Weighted average information:		
Finance leases		
Remaining lease term (in years)	5.7	7.8
Discount rate	7.6 %	6.6 %
Operating leases		
Remaining lease term (in years)	5.0	4.2
Discount rate	6.2 %	5.7 %

Note 5 Acquisitions

LB Holdco, Inc. Acquisition

On February 1, 2023, Sealed Air acquired 100% of the outstanding shares of capital stock of LB Holdco, Inc., the parent company of Liquibox, Inc. (collectively, "Liquibox"), a pioneer, innovator and manufacturer of Bag-in-Box fluids and liquids packaging and dispensing solutions for food, beverage, consumer goods and industrial end markets. The acquisition is included in our Food reporting segment.

Consideration paid was approximately \$1.16 billion in cash. In March of 2024, subsequent to the closure of the measurement period, we reached a final purchase price settlement with the seller of \$3.5 million, which was recorded as income within Other expense, net on the Condensed Consolidated Statements of Operations during the first quarter of 2024. We financed the consideration paid and related fees and expenses through borrowings under our senior secured credit facility, proceeds from the issuance of senior notes, and cash on hand. See Note 13, "Debt and Credit Facilities," for additional details. For the three and nine months ended September 30, 2023, acquisition-related expenses recognized for the Liquibox acquisition were \$0.1 million and \$12.1 million, respectively. These expenses are included within Selling, general and administrative expenses in the Condensed Consolidated Statements of Operations.

Goodwill is a result of the synergies that are expected to originate from the combination of Cryovac and Liquibox solutions for the Company, as well as growth of our sustainable packaging portfolio. This goodwill is not deductible for tax purposes. The goodwill balance associated with Liquibox is included in the Food reportable segment.

Liquibox Supplemental Information

The following table presents the amounts of net sales and net loss attributed to Liquibox since the acquisition date that are included in our Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2023:

<i>(In millions)</i>	Three Months Ended September 30, 2023	February 1, 2023 through September 30, 2023
Net sales	\$ 82.2	\$ 214.8
Net earnings (loss)	\$ 2.4	\$ (1.9)

Pro Forma Financial Information

The following table presents the Company's unaudited pro forma financial information for the three and nine months ended September 30, 2023, assuming the acquisition of Liquibox had occurred on January 1, 2022. The information below reflects pro forma adjustments based on available information and certain assumptions that Sealed Air believes are factual and supportable. The unaudited pro forma information is not necessarily indicative of the results that might have occurred had the transaction actually taken place on January 1, 2022 and is not intended to be a projection of future results and gives no effect to any future synergistic benefits that may result from the combination or the costs of integrating the acquired operations with those of the Company.

<i>(In millions)</i>	Three Months Ended September 30, 2023	Nine Months Ended September 30, 2023
Net sales	\$ 1,381.8	\$ 4,137.0
Net earnings	\$ 56.7	\$ 227.6

The unaudited pro forma financial information includes, where applicable, adjustments for (i) additional expense from the fair value step-up of inventory, (ii) additional amortization expense related to acquired intangible assets, (iii) additional depreciation expense related to acquired property and equipment, (iv) transaction costs and other one-time non-recurring costs, (v) additional interest expense for borrowings related to the acquisition and amortization associated with fair value adjustments of debt assumed, and (vi) associated tax-related impacts of adjustments.

Other 2023 Acquisition Activity

During the second quarter of 2023, Food had other acquisition activity resulting in a total purchase price paid of \$14.9 million. The Company allocated the consideration transferred to the fair value of assets acquired, resulting in an allocation to goodwill of \$7.9 million. In the third quarter of 2023, the final purchase price adjustments resulted in an insignificant decrease to goodwill. There were no other identifiable intangible assets acquired. This acquisition activity is expected to supplement our developmental efforts for sustainable packaging and accelerate our speed to market for certain sustainable solutions. This acquisition activity was not material to our Condensed Consolidated Financial Statements.

Note 6 Segments

The Company's segment reporting structure consists of two reportable segments as follows and a Corporate category:

- Food
- Protective

The Company's Food and Protective segments are considered reportable segments under FASB ASC Topic 280. Our reportable segments are aligned with similar groups of products. Corporate includes certain costs that are not allocated to the reportable segments. The Company evaluates performance of the reportable segments based on the results of each segment. The performance metric used by the Company's chief operating decision maker to evaluate performance of our reportable segments is Segment Adjusted EBITDA. The Company allocates expense to each segment based on various factors including direct usage of resources, allocation of headcount, allocation of software licenses or, in cases where costs are not clearly delineated, costs may be allocated on portion of either net trade sales or an expense factor such as cost of sales.

We allocate and disclose depreciation and amortization expense to our segments, although depreciation and amortization are not included in the segment performance metric Segment Adjusted EBITDA. We also allocate and disclose restructuring charges by segment, although they are not included in the segment performance metric Segment Adjusted EBITDA since restructuring charges are categorized as Special Items (as identified below). The accounting policies of the reportable segments and Corporate are the same as those applied to the Condensed Consolidated Financial Statements.

The following tables show Net sales and Segment Adjusted EBITDA by reportable segment:

<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Net sales:				
Food	\$ 897.9	\$ 893.4	\$ 2,660.1	\$ 2,627.1
<i>As a % of Consolidated net sales</i>	66.8 %	64.7 %	66.2 %	63.9 %
Protective	447.2	488.4	1,359.7	1,484.3
<i>As a % of Consolidated net sales</i>	33.2 %	35.3 %	33.8 %	36.1 %
Consolidated Net sales	\$ 1,345.1	\$ 1,381.8	\$ 4,019.8	\$ 4,111.4
<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Segment Adjusted EBITDA:				
Food	\$ 205.9	\$ 194.3	\$ 600.1	\$ 580.1
<i>Adjusted EBITDA Margin</i>	22.9 %	21.7 %	22.6 %	22.1 %
Protective	75.5	95.0	246.8	271.3
<i>Adjusted EBITDA Margin</i>	16.9 %	19.5 %	18.2 %	18.3 %
Total Segment Adjusted EBITDA	\$ 281.4	\$ 289.3	\$ 846.9	\$ 851.4

The following table shows a reconciliation of Segment Adjusted EBITDA to Earnings before income tax provision:

<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Food Adjusted EBITDA	\$ 205.9	\$ 194.3	\$ 600.1	\$ 580.1
Protective Adjusted EBITDA	75.5	95.0	246.8	271.3
Corporate Adjusted EBITDA	(5.4)	(4.6)	(7.1)	(19.1)
Interest expense, net	(60.5)	(70.1)	(188.9)	(196.6)
Depreciation and amortization, net of adjustments ⁽¹⁾	(63.2)	(64.6)	(184.2)	(187.1)
<i>Special Items:</i>				
Liquibox intangible amortization	(7.5)	(7.4)	(22.7)	(19.9)
Liquibox inventory step-up expense	—	—	—	(10.8)
Restructuring charges ⁽²⁾	(6.8)	(9.8)	(24.8)	(9.2)
Other restructuring associated costs ⁽³⁾	(9.0)	(34.6)	(22.2)	(34.5)
Foreign currency exchange loss due to highly inflationary economies	(2.4)	(4.9)	(7.9)	(10.6)
Loss on debt redemption and refinancing activities	—	—	(6.8)	(4.9)
Contract terminations ⁽⁴⁾	—	(15.3)	0.1	(15.3)
Charges related to acquisition and divestiture activity ⁽⁵⁾	(4.1)	(2.8)	(3.2)	(24.5)
Other Special Items ⁽⁶⁾	(3.1)	2.7	(5.2)	(5.1)
Pre-tax impact of Special Items	(32.9)	(72.1)	(92.7)	(134.8)
Earnings before income tax provision	\$ 119.4	\$ 77.9	\$ 374.0	\$ 313.8

⁽¹⁾ Net of Liquibox intangible amortization, which is included under Special Items. Depreciation and amortization by segment were as follows:

<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Food	\$ 47.9	\$ 48.1	\$ 141.1	\$ 135.8
Protective	22.8	23.9	65.8	71.2
Total Company depreciation and amortization⁽¹⁾	\$ 70.7	\$ 72.0	\$ 206.9	\$ 207.0
Liquibox intangible amortization	(7.5)	(7.4)	(22.7)	(19.9)
Depreciation and amortization, net of adjustments	\$ 63.2	\$ 64.6	\$ 184.2	\$ 187.1

⁽¹⁾ Includes share-based incentive compensation of \$8.5 million and \$24.4 million for the three and nine months ended September 30, 2024, respectively, and \$12.1 million and \$32.3 million for the three and nine months ended September 30, 2023, respectively.

⁽²⁾ Restructuring charges by segment were as follows:

<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Food	\$ 4.7	\$ 5.7	\$ 15.3	\$ 6.3
Protective	2.1	4.1	9.5	2.9
Total Company restructuring charges	\$ 6.8	\$ 9.8	\$ 24.8	\$ 9.2

⁽³⁾ Other restructuring associated costs for the three and nine months ended September 30, 2024 primarily relate to fees paid to third-party consultants in support of the CTO2Grow Program business transformation. Other restructuring associated costs for the three and nine months ended September 30, 2023 primarily consists of impairment of property and equipment and inventory obsolescence charges related to business closure activity.

- (4) Contract terminations for the three and nine months ended September 30, 2023 primarily relate to charges associated with business closure activity.
- (5) Charges related to acquisition and divestiture activity for the three months ended September 30, 2024 primarily consist of Liquibox related charges. Charges related to acquisition and divestiture activity for the nine months ended September 30, 2024 primarily consist of integration expenses and other Liquibox related charges, partially offset by income recognized on the final purchase price settlement related to the Liquibox acquisition.
- (6) Other Special Items for the three and nine months ended September 30, 2024 primarily include fees related to professional services directly associated with Special Items or events that are considered one-time or infrequent. Other Special Items for the three months ended September 30, 2023 primarily relate to a gain associated with a legal settlement. Other Special Items for the nine months ended September 30, 2023 primarily relate to a one-time, non-cash cumulative translation adjustment (CTA) loss recognized due to the wind-up of one of our legal entities, partially offset by a gain associated with a legal settlement.

Assets by Reportable Segments

The following table shows assets allocated by reportable segment. Assets allocated by reportable segment include: trade receivables, net; inventory, net; property and equipment, net; goodwill; intangible assets, net; and leased systems, net.

<i>(In millions)</i>	September 30, 2024	December 31, 2023
<i>Assets allocated to segments:</i>		
Food	\$ 3,427.6	\$ 3,386.4
Protective	2,669.7	2,663.4
Total segments	6,097.3	6,049.8
<i>Assets not allocated:</i>		
Cash and cash equivalents	\$ 386.0	\$ 346.1
Income tax receivables	19.7	44.9
Other receivables	95.6	94.2
Advances and deposits	67.4	72.8
Deferred taxes	151.8	130.8
Other	503.3	462.0
Total assets	\$ 7,321.1	\$ 7,200.6

Note 7 Inventories, net

The following table details our inventories, net.

<i>(In millions)</i>	September 30, 2024	December 31, 2023
Raw materials	\$ 167.3	\$ 165.3
Work in process	176.9	178.5
Finished goods	463.1	430.5
Total	\$ 807.3	\$ 774.3

Note 8 Property and Equipment, net

The following table details our property and equipment, net.

<i>(In millions)</i>	September 30, 2024	December 31, 2023
Land and improvements	\$ 47.0	\$ 47.5
Buildings	854.9	835.8
Machinery and equipment	2,890.3	2,811.5
Other property and equipment	145.6	142.0
Construction-in-progress	247.8	227.0
Property and equipment, gross	4,185.6	4,063.8
Accumulated depreciation and amortization	(2,747.6)	(2,647.4)
Property and equipment, net	\$ 1,438.0	\$ 1,416.4

In the three and nine months ended September 30, 2023, we recorded approximately \$25.8 million of property and equipment impairment within Loss on disposal of businesses and property and equipment, net on the Condensed Consolidated Statements of Operations, related to closure activity of the Kevothermal temperature assurance business and the plant-based rollstock business. See Note 12, "Restructuring Activities," for further details.

The following table details our interest cost capitalized and depreciation and amortization expense for property and equipment and finance lease ROU assets.

<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Interest cost capitalized	\$ 3.0	\$ 3.5	\$ 9.1	\$ 9.3
Depreciation and amortization expense ⁽¹⁾	\$ 46.3	\$ 44.5	\$ 135.5	\$ 128.7

⁽¹⁾ Includes amortization expense of finance lease ROU assets of \$2.4 million and \$6.8 million for the three and nine months ended September 30, 2024, respectively, and \$2.3 million and \$7.1 million for the three and nine months ended September 30, 2023, respectively.

Note 9 Goodwill and Identifiable Intangible Assets, net

Goodwill

We review goodwill for impairment on a reporting unit basis annually during the fourth quarter of each year and whenever events or changes in circumstances indicate the carrying value of goodwill may not be recoverable. Since the date of our last annual goodwill impairment assessment, there have been no significant events or circumstances that have indicated a potential for impairment.

Allocation of Goodwill to Reporting Segment

The following table shows our goodwill balances by reportable segment:

<i>(In millions)</i>	Food	Protective	Total
Gross Carrying Value at December 31, 2023	\$ 1,284.3	\$ 1,798.1	\$ 3,082.4
Accumulated amortization ⁽¹⁾	(49.1)	(140.8)	(189.9)
Carrying Value at December 31, 2023	\$ 1,235.2	\$ 1,657.3	\$ 2,892.5
Currency translation	2.6	1.7	4.3
Carrying Value at September 30, 2024	\$ 1,237.8	\$ 1,659.0	\$ 2,896.8

⁽¹⁾ There was no change to our accumulated amortization balance during the nine months ended September 30, 2024.

Identifiable Intangible Assets, net

The following tables summarize our identifiable intangible assets, net with definite and indefinite useful lives. As of September 30, 2024, there were no impairment indicators present.

(In millions)	September 30, 2024			December 31, 2023		
	Gross Carrying Value	Accumulated Amortization	Net	Gross Carrying Value	Accumulated Amortization	Net
Customer relationships	\$ 287.7	\$ (86.2)	\$ 201.5	\$ 287.7	\$ (69.3)	\$ 218.4
Trademarks and tradenames	56.9	(23.0)	33.9	57.0	(19.4)	37.6
Software	154.6	(127.2)	27.4	148.2	(112.8)	35.4
Technology	197.7	(72.8)	124.9	197.5	(60.1)	137.4
Contracts	11.5	(10.5)	1.0	11.5	(10.2)	1.3
Total intangible assets with definite lives	708.4	(319.7)	388.7	701.9	(271.8)	430.1
Trademarks and tradenames with indefinite lives	8.9	—	8.9	8.9	—	8.9
Total identifiable intangible assets, net	\$ 717.3	\$ (319.7)	\$ 397.6	\$ 710.8	\$ (271.8)	\$ 439.0

The following table shows the remaining estimated future amortization expense at September 30, 2024.

Year	Amount (In millions)
Remainder of 2024	\$ 16.9
2025	57.7
2026	46.6
2027	41.0
2028	39.1
Thereafter	187.4
Total	\$ 388.7

Expected future cash flows associated with the Company's intangible assets are not expected to be materially affected by the Company's intent or ability to renew or extend the arrangements. Based on our experience with similar agreements, we expect to continue to renew contracts held as intangibles through the end of their remaining useful lives.

Note 10 Accounts Receivable Securitization Programs

U.S. Accounts Receivable Securitization Program

We and a group of our U.S. operating subsidiaries maintain an accounts receivable securitization program under which they sell eligible U.S. accounts receivable to a wholly-owned subsidiary that was formed for the sole purpose of entering into this program. The wholly-owned subsidiary in turn may sell an undivided fractional ownership interest in these receivables to two banks and issuers of commercial paper administered by these banks. The wholly-owned subsidiary retains the receivables it purchases from the operating subsidiaries. Any transfers of fractional ownership interests of receivables under the U.S. receivables securitization program to the two banks and issuers of commercial paper administered by these banks are considered secured borrowings with the underlying receivables as collateral and will be classified as Short-term borrowings on our Condensed Consolidated Balance Sheets. These banks do not have any recourse against the general credit of the Company. The net trade receivables that served as collateral for these borrowings are reclassified from Trade receivables, net to Prepaid expenses and other current assets on the Condensed Consolidated Balance Sheets. There were \$50.0 million and \$46.5 million of borrowings or corresponding net trade receivables maintained as collateral as of September 30, 2024 and December 31, 2023, respectively.

As of September 30, 2024, the maximum purchase limit for receivable interests was \$50.0 million, subject to the availability limits described below.

The amounts available from time to time under this program may be less than \$50.0 million due to a number of factors, including but not limited to our credit ratings, trade receivable balances, the creditworthiness of our customers and our receivables collection experience. As of September 30, 2024, the amount available to us under the program before utilization was \$50.0 million. Although we do not believe restrictions under this program presently materially restrict our operations, if an additional event occurs that triggers one of these restrictive provisions, we could experience a decline in the amounts available to us under the program or termination of the program.

The program expires annually and is renewable.

European Accounts Receivable Securitization Program

We and a group of our European subsidiaries maintain an accounts receivable securitization program with a special purpose vehicle, or SPV, two banks, and issuers of commercial paper administered by these banks. The European program is structured to be a securitization of certain trade receivables that are originated by certain of our European subsidiaries. The SPV borrows funds from the banks to fund its acquisition of the receivables and provides the banks with a first priority perfected security interest in the accounts receivable. We do not have an equity interest in the SPV. We concluded the SPV is a variable interest entity because its total equity investment at risk is not sufficient to permit the SPV to finance its activities without additional subordinated financial support from the bank via loans or via the collections from accounts receivable already purchased. Additionally, we are considered the primary beneficiary of the SPV since we control the activities of the SPV and are exposed to the risk of uncollectible receivables held by the SPV. Therefore, the SPV is consolidated in our Condensed Consolidated Financial Statements. Any activity between the participating subsidiaries and the SPV is eliminated in consolidation. Loans from the banks to the SPV will be classified as Short-term borrowings on our Condensed Consolidated Balance Sheets. The net trade receivables that served as collateral for these borrowings are reclassified from Trade receivables, net to Prepaid expenses and other current assets on the Condensed Consolidated Balance Sheets. There were €77.2 million (\$86.1 million equivalent at September 30, 2024) and €78.4 million (\$86.7 million equivalent at December 31, 2023) of borrowings or corresponding net trade receivables maintained as collateral as of September 30, 2024 and December 31, 2023, respectively.

As of September 30, 2024, the maximum purchase limit for receivable interests was €80.0 million (\$89.3 million equivalent at September 30, 2024), subject to availability limits. The terms and provisions of this program are similar to our U.S. program discussed above. As of September 30, 2024, the amount available under this program before utilization was €77.6 million (\$86.6 million equivalent as of September 30, 2024).

This program expires annually and is renewable.

Utilization of Our Accounts Receivable Securitization Programs

As of September 30, 2024, there were \$50.0 million and €77.2 million (\$86.1 million equivalent at September 30, 2024) of outstanding borrowings under our U.S. and European programs, respectively. As of December 31, 2023, there were \$46.5 million and €78.4 million (\$86.7 million equivalent at December 31, 2023) of outstanding borrowings under our U.S. and European programs, respectively. We continue to service the trade receivables supporting the programs, and the banks are permitted to re-pledge this collateral. The total interest paid for these programs was \$1.9 million and \$5.5 million for the three and nine months ended September 30, 2024, respectively, and \$1.7 million and \$4.4 million for the three and nine months ended September 30, 2023, respectively.

Under limited circumstances, the banks and the issuers of commercial paper can end purchases of receivables interests before the above expiration dates. A failure to comply with debt leverage or various other ratios related to our receivables collection experience could result in termination of the receivables programs. We were in compliance with these ratios at September 30, 2024.

Note 11 Accounts Receivable Factoring Agreements

The Company has entered into factoring agreements and customers' supply chain financing arrangements to sell certain trade receivables to unrelated third-party financial institutions. These programs are entered into in the normal course of business. We account for these transactions in accordance with ASC 860, "Transfers and Servicing" ("ASC 860"). ASC 860 allows for the ownership transfer of accounts receivable to qualify for true-sale treatment when the appropriate criteria is met, which permits the balances sold under the program to be excluded from Trade receivables, net on the Condensed Consolidated Balance Sheets. Receivables are considered sold when (i) they are transferred beyond the reach of the Company and its creditors, (ii) the purchaser has the right to pledge or exchange the receivables, and (iii) the Company has no continuing involvement in the

transferred receivables. In addition, the Company provides no other forms of continued financial support to the purchaser of the receivables once the receivables are sold.

Gross amounts factored under this program for the nine months ended September 30, 2024 and 2023 were \$534.9 million and \$563.7 million, respectively. The fees associated with transfer of receivables for all programs were approximately \$2.9 million and \$8.9 million for the three and nine months ended September 30, 2024, respectively, and \$3.1 million and \$9.3 million for the three and nine months ended September 30, 2023, respectively.

Note 12 Restructuring Activities

On August 7, 2023, the Board of Directors approved a 3-year cost take-out to grow program (the “CTO2Grow Program”). The total cash cost of this program is estimated to be in the range of \$140 to \$160 million.

For the three and nine months ended September 30, 2024, the Company incurred cash expense including \$7.2 million and \$25.0 million of restructuring charges related to headcount reductions, respectively, and \$7.9 million and \$20.6 million of other associated costs, respectively, in connection with the CTO2Grow Program. For the three and nine months ended September 30, 2024, the Company incurred non-cash expense of \$1.0 million and \$1.4 million of other associated costs primarily related to the impairment of property and equipment associated with the CTO2Grow Program.

For the three and nine months ended September 30, 2023, the Company incurred cash expense including \$15.3 million of costs associated with contract terminations and \$11.0 million of restructuring charges for the CTO2Grow Program. For the three and nine months ended September 30, 2023, the Company incurred non-cash expense of approximately \$34.3 million of other associated costs primarily related to the impairment of property and equipment and inventory obsolescence charges associated with the Kevothermal and plant-based rollstock business closures for the CTO2Grow Program.

CTO2Grow Program restructuring spend is estimated to be incurred as follows:

<i>(In millions)</i>	Total Restructuring Program Range		Less Program	Remaining Restructuring	
	<i>Low</i>	<i>High</i>	Activity to Date	<i>Low</i>	<i>High</i>
Costs of reduction in headcount as a result of reorganization	\$ 75	\$ 85	\$ (42)	\$ 33	\$ 43
Other associated costs	45	50	(22)	23	28
Contract terminations	15	20	(15)	—	5
Total cash expense	135	155	(79)	56	76
Capital expenditures	5	5	(1)	4	4
Total estimated cash cost⁽¹⁾	\$ 140	\$ 160	\$ (80)	\$ 60	\$ 80
Total estimated non-cash expense⁽²⁾	\$ 34	\$ 34	\$ (34)	\$ —	\$ —
Total estimated expense⁽³⁾	\$ 169	\$ 189	\$ (113)	\$ 56	\$ 76

⁽¹⁾ Total estimated cash cost excludes the impact of proceeds expected from the sale of property and equipment and foreign currency impact.

⁽²⁾ Reflects actual expenses that have been incurred. Ranges associated with future non-cash expenses related to the CTO2Grow Program are difficult to estimate and are not available without unreasonable efforts, as these typically relate to exit and disposal activities.

⁽³⁾ Total estimated expense excludes capital expenditures.

The following table details our aggregate restructuring activities as reflected in the Condensed Consolidated Statements of Operations.

<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Other associated costs	\$ 9.0	\$ 34.6	\$ 22.2	\$ 34.5
Contract terminations	—	15.3	(0.1)	15.3
Restructuring charges	6.8	9.8	24.8	9.2
Total charges	\$ 15.8	\$ 59.7	\$ 46.9	\$ 59.0
Capital expenditures	\$ 0.3	\$ —	\$ 0.7	\$ —

The aggregate restructuring accrual, spending and other activity for the nine months ended September 30, 2024 and the accrual balance remaining at September 30, 2024 was as follows:

<i>(In millions)</i>	
Restructuring accrual at December 31, 2023	\$ 24.3
Headcount accrual and accrual adjustments	24.8
Cash payments during 2024	(29.2)
Effect of changes in foreign currency exchange rates	(0.3)
Restructuring accrual at September 30, 2024	\$ 19.6

We expect to pay \$17.9 million of the accrual balance as of September 30, 2024 within the next twelve months. The remaining accrual of \$1.7 million is expected to be paid primarily in the fourth quarter of 2025 and 2026. These amounts are included in Accrued restructuring costs and Other non-current liabilities, respectively, on our Condensed Consolidated Balance Sheets at September 30, 2024.

The CTO2Grow Program was approved by our Board of Directors as a consolidated program benefiting both Food and Protective, and accordingly the expected program spend by reporting segment is not available. However, of the total restructuring accrual of \$19.6 million as of September 30, 2024, \$13.2 million was attributable to Food and \$6.4 million was attributable to Protective.

Note 13 Debt and Credit Facilities

Our total debt outstanding consisted of the amounts set forth in the following table:

<i>(In millions)</i>	Interest rate	September 30, 2024	December 31, 2023
Short-term borrowings ⁽¹⁾		\$ 139.7	\$ 140.7
Current portion of long-term debt ⁽²⁾		58.1	35.7
Total current debt		197.8	176.4
Term Loan A due March 2027		821.9	1,021.1
Senior Notes due September 2025	5.500 %	—	399.1
Senior Secured Notes due October 2026	1.573 %	597.8	597.0
Senior Notes due December 2027	4.000 %	423.0	422.5
Senior Notes due February 2028	6.125 %	766.5	764.8
Senior Notes due April 2029	5.000 %	422.1	421.7
Senior Notes due February 2031	7.250 %	421.2	420.9
Senior Notes due July 2032	6.500 %	396.1	—
Senior Notes due July 2033	6.875 %	446.9	446.7
Other ⁽²⁾		38.5	20.1
Total long-term debt, less current portion⁽³⁾		4,334.0	4,513.9
Total debt⁽⁴⁾		\$ 4,531.8	\$ 4,690.3

⁽¹⁾ Short-term borrowings of \$139.7 million at September 30, 2024, were comprised of \$86.1 million under our European securitization program, \$50.0 million under our U.S. securitization program, and \$3.6 million of short-term borrowings from various lines of credit. Short-term borrowings of \$140.7 million at December 31, 2023, were comprised of \$86.7

million under our European securitization program, \$46.5 million under our U.S. securitization program, and \$7.5 million of short-term borrowings from various lines of credit.

- (2) Current portion of long-term debt included finance lease liabilities of \$7.1 million and \$6.7 million at September 30, 2024 and December 31, 2023, respectively. Other debt includes long-term liabilities associated with our finance leases of \$14.0 million and \$12.8 million at September 30, 2024 and December 31, 2023, respectively. See Note 4, "Leases," for additional information on finance and operating lease liabilities.
- (3) Amounts are shown net of unamortized discounts and issuance costs of \$33.8 million as of September 30, 2024 and \$36.9 million as of December 31, 2023.
- (4) As of September 30, 2024, our weighted average interest rate on our short-term borrowings outstanding was 4.8% and on our long-term debt outstanding was 5.5%. As of December 31, 2023, our weighted average interest rate on our short-term borrowings outstanding was 5.3% and on our long-term debt outstanding was 5.6%.

Lines of Credit

The following table summarizes our available lines of credit and committed and uncommitted lines of credit, including our revolving credit facility, and the amounts available under our accounts receivable securitization programs.

<i>(In millions)</i>	September 30, 2024	December 31, 2023
Used lines of credit ⁽¹⁾	\$ 139.7	\$ 140.7
Unused lines of credit	1,152.1	1,134.7
Total available lines of credit⁽²⁾	\$ 1,291.8	\$ 1,275.4

(1) Includes total borrowings under the accounts receivable securitization programs and borrowings under lines of credit available to several subsidiaries.

(2) Of the total available lines of credit, \$1,136.6 million was committed as of September 30, 2024.

Amended and Restated Senior Secured Credit Facility

2023 Activity

On February 1, 2023, the Company used proceeds from the incremental term facility under the senior secured credit facilities to finance in part the Liquibox acquisition. We incurred \$11.0 million of lender and third-party fees included in carrying amounts of outstanding debt. See Note 5, "Acquisitions," for further details related to the Liquibox acquisition.

Senior Notes

2024 Activity

On June 28, 2024, the Company, together with Sealed Air Corporation (US), a wholly owned subsidiary of the Company, issued \$400.0 million aggregate principal amount of 6.500% senior notes due 2032 (the "2032 Notes"). The 2032 Notes will mature on July 15, 2032. Interest is payable on January 15 and July 15 of each year, commencing on January 15, 2025. The 2032 Notes are guaranteed on a senior unsecured basis by each of the Company's existing and future wholly-owned domestic subsidiaries that guarantee its senior secured credit facilities (other than Sealed Air Corporation (US)), subject to release under certain circumstances. We capitalized \$4.0 million of fees incurred in connection with the 2032 Notes, which are included in Long-term debt, less current portion on our Condensed Consolidated Balance Sheets.

We may redeem the 2032 Notes, in whole or in part, at any time prior to July 15, 2027, at a redemption price equal to 100% of the principal amount of the 2032 Notes redeemed plus accrued and unpaid interest to, but not including, the redemption date, plus a "make-whole premium". At any time prior to July 15, 2027, we may redeem up to 40% of the aggregate principal amount of the 2032 Notes with the net cash proceeds of certain equity offerings.

The net proceeds from the 2032 Notes offering were used to repurchase all of the Company's outstanding 5.500% senior notes due 2025 (the "2025 Notes") pursuant to the tender offer commenced by the Company on June 17, 2024 and satisfy and discharge all of the Company's outstanding 2025 Notes in accordance with the terms of the indenture governing the 2025 Notes and to pay related premiums, fees and expenses in connection therewith. The aggregate repurchase price was \$407.9 million.

which included the principal amount of \$400.0 million, a premium of \$6.2 million and accrued interest of \$1.7 million. We recognized a pre-tax loss of \$6.8 million on the extinguishment, including the premium mentioned above and \$0.6 million of accelerated amortization of non-lender fees, included within Other expense, net on our Condensed Consolidated Statements of Operations during the second quarter of 2024.

2023 Activity

On November 20, 2023, the Company, together with Sealed Air Corporation (US), issued \$425.0 million aggregate principal amount of 7.250% senior notes due 2031 (the "2031 Notes"). The 2031 Notes will mature on February 15, 2031. Interest is payable on May 15 and November 15 of each year, commencing on May 15, 2024. The 2031 Notes are guaranteed on a senior unsecured basis by each of the Company's existing and future wholly-owned domestic subsidiaries that guarantee its senior secured credit facilities (other than Sealed Air Corporation (US)), subject to release under certain circumstances. We capitalized \$4.2 million of fees incurred in connection with the 2031 Notes, which are included in Long-term debt, less current portion on our Condensed Consolidated Balance Sheets.

We may redeem the 2031 Notes, in whole or in part, at any time prior to November 15, 2026, at a redemption price equal to 100% of the principal amount of the 2031 Notes redeemed plus accrued and unpaid interest to, but not including, the redemption date, plus a "make-whole premium". At any time prior to November 15, 2026, we may redeem up to 40% of the aggregate principal amount of the 2031 Notes with the net cash proceeds of certain equity offerings.

The net proceeds from the 2031 Notes offering were used to repurchase all of the Company's outstanding 5.125% senior notes due 2024 (the "2024 Notes") pursuant to the tender offer commenced by the Company on November 8, 2023 and satisfy and discharge all of the Company's outstanding 2024 Notes in accordance with the terms of the indenture governing the 2024 Notes and to pay related premiums, fees and expenses in connection therewith. The aggregate repurchase price was \$433.7 million, which included the principal amount of \$425.0 million, a premium of \$7.5 million and accrued interest of \$1.2 million. We recognized a pre-tax loss of \$8.3 million on the extinguishment, including the premium mentioned above and \$0.8 million of accelerated amortization of non-lender fees, included within Other expense, net on our Consolidated Statements of Operations during the year ended December 31, 2023.

On January 31, 2023, the Company, together with Sealed Air Corporation (US), issued \$775.0 million aggregate principal amount of 6.125% senior notes due 2028 (the "2028 Notes"). The 2028 Notes will mature on February 1, 2028. Interest is payable on February 1 and August 1 of each year, commencing on August 1, 2023. The 2028 Notes are guaranteed on a senior unsecured basis by each of the Company's existing and future wholly-owned domestic subsidiaries that guarantee its senior secured credit facilities, subject to release under certain circumstances. We capitalized \$12.2 million of fees incurred in connection with the 2028 Notes, which are included in Long-term debt, less current portion on our Condensed Consolidated Balance Sheets.

We may redeem the 2028 Notes, in whole or in part, at any time prior to February 1, 2025, at a redemption price equal to 100% of the principal amount of the 2028 Notes redeemed, plus accrued and unpaid interest, if any, to, but not including, the redemption date, plus a "make-whole premium". On or after February 1, 2025, we may redeem the 2028 Notes, in whole or in part, at specified redemption prices, plus accrued and unpaid interest, if any, to, but not including the redemption date. In addition, at any time prior to February 1, 2025, we may redeem up to 40% of the 2028 Notes using the proceeds of certain equity offerings.

The net proceeds from the 2028 Notes offering were used (i) together with a borrowing under the Company's incremental term loan facility and cash on hand, to finance the acquisition of all of the issued and outstanding shares of capital stock of Liquibox, including related fees and expenses, (ii) to repurchase all of the Company's outstanding 4.500% senior notes due 2023 (the "2023 Euro Notes") pursuant to the tender offer commenced by the Company on January 27, 2023 and satisfy and discharge all of the Company's outstanding 2023 Euro Notes in accordance with the terms of the indenture governing the 2023 Euro Notes and to pay related premiums, fees and expenses in connection therewith and (iii) to the extent of any remaining proceeds after giving effect to the foregoing transactions, for general corporate purposes. We recognized a pre-tax loss of \$4.9 million on the repurchase and cancellation of the 2023 Euro Notes, including a premium of \$4.5 million and accelerated amortization of non-lender fees of \$0.4 million, within Other expense, net on our Condensed Consolidated Statements of Operations during the first quarter of 2023. See Note 5, "Acquisitions," for further details related to the Liquibox acquisition.

Covenants

Each issue of our outstanding senior notes imposes limitations on our operations and those of specified subsidiaries. Our senior secured credit facilities contain customary affirmative and negative covenants for credit facilities of this type, including

limitations on our indebtedness, liens, investments, restricted payments, mergers and acquisitions, dispositions of assets, transactions with affiliates, amendment of documents and sale leasebacks, and a covenant specifying a maximum leverage ratio to EBITDA. We were in compliance with the above financial covenants and limitations at September 30, 2024.

Note 14 Derivatives and Hedging Activities

We report all derivative instruments on our Condensed Consolidated Balance Sheets at fair value and establish criteria for designation and effectiveness of transactions entered into for hedging purposes.

As a global organization, we face exposure to market risks, such as fluctuations in foreign currency exchange rates and interest rates. To manage the volatility relating to these exposures, we enter into various derivative instruments from time to time under our risk management policies. We designate derivative instruments as hedges on a transaction basis to support hedge accounting. The changes in fair value of these hedging instruments offset, in part or in whole, corresponding changes in the fair value or cash flows of the underlying exposures being hedged. We assess the initial and ongoing effectiveness of our hedging relationships in accordance with our policy. We do not purchase, hold or sell derivative financial instruments for trading purposes. Our practice is to terminate derivative transactions if the underlying asset or liability matures or is sold or terminated, or if we determine the underlying forecasted transaction is no longer probable of occurring.

We record the fair value positions of all derivative financial instruments on a net basis by counterparty for which a master netting arrangement is utilized.

Foreign Currency Forward Contracts Designated as Cash Flow Hedges

The primary purpose of our cash flow hedging activities is to manage the potential changes in value associated with the amounts receivable or payable on equipment and raw material purchases that are denominated in foreign currencies in order to minimize the impact of the changes in foreign currencies. We record gains and losses on foreign currency forward contracts qualifying as cash flow hedges in Accumulated Other Comprehensive Loss ("AOCL") to the extent that these hedges are effective and until we recognize the underlying transactions in net earnings, at which time we recognize these gains and losses in Cost of sales, on our Condensed Consolidated Statements of Operations. Cash flows from derivative financial instruments designated as cash flow hedges are classified as Cash flows from operating activities in the Condensed Consolidated Statements of Cash Flows. These contracts generally have original maturities of less than 12 months.

Net unrealized after-tax gains/losses related to cash flow hedging activities that were included in AOCL were a \$2.5 million loss and a \$0.6 million loss for the three and nine months ended September 30, 2024, respectively, and a \$0.9 million gain and \$1.2 million loss for the three and nine months ended September 30, 2023, respectively. The unrealized amount in AOCL will fluctuate based on changes in the fair value of open contracts during each reporting period.

We estimate that \$1.8 million of net unrealized losses related to cash flow hedging activities included in AOCL will be reclassified into earnings within the next twelve months.

Foreign Currency Forward Contracts Not Designated as Hedges

Our subsidiaries have foreign currency exchange exposure from buying and selling in currencies other than their functional currencies. The primary purposes of our foreign currency hedging activities are to manage the potential changes in value associated with the amounts receivable or payable on transactions denominated in foreign currencies and to minimize the impact of the changes in foreign currencies related to foreign currency-denominated, interest-bearing intercompany loans and receivables and payables. The changes in fair value of these derivative contracts are recognized in Other expense, net, on our Condensed Consolidated Statements of Operations and are largely offset by the remeasurement of the underlying foreign currency-denominated items indicated above. Cash flows from derivative financial instruments not designated as hedges are classified as Cash flows from investing activities in the Condensed Consolidated Statements of Cash Flows. These contracts generally have original maturities of less than 12 months.

Interest Rate Swaps

From time to time, we may use interest rate swaps to manage our fixed and floating interest rates on our outstanding indebtedness. At September 30, 2024 and December 31, 2023, we had no outstanding interest rate swaps.

Net Investment Hedge

In February 2023, we repaid the €400.0 million 4.500% senior notes issued in June 2015, which were previously designated as a net investment hedge against the foreign currency exposure of a portion of our net investment in certain Euro functional currency subsidiaries. See Note 13, "Debt and Credit Facilities," for additional information about the repayment of the notes.

In the first quarter of 2023, we entered into a series of cross-currency swaps with a combined notional amount of \$432.8 million. Each of these cross-currency swaps were designated as net investment hedges of the Company's foreign currency exposure of its net investment in certain Euro functional currency subsidiaries with Euro-denominated net assets, and the Company pays a fixed rate of Euro-based interest and receives a fixed rate of U.S. dollar interest. The Company has elected the spot method for assessing the effectiveness of these contracts. The maturity date for this series of cross-currency swaps is February 1, 2028. We recognized \$0.7 million and \$2.3 million of interest income within Interest expense, net on the Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2024, respectively, and \$0.8 million and \$2.1 million for the three and nine months ended September 30, 2023, respectively, related to these contracts.

For derivative instruments that are designated and qualify as hedges of net investments in foreign operations, changes in fair values of the derivative instruments are recognized in Unrealized gain or loss on derivative instruments for net investment hedge, a component of AOCL, net of taxes, to offset the changes in the values of the net investments being hedged. Any portion of the net investment hedge that is determined to be ineffective is recorded in Other expense, net on the Condensed Consolidated Statements of Operations.

Other Derivative Instruments

We may use other derivative instruments from time to time to manage exposure to foreign exchange rates and to access international financing transactions. These instruments can potentially limit foreign exchange exposure by swapping borrowings denominated in one currency for borrowings denominated in another currency.

Fair Value of Derivative Instruments

See Note 15, "Fair Value Measurements, Equity Investments and Other Financial Instruments," for a discussion of the inputs and valuation techniques used to determine the fair value of our outstanding derivative instruments.

The following table details the fair value of our derivative instruments included on our Condensed Consolidated Balance Sheets.

(In millions)	Cash Flow Hedge		Net Investment Hedge		Non-Designated as Hedging Instruments		Total	
	September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
Derivative Assets								
Foreign currency forward contracts	\$ 0.1	\$ 0.2	\$ —	\$ —	\$ 2.6	\$ 4.9	\$ 2.7	\$ 5.1
Total Derivative Assets	\$ 0.1	\$ 0.2	\$ —	\$ —	\$ 2.6	\$ 4.9	\$ 2.7	\$ 5.1
Derivative Liabilities								
Foreign currency forward contracts	\$ (2.5)	\$ (2.7)	\$ —	\$ —	\$ (2.9)	\$ (1.6)	\$ (5.4)	\$ (4.3)
Cross-currency swaps	—	—	(17.5)	(19.9)	—	—	(17.5)	(19.9)
Total Derivative Liabilities	\$ (2.5)	\$ (2.7)	\$ (17.5)	\$ (19.9)	\$ (2.9)	\$ (1.6)	\$ (22.9)	\$ (24.2)
Net Derivatives⁽¹⁾	\$ (2.4)	\$ (2.5)	\$ (17.5)	\$ (19.9)	\$ (0.3)	\$ 3.3	\$ (20.2)	\$ (19.1)

⁽¹⁾ The following table reconciles gross positions without the impact of master netting agreements to the balance sheet classification:

<i>(In millions)</i>	Other Current Assets		Other Current Liabilities		Other Non-current Liabilities	
	September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
Gross position	\$ 2.7	\$ 5.1	\$ (5.4)	\$ (4.3)	\$ (17.5)	\$ (19.9)
Impact of master netting agreements	(1.6)	(1.1)	1.6	1.1	—	—
Net amounts recognized on the Condensed Consolidated Balance Sheets	\$ 1.1	\$ 4.0	\$ (3.8)	\$ (3.2)	\$ (17.5)	\$ (19.9)

The following table details the effect of our derivative instruments on our Condensed Consolidated Statements of Operations.

<i>(In millions)</i>	Location of (Loss) Gain Recognized on Condensed Consolidated Statements of Operations	Amount of (Loss) Gain Recognized in Earnings on Derivatives			
		Three Months Ended September 30,		Nine Months Ended September 30,	
		2024	2023	2024	2023
Derivatives designated as hedging instruments:					
<i>Cash Flow Hedges:</i>					
Foreign currency forward contracts	Cost of sales	\$ (1.0)	\$ 1.0	\$ (0.2)	\$ 2.9
Treasury locks	Interest expense, net	—	—	0.1	0.1
Sub-total cash flow hedges		(1.0)	1.0	(0.1)	3.0
Derivatives not designated as hedging instruments:					
Foreign currency forward contracts	Other expense, net	(5.1)	(1.1)	(14.6)	5.6
Total		\$ (6.1)	\$ (0.1)	\$ (14.7)	\$ 8.6

Note 15 Fair Value Measurements, Equity Investments and Other Financial Instruments

Fair Value Measurements

Fair value represents the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. There are three levels to the fair value hierarchy as follows:

Level 1 - observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability either directly or indirectly; and

Level 3 - unobservable inputs for which there is little or no market data, which may require the reporting entity to develop its own assumptions.

The fair value, measured on a recurring basis, of our financial instruments, using the fair value hierarchy under GAAP, are included in the table below.

<i>(In millions)</i>	September 30, 2024			
	Total Fair Value	Level 1	Level 2	Level 3
Cash equivalents	\$ 54.9	\$ 54.9	\$ —	\$ —
Derivative financial and hedging instruments net liability:				
Foreign currency forward contracts	\$ (2.7)	\$ —	\$ (2.7)	\$ —
Cross-currency swaps	\$ (17.5)	\$ —	\$ (17.5)	\$ —

<i>(In millions)</i>	December 31, 2023			
	Total Fair Value	Level 1	Level 2	Level 3
Cash equivalents	\$ 40.2	\$ 40.2	\$ —	\$ —
Derivative financial and hedging instruments net asset (liability):				
Foreign currency forward contracts	\$ 0.8	\$ —	\$ 0.8	\$ —
Cross-currency swaps	\$ (19.9)	\$ —	\$ (19.9)	\$ —

Cash equivalents - Our cash equivalents consisted of bank time deposits. Since these are short-term, highly liquid investments with remaining maturities of 3 months or less, they present negligible risk of changes in fair value due to changes in interest rates and are classified as Level 1 financial instruments.

Derivative financial instruments - Our foreign currency forward contracts, foreign currency options, interest rate swaps and cross-currency swaps are recorded at fair value on our Condensed Consolidated Balance Sheets using a discounted cash flow analysis that incorporates observable market inputs. These market inputs include foreign currency spot and forward rates, and various interest rate curves, and are obtained from pricing data quoted by various banks, third-party sources and foreign currency dealers involving identical or comparable instruments. Such financial instruments are classified as Level 2.

Counterparties to these foreign currency forward contracts have at least an investment grade rating. Credit ratings on some of our counterparties may change during the term of our financial instruments. We closely monitor our counterparties' credit ratings and, if necessary, will make any appropriate changes to our financial instruments. The fair value generally reflects the estimated amounts that we would receive or pay to terminate the contracts at the reporting date.

Foreign currency forward contracts are included in Prepaid expenses and other current assets and Other current liabilities on the Condensed Consolidated Balance Sheets as of September 30, 2024 and December 31, 2023. Cross-currency swaps are included in Other non-current liabilities on the Condensed Consolidated Balance Sheets as of September 30, 2024 and December 31, 2023.

Equity Investments

Sealed Air maintains equity investments in companies which are accounted for under the measurement alternative described in ASC 321-10-35-2 ("ASC 321") for equity investments that do not have readily determinable fair values. We do not exercise significant influence over these companies. The following carrying value of these investments were included within Other non-current assets in our Condensed Consolidated Balance Sheets as of September 30, 2024 and December 31, 2023:

<i>(In millions)</i>	September 30, 2024	December 31, 2023
Carrying value at the beginning of period	\$ 13.8	\$ 13.3
Purchases	—	—
Impairments or downward adjustments	—	—
Upward adjustments	—	—
Currency translation on investments	0.1	0.5
Carrying value at the end of period	\$ 13.9	\$ 13.8

As of September 30, 2024 and December 31, 2023, cumulative upward adjustments to our equity investments were \$21.7 million and cumulative impairments or downward adjustments were \$31.6 million.

Other Financial Instruments

The following financial instruments are recorded at fair value or at amounts that approximate fair value: (1) trade receivables, net, (2) certain other current assets, (3) accounts payable and (4) other current liabilities. The carrying amounts reported on our Condensed Consolidated Balance Sheets for the above financial instruments closely approximate their fair value due to the short-term nature of these assets and liabilities.

Other liabilities that are recorded at carrying value on our Condensed Consolidated Balance Sheets include our credit facilities and senior notes. We utilize a market approach to calculate the fair value of our senior notes. Due to their limited investor base

and the face value of some of our senior notes, they may not be actively traded on the date we calculate their fair value. Therefore, we may utilize prices and other relevant information generated by market transactions involving similar securities, reflecting U.S. Treasury yields to calculate the yield to maturity and the price on some of our senior notes. These inputs are provided by an independent third party and are considered to be Level 2 inputs.

We derive our fair value estimates of our various other debt instruments by evaluating the nature and terms of each instrument, considering prevailing economic and market conditions, and examining the cost of similar debt offered at the balance sheet date. We also incorporated our credit default swap rates and currency specific swap rates in the valuation of each debt instrument, as applicable.

These estimates are subjective and involve uncertainties and matters of significant judgment, and therefore we cannot determine them with precision. Changes in assumptions could significantly affect our estimates.

The table below shows the carrying amounts and estimated fair values of our debt, excluding our lease liabilities.

<i>(In millions)</i>	Interest rate	September 30, 2024		December 31, 2023	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
Term Loan A due March 2027 ⁽¹⁾		\$ 872.9	\$ 872.9	\$ 1,050.1	\$ 1,050.1
Senior Notes due September 2025	5.500 %	—	—	399.1	400.7
Senior Secured Notes due October 2026	1.573 %	597.8	562.6	597.0	539.5
Senior Notes due December 2027	4.000 %	423.0	410.2	422.5	399.4
Senior Notes due February 2028	6.125 %	766.5	786.9	764.8	780.8
Senior Notes due April 2029	5.000 %	422.1	418.1	421.7	410.8
Senior Notes due February 2031	7.250 %	421.2	449.7	420.9	450.3
Senior Notes due July 2032	6.500 %	396.1	411.3	—	—
Senior Notes due July 2033	6.875 %	446.9	489.5	446.7	477.0
Other foreign borrowings ⁽¹⁾		107.7	107.7	94.1	94.1
Other domestic borrowings		56.6	56.6	65.9	65.0
Total debt⁽²⁾		\$ 4,510.8	\$ 4,565.5	\$ 4,682.8	\$ 4,667.7

⁽¹⁾ Includes borrowings denominated in currencies other than U.S. dollars.

⁽²⁾ The carrying amount and estimated fair value of debt exclude lease liabilities.

Included among our non-financial assets and liabilities that are not required to be measured at fair value on a recurring basis are inventories, property and equipment, goodwill, intangible assets and asset retirement obligations.

Note 16 Defined Benefit Pension Plans and Other Post-Employment Benefit Plans

The following tables show the components of net benefit cost for our defined benefit pension plans for the three and nine months ended September 30, 2024 and 2023:

<i>(In millions)</i>	Three Months Ended September 30, 2024			Three Months Ended September 30, 2023		
	U.S.	International	Total	U.S.	International	Total
Components of net periodic benefit cost:						
Service cost	\$ 0.1	\$ 0.9	\$ 1.0	\$ 0.1	\$ 0.8	\$ 0.9
Interest cost	1.6	5.1	6.7	1.8	5.2	7.0
Expected return on plan assets	(1.7)	(5.8)	(7.5)	(1.8)	(5.3)	(7.1)
Amortization of net prior service cost	—	0.1	0.1	—	0.1	0.1
Amortization of net actuarial loss	0.5	1.0	1.5	0.4	0.8	1.2
Net periodic benefit cost	0.5	1.3	1.8	0.5	1.6	2.1
Settlement credit	—	(0.3)	(0.3)	—	—	—
Total benefit cost	\$ 0.5	\$ 1.0	\$ 1.5	\$ 0.5	\$ 1.6	\$ 2.1

<i>(In millions)</i>	Nine Months Ended September 30, 2024			Nine Months Ended September 30, 2023		
	U.S.	International	Total	U.S.	International	Total
Components of net periodic benefit cost:						
Service cost	\$ 0.1	\$ 2.8	\$ 2.9	\$ 0.1	\$ 2.4	\$ 2.5
Interest cost	4.9	15.4	20.3	5.4	15.6	21.0
Expected return on plan assets	(5.2)	(17.3)	(22.5)	(5.4)	(15.9)	(21.3)
Amortization of net prior service cost	—	0.2	0.2	—	0.2	0.2
Amortization of net actuarial loss	1.3	3.0	4.3	1.2	2.4	3.6
Net periodic benefit cost	1.1	4.1	5.2	1.3	4.7	6.0
Settlement (credit) cost	—	(0.3)	(0.3)	—	0.1	0.1
Total benefit cost	\$ 1.1	\$ 3.8	\$ 4.9	\$ 1.3	\$ 4.8	\$ 6.1

The following table shows the components of net periodic benefit cost for our other post-employment benefit plans for the three and nine months ended September 30, 2024 and 2023:

<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Components of net periodic benefit cost:				
Interest cost	\$ 0.4	\$ 0.4	\$ 1.1	\$ 1.2
Amortization of net prior service credit and net actuarial gain	—	(0.1)	(0.3)	(0.3)
Net periodic benefit cost	\$ 0.4	\$ 0.3	\$ 0.8	\$ 0.9

Note 17 Income Taxes

Effective Income Tax Rate and Income Tax Provision

For interim tax reporting, we estimate one annual effective tax rate for tax jurisdictions not subject to a valuation allowance and apply that rate to the year-to-date ordinary income/(loss). Tax effects of significant unusual or infrequently occurring items are excluded from the estimated annual effective tax rate calculation and recognized in the interim period in which they occur.

Compared to the U.S. statutory rate of 21.0%, state income taxes, foreign earnings subject to higher tax rates and non-deductible expenses increase the Company's effective income tax rate, whereas research and development credits decrease the Company's effective tax rate.

Our effective income tax rate was 25.7% and 27.8% for the three and nine months ended September 30, 2024, respectively. In addition to the above referenced items, the three and nine month periods were unfavorably impacted by accruals for uncertain tax positions.

Our effective income tax rate was 26.1% and 31.7% for the three and nine months ended September 30, 2023, respectively. In addition to the above referenced items, the three and nine month periods were unfavorably impacted by accruals for uncertain tax positions.

There were no significant changes in our valuation allowances for the three and nine months ended September 30, 2024 and 2023.

Net increases in unrecognized tax positions of \$2.2 million and \$9.1 million for the three and nine months ended September 30, 2024, respectively, and \$3.7 million and \$15.0 million for the three and nine months ended September 30, 2023, respectively, were primarily related to interest accruals on existing uncertain tax positions. We are not currently able to reasonably estimate the amount by which the liability for unrecognized tax positions may increase or decrease as a result of current and future tax examination activity or resolution. Interest and penalties on tax assessments are included in Income tax provision on our Condensed Consolidated Statements of Operations.

The Organization for Economic Co-operation and Development has issued Pillar Two model rules introducing a new global minimum tax of 15% as of January 1, 2024. While the U.S. has not adopted the Pillar Two rules, various other governments

around the world have enacted legislation. This minimum tax is treated as a period cost and did not have a material impact on the Company's financial results of operations for the three and nine months ended September 30, 2024. The Company is monitoring legislative developments, as well as additional guidance from countries that have enacted legislation, and we anticipate further legislative activity and administrative guidance in the future.

Note 18 Commitments and Contingencies

Environmental Matters

We are subject to loss contingencies resulting from environmental laws and regulations, and we accrue for anticipated costs associated with investigatory and remediation efforts when an assessment has indicated that a loss is probable and can be reasonably estimated. These accruals are not reduced by potential insurance recoveries, if any. We do not believe that it is reasonably possible that our liability in excess of the amounts that we have accrued for environmental matters will be material to our Condensed Consolidated Balance Sheets or Statements of Operations. Environmental liabilities are reassessed whenever circumstances become better defined or remediation efforts and their costs can be better estimated.

We evaluate these liabilities periodically based on available information, including the progress of remedial investigations at each site, the current status of discussions with regulatory authorities regarding the methods and extent of remediation and the apportionment of costs among potentially responsible parties. As some of these issues are decided (the outcomes of which are subject to uncertainties) or new sites are assessed and costs can be reasonably estimated, we adjust the recorded accruals, as necessary. We believe that these exposures are not material to our Condensed Consolidated Balance Sheets or Statements of Operations. We believe that we have adequately reserved for all probable and estimable environmental exposures.

Guarantees and Indemnification Obligations

We are a party to many contracts containing guarantees and indemnification obligations. These contracts primarily consist of:

- indemnities in connection with the sale of businesses, primarily related to the sale of Diversey in 2017. Our indemnity obligations under the relevant agreements may be limited in terms of time, amount or scope. As it relates to certain income tax related liabilities, the relevant agreements may not provide any cap for such liabilities, and the period in which we would be liable would lapse upon expiration of the statute of limitation for assessment of the underlying taxes. Because of the conditional nature of these obligations and the unique facts and circumstances involved in each particular agreement, we are unable to reasonably estimate the potential maximum exposure associated with these items;
- product warranties with respect to certain products sold to customers in the ordinary course of business. These warranties typically provide that products will conform to specifications. We generally do not establish a liability for product warranty based on a percentage of sales or other formula. We accrue a warranty liability on a transaction-specific basis depending on the individual facts and circumstances related to each sale. Both the liability and annual expense related to product warranties are immaterial to our consolidated financial position and results of operations; and
- licenses of intellectual property by us to third parties in which we have agreed to indemnify the licensee against third-party infringement claims.

As of September 30, 2024, the Company has no reason to believe a loss exceeding amounts already recognized would be incurred.

Other Matters

We are also involved in various other legal actions incidental to our business. We believe, after consulting with counsel, that the disposition of these other legal proceedings and matters will not have a material effect on our consolidated financial condition or results of operations including potential impact to cash flows.

Note 19 Stockholders' Equity

Repurchase of Common Stock

On August 2, 2021, the Board of Directors approved a share repurchase program of \$1.0 billion. This program has no expiration date and replaced all previous authorizations. It does not obligate us to repurchase any specified amount of shares and remains subject to the discretion of the Board of Directors. As of September 30, 2024, there was \$536.5 million remaining under this

program. Share repurchases made prior to August 2, 2021 were under the previous share repurchase authorizations approved by the Board of Directors.

During the three and nine months ended September 30, 2024, no shares were repurchased.

During the three months ended September 30, 2023, no shares were repurchased. During the nine months ended September 30, 2023, we repurchased 1,529,575 shares, for approximately \$79.8 million, at an average share price of \$52.20.

These repurchases were made under open market transactions, including through plans complying with Rule 10b5-1 of the Exchange Act, and pursuant to the share repurchase program referenced above.

Dividends

On February 21, 2024, our Board of Directors declared a quarterly cash dividend of \$0.20 per common share, or \$29.1 million, which was paid on March 22, 2024, to stockholders of record at the close of business on March 8, 2024.

On May 23, 2024, our Board of Directors declared a quarterly cash dividend of \$0.20 per common share, or \$29.1 million, which was paid on June 28, 2024, to stockholders of record at the close of business on June 14, 2024.

On July 23, 2024, our Board of Directors declared a quarterly cash dividend of \$0.20 per common share, or \$29.1 million, which was paid on September 27, 2024, to stockholders of record at the close of business on September 13, 2024.

On October 17, 2024, our Board of Directors declared a quarterly cash dividend of \$0.20 per common share, which will be paid on December 20, 2024, to stockholders of record at the close of business on December 6, 2024.

The dividends paid during the nine months ended September 30, 2024 were recorded as a reduction to Cash and cash equivalents with an offset to Retained earnings on our Condensed Consolidated Balance Sheets. Our senior secured credit facility and our senior notes contain covenants that restrict our ability to declare or pay dividends and repurchase stock. However, we do not believe these covenants are likely to materially limit the future payment of quarterly cash dividends on our common stock. From time to time, we may consider other means of returning value to our stockholders based on our consolidated financial condition and results of operations. There is no guarantee that our Board of Directors will declare any future dividends.

Share-based Compensation

In 2014, the Board of Directors adopted, and our stockholders approved, the 2014 Omnibus Incentive Plan (“Omnibus Incentive Plan”). Under the Omnibus Incentive Plan, the maximum number of shares of Common Stock authorized was 4,250,000, plus total shares available to be issued as of May 22, 2014 under the 2002 Directors Stock Plan and the 2005 Contingent Stock Plan (collectively, the “Predecessor Plans”). The Omnibus Incentive Plan replaced the Predecessor Plans and no further awards were granted under the Predecessor Plans. The Omnibus Incentive Plan provides for the grant of stock options, stock appreciation rights, restricted stock, restricted stock units, unrestricted stock, performance share units known as PSU awards, other stock awards and cash awards to officers, non-employee directors, key employees, consultants and advisors.

In 2018, 2021 and 2024, the Board of Directors adopted, and our shareholders approved, amendments and restatements to the Omnibus Incentive Plan, adding 2,199,114, 2,999,054 and 1,138,896 shares of common stock to the share pool previously available under the Omnibus Incentive Plan, respectively.

We record share-based incentive compensation expense in Selling, general and administrative expenses and Cost of sales on our Condensed Consolidated Statements of Operations for both equity-classified and liability-classified awards. We record a corresponding credit to Additional paid-in capital within Stockholders’ equity for equity-classified awards, and to either Other current liabilities or Other non-current liabilities for liability-classified awards based on the fair value of the share-based incentive compensation awards at the date of grant. Total expense for the liability-classified awards continues to be remeasured to fair value at the end of each reporting period. We recognize an expense or credit reflecting the straight-line recognition, net of estimated forfeitures, of the expected cost of the awards. The number of PSUs earned may equal, exceed, or be less than the targeted number of shares depending on whether the performance criteria are met, surpassed, or not met.

The table below shows our total share-based incentive compensation expense:

<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Total share-based incentive compensation expense⁽¹⁾	\$ 8.5	\$ 12.1	\$ 24.4	\$ 32.3

⁽¹⁾ The amounts presented above do not include the expense related to our U.S. profit sharing contributions made in the form of our common stock. However, the amounts include the expense related to share-based awards that are settled in cash.

Performance Share Units ("PSU") Awards

During the first 90 days of each year, the People and Compensation Committee (or "P&C Committee") of our Board of Directors approves PSU awards for our executive officers and other selected employees, which include for each participant a target number of shares of common stock and the performance goals and measures that will determine the percentage of the target award that is earned. Following the end of the performance period, in addition to shares earned, participants will also receive a cash payment in the amount of the dividends (without interest) that would have been paid during the performance period on the number of shares that they have earned. Each PSU is subject to forfeiture if the recipient terminates employment with the Company prior to the end of the award performance period for any reason other than death, disability or retirement. In the event of death, disability or retirement, a participant will receive a prorated payment based on such participant's number of days of service during the award performance period, further adjusted based on the achievement of the performance goals during the award performance period. PSUs are classified as equity in the Condensed Consolidated Balance Sheets, with the exception of awards that are required by local laws or regulations to be settled in cash. These are classified as either Other current liabilities or Other non-current liabilities in the Condensed Consolidated Balance Sheets.

2024 Three-year PSU Awards

During the first quarter of 2024, the P&C Committee approved awards with a three-year performance period beginning January 1, 2024 and ending December 31, 2026 for executive officers and other selected employees. The P&C Committee established performance goals, which are (i) three-year cumulative average growth rate (“CAGR”) of consolidated Adjusted EBITDA weighted at 50%, and (ii) Return on Invested Capital (“ROIC”) weighted at 50%. Calculation of final achievement on each performance metric is subject to an upward or downward adjustment of up to 25% of the overall combined achievement percentage, based on the results of a relative total shareholder return (“TSR”) modifier. The comparator group for the relative TSR modifier is comprised of a custom peer group as of the beginning of the performance period. Shareholder return in the top quartile of the comparator group increases overall achievement of performance metrics by 25%, while shareholder return in the bottom quartile of the comparator group decreases overall achievement of the performance metrics by 25%. The total number of shares to be issued for these awards, including the modifier, can range from zero to 250% of the target number of shares.

During the second quarter of 2024, a PSU award was granted to one additional executive. During the third quarter of 2024, PSU awards were granted to two additional executive officers. The performance period and performance goals for the PSU awards are identical to those described above.

The target number of PSUs granted and the grant date fair value of the PSUs are shown in the following table:

	Adjusted EBITDA CAGR	ROIC
<i>February 21, 2024 grant date</i>		
Number of units granted	50,340	50,340
Fair value on grant date (per unit)	\$ 41.09	\$ 41.09
<i>March 1, 2024 grant date</i>		
Number of units granted	22,692	22,692
Fair value on grant date (per unit)	\$ 39.49	\$ 39.49
<i>June 5, 2024 grant date</i>		
Number of units granted	3,269	3,269
Fair value on grant date (per unit)	\$ 42.08	\$ 42.08
<i>July 1, 2024 grant date</i>		
Number of units granted	21,982	21,982
Fair value on grant date (per unit)	\$ 35.12	\$ 35.12
<i>September 9, 2024 grant date</i>		
Number of units granted	1,642	1,642
Fair value on grant date (per unit)	\$ 32.78	\$ 32.78

The assumptions used to calculate the grant date fair value of the PSUs are shown in the following table:

	Expected price volatility	Risk-free interest rate
<i>February 21, 2024 grant date</i>	31.7 %	4.4 %
<i>March 1, 2024 grant date</i>	31.9 %	4.3 %
<i>June 5, 2024 grant date</i>	33.4 %	4.5 %
<i>July 1, 2024 grant date</i>	33.5 %	4.6 %
<i>September 9, 2024 grant date</i>	34.0 %	3.6 %

Chief Executive Officer 2024 New Hire Equity Awards

Patrick Kivits became our Chief Executive Officer on July 1, 2024 (“Start Date”). Pursuant to the terms of his offer letter agreement, Mr. Kivits received on the Start Date a prorated annual long-term incentive award for 2024 (the “2024 Award”) and a sign-on award (the “Sign-On Award”). The 2024 Award consists of 43,963 time-vesting restricted stock units (“RSUs”) and 43,963 target number of PSUs. The Sign-On Award consists of 164,127 RSUs. The RSUs have a grant date fair value of \$34.12 per unit and will vest in three substantially equal installments starting on the first anniversary of the Start Date. The PSUs have

a grant date fair value of \$35.12 per unit and the same performance period and performance goals as the 2024 Three-year PSU awards described above.

2021 Three-year PSU Awards

In February 2024, the P&C Committee reviewed the performance results for the 2021-2023 PSUs. Performance goals for these PSUs were based on Adjusted EBITDA CAGR, ROIC, and the Company's TSR ranking relative to S&P 500 component companies over the performance period. Based on overall performance for the 2021-2023 PSUs, these awards paid out at 75% of target or 152,934 units. Of this, 55,607 units were withheld to cover employee tax withholding and 732 units were designated as cash-settled awards, resulting in net share issuances of 96,595.

Note 20 Accumulated Other Comprehensive Loss

The following table provides details of comprehensive income (loss) for the nine months ended September 30, 2024 and 2023:

<i>(In millions)</i>	Unrecognized Pension Items	Cumulative Translation Adjustment ⁽¹⁾	Unrecognized Losses on Derivative Instruments for net investment hedge	Unrecognized (Losses) Gains on Derivative Instruments for cash flow hedge	Accumulated Other Comprehensive Loss, Net of Taxes
Balance at December 31, 2023	\$ (146.4)	\$ (770.6)	\$ (38.1)	\$ (0.4)	\$ (955.5)
Other comprehensive (loss) income before reclassifications	(0.4)	(6.8)	1.9	(0.7)	(6.0)
Less: amounts reclassified from accumulated other comprehensive loss	3.0	—	—	—	3.0
Net current period other comprehensive income (loss)	2.6	(6.8)	1.9	(0.7)	(3.0)
Balance at September 30, 2024	\$ (143.8)	\$ (777.4)	\$ (36.2)	\$ (1.1)	\$ (958.5)
Balance at December 31, 2022	\$ (126.3)	\$ (837.5)	\$ (18.3)	\$ 3.3	\$ (978.8)
Other comprehensive income (loss) before reclassifications	0.4	(16.8)	(6.7)	0.8	(22.3)
Less: amounts reclassified from accumulated other comprehensive loss	2.7	—	—	(2.1)	0.6
Net current period other comprehensive income (loss)	3.1	(16.8)	(6.7)	(1.3)	(21.7)
Balance at September 30, 2023	\$ (123.2)	\$ (854.3)	\$ (25.0)	\$ 2.0	\$ (1,000.5)

⁽¹⁾ Includes gains and losses on intra-entity foreign currency transactions. The intra-entity currency translation adjustment was \$3.3 million and \$3.2 million for the nine months ended September 30, 2024 and 2023, respectively.

The following table provides detail of amounts reclassified from AOCL:

<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,		Location of Amount Reclassified from AOCL
	2024	2023	2024	2023	
Defined benefit pension plans and other post-employment benefits:					
Net settlement credit (cost)	\$ 0.3	\$ —	\$ 0.3	\$ (0.1)	
Prior service cost	(0.1)	—	—	—	
Actuarial losses, net	(1.5)	(1.2)	(4.2)	(3.5)	
Total pre-tax amount	(1.3)	(1.2)	(3.9)	(3.6)	Other expense, net
Tax benefit	0.3	0.3	0.9	0.9	
Net of tax	(1.0)	(0.9)	(3.0)	(2.7)	
Net (losses) gains on cash flow hedging derivatives: ⁽¹⁾					
Foreign currency forward contracts	(1.0)	1.0	(0.2)	2.9	Cost of sales
Treasury locks	—	—	0.1	0.1	Interest expense, net
Total pre-tax amount	(1.0)	1.0	(0.1)	3.0	
Tax benefit (expense)	0.3	(0.3)	0.1	(0.9)	
Net of tax	(0.7)	0.7	—	2.1	
Total reclassifications for the period	\$ (1.7)	\$ (0.2)	\$ (3.0)	\$ (0.6)	

⁽¹⁾ These accumulated other comprehensive components are included in our derivative and hedging activities. See Note 14, “Derivatives and Hedging Activities,” for additional details.

Note 21 Other Expense, net

The following table provides details of Other expense, net:

<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Net foreign exchange transaction (loss) gain	\$ (1.2)	\$ (1.3)	\$ 2.2	\$ (9.8)
Bank fee expense	(1.1)	(1.2)	(3.5)	(4.0)
Pension cost other than service cost	(1.5)	(2.2)	(4.7)	(6.2)
Foreign currency exchange loss due to highly inflationary economies	(2.4)	(4.9)	(7.9)	(10.6)
Loss on debt redemption and refinancing activities	—	—	(6.8)	(4.9)
Other income	2.1	2.0	11.2	7.5
Other expense	(2.3)	(2.0)	(4.5)	(5.0)
Other expense, net	\$ (6.4)	\$ (9.6)	\$ (14.0)	\$ (33.0)

Note 22 Net Earnings Per Common Share

The following table shows the calculation of basic and diluted net earnings per common share:

<i>(In millions, except per share amounts)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Basic Net Earnings Per Common Share:				
Numerator:				
Net earnings	\$ 91.7	\$ 56.6	\$ 272.0	\$ 217.6
Distributed and allocated undistributed net earnings to unvested restricted stockholders	—	—	—	—
Net earnings available to common stockholders	\$ 91.7	\$ 56.6	\$ 272.0	\$ 217.6
Denominator:				
Weighted average number of common shares outstanding - basic	145.8	144.5	145.5	144.3
Basic net earnings per common share:				
Basic net earnings per common share	\$ 0.63	\$ 0.39	\$ 1.87	\$ 1.51
Diluted Net Earnings Per Common Share:				
Numerator:				
Net earnings available to common stockholders	\$ 91.7	\$ 56.6	\$ 272.0	\$ 217.6
Denominator:				
Weighted average number of common shares outstanding - basic	145.8	144.5	145.5	144.3
Effect of dilutive stock shares and units	0.3	0.4	0.3	0.5
Weighted average number of common shares outstanding - diluted under treasury stock	146.1	144.9	145.8	144.8
Diluted net earnings per common share	\$ 0.63	\$ 0.39	\$ 1.87	\$ 1.50

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

The information in our Management’s Discussion and Analysis of Financial Condition and Results of Operations (“MD&A”) should be read together with our Condensed Consolidated Financial Statements and related notes set forth in Item 1 of Part I of this Quarterly Report on Form 10-Q, our MD&A set forth in Item 7 of Part II of our 2023 Form 10-K and our Consolidated Financial Statements and related notes set forth in Item 8 of Part II of our 2023 Form 10-K. See “Cautionary Notice Regarding Forward-Looking Statements” above, and the information referenced therein, for a description of risks that we face and important factors that we believe could cause actual results to differ materially from those in our forward-looking statements. All amounts and percentages are approximate due to rounding and all dollars are in millions, except per share amounts or where otherwise noted. When we cross-reference to a “Note,” we are referring to our “Notes to Condensed Consolidated Financial Statements,” unless the context indicates otherwise.

Recent Events and Trends

Market Trends

The Food segment results through the first nine months of 2024 were driven by strength in end-market demand and competitive share gains. For the full year 2024, Food is expected to deliver low-single-digit volume growth, driven by competitive wins in our core businesses and our new product launches, offset by pricing declines. The Protective segment has continued to experience softness in our end markets through the first nine months of 2024. While we are accelerating our commercial transformation and adjusting our cost optimization programs, we expect these market challenges to persist into 2025.

Non-GAAP Information

In this report, we include certain non-GAAP financial measures, including Net Debt, Adjusted Net Earnings and Adjusted EPS, net sales on an "organic" and a "constant dollar" basis, Free Cash Flow, Adjusted EBITDA, Adjusted EBITDA Margin, and Adjusted Tax Rate. Management uses non-GAAP financial measures to assess operating and financial performance, set budgets, provide guidance and compare with peers’ performance. We believe such non-GAAP financial measures are useful to investors. Non-GAAP financial measures should not be considered in isolation from or as a substitute for GAAP information.

The non-GAAP financial metrics exclude certain specified items (“Special Items”), including restructuring charges and restructuring associated costs, amortization of intangible assets and inventory step-up expense related to the acquisition of Liquibox, adjustments in the valuation of our "SEE Ventures" portfolio (which may include debt or equity investments), and other charges related to acquisitions and divestitures, gains and losses related to acquisitions and divestitures, special tax items or tax benefits (collectively, “Tax Special Items”) and certain other items. We evaluate unusual or special items on an individual basis. Our evaluation of whether to exclude an unusual or special item for purposes of determining our non-GAAP financial measures considers both the quantitative and qualitative aspects of the item, including among other things (i) its nature, (ii) whether or not it relates to our ongoing business operations, and (iii) whether or not we expect it to occur as part of our normal business on a regular basis. In 2023, the Company revised its definition of Special Items to include amortization expenses of intangibles from the Liquibox acquisition and future significant acquisitions. The change is prospective and does not impact previously presented results. This change was made to better align the Company’s definitions of Special Items with those of its peers, to better reflect the Company’s operating performance, and to increase the usefulness of such measures for our stakeholders.

See information below for reconciliations of non-GAAP financial measures to their most directly comparable GAAP financial measures. Information reconciling forward-looking non-GAAP financial measures to their most directly comparable GAAP financial measures is not presented because it is not available without unreasonable effort. The reconciling information that is not available includes forward-looking ranges of certain Special Items with high variability, complexity and low visibility. We are unable to address the probable significance of such unavailable information, which could have a potential significant impact on our future GAAP financial results.

Adjusted EBITDA and Adjusted EBITDA Margin

Adjusted EBITDA is defined as Earnings before Interest Expense, Taxes, Depreciation and Amortization, adjusted to exclude the impact of Special Items. Management uses Adjusted EBITDA as one of many measures to assess the performance of the business. Additionally, Adjusted EBITDA is the performance metric used by the Company’s chief operating decision maker to

evaluate performance of our reportable segments. Adjusted EBITDA is also a metric used to determine performance under the Company's Annual Incentive Plan. We do not believe there are estimates underlying the calculation of Adjusted EBITDA, other than those inherent in our GAAP results of operations, which would render the use and presentation of Adjusted EBITDA misleading. While the nature and amount of individual Special Items vary from period to period, we believe our calculation of Adjusted EBITDA is applied consistently to all periods and, in conjunction with other GAAP and non-GAAP financial measures, Adjusted EBITDA provides a useful and consistent comparison of our Company's performance to other periods.

The following table shows a reconciliation of GAAP Net earnings from continuing operations to non-GAAP Consolidated Adjusted EBITDA from continuing operations:

<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Net earnings from continuing operations	\$ 88.7	\$ 57.6	\$ 269.9	\$ 214.4
Interest expense, net	60.5	70.1	188.9	196.6
Income tax provision	30.7	20.3	104.1	99.4
Depreciation and amortization, net of adjustments ⁽¹⁾	63.2	64.6	184.2	187.1
Special Items:				
Liquibox intangible amortization	7.5	7.4	22.7	19.9
Liquibox inventory step-up expense	—	—	—	10.8
Restructuring charges	6.8	9.8	24.8	9.2
Other restructuring associated costs ⁽²⁾	9.0	34.6	22.2	34.5
Foreign currency exchange loss due to highly inflationary economies	2.4	4.9	7.9	10.6
Loss on debt redemption and refinancing activities	—	—	6.8	4.9
Contract terminations ⁽³⁾	—	15.3	(0.1)	15.3
Charges related to acquisition and divestiture activity ⁽⁴⁾	4.1	2.8	3.2	24.5
Other Special Items ⁽⁵⁾	3.1	(2.7)	5.2	5.1
Pre-tax impact of Special Items	32.9	72.1	92.7	134.8
Non-GAAP Consolidated Adjusted EBITDA from continuing operations	\$ 276.0	\$ 284.7	\$ 839.8	\$ 832.3

⁽¹⁾ Net of Liquibox intangible amortization of \$7.5 million and \$22.7 million for the three and nine months ended September 30, 2024, respectively, and \$7.4 million and \$19.9 million for the three and nine months ended September 30, 2023, respectively, which is included under Special Items.

⁽²⁾ Other restructuring associated costs for the three and nine months ended September 30, 2024 primarily relate to fees paid to third-party consultants in support of the CTO2Grow Program business transformation. Other restructuring associated costs for the three and nine months ended September 30, 2023 primarily consists of impairment of property and equipment and inventory obsolescence charges related to business closure activity.

⁽³⁾ Contract terminations for the three and nine months ended September 30, 2023 primarily relate to charges associated with business closure activity.

⁽⁴⁾ Charges related to acquisition and divestiture activity for the three months ended September 30, 2024 primarily consist of Liquibox related charges. Charges related to acquisition and divestiture activities for the nine months ended September 30, 2024 primarily consist of integration expenses and other Liquibox related charges, partially offset by income recognized on the final purchase price settlement related to the Liquibox acquisition.

⁽⁵⁾ Other Special Items for the three and nine months ended September 30, 2024 primarily include fees related to professional services directly associated with Special Items or events that are considered one-time or infrequent. Other Special Items for the three months ended September 30, 2023 primarily relate to a gain associated with a legal settlement. Other Special Items for the nine months ended September 30, 2023 primarily relate to a one-time, non-cash CTA loss recognized due to the wind-up of one of our legal entities, partially offset by a gain associated with a legal settlement.

The Company may also assess performance using Adjusted EBITDA Margin. Adjusted EBITDA Margin is calculated as Adjusted EBITDA divided by net sales. We believe that Adjusted EBITDA Margin is a useful measure to assess the profitability of sales made to third parties and the efficiency of our core operations.

Adjusted Net Earnings and Adjusted Earnings Per Share

Adjusted Net Earnings and Adjusted Earnings Per Share (“Adjusted EPS”) are also used by the Company to measure total company performance. Adjusted Net Earnings is defined as GAAP net earnings from continuing operations excluding the impact of Special Items. Adjusted EPS is defined as our Adjusted Net Earnings divided by the number of diluted shares outstanding. We believe that Adjusted Net Earnings and Adjusted EPS are useful measurements of Company performance, along with other GAAP and non-GAAP financial measures, because they incorporate non-cash items of depreciation and amortization, including share-based compensation, which impact the overall performance and net earnings of our business. Additionally, Adjusted Net Earnings and Adjusted EPS reflect the impact of our Adjusted Tax Rate and interest expense on a net and per share basis. While the nature and amount of individual Special Items vary from period to period, we believe our calculation of Adjusted Net Earnings and Adjusted EPS is applied consistently to all periods and, in conjunction with other GAAP and non-GAAP financial measures, Adjusted Net Earnings and Adjusted EPS provide a useful and consistent comparison of our Company’s performance to other periods.

The following table shows a reconciliation of GAAP Net earnings and Diluted earnings per share from continuing operations to non-GAAP Adjusted net earnings and Adjusted EPS from continuing operations.

<i>(In millions, except per share data)</i>	Three Months Ended September 30,				Nine Months Ended September 30,			
	2024		2023		2024		2023	
	Net Earnings	Diluted EPS	Net Earnings	Diluted EPS	Net Earnings	Diluted EPS	Net Earnings	Diluted EPS
GAAP Net earnings and diluted EPS from continuing operations	\$ 88.7	\$ 0.61	\$ 57.6	\$ 0.40	\$ 269.9	\$ 1.85	\$ 214.4	\$ 1.48
Special Items ⁽¹⁾	27.0	0.18	53.9	0.37	79.3	0.54	119.5	0.83
Non-GAAP Adjusted net earnings and adjusted diluted EPS from continuing operations	\$ 115.7	\$ 0.79	\$ 111.5	\$ 0.77	\$ 349.2	\$ 2.39	\$ 333.9	\$ 2.31
Weighted average number of common shares outstanding - Diluted		146.1		144.9		145.8		144.8

⁽¹⁾ Includes pre-tax Special Items, plus/less Tax Special Items and the tax impact of Special Items as seen in the following calculation of non-GAAP Adjusted income tax rate.

Adjusted Tax Rate

We also present our adjusted income tax rate (“Adjusted Tax Rate”). The Adjusted Tax Rate is a measure of our GAAP effective tax rate, adjusted to exclude the tax impact from the Special Items that are excluded from our Adjusted Net Earnings and Adjusted EPS metrics as well as expense or benefit from any special taxes or Tax Special Items. The Adjusted Tax Rate is an indicator of the taxes on our core business. The tax circumstances and effective tax rate in the specific countries where the Special Items occur will determine the impact (positive or negative) to the Adjusted Tax Rate. While the nature and amount of Tax Special Items vary from period to period, we believe our calculation of the Adjusted Tax Rate is applied consistently to all periods and, in conjunction with our GAAP effective income tax rate, the Adjusted Tax Rate provides a useful and consistent comparison of the impact that tax expense has on our Company’s performance.

The following table shows our calculation of the non-GAAP Adjusted income tax rate:

<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
GAAP Earnings before income tax provision from continuing operations	\$ 119.4	\$ 77.9	\$ 374.0	\$ 313.8
Pre-tax impact of Special Items	32.9	72.1	92.7	134.8
Non-GAAP Adjusted Earnings before income tax provision from continuing operations	\$ 152.3	\$ 150.0	\$ 466.7	\$ 448.6
GAAP Income tax provision from continuing operations	\$ 30.7	\$ 20.3	\$ 104.1	\$ 99.4
Tax Special Items ⁽¹⁾	(1.8)	1.4	(8.6)	(10.6)
Tax impact of Special Items ⁽²⁾	7.7	16.8	22.0	25.9
Non-GAAP Adjusted Income tax provision from continuing operations	\$ 36.6	\$ 38.5	\$ 117.5	\$ 114.7
GAAP Effective income tax rate	25.7 %	26.1 %	27.8 %	31.7 %
Non-GAAP Adjusted income tax rate	24.0 %	25.7 %	25.2 %	25.6 %

⁽¹⁾ For the three and nine months ended September 30, 2024 and 2023, Tax Special Items primarily reflect accruals for uncertain tax positions.

⁽²⁾ The tax rate used to calculate the tax impact of Special Items is based on the jurisdiction in which the item was recorded.

Organic and Constant Dollar Measures

In our “Net Sales by Geographic Region,” “Net Sales by Segment,” and in some of the discussions and tables that follow, we exclude the impact of foreign currency translation when presenting net sales information, which we define as “constant dollar”, and we exclude acquisitions in the first year after closing, divestiture activity from the time of sale, and the impact of foreign currency translation when presenting net sales information, which we define as “organic.” Changes in net sales excluding the impact of foreign currency translation and/or acquisition and divestiture activity are non-GAAP financial measures. As a worldwide business, it is important that we consider the effects of foreign currency translation when we view our results and plan our strategies. Nonetheless, we cannot control changes in foreign currency exchange rates. Consequently, when our management analyzes our financial results including performance metrics such as sales, cost of sales or selling, general and administrative expense, to measure the core performance of our business, we may exclude the impact of foreign currency translation by translating our current period results at prior period foreign currency exchange rates and then make adjustments for other items affecting comparability. We also may exclude the impact of foreign currency translation when making incentive compensation determinations. As a result, our management believes that these presentations are useful internally and may be useful to investors.

Refer to these specific tables presented later in our MD&A for reconciliations of these non-GAAP financial measures to their most directly comparable GAAP measures.

Free Cash Flow

In addition to net cash provided by operating activities, we use free cash flow as a useful measure of performance and an indication of the strength and ability of our operations to generate cash. We define free cash flow as cash provided by operating activities less capital expenditures (which is classified as an investing activity). Free cash flow is not defined under GAAP. Therefore, free cash flow should not be considered a substitute for net income or cash flow data prepared in accordance with GAAP and may not be comparable to similarly titled measures used by other companies. Free cash flow does not represent residual cash available for discretionary expenditures, as certain debt servicing requirements or other non-discretionary expenditures are not deducted from this measure.

Refer to the specific table presented later in our MD&A under *Analysis of Historical Cash Flow* for reconciliation of this non-GAAP financial measure to its most directly comparable GAAP measure.

Net Debt

In addition to total debt, we use Net Debt, which we define as total debt less cash and cash equivalents, as a useful measure of our total debt exposure. Net Debt is not defined under GAAP. Therefore, Net Debt should not be considered a substitute for amounts owed to creditors or other balance sheet information prepared in accordance with GAAP, and it may not be comparable to similarly titled measures used by other companies.

Refer to the specific table presented later in our MD&A under *Outstanding Indebtedness* for reconciliation of this non-GAAP financial measure to its most directly comparable GAAP measure.

Highlights of Financial Performance

Below are the highlights of our financial performance for the three and nine months ended September 30, 2024 and 2023:

(In millions, except per share amounts)	Three Months Ended September 30,			Nine Months Ended September 30,		
	2024	2023	% Change	2024	2023	% Change
Net sales	\$ 1,345.1	\$ 1,381.8	(2.7)%	\$ 4,019.8	\$ 4,111.4	(2.2)%
Gross profit	\$ 401.5	\$ 413.3	(2.9)%	\$ 1,218.3	\$ 1,236.4	(1.5)%
As a % of net sales	29.8 %	29.9 %		30.3 %	30.1 %	
Operating profit	\$ 186.3	\$ 157.6	18.2 %	\$ 576.9	\$ 543.4	6.2 %
As a % of net sales	13.9 %	11.4 %		14.4 %	13.2 %	
Net earnings from continuing operations	\$ 88.7	\$ 57.6	54.0 %	\$ 269.9	\$ 214.4	25.9 %
Gain (Loss) on sale of discontinued operations, net of tax	3.0	(1.0)	#	2.1	3.2	(34.4)%
Net earnings	\$ 91.7	\$ 56.6	62.0 %	\$ 272.0	\$ 217.6	25.0 %
Basic:						
Continuing operations	\$ 0.61	\$ 0.40	52.5 %	\$ 1.86	\$ 1.49	24.8 %
Discontinued operations	0.02	(0.01)	#	0.01	0.02	(50.0)%
Net earnings per common share - basic	\$ 0.63	\$ 0.39	61.5 %	\$ 1.87	\$ 1.51	23.8 %
Diluted:						
Continuing operations	\$ 0.61	\$ 0.40	52.5 %	\$ 1.85	\$ 1.48	25.0 %
Discontinued operations	0.02	(0.01)	#	0.02	0.02	— %
Net earnings per common share - diluted	\$ 0.63	\$ 0.39	61.5 %	\$ 1.87	\$ 1.50	24.7 %
Weighted average number of common shares outstanding:						
Basic	145.8	144.5		145.5	144.3	
Diluted	146.1	144.9		145.8	144.8	
Non-GAAP Consolidated Adjusted EBITDA from continuing operations ⁽¹⁾	\$ 276.0	\$ 284.7	(3.1)%	\$ 839.8	\$ 832.3	0.9 %
Non-GAAP Adjusted EPS from continuing operations ⁽²⁾	\$ 0.79	\$ 0.77	2.6 %	\$ 2.39	\$ 2.31	3.5 %

Denotes where percentage change is not meaningful.

⁽¹⁾ See “Non-GAAP Information” for a reconciliation of GAAP Net earnings from continuing operations to non-GAAP Consolidated Adjusted EBITDA from continuing operations.

⁽²⁾ See “Non-GAAP Information” for a reconciliation of GAAP Net earnings and diluted earnings per share from continuing operations to non-GAAP Adjusted Net Earnings and Adjusted EPS from continuing operations.

Foreign Currency Translation Impact on Condensed Consolidated Financial Results

Since we are a U.S. domiciled company, we translate our foreign currency-denominated financial results into U.S. dollars. Due to the changes in the value of foreign currencies relative to the U.S. dollar, translating our financial results from foreign currencies to U.S. dollars may result in a favorable or unfavorable impact. Historically, the most significant currencies that have impacted the translation of our condensed consolidated financial results are the euro, the Australian dollar, the Mexican peso, the Canadian dollar, the British pound, the Chinese Renminbi, the Brazilian real, the New Zealand dollar and the Argentine peso.

The following table presents the approximate favorable or (unfavorable) impact that foreign currency translation had on certain components of our condensed consolidated financial results:

<i>(In millions)</i>	Three Months Ended September 30, 2024	Nine Months Ended September 30, 2024
Net sales	\$ (4.8)	\$ (18.1)
Cost of sales	2.7	13.2
Selling, general and administrative expenses	—	1.4
Non-GAAP Adjusted EBITDA	(1.9)	8.0

Net Sales by Geographic Region

The following table presents the components of the change in net sales by geographic region for the three and nine months ended September 30, 2024 compared with 2023.

<i>(In millions)</i>	Three Months Ended September 30,							
	Americas		EMEA		APAC		Total	
2023 Net sales	\$ 908.0	65.7 %	\$ 285.4	20.7 %	\$ 188.4	13.6 %	\$ 1,381.8	100.0 %
Price	(14.0)	(1.6) %	(9.5)	(3.4) %	(2.1)	(1.1) %	(25.6)	(1.8) %
Volume ⁽¹⁾	(6.7)	(0.7) %	(7.5)	(2.6) %	7.9	4.2 %	(6.3)	(0.5) %
Total constant dollar change (non-GAAP)	(20.7)	(2.3) %	(17.0)	(6.0) %	5.8	3.1 %	(31.9)	(2.3) %
Foreign currency translation	(11.3)	(1.2) %	4.7	1.7 %	1.8	0.9 %	(4.8)	(0.4) %
Total change (GAAP)	(32.0)	(3.5) %	(12.3)	(4.3) %	7.6	4.0 %	(36.7)	(2.7) %
2024 Net sales	<u>\$ 876.0</u>	65.1 %	<u>\$ 273.1</u>	20.3 %	<u>\$ 196.0</u>	14.6 %	<u>\$ 1,345.1</u>	100.0 %

<i>(In millions)</i>	Nine Months Ended September 30,							
	Americas		EMEA		APAC		Total	
2023 Net Sales	\$ 2,695.6	65.6 %	\$ 863.9	21.0 %	\$ 551.9	13.4 %	\$ 4,111.4	100.0 %
Price	(76.2)	(2.8) %	(33.5)	(3.9) %	(4.8)	(0.9) %	(114.5)	(2.8) %
Volume ⁽¹⁾	20.6	0.7 %	(15.7)	(1.8) %	12.6	2.3 %	17.5	0.4 %
Total organic change (non-GAAP)	(55.6)	(2.1) %	(49.2)	(5.7) %	7.8	1.4 %	(97.0)	(2.4) %
Acquisition	17.2	0.7 %	4.0	0.5 %	2.3	0.4 %	23.5	0.6 %
Total constant dollar change (non-GAAP)	(38.4)	(1.4) %	(45.2)	(5.2) %	10.1	1.8 %	(73.5)	(1.8) %
Foreign currency translation	(6.6)	(0.3) %	1.7	0.2 %	(13.2)	(2.4) %	(18.1)	(0.4) %
Total change (GAAP)	(45.0)	(1.7) %	(43.5)	(5.0) %	(3.1)	(0.6) %	(91.6)	(2.2) %
2024 Net Sales	<u>\$ 2,650.6</u>	65.9 %	<u>\$ 820.4</u>	20.4 %	<u>\$ 548.8</u>	13.7 %	<u>\$ 4,019.8</u>	100.0 %

⁽¹⁾ Our volume reported above includes the net impact of changes in unit volume as well as the period-to-period change in the mix of products sold.

Net Sales by Segment

The following table presents the components of change in net sales by reportable segment for the three and nine months ended September 30, 2024 compared with 2023.

<i>(In millions)</i>	Three Months Ended September 30,					
	Food		Protective		Total Company	
2023 Net sales	\$ 893.4	64.7 %	\$ 488.4	35.3 %	\$ 1,381.8	100.0 %
Price	(12.2)	(1.4) %	(13.4)	(2.7) %	(25.6)	(1.8) %
Volume ⁽¹⁾	21.3	2.4 %	(27.6)	(5.7) %	(6.3)	(0.5) %
Total constant dollar change (non-GAAP)	9.1	1.0 %	(41.0)	(8.4) %	(31.9)	(2.3) %
Foreign currency translation	(4.6)	(0.5) %	(0.2)	— %	(4.8)	(0.4) %
Total change (GAAP)	4.5	0.5 %	(41.2)	(8.4) %	(36.7)	(2.7) %
2024 Net sales	\$ 897.9	66.8 %	\$ 447.2	33.2 %	\$ 1,345.1	100.0 %
<i>(In millions)</i>	Nine Months Ended September 30,					
	Food		Protective		Total Company	
2023 Net Sales	\$ 2,627.1	63.9 %	\$ 1,484.3	36.1 %	\$ 4,111.4	100.0 %
Price	(71.1)	(2.7) %	(43.4)	(2.9) %	(114.5)	(2.8) %
Volume ⁽¹⁾	93.0	3.5 %	(75.5)	(5.1) %	17.5	0.4 %
Total organic change (non-GAAP)	21.9	0.8 %	(118.9)	(8.0) %	(97.0)	(2.4) %
Acquisition	23.5	0.9 %	—	— %	23.5	0.6 %
Total constant dollar change (non-GAAP)	45.4	1.7 %	(118.9)	(8.0) %	(73.5)	(1.8) %
Foreign currency translation	(12.4)	(0.4) %	(5.7)	(0.4) %	(18.1)	(0.4) %
Total change (GAAP)	33.0	1.3 %	(124.6)	(8.4) %	(91.6)	(2.2) %
2024 Net Sales	\$ 2,660.1	66.2 %	\$ 1,359.7	33.8 %	\$ 4,019.8	100.0 %

⁽¹⁾ Our volume reported above includes the net impact of changes in unit volume as well as the period-to-period change in the mix of products sold.

The following net sales discussion is on a reported and constant dollar basis.

Food

Three Months Ended September 30, 2024 Compared with the Same Period in 2023

As reported, net sales increased by \$5 million, or approximately 1%, in 2024 compared with 2023. Foreign currency had an unfavorable impact of \$5 million or less than 1%. On a constant dollar basis, net sales increased by \$9 million, or 1%, in 2024 compared with 2023, primarily due to the following:

- higher volumes of \$21 million, with increases in all regions due to strength in end-market demand and competitive share gains.

This increase was partially offset by:

- unfavorable price of \$12 million, with decreases in all regions, primarily in the EMEA and Americas regions, driven by raw material cost deflation.

Nine Months Ended September 30, 2024 Compared with the Same Period in 2023

As reported, net sales increased by \$33 million, or 1%, in 2024 compared to 2023. Foreign currency had an unfavorable impact of \$12 million, or less than 1%. On a constant dollar basis, net sales increased by \$45 million, or 2%, in 2024 compared with 2023, primarily due to the following:

- higher volumes of \$93 million, with increases in all regions due to strength in end-market demand and competitive share gains; and
- \$23 million related to the Liquibox acquisition from the additional month of contributions in 2024.

These increases were partially offset by:

- unfavorable price of \$71 million, with decreases in all regions, primarily in the Americas and EMEA regions, driven by raw material cost deflation.

Protective

Three Months Ended September 30, 2024 Compared with the Same Period in 2023

As reported, net sales decreased by \$41 million, or 8%, in 2024 compared to 2023. Foreign currency had an unfavorable impact of less than \$1 million. On a constant dollar basis, net sales decreased by \$41 million, or 8%, in 2024 compared with 2023, primarily due to the following:

- lower volumes of \$28 million, with decreases in the Americas and EMEA regions, resulting from continued weakness in our industrial and fulfillment portfolios; and
- unfavorable price of \$13 million, with decreases in all regions, primarily in the Americas.

Nine Months Ended September 30, 2024 Compared with the Same Period in 2023

As reported, net sales decreased \$125 million, or 8%, in 2024 compared to 2023. Foreign currency had an unfavorable impact of \$6 million, or less than 1%. On a constant dollar basis, net sales decreased by \$119 million, or 8%, in 2024 compared with 2023, primarily due to the following:

- lower volumes of \$76 million, with decreases in all regions, primarily in the Americas and EMEA regions, resulting from continued weakness in our industrial and fulfillment portfolios; and
- unfavorable price of \$43 million, with decreases in all regions, primarily in the Americas and EMEA regions, driven by raw material cost deflation.

Cost of Sales

Cost of sales for the three and nine months ended September 30, 2024 and 2023 were as follows:

<i>(In millions)</i>	Three Months Ended September 30,		% Change	Nine Months Ended September 30,		% Change
	2024	2023		2024	2023	
Cost of sales	\$ 943.6	\$ 968.5	(2.6)%	\$ 2,801.5	\$ 2,875.0	(2.6)%
As a % of net sales	70.2 %	70.1 %		69.7 %	69.9 %	

Three Months Ended September 30, 2024 Compared with the Same Period in 2023

As reported, cost of sales decreased by \$25 million, or 3%, in 2024 compared to 2023. Cost of sales was impacted by favorable foreign currency translation of \$3 million. As a percentage of net sales, cost of sales increased 10 basis points, from 70.1% to 70.2%.

Nine Months Ended September 30, 2024 Compared with the Same Period in 2023

As reported, cost of sales decreased by \$74 million, or 3%, in 2024 as compared to 2023. Cost of sales was impacted by favorable foreign currency translation of \$13 million. As a percentage of net sales, cost of sales decreased by 20 basis points, from 69.9% to 69.7%, primarily driven by raw material cost deflation.

Selling, General and Administrative Expenses

Selling, general and administrative expenses (“SG&A”) for the three and nine months ended September 30, 2024 and 2023 were as follows:

(In millions)	Three Months Ended September 30,		% Change	Nine Months Ended September 30,		% Change
	2024	2023		2024	2023	
Selling, general and administrative expenses	\$ 187.1	\$ 181.8	2.9 %	\$ 563.8	\$ 582.6	(3.2)%
As a % of net sales	13.9 %	13.2 %		14.0 %	14.2 %	

Three Months Ended September 30, 2024 Compared with the Same Period in 2023

As reported, SG&A expenses increased by \$5 million, or 3%, in 2024 compared to 2023. The foreign currency translation impact on SG&A expenses was immaterial. On a constant dollar basis, SG&A expenses increased by \$5 million, or 3%. The increase in SG&A expenses was due to higher incentive compensation expenses and third-party consultant fees related to CTO2Grow Program initiatives, partially offset by productivity benefits including the CTO2Grow Program.

Nine Months Ended September 30, 2024 Compared with the Same Period in 2023

As reported, SG&A expenses decreased by \$19 million, or 3%, in 2024 compared to 2023. SG&A expenses were impacted by favorable foreign currency translation of approximately \$1 million. On a constant dollar basis, SG&A expenses decreased by \$17 million, or 3%. The decrease in SG&A expenses was due to productivity benefits including the CTO2Grow Program and lower expenses related to the Liquibox acquisition, including transaction and integration expenses, partially offset by higher incentive compensation expenses and third-party consultant fees related to CTO2Grow Program initiatives.

Amortization Expense of Intangible Assets

Amortization expense of intangible assets for the three and nine months ended September 30, 2024 and 2023 were as follows:

(In millions)	Three Months Ended September 30,		% Change	Nine Months Ended September 30,		% Change
	2024	2023		2024	2023	
Amortization expense of intangible assets	\$ 15.9	\$ 15.4	3.2 %	\$ 47.0	\$ 46.0	2.2 %
As a % of net sales	1.2 %	1.1 %		1.2 %	1.1 %	

Three and Nine Months Ended September 30, 2024 Compared with the Same Period in 2023

The increase in amortization expense of intangible assets was less than \$1 million in the three months ended September 30, 2024, compared to 2023.

The increase in amortization expense of intangible assets was approximately \$1 million in the nine months ended September 30, 2024, compared to 2023. The increase was primarily due to an additional month of amortization expense of Liquibox intangible assets in 2024, partially offset by lower amortization of capitalized software.

CTO2Grow Program

See Note 12, “Restructuring Activities,” for additional details regarding the Company’s restructuring programs.

In August 2023, the Sealed Air Board of Directors approved the 3-year CTO2Grow Program. The CTO2Grow Program seeks to improve the efficiency and effectiveness of our solutions-focused go-to-market organization, optimize our portfolio, streamline our supply chain footprint and drive SG&A productivity. The CTO2Grow Program aims to drive annualized savings in the range of \$140 to \$160 million by the end of 2025. The total cash cost of the CTO2Grow Program is estimated to be in the range of \$140 to \$160 million, which we expect to be incurred primarily in 2024 and 2025.

For the three and nine months ended September 30, 2024, the Company incurred cash expense including \$7 million and \$25 million of restructuring charges related to headcount reductions, respectively, and \$8 million and \$21 million of other associated costs, respectively, in connection with the CTO2Grow Program. For the three and nine months ended September 30,

2024, the Company incurred non-cash expense of \$1 million of other associated costs primarily related to the impairment of property and equipment associated with the CTO2Grow Program.

For the three and nine months ended September 30, 2023, the Company incurred cash expense of \$15 million associated with contract terminations, \$11 million of Restructuring charges and nominal other associated costs for the CTO2Grow Program. For the three and nine months ended September 30, 2023, the Company incurred non-cash expense of approximately \$34 million primarily related to the impairment of property and equipment and inventory obsolescence charges associated with the Kevothermal and plant-based rollstock business closures for the CTO2Grow Program.

For the nine months ended September 30, 2024, the CTO2Grow Program generated incremental cost benefits of \$71 million related to reductions in operating costs. For the full year 2024, we expect the CTO2Grow Program to generate incremental cost benefits of approximately \$90 million.

For the nine months ended September 30, 2024, cash outlay for restructuring and restructuring related activities for the CTO2Grow Program was \$44 million. For the full year 2024, we expect cash outlay for the CTO2Grow Program to be approximately \$65 million.

The actual timing of future costs and cash payments related to the CTO2Grow Program described above are subject to change due to a variety of factors that may cause a portion of the costs, spending and benefits to occur later than expected. In addition, changes in foreign exchange rates may impact future costs, spending, benefits and cost synergies.

Interest Expense, net

Interest expense, net includes the interest expense on our outstanding debt, as well as the net impact of capitalized interest, interest income, the effects of terminated interest rate swaps and the amortization of capitalized senior debt issuance costs and credit facility fees, bond discounts, and terminated treasury locks.

Interest expense, net for the three and nine months ended September 30, 2024 and 2023 were as follows:

<i>(In millions)</i>	Three Months Ended September 30,			Nine Months Ended September 30,		
	2024	2023	Change	2024	2023	Change
Interest expense on our various debt instruments:						
Term Loan A due March 2027	\$ 8.9	\$ 8.9	\$ —	\$ 26.7	\$ 24.4	\$ 2.3
Term Loan A2 due March 2027 ⁽¹⁾	9.0	12.7	(3.7)	30.2	31.8	(1.6)
Revolving credit facility due March 2027	0.2	3.4	(3.2)	0.7	7.4	(6.7)
4.500% Senior Notes due September 2023	—	—	—	—	1.7	(1.7)
5.125% Senior Notes due December 2024 ⁽²⁾	—	5.6	(5.6)	—	16.9	(16.9)
5.500% Senior Notes due September 2025 ⁽³⁾	—	5.6	(5.6)	11.1	16.8	(5.7)
1.573% Senior Secured Notes due October 2026	2.7	2.7	—	7.9	7.9	—
4.000% Senior Notes due December 2027	4.4	4.4	—	13.2	13.2	—
6.125% Senior Notes due February 2028 ⁽⁴⁾	12.5	12.5	—	37.3	33.1	4.2
5.000% Senior Notes due April 2029	5.5	5.4	0.1	16.4	16.3	0.1
7.250% Senior Notes due February 2031 ⁽²⁾	7.9	—	7.9	23.5	—	23.5
6.500% Senior Notes due July 2032 ⁽³⁾	6.6	—	6.6	6.8	—	6.8
6.875% Senior Notes due July 2033	7.8	7.8	—	23.4	23.4	—
Other interest expense ⁽⁵⁾	9.3	8.0	1.3	30.6	22.5	8.1
Less: capitalized interest	(3.0)	(3.5)	0.5	(9.1)	(9.3)	0.2
Less: interest income	(11.3)	(3.4)	(7.9)	(29.8)	(9.5)	(20.3)
Total	\$ 60.5	\$ 70.1	\$ (9.6)	\$ 188.9	\$ 196.6	\$ (7.7)

⁽¹⁾ On February 1, 2023, the Company used proceeds from the incremental term facility to finance in part the Liquibox acquisition. See Note 13, "Debt and Credit Facilities," for further details.

- (2) On November 20, 2023, the Company issued \$425 million of 7.250% senior notes due February 2031. The proceeds were used to repurchase the Company's 5.125% senior notes due December 2024. See Note 13, "Debt and Credit Facilities," for further details.
- (3) On June 28, 2024, the Company issued \$400 million of 6.500% senior notes due July 2032. The proceeds were used to repurchase the Company's 5.500% senior notes due September 2025. See Note 13, "Debt and Credit Facilities," for further details.
- (4) On January 31, 2023, the Company issued \$775 million of 6.125% senior notes due February 2028. The proceeds were used in part to finance the Liquibox acquisition. See Note 13, "Debt and Credit Facilities," for further details.
- (5) Other includes expense associated with borrowings under our U.S. and European accounts receivable securitization programs, accounts receivable factoring agreements, and borrowings under various lines of credit.

Other Expense, net

Gain on Liquibox final purchase price settlement

In March of 2024, we finalized the Liquibox purchase price settlement with the seller subsequent to the measurement period. The final purchase price settlement resulted in the recognition of pre-tax income of approximately \$3 million during the nine months ended September 30, 2024.

Loss on debt redemption and refinancing activities

Sealed Air recognized a pre-tax loss on debt redemption and refinancing activities of none and \$7 million during the three and nine months ended September 30, 2024, respectively, and none and \$5 million during the three and nine months ended September 30, 2023, respectively. See Note 13, "Debt and Credit Facilities," for further details.

See Note 21, "Other Expense, net," for the remaining components of Other expense, net.

Income Taxes

Our effective income tax rate for the three and nine months ended September 30, 2024 was 26% and 28%, respectively. The three and nine month periods were unfavorably impacted by accruals for uncertain tax positions.

Our effective income tax rate for the three and nine months ended September 30, 2023 was 26% and 32%, respectively. The three and nine month periods were unfavorably impacted by accruals for uncertain tax positions.

The actual annual effective tax rate could vary as a result of many factors, including but not limited to the following:

- The actual mix of earnings by jurisdiction, which could fluctuate from the Company's projection;
- The tax effects of other discrete items, including accruals related to tax contingencies, the resolution of worldwide tax matters, tax audit settlements, statute of limitations expirations and changes in tax regulations, which are reflected in the period in which they occur; and
- Any future legislative changes, and any related additional tax optimization to address these changes.

Our effective income tax rate depends upon the realization of our net deferred tax assets. We have deferred tax assets related to non-deductible interest, capitalized expenses, accruals not yet deductible for tax purposes, state and foreign net operating loss carryforwards and tax credits, employee benefit items, intangible assets and other items.

We have established valuation allowances to reduce our deferred tax assets to an amount that is more likely than not to be realized. Our ability to utilize our deferred tax assets depends in part upon our ability to carryback any losses created by the deduction of these temporary differences, the future income from existing temporary differences, and the ability to generate future taxable income within the respective jurisdictions during the periods in which these temporary differences reverse. If we are unable to generate sufficient future taxable income in the U.S. and certain foreign jurisdictions, or if there is a significant change in the time period within which the underlying temporary differences become taxable or deductible, we could be required to increase our valuation allowances against our deferred tax assets. Conversely, if we have sufficient future taxable income in jurisdictions where we have valuation allowances, we may be able to reduce those valuation allowances.

There were no significant changes in our valuation allowances for the three and nine months ended September 30, 2024 and 2023.

Net increases in unrecognized tax positions of \$2 million and \$9 million for the three and nine months ended September 30, 2024, respectively, and \$4 million and \$15 million for the three and nine months ended September 30, 2023, respectively, were primarily related to interest accruals on existing uncertain tax positions. We are not currently able to reasonably estimate the amount by which the liability for unrecognized tax positions may increase or decrease during the next 12 months as a result of current and future tax examination activity or resolution. Interest and penalties on tax assessments are included in Income tax provision on our Condensed Consolidated Statements of Operations.

Net Earnings from Continuing Operations

Net earnings from continuing operations for the three and nine months ended September 30, 2024 and 2023 are included in the table below.

<i>(In millions)</i>	Three Months Ended September 30,		% Change	Nine Months Ended September 30,		% Change
	2024	2023		2024	2023	
Net earnings from continuing operations	\$ 88.7	\$ 57.6	54.0 %	\$ 269.9	\$ 214.4	25.9 %

Three Months Ended September 30, 2024 Compared with the Same Period in 2023

Net earnings in the three months ended September 30, 2024 were unfavorably impacted by \$27 million of Special Items, primarily due to:

- restructuring and other restructuring associated costs of \$16 million (\$12 million, net of taxes);
- Liquibox intangible amortization of \$8 million (\$6 million, net of taxes); and
- foreign currency loss on highly inflationary economies of \$2 million (\$2 million, net of taxes).

Net earnings in the three months ends September 30, 2023 were unfavorably impacted by \$54 million of Special Items, primarily due to:

- restructuring and other restructuring associated costs of \$44 million (\$33 million, net of taxes);
- contract terminations related to business closure activity of \$15 million (\$11 million, net of taxes);
- Liquibox intangible amortization of \$7 million (\$6 million, net of taxes); and
- foreign currency loss on highly inflationary economies of \$5 million (\$5 million, net of taxes).

Nine Months Ended September 30, 2024 Compared with the Same Period in 2023

Net earnings in the nine months ended September 30, 2024 were unfavorably impacted by \$79 million of Special Items, primarily due to:

- restructuring and other restructuring associated costs of \$47 million (\$36 million, net of taxes);
- Liquibox intangible amortization of \$23 million (\$17 million, net of taxes);
- \$9 million of Tax Special Items, due to accruals for uncertain tax positions;
- foreign currency loss on highly inflationary economies of \$8 million (\$8 million, net of taxes); and
- loss on debt redemption and refinancing activities of \$7 million (\$5 million, net of taxes).

Net earnings in the nine months ended September 30, 2023 were unfavorably impacted by \$120 million of Special Items, primarily due to:

- restructuring and other restructuring associated costs of \$44 million (\$33 million, net of taxes);
- charges related to acquisition and divestiture activity of \$25 million (\$22 million, net of taxes);
- Liquibox intangible amortization of \$20 million (\$15 million, net of taxes);
- contract terminations related to business closure activity of \$15 million (\$11 million, net of taxes);
- \$11 million of Tax Special Items, including accruals for uncertain tax positions and utilization of excess foreign tax credits;
- Liquibox inventory step-up expense of \$11 million (\$8 million, net of taxes); and
- foreign currency loss on highly inflationary economies of \$11 million (\$11 million, net of taxes).

Adjusted EBITDA by Segment

The Company evaluates performance of the reportable segments based on the results of each segment. The performance metric used by the Company's chief operating decision maker to evaluate the performance of our reportable segments is Segment Adjusted EBITDA. We allocate and disclose depreciation and amortization expense to our segments, although depreciation and amortization are not included in the segment performance metric Segment Adjusted EBITDA. We also allocate and disclose restructuring and other charges and impairment of goodwill and other intangible assets by segment, although these items are not included in the segment performance metric Segment Adjusted EBITDA since restructuring and other charges and impairment of goodwill and other intangible assets are categorized as Special Items. The accounting policies of the reportable segments and Corporate are the same as those applied to the Condensed Consolidated Financial Statements.

See “Non-GAAP Information” for a reconciliation of GAAP net earnings from continuing operations to non-GAAP Consolidated Adjusted EBITDA from continuing operations.

The table below sets forth the Segment Adjusted EBITDA for the three and nine months ended September 30, 2024 and 2023.

<i>(In millions)</i>	Three Months Ended September 30,		%	Nine Months Ended September 30,		%
	2024	2023		2024	2023	
Food	\$ 205.9	\$ 194.3	6.0 %	\$ 600.1	\$ 580.1	3.4 %
<i>Adjusted EBITDA Margin</i>	22.9 %	21.7 %		22.6 %	22.1 %	
Protective	75.5	95.0	(20.5) %	246.8	271.3	(9.0) %
<i>Adjusted EBITDA Margin</i>	16.9 %	19.5 %		18.2 %	18.3 %	
Corporate	(5.4)	(4.6)	17.4 %	(7.1)	(19.1)	(62.8) %
Non-GAAP Consolidated Adjusted EBITDA	\$ 276.0	\$ 284.7	(3.1) %	\$ 839.8	\$ 832.3	0.9 %
<i>Adjusted EBITDA Margin</i>	20.5 %	20.6 %		20.9 %	20.2 %	

The following is a discussion of the factors that contributed to the change in Segment Adjusted EBITDA during the three and nine months ended September 30, 2024, as compared to the same period in 2023.

Food

Three Months Ended September 30, 2024 Compared with the Same Period in 2023

On a reported currency basis, Segment Adjusted EBITDA increased by \$12 million in 2024 compared to 2023. Segment Adjusted EBITDA was impacted by unfavorable foreign currency translation of \$2 million. On a constant dollar basis, Segment Adjusted EBITDA increased by \$13 million, or 7% in 2024 compared to 2023, primarily as a result of higher volume, favorable net price realization (which includes price realization less inflation on direct material, non-material and labor costs) and lower operating costs, primarily driven by productivity benefits including the CTO2Grow Program.

Nine Months Ended September 30, 2024 Compared with the Same Period in 2023

On a reported currency basis, Segment Adjusted EBITDA increased by \$20 million in 2024 compared to 2023. Segment Adjusted EBITDA was impacted by unfavorable foreign currency translation of \$3 million. On a constant dollar basis, Segment Adjusted EBITDA increased by \$23 million, or 4%, in 2024 compared to 2023, primarily as a result of higher volume and an

additional month of contributions from the Liquibox acquisition. These increases were partially offset by higher operating costs, including higher incentive compensation expense partially offset by productivity benefits from the CTO2Grow Program, and unfavorable net price realization.

Protective

Three Months Ended September 30, 2024 Compared with the Same Period in 2023

On a reported currency basis, Segment Adjusted EBITDA decreased by \$20 million in 2024 compared to 2023. Segment Adjusted EBITDA was impacted by unfavorable foreign currency translation of less than \$1 million. On a constant dollar basis, Segment Adjusted EBITDA decreased by \$19 million, or 20%, in 2024 compared to 2023, primarily as a result of lower volume and unfavorable net price realization. These decreases were partially offset by lower operating costs, primarily driven by productivity benefits including the CTO2Grow Program.

Nine Months Ended September 30, 2024 Compared with the Same Period in 2023

On a reported currency basis, Segment Adjusted EBITDA decreased by \$25 million in 2024 compared to 2023. Segment Adjusted EBITDA was impacted by unfavorable foreign currency translation of \$1 million. On a constant dollar basis, Segment Adjusted EBITDA decreased by \$24 million, or 9%, in 2024 compared to 2023, primarily as a result of lower volume and unfavorable net price realization. These decreases were partially offset by lower operating costs, primarily driven by productivity benefits including the CTO2Grow Program and cost control actions.

Corporate

Three Months Ended September 30, 2024 Compared with the Same Period in 2023

On a reported currency basis, Corporate Adjusted EBITDA decreased by less than \$1 million in three months ended September 30, 2024 compared with the same period in 2023.

Nine Months Ended September 30, 2024 Compared with the Same Period in 2023

On a reported currency basis, Corporate Adjusted EBITDA increased by \$12 million in the nine months ended September 30, 2024 compared with the same period in 2023, primarily driven by foreign currency gains in 2024 compared to foreign currency losses in 2023.

Liquidity and Capital Resources

Principal Sources of Liquidity

Our primary sources of cash are the collection of trade receivables generated from the sales of our products and services to our customers and amounts available under our existing lines of credit, including our senior secured credit facility, our accounts receivable securitization programs and access to the capital markets. Our primary uses of cash are payments for operating expenses, investments in working capital, capital expenditures, interest, taxes, stock repurchases, dividends, debt obligations, restructuring expenses and other long-term liabilities. We believe that our current liquidity position and future cash flows from operations will enable us to fund our operations, including all of the items mentioned above, in the next twelve months. We may seek to access the capital markets as we deem appropriate, market conditions permitting.

As of September 30, 2024, we had cash and cash equivalents of \$386 million, of which approximately \$334 million, or 87%, was located outside of the U.S. We believe our U.S. cash balances and committed liquidity facilities available to U.S. borrowers are sufficient to fund our U.S. operating requirements and capital expenditures, current debt obligations and dividends. The Company does not expect that, in the near term, cash located outside of the U.S. will be needed to satisfy our obligations, dividends and other demands for cash in the U.S. Of the cash balances located outside of the U.S., approximately \$18 million are in the Company's subsidiaries in Russia and Ukraine. We have no other material cash balances deemed to be trapped as of September 30, 2024.

Cash and Cash Equivalents

The following table summarizes our accumulated cash and cash equivalents:

<i>(In millions)</i>	<u>September 30, 2024</u>	<u>December 31, 2023</u>
Cash and cash equivalents	\$ 386.0	\$ 346.1

See “Analysis of Historical Cash Flow” below.

Accounts Receivable Securitization Programs

At September 30, 2024, we had total availability of \$137 million and total outstanding borrowings of \$136 million under our U.S. and European accounts receivable securitization programs. At December 31, 2023, we had \$135 million available to us and \$133 million outstanding borrowings under the programs.

Our trade receivable securitization programs represent borrowings secured by outstanding customer receivables. Therefore, the use and repayment of borrowings under such programs are classified as financing activities in our Condensed Consolidated Statements of Cash Flows. We do not recognize the cash flow within operating activities until the underlying invoices have been paid by our customer. The trade receivables that served as collateral for these borrowings are reclassified from Trade receivables, net to Prepaid expenses and other current assets on the Condensed Consolidated Balance Sheets. See Note 10, “Accounts Receivable Securitization Programs,” for further details.

Accounts Receivable Factoring Agreements

We account for our participation in our customers' supply chain financing arrangements and our trade receivable factoring program in accordance with ASC Topic 860, which allows the ownership transfer of accounts receivable to qualify for sale treatment when the appropriate criteria are met. As such, the Company excludes the balances sold under such programs from Trade receivables, net on the Condensed Consolidated Balance Sheets. We recognize cash flow from operating activities at the point the receivables are sold under such programs. See Note 11, “Accounts Receivable Factoring Agreements,” for further details.

Gross amounts received under these programs for the nine months ended September 30, 2024 were \$535 million, of which approximately \$176 million was received in the third quarter. Gross amounts received under these programs for the nine months ended September 30, 2023 were \$564 million, of which \$173 million was received in the third quarter. If these programs had not been in effect for the nine months ended September 30, 2024, we would have been required to collect the invoice amounts directly from the relevant customers in accordance with the agreed payment terms. Approximately \$167 million in incremental trade receivables would have been outstanding at September 30, 2024 if collection on such invoice amounts were made directly from our customers on the invoice due date and not through our customers' supply chain financing arrangements or our factoring program.

Lines of Credit

At September 30, 2024 and December 31, 2023, we had a \$1.0 billion revolving credit facility. We had no outstanding borrowings under the facility at September 30, 2024 and December 31, 2023. There was \$4 million and \$8 million outstanding under various lines of credit extended to our subsidiaries at September 30, 2024 and December 31, 2023, respectively. See Note 13, “Debt and Credit Facilities,” for further details.

Covenants

At September 30, 2024, we were in compliance with our financial covenants and limitations, as discussed in “Covenants” within Note 13, “Debt and Credit Facilities,” which require us, among other things, to maintain a maximum leverage ratio of debt to EBITDA of 4.50 to 1.00. At September 30, 2024, as calculated under the covenant, our leverage ratio was 3.53 to 1.00. We expect to be in continued compliance with our debt covenants, including the covenant leverage ratio, over the next 12 months.

Supply Chain Financing Program

As part of our ongoing efforts to manage our working capital and improve our cash flow, we work with suppliers to optimize our purchasing terms and conditions, including extending payment terms. We also facilitate a voluntary supply chain financing

program to provide some of our suppliers with the opportunity to sell receivables due from us (our accounts payables) to participating financial institutions at the sole discretion of both the suppliers and the financial institutions.

At September 30, 2024 and December 31, 2023, our accounts payable balances included \$164 million and \$153 million, respectively, related to invoices from suppliers participating in the program. The cumulative amounts settled through the supply chain financing program for the nine months ended September 30, 2024 were \$353 million, compared to \$265 million for the nine months ended September 30, 2023. See Note 2, "Recently Adopted and Issued Accounting Standards," for further details.

Debt Ratings

Our cost of capital and ability to obtain external financing may be affected by our debt ratings, which the credit rating agencies review periodically. Below is a table that details our credit ratings by the various types of debt by rating agency.

	Moody's Investors Service	Standard & Poor's
Corporate Rating	Ba1	BB+
Senior Unsecured Rating	Ba2	BB+
Senior Secured Rating	Baa2	BBB-
Outlook	Negative	Stable

These credit ratings are considered to be below investment grade (with the exception of the Baa2 and BBB- Senior Secured Rating from Moody's Investors Service and Standard & Poor's, respectively, which are classified as investment grade). A credit rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the rating organization. Each rating should be evaluated independently of any other rating.

Outstanding Indebtedness

At September 30, 2024 and December 31, 2023, our total debt outstanding and our non-GAAP net debt consisted of the amounts set forth in the following table.

<i>(In millions)</i>	September 30, 2024	December 31, 2023
Short-term borrowings	\$ 139.7	\$ 140.7
Current portion of long-term debt	58.1	35.7
Total current debt	197.8	176.4
Total long-term debt, less current portion ⁽¹⁾	4,334.0	4,513.9
Total debt	4,531.8	4,690.3
Less: Cash and cash equivalents	(386.0)	(346.1)
Non-GAAP net debt	\$ 4,145.8	\$ 4,344.2

⁽¹⁾ Amounts are net of unamortized discounts and debt issuance costs of \$34 million and \$37 million at September 30, 2024 and December 31, 2023, respectively. See Note 13, "Debt and Credit Facilities," for further details.

Analysis of Historical Cash Flow

The following table shows the changes in our Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2024 and 2023.

<i>(In millions)</i>	Nine Months Ended September 30,		Change
	2024	2023	
Net cash provided by operating activities	\$ 483.8	\$ 192.5	\$ 291.3
Net cash used in investing activities	(165.2)	(1,326.0)	1,160.8
Net cash (used in) provided by financing activities	(281.7)	974.2	(1,255.9)
Effect of foreign currency exchange rate changes on cash and cash equivalents	3.0	(15.5)	18.5

In addition to net cash from operating activities, we use free cash flow as a useful measure of performance and an indication of the strength and ability of our operations to generate cash. We define free cash flow as cash provided by operating activities less capital expenditures (which is classified as an investing activity). Free cash flow is not defined under GAAP. Therefore, free cash flow should not be considered a substitute for net income or cash flow data prepared in accordance with GAAP and may not be comparable to similarly titled measures used by other companies. Free cash flow does not represent residual cash available for discretionary expenditures, as certain debt servicing requirements or other non-discretionary expenditures are not deducted from this measure. We historically have generated the majority of our annual free cash flow in the second half of the year. Below are the details of non-GAAP free cash flow for the nine months ended September 30, 2024 and 2023.

<i>(In millions)</i>	Nine Months Ended September 30,		Change
	2024	2023	
Cash flow provided by operating activities	\$ 483.8	\$ 192.5	\$ 291.3
Capital expenditures	(161.1)	(185.0)	23.9
Non-GAAP free cash flow	\$ 322.7	\$ 7.5	\$ 315.2

Operating Activities

Nine Months Ended September 30, 2024 Compared with the Same Period in 2023

Net cash provided by operating activities was \$484 million in the nine months ended September 30, 2024, compared to \$193 million in 2023.

The increase in cash flow from operating activities was primarily due to \$175 million of tax deposits that were made during the second quarter of 2023 related to the resolution of certain U.S. tax matters. In addition, income tax payments were lower in 2024 compared to 2023.

Other assets and liabilities favorably impacted cash flow by \$57 million compared to 2023. This was primarily due to the impact of incentive compensation, including lower cash payments made during 2024, coupled with a higher accrual as of September 30, 2024, as compared to the prior year.

Working capital accounts (inventories, trade receivables and accounts payable) were \$8 million unfavorable in 2024 compared to 2023. There was a higher use of cash for inventory of \$116 million compared to 2023. The impact of trade receivables on cash flow from operating activities was \$61 million unfavorable compared to 2023, as a result of the year over year impact of our accounts receivable factoring program and lower collections from our customers. This was partially offset by accounts payable which was favorable by \$169 million compared to 2023, due to an increase in raw material purchases and improved payment terms during 2024 compared to the fourth quarter 2023 coupled with raw material price deflation during 2023 compared with the fourth quarter 2022.

Investing Activities

Nine Months Ended September 30, 2024 Compared with the Same Period in 2023

Net cash used in investing activities was \$165 million in 2024 compared to \$1,326 million in 2023.

The decrease in net cash used in investing activities was primarily due to acquisition activities in 2023. During the first quarter of 2023, we completed the acquisition of Liquibox for \$1,148 million, net of cash acquired, and during the second quarter of 2023, we had additional acquisition activity of \$15 million. See Note 5, "Acquisitions," for further details.

Additionally, cash used for capital expenditures in 2024 was \$161 million compared to \$185 million in 2023.

Financing Activities

Nine Months Ended September 30, 2024 Compared with the Same Period in 2023

Net cash flows from financing activities was a use of \$282 million in 2024, compared to a source of \$974 million in 2023.

During the nine months ended September 30, 2024, the decrease in cash flows from financing activities was primarily due to debt related activities. There was a net use of cash of \$178 million for debt related activities in 2024 primarily driven by principal payments on the Term Loan A due 2027. There was a net source of cash of \$1,171 million for debt related activities in the prior year primarily driven by the issuance of \$775 million 6.125% Senior Notes due 2028, less \$12 million in capitalized issuance costs, \$650 million of proceeds from Term Loan A due 2027, less \$11 million in capitalized issuance costs, and \$207 million of net proceeds from short-term borrowings, partially offset by cash outflow of \$437 million related to the extinguishment of 4.500% Senior Notes due 2023 (including an early payment premium of \$5 million).

In addition, there were no share repurchases in 2024, compared to \$80 million in the prior year.

Changes in Working Capital

<i>(In millions)</i>	September 30, 2024	December 31, 2023	Change
Working capital (current assets less current liabilities)	\$ 466.6	\$ 454.3	\$ 12.3
Current ratio (current assets divided by current liabilities)	1.3x	1.3x	
Quick ratio (current assets, less inventories divided by current liabilities)	0.8x	0.8x	

The \$12 million, or 3%, increase in working capital during the nine months ended September 30, 2024 was primarily due the following:

- increase in cash and cash equivalents of \$40 million;
- increase in trade receivables, net of \$36 million, primarily due to the timing of collections; and
- increase in inventories, net of \$33 million, due to the rebuild of inventory after the seasonal year-end reductions.

The increases in working capital were partially offset by:

- increase in accounts payable of \$36 million, due to seasonal raw material purchases and payment term improvement initiatives;
- decrease in income tax receivables of \$25 million;
- increase in current portion of long-term debt of \$22 million; and
- increase in other current liabilities of \$13 million, reflecting higher accruals for incentive compensation, partially offset by lower volume rebate accruals.

Changes in Stockholders' Equity

The \$222 million, or 40%, increase in stockholders' equity in the nine months ended September 30, 2024 was primarily due to the following:

- net earnings of \$272 million;
- stock issued for profit sharing contribution paid in stock of \$25 million;
- the effect of share-based incentive compensation of \$16 million, including the impact of share-based compensation expense and netting of shares to cover the employee tax withholding amounts;
- the recognition of pension items within AOCL of \$3 million; and
- unrealized gains on derivative instruments of \$1 million.

These increases were partially offset by:

- dividends paid on our common stock and dividend equivalent accruals related to unvested equity awards of \$88 million; and
- cumulative translation adjustment loss of \$7 million.

Derivative Financial Instruments

Interest Rate Swaps

The information set forth in Part I, Item 1 of this Quarterly Report on Form 10-Q in Note 14, “Derivatives and Hedging Activities,” under the caption “Interest Rate Swaps” is incorporated herein by reference.

Net Investment Hedge

The information set forth in Part I, Item 1 of this Quarterly Report on Form 10-Q in Note 14, “Derivatives and Hedging Activities,” under the caption “Net Investment Hedge” is incorporated herein by reference.

Other Derivative Instruments

The information set forth in Part I, Item 1 of this Quarterly Report on Form 10-Q in Note 14, “Derivatives and Hedging Activities,” under the caption “Other Derivative Instruments” is incorporated herein by reference.

Foreign Currency Forward Contracts

At September 30, 2024, we were party to foreign currency forward contracts, which did not have a significant impact on our liquidity.

The information set forth in Part I, Item 1 of this Quarterly Report on Form 10-Q in Note 14, “Derivatives and Hedging Activities,” under the caption “Foreign Currency Forward Contracts Designated as Cash Flow Hedges” and “Foreign Currency Forward Contracts Not Designated as Hedges” is incorporated herein by reference. For further discussion about these contracts and other financial instruments, see Part I, Item 3, “Quantitative and Qualitative Disclosures About Market Risk.”

Recently Issued Statements of Financial Accounting Standards, Accounting Guidance and Disclosure Requirements

We are subject to recently issued statements of financial accounting standards, accounting guidance and disclosure requirements. Note 2, “Recently Adopted and Issued Accounting Standards,” which is contained in Part I, Item 1 of this Quarterly Report on Form 10-Q, describes these new accounting standards and is incorporated herein by reference.

Critical Accounting Policies and Estimates

There have been no material changes in our critical accounting policies and estimates from those disclosed in our 2023 Form 10-K. For a discussion of our critical accounting policies and estimates, refer to “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies and Estimates” in Part II, Item 7 of our 2023 Form 10-K.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risk from changes in the conditions in the global financial markets, interest rates, foreign currency exchange rates and commodity prices and the creditworthiness of our customers and suppliers, which may adversely affect our consolidated financial condition and results of operations. We seek to minimize these risks through regular operating and financing activities and, when deemed appropriate, through the use of derivative financial instruments. We do not purchase, hold or sell derivative financial instruments for trading purposes.

Interest Rates

From time to time, we may use interest rate swaps, collars or options to manage our exposure to fluctuations in interest rates. At September 30, 2024, we had no outstanding interest rate swaps, collars or options.

The information set forth in Part I, Item 1 of this Quarterly Report on Form 10-Q in Note 14, "Derivatives and Hedging Activities," under the caption "Interest Rate Swaps," is incorporated herein by reference.

See Note 15, "Fair Value Measurements, Equity Investments and Other Financial Instruments," for details of the methodology and inputs used to determine the fair value of our fixed rate debt. The fair value of our fixed rate debt varies with changes in interest rates. Generally, the fair value of fixed rate debt will increase as interest rates fall and decrease as interest rates rise. A hypothetical 10% increase in interest rates would result in a decrease of \$81 million in the fair value of the total debt balance at September 30, 2024. These changes in the fair value of our fixed rate debt do not alter our obligations to repay the outstanding principal amount or any related interest of such debt.

Foreign Exchange Rates

Operations

As a large global organization, we face exposure to changes in foreign currency exchange rates. These exposures may change over time as business practices evolve and could materially impact our consolidated financial condition and results of operations in the future. See Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations," above for the impacts that foreign currency translation had on our operations.

Argentina

Economic and political events in Argentina have exposed us to heightened levels of foreign currency exchange risks and the fluctuations in foreign exchange rates on the Argentine peso continue to impact our financial results. As of July 1, 2018, Argentina was designated as a highly inflationary economy. We recognized a remeasurement loss of \$2 million and \$8 million in the three and nine months ended September 30, 2024, respectively, and a remeasurement loss of \$5 million and \$11 million in the three and nine months ended September 30, 2023, respectively, within Other expense, net on the Condensed Consolidated Statements of Operations, related to the designation of Argentina as a highly inflationary economy under GAAP. See Note 1, "Organization and Basis of Presentation," for additional information. For the three and nine months ended September 30, 2024, less than 2% of our consolidated net sales were derived from our products sold in Argentina. As of September 30, 2024, our net assets included \$29 million of cash and cash equivalents domiciled in Argentina and our Argentina subsidiary had cumulative translation losses of \$22 million.

Russia

Recent fluctuations of the ruble have exposed us to heightened levels of foreign currency exchange risks. For the three and nine months ended September 30, 2024, approximately 1% of our consolidated net sales were derived from products sold in Russia. As of September 30, 2024, our net assets included \$16 million of cash and cash equivalents domiciled in Russia and our Russia subsidiary had cumulative translation losses of \$48 million.

Foreign Currency Forward Contracts

We use foreign currency forward contracts to fix the amounts payable or receivable on some transactions denominated in foreign currencies. A hypothetical 10% adverse change in foreign exchange rates at September 30, 2024 would have caused us to pay approximately \$54 million to terminate these contracts. Based on our overall foreign exchange exposure, we estimate this change would not materially affect our financial position and liquidity. The effect on our results of operations would be substantially offset by the impact of the hedged items.

Our foreign currency forward contracts are described in Note 14, "Derivatives and Hedging Activities," which is incorporated herein by reference.

Net Investment Hedge

In February 2023, we repaid the €400.0 million 4.500% senior notes issued in June 2015, which were previously designated as a net investment hedge against the foreign currency exposure of a portion of our net investment in certain Euro functional currency subsidiaries.

In the first quarter of 2023, we entered into a series of cross-currency swaps with a combined notional amount of \$433 million. Each of these cross-currency swaps were designated as net investment hedges of the Company's foreign currency exposure of its net investment in certain Euro-functional currency subsidiaries with Euro-denominated net assets, and the Company pays a fixed rate of Euro-based interest and receives a fixed rate of U.S. dollar interest. The Company has elected the spot method for assessing the effectiveness of these contracts. The maturity date for this series of cross-currency swaps is February 1, 2028. We recognized less than \$1 million and \$2 million of interest income related to these contracts, which is reflected within Interest expense, net on the Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2024 and 2023, respectively.

For derivative instruments that are designated and qualify as hedges of net investments in foreign operations, settlements and changes in fair values of the derivative instruments are recognized in Unrealized gain or loss on net investment hedges, a component of AOCL, net of taxes, to offset the changes in the values of the net investments being hedged. Any portion of the net investment hedge that is determined to be ineffective is recorded in Other expense, net on the Condensed Consolidated Statements of Operations.

Other Derivative Instruments

We may use other derivative instruments from time to time to manage exposure to foreign exchange rates and to access international financing transactions. These instruments can potentially limit foreign exchange exposure by swapping borrowings denominated in one currency for borrowings denominated in another currency.

Outstanding Debt

Our outstanding debt is generally denominated in the functional currency of the borrower. We believe that this enables us to better match operating cash flows with debt service requirements and to better match the currency of assets and liabilities. The U.S. dollar equivalent amount of outstanding debt denominated in a functional currency other than the U.S. dollar was \$146 million and \$131 million at September 30, 2024 and December 31, 2023, respectively.

Customer Credit

We are exposed to credit risk from our customers. In the normal course of business, we extend credit to our customers if they satisfy pre-defined credit criteria. We maintain an allowance for credit losses on trade receivables for estimated losses resulting from the failure of our customers to make required payments. An additional allowance may be required if the financial condition of our customers deteriorates. Our customers may default on their obligations to us due to bankruptcy, lack of liquidity, operational failure or other reasons.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

We maintain disclosure controls and procedures, as defined in Rule 13a-15 under the Securities Exchange Act of 1934, as amended, or the Exchange Act, that are designed to ensure that information required to be disclosed in our reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that our employees accumulate this information and communicate it to our management, including our Chief Executive Officer (our principal executive officer) and our Chief Financial Officer (our principal financial officer), as appropriate, to allow timely decisions regarding the required disclosure. In designing and evaluating the disclosure controls and procedures, our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only "reasonable assurance" of achieving the desired control objectives, and management necessarily must apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, we carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures under Rule 13a-15. Our management, including our Chief Executive Officer and Chief Financial Officer, supervised and participated in this evaluation. Based upon that evaluation and as of the end of the period covered by this report, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the "reasonable assurance" level.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting during the quarter ended September 30, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The information set forth in Item 1 of Part I of this Quarterly Report on Form 10-Q in Note 18, "Commitments and Contingencies," under the caption "Environmental Matters" is incorporated herein by reference. See also Part I, Item 3, "Legal Proceedings," of our 2023 Form 10-K.

Item 1A. Risk Factors

Reference is made to Part I, Item 1A, "Risk Factors," in our 2023 Form 10-K for information concerning risks that may materially affect our business, financial condition or results of operations. There have been no significant changes to our risk factors since December 31, 2023.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(c) Issuer Purchases of Equity Securities

The table below sets forth the total number of shares of our common stock, par value \$0.10 per share, that we repurchased in each month of the quarter ended September 30, 2024, the average price paid per share and the maximum approximate dollar value of shares that may yet be purchased under our publicly announced plans or programs.

Period	Total Number of Shares Purchased ⁽¹⁾	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Announced Plans or Programs	Maximum Approximate Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs ⁽¹⁾
Balance as of June 30, 2024				\$ 536,509,713
July 1, 2024 through July 31, 2024	—	\$ —	—	536,509,713
August 1, 2024 through August 31, 2024	—	\$ —	—	536,509,713
September 1, 2024 through September 30, 2024	—	\$ —	—	536,509,713
Total	—		—	\$ 536,509,713

⁽¹⁾ On August 2, 2021, the Board of Directors approved a new share repurchase program of \$1.0 billion. This program has no expiration and replaced the previous authorization. It does not obligate us to repurchase any specified amount of shares and remains subject to the discretion of the Board of Directors. As of September 30, 2024, there was \$537 million remaining under the currently authorized repurchase program. From time to time we acquire shares by means of open-market transactions, including through plans complying with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, and privately negotiated transactions, including accelerated share repurchase programs, or other methods, pursuant to our publicly announced program described above, subject to market or other conditions, covenants in our senior secured credit facility and applicable regulatory requirements.

Item 5. Other Information

During the three months ended September 30, 2024, no director or officer (as defined in Rule 16a-1(f) of the Exchange Act) of the Company adopted, modified or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

Item 6. Exhibits

Exhibit Number	Description
3.1	<u>Unofficial Composite Amended and Restated Certificate of Incorporation of the Company as currently in effect. (Exhibit 3.1 to the Company's Registration Statement on Form S-3, Registration No. 333-108544, is incorporated herein by reference.)</u>
3.2	<u>Amended and Restated By-Laws of the Company as currently in effect. (Exhibit 3.1 to the Company's Current Report on Form 8-K, Date of Report October 19, 2023, File No. 1-12139, is incorporated herein by reference.)</u>
31.1	<u>Certification of Patrick M. Kivits pursuant to Rule 13a-14(a), dated November 7, 2024.</u>
31.2	<u>Certification of Dustin J. Semach pursuant to Rule 13a-14(a), dated November 7, 2024.</u>
32	<u>Certification of Patrick M. Kivits and Dustin J. Semach pursuant to 18 U.S.C. § 1350, dated November 7, 2024.</u>
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained within Exhibit 101)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Sealed Air Corporation

Date: November 7, 2024

By: /S/ Dustin J. Semach
Dustin J. Semach
President and Chief Financial Officer
(Duly Authorized Officer)

CERTIFICATIONS

I, Patrick M. Kivits, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Sealed Air Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/S/ PATRICK M. KIVITS

Patrick M. Kivits
Chief Executive Officer

Date: November 7, 2024

CERTIFICATIONS

I, Dustin J. Semach, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Sealed Air Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/S/ DUSTIN J. SEMACH

Dustin J. Semach

President and Chief Financial Officer

Date: November 7, 2024

**Certification Pursuant to
18 U.S.C. Section 1350,
as Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report on Form 10-Q of Sealed Air Corporation (the “Company”) for the quarterly period ended September 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), Patrick M. Kivits, as Chief Executive Officer of the Company, and Dustin J. Semach, as President and Chief Financial Officer of the Company, each hereby certifies pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By:

/S/ PATRICK M. KIVITS

Patrick M. Kivits

Chief Executive Officer

Date: November 7, 2024

By:

/S/ DUSTIN J. SEMACH

Dustin J. Semach

President and Chief Financial Officer

Date: November 7, 2024