

SEALED AIR CORPORATION
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

October 17, 2024

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Sealed Air Corporation (the “Corporation”) is appointed by the Board to:

1. identify individuals qualified to become Board members, consistent with criteria approved by the Board, recommend to the Board director nominees for the next annual meeting of stockholders and fill vacancies or newly-created directorships at other times;
2. provide oversight of the corporate governance affairs of the Board and the Corporation, including developing and recommending to the Board the Corporate Governance Guidelines for the Corporation;
3. assist the Board in overseeing the Corporation’s efforts with respect to environmental, social and governance (“ESG”) matters material to the Corporation, including the Corporation’s ESG programs, policies and practices relating to environmental and governance matters;
4. assist the Board in evaluating the Board and its committees; and
5. recommend to the Board the compensation of non-management directors.

Committee Membership

The Committee shall consist of no fewer than three members. The members of the Committee shall meet the independence requirements of the New York Stock Exchange.

The Board shall appoint and may remove the members and the Chair of the Committee with or without cause. The members of the Committee shall serve at the pleasure of the Board.

Committee Meetings and Procedures

The Committee shall meet as often as necessary or appropriate, but no less than twice a year. The Committee shall meet in executive session at least once per year without any members of management present. The Committee Chair may ask members of management or others to attend all or any portion of any meeting or to provide relevant information in written form.

The Committee Chair shall be responsible for scheduling all meetings of the Committee; however, a majority of the members of the Committee may call a special meeting of the Committee. The Committee Chair shall preside at the meetings of the Committee. In the absence of the Committee Chair, the majority of the members of the Committee present at the meeting shall appoint a member to preside at the meeting. A majority of the members of the Committee shall constitute a

quorum for doing business. Any action of a majority of the members of the Committee present at any meeting at which a quorum is present shall be an action of the Committee. Meetings may be held in person or by means of a conference telephone or communications equipment by means of which all persons participating in the meeting can hear each other at the same time. The Committee may also act by unanimous written consent without a meeting. The Committee may form and delegate authority to subcommittees and may act by unanimous written consent.

The Committee shall keep regular minutes of its proceedings and shall make regular reports to the Board.

Committee Authority and Responsibilities

The Committee shall:

1. Monitor the composition of the Board to provide that it contains a reasonable balance of professional interests, business experience, financial expertise, independent directors and diversity (including by considering in self-assessments and director searches attributes deemed valuable to the Corporation such as, among others, diversity of age, gender, international background, race, ethnicity and specialized experience); consider the qualifications of Board members; identify individuals qualified to become Board members, consistent with criteria approved by the Board; evaluate prospective nominees identified by the Committee or by other Board members, management (including considering the recommendation made by the Chair of the Board with respect to each Board candidate), stockholders or other sources; recommend to the Board, as appropriate, for the next annual meeting of stockholders or to fill vacancies or newly-created directorships at other times, Board membership changes and nominees to maintain or achieve the balance that the Committee determines to be appropriate.
2. Complete customary vetting procedures and background checks with respect to individuals suggested for potential Board membership by the Corporation's stockholders or other sources.
3. Review and make recommendations to the Board concerning the size, structure and composition of the Board and its committees, including committee membership and Chairs, responsibilities and charters, and the expertise of Board and committee members, and make recommendations to the Board concerning the effectiveness of the Board and its committees. The Committee shall work with the Chair of the Board to recommend membership of the committees and the selection of the committee Chairs.
4. Review proposals submitted by the Corporation's stockholders for inclusion in the Corporation's proxy materials and recommend to the Board appropriate action.
5. At least annually, review the compensation of the Corporation's non-management directors and make recommendations to the Board with respect thereto.

6. Recommend to the Board an annual performance evaluation process for the Board and its standing committees and oversee the process that the Board and its standing committees use to conduct annual performance evaluations.
7. Oversee the corporate governance affairs of the Corporation, including the Board's leadership structure, and, at least annually, review and assess the adequacy of the Corporate Governance Guidelines of the Corporation and recommend any proposed changes to the Board for approval.
8. Support the Board and coordinate with other Board committees, as applicable, in overseeing the Corporation's management of ESG matters material to the Corporation, including the assessment of related risks and opportunities, by receiving regular updates from management, and the review of the responsibilities and practices of the Board and its committees with respect to oversight of such matters.
9. Support the Board with respect to overseeing the Corporation's ESG programs, policies and practices relating to environmental and governance matters, including reviewing the Corporation's sustainability and climate-related goals and objectives, the Corporation's performance against these goals and objectives, as well as other relevant and appropriate ESG and corporate responsibility scorecards and rankings.
10. Support the Board and coordinate with other Board committees, as applicable, in overseeing the Corporation's management with respect to stockholder engagement activities, assessment of stockholder feedback received and review of proxy advisory firm recommendations as relevant regarding corporate governance, sustainability and other ESG-related matters.
11. Coordinate with other Board committees for the review of the Corporation's material external ESG disclosures and reports and make recommendations to the Board regarding such disclosures and reports.
12. Review and recommend to the Board proposed changes to the Corporation's certificate of incorporation and by-laws.
13. Consider potential conflicts of interest involving the Corporation and members of the Board and executive officers of the Corporation as such questions arise and make recommendations to the Board concerning standards for director independence and the determination of the independence of all non-management directors. If any conflict of interest or potential conflict of interest involving the Corporation and an executive officer of the Corporation is also deemed an Interested Transaction involving a Related Person under the Corporation's Related-Person Transactions Policy and Procedures, then the Audit Committee will address the matter and make all determinations under the Corporation's Code of Conduct, the Code of Ethics for Senior Financial Executives and the Related-Person Transactions Policy and Procedures in consultation with the Committee as the Audit Committee deems appropriate.

14. Recommend to the Board the stock ownership guidelines applicable to members of the Board and monitor compliance with the guidelines that have been approved by the Board.
15. Establish, or identify and provide access to, director orientation and continuing education programs for members of the Board.
16. Upon a change in employment status of a director, the existence or occurrence of circumstances that may adversely reflect upon the director, or in the event that a director does not receive a majority of the votes cast in favor of his or her election at any uncontested meeting of stockholders for the election of directors, review, as appropriate and in light of the then current Board policies, as reflected in the Corporate Governance Guidelines, and the Bylaws, the continued Board membership of such director and make a recommendation to the whole Board.
17. Perform such other duties as are assigned by the Board.

Consultants and Advisors

The Committee shall have the sole authority to retain and terminate any consulting or search firm to be used to identify director candidates or evaluate issues related to the compensation of directors and shall have sole authority to approve the fees payable to such firm and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Corporation shall provide appropriate funding for payment of fees to such firms and advisors.

Evaluation of the Committee

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall review and evaluate its own performance annually.