Morgan Stanley

Non-Deal Roadshow December 14-15, 2022



SEE Accelerating to High Quality Growth Company

Automation, Digital and Sustainability Packaging Solutions

Ted Doheny, President & CEO Susan Yang, VP SEE Automation Finance Leader & Treasurer

IR Contact: Brian Sullivan, Exec-Director Assistant Treasurer and Investor Relations. Brian.c.sullivan@Sealedair.com

Safe Harbor and Regulation G Statement

Forward-looking Statements

This presentation contains "forward-looking statements" within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical facts included in this presentation regarding our strategies, prospects, financial condition, operations, costs, plans and objectives are forward-looking statements. Examples of forward-looking statements include, among others, statements we make regarding expected future operating results, the SEE Operating Model growth targets, expectations regarding the results of restructuring and other programs, expectations regarding the results of business strategies and transformations, anticipated levels of capital expenditures and expectations of the effect on our financial condition of claims, litigation, environmental costs, contingent liabilities and governmental and regulatory investigations and proceedings. Forward-looking statements are subject to risks and uncertainties, many of which are outside our control, which could cause actual results to differ materially from these statements. For information about some of those risks and uncertainties, see the "Risk Factors" section appearing in our most recent Annual Report on Form 10-K, and as revised and updated by our Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Any forward-looking statement speaks only as of the date on which it is made, and we undertake no obligation to publicly update such statement.

Non-U.S. GAAP Financial Measures

Our management uses non-U.S. GAAP financial measures to evaluate the Company's performance, which exclude items we consider unusual or special items. We believe that the use of non-U.S. GAAP measures helps investors to gain a better understanding of core operating results and future prospects, consistent with how management measures and forecasts the Company's performance, especially when comparing such results to previous periods or forecasts. Please see Sealed Air's November 1, 2022 earnings press release and the appendix of this presentation for important information about the use of non-U.S. GAAP financial measures relevant to this presentation, including applicable reconciliations to U.S. GAAP financial measures. Information reconciling forward-looking U.S. GAAP measures to non-U.S. GAAP measures is not available without unreasonable effort. Values in this presentation are approximate due to rounding. Additionally, the individual components of bridges or the individual quarterly components presented in the current or prior quarter earnings presentation may not sum to the full year amount due to rounding.

Website Information - Please visit our website Sealedair.com

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

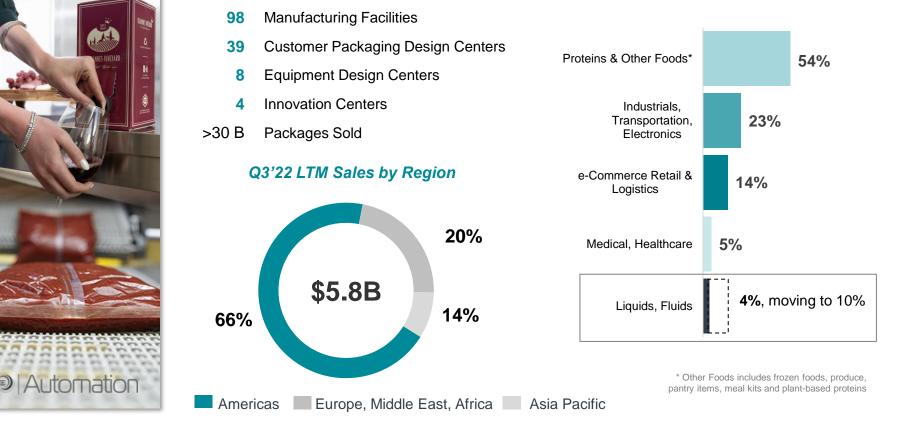
SEE Company Overview

16,500

Employees



Q3'22 LTM Sales by End Market





Vision:

To become a world class company partnering with our customers on automation, digital and sustainability packaging solutions

Purpose:

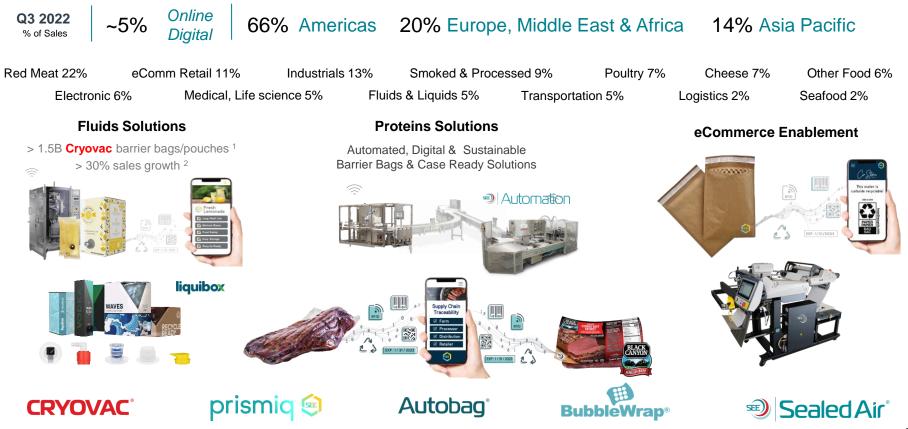
We are in business to protect, to solve critical packaging challenges, and to make our world better than we find it.



SEE Automation + Digital + Sustainability Growing Faster than Markets

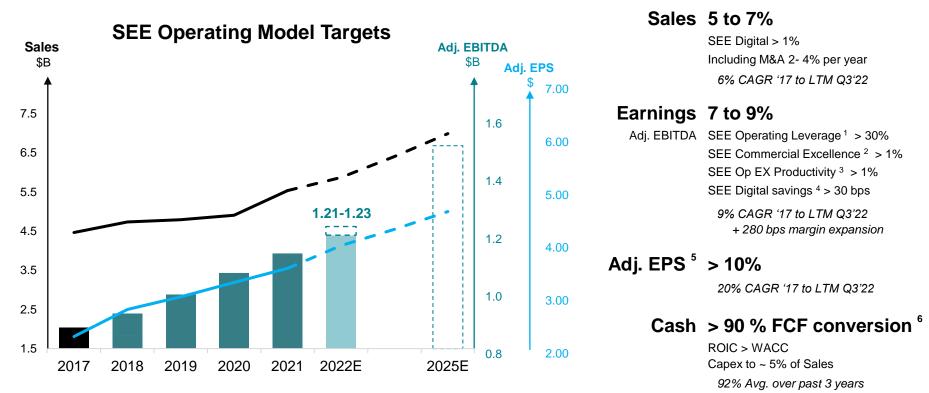


SEE Solutions designed with < 3 year customer payback



SEE Operating Model ... Accelerating towards World-Class

SEE Automation + Digital + Sustainability pivoting to high quality growth company



¹ Operating Leverage (Earnings / Growth) = YoY change in Earnings / YoY change in Sales

² Adj. EBITDA contribution from volume growth and net price realization, as % of Sales. Net Price Realization defined as YoY Price less inflation on Direct Material, Non-Material and Labor costs

³ SEE Op EX Productivity expressed as % of Total Cost excl. D&A ⁴ SEE Digital savings > 30 bps of sales by 2025, included in Productivity metric

⁵ Adj. EPS calculated using diluted weighted average number of shares outstanding ⁶ FCF Conversion: Free





SEE Automation

Drive customer savings with < 3-year payback Achieve > \$1B automation revenue by 2025 Fuel growth with 3-10x+ Solutions multiplier over equipment life cycle SEE Automation SM transforming processes and connecting to customers

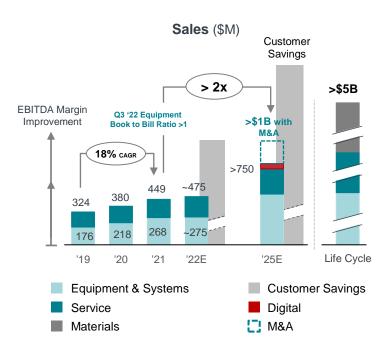




SEE Automation Powering through Supply Chain Challenges



Capacity expansion, automation and innovation to drive unprecedented growth



"We are moving the business to you because where you are taking the business and what that will mean for us."



Q3 2022 Equipment & Services up 5% YoY in constant dollar

Automation demand remains strong

Q3 Bookings continue to outpace revenue

Supply challenges and deteriorating FX affect revenue recognition Expect to deliver ~\$475M for the year

Attack recessionary pressure in our global markets by **taking share** through leadership in automation

Releasing bottlenecks to drive growth in Q4 through 2023

Investing to double capacity in the next 3 years Partner with suppliers to expand components sourcing options Re-engineer equipment design to replace hard-to-source parts Innovate to bring new automation solutions



SEE Automation + Digital + Sustainability creating competitive advantage



Digital

Connected Solutions > 1% incremental revenue Digital Commerce > 80% transacted online by 2027 Operational Transformation > 30 bps margin improvement

Digital Transformation – SEE to the Internet

New customer acquisition and market penetration fuels our sales and earnings growth

Digital Packaging prismiq 🤤

Improved service levels Value through connection solutions New business models

Digital Commerce - My SEE

World-class customer experience Scaled marketing Expanded selling reach

SEE Operational Excellence

Globally connected Touchless order fulfillment Streamlined printing processes Operational and productivity savings

>1% Incremental Revenue

80% Transacted Online by 2027

30 bps SEE Digital Savings



prismiq 🗐 Digital Packaging Creates New Revenue Opportunities

\$10B+ new addressable market opportunities created by bringing digital value to packaging

Connected Packaging

Supply Chair Traceability

EXP:1/31/2023

Powerful digital marketing tool to capture new advertising and promotion revenue streams

\$6B+ Market ¹ **10% CAGR**



\$1B+ Market ³ 7% CAGR

Digital Printing

\$2B+ Market ² 12% CAGR

New print capabilities with improved service levels to drive new customer acquisition and expanded printed packaging offerings

Design Services

EXP:1/31/2023

Reach new customers and markets with
online design for custom packaging solutions





SEE Automation + Digital + Sustainability creating competitive advantage



SEE Leading the Way in Sustainability

SEE Net Positive Circular Ecosystem 50% recycled/renewable content ¹ 100% designed for recyclability/reusability Net Zero Carbon (CO2) Emissions by 2040 in our operations ²

SEE Net Positive Circular Ecosystem



now live on sealedair.com

Solve Critical Packaging Challenges

Delivers Performance

In Business to Protect

Designed for Personal Experience

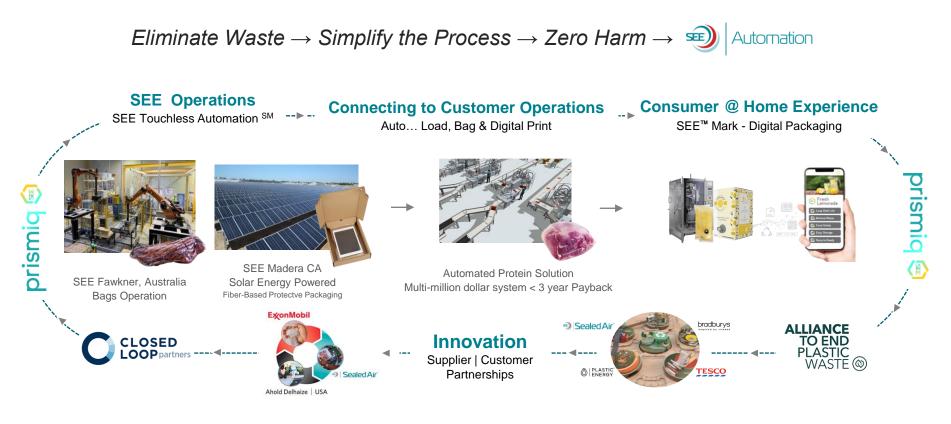
Make the world better than we find it

Improves Quality of Life

ledA

SEE Net Positive Circular Ecosystem

Best solutions, at the right price, make them sustainable





SEE Operating Model Targets Sales Adi. EBITDA \$B 7.00 7.5 16 6.00 6.5 14 5.5 5.00 1.21 - 1.23 4.5 1.2 4.00 3.5 1.0 3.00 2.5 15 2 00 0.8 2025E 2018 2019 2020 2021 2022E 2017

Operational Excellence

SEE Operational Excellence

SEE Operating Leverage¹ > 30% SEE Commercial Excellence² > 1% SEE Op EX Productivity³ > 1% Zero Harm, On-time every time, Productivity > Inflation, Flawless Quality

¹ Operating Leverage (Earnings / Growth) = YoY change in Earnings / YoY change in Sales

² Adj. EBITDA contribution from volume growth and net price realization, as % of Sales. Net Price Realization defined as YoY Price less inflation on Direct Material, Non-Material and Labor costs ³ SEE Op EX Productivity expressed as % of Total Cost excl. D&A

Purpose Driven Capital Allocation Powering the SEE Operating Engine

Creating Economic Value Add (EVA) for our stakeholders, SEE ROIC Best in Class

Invest & Acquire to Accelerate Growth

Accretive M&A to drive 2 to 4% revenue growth annually Accelerate SEE Automation, equipment & services (Automated Packaging) Digital packaging and printing, eCommerce (prismiq, Foxpak) Fluids & Liquids, sustainable solutions (Liquibox) Automation, digital, sustainability & geographies (MGM, Deltaplam) Portfolio realignment, proactive management (Reflectix)

Innovation and SEE Ventures

Disruptive technology & entrepreneurial business models to Innovate faster Advancing sustainable & circular solutions

2022 Capital Expenditures Outlook ~\$235M

SEE Touchless Automation, digital, sustainability for growth & productivity Investing ~25% in circularity & net-zero carbon emission goals ~9% in Touchless Automation & ~9% in Digital ~45% growth ~45% maintenance ~10% cost/productivity Capex as % of sales ~5% as we drive margin expansion

Returning Capital to Shareholders

Net Leverage, FCF Conversion

Q3'22 Net Debt / Adj EBITDA 2.7x Projected leverage post Liquibox 3.5x going to < 3 in 24 months 2022 FCF Conversion¹ Outlook 77% - 82%

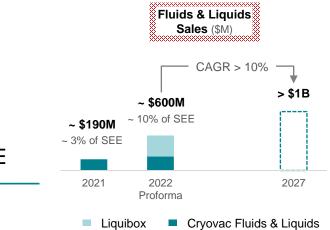
Dividend

Q3²2 Cash dividend \$29M or \$0.20 per share Dividend payout ratio² ~19%

Share Repurchase

Repurchased 4.5M shares for \$280M YTD Sep 30, 2022 \$616M remaining under current authorization Opportunistic strategy on share repurchases





Pivoting to High Quality Growth Company

Liquibox Acquisition

Fluids: Strategic High Growth & Margin Segment for SEE

Acquisition multiple of 10x post cost synergy Multiple reduction of ~5x by Yr. 3 Accretive to Adj. EPS by Year 1¹ \$1B net incremental enterprise value by 2027

SEE Acquisition of Liquibox

Accelerates growth of Cryovac Fluids & Liquids Business

The fastest growing, most profitable business of SEE

CRYOVAC°

liquibox



Combined Growth & Earnings Potential to Fuel SEE Operating Engine

Market driven, sustainable packaging solutions for \$3 Trillion Fluids & Liquids industry



Scale & technology in films, bags and equipment

High Strategic Value

Attractive Growth Potential

Strengths in automation and digital Bag-i

Bag-in-Box technology leadership

Liquipure

Acquiring new strategic capabilities in Fluids & Liquids packaging Complements Cryovac technology in bag-making and barrier films, Increased exposure to CPG companies, wine and beverage makers, and QSRs

Fluids & Liquids flexibles, notably Bag-in-Box is a fast-growing, profitable area Leveraging the secular tailwinds in e-commerce and strong opportunity in retail, QSR, healthcare Sustainability innovation for growth by automating and converting rigids to flexibles



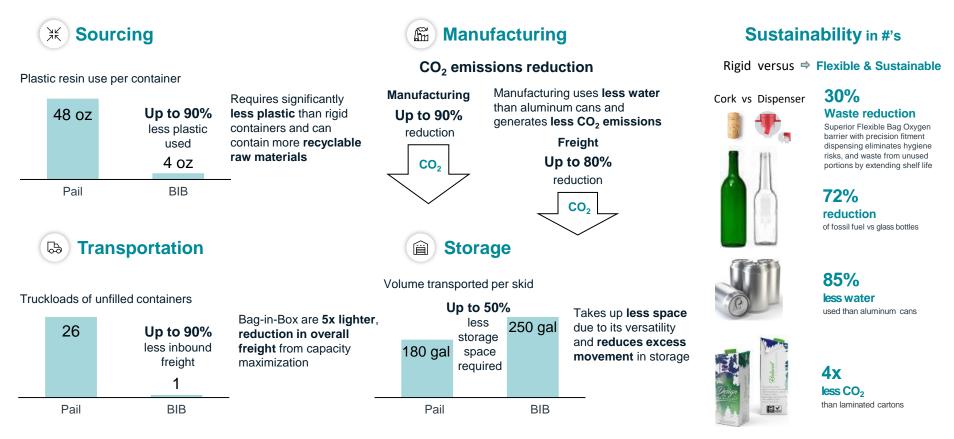
2022E \$362 M



Innovation in fitments & dispensers

Sustainability Benefits of Bag-in-Box Packaging Solutions

Creating significant savings and sustainability benefits over rigid packaging for fluids



Source: Grand View Research Bag-in-Box container Market Analysis Report

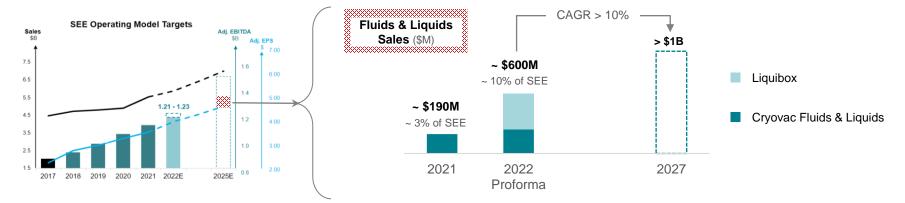


Liquibox Acquisition will Fuel SEE Operating Engine



Liquibox acquisition creates potential for over \$1B net incremental enterprise value by 2027

	Revenue CAGR	EV / Adj. EBITDA Acquisition Multiple	EV/ Adj. EBITDA Reduction by Yr. 3	Adj. EPS Accretion	Run-Rate Cost Synergies
SEE Operating Model	5 to 7% 6% 2017 to LTM Q3 '22			EPS CAGR > 10% 20% CAGR '17 to LTM Q3 '22	
APS	7%	12.7x	Reduction of ~6x	Accretive Yr. 1 ¹ \$0.07 / share	Targeted: ~\$15M in Yr. 3 Achieved target in Yr. 1.5
Liquibox (with synergies)	6 to 8%	13.5x	Reduction of ~ 5x	Accretive Yr. 1 ¹	Targeted: ~\$30M in Yr. 3



2022 Outlook and Initial Thoughts for 2023

SEE Operating Engine powering through 2023

Net Sales \$5.65 to \$5.75B

Up 2% to 4% Organic up 7% to 9% FX Impact ~(4%) Acq/Div Impact, net¹ ~(\$35M)

Adj. EBITDA \$1.21B to \$1.23B

Up 7% to 9% FX Impact ~(4%) Margin ~21%

Adj. EPS \$4.05 to \$4.15

Up 14% to 17% D&A ~\$245M Interest Exp, Net ~\$165M Effective Tax rate ~25.5%

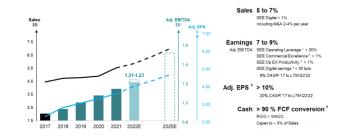
Free Cash Flow \$460 to \$500M

Capex ~\$235M Cash Taxes² ~\$190M Restructuring ~\$25M

2022 Outlook

- Pressures on volume growth
- Inflationary pressures continue
- Supply disruptions persist
- + SEE Automation equipment & systems sales
- + Share gain acceleration
- + SEE Operating Engine performing

SEE Operating Model



2023 Outlook

- M&A 4%+ from Liquibox³
- SEE Automation & Digital growth
- Share gain acceleration
- Food resilient through cycles
- + SEE Operating Engine > 30% leverage
- Industrial & Fulfilment market pressures

¹ Includes Reflectix divestiture completed Nov 2021 (Protective segment), partially offset by FoxPak acquisition completed Feb 2022 (Food segment)

² Cash tax payments reflects earnings growth, unfavorable impact of previous U.S. tax reform, and a \$17M tax payment on Reflectix divestiture gain

³ Subject to receipt of regulatory approval and customary closing conditions

Our 4P'S[™] of Reinventing SEE[™]

Automation + Digital + Sustainability creating significant EVA for our stakeholders

People + Digital: SEE Caring High-performance Growth Culture

Power of operating as One SEE driving productivity, swarming challenges and opportunities Value creation drives rewards; talent strategies to develop, retain and attract the best and brightest Leadership for diversity, equity and inclusion (DEI); environmental, social, governance (ESG) excellence

Performance: World-class

Outperform the markets we serve with our **SEE Operating Engine** Best service, "at the table" and "On-line" with our customers, creating references Purpose driven capital allocation to maximize value for shareholders and society

Platforms: Best Solutions, Right Price, Make Them Sustainable

Leading solutions: equipment & systems • service • high-performance materials • automation **SEE Automation**[™]: "doing more with less by investing and working smarter" Significant customer savings driving paybacks less than three years

Processes: SEE Operating Engine

Zero Harm, on-time every time, productivity > inflation, flawless quality Eliminate waste \rightarrow simplify process \rightarrow remove people from harm's way \rightarrow automate "touchless" Data \rightarrow Information \rightarrow Direction \rightarrow Results ... "you get what you measure"

Sustainability: Make Our World Better Than We Find It

SEE Net Positive Circular Ecosystem driving environmental, social and governance (ESG) excellence Pledge 100% recyclable or reusable, 50% recycled or renewable content by 2025 SEE leading industry with net-zero carbon emissions goal by 2040





Appendix

U.S. GAAP Summary & Reconciliations

Liquibox is a Pioneer Innovator in Bag-in-Box

Market driven fluids & liquids solutions and systems, disrupting rigid containers





Provider of a full range of turnkey Bag-in-Box and fitment solutions

To preserve and protect food, beverages and other fluids



A Global leader in sustainability and innovation

Best Bag-in-Box performance, bag converting and fitment technology



Trusted partner to a Blue-chip customer base Long term, loyal and diverse customer base



Strong revenue growth and earnings track record

Multiple organic and inorganic levers for future value creation





Liquibox Global Operations Footprint





Source: Internal Estimates. Note: Revenue breakdown by region and segment based on 2021A; Gross Profit as of LTM Q2 2022.

Liquibox Enables SEE Entry into Fast-Growing, Resilient End-Markets

SEE gains a long term, loyal and diverse blue-chip customer base

Consumer Goods & e-commerce

Liquibox's eCommerce ready

Bag-in-Box solution is designed to lower cost, improve productivity, extend shelf life and enhance customer brands. Now augmented with digital packaging



Disposable urn-liners deliver **hygienic** protection and operational improvements. Liquipure[™] recycleready solutions for syrup concentrate dramatically improves sustainability of QSR operations

liquibox

Quick Service Restaurants (QSR)



Sustainability – Disrupting Rigids

Flexible packaging has inherent **sustainability features** that make it a great choice for customers to improve their environmental footprint

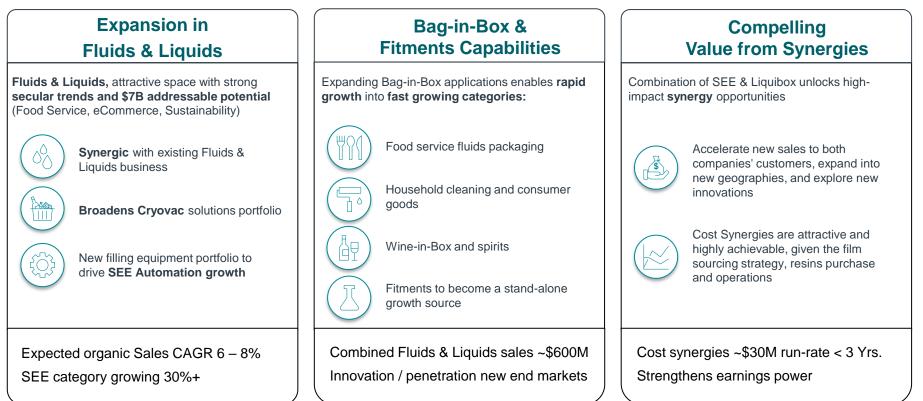




Combination of SEE & Liquibox is Highly Attractive

Acquisition will create a new competitive area to broaden Cryovac breadth and increase resilience





Liquibox Transaction Presents an Attractive Financial Case



liquibox	SEE to acquire 100% ownership of Liquibox 2022 forecast revenues \$362M and Adj. EBITDA of \$85M, 18 global locations, 1,300 employees
Purchase Price	Purchase price of \$1.15B on a cash free-debt free basis EV / Adj. 2022E EBITDA multiple of 13.5x and a multiple of 10x after including cost synergies
Cost Synergies Accelerated Growth	Annual run-rate cost synergies of ~\$30M (8% of revenues) Large scale film operations footprint, joint resin purchases, SEE operational excellence and SG&A efficiencies Significant growth opportunities Cross selling, geographic levers, new sustainable solutions, and extending SEE Automation capabilities to fluids & liquids
Financing	100% cash consideration financed by a combination of cash-on-hand and new long-term debt financing Pro forma net debt to Adj. EBITDA expected to be ~3.5x at closing Strong pro forma free cash flow generation expected to rapidly de-lever in 12-18 months
Financial Impact	Immediately accretive to SEE Operating Engine through growth and margin profile Forecasted to reduce EV / Adj. EBITDA purchase multiple by 5x by Year 3 through organic growth and cost synergies Accretive to Adj. EPS by Year 1, excluding Purchase Accounting
Closing	Transaction is subject to receipt of regulatory approval and customary closing conditions Anticipated closing in the first quarter of 2023

Strong Strategic Rationale to Drive Automation, Digital and Sustainability



Complementary capabilities and operations - Compelling Financial Profile – Platform For Value Creation



Become a leader in fluids & liquids packaging

Combination of Cryovac® and Liquibox industry-leading capabilities and technologies



Complements SEE[™] position in the attractive fluids & liquids business, the fastest growing area for SEE Increase penetration into growing end-markets (QSR, e-commerce, wine-in-box, healthcare, industrials)



Highly resilient business model benefitting from a strong, Blue-Chip customer base



Fuels SEE digital transformation and automation offerings



Immediately accretive to SEE growth and margin



Compelling and achievable cost synergy of ~\$30M

Additional opportunities for growth through cross-selling, geographic expansion and new innovation



High degree of cultural fit, purpose and high-performance and sustainability driven organizations

liquibox

Q3 2022 Results – Earnings Continue to Exceed SEE Operating Model



SEE Operating Engine powering through tough markets

Sales	Earnings	Earnings / Share	Cash		
Net Sales	Adj. EBITDA	Adj. EPS	Free Cash Flow		
\$1.4B	\$293M	\$0.98	\$137M		
Flat as reported	Up 8% as reported	Up 14% as reported	Q3'21: \$223M		
Up 5% constant currency	Up 12% constant currency	Up 19% constant currency	Capex up 19%		

Sales and Earnings growth in a challenging environment Serving more resilient end-markets

Q3 2022 YoY Sales Performance

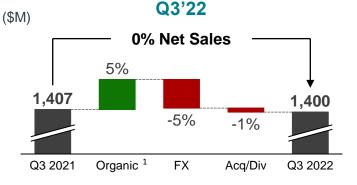
SED

SEE delivered constant dollar growth across all regions

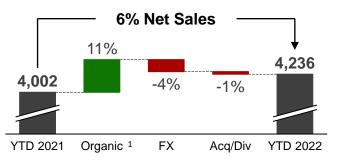
(\$M)	Seg	ments	Regions					
	SEE	Food	Protective	Americas	EMEA	Asia Pacific		
Sales	\$1,400	\$830	\$571	\$930	\$276	\$194		
As Reported Change	0%	4%	-6%	3%	-6%	-5%		
Constant Dollar Change	5%	9%	-2%	4%	7%	5%		
Organic Change	5%	9%	0%	5%	7%	5%		
% of Sales	100%	59%	41%	66%	20%	14%		

SEE Q3 and YTD Performance

Productivity and Price Realization driving margin expansion



Sept'22 YTD



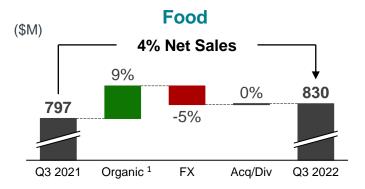
• SEE Q3'22 sales benefit from solid organic growth, up 5%

- Q3 Adj EBITDA of \$293M, *up 8%* as reported, *up 12%* constant dollar
- Adj EBITDA margin of 20.9%, up 170 bps
- Margin expansion driven by productivity and Net Price Realization² offsetting profit impact on lower volumes and FX
- SEE Sept'22 YTD sales benefit from solid organic growth, up 11%
- YTD Adj EBITDA of \$913M, *up 14%* as reported, *up 17%* constant dollar
- Adj EBITDA margin of 21.6%, up 150 bps
- Margin expansion driven by productivity and Net Price Realization² offsetting profit impact on lower volumes, higher operating costs and FX



Q3'22 Segment Performance

Productivity and Price Realization driving margin expansion



Operation <t

- Food Q3 sales benefit from strong organic growth, up 9%, despite supply chain driven volume declines and food retail weakness
- Q3 Adj. EBITDA of \$185M, *up* 9% as reported, *up* 14% constant dollar
- Adj. EBITDA margin of 22.3%, up 110 bps
- Margin expansion driven by productivity and Net Price Realization² offsetting profit impact on lower volumes and FX headwinds
- Protective Q3'22 organic sales *flat* despite end market declines and overall demand pressure
- Q3 Adj. EBITDA of \$109M, *up* 7% as reported, *up* 12% constant dollar
- Adj. EBITDA margin of 19.2%, up 230 bps
- *Margin expansion* driven by productivity and Net Price Realization² offsetting profit impact on lower volumes and FX headwinds



YTD Free Cash Flow



Investing in Capex, increase in inventory due to higher material costs and strategic stock builds

(\$M)	Nine Months	Ended Sep 30,
	2022	2021
Adjusted EBITDA	913	802
Interest payments, net of interest income	(124)	(132)
Income tax payments, net of refunds	(134)	(75)
Reinvent SEE, restructuring & assoc. payments	(19)	(16)
Change in trade working capital, net ¹	(343)	(105)
Change in other assets/liabilities	27	(96)
Cash flow provided by operating activities	321	378
Capital expenditures	(184)	(155)
Free Cash Flow	137	223

Leverage inventory position to drive near term growth

U.S. GAAP Summary & Reconciliations



Historical performance

	Three Months Ended Sep. 30,					Year Ended Dec. 31,								
		2022		2021		2021		2020	020		2018			2017
(\$M, except tax rate and per share data) Net Sales	\$	1,400.4	\$	1,406.7	\$	5,533.8	\$	4,903.2	\$	4,791.1	\$	4,732.7	\$	4,461.6
Pre-tax Earnings from Continuing Operations		184.0	Ŧ	154.4	•	716.2	*	626.2	*	370.3	•	457.8	*	393.3
Net Earnings from Cont. Ops.		132.6		107.8		491.2		484.1		293.7		150.3		62.8
EPS from Cont. Ops. (Diluted)	\$	0.91	\$	0.71	\$	3.22	\$	3.10	\$	1.89	\$	0.94	\$	0.33
Effective Tax Rate		27.9%		30.2%		31.4%		22.7%		20.7%		67.2%		84.0%
Operating Cash Flow	\$	107.9	\$	178.0	\$	709.7	\$	737.0	\$	511.1	\$	428.0	\$	424.4
U.S. GAAP Net earnings from Cont. Ops.	\$	132.6	\$	107.8	\$	491.2	\$	484.1	\$	293.7	\$	150.3	\$	62.8
Interest expense, net		40.9		42.4		167.8		174.4		184.1		177.9		184.2
Income tax provision		51.4		46.6		225.0		142.1		76.6		307.5		330.5
Depreciation and amortization, net of adjustments		59.4		55.2		232.2		216.5		184.5		159.0		158.3
Special Items														
Restructuring charges		0.6		2.4		14.5		11.0		41.9		47.8		12.1
Other restructuring associated costs		1.6		5.4		16.5		19.5		60.3		15.8		14.3
Fx loss due to high inflationary economies		2.2		0.9		3.6		4.7		4.6		2.5		-
Loss on debt redemption and refinancing activities		-		14.7		18.6		-		16.1		1.9		-
Fair value gain on equity investments		-		(6.6)		(6.6)		(15.1)		-		-		-
Impairment of debt investments		-		-		8.0		-		-		-		-
Novipax settlement agreement		-		-		-		-		59.0		-		-
Charges related to acquisition and divestiture activity		0.3		0.8		2.6		7.1		14.9		34.2		84.1
Gain on sale of Reflectix		-		-		(45.3)		-		-		-		-
Other Special Items		3.6		1.0		3.5		6.8		29.1		(7.4)		(13.0)
Pre-tax impact of Special Items		8.3		18.6		15.4		34.0		225.9		94.8		97.5
Non-U.S. GAAP Adj EBITDA from Cont. Ops.	\$	292.6	\$	270.6	\$	1,131.6	\$	1,051.1	\$	964.8	\$	889.5	\$	833.3

LTM Adjusted EBITDA and Adjusted Tax Rate

(\$M)	Sep. 30, 2022	Jun. 30, 2022	Three Months Ended Mar. 31, 2022	Dec. 31, 2021	Sept. 30, 2021
U.S. GAAP Net earnings from continuing operations	<u> </u>	<u>114.4</u>	149.6	<u>169.0</u>	<u>107.8</u>
Interest expense, net	40.9	39.5	38.9	40.2	42.4
Income tax provision	51.4	42.7	59.4	78.0	46.6
Depreciation and amortization	59.4	56.4	63.2	61.9	55.2
Special Items:					
Restructuring charges	0.6	3.5	0.5	10.0	2.4
Other restructuring associated costs	1.6	3.8	3.1	1.0	5.4
Foreign currency exchange loss due to high inflationary economies	2.2	2.7	1.0	0.7	0.9
Loss on debt redemption and refinancing activities	-	10.5	0.7	3.9	14.7
Impairment loss / fair value (gain) on equity investments	-	16.1	15.5	-	(6.6)
Impairment of debt investments	-		-	8.0	-
Gain on sale of Reflectix	-	-	-	(45.3)	-
Charges related to acquisition and divestiture activity	0.3	(0.2)	(0.9)	0.7	0.8
Other Special Items	3.6	4.0	(4.1)	1.6	1.0
Pre-tax impact of Special Items	8.3	40.4	15.8_	(19.4)	18.6
Non-U.S. GAAP Total Company Adjusted EBITDA	292.6	293.4	326.9	329.7	270.6
Last twelve months Adjusted EBITDA	1,242.7	1,220.6	1,190.3	1,131.6	1,080.6
U.S. GAAP Earnings before income tax provision	184.0	157.1	209.0	247.0	154.4
Pre-tax impact of Special items	8.3	40.4	15.8	(19.4)	18.6
Non-U.S. GAAP Adjusted Earnings before income tax provision	192.3	197.5	224.8	227.6	173.0
U.S. GAAP Income tax provision	51.4	42.7	59.4	78.0	46.6
Tax Special Items	(3.6)	(3.1)	(6.7)	(8.9)	(7.5)
Tax impact of Special Items	1.5	9.2	4.0	(9.4)	4.0
Non-U.S. GAAP Adjusted Income Tax Provision	49.3	48.8	56.7	59.7	43.1
U.S. GAAP Effective income tax rate	27.9%	27.2%	28.4%	31.6%	30.2%
Non-U.S. GAAP Adjusted income tax rate	25.6%	24.7%	25.2%	26.2%	24.9%

U.S. GAAP Summary & Reconciliations

	Three	Months End	ed Sep	tember 30,	Nine Months Ended September 30,				
	2022			2021		2022	2021		
(\$M, except tax rate and per share data)									
Net Sales	\$	1,400.4	\$	1,406.7	\$	4,236.0	\$	4,002.3	
Pre-tax Earnings from Continuing Operations		184.0		154.4		550.1		469.2	
Net Earnings from Continuing Operations		132.6		107.8		396.6		322.2	
EPS from Continuing Operations (Diluted)	\$	0.91	\$	0.71	\$	2.68	\$	2.10	
Effective Tax Rate		27.9%		30.2%		27.9%		31.3%	
Operating Cash Flow	\$	107.9	\$	178.0	\$	320.8	\$	377.5	

	Three Months Ended September 30,									Nine Months Ended September 30,						
	2022			2021			2022				2021					
(\$M, except per share data)	Net Earnings Dilute		Diluted EPS		Net	Net Earnings Diluted EPS		Net Earnings		Diluted EPS		Net Earnings		Diluted EPS		
U.S. GAAP net earnings and diluted EPS from cont. Operations	\$	132.6	\$	0.91	\$	107.8	\$	0.71	\$	396.6	\$	2.68	\$	322.2	\$	2.10
Special Items		10.4		0.07		22.1		0.15		63.3		0.43		50.7		0.33
Non-U.S. GAAP Adj net earnings and adj diluted EPS	\$	143.0	\$	0.98	\$	129.9	\$	0.86	\$	459.9	\$	3.11	\$	372.9	\$	2.43
Weighted average common shares outstanding - Diluted				146.6				151.4				147.8				153.2

Q3 '22 Net Debt / Adjusted EBITDA

\$ 1,243
\$ 3,639
 (249)
\$ 3,390
 2.7
_

U.S. GAAP Reconciliations – Sales, EBITDA and EPS CAGR

_	LTM September 30, 2022		Yea Dec	CAGR	
(In USD millions, except per share data)					
Net Sales	\$	5,767.5	\$	4,461.6	6%
U.S. GAAP net earnings from continuing operations		565.6		62.8	
Net impact of Special Items		62.2		279.8	
Non-U.S. GAAP adjusted net earnings		627.8		342.6	
Non-U.S. GAAP adjusted EPS from continuing operations	\$	4.23	\$	1.81	20%
Non-U.S. GAAP Consolidated Adjusted EBITDA	\$	1,242.7	\$	833.3	9%
Non-U.S. GAAP Consolidated Adjusted EBITDA as % of Sales		21.5%		18.7%	

FCF Conversion

(\$M)				
·	2019	2020	2021	3 Year Average
Cash flow provided by operating activities	511.1	737.0	709.7	
Capital Expenditures	<u>(189.7)</u>	<u>(181.1)</u>	<u>(213.1)</u>	
Free Cash Flow	\$ 321.4	\$ 555.9	\$ 496.6	\$ 458.0
U.S. GAAP net earnings from continuing operations	293.7	484.1	491.2	
Special Items	145.0	<u>14.3</u>	<u>49.6</u>	
Non-U.S. GAAP adjusted net earnings from continuing operations	\$ 438.7	\$ 498.4	\$ 540.8	\$ 492.6
FCF Conversion ¹	73%	112%	92 %	92%

Components of Change in Net Sales

By segment and region

		Three Months Ended September										
	Food				Protective				Total Company			
2021 N	let Sales	\$	797.4	5	6.7%	\$	609.3	43	.3% \$		1,406.7	100.0%
Price			100.8	1	2.6%		75.6	12	.4%		176.4	12.5%
	(28.4)		(3	3.5)%		(74.0)	(12.1)%			(102.4)	(7.2)%	
Total organic change (non-U.S. GAAP)		72.4			9.1%		1.6	0.3%		74.0		5.3%
Acquisition (Div	1.8			0.2%		1.5) (1.9)%		9)%	(9.7)		(0.7)%	
Total constant dollar change												
(non-U.S. GAAP)			74.2		9.3%		(9.9)	(1.	6)%		64.3	4.6%
Foreign currency translation			(41.8)		5.2)%	(28		(4.8)%			(70.6)	(5.0)%
Total change (U.S. GAAP)			32.4		4.1%	(38.7)	(6.	4)%		(6.3)	(0.4)%
2022 Net Sales		\$	829.8	59.3%		\$ 5	70.6	<u>'0.6</u> 40.7%			1,400.4	100.0%
		Americas				e Months Ended September 30,						
(\$M)	(\$M)			EME		Α		APAC			Total	
2021 Net Sales	\$	907.4	64.5%	\$	295.0	21.0%	\$	204.3	14.5%	\$	1,406.7	100.0%
Price		129.1	14.2%		35.8	12.1%		11.5	5.6%		176.4	12.5%
Volume ¹		(84.0)	(9.2)%		(16.6)	(5.6)%		(1.8)	(0.9)%		(102.4)	(7.2)%
Total organic change												
(non-U.S. GAAP)		45.1	5.0%		19.2	6.5%		9.7	4.7%		74.0	5.3%
(Divestiture) Acquisition		(11.5)	(1.3)%		1.8	0.6%		-	-%		(9.7)	(0.7)%
Total constant dollar change (non-												
U.S. GAAP)		33.6	3.7%		21.0	7.1%		9.7	4.7%		64.3	4.6%
Foreign currency translation		(10.6)	(1.2)%		(40.0)	<u>(13.5)</u> %		(20.0)	(9.7)%		(70.6)	(5.0)%
Total change (U.S. GAAP)		23.0	2.5%		(19.0)	(6.4)%		(10.3)	(5.0)%		(6.3)	(0.4)%
2022 Net Sales	\$	930.4	66.4%	\$	276.0	19.7%	\$	194.0	13.9%	\$	1,400.4	100.0%

. . .

¹ Volume includes the net impact of changes in unit volume as well as the period-to-period change in the mix of products sold