

**SEALED AIR CORPORATION  
PEOPLE & COMPENSATION COMMITTEE CHARTER**

**October 17, 2024**

**Purpose**

The People & Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Sealed Air Corporation (the “Corporation”) is appointed by the Board to:

1. assist the Board in providing oversight of the Corporation’s people programs, policies, and practices including with respect to talent attraction, retention, and development, as well as culture, engagement, diversity, equity, and inclusion initiatives, and other matters related to human capital management;
2. assist the Board in providing oversight of the Corporation’s environmental, social and governance (“ESG”) programs, policies and practices relating to social matters; and
3. assist the Board in fulfilling its responsibilities relating to executive compensation programs, policies, and practices as set forth below.

**Committee Membership**

The Committee shall consist of no fewer than three members each of whom (1) shall meet the independence requirements of the New York Stock Exchange (“NYSE”) and the Securities and Exchange Commission (“SEC”) and (2) shall qualify as a “non-employee director” as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

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 four times a year. 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 of the Committee or management when appropriate. The Committee shall keep regular minutes of its proceedings and make regular reports to the Board.

## **Committee Authority and Responsibilities**

### Human Capital Programs, Policies & Practices; Social Matters:

1. *Human Capital:* Support the Board, other Board committees as applicable, and the Corporation's management with respect to: (a) the Corporation's people programs, policies, and practices including with respect to talent attraction, retention, and development, as well as culture, employee engagement, diversity, equity, and inclusion initiatives, and other matters related to human capital management in furtherance of the Corporation's ESG-related strategies, and (b) reviewing with management the Corporation's objectives and progress with respect to the foregoing.
2. *Succession Planning:* At least annually review and make recommendations to the Board regarding the succession plan for the CEO and review periodically management's succession plans for other key officers and employees and plans for the selection, recruitment, retention and development of qualified individuals.
3. *Executive Officer Evaluation:* Oversee the annual evaluation of executive officers and consider and make recommendations to the Board regarding the selection and retention of all executive officers of the Corporation.
4. *Social Matters:* Support the Board in overseeing the Corporation's ESG programs, policies and practices relating to social matters. In coordination with the Nominating and Corporate Governance Committee, review the Corporation's material external disclosure regarding social matters.

### Compensation Programs, Policies and Practices:

1. *Compensation Philosophy:* Establish the Corporation's executive compensation philosophy and provide oversight of the Corporation's policies, processes, and procedures for consideration and determination of executive officer compensation.
2. *Chief Executive Officer Compensation:* At least annually, review and recommend the Board approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those corporate goals and objectives, including conducting an annual review of the performance and compensation of the CEO with the other non-management members of the Board, and determine and recommend the Board approve the CEO's salary and other items of compensation (including base salary level, cash and equity-based short- and long-term incentive compensation, severance arrangements, and any special or supplemental benefits or prerequisites) based on such evaluation, review and consider in determining the long-term incentive component of CEO compensation the Corporation's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Corporation's CEO in past years.

3. *Other Executive Officer Compensation:* At least annually, review and approve the salary and other items of compensation (including base salary level, cash and equity-based short- and long-term incentive compensation, severance arrangements, and any special or supplemental benefits or prerequisites) of the executive officers of the Corporation other than the CEO.
4. *Peer Group:* Review and approve the peer group and other data sources for benchmarking CEO and executive officer pay and review CEO and executive officer pay competitiveness relative to industry benchmarks.
5. *Incentive Compensation and Equity-Based Plans:* Administer, implement, and monitor the Corporation's incentive compensation plans and equity-based plans, and review, approve, and, when appropriate, recommend to the Board for approval, incentive compensation plans and equity-based plans, which authority and responsibilities include amending and terminating such plans.
6. *Executive Officer Compensation Agreements:* Review and approve employment agreements, severance agreements and change in control agreements for all executive officers other than CEO, which will be reviewed and recommended to the Board for approval.
7. *Stock Ownership Guidelines:* Oversee compliance with stock ownership guidelines applicable to the Corporation's executive officers and other key executives and periodically review and, as appropriate, adopt changes to such guidelines.
8. *Retirement Plans:* Perform the duties and responsibilities of the Board under the Corporation's 401(k) and Profit-Sharing Plan and any other retirement plan qualified under Section 401(a) of the Internal Revenue Code that the Corporation sponsors (except, with respect to the 401(k) and Profit-Sharing Plan, any and all authority to determine the amount and form of any annual contribution to such plan, which authority shall be retained by the Board but may be based on the recommendation of the Committee).

Governance and Reporting:

9. *Compensation Discussion and Analysis:* Review and discuss with the Corporation's management the Compensation Discussion and Analysis ("CD&A") to be included in the Corporation's proxy statement or Annual Report on Form 10-K, and based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.
10. *Committee Report:* Produce the annual report of the Committee for inclusion in the Corporation's proxy statement in compliance with the rules and regulations of the SEC.
11. *Compensation-Related Stockholder Voting Matters:* Review and make recommendations to the Board regarding matters to be presented for a vote of the Corporation's stockholders that relate to executive compensation, including non-binding stockholder advisory votes on executive compensation and the frequency of such nonbinding advisory votes, and the

actions to be taken in response to such votes, and the requirement under NYSE rules that, with limited exceptions, stockholders approve equity compensation plans.

12. *Stockholder Outreach:* Monitor and participate in communications and engagement efforts with stockholders and proxy advisory firms on executive compensation matters.
13. *Risk Management:* Review the Corporation's incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation, and evaluate, monitor, and adopt compensation policies and practices that could mitigate any such risk, including clawback policies.
14. *Clawback Policy.* Administer and oversee the Company's compliance with the compensation recovery policy required by applicable SEC and NYSE rules.

The Committee shall also perform such other duties as are assigned by the Board.

### **Consultants and Advisors**

The Committee shall have authority to retain or obtain advice and assistance from any advisors including compensation consultants, legal counsel or other advisors it deems appropriate or necessary to carry out its duties hereunder, but only after considering such factors as may be required by the NYSE or applicable rules of the SEC with respect to advisor independence. The Committee shall be responsible for the appointment, retention, compensation, and oversight of any advisor, and shall have sole authority to approve the terms and conditions of an engagement—including the right to terminate the relationship. The Corporation must provide for appropriate funding, as determined by the Committee, for timely payment of compensation to any advisor retained by the Committee. Prior to selecting each advisor, and annually thereafter, the Committee will evaluate the independence of such advisor.

### **Evaluation of the Committee**

The Committee shall review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval. The Committee shall annually review and evaluate its own performance and report the results of such review to the Nominating and Corporate Governance Committee.