

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549  
**Form 10-K**

(Mark One)

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

For the fiscal year ended December 31, 2022

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)

2415 Cascade Pointe Boulevard

Charlotte North Carolina

(Address of principal executive offices)

65-0654331

(I.R.S. Employer  
Identification Number)

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

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

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes  No

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. (Check one):

Large Accelerated Filer  Accelerated filer  Emerging growth company

Non-accelerated filer  Smaller reporting company

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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

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

As of the last business day of the registrant's most recently completed second fiscal quarter, June 30, 2022, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was approximately \$8,341,837,257, based on the closing sale price as reported on the New York Stock Exchange.

There were 143,961,618 shares of the registrant's common stock, par value \$0.10 per share, issued and outstanding as of February 15, 2023.

**DOCUMENTS INCORPORATED BY REFERENCE:**

Portions of the registrant's definitive proxy statement for its 2023 Annual Meeting of Stockholders are incorporated by reference into Part III of this Form 10-K.

# 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 safe harbor provisions of the Private Securities Litigation Reform Act of 1995 concerning our business, consolidated financial condition, results of operations and cash flows. The Securities and Exchange Commission (“SEC”) encourages companies to disclose forward-looking statements so that investors can better understand a company’s future prospects and make informed investment decisions. Forward-looking statements are subject to risks and uncertainties, many of which are outside our control, which could cause actual results to differ materially from these statements. Therefore, you should not rely on any of these forward-looking statements. Forward-looking statements can be identified by such words as “anticipate,” “believe,” “plan,” “assume,” “could,” “should,” “estimate,” “expect,” “intend,” “potential,” “seek,” “predict,” “may,” “will” and similar references to future periods. All statements other than statements of historical facts included in this report regarding our strategies, prospects, financial condition, operations, costs, plans and objectives are forward-looking statements. Examples of forward-looking statements include, among others, statements we make regarding expected future operating results, expectations regarding the results of restructuring and other programs, expectations regarding future impacts resulting from the Liquibox acquisition, 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.

Please refer to Part I, Item 1A, “Risk Factors” for important factors that we believe could cause actual results to differ materially from those in our forward-looking statements. Any forward-looking statement made by us in this report is based only on information currently available to us and speaks only as of the date on which it is made. We undertake no obligation to publicly update any forward-looking statements, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise.

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 the acquisition of Liquibox within the expected time frames, greater than expected costs or difficulties related to the integration of Liquibox, consumer preferences, the effects of animal and food-related health issues, the effects of epidemics or pandemics, including the Coronavirus Disease 2019 (COVID-19), negative impacts related to the ongoing conflict between Russia and Ukraine and related sanctions, export restrictions and other counteractions thereto, 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, the tax benefit associated with the Settlement agreement (as defined in Part I, Item 1A, “Risk Factors”), regulatory actions and legal matters, and the other information referenced in Part I, Item 1A, “Risk Factors.” Any forward-looking statement made by us is based only on information currently available to us and speaks only as of the date on which it is made. We undertake no obligation to publicly update any forward-looking statements, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise.

# PART I

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## Item 1. Business

### The Company: SEE

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

Sealed Air Corporation (“SEE”, “Sealed Air”, or the “Company”, also referred to as “we”, “us”, or “our”) is a leading global provider of packaging solutions integrating sustainable, high-performance materials, automation, equipment and services. SEE designs and delivers packaging solutions that preserve food, protect goods, automate packaging processes, and enable e-commerce and digital connectivity for packaged goods. Our packaging solutions are designed to help customers automate their operations to be increasingly touchless and more resilient, safer, less wasteful, and enhance brand engagement with consumers.

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. We serve customers across 120 countries/territories directly and through a diversified distribution network. We aim to deliver savings to our customers and accelerate payback on their investments. We invest in technology and innovation that we believe will transform our industry toward a more sustainable future.

Our portfolio of solutions includes leading brands such as CRYOVAC® brand food packaging, SEALED AIR® brand protective packaging, AUTOBAG® brand automated packaging, BUBBLE WRAP® brand packaging, SEE Automation™ solutions and prismatic™ digital packaging and printing solutions.

In 2022, we generated net sales of \$5.6 billion, net earnings from continuing operations of \$491 million, and net cash provided by operating activities of \$613 million. Please refer to Part II, Item 8, “Financial Statements and Supplementary Data” for financial information about the Company and its subsidiaries, which is incorporated herein by reference.

We have two reportable segments, Food and Protective. Refer to “Reportable Segments” below for additional information.

### Vision and Strategy

Our Vision | *To become a world-class company partnering with our customers on automation, digital and sustainability packaging solutions*

Our strategy is focused on creating a customer packaging experience by advancing packaging solutions integrating SEE Automation, Digital, and Sustainability.

**SEE caring high-performance people + digital culture.** We are bringing people together with a future that is more digitally connected. We prioritize our people and recognize the importance they play in realizing our vision and purpose. Through digital platforms, we are accelerating our efforts to retain, attract and motivate top talent, train our leadership teams, develop future leaders, shape a caring, high-performance organization and culture, and drive top benchmark employee engagement.

**Creating SEE Touchless Automation™ experience.** With our SEE Automation™ solutions, we aim to solve our customers’ automation needs while creating significant return on their investments through savings and increased productivity. We have focused on increasing our equipment offerings which help our customers automate packaging processes. In addition, through our SEE Operating Engine, we are automating our own operations to make them more sustainable and generate productivity savings.

**Lead the industry with Digital transformation.** Our MySEE digital e-commerce platform is making doing business with SEE easier and more efficient. We are investing in automation and digital technologies that enhance performance, efficiency and monitoring in customers’ and our own operations. During 2022, we introduced prismatic™, a digital packaging brand with a portfolio of solutions for design services, digital printing and connected packaging. Our digital packaging can enable

traceability and deliver digital content. We continue to invest in digital printing to drive customer savings, generate demand and enhance brand image and shelf impact.

**Sustainability is core to our business.** Sustainability is embedded in our purpose and vision. We have set ambitious environmental goals aimed to lead the industry towards a better future. We are designing high-performance packaging materials with recyclability in mind, to make sustainability more affordable, and to create a pathway for a circular economy. We are transforming our operations and our customers' operations with SEE Touchless Automation™ which enhances sustainability by improving efficiency, eliminating waste, simplifying processes, and creating a safer working environment.

**Purpose driven capital allocation to create value to our shareholders and society.** Our capital allocation strategy fuels the SEE Operating Engine and is rooted in economic value add with the goal to drive profitable, above market organic growth, and attractive returns on invested capital. We invest through capital expenditures, research and development spend, acquisitions, and investments aligned with our strategy. SEE Ventures is embedded in our capital allocation strategy. Under SEE Ventures, we invest in entrepreneurial and disruptive technologies that present opportunities to accelerate innovation and increase speed to market. Dividends and share repurchases have been used to return capital to shareholders.

## Continuously Reinventing SEE Operating Engine from Innovate to Solve

Since launching our Reinvent SEE business transformation in 2018, we have sought to transform how we innovate, buy, make and solve our customers' most critical packaging challenges. The capabilities, operational disciplines, and governance processes established through the Reinvent SEE business transformation are embedded in our on-going continuous improvement system, SEE Operating Engine, and demonstrating sustained results. Our Reinvent SEE goal-oriented behaviors are focused on the 4P'S<sup>SM</sup>:

### People + Digital: SEE caring high-performance culture

Leveraging the power of operating as One SEE, driving productivity, swarming challenges and opportunities; creating a digital connection between people and the customer experience both internally and externally; rewarding value creation, executing talent strategies to develop, retain and attract top talent; focus on diversity, equity and inclusion (DEI) leadership and environmental, social, and governance (ESG) excellence.

### Performance: World-class

Outperform the markets we serve with our SEE Operating Engine; create customer references by offering the best service and being "at the table and online" with our customers; execute a purpose-driven capital allocation mindset to maximize value for shareholders and society.

### Platforms: Best Solutions, right price, make them sustainable

Focus on leading solutions that generate customer savings; SEE Touchless Automation™ - doing more with less by investing and working smarter; aiming to create significant customer savings.

### Processes: SEE Operating Engine

Embed SEE Operating Engine into everything we do thereby eliminating waste, automating and simplifying processes, and removing people from harm's way.

### Sustainability: Make our world better than we find it

Drive environmental, social, and governance excellence by focusing on achieving goals that aim to make our world better than we find it. SEE is dedicating innovation, research and development resources to design or advance packaging materials to be recyclable or reusable and contain more recycled and or renewable content and has announced a goal to reach net-zero carbon dioxide emissions within our operations by 2040.

The Reinvent SEE business transformation has driven significant structural operating leverage in the business. The restructuring and associated cost component of the Reinvent SEE business transformation has concluded as of the end of 2022.

Beginning in 2023, the Reinvent SEE 2.0 initiative will advance the next phase of our transformation as we continue to build on the success of Reinvent SEE. Reinvent SEE 2.0 will focus on:

- *Expanding the Fluids & Liquids Vertical Leveraging Cryovac and Liquibox Competitive Capabilities:* Combining highly complementary solutions within SEE's fast growing fluids & liquids business while generating strong synergies and accelerating innovation.

- *Accelerating Growth Platforms from Product to Customer First Solutions Approach*: Expand and grow our portfolio of automation solutions, advance our prismiq™ digital packaging and printing solutions and broaden and diversify with new sustainable innovations while expanding our digital e-commerce platform.
- *SEE Operational Excellence with Automating & Digitizing the Global Network with SEE Touchless Automation*: Heightened focus on world-class operations, operating leverage, productivity, zero-harm and flawless quality in everything we do while making every customer a reference.
- *SEE Operating Model / Engine*: Focus on high-quality growth to grow faster than the markets we serve as we simplify and digitize our organizational structure to withstand global slowdowns.

Refer to Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” for a reconciliation of net earnings from continuing operations based on Generally Accepted Accounting Principles in the United States of America (“U.S. GAAP”) to total company Adjusted EBITDA presented on a basis which does not conform to U.S. GAAP, which we refer to as “non-U.S. GAAP.”

## Recent Events

On February 1, 2023, the Company acquired LB Holdco, Inc., the parent company of Liquibox, Inc. (collectively, "Liquibox"), a pioneer, innovator and manufacturer of Bag-in-Box sustainable Fluids & Liquids packaging and dispensing solutions for fresh food, beverage, consumer goods and industrial end-markets. The strategic acquisition is highly complementary to our Cryovac Fluids & Liquids business and will power the Company’s vision to become a world-class, digitally-driven company automating sustainable packaging solutions. Liquibox employs more than 1,300 people and operates across 17 locations globally and will be included in our Food reporting segment. Consideration exchanged for Liquibox was \$1.15 billion in cash, subject to customary adjustments.

## Competitive Strengths

Our growth strategy leverages our competitive strengths in high-performance packaging solutions, well-established customer relationships, iconic brands, and global scale and market access.

*High-performance Packaging Solutions.* For food industries we provide packaging materials, automated equipment, and services that extend shelf life, ensure safety, and enhance brand image and shelf impact, while driving operational excellence by eliminating waste, increasing processing speeds and reducing customers’ labor dependency. Within e-commerce and industrial markets, we offer a broad range of protective packaging materials and automation solutions that prevent product damage, increase order fulfillment velocity, and generate savings through reductions in waste, dimensional weight and labor.

*Well-established Customer Relationships.* We have a broad and diversified customer base which includes the world’s leading food processors, e-commerce/fulfillment companies and industrial manufacturers. We look to create long-term relationships with leaders in the markets we serve. We leverage extensive knowledge of our customers’ businesses when innovating new solutions, and partner with customers to effectively implement our solutions and automate their operations. Our customer base is diverse, with no single customer or affiliated group of customers representing more than 10% of net sales in 2022, 2021 or 2020.

*Iconic Brands.* Our portfolio of leading packaging solutions includes CRYOVAC® brand food packaging, SEALED AIR® brand protective packaging, AUTOBAG® brand automated systems, BUBBLE WRAP® brand packaging, SEE Automation™ solutions, and prismiq™ smart packaging and digital printing. Our iconic brands represent long-tenured leadership in the packaging industry and are propelling us forward into the future. We strive to ensure these brands continue to represent our commitment to deliver safety, security, performance and innovation.

*Global Scale and Market Access.* SEE serves a diverse global customer base with a sales and distribution network reaching 120 countries/territories. In 2022, 46% of net sales were from outside the U.S. Our global scale and agility have enabled us to address the evolving customer needs across our end markets and geographies and position us to capitalize on growth opportunities in markets around the world. We operate through our subsidiaries and have a presence in the U.S. and 45 other countries/territories listed below.

Argentina	Czech Republic	Ireland	Peru	Sweden
Australia	Denmark	Italy	Philippines	Switzerland
Belgium	Finland	Japan	Poland	Taiwan
Brazil	France	Luxembourg	Portugal	Thailand
Canada	Germany	Malaysia	Russia	Ukraine
Chile	Greece	Mexico	Singapore	United Arab Emirates
China	Guatemala	Netherlands	South Africa	United Kingdom
Colombia	Hungary	New Zealand	South Korea	Uruguay
Costa Rica	India	Norway	Spain	Vietnam

We face risks inherent in these international operations, such as currency fluctuations, supply chain disruptions, inflation and political instability. Information on currency exchange risk appears in Part II, Item 7A, “Quantitative and Qualitative Disclosures About Market Risk,” of this Annual Report on Form 10-K, which is incorporated herein by reference. Other risks attendant to our international operations are set forth in Part I, Item 1A, “Risk Factors,” of this Annual Report on Form 10-K, which is incorporated herein by reference. Information on the impact of currency exchange on our Consolidated Financial Statements appears in Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” Financial information showing net sales for the year ended December 31, 2022 and total long-lived assets by geographic region as of December 31, 2022 appears in Note 6, “Segments,” set forth in Part II, Item 8, “Financial Statements and Supplementary Data,” which is incorporated herein by reference.

## Innovation, Research and Development

Our innovation, research and development capabilities encompass a broad range of disciplines including food science, materials science, chemical, mechanical, electrical and software engineering, microbiology, digital applications development, digital printing, and packaging automation equipment design and engineering.

Our research and development activities are principally performed in:

- four Packaging Solutions Development and Innovation Centers located in the U.S., Italy and Singapore;
- eight Equipment Design Centers in the U.S., France, Switzerland, Italy and Singapore, targeting innovation in equipment and digital solutions; and
- 39 Package Design and Applications Centers for Protective located in a number of different countries.

In 2022, we opened SEE Packforum in Jaguariuna, Brazil, SEE's first Packforum located in South America. Designed to create a technology-driven experience, the center gives customers instant access to new packaging solutions, designs and applications.

Our research and development expense was \$103 million in 2022, \$100 million in 2021 and \$96 million in 2020. In addition to our direct spend, we also, from time to time, seek to expand our research and development capabilities through acquisitions and strategic equity or other investments made through SEE Ventures.

We own or are the licensee of approximately 2,630 U.S. and foreign patents and patent applications, and approximately 2,350 U.S. and foreign trademark registrations and trademark applications that relate to many of our products, manufacturing processes and equipment. We file annually an average of approximately 185 U.S. and foreign patent applications and approximately 35 U.S. and foreign trademark applications. Our business is not dependent upon any single patent or trademark alone. Rather, we believe that our success depends primarily on our sales and service, marketing, engineering and manufacturing skills and on our ongoing innovation and research and development efforts. We believe that the expiration or unenforceability of any single one of our patents, applications, licenses or trademark registrations would not be material to our business or our consolidated financial condition, results of operations, or cash flows.

## Environmental Sustainability

At SEE, environmental sustainability is integrated in our business strategy. We have introduced SEE's Net Positive Circular Ecosystem approach, which is about innovating to deliver new market-centric solutions to create environmental, social, and economic value.

Our Net Positive approach is based on the following four strategic sustainability pillars:

*Accelerating Circular Value Chains.* SEE is creating circular value chains that prevent waste, enable recovery of materials, and reduce dependence on natural resources. By recovering and recycling materials after use, we enable

circularity and lessen reliance on virgin materials. We are working to achieve our 2025 Sustainability and Materials Pledge aimed to increase materials circularity in the industry through innovation, reducing plastic and other materials waste and collaborating for change.

*Mitigating Climate Change.* By focusing on the Greenhouse Gas ("GHG") emissions of our solutions and the ability of our solutions to protect products, SEE is able to develop packaging that minimizes climate impacts, such as those associated with wasted or damaged products, which enhances environmental sustainability, and delivers economic and societal benefits. SEE is developing a strategy to mitigate climate change by establishing Science Based Targets, in line with the Science Based Targets initiative ("SBTi"), for our Scopes 1 and 2 GHG emissions. We have a goal of net-zero carbon dioxide emissions within our operations by 2040.

We are developing long-term expenditure forecasts to meet our goals. Meeting our net-zero carbon dioxide emissions pledge will require significant capital investment in our operations. We also may invest in renewable energy credits, carbon offsets, or similar programs to aid in reaching our goals, the cost of which were not material in the year ended December 31, 2022, but may be so in future years.

*Solving Customer Challenges.* Using innovation and market-centric insights, SEE designs solutions to meet customer packaging needs and sustainability goals. We combine a diverse range of materials with a multitude of equipment types to produce solutions that minimize waste, reduce resource use, and maximize productivity. By integrating automation with digital processes, we provide customers with transparency into operational data and traceability of products, while generating overall sustainability benefits.

*Collaborating to Transform.* Together with our suppliers, customers and retailers, SEE is designing and deploying solutions that meet goals, accelerate circularity, and reduce GHG emissions. Through our work with these organizations, we play a key role in driving awareness and progress. Working across value chains with shared goals produces benefits that contribute to SEE's Net Positive approach.

During 2022, SEE expanded our sustainable portfolio with the launch of BUBBLE WRAP® brand paper bubble mailer, a fiber-based padded mailer. This product joins SEE's other paper mailer offerings including SEALED AIR® brand return-ready mailers, SEALED AIR® brand padded mailers and SEALED AIR® brand rigid mailers.

Our ESG strategy is overseen and directed by a steering committee which is comprised of executive officers of SEE. They meet on a regular basis. At the Board of Directors level, the Board's Nominating and Corporate Governance Committee assists the Board in overseeing our sustainability strategies and other material matters concerning ESG and public policy issues affecting the Company.

We face risks inherent in achieving our sustainability goals, such as the cost for each initiative, changes in future regulations and policies that may be more restrictive than our stated goals, and the availability of resources (such as renewable energy credits, renewable energy sources, carbon offsets), among others. Other risks attendant to the environment and climate change are set forth in Part I, Item 1A, "Risk Factors," of this Annual Report on Form 10-K, which is incorporated herein by reference.

## **Human Capital**

### *Overview*

We are bringing people together with a future that is more digitally connected. We prioritize our people and the experience they have being part of SEE as we recognize the importance they play in realizing our purpose, shaping a caring, high-performance organization and culture, and delivering world-class experiences and opportunities for our customers and other stakeholders.

Our purpose-driven, high-performance culture is focused on driving operational excellence. We seek to create an employee community comprised of people with desired expertise and talent from diverse backgrounds, and who care about making the world better. We believe improving our workplace diversity and supporting an inclusive culture will make us better. We invest in the total well-being and experience of our people through a variety of initiatives such as our Flexible Way of Work offering, and we strive to help our employees live better, stay healthy, and be more productive.

SEE's management regularly reports and discusses our workforce and people management strategies and related matters with our Board of Directors and the Organization and Compensation Committee ("O&C Committee") of the Board of Directors, including matters related to compensation, succession planning, corporate culture, employee engagement, and DEI.

Our values represent the fundamental beliefs upon which we aim to base our business and behaviors.



## Our Core Values

### **Integrity**

Every day, we intentionally choose to do the right thing no matter the circumstance.

### **Determined**

We are empowered to deliver on our commitments.

### **Collaborative**

We operate based on mutual trust and encourage diverse thinking to achieve a common objective.

### **Innovative**

We think without limits to solve customer, company and societal challenges.

As of December 31, 2022, our employee population was approximately 16,300 people. The largest component of SEE's workforce is approximately 10,200 direct manufacturing employees in our manufacturing facilities. We also generally employ:

- marketing, sales, business development and technical packaging solutions professionals who work in the field and at our customers' facilities;
- innovation, research and development, digital, automation and sustainability focused employees who work in one of our four comprehensive Packaging Solutions Development and Innovation Centers; and
- customer service and support personnel as well as administrative and management employees who work in our offices and in remote environments.

As of December 31, 2022, we had approximately 6,900 employees in the U.S. and approximately 9,400 employees outside the U.S. Our workforce is relatively stable and does not have significant seasonal fluctuations.

We had approximately 105 U.S. employees and 4,920 non-U.S. employees who were covered by collective bargaining agreements as of December 31, 2022. Many of the covered employees are represented by works councils or industrial boards, as is customary in the jurisdictions in which they are employed. The collective bargaining agreements covering approximately 47% of such employees will expire during 2023 and we will be engaged in negotiations to attain new agreements.

### *Code of Conduct, Ethics and Core Competencies*

The Company maintains a written Code of Conduct which reflects our purpose and values as an organization and how we should act. It encourages all employees to promote an ethical culture and to recognize and report integrity and compliance issues. Our Code of Conduct guides us in how to manage our daily processes and interactions with professionalism, respect and integrity. Employees attest annually to reviewing and adhering to the Code of Conduct.

Employees receive regular online education as part of enhanced global ethics and compliance programs. This training includes required and monitored course training for employees in specific roles based on associated risk and function. Required sessions include the Code of Conduct, anti-bribery, anti-corruption, conflicts of interest, and workplace respect, among other legal and compliance subject matters.

## *SEE Culture*

At SEE, we are cultivating a caring, high-performance growth culture guided by our purpose. We are working to ensure our global culture embraces DEI and promotes a workplace that fosters a sense of belonging and engagement for all employees.

In 2022, the Company's Culture Council continued to assist in leading our culture transformation, focusing expressly on four workstreams designed to further embed our caring, high-performance growth culture throughout our organization. These workstreams included:

*Diversity, Equity and Inclusion*: helping to promote a diverse, equitable, trusting and inclusive culture for all employees.

*Learning & Leadership*: helping to nurture a learning culture that thrives on personal growth and development, strengthening our capabilities to deliver world-class results.

*Operational Excellence*: seeking to embed an intentional mindset where every employee continually pursues opportunities to improve our 4P'S<sup>SM</sup> behaviors.

*Total Wellbeing and Experience*: responsible for strengthening our people through total wellbeing, physical and mental health, social, career, financial and community impact.

All our workstreams are supported by Change Champions who comprise a working group made up of global change agents to help drive our culture and provide feedback for areas of improvement.

During 2022, we conducted an employee survey which was focused on employee engagement and perception of belonging at SEE. The feedback received from the survey is a critical step in how we assess our culture efforts and determine the ways we can continue to improve. We continuously strive to create a sense of belonging for our people around the world.

### *Health and Safety*

As a company with manufacturing operations across the world, protecting the health, safety and well-being of our people is a top priority. We have a goal of zero harm and we intentionally manage our operations to provide employees with a safe and healthy working environment.

SEE maintains an Environmental, Health and Safety (EHS) policy which outlines the Company's commitment to integrate EHS principles in all aspects of the business including products, operations, and supply chain. The policy requires our employees and contractors to conduct business in accordance with applicable environmental, health and safety laws and understand and comply with company procedures and guidelines to protect the environment, health and safety of themselves and their co-workers.

We have a formal process in place for managing, tracking, and reporting health and safety which includes incident analysis meetings which are conducted with leadership. Reporting is elevated to the regional leadership and global executive level monthly.

Our global safety training program includes more than 150 preventive courses including behavioral-based safety training, hazard identification, and risk assessment. Additionally, we provide access to multiple customized trainings that educate employees on the safe execution of their jobs in an environmentally responsible manner.

All operations are required to implement the relevant elements of our EHS Management System. Implementation of EHS standards and guidelines takes place at the plant/office level and is assessed through a periodic review process.

Throughout the COVID-19 crisis, SEE has followed the recommendations and guidance of health authorities and local governments across the globe and instituted precautionary measures for employees at all its facilities worldwide, including enhanced cleaning procedures, quarantine and testing protocols, temperature checks, face masks, engineered social distancing, remote work arrangements for non-location-dependent employees, restricted visitor access, and travel limitations.

### *Diversity, Equity and Inclusion*

We are a global company with an employee population representing a broad diversity of cultures, languages, ethnicities, and races. We recognize the value of workplace diversity and support an inclusive culture across the globe. We evaluate talent acquisition, performance management, employee experience, career development, and succession planning processes to identify and remove unintended biases and facilitate increased diversity of our leadership talent pipeline. Our DEI Pledge and 2025 Goals, encompass the following:

- Building a more inclusive culture with our employees across the globe;
- Increasing gender diversity across employees globally to more than 30%;
- Increasing the representation of racial and ethnic minorities in our U.S. workforce to above 35%;

- Leading with a senior leadership team that reflects the cultural diversity of our global footprint; and
- Championing equal pay for work of equal value across our organization.

As of December 31, 2022, 25% of our global employee base are female and 35% of our U.S. workforce belong to racial and ethnic minority groups. Biannually, SEE conducts a global comprehensive pay equity analysis to identify compensation disparities by gender across the world and by ethnic and racial diversity within the U.S. Identified inequities are mitigated to close the gaps and compensation processes are evaluated for unintended bias and continuously improved to prevent future adverse impact.

#### *Recruiting, Retaining and Engaging Employees and Learning and Development*

We believe that our success depends on our ability to attract, recruit, and retain employees with the desired expertise and talent.

SEE has a strong global talent acquisition and onboarding model that is focused on attracting candidates and engaging incoming employees.

We are making significant investments to strengthen the skills, capabilities, and leadership potential of our employees. Employees have access to online tools to support ongoing learning and development and career growth. Additionally, the Company sponsors leadership programs designed to impact the effectiveness across multiple levels of management from front line supervisors to executive leaders.

## **Reportable Segments**

We report our segment information in accordance with the provisions of Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 280, “Segment Reporting,” (“FASB ASC Topic 280”). See Note 6, “Segments,” set forth in Part II, Item 8, “Financial Statements and Supplementary Data” for further information.

### ***Food***

Food solutions are sold to food processors in fresh red meat, smoked and processed meats, poultry, seafood, plant-based, fluids and liquids and cheese markets worldwide. Food offers integrated packaging solutions combining high-performance materials and automated equipment solutions to increase food safety, extend shelf life, reduce food waste, automate processes and optimize total cost. Its innovative materials, automated equipment and service enables 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, primarily marketed under the CRYOVAC® trademark and other highly recognized trade names including CRYOVAC® brand Barrier Bags, CRYOVAC® brand Form-Fill-Seal Films, and CRYOVAC® brand Auto Pouch Systems. Solutions serving the food retail market include products such as barrier bags, film, and trays, 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.

Food solutions are well aligned to capitalize on global market dynamics driven by increasing labor scarcity and automation, continued urbanization, growth in ship-to-home food services, growing consumer preference for smaller portions and healthier food choices, and demand for more sustainable, secure packaging. Our solutions, which include high-performance materials, equipment, and services, are designed to preserve nutrition while enhancing food safety.

Food applications are largely sold direct to customers by our sales, marketing and customer service personnel throughout the world. Sales to governments, or government contracts, are not material to our Food segment. No single customer or affiliated group of customers represented more than 10% of segment revenue in 2022.

There are other manufacturers of products similar to those produced by Food, some that operate across multiple regions and others that operate in a single region or single country. Competing manufacturers produce a wide variety of food packaging based on plastic, metals and other materials.

### ***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. With automated

equipment, high-performance materials, and services, our solutions are designed to increase our customers' packaging velocity, minimize packaging waste, reduce labor dependencies and address dimensional weight challenges. Our product breadth combined with our global scale and reach helps support our customers' needs for sustainability, performance excellence, consistency and reliability of supply wherever they operate around the world.

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. In addition, we provide temperature assurance packaging solutions under the Kevothermal™ and TempGuard™ brands.

Protective solutions are sold through a strategic network of distributors as well as directly to end customers, including, but not limited to, fabricators, original equipment manufacturers, contract manufacturers, logistics partners and e-commerce/fulfillment operations. In 2022, approximately 50% of our Protective sales were sold through distributors. We generally do not impose annual minimum purchase volume requirements on our distributors. Product returns from our distributors in 2022 were not material. Sales to governments, or government contracts, are not material to our Protective segment. No single customer or affiliated group of customers represented more than 10% of segment revenue in 2022.

There are other manufacturers of products similar to those produced by Protective. Additionally, there are products made using alternative packaging materials that customers use to provide protection against damage to their products during shipment and storage. Among the competitive materials are paper packaging, expanded plastics, corrugated die cuts, strapping, envelopes, reinforced bags, and corrugated boxes as well as various types of molded foam plastics, fabricated foam plastics, mechanical shock mounts, wood blocking and bracing systems, and an assortment of automated packaging and fulfillment systems. We believe that some of our direct competition within the protective packaging industry has a less diversified global presence.

We believe that a focus on materials circularity, sustainability, and automation and equipment offerings will continue to define the direction of the competitive landscape into the future for both segments. Additionally, some of our Food and Protective competitors have been consolidating in recent years or have been involved in significant merger and acquisition activity, and we believe this trend may continue. Such consolidation could have an adverse impact on the pricing of our products and services and our ability to retain customers, which could in turn adversely affect our business, consolidated financial condition or results of operations.

## **Raw Materials and Purchasing**

Suppliers provide raw materials, packaging components, contract manufactured goods, equipment and other direct materials, such as inks, films and paper. Our principal raw materials are polyolefin and other petrochemical-based resins, as well as paper pulp products. Raw materials typically represent approximately one-third of our consolidated cost of sales. We also purchase corrugated materials, cores for rolls of products such as films and BUBBLE WRAP® brand cushioning, inks for printed materials, and blowing agents used in the expansion of foam packaging products. In addition, we offer a wide variety of specialized packaging equipment, some of which we manufacture or have manufactured to our specifications, some of which we assemble and some of which we purchase from suppliers. Automated equipment and accessories are designed for e-commerce fulfillment centers, industrial and food packaging equipment.

The vast majority of the raw materials required for the manufacture of our products and all components related to our equipment and accessories generally have been readily available on the open market and, in most cases, are available from several suppliers and are available in amounts sufficient to meet our manufacturing requirements. However, in some regions we rely on some sole-source suppliers, and the lack of availability of supplies could have a material negative impact on our consolidated financial condition or results of operations. Natural disasters such as hurricanes, tornados, earthquakes or other severe weather events, as well as political instability and terrorist activities, may negatively impact the production or delivery capabilities of refineries and natural gas and petrochemical suppliers and suppliers of other raw materials. Due to by-product/co-product chemical relationships to the automotive and housing markets, several materials may become difficult to source. These factors could lead to increased prices for our raw materials, curtailment of supplies, allocation of raw materials and other force majeure events by our suppliers. For example, throughout 2022, the Company experienced supply chain disruptions and sharp raw material price increases resulting from various factors including general inflationary pressure, limited availability of certain raw materials, global transportation disruptions and the negative impacts related to the ongoing conflict between Russia and Ukraine. Refer to Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" for additional discussion of the impact of 2022 supply chain disruptions and raw material price increases.

Some materials used to manufacture our packaging products are sourced from recycled content from our operations or are obtained through our participation in recycling programs. Although we purchase some raw materials under long-term supply

arrangements with third parties, these arrangements follow market forces and are in line with our overall global purchasing strategy, which seeks to balance the cost of acquisition and availability of supply.

We have a centralized supply chain organization, which includes centralized management of purchasing and logistic activities. Our objective is to leverage our global scale to achieve purchasing efficiencies and reduce our total delivered cost across all our regions. We do this while adhering to strategic performance metrics and stringent purchasing practices.

## **Seasonality**

On a consolidated basis, there is minimal seasonality in the business. Historically, net sales have been slightly lower in the first quarter and slightly higher towards the end of the third quarter through the fourth quarter. Our consolidated results of operations have trended directionally the same as our net sales seasonality. Net sales in our Food segment have tended to be slightly lower in the first quarter and slightly higher towards the end of the third quarter through the fourth quarter, due to holiday events, and net sales in our Protective segment have also tended to be slightly lower in the first quarter and higher in the mid-third quarter and through the fourth quarter due to the holiday shopping season. Cash flow from operations has tended to be lower in the first quarter and higher in the fourth quarter, reflecting seasonality of sales and working capital changes, including the timing of certain annual incentive compensation payments. However, the extent and timing of our results of operations may be difficult to predict if significant one-time transactions, events or non-recurring charges were to impact our business. Additionally, changes in end-consumer behavior, such as an increase in e-commerce sales, or temporary social distancing restrictions due to COVID-19 or other factors, have in the past impacted the timing and seasonality of results of operations.

In 2022, we experienced slightly higher net sales in the first half as compared to the second half of the year due to supply disruptions, recessionary pressures and the impact of foreign currency translation. Our consolidated results of operations trended directionally the same as our net sales seasonality with slightly higher results of operations in the first half of the year. The impact of raw material price changes and related pricing actions have also impacted the timing of when our total net sales and our consolidated results of operations were earned throughout 2022. Refer to Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” for additional discussion of our 2022 results.

## **Compliance with Government Regulations**

As a manufacturer, we are subject to various laws, rules and regulations in the countries/territories, jurisdictions and localities in which we operate. These cover, among other things, the safe storage and use of raw materials and production chemicals, the release of materials into the environment, and standards for the treatment, storage and disposal of solid and hazardous wastes. We have an environmental management system that aids in our management of environmental, health and safety matters pertaining to our operations. Key elements of this environmental management system are implemented throughout our operations. We believe that compliance with current environmental and workplace health and safety laws and regulations has not had a material effect on our capital expenditures or consolidated financial condition.

In some jurisdictions in which our packaging products are sold or used, laws and regulations have been adopted or proposed that seek to regulate, among other things, minimum levels of recycled or reprocessed content and, more generally, the sale or disposal of packaging materials. We maintain programs designed to comply with these laws and regulations and to monitor their evolution. Various federal, state, local and foreign laws and regulations regulate some of our products and require us to register certain products and comply with specified requirements. We are also subject to various federal, state, local and foreign laws and regulations that regulate products manufactured and sold by us for controlling microbial growth on humans, animals and processed foods. In the U.S., these requirements are generally administered by the U.S. Food and Drug Administration (“FDA”). To date, the cost of complying with product registration requirements and FDA compliance, and similar non-U.S. laws, has not had a material adverse effect on our business, consolidated financial condition, results of operations, or cash flows.

We are subject to various federal, state, local and foreign laws and regulations which ensure safe working conditions for our employees. In the U.S., these requirements are generally administered by the U.S. Occupational Safety and Health Administration (“OSHA”). To date, the cost of complying with worker safety requirements and OSHA compliance, and similar non-U.S. laws, has not had a material adverse effect on our business, consolidated financial condition, results of operations, or cash flows.

Our emphasis on environmental, health and safety compliance provides us with risk reduction opportunities and cost savings through asset protection and protection of employees. We have policies in place which guide the Company in environmental, health and safety matters including training, materials conservation, communications, targets and transparency.

Additionally, some of SEE's materials or products are subject to a tax on certain plastics or plastic components, which went into effect in 2022 in jurisdictions such as the United Kingdom (UK) and the U.S. There is no guarantee that we will be able to recover the impact of plastic taxes from our customers. The cost to establish compliance with these evolving taxes on plastics or plastics components were not material in 2022.

We maintain programs to comply with the various laws, rules and regulations related to the protection of the environment that we may be subject to in the many countries/territories in which we operate. See Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" under the caption "Environmental Matters."

### **Available Information**

Our Internet address is [www.sealedair.com](http://www.sealedair.com). We make available, free of charge, on or through our website, our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports that we file or furnish pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, or the Exchange Act, as soon as reasonably practicable after we electronically file these materials with, or furnish them to, the Securities and Exchange Commission ("SEC"). The SEC maintains an Internet site that contains these filings and they can be accessed via the Internet address <https://www.sec.gov>. 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 Form 10-K.

## **Item 1A. Risk Factors**

### **Introduction**

The risks described below should be carefully considered before making an investment decision. These are the most significant risk factors, but they are not the only risk factors that should be considered in making an investment decision. This Form 10-K also contains and may incorporate by reference forward-looking statements that involve risks and uncertainties. See the “Cautionary Notice Regarding Forward-Looking Statements,” immediately preceding Part I, of this Form 10-K. Our business, consolidated financial condition, results of operations, or cash flows could be materially adversely affected by any of these risks. The trading price of our securities could decline due to any of these risks, and investors in our securities may lose all or part of their investment.

### **Strategic Risks**

**The global nature of our operations exposes us to numerous risks that could materially adversely affect our consolidated financial condition, results of operations, or cash flows.**

We operate in 46 countries/territories, and our products are distributed in 120 countries/territories around the world. A large portion of our manufacturing operations are located outside of the U.S. and 46% of our net sales are generated outside of the U.S. These operations, particularly those in developing regions, are subject to various risks that may not be present in or as significant for our U.S. operations. Economic uncertainty in some of the geographic regions in which we operate, including developing regions, could result in the disruption of commerce and negatively impact cash flows from our operations in those markets.

Risks inherent in our international operations include:

- inflationary pressures, including wage inflation and input cost inflation, as well as the impact of fiscal policy interventions by national or regional governments to control inflation;
- foreign currency exchange controls and tax rates;
- foreign currency exchange rate fluctuations, including devaluations;
- adverse impacts resulting from regional or global human health related illnesses;
- restrictive governmental actions such as those on transfer or repatriation of funds and trade protection matters, including anti-dumping duties, tariffs, embargoes, sanctions and prohibitions or restrictions on acquisitions or joint ventures;
- changes in laws and regulations, including the laws and policies of the U.S. and foreign countries affecting trade and foreign investment;
- the impact of customer perceptions or regulatory developments related to sustainability concerns;
- the difficulty of enforcing agreements and collecting receivables through certain foreign legal systems;
- variations in protection of intellectual property and other legal rights;
- more expansive legal rights of foreign unions or works councils;
- changes in labor conditions and difficulties in staffing and managing international operations;
- import and export delays caused, for example, by an extended strike at the port of entry, could cause a delay in our supply chain operations;
- social plans that prohibit or increase the cost of certain restructuring actions;
- the potential for governmental actions that may result in expropriation or nationalization of our facilities or other assets in that country;
- unsettled political conditions and possible terrorist attacks against U.S. or other interests; and
- potential tax inefficiencies and tax costs in repatriating funds from our non-U.S. subsidiaries.

These and other factors may have a material adverse effect on our international operations and, consequently, on our consolidated financial condition, results of operations, or cash flows.

**The COVID-19 pandemic could adversely impact the health and safety of our employees, our business continuity, consolidated financial condition, results of operations, or cash flows.**

The COVID-19 pandemic and the related containment and mitigation measures that have been put into place across the globe, have had and may continue to have adverse impact on the global economy and our business. We and some of our customers have experienced in the past, and could face in the future, facility shutdowns or reductions in operations due to the pandemic and the adverse impact to staffing levels in our operations. The COVID-19 pandemic has and may result in future supply chain and operational disruptions such as the availability and transportation of raw materials or the ability for our packaging and equipment specialists to visit customer facilities. Unpredictable disruptions to the Company's operations or our customers' operations could reduce our future revenues and negatively impact the Company's financial condition.

In addition, economic and market volatility due to the COVID-19 pandemic may negatively impact consumer buying habits, which could adversely affect the Company's financial results.

The extent to which our operations may be impacted by the COVID-19 pandemic in the future will depend largely on continued developments, which are highly uncertain and cannot be accurately predicted, including new information which may emerge concerning the severity of the outbreak, including new variants of the virus, and actions by government authorities to contain the outbreak or treat its impact, including the effectiveness and distribution of vaccines.

**Uncertain global economic conditions may have an adverse effect on our consolidated financial condition, results of operations, or cash flows.**

Uncertain global economic conditions, including the impact of inflationary pressure and general economic slowdowns across the global economy, may have an adverse impact on our business in the form of lower volumes sold due to weakened demand, unfavorable changes in product price/mix, or lower profit margins. For example, in the past, global economic downturns have adversely impacted some of our customers and end-users, such as food processors, distributors, supermarket retailers, restaurants, industrial manufacturers, retail establishments, business service contractors and e-commerce and mail order fulfillment firms, and other end-users that are particularly sensitive to business and consumer spending. Additionally, in 2022, widespread inflationary pressures were experienced across global economies, resulting in higher costs for our raw materials, non-material cost components and labor.

During economic downturns or recessions, there can be a heightened competition for sales and increased pressure to reduce selling prices as our customers may reduce their volume of purchases from us. If we lose significant sales volume or reduce selling prices significantly, there could be a negative impact on our consolidated financial condition, results of operations, profitability or cash flows.

Also, reduced availability of credit may adversely affect the ability of some of our customers and suppliers to obtain funds for operations and capital expenditures. This could negatively impact our ability to obtain necessary supplies as well as our sales of materials and equipment to affected customers. This could also result in reduced or delayed collections of outstanding accounts receivable.

**We experience competition in the markets for our products and services and in the geographic areas in which we operate.**

Our packaging products and equipment solution offerings compete with similar products made by other manufacturers and with a number of other types of materials or products. We compete on the basis of performance characteristics of our products, as well as service, price, sustainability and innovations in technology. A number of competing domestic and foreign companies are well-established.

Customers in the e-commerce and food service industry and peers in the packaging industry have been consolidating in recent years, and we believe this trend may continue. Such consolidation could have an adverse impact on the pricing of our products and services and our ability to retain customers, which could in turn adversely affect our business, consolidated financial condition, results of operations or cash flows.

Our inability to maintain a competitive advantage could result in lower prices or lower sales volumes for our products. Additionally, we may not successfully implement our pricing actions. These factors may have an adverse impact on our consolidated financial condition, results of operations, or cash flows.

**Concerns about the impact that some plastic materials may have on the environment, along with changes in legal or regulatory requirements, development of recycling infrastructure, consumer preferences or market measures to address these concerns, may negatively affect our business and operations.**

Public attention to plastic waste and its associated or perceived environmental impact continues to receive attention. Some jurisdictions have laws and regulations that govern the registration, labeling and taxation or surcharges of some of our products.



For example, some of our materials or products became subject to a tax on certain plastics, which went into effect in 2022 in the UK and the U.S. and is expected to go into effect in other European countries in 2023. Consumer perceptions, preferences and buying behaviors may change as a result of public attention to plastic waste and current and future regulations.

Currently, single-use plastic bans and/or proposals have focused on specific items such as grocery bags, cutlery, beverage straws and stir sticks, expanded polystyrene or oxo-degradable plastic. At present, all of the products we manufacture are in compliance with applicable laws and regulations, but there can be no assurances regarding future laws and regulations.

We maintain programs designed to comply with laws and regulations and to monitor their evolution. We also continue to innovate our packaging solutions to exceed recyclability or reusability requirements, address cube optimization to eliminate non-recyclable plastic waste, and increase the use of recycled and/or renewable materials. We believe that execution of our strategy positions us to exceed sustainability and recyclability demands of our customers with innovative solutions and new formulations of our materials. However, future development of government policies including taxation to restrict waste imports and/or expand bans beyond single-use plastics, as well as changes in customer preferences, may have an adverse effect on our business, consolidated financial condition, results of operations, or cash flows.

**The execution of future acquisitions or investments in other companies may be limited by the availability of suitable candidates. Additionally, we may not be able to successfully integrate acquired businesses, including Liquibox, without significant use of resources or diversion of management's attention.**

Acquisitions and non-controlling or equity investments are subject to the availability of suitable candidates or investment opportunities. Business acquisitions involve numerous risks, including difficulty in determining valuation, integration of acquired operations, technologies, services and products, key personnel turnover, and the diversion of management's attention from other business matters. Ultimately, we may be unable to achieve the expected benefits which could adversely affect our business and execution of our strategy.

**As a result of acquisitions, including the Liquibox acquisition, we may record a significant amount of goodwill and other identifiable intangible assets and we may never realize the full carrying value of the related assets.**

As a result of acquisitions, we may record a significant amount of goodwill and other identifiable intangible assets, including customer relationships, trademarks and developed technologies.

We test goodwill and intangible assets with indefinite useful lives for possible impairment annually during the fourth quarter of each fiscal year or more frequently if events or changes in circumstances indicate that the asset might be impaired. Amortizable intangible assets are reviewed for possible impairment whenever there is evidence that events or changes in circumstances indicate that the carrying value may not be recoverable. In the event that we determine that events or circumstances exist that indicate that the carrying value of goodwill or identifiable intangible assets may no longer be recoverable, we might have to recognize a non-cash impairment of goodwill or other identifiable intangible assets, which could have a material adverse effect on our consolidated financial condition or results of operations.

**Political and economic instability and risk of government actions affecting our business and our customers or suppliers may adversely impact our business, consolidated financial condition, results of operations, or cash flows.**

We are exposed to risks inherent in doing business in each of the countries or territories in which we or our customers or suppliers operate including: civil unrest, acts of terrorism, sabotage, epidemics, force majeure, war or other armed conflict and related government actions, including sanctions/embargoes, the deprivation of contract rights, the inability to obtain or retain licenses required by us to operate our plants or import or export our goods or raw materials, the expropriation or nationalization of our assets, and restrictions on travel, payments or the movement of funds.

The ongoing conflict between Russia and Ukraine has had and will likely continue to have a negative impact on our operations both within and outside the region. As a result of the conflict and the global response, including the current and potential future sanctions and export controls, our operations may continue to be adversely impacted by, among other things, disruptions to our supply chain and logistics, increases in costs particularly for our raw materials and energy-related costs, and an inability to repatriate income earned in Russia. As of December 31, 2022, less than 2% of our consolidated net sales were derived from products sold in Russia and less than 1% of consolidated net sales were derived from products sold in Ukraine. While our industry is not currently the primary target of sanctions or export controls, the evolution and potential escalation of the conflict and actions taken by governments in response to such conflict, and the consequences, economic or otherwise, are unpredictable. Geopolitical events, including the ongoing conflict between Russia and Ukraine, may have a negative impact on the global industrial macro-economic environment and could materially adversely impact our consolidated financial condition, results of operations, or cash flows.

**If we are not able to protect our trade secrets or maintain our trademarks, patents and other intellectual property, we may not be able to prevent competitors from developing similar products or from marketing their products in a manner that capitalizes on our trademarks, and this loss of a competitive advantage may adversely impact our business, consolidated financial condition, results of operations, or cash flows.**

Our ability to compete effectively with other companies depends, in part, on our ability to maintain the proprietary nature of our owned and licensed intellectual property. If we were unable to maintain the proprietary nature of our intellectual property and our significant current or future products, the resulting loss of associated competitive advantage could lead to decreased sales or increased operating costs, either of which could have a material adverse effect on our business, consolidated financial condition or results of operations.

We rely on trade secrets to maintain our competitive position, including protecting the formulation and manufacturing techniques of many of our products. As such, we have not sought U.S. or international patent protection for some of our principal product formulas and manufacturing processes. Accordingly, we may not be able to prevent others from developing products that are similar to or competitive with our products.

We own a large number of patents and pending patent applications on our products, aspects thereof, methods of use and/or methods of manufacturing. There is a risk that our patents may not provide meaningful protection and patents may never be issued for our pending patent applications.

We own, or have licenses to use, all of the material trademark and trade name rights used in connection with the packaging, marketing and distribution of our major products both in the U.S. and in other countries/territories where our products are principally sold. Trademark and trade name protection is important to our business. Although most of our trademarks are registered in the U.S. and in the foreign countries/territories in which we operate, we may not be successful in asserting trademark or trade name protection. In addition, the laws of some foreign countries/territories may not protect our intellectual property rights to the same extent as the laws of the U.S. The costs required to protect our trademarks and trade names may be substantial.

We cannot be certain that we will be able to assert these intellectual property rights successfully in the future or that they will not be invalidated, circumvented or challenged. Other parties may infringe on our intellectual property rights and may thereby dilute the value of our intellectual property in the marketplace. Third parties, including competitors, may assert intellectual property infringement or invalidity claims against us that could be upheld. Intellectual property litigation, which could result in substantial cost to and diversion of effort by us, may be necessary to protect our trade secrets or proprietary technology or for us to defend against claimed infringement of the rights of others and to determine the scope and validity of others' proprietary rights. We may not prevail in any such litigation, and if we are unsuccessful, we may not be able to obtain any necessary licenses on reasonable terms or at all.

Any failure by us to protect our trademarks and other intellectual property rights may have a material adverse effect on our business, consolidated financial condition, results of operations, or cash flows.

## **Operational Risks**

**Raw material pricing, including how our selling prices reflect the cost of raw materials, availability and allocation by suppliers as well as energy-related costs may negatively impact our results of operations, including our profit margins.**

We use petrochemical-based raw materials to manufacture many of our products. The prices for these raw materials are cyclical and increases in market demand or fluctuations in the global trade for petrochemical-based raw materials and energy could increase our costs, such as those experienced during 2022.

While historically we have been able to successfully manage the impact of higher raw material costs by increasing our selling prices, if we were unable to minimize the effects of increased raw material costs through sourcing, pricing or other actions, our business, consolidated financial condition or results of operations may be materially adversely affected. A portion of our sales prices, specifically within Food's North American and APAC business, is determined using formula based pricing which reflects changes in underlying raw material indices. On average, formula based pricing lags raw material cost movement by approximately six months. We may experience a benefit (when resin prices decrease) or detriment (when resin prices increase) to our cost of sales before those price changes are reflected in our selling prices. As such, trends in raw material pricing may have a negative impact on future profit margins. Our reliance on some sole-source suppliers, and/or the lack of availability of supplies, including equipment components, could have a material adverse effect on our consolidated financial condition, results of operations, or cash flows.

Natural disasters, such as a hurricane, tornado, earthquake or other severe weather event, as well as political instability and terrorist activities, may negatively impact the production or delivery capabilities of refineries and natural gas and petrochemical suppliers and suppliers of other raw materials in the future. These factors could lead to increased prices for our raw materials, curtailment of supplies, allocation of raw materials, and other force majeure events of our suppliers and harm relations with our customers which could have a material adverse effect on our consolidated financial condition, results of operations, or cash flows.

**Unfavorable customer responses to price increases could have a material adverse impact on our sales and earnings.**

From time to time, and especially in periods of rising raw material costs, we increase the prices of our products. For example, throughout 2022, the Company enacted pricing actions, which included price increases across our portfolio. Significant price increases could impact our earnings depending on, among other factors, the pricing by competitors of similar products and the response by the customers to higher prices. Such price increases may result in lower volume of sales and a subsequent decrease in gross margin and adversely impact our results of operations.

**Demand for our products could be adversely affected by changes in consumer preferences or if we are not able to innovate and bring new products to market.**

Our sales depend heavily on the volumes of sales by our customers in food processing and service industries, the industrial manufacturing and electronics sectors, and e-commerce. Consumer preferences for food and durable goods packaging can influence our sales. Consumer preferences for fresh and unpackaged foods and the global e-commerce and industrial market change over time. Changes in consumer behavior, including changes driven by cost, availability, durability, sustainability, innovation, or various health or environmental-related concerns and perceptions, could negatively impact demand for our products.

Innovation, particularly related to our automation, sustainability and digital offerings, is key to our strategy. Our performance and prospects for future growth could be adversely affected if new products do not meet sales or margin expectations and we are not able to meet our innovation rate goals. Our customers' preferences continue to trend towards sustainable and automated packaging solutions. We believe that we are well positioned to offer these solutions to our customers, but our success is dependent on continued innovation in sustainability and our ability to bring new products to market in an efficient manner.

Our competitive advantage is due in part to our ability to develop and introduce new and sustainable products in a timely manner at favorable margins. The development and introduction cycle of new products can be lengthy and involve high levels of investment. New products may not meet sales or margin expectations due to many factors, including our inability to (i) accurately predict demand, end-user preferences and evolving industry and regulatory standards; (ii) resolve technical and technological challenges in a timely and cost-effective manner; or (iii) achieve manufacturing efficiencies.

**Cyber risk and the failure to maintain the integrity of our operational or security systems or infrastructure, or those of third parties with which we do business, could have a material adverse effect on our business, consolidated financial condition, results of operations, or cash flows.**

We are subject to an increasing number of information technology vulnerabilities, threats and targeted computer crimes which pose a risk to the security of our systems and networks and the confidentiality, availability and integrity of our data. Disruptions or failures in the physical infrastructure or operating systems that support our businesses and customers, or cyberattacks or security breaches of our networks or systems, or networks or systems of our customers and key vendors, could result in the loss of customers and business opportunities, legal liability, regulatory fines, penalties or intervention, reputational damage, reimbursement or other compensatory costs, and additional compliance costs, any of which could materially adversely affect our business, consolidated financial condition and results of operations. In addition, geopolitical tensions and instability may heighten our risk to cybersecurity incidents. To mitigate these threats to our business, we maintain a cybersecurity program aligned with industry frameworks designed to protect, detect, and respond to internal and external threats. While we have experienced, and expect to continue to experience, attacks attempting to breach the security of our network and systems, none have resulted in a breach with material impact or any penalties or settlement for the three years ended December 31, 2022.

We also maintain and have access to sensitive, confidential or personal data or information in certain of our businesses that is subject to privacy and security laws, regulations and customer controls. Despite our efforts to protect such sensitive, confidential or personal data or information, our facilities and systems and those of our customers and third-party service providers may be vulnerable to security breaches, theft, misplaced or lost data, programming and/or human errors that could lead to the compromising of sensitive, confidential or personal data or information, improper use of our systems, software solutions or networks, unauthorized access, use, disclosure, modification or destruction of information, defective products, production downtimes and operational disruptions, which in turn could adversely affect our business, consolidated financial condition, results of operations, or cash flows.

The regulatory environment surrounding cybersecurity and data privacy is increasingly demanding, with new and changing regulations. We could be required to expend additional resources to comply with any such regulations, and failure to comply could subject us to significant penalties or claims.

**Supply chain disruptions related to the transport of raw materials and/or finished goods may delay the timing of when we are able to manufacture our product or serve our customers, which could adversely affect our business, consolidated financial condition, results of operations, or cash flows.**

We rely on third-party logistics suppliers for the distribution and transportation of raw materials, operating supplies and products. Delays, fluctuations in freight costs, limitations on shipping and receiving capacity, and other disruptions in the transportation and shipping infrastructure may adversely impact our ability to manufacture and distribute products. The Company may also incur higher tariffs and duties to obtain materials from suboptimized sourcing locations. Additionally, transportation costs may increase as freight carriers raise prices to address the overall market conditions. There is no guarantee that we will be able to recover any past or future increases in transportation costs. While we have a geographically diverse international presence and are situated in close proximity to many significant customers, continued supply chain disruptions related to the transport of raw materials and/or finished goods could adversely affect our business, consolidated financial condition, results of operations, or cash flows.

**Large-scale animal health issues as well as other health issues affecting the food industry and disruptive forces of nature, including those resulting from climate change, such as significant regional droughts, prolonged severe weather conditions, floods, and natural disasters, may lead to decreased revenues.**

We manufacture and sell food packaging products, among other products. Various forces of nature affecting the food industry have in the past and may in the future have a negative effect on the sales of food packaging products. Outbreaks of animal diseases may lead governments to restrict exports and imports of potentially affected animals and food products, leading to decreased demand for our products and possibly also to the culling or slaughter of significant numbers of the animal population otherwise intended for food supply. Other disruptive forces of nature such as droughts, floods and other severe weather can lead to agricultural market disruptions resulting in reduced herd size or modifications to the traditional herd cycles which could affect supply or demand for our products. Also, consumers may change their eating habits as a result of perceived problems with certain types of food. These factors may lead to reduced sales of food packaging products, which could have a material adverse effect on our consolidated financial condition, results of operations, or cash flows.

**A major loss of or disruption in our manufacturing and distribution operations or our information systems and telecommunication resources could adversely affect our business, consolidated financial condition, results of operations, or cash flows.**

If we were to experience a natural disaster, such as a hurricane, tornado, earthquake or other severe weather event, a casualty loss from an event such as a fire or flood, at one of our larger strategic facilities, or experience adverse impacts, such as plant shutdowns or travel restrictions due to regional or global human health related illness or if such events were to affect a key supplier, our supply chain or our information systems and telecommunication resources, then there could be a material adverse effect on our consolidated financial condition or results of operations. We are dependent on internal and third-party information technology networks and systems, including the Internet, to process, transmit and store electronic information. In particular, we depend on our information technology infrastructure for fulfilling and invoicing customer orders, applying cash receipts, and placing purchase orders with suppliers, making cash disbursements, and conducting digital marketing activities, data processing and electronic communications among business locations.

We also depend on telecommunication systems for communications between company personnel and our customers and suppliers. Future system disruptions, security breaches or shutdowns could significantly disrupt our operations or result in lost or misappropriated information and may have a material adverse effect on our business, consolidated financial condition, results of operations, or cash flows.

**If we are unable to retain key employees and other personnel, our consolidated financial condition or results of operations may be adversely affected or we may not be able to execute our strategies.**

The execution and success of our strategy depends largely on the efforts and abilities of our management team and other key personnel. Their experience and industry contacts significantly benefit us, and we need their expertise to execute our business strategies, including our strategies related to automation, digital and sustainability. If any such employee were to cease working for us and we were unable to replace them, our business, consolidated financial condition, results of operations, or cash flows may be materially adversely affected.

### **We could experience disruptions in operations and/or increased labor costs.**

We depend on the skills, working relationships, and continued services of employees, including our direct manufacturing employees. The labor market in many geographic regions, including the U.S., is becoming increasingly competitive. Higher turnover may lead to reductions in operational efficiencies. Additionally, in Europe and Latin America, the majority of our employees are represented by either labor unions or workers' councils and are covered by collective bargaining agreements that are generally renewable on an annual basis. As is the case with any negotiation, we may not be able to negotiate acceptable new collective bargaining agreements, which could result in strikes or work stoppages by affected workers. Renewal of collective bargaining agreements could also result in higher wages or benefits paid to union members. A shortage in the labor pool and other general inflationary pressures or changes, the results of our labor negotiations and changes to applicable laws and regulations could increase labor costs, or cause a disruption in operations, which could materially adversely affect our business.

### **Legal, Regulatory and Compliance Risks**

#### **We are the subject of various legal proceedings, and may be subject to future claims and litigation, that could have a material adverse effect on our business, results of operations or cash flows.**

We are involved from time to time in various legal proceedings. Litigation, in general, and securities, derivative actions and class action litigation, in particular, can be expensive and disruptive. Some of these proceedings may involve parties seeking large and/or indeterminate amounts, including punitive or exemplary damages, and may remain unresolved for several years. Litigation and other adverse legal proceedings could have a material adverse effect our businesses, operating results and/or cash flows because of reputational harm to us caused by such proceedings, the cost of defending such proceedings, the cost of settlement or judgments against us or the changes in our operations that could result from such proceedings. Although we maintain legal liability insurance coverage, potential litigation claims could be excluded or exceed coverage limits under the terms of our insurance policies or could result in increased costs for such coverage.

#### **Our operations are subject to a variety of environmental and other laws that expose us to regulatory scrutiny, potential financial liability and increased operating costs.**

Our operations are subject to a number of federal, state, local and foreign environmental, health and safety laws and regulations that govern, among other things, the manufacture of our products, handling, transportation, storage and disposal of hazardous materials, and the discharge of pollutants into the air, soil and water along with similar legislation aimed at addressing climate change issues.

Many jurisdictions require us to have operating permits for our production and warehouse facilities and operations. Any failure to obtain, maintain or comply with the terms of these permits could result in fines or penalties, revocation or nonrenewal of our permits, or orders to cease certain operations, and may have a material adverse effect on our business, financial condition, results of operations, or cash flows.

We generate, use and dispose of hazardous materials in our manufacturing processes. In the event our operations result in the release of hazardous materials into the environment, we may become responsible for the costs associated with the investigation and remediation of sites at which we have released pollutants, or sites where we have disposed or arranged for the disposal of hazardous wastes, even if we fully complied with applicable environmental laws at the time of disposal. We have been, and may continue to be, responsible for the cost of remediation at some locations.

We are also subject to various federal, state, local and foreign laws and regulations that regulate products manufactured and sold by us for controlling microbial growth on humans, animals and processed foods. In the U.S., these requirements are generally administered by the FDA. We maintain programs designed to comply with these laws and regulations and to monitor their evolution. To date, the cost of complying with product registration requirements and FDA compliance has not had a material adverse effect on our business, consolidated financial condition, results of operations, or cash flows.

As countries progress towards long-term environmental stewardship goals, we expect laws and tax policy to continue to advance. SEE has processes in place and internal goals related to operating efficiency in matters such as greenhouse gas emissions, energy usage, and water consumption. There is no guarantee these internal goals will be more restrictive than future legislation in the jurisdictions in which we operate. Additionally, some of SEE's materials or products became subject to a tax on certain plastics or plastic components, which went into effect in 2022 in jurisdictions such as the UK and the U.S. and is expected to go into effect in other European countries in 2023. There is no guarantee that we will be able to recover the impact of plastic taxes from our customers. We maintain programs designed to comply with laws and regulations and to monitor their evolution.

We cannot predict with reasonable certainty the future cost to us of environmental compliance, product registration, or environmental remediation. Environmental laws have become more stringent and complex over time. Our environmental costs and operating expenses will be subject to evolving regulatory requirements and will depend on the scope and timing of the effectiveness of requirements in these various jurisdictions. As a result of such requirements, we may be subject to an increased regulatory burden, and we expect significant future environmental compliance obligations in our operations. Increased compliance costs, increasing risks and penalties associated with violations, or our inability to market some of our products in certain jurisdictions may have a material adverse effect on our business, consolidated financial condition, results of operations, or cash flows.

**Product liability claims or regulatory actions could adversely affect our financial results or harm our reputation or the value of our brands.**

Claims for losses or injuries purportedly caused by some of our products arise in the ordinary course of our business. In addition to the risk of substantial monetary judgments, product liability claims or regulatory actions could result in negative publicity that could harm our reputation in the marketplace or adversely impact the value of our brands or our ability to sell our products in certain jurisdictions. We could also be required to recall possibly defective products, or voluntarily do so, which could result in adverse publicity and significant expenses. Although we maintain product liability insurance coverage, potential product liability claims could be excluded or exceed coverage limits under the terms of our insurance policies or could result in increased costs for such coverage.

**Future changes in global trade policies and regulations, as well as overall uncertainty surrounding international trade relations, could have a material adverse effect our consolidated financial condition, results of operations, or cash flows.**

Future changes in global trade policies and regulations, including tariffs on products we import and export, could have an adverse impact on our business. Additionally, future trade policies and regulations are due in part to international relations and other geopolitical factors outside of our control. In order to mitigate the impact of these trade-related increases on our costs of products sold, we may increase prices in certain markets and, over the longer term, make changes in our supply chain and, potentially, our global manufacturing strategy. Implementing price increases may cause our customers to find alternative sources for their products. We may be unable to successfully pass along these costs through price increases; adjust our supply chain without incurring significant costs; or locate alternative suppliers for raw materials or finished goods at acceptable costs or in a timely manner. Our inability to effectively manage the negative impacts of changing U.S. and foreign trade policies could materially adversely impact our consolidated financial condition, results of operations, or cash flows.

**The U.S. Internal Revenue Service (the "IRS") has indicated that it intends to disallow our deduction of the approximately \$1.49 billion for the payments made pursuant to the Settlement agreement (as defined below).**

In the past, we have reduced taxable income by approximately \$1.49 billion for the payments made pursuant to the Settlement agreement and thus have reduced our U.S. federal tax liability by approximately \$525 million. The IRS has proposed to disallow, as deductible expense, the entirety of the \$1.49 billion settlement payments. Although we believe that we have meritorious defenses to the proposed disallowance and have filed a protest with the IRS, this matter may not be resolved in 2023 and there can be no assurance that it will be resolved in the Company's favor. The matter has been submitted to the IRS Independent Office of Appeals for review of the proposed disallowance. An unfavorable resolution of this matter could have a material adverse effect on our consolidated financial condition and results of operations, or cash flows. See Note 20, "Commitments and Contingencies," for further details.

**We are subject to taxation and tax controversies in multiple jurisdictions. As a result, any adverse development in the tax laws of any of these jurisdictions or any disagreement by the tax authorities with our tax positions could have a material adverse effect on our business, consolidated financial condition, results of operations, or cash flows.**

We are subject to taxation in, and to the tax laws and regulations of, multiple jurisdictions as a result of the international scope of our operations and our corporate and financing structure. Tax laws are dynamic and subject to change as new laws are passed and new interpretations of the law are issued or applied.

There are various jurisdictions in which we operate which are actively considering changes to existing tax laws, that, if enacted, could increase our tax obligations in countries where we do business. Additional changes in tax laws could increase our overall taxes and our business, consolidated financial condition or results of operations could be adversely affected in a material way. The tax authorities in any applicable jurisdiction, including the U.S., may disagree with the positions we have taken or intend to take regarding the tax treatment or characterization of any of our transactions. If any applicable tax authorities, including U.S.

tax authorities, were to successfully challenge the tax treatment or characterization of any of our transactions, it could have a material adverse effect on our business, consolidated financial condition, results of our operations, or cash flows.

We are also subject to tax controversies in various jurisdictions that can result in assessments against us. Developments in an audit, investigation, or other tax controversy can have a material effect on our operating results or cash flows in the period or periods in which that development occurs. We regularly assess the likelihood of an adverse outcome resulting from these proceedings to determine the adequacy of our tax accruals. Although we believe our tax estimates are reasonable, the final outcome of audits, investigations, and any other tax controversies could be materially different from our historical accruals.

**Although the Settlement agreement (as defined below) has been implemented and we have been released from the various asbestos-related, fraudulent transfer, successor liability, and indemnification claims made against us arising from a 1998 transaction with Grace (as defined below), if the courts were to refuse to enforce the injunctions or releases contained in the Plan (as defined below) and the Settlement agreement with respect to any claims and if Grace were unwilling or unable to defend and indemnify us for such claims, then we could be required to pay substantial damages, which could have a material adverse effect on our consolidated financial condition and results of operations. We were also a defendant in a number of asbestos-related actions in Canada arising from Grace's activities in Canada prior to the 1998 transaction.**

On March 31, 1998, we completed a multi-step transaction (the "Cryovac transaction") involving W.R. Grace & Co. ("Grace") which brought the Cryovac packaging business and the former Sealed Air's business under the common ownership of the Company. As part of that transaction, Grace and its subsidiaries retained all liabilities arising out of their operations before the Cryovac transaction (including asbestos-related liabilities), other than liabilities relating to Cryovac's operations, and agreed to indemnify the Company with respect to such retained liabilities. Beginning in 2000, we were served with a number of lawsuits alleging that the Cryovac transaction was a fraudulent transfer or gave rise to successor liability or both, and that as a result we were responsible for alleged asbestos liabilities of Grace and its subsidiaries. On April 2, 2001, Grace and a number of its subsidiaries filed petitions for reorganization under Chapter 11 of the U.S. Bankruptcy Code in the U.S. Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). In connection with Grace's Chapter 11 case, the Bankruptcy Court issued orders staying all asbestos actions against the Company (the "Preliminary Injunction") but granted the official committees appointed to represent asbestos claimants in Grace's Chapter 11 case (the "Committees") permission to pursue fraudulent transfer, successor liability, and other claims against the Company and its subsidiary Cryovac, Inc. based upon the Cryovac transaction. In November 2002, we reached an agreement in principle with the Committees to resolve all current and future asbestos-related claims made against us and our affiliates, as well as indemnification claims by Fresenius Medical Care Holdings, Inc. and affiliated companies, in each case, in connection with the Cryovac transaction (as memorialized by the parties and approved by the Bankruptcy Court, the "Settlement agreement"). A definitive Settlement agreement was entered into as of November 10, 2003 consistent with the terms of the agreement in principle. On June 27, 2005, the Bankruptcy Court approved the Settlement agreement and the Settlement agreement was subsequently incorporated into the plan of reorganization for Grace filed in September 2008 (as filed and amended from time to time, the "Plan"). Subsequently, the Bankruptcy Court (in January and February 2011) and the United States District Court for the District of Delaware (in January and June 2012) entered orders confirming Grace's plan of reorganization in its entirety.

On February 3, 2014 (the "Effective Date"), in accordance with the Plan, Grace emerged from bankruptcy. In accordance with the Plan and the Settlement agreement, on the Effective Date, Cryovac, Inc. made aggregate cash payments in the amount of \$929.7 million to the WRG Asbestos PI Trust (the "PI Trust") and the WRG Asbestos PD Trust (the "PD Trust") and transferred 18 million shares of Sealed Air common stock to the PI Trust. Among other things, the Plan incorporated and implemented the Settlement agreement and provided for the establishment of two asbestos trusts under Section 524(g) of the U.S. Bankruptcy Code to which present and future asbestos-related personal injury and property damage claims are channeled. The Plan also provided injunctions and releases with respect to asbestos claims and certain other claims for our benefit. In addition, under the Plan and the Settlement agreement, Grace is required to indemnify us with respect to asbestos and certain other liabilities. Notwithstanding the foregoing, and although we believe the possibility to be remote, if any courts were to refuse to enforce the injunctions or releases contained in the Plan and the Settlement agreement with respect to any claims, and if, in addition, Grace were unwilling or unable to defend and indemnify us for such claims, then we could be required to pay substantial damages, which could have a material adverse effect on our consolidated financial condition, results of operations, profitability or cash flows.

## **Financial Risks**

**Fluctuations between foreign currencies and the U.S. dollar could materially impact our consolidated financial condition or results of operations.**

Approximately 46% of our net sales in 2022 were generated outside the U.S. We translate sales and other results denominated in foreign currency into U.S. dollars for our Consolidated Financial Statements. As a result, the Company is exposed to currency fluctuations both in receiving cash from its international operations and in translating its financial results into U.S. dollars. During periods of a strengthening U.S. dollar, our reported international sales and net earnings could be reduced because foreign currencies may translate into fewer U.S. dollars. Foreign exchange rates can also impact the competitiveness of products produced in certain jurisdictions and exported for sale into other jurisdictions. These changes may impact the value received for the sale of our goods versus those of our competitors. The Company cannot predict the effects of exchange rate fluctuations on its future operating results. As exchange rates vary, the Company's results of operations and profitability may be adversely impacted. While we use financial instruments to hedge certain foreign currency exposures, this does not insulate us completely from foreign currency effects and exposes us to counterparty credit risk for non-performance. See Note 15, "Derivatives and Hedging Activities," of the Notes. Such hedging activities may be ineffective or may not offset more than a portion of the adverse financial effect resulting from foreign currency variations. The gains or losses associated with hedging activities may negatively impact the Company's results of operations.

In all jurisdictions in which we operate, we are also subject to laws and regulations that govern foreign investment, foreign trade and currency exchange transactions. These laws and regulations may limit our ability to repatriate cash as dividends or otherwise to the U.S. and may limit our ability to convert foreign currency cash flows into U.S. dollars.

We have recognized foreign exchange losses related to the currency devaluations in Argentina and its designation as a highly inflationary economy under U.S. GAAP. See Note 2, "Summary of Significant Accounting Policies and Recently Issued Accounting Standards," for additional information.

**The impact of our tax expense on operating results or cash flows can change materially as a result of changes in our geographic mix of U.S. and foreign earnings and other factors, including changes in tax laws and changes made by regulatory authorities.**

Our tax expense and liabilities are affected by a number of factors, such as changes in our business operations, acquisitions, investments, entry into new businesses and geographies, intercompany transactions, the relative amount of our foreign earnings, losses incurred in jurisdictions for which we are not able to realize related tax benefits, the applicability of special or extraterritorial tax regimes, changes in foreign currency exchange rates, the level of interest expense we incur, changes in our stock price, changes to our forecasts of income and loss and the mix of jurisdictions to which they relate, and changes in our tax assets and liabilities and their valuation. In the ordinary course of our business, there are many transactions and calculations for which the ultimate tax determination is uncertain. Significant judgment is required in evaluating and estimating our tax expense, assets, and liabilities.

**We may not be able to generate sufficient cash to service all of our indebtedness and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful.**

Our ability to make scheduled payments on time or refinance our debt obligations depends on our financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to certain financial, business, legislative, regulatory and other factors beyond our control. We may be unable to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we could face substantial liquidity problems and could be forced to reduce or delay investments and capital expenditures or to dispose of material assets or operations, seek additional debt or equity capital or restructure or refinance our indebtedness. We may not be able to affect any such alternative measures on commercially reasonable terms or at all and, even if successful, those alternative actions may not allow us to meet our scheduled debt service obligations. The credit agreement governing the senior secured credit facilities, the indentures that govern our senior notes and the agreements covering our accounts receivable securitization programs restrict our ability to dispose of assets and use the proceeds from those dispositions and may also restrict our ability to raise debt or equity capital to be used to repay other indebtedness when it becomes due. We may not be able to consummate those dispositions or to obtain proceeds in an amount sufficient to meet any debt service obligations then due.

In addition, we conduct a substantial portion of our operations through our subsidiaries, certain of which are not guarantors of our indebtedness. Accordingly, repayment of our indebtedness is dependent on the generation of cash flow by our subsidiaries and their ability to make such cash available to us, by dividend, debt repayment or otherwise. Unless they are guarantors of our indebtedness, our subsidiaries do not have any obligation to pay amounts due on indebtedness or to make funds available for that purpose. Our subsidiaries may not be able to, or may not be permitted to, make distributions to enable us to make payments in respect of our indebtedness. Each subsidiary is a distinct legal entity, and, under certain circumstances, legal and contractual restrictions may limit our ability to obtain cash from our subsidiaries. The indenture governing certain of our senior notes and



the credit agreement governing the senior secured credit facilities limit the ability of certain of our subsidiaries to incur consensual restrictions on their ability to pay dividends or make other intercompany payments to us. These limitations are subject to qualifications and exceptions. In the event that we do not receive distributions from our subsidiaries, we may be unable to make required principal and interest payments on our indebtedness.

Our inability to generate sufficient cash flows to satisfy our debt obligations, or to refinance our indebtedness on commercially reasonable terms or at all, would materially and adversely affect our consolidated financial condition, results of operations, or cash flows.

If we cannot make scheduled payments on our debt, we will be in default, our note holders and lenders could accelerate the repayment of our borrowings, the lenders could terminate their commitments to loan money and/or foreclose against the assets securing the borrowings, and we could be forced into bankruptcy or liquidation.

**The terms of our credit agreement governing our senior secured credit facilities, our accounts receivable securitization programs, our supply chain financing programs, and the indentures governing our senior notes may restrict our current and future operations, particularly our ability to respond to changes in market conditions or to take certain actions.**

The indentures governing our senior notes, the credit agreement governing our senior secured credit facilities and our accounts receivable securitization programs contain a number of restrictive covenants that impose significant operating and financial restrictions on us and may limit our ability to engage in acts that may be in our long-term best interest, including restrictions on our ability to:

- incur additional indebtedness;
- pay dividends or make other distributions or repurchase or redeem capital stock;
- prepay, redeem or repurchase certain debt;
- make loans and investments;
- sell assets;
- incur liens;
- enter into transactions with affiliates;
- alter the businesses we conduct;
- enter into agreements restricting our subsidiaries' ability to pay dividends; and
- consolidate, merge or sell all or substantially all of our assets.

In addition, the restrictive covenants in the credit agreement governing our senior credit facilities require us to maintain a specified net leverage ratio. Our ability to meet this financial ratio can be affected by events beyond our control.

A breach of the covenants under the indentures governing our senior notes or under the credit agreement governing our senior secured credit facilities could result in an event of default under the applicable indebtedness. Such a default may allow the creditors to accelerate the related debt and may result in the acceleration of any other debt to which a cross-acceleration or cross-default provision applies. In addition, an event of default under the credit agreement governing our senior secured credit facilities would permit the lenders under our senior secured credit facilities to terminate all commitments to extend further credit under those facilities. Furthermore, if we were unable to repay the amounts due and payable under our senior secured credit facilities, those lenders could proceed against the collateral granted to them to secure that indebtedness. In the event our lenders or note holders accelerate the repayment of our borrowings, we and our subsidiaries may not have sufficient assets to repay that indebtedness. As a result of these restrictions, we may be:

- limited in how we conduct our business;
- unable to respond to changing market conditions;
- unable to raise additional debt or equity financing to operate during general economic or business downturns or to repay other indebtedness when it becomes due; or
- unable to compete effectively or to take advantage of new business opportunities.

In addition, amounts available under our accounts receivable securitization programs and/or utilization of our supply chain financing programs can be impacted by a number of factors, including but not limited to our credit ratings, accounts receivable or payable balances, the creditworthiness of us or our customers, our receivables collection experience and/or our trade payable payment history. Additionally, if our credit ratings were to be downgraded, particularly our Corporate Rating, there could be a negative impact on our ability to access capital markets and borrowing costs could increase.

**Our variable rate indebtedness subjects us to interest rate risk, which could cause our debt service obligations to increase significantly.**

Borrowings under our senior secured credit facilities are at variable rates of interest and expose us to interest rate risk. If interest rates increase, our debt service obligations on the variable rate indebtedness will increase even though the amount borrowed will remain the same, and our net income and cash flows, including cash available for servicing our indebtedness, will correspondingly decrease. As of December 31, 2022, we had \$508 million of long-term borrowings under our senior secured credit facilities at variable interest rates. A 1/8% increase or decrease in the assumed interest rates on the senior secured credit facilities would result in a \$0.6 million increase or decrease in annual interest expense. In the future, we may enter into interest rate swaps that involve the exchange of floating for fixed rate interest payments in order to reduce interest rate volatility. However, we may not maintain interest rate swaps with respect to all of our variable rate indebtedness, and any swaps we enter into may not fully mitigate our interest rate risk.

**The full realization of our deferred tax assets may be affected by a number of factors, including future earnings and the feasibility of on-going planning strategies.**

We have deferred tax assets including state and foreign net operating loss carryforwards, accruals not yet deductible for tax purposes, employee benefit items and other items. We have established valuation allowances to reduce the deferred tax assets to an amount that is more likely than not to be realized. Our ability to utilize the deferred tax assets depends in part upon our ability to generate future taxable income within each respective jurisdiction during the periods in which these temporary differences reverse or our ability to carryback any losses created by the deduction of these temporary differences. We expect to realize the assets over an extended period. If we are unable to generate sufficient future taxable income in the U.S. and/or 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. Our effective tax rate would increase if we were required to increase our valuation allowances against our deferred tax assets.

**Disruption and volatility of the financial and credit markets could affect our external liquidity sources.**

Our principal sources of liquidity are accumulated cash and cash equivalents, short-term investments, cash flow from operations and amounts available under our lines of credit, including our senior secured credit facilities, and our accounts receivable securitization programs. We may be unable to refinance any of our indebtedness, including our senior notes, our accounts receivable securitization programs and our senior secured credit facilities, on commercially reasonable terms or at all.

Additionally, conditions in financial markets could affect financial institutions with which we have relationships and could result in adverse effects on our ability to utilize fully our committed borrowing facilities. For example, a lender under the senior secured credit facilities may be unwilling or unable to fund a borrowing request, and we may not be able to replace such lender.

**Our insurance policies may not cover all operating risks and a casualty loss beyond the limits of our coverage could materially and adversely impact our business.**

Our business is subject to operating hazards and risks relating to handling, storing, transporting and use of the products we sell. We maintain insurance policies in amounts and with coverage and deductibles that we believe are reasonable and prudent. Nevertheless, our insurance coverage may not be adequate to protect us from all liabilities and expenses that may arise from claims for personal injury or death or property damage arising in the ordinary course of business, and our current levels of insurance may not be maintained or available in the future at economical prices. If a significant liability claim is brought against us that is not adequately covered by insurance, we may have to pay the claim with our own funds, which could have a material adverse effect on our business, consolidated financial condition, results of operations, or cash flows.

## **Item 1B. Unresolved Staff Comments**

None.

## Item 2. Properties

We manufacture products in 97 facilities, with 15 of those facilities serving both of our reportable segments. The following table shows our manufacturing facilities by geographic region and our business segment reporting structure:

<b>Properties by Geographic Region</b>	<b>Number of Manufacturing Facilities</b>	<b>Food Manufacturing Facilities</b>	<b>Protective Manufacturing Facilities</b>
Americas	41	11	34
Europe, Middle East and Africa ("EMEA")	28	11	23
Asia, Australia and New Zealand ("APAC")	28	9	24
<b>Total</b>	<b>97</b>	<b>31</b>	<b>81</b>

### **Other Property Information**

We own the large majority of our manufacturing facilities. Some of these facilities are subject to secured or other financing arrangements. We lease the balance of our manufacturing facilities, which are generally smaller sites. Our manufacturing facilities are usually located in general purpose buildings that house our specialized machinery for the manufacture of one or more products. Because of the relatively low density of our air cellular, polyethylene foam and protective mailer products, we realize significant freight savings by locating our manufacturing facilities for these products near our customers and distributors.

We also occupy facilities containing sales, distribution, technical, warehouse or administrative functions at a number of locations in the U.S. and in many foreign countries/territories. Some of these facilities are located on the manufacturing sites that we own and some of these are leased. Stand-alone facilities of these types are generally leased. Our global headquarters is located in an owned property in Charlotte, North Carolina. For a list of those countries and territories outside of the U.S. where we have operations, see *Global Scale and Market Access* within "Competitive Strengths" in Item 1.

We believe that our manufacturing, warehouse, office and other facilities are well maintained, suitable for their purposes and adequate for our needs.

### **Item 3. Legal Proceedings**

The information set forth in Note 20, “Commitments and Contingencies,” under the captions “Settlement Agreement Tax Deduction,” “Securities Class Action” and “Environmental Matters” is incorporated herein by reference.

The Company has received litigation demand letters from purported stockholders of the Company. In the letters, the stockholders alleged, among other things, substantially the same wrongdoing as that alleged in the securities class action complaint described in Note 20, “Commitments and Contingencies,” as well as allegations of breach of fiduciary duty, unjust enrichment and waste of corporate assets for failure to correct the alleged false and misleading statements, insider sales of the company’s stock, compensation benefiting from the alleged artificially inflated stock value, company repurchases of shares based on the alleged inflated stock value, and costs in connection with lawsuits and internal investigations. The letters either demand that the Company file suit against certain current and former directors and officers or indicate that the Company file suit against Ernst & Young, several of its current or former partners and the Company’s former CFO, William Stiehl, as applicable. The Board of Directors is taking appropriate steps to consider these 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.

## **Item 4. Mine Safety Disclosures**

Not applicable.

## Information About Our Executive Officers

The information appearing in the table below sets forth the current position or positions held by each of our executive officers, the officer's age as of January 31, 2023, the year in which the officer was first elected to the position currently held with us and the year in which such person was first elected an officer. All of our officers serve at the pleasure of the Board of Directors.

There are no family relationships among any of our executive officers or directors.

Name and Current Position	Age as of January 31, 2023	First Elected to Current Position	First Elected an Executive Officer
Edward L. Doheny II President and Chief Executive Officer	60	2018	2017
Christopher J. Stephens, Jr. <sup>(1)</sup> Senior Vice President, Chief Financial Officer	58	2021	2021
Emile Z. Chammas Senior Vice President, Chief Operating Officer	54	2022	2010
Sergio A. Pupkin Senior Vice President, Chief Growth & Strategy Officer	57	2021	2020
Tobias Grasso, Jr. President, Americas	59	2021	2022
Gerd Wichmann President, Europe, Middle East and Africa	54	2020	2022
Alessandra Faccin Assis President, Asia Pacific	44	2022	2022
Angel S. Willis Vice President, General Counsel & Secretary	52	2019	2020
Jannick C. Thomsen Vice President, Chief People and Digital Officer	40	2022	2022
Shuxian (Susan) Yang Vice President, Treasurer and SEE Automation Finance Leader	51	2022	2022
Michael A. Leon Chief Accounting Officer and Controller	42	2018	2018

<sup>(1)</sup> In October 2022, Mr. Stephens announced his intention to retire as Senior Vice President, Chief Financial Officer. It is expected that Mr. Stephens will continue in his current role until a successor is appointed.

Mr. Doheny joined the Company as Chief Operating Officer and CEO-Designate in September 2017 and was elected a Director of Sealed Air Corporation. He became President and CEO effective January 1, 2018. Prior to joining the Company in September 2017, Mr. Doheny served as President and Chief Executive Officer and a Director of Joy Global Inc., a manufacturer and servicer of high productivity mining equipment, from 2013 through 2017. Mr. Doheny also served as Executive Vice President of Joy Global and President and Chief Operating Officer of its Underground Mining Machinery business from 2006 to 2013, where he had global responsibility for the company's underground mining machinery business. Prior to joining Joy Global, Mr. Doheny had a 21-year career with Ingersoll Rand Corporation holding a series of senior executive positions of increasing responsibility, including President of Industrial Technologies from 2003 to 2005 and President of the Air Solutions Group from 2000 to 2003.

Mr. Stephens joined the Company as Senior Vice President and Chief Financial Officer-Designate effective January 1, 2021 and became the Chief Financial Officer on February 26, 2021. Previously, he had served as Senior Vice President, Finance and Chief Financial Officer, of Barnes Group Inc. since January 2009. Barnes Group Inc. is a global provider of engineered products, technologies and solutions to a range of industries including aerospace, transportation, manufacturing, automation and packaging. Prior his role at Barnes Group, Mr. Stephens held key leadership roles at Honeywell International, serving as President of the Consumer Products Group from 2007 to 2008, and Vice President and Chief Financial Officer of Honeywell Transportation Systems from 2003 to 2007. Prior to Honeywell, he held roles with increasing responsibility at The Boeing Company, serving as Vice President and General Manager, Boeing Electron Dynamic Devices; Vice President, Business Operations, Boeing Space and Communications; and Vice President and Chief Financial Officer, Boeing Satellite Systems.

Mr. Chammas was named Senior Vice President and Chief Operating Officer in 2022. He joined the Company in 2010 and had served as Senior Vice President, Chief Transformation and Manufacturing/Supply Chain Officer since 2019. Mr. Chammas

leads the global procurement and manufacturing organizations with a focus on SEE Operational Excellence across the Company. He also served as Chief Transformation Officer, reflecting his company-wide leadership of the Reinvent SEE business transformation, and oversees the global IT organization. From 2010 to 2019, Mr. Chammas served as Senior Vice President and Chief Supply Chain Officer. Prior to joining the Company, Mr. Chammas was Vice President, Worldwide Supply Chain, for the Wm. Wrigley Jr. Company, a confectionery company, from 2008 through 2010, and served in management positions of increasing responsibility in supply chain, operations and procurement with the Wm. Wrigley Jr. Company from 2002 through 2008.

Mr. Pupkin was promoted to Senior Vice President, Chief Growth & Strategy Officer in 2021. He was previously named Vice President and Chief Growth & Strategy Officer and appointed an executive officer of the Company in 2020. In his current role, he is responsible for corporate strategy, global mergers and acquisitions, innovation and development, global marketing, brand communications and our digital business, including e-commerce and SealedAir.com. Prior to his current role, Mr. Pupkin became Chief Strategy Officer in 2019 and served as Vice President, Corporate Strategy, Mergers and Acquisitions from 2016 to 2019. From 2011 to 2016 Mr. Pupkin held leadership positions in our former Diversey Care segment and joined Sealed Air in 2011 as a result of the Diversey acquisition. At the time of the acquisition, Mr. Pupkin had over 14 years of increasing responsibility in strategic marketing, business development, sales, and general management for Diversey, Inc. and predecessor companies.

Mr. Grasso was named President of the Americas region of the Company in 2021. He was appointed as an executive officer of the Company in 2022. In his current role, he is responsible for business and commercial strategy implementation and the Americas results for our Food and Protective segments. Mr. Grasso began his career at Sealed Air in 2015 and managed the company's food packaging business as Vice President of Latin America and then President of North America. Prior to joining Sealed Air, Tobias served as President of Mosaic Brazil for The Mosaic Company from 2005 to 2015, a leading integrated producer and marketer of concentrated phosphate and potash. Mr. Grasso started his career at Cargill, one of the top producers and distributors of agricultural products and spent 18 years at the company ultimately serving in several management and leadership positions in the food, agriculture and beverage businesses.

Mr. Wichmann was named President of the Europe, Middle East and Africa ("EMEA") region of the Company in 2020. He was appointed as an executive officer of the Company in 2022. In his current role, he is responsible for business and commercial strategy implementation and the EMEA results for our Food and Protective segments. Mr. Wichmann joined Sealed Air in 1994, starting his career with Cryovac as an application engineer. After that, he held multiple positions of increasing responsibility in research and development, portfolio, EMEA marketing, as well as a general management role for the food equipment business globally. Most recently, he served as Vice President & General Manager of Protective Packaging - EMEA prior to his current role.

Ms. Faccin was named President of the Asia Pacific ("APAC") region of the Company in 2022. She was appointed as an executive officer of the Company in 2022. In her current role, she is responsible for business and commercial strategy implementation and the APAC results for our Food and Protective segments. Ms. Faccin joined Sealed Air in 2013 as Vice President, Financial Planning & Analysis, and has held various leadership positions throughout her career with the company. She was Vice President and Treasurer from 2015 to 2017 and again most recently in 2021, where she was responsible for all treasury functions including access to capital markets and capital allocation strategy. From 2018 to 2020, she led the Protective Packaging business in North America as Vice President and General Manager, where she headed the Company's integration of the acquisition of Automated Packaging Systems. Prior to joining Sealed Air, she held various finance roles at The Dow Chemical Company from 2009 to 2012 and at Rohm and Haas from 1999 to 2009.

Ms. Willis joined the Company in 2019 as Vice President, General Counsel and Secretary. She was appointed as an executive officer of the Company in 2020. Prior to joining Sealed Air, Ms. Willis served as Vice President & Deputy General Counsel at Ingersoll Rand. In that role, she led the legal aspects of strategic transactions such as mergers and acquisitions and all legal affairs for Europe, Middle East, India and Africa. Overall, Ms. Willis held numerous legal roles with broad scope supporting commercial business units, functions and regions at Ingersoll Rand from 2005 through 2018. Prior to joining Ingersoll Rand, Ms. Willis was Corporate Counsel at Cummins, Inc. and Associate at Ice Miller, LLP.

Mr. Thomsen joined the Company in 2022 as Vice President, Chief People and Digital Officer. He was appointed as an executive officer of the Company in 2022. In his current role, he is responsible for multiple global functions, including Human Resources, Business Process Improvement and Digital. As part of our transformation to world-class, Mr. Thomsen is leading a digital strategy to enhance our culture and create a world-class employee experience that attracts and retains talent at SEE. Prior to joining the Company, Mr. Thomsen served as a Partner at McKinsey & Company from 2006 to 2022, where he focused on driving growth and digital transformation for private equity-owned and publicly listed companies in North America, Europe

and Asia. Before this, he worked in the finance and investment sector where he spent time at an investment bank in Scandinavia.

Ms. Yang was named Vice President, SEE Automation Finance Leader and Treasurer of the Company in 2022. She was appointed as an executive officer of the Company in 2022. In her current role, she is responsible for all treasury functions and provides financial leadership for SEE's equipment and automation business. In addition, she manages the Company's Investor Relations and enterprise risk management. She joined Sealed Air in 2014 as Americas Finance Director for the Protective business, and has held various leadership positions throughout her career with the Company including Global Finance Director for Food, Vice President of the Global Commercial Finance team and Vice President of Corporate Financial Planning and Analysis. Prior to joining Sealed Air, Susan held various finance roles for the Dow Chemical Company from 2009 to 2014 and Rohm & Haas Company from 2001 to 2009.

Mr. Leon was appointed as Chief Accounting Officer and Controller in 2018. He was appointed as an executive officer of the Company in 2018. Prior to the appointment, he served as the Company's Assistant Corporate Controller since December 2014. Before joining the Company in 2014, Mr. Leon held various accounting and finance positions with increasing levels of responsibilities at a Big 4 public accounting firm and at several diversified global manufacturing companies, including SPX Corporation from 2012 to 2014, and United Technologies Corporation and its predecessor company, Goodrich Corporation, from 2006 to 2012. He has extensive financial and accounting experience, including financial reporting, financial planning and analysis, mergers and acquisitions, and internal audit, among others.



### **Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

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#### **Market Information and Holders**

Our common stock is listed on the New York Stock Exchange with the trading symbol SEE. As of February 15, 2023, there were approximately 2,831 holders of record of our common stock.

#### **Common Stock Performance Comparisons**

The following graph shows, for the five years ended December 31, 2022, the cumulative total return on an investment of \$100 assumed to have been made on December 31, 2017 in our common stock. The graph compares this return ("SEE") with that of comparable investments assumed to have been made on the same date in: (a) the Standard & Poor's 500 Stock Index ("Composite S&P 500") and (b) a market capitalization-weighted self-constructed peer group ("Peer Group").

The Peer Group includes Sealed Air and the following companies: AptarGroup, Inc.; Ashland Global Holdings Inc.; Avery Dennison Corporation; Avient Corporation; Axalta Coating Systems Ltd.; Ball Corporation; Berry Global Group, Inc.; Celanese Corporation; Crown Holdings, Inc.; Dover Corporation; Fortive Corporation; Graphic Packaging Holding Company; Packaging Corporation of America; Silgan Holdings Inc.; and Sonoco Products Company. Greif, Inc., H.B. Fuller Company and Owens-Illinois, Inc. were removed from the Peer Group compared to 2021 and Dover Corporation and Fortive Corporation were added to better reflect alignment with Sealed Air's overall business strategy and industry, especially the increased focus on automation and digital. The Peer Group is consistent with the peer companies used by the Organization and Compensation Committee of our Board of Directors ("O&C Committee") in connection with certain aspects of our executive compensation programs. The O&C Committee includes companies primarily in the materials sector that are comparable to Sealed Air based on sales, number of employees, and market capitalization.

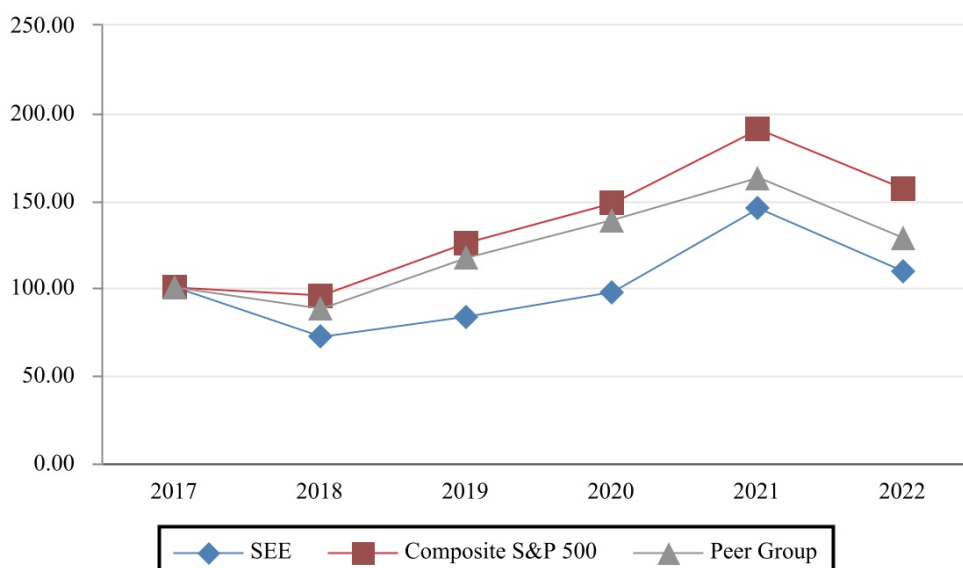
Total return for each assumed investment assumes the reinvestment of all dividends on December 31 of the year in which the dividends were paid.

## 5 Year Compound Annual Growth Rate

**SEE: 1.8%**

**Composite S&P 500: 9.3%**

**Peer Group: 5.1%**



### Recent Sales of Unregistered Securities

Not applicable.

### 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 December 31, 2022, the average price paid per share and the maximum number of shares that may yet be purchased under our publicly announced plans or programs.

Period	Total Number of Shares Purchased <sup>(1)</sup>	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
	(a)	(b)	(c)	(d)
Balance as of September 30, 2022				\$ 616,358,188
October 1, 2022 through October 31, 2022	—	\$ —	—	616,358,188
November 1, 2022 through November 30, 2022	—	\$ —	—	616,358,188
December 1, 2022 through December 31, 2022	—	\$ —	—	616,358,188
<b>Total</b>	<b>—</b>	<b>\$ —</b>	<b>—</b>	<b>\$ 616,358,188</b>

<sup>(1)</sup> 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. As of December 31, 2022, there was \$616 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, pursuant to our publicly announced program described above. In addition, we have historically withheld shares from awards under our Omnibus Incentive Plan pursuant to the provision thereof that permits tax withholding obligations or other legally required charges to be satisfied by having us withhold shares from an award under that plan. During the three months ended December 31, 2022, no shares were withheld pursuant to this provision.



## **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The information in this MD&A should be read together with our Consolidated Financial Statements and related notes set forth in Part II, Item 8, as well as the discussion included in Part I, Item 1A, "Risk Factors," of this Annual Report on Form 10-K. All amounts and percentages are approximate due to rounding and all dollars are in millions, except per share amounts.

### **Business Overview and Reportable Segments**

Sealed Air Corporation ("SEE", "Sealed Air", or the "Company", also referred to as "we", "us", or "our") is a leading global provider of packaging solutions integrating high-performance materials, automation, equipment and services. SEE designs and delivers packaging solutions that protect goods, preserve food, automate packaging processes, enable e-commerce and digital connectivity for packaged goods. Our packaging solutions are designed to help our customers automate their operations to be increasingly touchless and more resilient, safer, less wasteful, and enhance brand engagement with consumers. We deliver our packaging solutions to an array of end markets including fresh proteins, foods, fluids, medical and healthcare, e-commerce, logistics and omnichannel fulfillment operations, and industrials. Our portfolio of solutions includes leading brands such as CRYOVAC® brand food packaging, SEALED AIR® brand protective packaging, AUTOBAG® brand automated packaging, BUBBLE WRAP® brand packaging, SEE Automation™ solutions and prismatic™ smart packaging and digital printing.

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 and customers. Corporate includes certain costs that are not allocated to the reportable segments. See Note 6, "Segments," for additional information.

We employ sales, marketing and customer service personnel throughout the world who sell and market our products to and through a widespread distribution network, fabricators, converters, e-commerce and mail order fulfillment firms, and contract packaging firms as well as directly to end-users such as food processors, food service businesses, supermarket retailers, lodging, retail pharmaceutical companies, healthcare facilities, medical device manufacturers, and other manufacturers. We generally do not impose annual minimum purchase volume requirements on our distributors. Product returns from our distributors in 2022 were not material. In 2022, 2021 or 2020, no customer or affiliated group of customers accounted for 10% or more of our consolidated net sales.

On a consolidated basis, there normally is minimal seasonality in the business, with net sales historically being slightly lower in the first quarter and slightly higher towards the end of the third quarter through the fourth quarter. Our consolidated results of operations typically trend directionally the same as our net sales seasonality. In 2022, however, the impact from supply disruptions through the first half of 2022 as well as increasing recessionary pressures and unfavorable foreign currency translation experienced during the second half of 2022, resulted in a lower portion of net sales in the second half compared to prior years. We expect that net sales and earnings in 2023, especially in the first half, may continue to be impacted by recessionary pressures. Approximately one-third of Food's sales are subject to formula based pricing, predominantly within North America and APAC, which lags raw material cost movement by approximately six months, on average. Additionally, changes in end-consumer behavior, such as an increase in e-commerce sales, or temporary social distancing restrictions due to COVID-19 or other factors, have in the past impacted the timing and seasonality of results of operations.

Cash flow from operations tends to be lower in the first quarter and higher in the fourth quarter, reflecting seasonality of sales and working capital changes, including the timing of certain annual incentive compensation payments. During 2022, the Company generated \$400 million in cash flow from operations in the second half, compared to \$213 million in the first half of 2022.

The extent and timing of our results of operations may be difficult to predict if significant one-time transactions, events or non-recurring charges were to impact our business.

Competition for most of our packaging products is based primarily on packaging performance characteristics, automation, sustainability-related characteristics of the materials, service, and price. Since competition is also based upon innovations in packaging technology, we maintain ongoing research and development programs to enable us to maintain technological leadership. Competition is both global and regional in scope and includes numerous smaller, local competitors with limited product portfolios and geographic reach.

Our net sales are sensitive to developments in our customers' business or market conditions, changes in the global economy, and the effects of foreign currency translation. Our costs can vary materially due to changes in input costs, including petrochemical-related costs (primarily resin costs), which are not within our control. Consequently, our management focuses on

reducing those costs that we can control and using petrochemical-based and other raw materials efficiently. We also believe that our global presence helps to mitigate the impact of localized changes in business conditions.

We manage our businesses with a strategic capital allocation mindset to create economic value. We are making investments to create value while generating operating cash flow that will permit us to continue to spend on innovative research and development and to invest in our business by means of capital expenditures for property, equipment and acquisitions. Moreover, we expect that our ability to generate substantial operating cash flow should provide us with the flexibility to repay debt and to return capital to our stockholders.

Each issue of our outstanding senior notes imposes limitations on our operations and those of specified subsidiaries. Our senior secured credit facility contains 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 of debt to EBITDA. We expect continued compliance with our debt covenants including the covenant leverage ratio over the next 12 months. See Note 14, "Debt and Credit Facilities" for further details.

## **Non-U.S. GAAP Information**

We present financial information that conforms to U.S. GAAP. We also present financial information that does not conform to U.S. GAAP, as our management believes it is useful to investors. In addition, non-U.S. GAAP financial measures are used by management to review and analyze our operating performance and, along with other data, as internal measures for setting annual budgets and forecasts, assessing financial performance, providing guidance and comparing our financial performance with our peers. Non-U.S. GAAP financial measures also provide management with additional means to understand and evaluate the core operating results and trends in our ongoing business by eliminating certain expenses and/or gains (which may not occur in each period presented) and other items that management believes might otherwise make comparisons of our ongoing business with prior periods and peers more difficult, obscure trends in ongoing operations or reduce management's ability to make useful forecasts. Non-U.S. GAAP information does not purport to represent any similarly titled U.S. GAAP information and is not an indicator of our performance under U.S. GAAP. Investors are cautioned against placing undue reliance on these non-U.S. GAAP financial measures. Further, investors are urged to review and consider carefully the adjustments made by management to the most directly comparable U.S. GAAP financial measure to arrive at these non-U.S. GAAP financial measures, described below.

The non-U.S. GAAP financial metrics exclude certain specified items ("Special Items"), including restructuring charges and restructuring associated costs, 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-U.S. 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.

When we present non-U.S. GAAP forward-looking guidance, we do not also provide guidance for the most directly comparable U.S. GAAP financial measures, as they are not available without unreasonable effort due to the high variability, complexity, and low visibility with respect to certain Special Items, including gains and losses on the disposition of businesses, the ultimate outcome of certain legal or tax proceedings, foreign currency gains or losses resulting from the volatile currency market in Argentina, and other unusual gains and losses. These items are uncertain, depend on various factors, and could be material to our results computed in accordance with U.S. GAAP.

### *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 in 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 U.S. 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 U.S. GAAP and non-U.S. 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 U.S. GAAP Net Earnings from continuing operations to non-U.S. GAAP Consolidated Adjusted EBITDA from continuing operations:

<i>(In millions)</i>	Year Ended December 31,		
	2022	2021	2020
<b>Net earnings from continuing operations</b>	\$ 491.3	\$ 491.2	\$ 484.1
Interest expense, net	162.3	167.8	174.4
Income tax provision	238.0	225.0	142.1
Depreciation and amortization	236.8	232.2	216.5
<i>Special Items:</i>			
Restructuring charges	12.1	14.5	11.0
Other restructuring associated costs	9.3	16.5	19.5
Foreign currency exchange loss due to highly inflationary economies	8.8	3.6	4.7
Loss on debt redemption and refinancing activities	11.2	18.6	—
Impairment loss/fair value (gain) on equity investments, net	30.6	(6.6)	(15.1)
Impairment of debt investment	—	8.0	—
Charges related to acquisition and divestiture activity	3.1	2.6	7.1
Gain on sale of Reflectix	—	(45.3)	—
Other Special Items	6.7	3.5	6.8
Pre-tax impact of Special Items	81.8	15.4	34.0
<b>Non-U.S. GAAP Consolidated Adjusted EBITDA from continuing operations</b>	<b>\$ 1,210.2</b>	<b>\$ 1,131.6</b>	<b>\$ 1,051.1</b>

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 U.S. 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 U.S. GAAP and non-U.S. GAAP financial measures, because they incorporate non-cash items of depreciation and amortization, including stock-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 U.S. GAAP and non-U.S. 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 U.S. GAAP Net Earnings and Diluted Earnings per Share from continuing operations to non-U.S. GAAP Adjusted Net Earnings and Adjusted EPS from continuing operations.

<i>(In millions, except per share data)</i>	Year Ended December 31,					
	2022		2021		2020	
	Net Earnings	Diluted EPS	Net Earnings	Diluted EPS	Net Earnings	Diluted EPS
<b>U.S. GAAP Net earnings and diluted EPS from continuing operations</b>	\$ 491.3	\$ 3.33	\$ 491.2	\$ 3.22	\$ 484.1	\$ 3.10
Special Items <sup>(1)</sup>	113.7	0.77	49.6	0.33	14.3	0.09
<b>Non-U.S. GAAP Adjusted net earnings and adjusted diluted EPS from continuing operations</b>	<b>\$ 605.0</b>	<b>\$ 4.10</b>	<b>\$ 540.8</b>	<b>\$ 3.55</b>	<b>\$ 498.4</b>	<b>\$ 3.19</b>
<b>Weighted average number of common shares outstanding – Diluted</b>		<b>147.4</b>		<b>152.4</b>		<b>156.0</b>

(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-U.S. 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 U.S. 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 U.S. 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-U.S. GAAP Adjusted income tax rate:

<i>(In millions, except per share data)</i>	Year Ended December 31,		
	2022	2021	2020
U.S. GAAP Earnings before income tax provision from continuing operations	\$ 729.3	\$ 716.2	\$ 626.2
Pre-tax impact of Special Items	81.8	15.4	34.0
<b>Non-U.S. GAAP Adjusted Earnings before income tax provision from continuing operations</b>	<b>\$ 811.1</b>	<b>\$ 731.6</b>	<b>\$ 660.2</b>
U.S. GAAP Income tax provision from continuing operations	\$ 238.0	\$ 225.0	\$ 142.1
Tax Special Items <sup>(1)</sup>	(49.4)	(31.9)	12.1
Tax impact of Special Items <sup>(2)</sup>	17.5	(2.3)	7.6
<b>Non-U.S. GAAP Adjusted Income tax provision from continuing operations</b>	<b>\$ 206.1</b>	<b>\$ 190.8</b>	<b>\$ 161.8</b>
U.S. GAAP Effective income tax rate	32.6 %	31.4 %	22.7 %
Non-U.S. GAAP Adjusted income tax rate	25.4 %	26.1 %	24.5 %

(1) For the year ended December 31, 2022, Tax Special Items primarily reflect accruals for unresolved controversy. For the year ended December 31, 2021, Tax Special Items consist primarily of accruals for unresolved controversy and revaluation of deferred tax assets for foreign legislation changes. For the year ended December 31, 2020, Tax Special Items reflect net benefits from audit settlements and retroactive application of new GILTI regulations, offset by withholding expense related to cash repatriation initiatives.

(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-U.S. 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. 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 Management’s Discussion and Analysis of Financial Condition and Results of Operations for reconciliations of these non-U.S. GAAP financial measures to their most directly comparable U.S. 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 U.S. GAAP. Therefore, free cash flow should not be considered a substitute for net income or cash flow data prepared in accordance with U.S. 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 tables presented later in our Management’s Discussion and Analysis of Financial Condition and Results of Operations under *Analysis of Historical Cash Flow* for reconciliations of this non-U.S. GAAP financial measure to its most directly comparable U.S. 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 U.S. GAAP. Therefore, Net Debt should not be considered a substitute for amounts owed to creditors or other balance sheet information prepared in accordance with U.S. GAAP, and it may not be comparable to similarly titled measures used by other companies.

Refer to the specific table presented later in our Management’s Discussion and Analysis of Financial Condition and Results of Operations under *Outstanding Indebtedness* for reconciliations of this non-U.S. GAAP financial measure to its most directly comparable U.S. GAAP measure.

## **Executive Summary for 2022**

Throughout 2022, we continued to focus on executing our strategies to drive growth through automation, digital, and sustainability solutions. Despite challenges, including the impact from supply chain and raw material disruptions, and recessionary pressures, SEE continued to work collaboratively across functions and countries. Net sales and operating profit grew in the current year, as we continued to deliver for our customers.

*Automation* - Since launching our SEE Automation Solutions strategy in 2020, we have experienced growth in equipment sales. We aim to solve our customers’ automation needs while creating significant return on their investments through savings and increased productivity. With SEE Automation, we are taking an integrated solutions approach and looking for opportunities to help customers eliminate waste, simplify processes, remove people from harm's way and drive 'touchless' operations.

*Digital* - The MySEE digital e-commerce platform is making doing business with SEE easier and more efficient. We are investing in automation and digital technologies that enhance performance, efficiency and monitoring in customers’ and our own operations. We are developing smart packaging that can enable traceability and deliver digital

content. We are investing in digital printing to drive customer savings, generate demand and enhance brand image and shelf impact.

*Sustainability* - Sustainability is embedded in our purpose and vision. We are designing high-performance packaging materials with recyclability in mind, to make sustainability more affordable, and to create a pathway for a circular economy.

We strive to deploy a purpose driven capital allocation strategy. As part of that strategy we invest and acquire to meet our strategic priorities. On February 2, 2022, SEE acquired Foxpak Flexibles Ltd. (“Foxpak”), a privately-owned Irish packaging solutions company. Foxpak is a digital printing pioneer that partners with brands to deliver highly decorated packaging solutions; stand-up and spout pouches, and sachets that serve a variety of markets including food retail, pet food, seafood, and snacks. This transaction resulted in a purchase price paid of approximately \$10 million.

In addition to Foxpak, we continued to invest in disruptive technologies and innovations through our SEE Ventures initiative. For the year ended December 31, 2022, we invested an additional \$11 million in strategic equity and debt instruments.

We continue to execute our Reinvent SEE business transformation, focused on the 4P'S<sup>SM</sup>: People + Digital, Performance, Platforms, Processes and Sustainability. During the year, the Reinvent SEE business transformation delivered incremental Adjusted EBITDA benefits of \$27 million. The restructuring component of the Reinvent SEE business transformation has now concluded as of the end of calendar year 2022, but the capabilities, operational disciplines, and governance processes established through the Reinvent SEE business transformation are embedded in our on-going continuous improvement system and demonstrating sustained results. For the year ended December 31, 2022, we incurred approximately \$21 million, or \$17 million net of tax, in restructuring and restructuring associated charges primarily related to our Reinvent SEE business transformation initiatives. Cash payments, including restructuring payments, primarily related to our Reinvent SEE business transformation, were \$22 million in 2022. See Note 12, “Restructuring Activities,” for additional details regarding the Company’s restructuring programs.

### **Supply Chain Disruptions and Raw Material Price Increases**

Throughout 2022, the Company experienced supply chain disruptions such as limited availability of certain raw materials and equipment components. While we believe many of these shortages will continue to lessen moving forward, we cannot predict whether these supply disruptions would recur in the future. We also experienced inflationary pressures including sharp raw material price increases, higher freight costs and increases in other operating costs, including labor costs. The ongoing conflict between Russia and Ukraine also contributed to our current environment. Our Russian operation experienced raw material constraints in the first half of 2022. While these constraints have been largely resolved, we cannot predict whether these disruptions would recur in the future.

The Company implemented price increases throughout 2022 to offset inflationary pressures. As a result, we experienced an increase in gross margins (defined as the gross profit divided by net sales) during the year ended December 31, 2022, as compared to the prior year. For our formula-based pricing, which on average, lags raw material cost movement by approximately six months, we have not fully realized these margin increases. Approximately one-third of Food's sales are subject to formula-based pricing, predominantly within the Americas and APAC. Formula-based pricing does not comprise a significant portion of sales in our Protective segment.

We continue to work closely with our customers and have been leveraging our global supply network and supplier relationships and implementing material substitution where available to meet customers' demands and mitigate supply continuity risks. However, the current environment continues to negatively impact the price and supply of certain raw materials and equipment components. Additionally, the supply disruptions may result in longer lead times for some of our customers, the loss and/or delay of sales, or the inability to fulfill customer orders. Any of these developments may have a material adverse impact on our consolidated financial condition, results of operations, or cash flows.

Refer to Part I, Item 1A, “Risk Factors,” for information concerning operational risks, including customer responses to price increases, raw material pricing and availability.

### **Impact of COVID-19**

The COVID-19 pandemic and the related containment and mitigation measures that have been put into place across the globe, have had and may continue to have an adverse impact on the global economy and our business.

We continue to monitor the impact that COVID-19 has on all aspects of our business and geographies, including the impact on our employees, customers, suppliers, business partners and distribution channels.

We and some of our customers have experienced facility shutdowns or reductions in operations during the pandemic. The outbreak of recent variants has adversely impacted staffing levels in our operations as affected employees recover from illness or contagious periods.

Our diverse end-markets and geographies continue to experience varying degrees of impact from COVID-19. The food service market, including restaurants, entertainment venues and hotels, experienced higher activity in 2022 as compared to the prior year when it was more adversely impacted by government mandated shut-downs and social distancing measures. This resulted in year-over-year volume growth for many of our products that support this market.

However, the environment remains volatile, and we cannot predict the future impacts of the pandemic on our business and the markets we serve. Government agencies may impose future restrictions on commercial activities to limit the spread of the virus, including new variants. During 2022, certain regions of China experienced an increase of COVID-19 cases and the resulting restrictions impacted our operations in China, including temporary shutdowns and production curtailments. Future developments of the pandemic, including future spikes or areas of significant regional spread, may cause uneven impacts to our geographies around the world.

The health and safety of SEE's employees, suppliers and customers globally continues to be the Company's top priority. At times during 2022, we had safety measures in place at our sites such as: enhanced cleaning procedures, employee temperature checks, use of personal protective equipment for location-dependent workers, social distancing measures within operating sites, and remote/flexible work arrangements for non-location dependent employees.

In remote working environments, we continue our efforts to mitigate information technology risks including failures in the physical infrastructure or operating systems that support our businesses and customers, or cyberattacks and security breaches of our networks or systems. Additionally, we continue to execute all activities related to our internal control over financial reporting in remote working environments. There has not been any change in our internal control over financial reporting during the year ended December 31, 2022 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

See Part I, Item 1A, "Risk Factors," above for additional risks related to the COVID-19 pandemic.

## **Current Trends and Forward Looking Expectations**

We expect overall demand for our solutions to be consistent with the prior year as we face a potential recessionary environment. We expect sales for our automated solutions and digital offerings, as well as sales through our online enterprise digital commerce channel, to continue to increase, as we execute on our growth strategies. We expect disciplines developed through our Reinvent SEE business transformation and initiatives under Reinvent SEE 2.0 to advance our on-going continuous improvement program, the SEE Operating Engine, driving operational efficiencies and benefits in 2023 and beyond.

We expect the supply chain disruptions and limited availability of certain raw materials that we experienced in 2022 to normalize during 2023. Overall, we expect continued inflation on labor, non-material costs, freight and raw material costs outside of commodity resins.

During 2022, some of SEE's materials or products became subject to a tax on certain plastics, which went into effect in the UK and the U.S. in 2022 and are planned to go into effect for additional European countries during 2023. While we have been able to successfully pass through the majority of the plastics tax thus far, there is no guarantee that we will be able to recover the full impact of plastic taxes from our customers as the plastic tax goes into effect for additional European countries in 2023. Not all of our products are subject to the tax, as the tax is dependent on various factors including, weight, gauge, material recyclability and recycled content, among other factors. Even if we are not successful in passing through future expense, we do not believe the impact of the plastic taxes would have a material impact on our results of operations. However, the impact of legislation or tax policies that may be amended or proposed and passed in the future is unknown. We maintain programs designed to comply with laws and regulations and to monitor their evolution.

## Highlights of Financial Performance

Below are the highlights of our financial performance for the three years ended December 31, 2022, 2021 and 2020.

<i>(In millions, except per share amounts)</i>	Year Ended December 31,			% Change	
	2022	2021	2020	2022 vs. 2021	2021 vs. 2020
Net sales	\$ 5,641.9	\$ 5,533.8	\$ 4,903.2	2.0 %	12.9 %
Gross profit	\$ 1,772.9	\$ 1,680.9	\$ 1,609.3	5.5 %	4.4 %
<i>As a % of net sales</i>	<i>31.4 %</i>	<i>30.4 %</i>	<i>32.8 %</i>		
Operating profit	\$ 944.8	\$ 900.9	\$ 788.1	4.9 %	14.3 %
<i>As a % of net sales</i>	<i>16.7 %</i>	<i>16.3 %</i>	<i>16.1 %</i>		
Net earnings from continuing operations	\$ 491.3	\$ 491.2	\$ 484.1	— %	1.5 %
Gain on sale of discontinued operations, net of tax	0.3	15.6	18.8	(98.1)%	(17.0)%
<b>Net earnings</b>	<b>\$ 491.6</b>	<b>\$ 506.8</b>	<b>\$ 502.9</b>	<b>(3.0)%</b>	<b>0.8 %</b>
Basic:					
Continuing operations	\$ 3.37	\$ 3.26	\$ 3.12	3.4 %	4.5 %
Discontinued operations	—	0.10	0.12	#	(16.7)%
<b>Net earnings per common share - basic</b>	<b>\$ 3.37</b>	<b>\$ 3.36</b>	<b>\$ 3.24</b>	<b>0.3 %</b>	<b>3.7 %</b>
Diluted:					
Continuing operations	\$ 3.33	\$ 3.22	\$ 3.10	3.4 %	3.9 %
Discontinued operations	—	0.10	0.12	#	(16.7)%
<b>Net earnings per common share - diluted</b>	<b>\$ 3.33</b>	<b>\$ 3.32</b>	<b>\$ 3.22</b>	<b>0.3 %</b>	<b>3.1 %</b>
Weighted average number of common shares outstanding:					
Basic	145.9	150.9	155.2		
Diluted	147.4	152.4	156.0		
Non-U.S. GAAP Consolidated Adjusted EBITDA from continuing operations <sup>(1)</sup>	\$ 1,210.2	\$ 1,131.6	\$ 1,051.1	6.9 %	7.7 %
Non-U.S. GAAP Adjusted EPS from continuing operations <sup>(2)</sup>	\$ 4.10	\$ 3.55	\$ 3.19	15.5 %	11.3 %

# Denotes where percentage change is not meaningful.

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

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

## Foreign Currency Translation Impact on 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 consolidated financial results are the euro, the Australian dollar, the Mexican peso, the Canadian dollar, the British pound, the Chinese Renminbi, the Brazilian real and the New Zealand dollar.

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

<i>(In millions)</i>	<b>2022 vs. 2021</b>		<b>2021 vs. 2020</b>	
Net sales	\$	(224.2)	\$	67.9
Cost of sales		165.9		(48.6)
Selling, general and administrative expenses		23.3		(9.2)
Net earnings		(22.0)		9.0
Non-U.S. GAAP Adjusted EBITDA		(33.4)		13.1

## Net Sales by Geographic Region

The following tables present the components of the change in net sales by geographic region for the year ended December 31, 2022 compared with 2021 and for the year ended December 31, 2021 compared with 2020.

<i>(In millions)</i>	<b>Americas</b>		<b>EMEA</b>		<b>APAC</b>		<b>Total</b>	
2021 Net Sales	\$ 3,522.3	63.6 %	\$ 1,200.0	21.7 %	\$ 811.5	14.7 %	\$ 5,533.8	100.0 %
Price	521.4	14.8 %	136.7	11.4 %	39.9	4.9 %	698.0	12.6 %
Volume <sup>(1)</sup>	(255.2)	(7.2) %	(55.2)	(4.6) %	(20.0)	(2.4) %	(330.4)	(6.0) %
Total organic change (non-U.S. GAAP)	266.2	7.6 %	81.5	6.8 %	19.9	2.5 %	367.6	6.6 %
(Divestiture) Acquisition	(41.0)	(1.2) %	5.7	0.5 %	—	— %	(35.3)	(0.6) %
Total constant dollar change (non-U.S. GAAP)	225.2	6.4 %	87.2	7.3 %	19.9	2.5 %	332.3	6.0 %
Foreign currency translation	(29.0)	(0.8) %	(127.2)	(10.6) %	(68.0)	(8.4) %	(224.2)	(4.0) %
<b>Total change (U.S. GAAP)</b>	<b>196.2</b>	<b>5.6 %</b>	<b>(40.0)</b>	<b>(3.3) %</b>	<b>(48.1)</b>	<b>(5.9) %</b>	<b>108.1</b>	<b>2.0 %</b>
<b>2022 Net Sales</b>	<b>\$ 3,718.5</b>	<b>65.9 %</b>	<b>\$ 1,160.0</b>	<b>20.6 %</b>	<b>\$ 763.4</b>	<b>13.5 %</b>	<b>\$ 5,641.9</b>	<b>100.0 %</b>

<i>(In millions)</i>	<b>Americas</b>		<b>EMEA</b>		<b>APAC</b>		<b>Total</b>	
2020 Net Sales	\$ 3,135.6	64.0 %	\$ 1,031.6	21.0 %	\$ 736.0	15.0 %	\$ 4,903.2	100.0 %
Price	262.4	8.4 %	26.7	2.6 %	7.2	1.0 %	296.3	6.0 %
Volume <sup>(1)</sup>	139.9	4.4 %	100.3	9.7 %	33.6	4.5 %	273.8	5.6 %
Total organic change (non-U.S. GAAP)	402.3	12.8 %	127.0	12.3 %	40.8	5.5 %	570.1	11.6 %
Divestiture	(7.4)	(0.2) %	—	— %	—	— %	(7.4)	(0.1) %
Total constant dollar change (non-U.S. GAAP)	394.9	12.6 %	127.0	12.3 %	40.8	5.5 %	562.7	11.5 %
Foreign currency translation	(8.2)	(0.3) %	41.4	4.0 %	34.7	4.7 %	67.9	1.4 %
<b>Total change (U.S. GAAP)</b>	<b>386.7</b>	<b>12.3 %</b>	<b>168.4</b>	<b>16.3 %</b>	<b>75.5</b>	<b>10.2 %</b>	<b>630.6</b>	<b>12.9 %</b>
<b>2021 Net Sales</b>	<b>\$ 3,522.3</b>	<b>63.6 %</b>	<b>\$ 1,200.0</b>	<b>21.7 %</b>	<b>\$ 811.5</b>	<b>14.7 %</b>	<b>\$ 5,533.8</b>	<b>100.0 %</b>

<sup>(1)</sup> 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 tables present the components of change in net sales by our segment reporting structure for the year ended December 31, 2022 compared with 2021, and for the year ended December 31, 2021 compared with 2020.

<i>(In millions)</i>	Food		Protective		Total Company	
2021 Net Sales	\$ 3,112.8	56.3 %	\$ 2,421.0	43.7 %	\$ 5,533.8	100.0 %
Price	396.3	12.7 %	301.7	12.5 %	698.0	12.6 %
Volume <sup>(1)</sup>	(62.7)	(2.0) %	(267.7)	(11.1) %	(330.4)	(6.0) %
Total organic change (non-U.S. GAAP)	333.6	10.7 %	34.0	1.4 %	367.6	6.6 %
Acquisition (Divestiture)	5.7	0.2 %	(41.0)	(1.7) %	(35.3)	(0.6) %
Total constant dollar change (non-U.S. GAAP)	339.3	10.9 %	(7.0)	(0.3) %	332.3	6.0 %
Foreign currency translation	(134.9)	(4.3) %	(89.3)	(3.7) %	(224.2)	(4.0) %
<b>Total change (U.S. GAAP)</b>	<b>204.4</b>	<b>6.6 %</b>	<b>(96.3)</b>	<b>(4.0) %</b>	<b>108.1</b>	<b>2.0 %</b>
<b>2022 Net Sales</b>	<b>\$ 3,317.2</b>	<b>58.8 %</b>	<b>\$ 2,324.7</b>	<b>41.2 %</b>	<b>\$ 5,641.9</b>	<b>100.0 %</b>
<i>(In millions)</i>	Food		Protective		Total Company	
2020 Net Sales	\$ 2,825.5	57.6 %	\$ 2,077.7	42.4 %	4,903.2	100.0 %
Price	141.9	5.0 %	154.4	7.5 %	296.3	6.0 %
Volume <sup>(1)</sup>	113.1	4.0 %	160.7	7.7 %	273.8	5.6 %
Total organic change (non-U.S. GAAP)	255.0	9.0 %	315.1	15.2 %	570.1	11.6 %
Divestiture	—	— %	(7.4)	(0.4) %	(7.4)	(0.1) %
Total constant dollar change (non-U.S. GAAP)	255.0	9.0 %	307.7	14.8 %	562.7	11.5 %
Foreign currency translation	32.3	1.2 %	35.6	1.7 %	67.9	1.4 %
<b>Total change (U.S. GAAP)</b>	<b>287.3</b>	<b>10.2 %</b>	<b>343.3</b>	<b>16.5 %</b>	<b>630.6</b>	<b>12.9 %</b>
<b>2021 Net Sales</b>	<b>\$ 3,112.8</b>	<b>56.3 %</b>	<b>\$ 2,421.0</b>	<b>43.7 %</b>	<b>\$ 5,533.8</b>	<b>100.0 %</b>

<sup>(1)</sup> 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.

## Food

### 2022 compared with 2021

As reported, net sales increased \$204 million, or 7%, in 2022 compared with 2021. Foreign currency had a negative impact of \$135 million. On a constant dollar basis, net sales increased \$339 million, or 11%, in 2022 compared with 2021 primarily due to the following:

- favorable pricing of \$396 million, primarily reflecting price realization, with increases across all regions in response to the continued inflationary environment; and
- acquisition impact of \$6 million.

These increases were partially offset by:

- lower volumes of \$63 million, primarily due to food retail market declines across the Americas and EMEA regions and the adverse impact from prior supply disruptions.

### 2021 compared with 2020

As reported, net sales increased \$287 million, or 10%, in 2021 compared with 2020. Foreign currency had a positive impact of \$32 million. On a constant dollar basis, net sales increased \$255 million, or 9%, in 2021 compared with 2020 primarily due to the following:

- favorable pricing of \$142 million, primarily in the Americas, due to pricing actions and the impact of formula-based pricing to offset rising costs on inputs, non-material components, and labor; and

- higher volumes of \$113 million, with increases across all regions, on higher demand in the food service industries and increased automated equipment sales.

## **Protective**

### *2022 compared with 2021*

As reported, net sales decreased \$96 million, or 4%, in 2022 compared with 2021. Foreign currency had a negative impact of \$89 million. On a constant dollar basis, net sales decreased \$7 million, or less than 1%, in 2022 compared with 2021 primarily due to the following:

- lower volumes of \$268 million, across all regions, primarily due to recessionary pressures in the industrial and fulfillment markets and de-stocking throughout the value chain; and
- a decrease of \$41 million due to the divestiture of Reflectix in November 2021.

These decreases were partially offset by:

- favorable pricing of \$302 million, primarily reflecting price realization, with increases across all regions in response to the current inflationary environment.

### *2021 compared with 2020*

As reported, net sales increased \$343 million, or 17%, in 2021 compared with 2020. Foreign currency had a positive impact of approximately \$36 million. On a constant dollar basis, net sales increased \$308 million, or 15%, in 2021 compared with 2020 primarily due to the following:

- higher volumes of \$161 million, with increases across all regions on higher industrial segment demand, strength in automated equipment and continued momentum in fulfillment; and
- favorable pricing of \$154 million, primarily in the Americas, due to price actions to offset rising costs on inputs, non-material components, and labor.

These increases were partially offset by:

- a decrease of \$7 million due to the divestiture of Reflectix in November 2021.

## **Cost of Sales**

Cost of sales for the years ended December 31, 2022, 2021 and 2020 were as follows:

<i>(In millions)</i>	Year Ended December 31,			% Change	
	2022	2021	2020	2022 vs. 2021	2021 vs. 2020
Net sales	\$ 5,641.9	\$ 5,533.8	\$ 4,903.2	2.0 %	12.9 %
Cost of sales	3,869.0	3,852.9	3,293.9	0.4 %	17.0 %
<i>As a % of net sales</i>	<i>68.6 %</i>	<i>69.6 %</i>	<i>67.2 %</i>		

### *2022 compared with 2021*

As reported, cost of sales increased by \$16 million, or 0.4%, in 2022 as compared to 2021. Cost of sales was impacted by favorable foreign currency translation of \$166 million. As a percentage of net sales, cost of sales decreased by 100 basis points, from 69.6% in 2021 to 68.6% in 2022, primarily driven by pricing realization. Improvements were partially offset by raw materials price increases and other inflationary non-material and labor cost increases.

### *2021 compared with 2020*

As reported, cost of sales increased by \$559 million, or 17.0%, in 2021 as compared to 2020. Cost of sales was impacted by unfavorable foreign currency translation of \$49 million. As a percentage of net sales, cost of sales increased by 240 basis points, from 67.2% in 2020 to 69.6% in 2021, primarily due to higher input costs resulting from raw material price increases and higher freight costs associated with global supply chain disruptions. Additionally, labor inflation negatively impacted cost

of sales. Higher input, labor and freight costs were partially offset by productivity improvements resulting from our Reinvent SEE business transformation initiatives and the benefit of higher volumes on fixed cost components.

## Selling, General and Administrative Expenses

Selling, general and administrative (“SG&A”) expenses for the years ended December 31, 2022, 2021 and 2020 are included in the table below.

<i>(In millions)</i>	Year Ended December 31,			% Change	
	2022	2021	2020	2022 vs. 2021	2021 vs. 2020
Selling, general and administrative expenses	\$ 786.2	\$ 772.4	\$ 773.7	1.8 %	(0.2)%
<i>As a % of net sales</i>	<i>13.9 %</i>	<i>14.0 %</i>	<i>15.8 %</i>		

### 2022 compared with 2021

As reported, SG&A expenses increased \$14 million in 2022 as compared to 2021. SG&A expenses were impacted by favorable foreign currency translation of \$23 million. On a constant dollar basis, SG&A expenses increased \$37 million, or 5%. The increase in SG&A expenses was primarily the result of inflation on labor costs, investment spend in the business to drive future growth, higher expenses associated with acquisition and divestiture activity, and higher credit losses, primarily from one North American customer, partially offset by favorable productivity benefits.

### 2021 compared with 2020

As reported, SG&A expenses decreased \$1 million in 2021 as compared to 2020. SG&A expenses were impacted by unfavorable foreign currency translation of \$9 million. On a constant dollar basis, SG&A expenses decreased approximately \$10 million, or 1%. The decrease in SG&A expenses was primarily the result of lower cash-based incentive compensation expense due to the achieved payout relative to the prior year and benefits from actions associated with our Reinvent SEE business transformation. Additionally, one-time or non-recurring items charged to SG&A were lower in 2021 as compared to 2020, primarily due to lower expenses associated with acquisition and divestiture activity and lower restructuring associated items in support of our Reinvent SEE business transformation. Lower expenses resulting from these items were partially offset by labor inflation.

## Amortization Expense of Intangible Assets

Amortization expense of intangible assets for the years ended December 31, 2022, 2021 and 2020 were as follows:

<i>(In millions)</i>	Year Ended December 31,			% Change	
	2022	2021	2020	2022 vs. 2021	2021 vs. 2020
Amortization expense of intangible assets	\$ 36.1	\$ 38.8	\$ 37.5	(7.0)%	3.5 %
<i>As a % of net sales</i>	<i>0.6 %</i>	<i>0.7 %</i>	<i>0.8 %</i>		

The decrease in amortization expense of intangibles in 2022 was primarily due to lower amortization of capitalized software.

The increase in amortization expense of intangibles in 2021 was primarily due to an increase in amortization for capitalized software.

## Reinvent SEE Business Transformation and Restructuring Activities

See Note 12, “Restructuring Activities,” for additional details regarding the Company’s restructuring activities as discussed below.

In December 2018, the Sealed Air Board of Directors approved a three-year restructuring program (the “Program”) related to the Reinvent SEE business transformation. The Board of Directors later extended the Program to the end of calendar year 2022. The Program has now concluded as of the end of 2022.



We expect the continuous improvement capabilities and governance processes established through Reinvent SEE will continue to transform the SEE Operating Engine, which is rooted in economic value add with the goal to drive profitable, above market organic growth and attractive returns on invested capital.

For the year ended December 31, 2022, the Program generated incremental cost benefits of \$27 million, related to reductions in operating costs.

For the year ended December 31, 2021, the Program generated incremental cost benefits of \$60 million related to reductions in operating costs, of which \$19 million was related to restructuring actions, and \$4 million was related to actions impacting net price realization.

The decrease in cost benefits generated by the Program in 2022, as compared to 2021, was primarily driven by the adverse impact from supply disruptions resulting in lower cost efficiency due to raw material and labor availability in our operations.

For the year ended December 31, 2022, the Company incurred restructuring other associated expenses of \$9 million, which were primarily related to third party fees in support of the Reinvent SEE business transformation and site consolidation costs. For the year ended December 31, 2022, we recorded restructuring expense of \$12 million.

Cash outlay for restructuring and restructuring related activities was \$22 million and \$28 million during the years ended December 31, 2022 and 2021, respectively. We expect cash outlay for restructuring and restructuring associated costs to be approximately \$15 million during the year ending December 31, 2023.

The actual timing of future cash payments related to the Program described above are subject to change due to a variety of factors that may cause a portion of the payments to occur later than expected.

## 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 years ended December 31, 2022, 2021 and 2020 was as follows:

(In millions)	Year Ended December 31,			Change	
	2022	2021	2020	2022 vs. 2021	2021 vs. 2020
Interest expense on our various debt instruments:					
Term Loan A due August 2022	\$ 1.4	\$ 6.1	\$ 8.8	\$ (4.7)	\$ (2.7)
Term Loan A due July 2023 <sup>(1)</sup>	0.2	2.6	4.9	(2.4)	(2.3)
Term Loan A due March 2027 <sup>(2)</sup>	13.8	—	—	13.8	—
Revolving credit facility due July 2023	0.3	1.4	1.4	(1.1)	—
Revolving credit facility due March 2027 <sup>(2)</sup>	0.7	—	—	0.7	—
4.875% Senior Notes due December 2022 <sup>(1)</sup>	—	16.3	21.6	(16.3)	(5.3)
5.250% Senior Notes due April 2023 <sup>(3)</sup>	6.9	23.2	23.2	(16.3)	—
4.500% Senior Notes due September 2023	19.6	21.9	21.2	(2.3)	0.7
5.125% Senior Notes due December 2024	22.5	22.5	22.4	—	0.1
5.500% Senior Notes due September 2025	22.4	22.4	22.4	—	—
1.573% Senior Secured Notes due October 2026 <sup>(1)</sup>	10.5	2.7	—	7.8	2.7
4.000% Senior Notes due December 2027	17.5	17.5	17.5	—	—
5.000% Senior Notes due April 2029 <sup>(3)</sup>	15.2	—	—	15.2	—
6.875% Senior Notes due July 2033	31.2	31.1	31.3	0.1	(0.2)
Other interest expense	16.2	13.8	15.5	2.4	(1.7)
Less: capitalized interest	(8.9)	(6.8)	(5.6)	(2.1)	(1.2)
Less: interest income	(7.2)	(6.9)	(10.2)	(0.3)	3.3
<b>Total</b>	<b>\$ 162.3</b>	<b>\$ 167.8</b>	<b>\$ 174.4</b>	<b>\$ (5.5)</b>	<b>\$ (6.6)</b>

- (1) In September 2021, Sealed Air issued \$600 million of 1.573% Senior Secured Notes due 2026. The proceeds were used to retire the Company's 4.875% Senior Notes due 2022 and to repay the U.S. dollar tranche of Term Loan A due 2023. See Note 14, "Debt and Credit Facilities," for further details.
- (2) On March 25, 2022, the Company and certain of its subsidiaries entered into the Fourth Amended and Restated Credit Agreement with Bank of America, N.A., as agent, and the other financial institutions party thereto, which extended the maturity of the Term Loan A facilities and revolving credit commitment to March 2027. See Note 14, "Debt and Credit Facilities," for further details.
- (3) On April 19, 2022, the Company issued \$425 million of 5.000% senior notes due April 2029. The proceeds were used to repurchase the Company's 5.250% senior notes due April 2023. See Note 14, "Debt and Credit Facilities," for further details.

## **Other (Expense) Income, net**

### *Impairment (loss)/fair value gain on equity investments, net*

For the years ended December 31, 2022, 2021 and 2020, we recorded a net loss of \$31 million, a fair value gain of \$7 million, and a fair value gain of \$15 million, respectively, related to SEE Ventures equity investments. The 2022 net loss on equity investments of \$31 million was due to a \$32 million impairment loss partially offset by a \$1 million fair value gain. See Note 16, "Fair Value Measurements, Equity Investments and Other Financial Instruments," for further details.

### *Loss on debt redemption and refinancing activities*

In 2022, Sealed Air issued \$425 million of 5.000% Senior Secured Notes due 2029. The proceeds were used to repurchase the Company's 5.250% Senior Notes due 2023. We recognized a pre-tax loss of approximately \$11 million on such repurchase, primarily driven by the tender offer consideration beyond the principal amount of the notes tendered. In addition, the Company entered into the Fourth Amended and Restated Credit Agreement during 2022 and, as a result, recognized a pre-tax loss of approximately \$1 million. See Note 14, "Debt and Credit Facilities," for further details.

In 2021, Sealed Air issued \$600 million of 1.573% Senior Secured Notes due 2026. A portion of the proceeds were used to repurchase the Company's 4.875% Senior Notes due 2022. We recognized a \$19 million pre-tax loss on such repurchase, primarily driven by the tender offer consideration beyond the principal amount of the notes tendered. See Note 14, "Debt and Credit Facilities," for further details.

### *Impairment of debt investment*

During the fourth quarter of the year ended December 31, 2021, SEE recorded a credit loss resulting in an \$8 million impairment of a convertible debt investment.

### *Brazil Tax Credits*

Certain of our subsidiaries in Brazil received a decision from the Brazilian court regarding a claim in which SEE contended that certain indirect taxes paid were calculated on an incorrect amount. During the second quarter of 2019, the Company filed a return claim for the tax years of 2015 through 2018, resulting from a lower court decision regarding the matter.

In 2021, the Supreme Court of Brazil issued a final decision that clarified the methodology companies should use in the indirect tax recovery calculation. This decision was published and certified by the courts during the third quarter of 2021. As a result of the court's actions, the Company recognized a benefit of \$5 million in 2021 primarily related to recovery for tax years not previously claimed. The claims related to indirect taxes will be used to offset future Brazilian tax liabilities.

As a result of this activity, the Company has been utilizing credits on indirect and direct tax payments.

See Note 23, "Other (Expense) Income, net," for the components of other (expense) income, net.

## **Income Taxes**

The table below shows our effective income tax rate ("ETR").

Year Ended	Effective Tax Rate
2022	32.6 %
2021	31.4 %
2020	22.7 %

Our ETR for the year ended December 31, 2022 was 32.6%. The difference between the Company's ETR and the U.S. statutory rate of 21% related primarily to an increase in unrecognized tax benefits, state income tax expense, and foreign earnings subject to higher tax rates, partially offset by the benefit of tax credits and equity compensation.

Our ETR for the year ended December 31, 2021 was 31.4%. The difference between the Company's ETR and the U.S. statutory rate of 21% related primarily to state income tax expense, foreign earnings subject to higher tax rates, an increase in unrecognized tax benefits and legislative and administrative changes to enacted statutes, partially offset by the benefit of research credits.

Our ETR for the year ended December 31, 2020 was 22.7%. The difference between the Company's ETR and the U.S. statutory rate of 21% related primarily to state income tax expense and foreign earnings subject to higher tax rates, partially offset by the benefit from GILTI regulations issued by the IRS in 2020, research credits, and a reduction in valuation allowance due to increased profitability in EMEA.

Our ETR depends upon the realization of our net deferred tax assets. We have deferred tax assets related to accruals not yet deductible for tax purposes, state and foreign net operating loss carryforwards, tax credits, employee benefit items, intangible assets and other items.

The IRS completed its field examination of our U.S. federal income tax returns for the years 2011 through 2014 in the third quarter of 2020. As previously disclosed, the IRS has proposed to disallow for the 2014 taxable year the entirety of the deduction of the approximately \$1.49 billion in settlement payments made pursuant to the Settlement agreement (as defined in Note 20, "Commitments and Contingencies") and the resulting reduction of our U.S. federal tax liability by approximately \$525 million. The proposed disallowance is being reviewed by the IRS Independent Office of Appeals ("Appeals"). Although we believe we have meritorious defenses to the proposed disallowance, we have reached a tentative agreement to settle this matter with the IRS, which is subject to further review, approval and execution of a definitive agreement by both parties. There can be no assurance that a definitive agreement will be executed and we cannot predict the outcome of this matter or when it will be concluded. We have revised our uncertain tax position to reflect the tentative agreement. Future developments in this matter could have a material impact on the Company's uncertain tax position balances and results of operations, including cash flows, within the next twelve months.

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. We reported a net decrease in our valuation allowance for the year ended December 31, 2022 of \$10 million, primarily related to foreign exchange revaluation on foreign net operating losses. See Note 19, "Income Taxes," for additional information.

We reported a net expense for unrecognized tax benefits in the year ended December 31, 2022 of \$65 million, primarily related to amounts in North America. Interest and penalties on tax assessments are included in Income tax provision on the Consolidated Statements of Operations.

## Net Earnings from Continuing Operations

Net earnings from continuing operations for the years ended December 31, 2022, 2021 and 2020 are included in the table below.

<i>(In millions)</i>	Year Ended December 31,			% Change	
	2022	2021	2020	2022 vs. 2021	2021 vs. 2020
Net earnings from continuing operations	\$ 491.3	\$ 491.2	\$ 484.1	— %	1.5 %

For 2022, net earnings were unfavorably impacted by \$114 million of Special Items after tax. Special Items were primarily comprised of:

- \$49 million of Tax Special Items related primarily to increases in uncertain tax positions;
- \$31 million (\$23 million net of taxes) net loss on equity investments;
- \$21 million (\$17 million net of taxes) of restructuring and other restructuring associated costs in support of the Reinvent SEE business transformation; and
- \$11 million (\$8 million net of taxes) loss on debt redemption and refinancing activities.

For 2021, net earnings were unfavorably impacted by \$50 million of Special Items after tax, which were primarily due to:

- Tax Special Items of \$32 million, consisting of interest and other adjustments to existing unrecognized tax positions and deferred tax revaluations associated with legislative changes and administrative interpretations to enacted statutes;
- restructuring and other restructuring associated costs of \$31 million (\$23 million net of taxes);
- loss on debt redemption of \$19 million (\$14 million net of taxes); and
- impairment of debt investment of \$8 million (\$6 million net of taxes).

These expenses were partially offset by:

- a gain on sale of Reflectix of \$45 million (\$28 million net of taxes); and
- an increase in the fair value of equity investments of \$7 million (\$5 million net of taxes).

For 2020, net earnings were unfavorably impacted by \$14 million of Special Items after tax, which were primarily the result of:

- restructuring and other restructuring associated costs primarily related to our Reinvent SEE business transformation of \$31 million (\$23 million net of taxes); and
- charges related to acquisition integrations and divestiture activities of \$7 million (\$5 million net of taxes).

These expenses were partially offset by:

- an increase in the fair value of equity investments of \$15 million (\$11 million net of taxes); and
- Tax Special Items of \$12 million, primarily due to benefits from audit settlements and retroactive application of the new GILTI regulations.

### Gain on Sale of Discontinued Operations, net of tax

Gain on sale of discontinued operations, net of tax for the years ended December 31, 2022, 2021 and 2020 were as follows:

<i>(In millions)</i>	Year Ended December 31,					
	2022		2021		2020	
Gain on sale of discontinued operations, net of tax	\$	0.3	\$	15.6	\$	18.8

On March 25, 2017, we entered into a definitive agreement to sell our Diversey Care division and the food hygiene and cleaning business within our Food Care division (collectively, "Diversey") for gross proceeds of \$3.2 billion. The transaction was completed on September 6, 2017. The sale of Diversey qualified as discontinued operations.

During 2022, we recorded a net gain of less than \$1 million on the sale of discontinued operations. The gain relates primarily to the expiration of statutes on Diversey tax-related indemnification liabilities.

During 2021, we recorded a net gain of \$16 million on the sale of discontinued operations. The gain relates primarily to the expiration of statutes on Diversey tax-related indemnification liabilities and tax benefit associated with the remaining tax indemnification liabilities.

During 2020, we recorded a net gain of \$19 million on the sale of discontinued operations. The gain primarily relates to changes in balance sheet positions associated with the settlement and release reached with Diversey related to a clawback claim connected with the sale of the business.

### 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 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 Consolidated Financial Statements.

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

<i>(In millions)</i>	Year Ended December 31,			% Change	
	2022	2021	2020	2022 vs. 2021	2021 vs. 2020
<b>Food</b>	\$ 755.1	\$ 688.4	\$ 647.5	9.7 %	6.3 %
<i>Adjusted EBITDA Margin</i>	22.8 %	22.1 %	22.9 %		
<b>Protective</b>	465.6	446.2	408.0	4.3 %	9.4 %
<i>Adjusted EBITDA Margin</i>	20.0 %	18.4 %	19.6 %		
<b>Corporate</b>	(10.5)	(3.0)	(4.4)	250.0 %	(31.8) %
<b>Non-U.S. GAAP Consolidated Adjusted EBITDA</b>	<b>\$ 1,210.2</b>	<b>\$ 1,131.6</b>	<b>\$ 1,051.1</b>	<b>6.9 %</b>	<b>7.7 %</b>
<i>Adjusted EBITDA Margin</i>	21.5 %	20.4 %	21.4 %		

### **Food**

#### *2022 compared with 2021*

On a reported basis, Segment Adjusted EBITDA increased \$67 million in 2022 as compared to 2021. Segment Adjusted EBITDA was impacted by unfavorable foreign currency translation of \$23 million. On a constant dollar basis, Segment Adjusted EBITDA increased \$90 million, or 13%, in 2022 as compared to 2021 primarily due to the impact of:

- favorable net price realization (which includes price realization less inflation on direct material, non-material and labor costs) of \$113 million.

This increase was partially offset by:

- lower volumes of \$15 million, primarily due to food retail market declines and the adverse impact from prior supply disruptions; and
- higher operating costs of \$8 million, including increased costs in our operations associated with supply disruptions, and investment spend in the business to drive future growth, including higher travel and entertainment expenses, partially offset by productivity improvements.

#### *2021 compared with 2020*

On a reported basis, Segment Adjusted EBITDA increased \$41 million in 2021 as compared to 2020. Segment Adjusted EBITDA was impacted by favorable foreign currency translation of \$6 million. On a constant dollar basis, Segment Adjusted EBITDA increased approximately \$34 million, or 5%, in 2021 as compared to 2020 primarily due to the impact of:

- Reinvent SEE benefits of \$50 million driven by actions reducing operating costs by \$48 million, including restructuring savings of \$9 million, and improvements to net price realization of \$2 million;
- higher volumes and favorable product mix of \$47 million due to strength in automated equipment sales and higher food service demand; and
- lower operating costs of \$19 million, primarily due to incentive compensation, partially offset by the impact of supply chain disruptions.

These increases were partially offset by:

- higher input costs resulting in unfavorable net price realization of \$82 million.

## ***Protective***

### *2022 compared with 2021*

On a reported basis, Segment Adjusted EBITDA increased \$19 million in 2022 as compared to 2021. Segment Adjusted EBITDA was impacted by unfavorable foreign currency translation of \$17 million. On a constant dollar basis, Segment Adjusted EBITDA increased \$36 million, or 8%, in 2022 as compared to 2021 primarily due to the impact of:

- favorable net price realization of \$140 million.

This increase was partially offset by:

- lower volumes of \$93 million, primarily due to recessionary pressures in the industrial and fulfillment markets and de-stocking throughout the value chain;
- divestiture impact of \$6 million; and
- higher operating costs of \$5 million, due to increased investment spend in the business to drive future growth, including higher travel and entertainment expenses.

### *2021 compared with 2020*

On a reported basis, Segment Adjusted EBITDA increased \$38 million in 2021 as compared to 2020. Segment Adjusted EBITDA was impacted by favorable foreign currency translation of \$7 million. On a constant dollar basis, Segment Adjusted EBITDA increased \$31 million, or 8%, in 2021 as compared to 2020 primarily due to the impact of:

- higher volumes of \$62 million on strength in fulfillment, higher industrial segment demand and increased automated equipment sales; and
- Reinvent SEE benefits of \$14 million, driven by actions reducing operating costs, including restructuring savings of \$10 million, and improvements to net price realization of \$2 million.

These increases were partially offset by:

- unfavorable net price realization of \$27 million; and
- higher operating costs of \$18 million, primarily due to other costs associated with supply chain disruptions.

## ***Corporate***

### *2022 compared with 2021*

Corporate Adjusted EBITDA decreased by \$8 million on an as reported basis as compared to 2021, primarily driven by foreign currency losses, lower pension income and higher bank fee expenses in 2022.

### *2021 compared with 2020*

Corporate Adjusted EBITDA increased by \$1 million on an as reported basis and constant dollar basis as compared to 2020, primarily driven by an increase in non-operating income on closed defined benefit plans which are not attributable to either reporting segment.

## **Material Commitments and Contingencies**

### ***Settlement Agreement Tax Deduction***

The information set forth in Note 20, "Commitments and Contingencies," under the caption "Settlement Agreement Tax Deduction" is incorporated herein by reference.

### ***Contractual Obligations***

Our contractual obligations primarily consist of short-term borrowings, principal and interest payments on long-term debt, operating and financing leases, dividend payments, compensation and benefit related obligations, including defined benefit pension plans and other post-employment benefit plans, and other contractual obligations that arise in the normal course of business.

SEE has other principal contractual obligations which include agreements to purchase an estimated amount of goods, including raw materials, or services, including energy, assumed in the normal course of business. These obligations are enforceable and legally binding and specify all significant terms, including fixed or minimum quantities to be purchased, minimum or variable price provisions and the approximate timing of the purchase. We may purchase additional goods or services above the minimum requirements of these obligations and, as a result use additional cash. See Note 20, "Commitments and Contingencies," of the Notes for additional information.

#### *Liability for Unrecognized Tax Benefits*

At December 31, 2022, we had liabilities for unrecognized tax benefits and related interest of \$465 million of which we have reclassified \$201 million to other current liabilities for the amounts expected to settle in 2023. See Note 19, "Income Taxes," for further discussion.

#### *Off-Balance Sheet Arrangements*

We have reviewed our off-balance sheet arrangements and have determined that none of those arrangements have a material current effect or is reasonably likely to have a material future effect on our Consolidated Financial Statements, liquidity, capital expenditures or capital resources.

#### *Income Tax Payments*

We expect tax payments on our operations to be approximately \$240 million to \$250 million in 2023. Future payments are uncertain and dependent on a number of factors including the amount of future taxable income. The results of on-going appeals or audits by various taxing authorities, including the IRS, could increase our tax payments.

#### *Interest Payments*

Estimated future interest payments on the Company's senior notes and senior secured credit facility through fiscal 2033 are expected to be \$1,211 million, including \$233 million expected in 2023, based on interest rates at December 31, 2022 and estimated incremental interest associated with the 2023 financing activities related to the Liquibox acquisition.

#### *Contributions to Defined Benefit Pension Plans and Other Post-Employment Benefit Plans*

We maintain defined benefit pension plans and other post-employment benefit plans for some of our U.S. and our non-U.S. employees. We currently expect our contributions to these plans to be approximately \$4 million in 2023. Additionally, we expect benefits related to these plans paid directly by the Company to be \$9 million in 2023. Future contributions and benefits paid directly by the Company are uncertain and rely on a number of factors including performance of underlying assets, future cash out flows of the plans, actuarial assumptions and funding discussions with boards charged with governance for some of our international plans. Refer to Note 17, "Profit Sharing, Retirement Savings Plans and Defined Benefit Pension Plans," and Note 18, "Other Post-Employment Benefit Plans," for additional information related to these plans.

#### *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 do not take into account any discounting for the time value of money and are not reduced by potential insurance recoveries, if any. We do not believe that it is reasonably possible that the liability in excess of the amounts that we have accrued for environmental matters will be material to our consolidated financial position and results of operations. We reassess environmental liabilities whenever circumstances become better defined or we can better estimate remediation efforts and their costs. 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 consolidated financial condition and results of operations. We believe that we have adequately reserved for all probable and estimable environmental exposures.

#### *Indemnification obligations*

We are a party to many contracts containing guarantees and indemnification obligations. These contracts include indemnities in connection with the sale of businesses, primarily related to the sale of Diversey in 2017. 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.

#### *Capital Expenditures*

We expect payments for capital expenditures to be approximately \$260 million to \$280 million 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, and our accounts receivable securitization programs. 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.

As of December 31, 2022, we had cash and cash equivalents of \$456 million, of which approximately \$347 million, or 76%, 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 \$12 million are in the Company's subsidiaries in Russia and Ukraine. We have no other material cash balances deemed to be trapped as of December 31, 2022.

#### *Cash and Cash Equivalents*

The following table summarizes our accumulated cash and cash equivalents:

<i>(In millions)</i>	December 31,	
	2022	2021
Cash and cash equivalents	\$ 456.1	\$ 561.0

See "Analysis of Historical Cash Flow" below.

#### *Accounts Receivable Securitization Programs*

At December 31, 2022, we had \$135 million available to us and no outstanding borrowings under our U.S. and European accounts receivable securitization programs. At December 31, 2021, we had \$141 million available to us and no 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 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 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, "Transfers and Servicing" ("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 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 year ended December 31, 2022 were \$659 million, of which \$161 million was received in the fourth quarter. Gross amounts received under these programs for the year ended December 31, 2021 were \$687 million, of which \$207 million was received in the fourth quarter. If these programs had not been in effect for the year ended December 31, 2022, we would have been required to collect the invoice amounts directly from the relevant customers in accordance with the agreed payment terms. Approximately \$108 million in incremental trade receivables would have been outstanding at December 31, 2022 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.

The decrease in gross amounts factored under these programs from 2021 to 2022 primarily relates to lower utilization of a certain customers' supply chain financing arrangement during 2022 and a customer supply chain financing arrangement that was used throughout 2021 but was exited by the customer during the third quarter of 2022, partially offset by the increased use of our trade receivable factoring program.

### ***Lines of Credit***

At December 31, 2022 and 2021, we had a \$1 billion revolving credit facility program, with \$985 million available as part of our senior secured credit facility. We had no outstanding borrowings under the facility at December 31, 2022 or 2021. At December 31, 2022 and 2021, we had \$7 million and \$1 million, respectively, outstanding under various lines of credit extended to our subsidiaries. See Note 14, "Debt and Credit Facilities," for further details.

### ***London Interbank Offered Rate (LIBOR) Phase Out***

In July 2017, the UK's Financial Conduct Authority (FCA), which regulates LIBOR, announced the phase out LIBOR. In March 2021, the FCA announced that specific U.S. dollar LIBOR tenors (overnight, 1-month, 3-month, 6-month and 12-month) will continue to be published until June 30, 2023, while the 1-week and 2-month tenors are no longer being published effective December 31, 2021. Similarly, all tenors for EUR, CHF, JPY and GBP LIBOR currencies are no longer being published effective December 31, 2021. Regulators in the U.S. and other jurisdictions have worked to replace these rates with alternative reference interest rates that are supported by transactions in liquid and observable markets, such as the Secured Overnight Financing Rate (SOFR). The phase-out of LIBOR did not have a material impact on our financing or liquidity. In March 2020, the FASB issued Accounting Standards Update ("ASU") 2020-04. This ASU, along with subsequently issued ASU 2021-01 and ASU 2022-06, are designed to ease the potential burden in accounting for reference rate reform; however, neither the LIBOR phase-out nor these ASUs had a material impact on the Company.

### ***SOFR***

On March 25, 2022, the Company and certain of its subsidiaries entered into a fourth amended and restated syndicated facility agreement whereby its existing senior secured credit facility was amended and restated (the "Fourth Amended and Restated Credit Agreement") which converted the facilities rate from a LIBOR-based rate to a SOFR-based rate. See Note 14, "Debt and Credit Facilities" for further details.

### ***Covenants***

At December 31, 2022, we were in compliance with our financial covenants and limitations, as discussed in "Covenants" within Note 14, "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 December 31, 2022, as calculated under the covenant, our leverage ratio was 2.46 to 1.00. We expect to be in continued compliance with all of our debt covenants including the covenant leverage ratio over the next 12 months.

### ***Supply Chain Financing Programs***

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. These programs are administered by participating financial institutions. Should a supplier choose to participate in the program, it will receive payment from the financial institution in advance of agreed payment terms; our responsibility is limited to making payments to the respective financial institutions on the terms originally negotiated with our supplier. The range of payment terms is

consistent regardless of a vendor's participation in the program. We monitor our days payable outstanding relative to our peers and industry trends in order to assess our conclusion that these programs continue to be trade payable programs and not indicative of borrowing arrangements. The liabilities continue to be presented as Accounts payable in our Consolidated Balance Sheets until they are paid, and they are reflected as Cash flows from operating activities on our Consolidated Statements of Cash Flows when settled.

As of December 31, 2022 and 2021, our accounts payable balances included \$140 million and \$161 million, respectively, related to invoices from suppliers participating in the programs. The cumulative amounts settled through the supply chain financing programs for the year ended December 31, 2022 were \$463 million, compared to \$417 million for the year ended December 31, 2021. These programs did not significantly improve our cash provided by operating activities or free cash flow for the year ended December 31, 2022 as compared to the year ended December 31, 2021.

### **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.

	<b>Moody's Investor Services</b>	<b>Standard &amp; Poor's</b>
Corporate Rating	Ba1	BB+
Senior Unsecured Rating	Ba2	BB+
Senior Secured Rating	Baa2	BBB-
Outlook	Stable	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 Investor Services 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 December 31, 2022 and 2021, our total debt outstanding and our non-U.S. GAAP net debt consisted of the amounts set forth in the following table.

<i>(In millions)</i>	<b>December 31,</b>	
	<b>2022</b>	<b>2021</b>
Short-term borrowings	\$ 6.6	\$ 1.3
Current portion of long-term debt	434.0	487.2
Total current debt	440.6	488.5
Total long-term debt, less current portion <sup>(1)</sup>	3,237.9	3,219.6
<b>Total debt</b>	<b>3,678.5</b>	<b>3,708.1</b>
Less: Cash and cash equivalents	(456.1)	(561.0)
<b>Non-U.S. GAAP net debt</b>	<b>\$ 3,222.4</b>	<b>\$ 3,147.1</b>

<sup>(1)</sup> Amounts are net of unamortized discounts and debt issuance costs of \$19 million as of December 31, 2022 and 2021.

See Note 14, "Debt and Credit Facilities," for further details.

### **Analysis of Historical Cash Flow**

The following table shows the changes in our Consolidated Statements of Cash Flows in the years ended December 31, 2022, 2021 and 2020.

<i>(In millions)</i>	Year Ended December 31,			Change	
	2022	2021	2020	2022 vs. 2021	2021 vs. 2020
Net cash provided by operating activities	\$ 613.3	\$ 709.7	\$ 737.0	\$ (96.4)	\$ (27.3)
Net cash used in investing activities	(243.0)	(125.7)	(159.8)	(117.3)	34.1
Net cash used in financing activities	(446.7)	(575.8)	(261.7)	129.1	(314.1)
Effect of foreign currency exchange rate changes on cash and cash equivalents	(28.5)	4.1	(29.2)	(32.6)	33.3

In addition to net cash provided by operating activities, we use free cash flow as a useful measure of performance and as 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 U.S. GAAP. Therefore, free cash flow should not be considered a substitute for net income or cash flow data prepared in accordance with U.S. 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-U.S. GAAP free cash flow for the years ended December 31, 2022, 2021 and 2020.

<i>(In millions)</i>	Year Ended December 31,			Change	
	2022	2021	2020	2022 vs. 2021	2021 vs. 2020
Cash flow provided by operating activities	\$ 613.3	\$ 709.7	\$ 737.0	\$ (96.4)	\$ (27.3)
Capital expenditures	(237.3)	(213.1)	(181.1)	(24.2)	(32.0)
<b>Non-U.S. GAAP free cash flow</b>	<b>\$ 376.0</b>	<b>\$ 496.6</b>	<b>\$ 555.9</b>	<b>\$ (120.6)</b>	<b>\$ (59.3)</b>

### *Operating Activities*

#### *2022 vs. 2021*

Net cash provided by operating activities was \$613 million during 2022, as compared to \$710 million during 2021.

Net cash used by our working capital accounts (inventories, trade receivables, and accounts payable) was \$178 million unfavorable during 2022, as compared to 2021. The impact of accounts payable on cash flow from operating activities was \$278 million unfavorable compared to the prior year, as a result of lower balances due to a higher rate of raw material inflation and higher freight costs in 2021 as compared to 2022, coupled with a reduction in accounts payable balances in the fourth quarter of 2022 due to the moderation of purchasing activities tied to inventory reduction initiatives. Inventory was \$13 million unfavorable to prior year due to stock build through the first three quarters of 2022 to mitigate global supply disruptions, raw material cost inflation, and lower sales volume in the fourth quarter of 2022. The unfavorable cash flow impact of accounts payable and inventory was partially offset by trade receivables, which generated approximately \$113 million higher cash flow than the prior year. Trade receivables was favorable due to an increase in collections from our customers in 2022 as compared to prior year, as well as lower sales in the fourth quarter 2022 as compared to prior year.

Income taxes had a \$59 million unfavorable indirect cash flow use of cash driven primarily by higher tax payments made in 2022 as compared to prior year.

This activity was partially offset by the increase in the reserve for uncertain tax positions which had a \$42 million favorable impact on an indirect basis. Incentive compensation had a \$33 million favorable impact on operating cash flow. Specifically, incentive compensation cash payments made during the first quarter 2022 were approximately \$25 million lower than those made in first quarter 2021. Additionally, on an indirect basis, the December 31, 2022 accrual for payout in the first quarter 2023 was approximately \$8 million higher than the accrual at December 31, 2021. The higher accrual is due to achievement of

performance metrics in the respective years. Indirect taxes were also favorable by \$25 million compared to the prior year driven by the timing of payments in 2022 as compared to the prior year.

#### **2021 vs. 2020**

Net cash provided by operating activities was \$710 million during 2021, as compared to \$737 million during 2020.

Net cash used by our working capital accounts (inventories, trade receivables, and accounts payable) was \$74 million unfavorable during 2021, as compared to 2020. The impact of inventory on cash flow from operating activities was \$141 million unfavorable compared to 2020, as a result of higher balances due primarily to raw material cost inflation, coupled with business growth and stock build to mitigate continued global supply chain disruptions. Trade receivables was \$138 million unfavorable to 2020, due to the impact of higher sales and the year over year impact of our accounts receivable factoring program (2020 year over year increase was more significant than the 2021 increase). The unfavorable cash flow impact of inventory and trade receivables was partially offset by accounts payable, which generated \$205 million higher cash flow than 2020. Accounts payable was favorable due to continued raw material price increases throughout 2021 compared to price decreases during 2020, as well as higher logistic and freight balances throughout 2021 due to global supply chain disruptions.

The impact of incentive compensation had a \$46 million unfavorable impact on operating cash flow. Specifically, on an indirect basis, the December 31, 2021 accrual for payout in the first quarter 2022 was approximately \$30 million lower than the accrual at December 31, 2020. The lower accrual is due to achievement of performance metrics in the respective years. Additionally, incentive compensation cash payments made during the first quarter 2021 were approximately \$16 million higher than those made in first quarter 2020. Indirect taxes were unfavorable by \$25 million compared to the prior year primarily due to the timing of payments and business performance.

This activity was partially offset by a \$46 million decrease in restructuring and restructuring associated payments made for our Reinvent SEE business transformation, as compared to 2020, as well as \$77 million favorable indirect cash flow benefit for income taxes, year over year, driven by changes in the income tax receivable balance.

#### **Investing Activities**

##### **2022 vs. 2021**

Net cash used in investing activities was \$243 million during 2022, compared to net cash used in investing activities of \$126 million during 2021.

In 2022, SEE generated a total of \$9 million from the sale of businesses and property and equipment primarily related to the disposal of land in the UK. Cash received from the sale of businesses and property equipment in 2021 was \$89 million, primarily driven by the 2021 sale of Reflectix, Inc. which generated proceeds of \$83 million.

Capital expenditures were \$24 million higher during 2022 as compared to 2021. The increase reflects the Company's continued investment in assets to support growth in our business.

During 2022, we invested a total of \$20 million in the business under our SEE Ventures initiative, comprised of the following activity:

- \$10 million for the acquisition of Foxpak, a digital printing pioneer that partners with brands to deliver highly decorated packaging solutions; stand-up and spout pouches, and sachets that serve a variety of markets including food retail, pet food, seafood, and snacks;
- \$8 million made in the form of a convertible debt of an investee company focused on digital cutting and creasing systems;
- \$1 million made in the form of a convertible debt of an investee company focused on developing digital advancements in packaging; and
- \$1 million investment in a fund aimed to advance scalable recycling technologies, equipment upgrades and infrastructure solutions, which is being accounted for as an equity method investment.

The settlement of foreign currency forward contracts generated \$5 million during 2022 as compared to \$8 million in 2021. Additionally, Corporate Owned Life Insurance contracts generated \$8 million during 2021, with no similar activity in 2022.

#### **2021 vs. 2020**

Net cash used in investing activities was \$126 million during 2021, compared to net cash used in investing activities of \$160 million during 2020.

In 2021, SEE generated a total of \$89 million from the sale of businesses and property and equipment. This was primarily driven by the fourth quarter 2021 sale of Reflectix, Inc. which generated proceeds of \$83 million. Cash received from the sale of businesses and property and equipment was \$12 million in 2020.

Additionally, the settlement of foreign currency forward contracts generated \$8 million during 2021 and Corporate Owned Life Insurance contracts generated \$8 million during 2021. This compares to cash generation from foreign currency forward contracts of \$2 million during 2020.

These investing cash sources were offset by investments in the business under our SEE Ventures initiative as well as higher capital expenditures.

Capital expenditures were \$32 million higher during 2021 as compared to 2020. The increase reflects the Company's continued investment in assets which support growth coupled with lower spending in the prior year due to the impact of COVID-19.

During 2021, we invested a total of \$18 million in SEE Ventures, comprised of the following activity:

- \$9 million as an additional equity investment in a previously existing investee focused on e-commerce and fulfillment operations;
- \$8 million made in the form of a convertible debt of an investee company focused on developing digital advancements in packaging; and
- \$1 million investment in a fund aimed to advance scalable recycling technologies, equipment upgrades and infrastructure solutions, which is being accounted for as an equity method investment.

See Note 16, "Fair Value Measurements, Equity Investments and Other Financial Instruments," for more information on our equity investments.

Investing activity in 2020 also included cash generation of \$14 million from the maturity of cash deposits greater than 90 days (marketable securities), with no similar activity in 2021.

### ***Financing Activities***

#### ***2022 vs. 2021***

Net cash used in financing activities was \$447 million during 2022, compared to net cash used in financing activities of \$576 million during 2021. The decrease in cash outflows for financing activities was primarily related to a decrease in share repurchases.

During 2022, the Company paid \$280 million for share repurchases, compared to \$403 million during in 2021.

Debt related activities were a cash use of \$11 million during 2022, compared to a use of cash of \$32 million during 2021. Cash activity in 2022 related to debt was primarily due to the early extinguishment of the 5.250% Senior Notes due 2023, resulting in a cash outflow of \$440 million (including early payment premium of \$10 million), partially offset by receipts from the issuance of \$425 million 5.000% Senior Notes due 2029, net of \$4 million in capitalized issuance costs. Cash activity in 2021 related to debt primarily related to receipts from the issuance of \$600 million 1.573% Senior Secured Notes due 2026, net of \$5 million in capitalized issuance costs. This was offset by the payment of \$442 million related to the early extinguishment of the 4.875% Senior Note due 2022 (including early payment premium of \$17 million), and \$183 million in payments on the Company's Term Loan A, which includes the scheduled quarterly payments and the early repayment of \$175 million in principal amount using the proceeds of the 1.573% Senior Secured Notes issuance.

Dividends paid of approximately \$118 million in 2022 were \$3 million higher than the prior year due to the increase in quarterly dividend announced in the second quarter 2021.

We continue to employ a purpose-driven capital allocation strategy to determine the best use of cash, including decisions regarding share repurchases, our debt-leverage ratio, acquisitions, and investments in growth and operational efficiency.

#### ***2021 vs. 2020***

Net cash used in financing activities was \$576 million during 2021, compared to net cash used in financing activities of \$262 million during 2020. The increase in cash outflows for financing activities was primarily related to increased share repurchases, dividend payments and payments for debt extinguishment costs.

During 2021, the Company paid \$403 million for share repurchases, compared to \$33 million during in 2020.

Dividends paid of \$116 million were \$15 million higher than 2020 due to the increase in quarterly dividend announced in the second quarter 2021.

Debt related activities were a cash use of \$32 million during 2021, compared to a use of cash of \$105 million during 2020. Cash used for debt related activities during 2020 was primarily related to payment of the outstanding balance on the Company's revolving credit facility from 2019 utilization. Cash activity in 2021 related to debt primarily related to receipts from the issuance of \$600 million 1.573% Senior Secured Notes due 2026, net of \$5 million in capitalized issuance costs. This was offset by the payment of \$442 million related to the early extinguishment of the 4.875% Senior Note due 2022 (including early payment premium of \$17 million), and \$183 million in payments on the Company's Term Loan A, which includes the scheduled quarterly payments and the early repayment of \$175 million in principal amount using the proceeds of the 1.573% Senior Secured Notes issuance.

### **Changes in Working Capital**

<i>(In millions)</i>	December 31,		Change
	2022	2021	
Working capital (current assets less current liabilities)	\$ 35.0	\$ 62.3	\$ (27.3)
Current ratio (current assets divided by current liabilities)	1.0 x	1.0 x	
Quick ratio (current assets, less inventories divided by current liabilities)	0.6 x	0.7 x	

The \$27 million, or 44%, decrease in working capital was primarily due to the following:

- increase in other current liabilities of \$212 million, primarily due to the reclass of uncertain tax positions to current liabilities as they are expected to be settled in cash within the next year; and
- \$105 million decrease in cash and cash equivalents.

These decreases in working capital were partially offset by:

- increase in inventories, net of inventory reserves, of \$141 million, primarily due to rising input costs and planned stock build as a result of supply disruptions;
- decrease in accounts payable of \$94 million; and
- decrease in current portion of long-term debt of \$53 million, primarily due to the refinancing of \$475 million Term Loan A, which extended its maturity date to March 2027, partially offset by the reclassification of \$426 million related to the Senior Notes due September 2023.

### **Changes in Stockholders' Equity**

The \$95 million increase in stockholders' equity in 2022 compared with 2021 was due to:

- net earnings of \$492 million;
- the effect of share-based incentive compensation of \$25 million, including the impact of share-based compensation expense and netting of shares to cover the employee tax withholding amounts;
- stock issued for profit sharing contribution paid in stock of \$23 million;
- unrealized gains on derivative instruments of \$21 million; and
- a net decrease in accumulated other comprehensive loss ("AOCL") of \$11 million on unrecognized pension items due primarily to market conditions impacting actuarial assumptions as of our annual pension valuation date.

These increases were partially offset by:

- repurchases of 4.5 million shares of our common stock for \$280 million, including commissions paid (See Note 21, "Stockholders' (Deficit) Equity" for further details);

- dividends paid on our common stock and dividend equivalent accruals related to unvested equity awards of \$119 million; and
- Cumulative Translation Adjustment (“CTA”) loss of \$77 million.

## **Derivative Financial Instruments**

### *Interest Rate Swaps*

The information set forth in Note 15, “Derivatives and Hedging Activities,” under the caption “Interest Rate Swaps” is incorporated herein by reference.

### *Net Investment Hedge*

The information set forth in Note 15, “Derivatives and Hedging Activities,” under the caption “Net Investment Hedge” is incorporated herein by reference.

### *Other Derivative Instruments*

The information set forth in Note 15, “Derivatives and Hedging Activities,” under the caption “Other Derivative Instruments” is incorporated herein by reference.

### *Foreign Currency Forward Contracts*

At December 31, 2022, we were party to foreign currency forward contracts, which did not have a significant impact on our liquidity.

The information set forth in Note 15, “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 Item 7A, “Quantitative and Qualitative Disclosures About Market Risk.”

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

We are subject to numerous recently issued statements of financial accounting standards, accounting guidance and disclosure requirements. Note 2, “Summary of Significant Accounting Policies and Recently Issued Accounting Standards,” which is contained in the Notes to Consolidated Financial Statements, describes these new accounting standards and is incorporated herein by reference.

### *Critical Accounting Policies and Estimates*

Our discussion and analysis of our consolidated financial condition and results of operations are based upon our Consolidated Financial Statements, which are prepared in accordance with U.S. GAAP. The preparation of Consolidated Financial Statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosure of contingent assets and liabilities.

Our estimates and assumptions are evaluated on an ongoing basis and are based on all available evidence, including historical experience and other factors believed to be reasonable under the circumstances. To derive these estimates and assumptions, management draws from those available sources that can best contribute to its efforts. These sources include our officers and other employees, outside consultants and legal counsel, third-party experts and actuaries. In addition, we use internally generated reports and statistics, such as aging of trade receivables, as well as outside sources such as government statistics, industry reports and third-party research studies. The results of these estimates and assumptions may form the basis of the carrying value of assets and liabilities and may not be readily apparent from other sources. Actual results may differ from estimates under conditions and circumstances different from those assumed, and any such differences may be material to our Consolidated Financial Statements.

We believe the following accounting policies are critical to understanding our consolidated results of operations and affect the more significant judgments and estimates used in the preparation of our Consolidated Financial Statements. The critical accounting policies discussed below should be read together with our significant accounting policies set forth in Note 2, “Summary of Significant Accounting Policies and Recently Issued Accounting Standards”.

#### *Commitments and Contingencies — Litigation*

On an ongoing basis, we assess the potential liabilities and costs related to any lawsuits or claims brought against us. We accrue a liability when we believe a loss is probable and when the amount of loss can be reasonably estimated. Litigation proceedings are evaluated on a case-by-case basis considering the available information, including that received from internal and outside legal counsel, to assess potential outcomes. While it is typically very difficult to determine the timing and ultimate outcome of these actions, we use our best judgment to determine if it is probable that we will incur an expense related to the settlement or final adjudication of these matters and whether a reasonable estimation of the probable loss, if any, can be made. In assessing probable losses, we consider insurance recoveries, if any. We expense legal costs, including those legal costs expected to be incurred in connection with a loss contingency, as incurred. We have historically adjusted existing accruals as proceedings have continued, been settled or for which additional information has been provided on which to review the probability and measurability of outcomes, and will continue to do so in future periods. Due to the inherent uncertainties related to the eventual outcome of litigation and potential insurance recovery, it is possible that disputed matters may be resolved for amounts materially different from any provisions or disclosures that we have previously made.

#### *Impairment of Long-Lived Assets*

For finite-lived intangible assets, such as customer relationships, contracts, and intellectual property, and for other long-lived assets, such as property, plant and equipment, whenever impairment indicators are present, we perform a review for impairment. The impairment model is a two step test under which we first calculate the recoverability of the carrying value by comparing the undiscounted value of the projected cash flows associated with the asset or asset group, including its estimated residual value, to the carrying amount. If the cash flows associated with the asset or asset group are less than the carrying value, we would perform a fair value assessment of the asset, or asset group. If the carrying amount is found to be greater than the fair value, we record an impairment loss for the excess of book value over the fair value. In addition, in all cases of an impairment review, we re-evaluate the remaining useful lives of the assets and modify them, as appropriate.

For indefinite-lived intangible assets, such as trademarks and trade names, each year and whenever impairment indicators are present, we determine the fair value of the asset and record an impairment loss for the excess of book value over fair value, if any. In addition, in all cases of an impairment review we re-evaluate whether continuing to characterize the asset as indefinite-lived is appropriate. We recorded no impairment to indefinite lived assets in the current year.

#### *Goodwill*

Goodwill is reviewed for possible impairment at least annually on a reporting unit level during the fourth quarter of each year. A review of goodwill may be initiated before or after conducting the annual analysis if events or changes in circumstances indicate the carrying value of goodwill may no longer be recoverable.

A reporting unit is the operating segment unless, at businesses one level below that operating segment - the “component” level - discrete financial information is prepared and regularly reviewed by management, and the component has economic characteristics that are different from the economic characteristics of the other components of the operating segment, in which case the component is the reporting unit.

In our annual impairment review, we may elect to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. In a qualitative assessment, we would consider the macroeconomic conditions, including any deterioration of general economic conditions, industry and market conditions, including any deterioration in the environment where the reporting unit operates, increased competition, changes in the products/services and regulatory and political developments; cost of doing business; overall financial performance, including any declining cash flows and performance in relation to planned revenues and earnings in past periods; other relevant reporting unit specific facts, such as changes in management or key personnel or pending litigation; and events affecting the reporting unit, including changes in the carrying value of net assets.

If the results of our qualitative assessment indicate it is more likely than not that the fair value of a reporting unit is less than its carrying amount, we are required to perform a quantitative assessment to determine the fair value of the reporting unit.



Alternatively, if an optional qualitative goodwill impairment assessment is not performed, we may perform a quantitative assessment. Under the quantitative assessment, we compare the fair value of each reporting unit to its carrying value, including the goodwill allocated to the reporting unit. If the fair value of the reporting unit exceeded its carrying value, there would be no indication of impairment. If the fair value of the reporting unit were less than the carrying value, an impairment charge would be recognized for the difference.

Under the quantitative assessment, we derive an estimate of fair values for each of our reporting units using a combination of an income approach and appropriate market approaches. Absent an indication of fair value from a potential buyer or similar specific transactions, we believe that the use of these methods provides a reasonable estimate of a reporting unit's fair value. Fair value computed by these models is arrived at using a number of factors and inputs. There are inherent uncertainties, however, related to fair value models, the inputs and our judgment in applying them to this analysis. Nonetheless, we believe that the combination of these methods provides a reasonable approach to estimate the fair value of our reporting units.

We believe the most significant inputs while performing a quantitative assessments include:

- **Forecasted future operating results:** On an annual basis, the Company prepares annual and medium-term financial projections. These projections are based on input from the Company's leadership, strategy, commercial leadership and finance teams and presented to our Board of Directors annually.
- **Discount rate:** Our third-party valuation specialists provide inputs into management's determination of the discount rate. The rate is dependent on a number of underlying assumptions, the most impactful of which are the risk-free rate, tax rate, equity risk premium, debt to equity ratio and pre-tax cost of debt.
- **Long-term growth rate:** Long-term growth rates are applied to the terminal year of our cash flow valuation approach. The long-term growth rates are tied to growth rates we expect to achieve beyond the years for which we have forecasted operating results. We also consider external benchmarks, including forecasted long-term GDP growth and other data points which we believe are applicable to our industry and the composition of our global operations.

The Company performed a qualitative assessment of the goodwill by reporting unit as of October 1, 2022. Based on our qualitative assessment, we believe it is more likely than not that the fair value of each of our reporting units sufficiently exceeds the carrying value. As part of our analysis, we performed a look back over the key assumptions impacting the quantitative test performed in 2020, including forecasted operating results and discount rates.

The Company also assesses its goodwill for impairment from time to time when warranted by the facts and circumstances surrounding individual reporting units. Subsequent to our annual reporting period, we continued to assess whether there were changes in facts or circumstances that would lead us to believe goodwill may be impaired. No indication of goodwill impairment has been identified subsequent to our annual testing date.

In the fourth quarter of 2021, we performed a qualitative assessment and in the fourth quarter of 2020, we performed quantitative assessment for our annual impairment test. No indication of goodwill impairment was identified in 2021 or 2020.

See Note 9, "Goodwill and Identifiable Intangible Assets, net," for details of our goodwill balances as of 2022, 2021 and 2020 and additional information related to the qualitative assessment performed in 2022.

### *Pensions*

For a number of our current and former U.S. and international employees, we maintain defined benefit pension plans. Under current accounting standards, we are required to make assumptions regarding the valuation of projected benefit obligations and the performance of plan assets for our defined benefit pension plans.

The projected benefit obligation and the net periodic benefit cost are based on third-party actuarial assumptions and estimates that are reviewed and approved by management on a plan-by-plan basis each fiscal year. We believe the most significant assumptions are the discount rate used to measure the projected benefit obligation and the expected future rate of return on plan assets. We revise these assumptions based on an annual evaluation of long-term trends and market conditions that may have an impact on the cost of providing retirement benefits.

In determining the discount rate, we utilize market conditions and other data sources management considers reasonable based upon the profile of the remaining service life or expected life of eligible employees. The expected long-term rate of return on plan assets is determined by taking into consideration the weighted-average expected return on our asset allocation, asset return data, historical return data, and the economic environment. We believe these considerations provide the basis for reasonable assumptions of the expected long-term rate of return on plan assets. The measurement date used to determine the benefit obligation and plan assets is December 31.

At December 31, 2022, the total projected benefit obligation for our U.S. pension plan was \$140 million, and the total benefit income for the year ended December 31, 2022 was \$3 million. At December 31, 2022, the total projected benefit obligation for our international pension plans was \$482 million, and the total benefit cost for the year ended December 31, 2022 was \$1 million. The employer service cost of our pension plans is charged to Cost of sales and Selling, general and administrative expenses. All other components of benefits expense are recorded to Other (expense) income, net.

Material changes to the principal assumptions could have a material impact on the costs, and the value of assets or liabilities recognized on our Consolidated Financial Statements. A 25 basis point change in the assumed discount rate and a 100 basis point change in the expected long-term rate of return on plan assets would have resulted in the following increases (decreases) in the projected benefit obligation at December 31, 2022 and the expected net periodic benefit cost for the year ending December 31, 2023:

<b>United States</b>	<b>25 Basis Point Increase (In millions)</b>	<b>25 Basis Point Decrease (In millions)</b>
<i>Discount Rate</i>		
Effect on 2022 projected benefit obligation	\$ (3.0)	\$ 3.1
Effect on 2023 expected net periodic benefit cost	—	—
	<b>100 Basis Point Increase (In millions)</b>	<b>100 Basis Point Decrease (In millions)</b>
<i>Return on Assets</i>		
Effect on 2023 expected net periodic benefit cost	\$ (1.1)	\$ 1.1
<b>International</b>	<b>25 Basis Point Increase (In millions)</b>	<b>25 Basis Point Decrease (In millions)</b>
<i>Discount Rate</i>		
Effect on 2022 projected benefit obligation	\$ (13.9)	\$ 14.5
Effect on 2023 expected net periodic benefit cost	—	—
	<b>100 Basis Point Increase (In millions)</b>	<b>100 Basis Point Decrease (In millions)</b>
<i>Return on Assets</i>		
Effect on 2023 expected net periodic benefit cost	\$ (4.4)	\$ 4.4

During the fourth quarter of 2021, the Company purchased a buy-in insurance contract which covered the remaining portion of the liability for one of our defined benefit pension plans in the UK. The total projected benefit obligation of the plan is \$8 million. The projected benefit obligation was developed using actuarial assumptions that would be used in a plan termination or buy-out basis. Under a full buy-out, the liabilities are fully transferred to an insurance or annuity provider and SEE would no longer maintain the liability or administrative responsibilities. We expect this plan to move to full buy-out in 2023. As of December 31, 2022, the fair value of the assets for this plan matched the projected benefit obligation and there was no material net balance sheet position for this plan recorded within our assets or liabilities. The plan has an accumulated comprehensive loss of \$7 million (\$5 million, net of tax), recorded within AOCL in Stockholders' Equity on our Consolidated Balance Sheets as of December 31, 2022. Upon plan termination or full buy-out, the accumulated comprehensive loss would be recognized to Other (expense) income, net within the Consolidated Statements of Operations.

#### *Income Taxes*

Estimates and judgments are required in the calculation of tax liabilities and in the determination of the recoverability of our deferred tax assets. Our deferred tax assets arise from net deductible temporary differences, carryforwards of tax losses, and tax credits. We provide a valuation allowance on deferred tax assets when it is more likely than not that all or some portion of the deferred tax asset will not be realized.

In assessing the need for a valuation allowance on deferred tax assets, we estimate future taxable earnings and consider the feasibility of ongoing planning strategies, the realizability of tax loss carryforwards, and past operating results to determine which deferred tax assets are more likely than not to be realized in the future. Changes to tax laws, statutory tax rates and future taxable earnings can have an impact on valuation allowances related to deferred tax assets. In the event that actual results differ from these estimates in future periods, we may need to adjust the valuation allowance, which could have a material impact on our consolidated financial position and results of operations.

In calculating our worldwide provision for income taxes, we also evaluate our tax positions for years where the statutes of limitations have not expired. Based on this review, we may establish a liability for additional taxes and interest that could be

assessed upon examination by relevant tax authorities. We adjust this liability to take into account changing facts and circumstances, including the results of tax audits and changes in tax law. If the payment of additional taxes and interest ultimately proves unnecessary or less than the amount of the liability, the reversal of the liability would result in tax benefit being recognized in the period when we determine the liability is no longer necessary. If an estimate of the tax liability proves to be less than the ultimate assessment, a further charge to the income tax provision would result. These adjustments to liabilities and related expenses could materially affect our consolidated financial position and results of operations.

We recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized on the Consolidated Financial Statements from such positions are measured based on the largest amount of benefit that has a greater than fifty percent likelihood of being realized upon settlement with tax authorities. See Note 19, "Income Taxes," for further discussion.

## **Item 7A. 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 December 31, 2022, we had no outstanding interest rate swaps, collars or options.

The information set forth in Note 15, "Derivatives and Hedging Activities," under the caption "Interest Rate Swaps," is incorporated herein by reference.

See Note 16, "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 \$68 million in the fair value of the total debt balance at December 31, 2022. 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 7, "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 events in Argentina, including the default on some of its international debt obligations, which have subsequently been renegotiated, exposed us to heightened levels of foreign currency exchange risks. Despite some recent debt restructuring, 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. For the years ended December 31, 2022, 2021 and 2020, we recognized a remeasurement loss of \$9 million, \$4 million and \$5 million, respectively, within Other (expense) income, net on the Consolidated Statements of Operations, related to the designation of Argentina as a highly inflationary economy under U.S. GAAP. See Note 2, "Summary of Significant Accounting Policies and Recently Issued Accounting Standards," for additional information. As of December 31, 2022, 1% of our consolidated net sales were derived from our products sold in Argentina and net assets include \$6 million of cash and cash equivalents domiciled in Argentina. Also, as of December 31, 2022, our Argentina subsidiaries had cumulative translation losses of \$22 million.

## ***Russia***

Recent fluctuations of the ruble have exposed us to heightened levels of foreign currency exchange risks. As of December 31, 2022, less than 2% of our consolidated net sales were derived from products sold in Russia. Assets include \$10 million of cash and cash equivalents domiciled in Russia. Also, as of December 31, 2022, our Russia subsidiary had cumulative translation losses of \$36 million.

## ***Brazil***

Recent economic events in Brazil, including changes in the benchmark interest rate set by the Brazilian Central Bank, have exposed us to heightened levels of foreign currency exchange risks. However, as of December 31, 2022, we do not anticipate these events will have a material impact on our 2023 results of operations. As of December 31, 2022, 3% of our consolidated net sales were derived from products sold in Brazil and net assets include \$25 million of cash and cash equivalents domiciled in Brazil. Also, as of December 31, 2022, our Brazil subsidiaries had cumulative translation losses of \$66 million.

## **Impact of Inflation and Currency Fluctuation**

Economic and political events in certain countries have exposed us to heightened levels of inflation and foreign currency exchange risks. The effects of these could adversely impact our financial condition and results of operations. See Note 2, "Summary of Significant Accounting Policies and Recently Issued Accounting Standards," for details regarding the impact of inflation and currency fluctuation. Also, for a discussion of our risk factors, please refer to Part I, Item 1A, "Risk Factors."

## **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 December 31, 2022 would have caused us to pay approximately \$30 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 15, "Derivatives and Hedging Activities," which is incorporated herein by reference.

## **Net Investment Hedge**

The €400 million 4.500% notes issued in June 2015 are designated as a net investment hedge, hedging a portion of our net investment in a certain European subsidiary against fluctuations in foreign exchange rates. The decrease in the translated value of the debt was \$18 million, net of deferred tax, as of December 31, 2022 and is reflected in AOCL, net of taxes on our Consolidated Balance Sheets.

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 gains (losses) 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) income, net on the 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 or in euros as is the case with the issuance of €400 million of 4.500% senior notes due 2023. 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 \$467 million and \$492 million at December 31, 2022 and 2021, 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.

## **Pensions**

Many of our U.S. and International defined benefit pension plans are invested in assets which will be used to cover future benefit payments. Assets may include investments in mutual funds, collective investment trusts, index-funds, corporate bonds, government-backed bonds and insurance contracts or annuity "buy-ins." The assets include both return seeking assets and liability-hedging assets. As the population of the plan participants age and future cash flows become more certain, we undertake asset de-risking initiatives, including the purchase of buy-in contracts, particularly in the UK. These investments provide a stream of income equal to future benefit payments for pre-defined groups of participants; however, the Company maintains the primary liability for the projected benefit obligation related to these groups. As of December 31, 2022 and 2021, buy-in contracts represented \$98 million, or 17%, and \$135 million, or 16%, of the Company's total plan assets, respectively. Additionally, our plan assets may, from time to time, be invested in assets designed to diversify the investment portfolio and protect against equity market movements. Some of these assets may only be redeemed on a quarterly basis. As of December 31, 2022 and 2021, equity diversifying assets represented \$84 million, or 15%, and \$95 million, or 11%, of the Company's total plan assets, respectively. Other than the buy-in contracts and equity diversifiers noted above, we believe that our plan assets are highly liquid and may be readily redeemed to cover necessary plan payments. There is a high degree of predictability of payments made from our defined benefit plans.

Based upon the annual valuation of our defined benefit pension plans at December 31, 2022, we expect net periodic benefit cost to be approximately \$8 million in 2023. See Note 17, "Profit Sharing, Retirement Savings Plans and Defined Benefit Pension Plans," for further details on our defined benefit pension plans.

## **Commodities**

We use various commodity raw materials such as plastic resins and energy products such as electric power and natural gas in conjunction with our manufacturing processes. Generally, we acquire these components at market prices in the region in which they will be used and do not use financial instruments to hedge commodity prices. Moreover, we seek to maintain appropriate levels of commodity raw material inventories thus minimizing the expense and risks of carrying excess inventories. We do not typically purchase substantial quantities in advance of production requirements. As a result, we are exposed to market risks related to changes in commodity prices of these components.

## Item 8. Financial Statements and Supplementary Data

The following Consolidated Financial Statements and notes are filed as part of this report.

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## **Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Stockholders of Sealed Air Corporation

### ***Opinions on the Financial Statements and Internal Control over Financial Reporting***

We have audited the accompanying consolidated balance sheets of Sealed Air Corporation and its subsidiaries (the “Company”) as of December 31, 2022 and 2021, and the related consolidated statements of operations, comprehensive income, stockholders’ (deficit) equity and cash flows for each of the three years in the period ended December 31, 2022, including the related notes and schedule of valuation and qualifying accounts and reserves for each of the three years in the period ended December 31, 2022 listed in the index appearing under Item 15(a)(2) (collectively referred to as the “consolidated financial statements”). We also have audited the Company’s internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control - Integrated Framework (2013) issued by the COSO.

### ***Basis for Opinions***

The Company’s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management’s Annual Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company’s consolidated financial statements and on the Company’s internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

### ***Definition and Limitations of Internal Control over Financial Reporting***

A company’s internal control over financial reporting is a process designed 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. A company’s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the

company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### ***Critical Audit Matters***

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

#### ***Unrecognized Tax Benefits from Uncertain Tax Positions***

As described in Notes 2 and 19 to the consolidated financial statements, the Company has recorded unrecognized tax benefits from uncertain tax positions of \$420.1 million as of December 31, 2022. The Company is subject to income taxes in the U.S. and in various foreign jurisdictions. Judgment is required by management in calculating the Company's worldwide provision for income taxes. As disclosed by management, the Company recognizes the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. If the payment of additional taxes and interest ultimately proves unnecessary or less than the amount of the reserve, the reversal of the reserves would result in tax benefits being recognized in the period when management determines the reserves are no longer necessary. If an estimate of tax reserves proves to be less than the ultimate assessment, a further charge to the income tax provision would result.

The principal considerations for our determination that performing procedures relating to unrecognized tax benefits from uncertain tax positions is a critical audit matter are (i) the significant judgment exercised by management in identifying and recognizing the tax benefits from uncertain tax positions, including determining whether it is more likely than not that the tax position will be sustained upon examination by the applicable taxing authorities, based on the technical merits of the position; (ii) a high degree of auditor judgment, subjectivity and effort in performing procedures and evaluating management's timely identification and accurate measurement of unrecognized tax benefits from uncertain tax positions; (iii) the evaluation of audit evidence available to support unrecognized tax benefits from uncertain tax positions is complex and results in significant auditor judgment as the nature of the evidence is often highly subjective; and (iv) the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the identification and recognition of unrecognized tax benefits from uncertain tax positions, controls addressing completeness of the unrecognized tax benefits from uncertain tax positions, as well as controls over measurement of the unrecognized tax benefit from uncertain tax positions. These procedures also included, among others, (i) testing the information used in the calculation of the unrecognized tax benefits from uncertain tax positions, including certain federal, foreign and state filing positions, and the related final tax returns; (ii) testing the calculation of the unrecognized tax benefits from uncertain tax positions by jurisdiction, including management's assessment of the technical merits of tax positions and estimates of the amount of tax benefit expected to be sustained; (iii) testing the completeness of management's assessment of both the identification of unrecognized tax benefits from uncertain tax positions and possible outcomes of each unrecognized tax benefit from an uncertain tax position; and (iv) evaluating the status and results of income tax audits with the relevant taxing authorities. Professionals with specialized skill and knowledge were used to assist in the evaluation of the completeness and measurement of the Company's unrecognized tax benefits from uncertain tax positions, including evaluating the reasonableness of management's assessment of whether tax positions are more-likely-than-not of being sustained and the amount of potential benefit to be realized, the application of relevant tax laws, and estimated interest and penalties.

/s/ PricewaterhouseCoopers LLP  
Charlotte, North Carolina  
February 21, 2023

We have served as the Company's auditor since 2019.



SEALED AIR CORPORATION AND SUBSIDIARIES

Consolidated Balance Sheets

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

	December 31, 2022	December 31, 2021
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 456.1	\$ 561.0
Trade receivables, net of allowance for credit losses of \$11.5 in 2022 and \$11.1 in 2021	592.4	620.3
Income tax receivables	40.3	28.8
Other receivables	104.2	83.7
Inventories, net of inventory reserves of \$28.9 in 2022 and \$24.1 in 2021 (Note 7)	866.3	725.7
Prepaid expenses and other current assets	57.5	50.1
<b>Total current assets</b>	<b>2,116.8</b>	<b>2,069.6</b>
Property and equipment, net (Note 8)	1,275.9	1,232.0
Goodwill (Note 9)	2,174.5	2,189.4
Identifiable intangible assets, net (Note 9)	138.4	152.6
Deferred taxes	141.5	138.4
Non-current assets held for sale	—	1.5
Operating lease right-of-use-assets (Note 4)	70.2	63.8
Other non-current assets	297.4	382.0
<b>Total assets</b>	<b>\$ 6,214.7</b>	<b>\$ 6,229.3</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Short-term borrowings (Note 14)	\$ 6.6	\$ 1.3
Current portion of long-term debt (Note 14)	434.0	487.2
Current portion of operating lease liabilities (Note 4)	24.0	21.2
Accounts payable	865.6	959.9
Accrued restructuring costs (Note 12)	14.7	10.2
Income tax payable	19.9	22.7
Other current liabilities (Note 13)	717.0	504.8
<b>Total current liabilities</b>	<b>2,081.8</b>	<b>2,007.3</b>
Long-term debt, less current portion (Note 14)	3,237.9	3,219.6
Long-term operating lease liabilities, less current portion (Note 4)	49.6	44.5
Deferred taxes	33.4	46.7
Non-current liabilities held for sale	—	0.9
Other non-current liabilities (Note 13)	467.9	661.6
<b>Total liabilities</b>	<b>5,870.6</b>	<b>5,980.6</b>
Commitments and Contingencies (Note 20)		
Stockholders' equity:		
Preferred stock, \$0.10 par value per share, 50,000,000 shares authorized; no shares issued in 2022 and 2021	—	—
Common stock, \$0.10 par value per share, 400,000,000 shares authorized; shares issued: 233,233,456 in 2022 and 232,483,281 in 2021; shares outstanding: 144,672,113 in 2022 and 148,099,157 in 2021 (Note 21)	23.3	23.2
Additional paid-in capital	2,155.3	2,123.4
Retained earnings	3,163.4	2,790.7
Common stock in treasury, 88,561,343 shares in 2022 and 84,384,124 shares in 2021 (Note 21)	(4,019.1)	(3,754.7)
Accumulated other comprehensive loss, net of taxes:		
Unrecognized pension items	(126.3)	(137.5)
Cumulative translation adjustment	(837.5)	(760.5)
Unrealized net loss on net investment hedges	(18.3)	(38.3)
Unrealized net gain on cash flow hedges	3.3	2.4
<b>Total accumulated other comprehensive loss, net of taxes (Note 22)</b>	<b>(978.8)</b>	<b>(933.9)</b>
<b>Total stockholders' equity</b>	<b>344.1</b>	<b>248.7</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 6,214.7</b>	<b>\$ 6,229.3</b>

See accompanying Notes to Consolidated Financial Statements.

SEALED AIR CORPORATION AND SUBSIDIARIES

Consolidated Statements of Operations

<i>(In USD millions, except per share data)</i>	Year Ended December 31,		
	2022	2021	2020
Net sales	\$ 5,641.9	\$ 5,533.8	\$ 4,903.2
Cost of sales	3,869.0	3,852.9	3,293.9
Gross profit	1,772.9	1,680.9	1,609.3
Selling, general and administrative expenses	786.2	772.4	773.7
Gain on sale of businesses and property and equipment	6.3	45.7	1.0
Amortization expense of intangible assets	36.1	38.8	37.5
Restructuring charges <a href="#">(Note 12)</a>	12.1	14.5	11.0
Operating profit	944.8	900.9	788.1
Interest expense, net	(162.3)	(167.8)	(174.4)
Other (expense) income, net <a href="#">(Note 23)</a>	(53.2)	(16.9)	12.5
Earnings before income tax provision	729.3	716.2	626.2
Income tax provision <a href="#">(Note 19)</a>	238.0	225.0	142.1
Net earnings from continuing operations	491.3	491.2	484.1
Gain on sale of discontinued operations, net of tax	0.3	15.6	18.8
<b>Net earnings</b>	<b>\$ 491.6</b>	<b>\$ 506.8</b>	<b>\$ 502.9</b>
<b>Basic:</b>			
Continuing operations	\$ 3.37	\$ 3.26	3.12
Discontinued operations	—	0.10	0.12
<b>Net earnings per common share - basic <a href="#">(Note 24)</a></b>	<b>\$ 3.37</b>	<b>\$ 3.36</b>	<b>\$ 3.24</b>
<b>Diluted:</b>			
Continuing operations	\$ 3.33	\$ 3.22	\$ 3.10
Discontinued operations	—	0.10	0.12
<b>Net earnings per common share - diluted <a href="#">(Note 24)</a></b>	<b>\$ 3.33</b>	<b>\$ 3.32</b>	<b>\$ 3.22</b>
Weighted average number of common shares outstanding in millions: <a href="#">(Note 24)</a>			
<b>Basic</b>	<b>145.9</b>	<b>150.9</b>	<b>155.2</b>
<b>Diluted</b>	<b>147.4</b>	<b>152.4</b>	<b>156.0</b>

See accompanying Notes to Consolidated Financial Statements.

SEALED AIR CORPORATION AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

<i>(In USD millions)</i>	Year Ended December 31,								
	2022			2021			2020		
	Gross	Taxes	Net	Gross	Taxes	Net	Gross	Taxes	Net
Net earnings			\$ 491.6			\$ 506.8			\$ 502.9
Other comprehensive income (loss):									
Unrecognized pension items	\$ 14.2	\$ (3.0)	11.2	\$ 47.7	\$ (12.7)	35.0	\$ (35.2)	\$ 8.8	(26.4)
Unrealized gains (losses) on derivative instruments for net investment hedge	26.6	(6.6)	20.0	38.9	(9.7)	29.2	(44.0)	11.0	(33.0)
Unrealized gains (losses) on derivative instruments for cash flow hedge	1.3	(0.4)	0.9	5.8	(1.6)	4.2	(2.9)	0.9	(2.0)
Foreign currency translation adjustments	(77.0)	—	(77.0)	(38.8)	—	(38.8)	7.0	(0.1)	6.9
Other comprehensive (loss) income	\$ (34.9)	\$ (10.0)	(44.9)	\$ 53.6	\$ (24.0)	29.6	\$ (75.1)	\$ 20.6	(54.5)
<b>Comprehensive income, net of taxes</b>			<b>\$ 446.7</b>			<b>\$ 536.4</b>			<b>\$ 448.4</b>

See accompanying Notes to Consolidated Financial Statements.

SEALED AIR CORPORATION AND SUBSIDIARIES

Consolidated Statements of Stockholders' (Deficit) Equity

<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' (Deficit) Equity
Balance at December 31, 2019	\$ 23.2	\$ 2,073.5	\$ 1,998.5	\$ (3,382.4)	\$ (909.0)	\$ (196.2)
Effect of share-based incentive compensation	—	31.2	—	—	—	31.2
Stock issued for profit sharing contribution paid in stock	—	(11.7)	—	36.1	—	24.4
Repurchases of common stock	—	—	—	(34.6)	—	(34.6)
Unrecognized pension items, net of taxes	—	—	—	—	(26.4)	(26.4)
Foreign currency translation adjustments, net of taxes	—	—	—	—	6.9	6.9
Unrealized loss on derivative instruments, net of taxes	—	—	—	—	(35.0)	(35.0)
Net earnings	—	—	502.9	—	—	502.9
Dividends on common stock (\$0.64 per share)	—	—	(100.7)	—	—	(100.7)
<b>Balance at December 31, 2020</b>	<b>\$ 23.2</b>	<b>\$ 2,093.0</b>	<b>\$ 2,400.7</b>	<b>\$ (3,380.9)</b>	<b>\$ (963.5)</b>	<b>\$ 172.5</b>
Effect of share-based incentive compensation	—	30.2	—	—	—	30.2
Stock issued for profit sharing contribution paid in stock	—	0.2	—	27.8	—	28.0
Repurchases of common stock	—	—	—	(401.6)	—	(401.6)
Unrecognized pension items, net of taxes	—	—	—	—	35.0	35.0
Foreign currency translation adjustments, net of taxes	—	—	—	—	(38.8)	(38.8)
Unrealized gain on derivative instruments, net of taxes	—	—	—	—	33.4	33.4
Net earnings	—	—	506.8	—	—	506.8
Dividends on common stock (\$0.76 per share)	—	—	(116.8)	—	—	(116.8)
<b>Balance at December 31, 2021</b>	<b>\$ 23.2</b>	<b>\$ 2,123.4</b>	<b>\$ 2,790.7</b>	<b>\$ (3,754.7)</b>	<b>\$ (933.9)</b>	<b>\$ 248.7</b>
Effect of share-based incentive compensation	0.1	25.0	—	—	—	25.1
Stock issued for profit sharing contribution paid in stock	—	6.9	—	15.8	—	22.7
Repurchases of common stock	—	—	—	(280.2)	—	(280.2)
Unrecognized pension items, net of taxes	—	—	—	—	11.2	11.2
Foreign currency translation adjustments, net of taxes	—	—	—	—	(77.0)	(77.0)
Unrealized gain on derivative instruments, net of taxes	—	—	—	—	20.9	20.9
Net earnings	—	—	491.6	—	—	491.6
Dividends on common stock (\$0.80 per share)	—	—	(118.9)	—	—	(118.9)
<b>Balance at December 31, 2022</b>	<b>\$ 23.3</b>	<b>\$ 2,155.3</b>	<b>\$ 3,163.4</b>	<b>\$ (4,019.1)</b>	<b>\$ (978.8)</b>	<b>\$ 344.1</b>

See accompanying Notes to Consolidated Financial Statements.

SEALED AIR CORPORATION AND SUBSIDIARIES

Consolidated Statements of Cash Flows

<i>(In USD millions)</i>	Year Ended December 31,		
	2022	2021	2020
Net earnings	\$ 491.6	\$ 506.8	\$ 502.9
Adjustments to reconcile net earnings to net cash provided by operating activities			
Depreciation and amortization	184.6	186.4	174.2
Share-based incentive compensation	50.5	43.5	41.7
Profit sharing expense	23.5	22.4	27.8
Loss on debt redemption and refinancing activities	11.2	18.6	—
Impairment of debt investment	—	8.0	—
Provision for allowance for credit losses on trade receivables	6.2	2.1	3.7
Provisions for inventory obsolescence	19.8	9.5	9.0
Deferred taxes, net	(29.7)	37.3	81.7
Net gain on sale of businesses	(0.7)	(59.3)	(19.0)
Impairment loss/fair value (gain) on equity investments, net	30.6	(6.6)	(15.1)
Other non-cash items	9.8	9.4	2.9
Changes in operating assets and liabilities:			
Trade receivables, net	2.6	(110.9)	27.4
Inventories	(178.5)	(165.7)	(25.2)
Income tax receivable/payable	(13.6)	45.7	(31.3)
Accounts payable	(72.1)	206.1	0.8
Customer advance payments	1.4	15.1	10.8
Other assets and liabilities	76.1	(58.7)	(55.3)
<b>Net cash provided by operating activities</b>	<b>\$ 613.3</b>	<b>\$ 709.7</b>	<b>\$ 737.0</b>
Cash flows from investing activities:			
Capital expenditures	\$ (237.3)	\$ (213.1)	\$ (181.1)
Investment in marketable securities	—	—	13.9
Proceeds related to sale of businesses and property and equipment, net	9.4	89.4	12.4
Businesses acquired in purchase transactions, net of cash acquired	(9.6)	(0.1)	1.2
Payments associated with debt, equity, and equity method investments	(10.6)	(18.0)	(8.2)
Settlement of foreign currency forward contracts	5.1	8.4	1.5
Proceeds of corporate owned life insurance	—	7.7	—
Other investing activities	—	—	0.5
<b>Net cash used in investing activities</b>	<b>\$ (243.0)</b>	<b>\$ (125.7)</b>	<b>\$ (159.8)</b>
Cash flows from financing activities:			
Net proceeds (payments) of short-term borrowings	\$ 5.5	\$ (5.9)	\$ (99.0)
Proceeds from long-term debt	423.3	601.5	—
Payments of long-term debt	(425.0)	(610.4)	(5.6)
Dividends paid on common stock	(118.5)	(115.6)	(100.4)
Repurchases of common stock	(280.2)	(403.1)	(33.0)
Payments for debt modification/extinguishment costs	(15.2)	(17.0)	—
Impact of tax withholding on share-based compensation	(26.6)	(14.8)	(11.6)
Principal payments related to financing leases	(10.0)	(10.5)	(11.6)
Other financing activities	—	—	(0.5)
<b>Net cash used in financing activities</b>	<b>\$ (446.7)</b>	<b>\$ (575.8)</b>	<b>\$ (261.7)</b>
<b>Effect of foreign currency exchange rate changes on cash and cash equivalents</b>	<b>\$ (28.5)</b>	<b>\$ 4.1</b>	<b>\$ (29.2)</b>
<b>Cash Reconciliation:</b>			
Cash and cash equivalents	\$ 561.0	\$ 548.7	\$ 262.4
Restricted cash and cash equivalents	—	—	—
<b>Balance, beginning of period</b>	<b>\$ 561.0</b>	<b>\$ 548.7</b>	<b>\$ 262.4</b>
<b>Net change during the period</b>	<b>(104.9)</b>	<b>12.3</b>	<b>286.3</b>
Cash and cash equivalents	\$ 456.1	\$ 561.0	\$ 548.7
Restricted cash and cash equivalents	—	—	—
<b>Balance, end of period</b>	<b>\$ 456.1</b>	<b>\$ 561.0</b>	<b>\$ 548.7</b>
Supplemental Cash Flow Information:			
Interest payments, net of amounts capitalized	\$ 174.5	\$ 175.2	\$ 187.7
Income tax payments, net of cash refunds	\$ 192.2	\$ 112.6	\$ 102.0

SEALED AIR CORPORATION AND SUBSIDIARIES

<i>(In USD millions)</i>	Year Ended December 31,		
	2022	2021	2020
Restructuring payments including associated costs	\$ 21.5	\$ 27.7	\$ 73.7
Non-cash items:			
Transfers of shares of common stock from treasury for profit-sharing plan contributions	\$ 22.7	\$ 28.0	\$ 24.4

See accompanying Notes to Consolidated Financial Statements.

## Notes to Consolidated Financial Statements

**Note 1 Organization and Nature of Operations**

We are a leading global provider of packaging solutions integrating high-performance materials, automation, equipment, and services. Sealed Air Corporation designs and delivers packaging solutions that preserve food, protect goods, automate packaging processes, and enable e-commerce and digital connectivity for packaged goods. Our packaging solutions help customers automate their operations to be increasingly touchless and more resilient, safer, less wasteful, and enhance brand engagement with consumers. We deliver our packaging solutions to an array of end markets including fresh proteins, foods, fluids, medical and healthcare, e-commerce, logistics and omnichannel fulfillment operations, and industrials.

Our portfolio of packaging solutions includes CRYOVAC® brand food packaging, SEALED AIR® brand protective packaging, AUTOBAG® brand automated systems, BUBBLE WRAP® brand packaging, SEE Touchless Automation™ solutions and prismiQ™ smart packaging and digital printing. We have established leading market positions through our differentiated packaging solutions, well-established customer relationships, iconic brands, and global scale and market access.

We conduct substantially all of our business through two wholly-owned subsidiaries, Cryovac, LLC and Sealed Air Corporation (US). Throughout this report, when we refer to “Sealed Air,” “SEE,” the “Company,” “we,” “our,” or “us,” we are referring to Sealed Air Corporation and all of our subsidiaries, except where the context indicates otherwise.

**Note 2 Summary of Significant Accounting Policies and Recently Issued Accounting Standards****Summary of Significant Accounting Policies***Basis of Presentation*

Our 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. Some prior period amounts have been reclassified to conform to the current year presentation. These reclassifications, individually and in the aggregate, did not have a material impact on our consolidated financial condition, results of operations or cash flows. All amounts are in U.S. dollar denominated in millions, except per share amounts and unless otherwise noted, and are approximate due to rounding.

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

*Use of Estimates*

The preparation of our Consolidated Financial Statements and related disclosures in conformity with U.S. GAAP requires our management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and revenue and expenses during the period reported. These estimates include, among other items, assessing the expected credit losses of receivables, asset retirement obligations, the use and recoverability of inventory, the estimation of fair value of financial instruments, assumptions used in the calculation of income taxes, useful lives and recoverability of tangible assets and goodwill and other intangible assets, assumptions used in our defined benefit pension plans and other post-employment benefit plans, estimates related to self-insurance such as the aggregate liability for uninsured claims using historical experience, insurance and actuarial estimates and estimated trends in claim values, fair value measurement of assets, costs for incentive compensation, and accruals for commitments and contingencies. We review these estimates and assumptions periodically using historical experience and other factors and reflect the effects of any revisions in the Consolidated Financial Statements in the period we determine any revisions to be necessary. Actual results could differ from these estimates.

*Financial Instruments*

We may use financial instruments, such as cross-currency swaps, interest rate swaps, caps and collars, U.S. Treasury lock agreements and foreign currency exchange forward contracts and options related to our borrowing and trade activities. We may use these financial instruments from time to time to manage our exposure to fluctuations in interest rates and foreign currency exchange rates. We do not purchase, hold or sell derivative financial instruments for trading purposes. We face credit risk if the counterparties to these transactions are unable to perform their obligations. Our policy is to have counterparties to these contracts that have at least an investment grade rating.

We report derivative instruments at fair value and establish criteria for designation and effectiveness of transactions entered into for hedging purposes. Before entering into any derivative transaction, we identify our specific financial risk, the appropriate hedging instrument to use to reduce this risk, and the correlation between the financial risk and the hedging instrument. We use forecasts and historical data as the basis for determining the anticipated values of the transactions to be hedged. We do not enter into derivative transactions that do not have a high correlation with the underlying financial risk we are trying to reduce. We regularly review our hedge positions and the correlation between the transaction risks and the hedging instruments.

We account for derivative instruments as hedges of the related underlying risks if we designate these derivative instruments as hedges and the derivative instruments are effective as hedges of recognized assets or liabilities, forecasted transactions, unrecognized firm commitments or forecasted intercompany transactions.

We record gains and losses on derivatives qualifying as cash flow hedges in AOCL, to the extent that hedges are effective and until the underlying transactions are recognized on the Consolidated Statements of Operations, at which time we also recognize the gains or losses of the derivatives on the Consolidated Statements of Operations. We recognize gains and losses on qualifying fair value hedges and the related loss or gain on the hedged item attributable to the hedged risk on the Consolidated Statements of Operations.

Generally, 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. Any deferred gains or losses associated with derivative instruments are recognized on the Consolidated Statements of Operations over the period in which the income or expense on the underlying hedged transaction is recognized.

See Note 15, "Derivatives and Hedging Activities," for further details.

#### *Foreign Currency Translation*

In non-U.S. locations that are not considered highly inflationary, we translate the balance sheets at the end of period exchange rates with translation adjustments accumulated in stockholders' equity on our Consolidated Balance Sheets. We translate the statements of operations at the average exchange rates during the applicable period.

We translate assets and liabilities of our operations in countries with highly inflationary economies at the end of period exchange rates, except that nonmonetary asset and liability amounts are translated at historical exchange rates. In countries with highly inflationary economies, we translate items reflected in the Consolidated Statements of Operations at average rates of exchange prevailing during the period, except that nonmonetary amounts are translated at historical exchange rates.

#### *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 U.S. GAAP, and the U.S. dollar replaced the Argentine peso as the functional currency for our subsidiaries 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 in within Other (expense) income, net on the Consolidated Statements of Operations. For the years ended December 31, 2022, 2021 and 2020, the Company recorded remeasurement losses of \$8.9 million, \$3.6 million, and \$4.7 million, respectively related to our subsidiaries in Argentina. The exchange rate as of December 31, 2022, 2021 and 2020 was 176.8, 102.7 and 84.1, respectively.

We will continue to evaluate each reporting period the appropriate exchange rate to remeasure our financial statements based on the facts and circumstances as applicable.

#### *Commitments and Contingencies — Litigation*

On an ongoing basis, we assess the potential liabilities related to any lawsuits or claims brought against us. While it is typically very difficult to determine the timing and ultimate outcome of these actions, we use our best judgment to determine if it is probable that we will incur an expense related to the settlement or final adjudication of these matters and whether a reasonable estimation of the probable loss, if any, can be made. In assessing probable losses, we make estimates of the amount of insurance recoveries, if any. We accrue a liability when we believe a loss is probable and the amount of loss can be reasonably estimated. Due to the inherent uncertainties related to the eventual outcome of litigation and potential insurance recovery, it is possible that disputed matters may be resolved for amounts materially different from any provisions or disclosures that we have previously made. We expense legal costs, including those legal costs expected to be incurred in connection with a loss contingency, as incurred.



## Revenue Recognition

Revenue from contracts with customers is recognized using a five-step model consisting of the following: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to the performance obligations in the contract; and (5) recognize revenue when (or as) the Company satisfies a performance obligation.

### (1) Identify Contract with Customer:

For SEE, the determination of whether an arrangement meets the definition of a contract under ASC 606 (“Topic 606”) depends on whether it creates enforceable rights and obligations. While enforceability is a matter of law, we believe that enforceable rights and obligations in a contract must be substantive in order for the contract to be in scope of Topic 606. That is, the penalty for noncompliance must be significant relative to the minimum obligation. Fixed or minimum purchase obligations with penalties for noncompliance are the most common examples of substantive enforceable rights present in our contracts. We determined that the contract term is the period of enforceability outlined by the terms of the contract. This means that in many cases, the term stated in the contract is different than the period of enforceability. After the minimum purchase obligation is met, subsequent sales are treated as separate contracts on a purchase order by purchase order basis. If no minimum purchase obligation exists, the next level of enforceability is determined, which often represents the individual purchase orders and the agreed upon terms.

The customer’s ability and intent to pay the transaction price is assessed in determining whether a contract exists with the customer. If collectability of substantially all of the consideration in a contract is not probable, consideration received is not recognized as revenue unless the consideration is nonrefundable and the Company no longer has an obligation to transfer additional goods or services to the customer or collectability becomes probable.

### (2) Identify the Performance Obligations in the Contract:

The most common goods and services determined to be distinct performance obligations are materials, equipment sales, and maintenance. Free on loan and leased equipment is typically identified as a separate lease component within the scope of ASC 842. The other goods or services promised in the contract with the customer in most cases do not represent performance obligations because they are neither separate nor distinct, or they are not material in the context of the contract.

Performance obligations are satisfied when the Company transfers control of a good or service to a customer, which can occur over time or at a point in time. The amount of revenue recognized is based on the consideration to which the Company expects to be entitled in exchange for those goods or services, including the expected value of variable consideration.

### (3) Determine the Transaction Price:

SEE has many forms of variable consideration present in its contracts with customers, including rebates and other discounts. SEE estimates variable consideration using either the expected value method or the most likely amount method as described in the standard. We include in the transaction price some or all of an amount of variable consideration estimated to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

For all contracts that contain a form of variable consideration, SEE estimates at contract inception, and periodically throughout the term of the contract, what volume of goods and/or services the customer will purchase in a given period and determines how much consideration is payable to the customer or how much consideration we would be able to recover from the customer based on the structure of the type of variable consideration. In most cases the variable consideration in contracts with customers results in amounts payable to the customer by SEE. We adjust the contract transaction price based on any changes in estimates each reporting period and record an inception to date cumulative adjustment to the amount of revenue previously recognized. When the contract with a customer contains a minimum purchase obligation, SEE only has enforceable rights to the amount of consideration promised in the minimum purchase obligation through the enforceable term of the contract. This amount of consideration, plus any variable consideration, makes up the transaction price for the contract.

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. When we estimate our rebate accruals, we consider customer-specific contractual commitments including stated rebate rates and history of actual rebates paid. Our rebate accruals are

reviewed at each reporting period and adjusted to reflect data available at that time. We adjust the accruals to reflect any differences between estimated and actual amounts. These adjustments of transaction price impact the amount of net sales recognized by us in the period of adjustment.

The Company expects the time between when a good or service is transferred to a customer and when the customer pays for that good or service to be one year or less for the vast majority of the Company's contracts. In this instance the Company does not adjust consideration for a significant financing component.

Sales taxes collected from customers and remitted to governmental authorities are accounted for on a net basis and therefore are excluded from net sales on the Consolidated Statements of Operations.

(4) Allocate the Transaction Price to the Performance Obligations in the Contract:

We determine the standalone selling price for a performance obligation by first looking for observable selling prices of that performance obligation sold on a standalone basis. If an observable price is not available, we estimate the standalone selling price of the performance obligation using one of the three suggested methods in the following order of preference: adjusted market assessment approach, expected cost plus a margin approach, and residual approach.

SEE often offers rebates to customers in their contracts that are related to the amount of materials purchased. We believe that this form of variable consideration should only be allocated to materials because the entire amount of variable consideration relates to the customer's purchase of and our efforts to provide materials. Additionally, Sealed Air has many contracts that have pricing tied to third-party indices. We believe that variability from index-based pricing should be allocated specifically to materials because the pricing formulas in these contracts are related to the cost to produce materials.

(5) Recognize Revenue when (or as) the Company satisfies a performance obligation

Revenue is recognized upon transfer of control to the customer. Revenue for materials and equipment sales is recognized based on shipping terms, which is the point in time the customer obtains control of the promised goods. Maintenance revenue is recognized straight-line on the basis that the level of effort is consistent over the term of the contract. Lease components within contracts with customers are recognized in accordance with ASC 842.

Refer to Note 3, "Revenue Recognition, Contracts with Customers," for further discussion of revenue.

*Costs to obtain or fulfill a Contract and Shipping and Handling Costs*

The Company recognizes incremental costs to obtain a contract as an expense when incurred if the amortization period of the asset that otherwise would have been recognized is one year or less. For example, the Company generally expenses sales commissions when incurred because the amortization period would have been one year or less. These costs are recorded within Selling, general and administrative expenses on the Consolidated Statements of Operations.

Costs for shipping and handling activities performed after a customer obtains control of a good are accounted for as costs to fulfill a contract and are included in Cost of sales.

*Research and Development*

We expense research and development costs as incurred. Research and development costs were \$102.5 million in 2022, \$99.8 million in 2021 and \$95.9 million in 2020.

*Share-Based Incentive Compensation*

At the 2014 Annual Meeting, the 2014 Omnibus Incentive Plan (the "Omnibus Plan") was approved by our stockholders. Subsequently, the Board of Directors adopted, and at the Annual Stockholders' meetings in both 2018 and 2021, our stockholders approved, amendments and restatements to the 2014 Omnibus Incentive Plan. See Note 21, "Stockholders' (Deficit) Equity," of the Notes for further information on this plan.

We record share-based compensation awards exchanged for employee services at fair value on the date of grant and record the expense for these awards in Cost of sales and in Selling, general and administrative expenses, as applicable, on our Consolidated Statements of Operations over the requisite employee service period. Our annual grant cycle occurs after our year-end financial results have been released. We consider the impact that material, non-public information may have on the fair value of our share-based incentive awards. As of December 31, 2022, there are no outstanding awards with values that have

been adjusted in light of material, non-public information. Share-based incentive compensation expense, which includes an estimate for forfeitures and a factor for anticipated achievement levels, is generally recognized over the expected term of the award on a straight-line basis. The Company accelerates expense on performance-based awards using a graded vesting schedule for employees who meet retirement eligibility requirements prior to the end of the award's service period. For performance-based awards, the Company reassesses at each reporting date whether achievement of the performance condition is probable and accrues compensation expense if and when achievement of the performance condition is probable. For performance awards with market-based conditions, the fair value of the award is determined at the grant date and is recognized at 100% over the performance period regardless of actual market condition performance in accordance with ASC 718.

#### *Income Taxes*

We file a consolidated U.S. federal income tax return and our non-U.S. subsidiaries file income tax returns in their respective local jurisdictions. We provide for income taxes on those portions of our foreign subsidiaries' accumulated earnings that we believe are not reinvested indefinitely in our businesses.

We account for income taxes under the asset and liability method to provide for income taxes on all transactions recorded in the Consolidated Financial Statements. We recognize deferred tax assets and liabilities for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and tax benefit carryforwards. We determine deferred tax assets and liabilities at the end of each period using enacted tax rates.

In assessing the need for a valuation allowance, we estimate future reversals of existing temporary differences, future taxable earnings, and also consider the feasibility of ongoing planning strategies, taxable income in carryback periods and past operating results to determine which deferred tax assets are more likely than not to be realized in the future. Changes to tax laws, statutory tax rates and future taxable earnings can have an impact on valuation allowances related to deferred tax assets.

We recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities based on the technical merits of the position. The tax benefits recognized in the financial statements from such positions are measured based on the largest amount of benefit that has a greater than fifty percent likelihood of being realized upon settlement with tax authorities. We recognize interest and penalties related to unrecognized tax benefits in Income tax provision on our Consolidated Statements of Operations. See Note 19, "Income Taxes," for further discussion.

#### *Cash and Cash Equivalents*

We consider highly liquid investments with original maturities of 90 days or less to be cash equivalents. Our policy is to invest cash in excess of short-term operating and debt service requirements in cash equivalents. Cash equivalents are stated at cost, which approximates fair value because of the short-term maturity of the instruments. Our policy is to transact with counterparties that are rated at least A- by Standard & Poor's and A3 by Moody's. Some of our operations are located in countries that are rated below A- or A3. In this case, we try to minimize our risk by holding cash and cash equivalents at financial institutions with which we have existing global relationships whenever possible, diversifying counterparty exposures and minimizing the amount held by each counterparty and within the country in total.

Time deposits or certificate of deposits with maturities greater than 90 days from the time of purchase are considered marketable securities and classified within Prepaid expenses and other current assets in our Consolidated Balance Sheets. Any investments made in longer-term time deposits or maturities and conversion out of the longer-term time deposits during the current year are reflected as an Investment in marketable securities on our Consolidated Statements of Cash Flows.

#### *Accounts Receivable Securitization Programs*

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 an indirectly 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 with two banks and an issuer of commercial paper administered by these banks. The wholly-owned subsidiary retains the receivables it purchases from the operating subsidiaries. Any transfers of undivided fractional ownership interests of receivables under the U.S. receivables securitization program to the two banks and an issuer of commercial paper administered by these banks are considered secured borrowings with pledge of collateral and will be classified as Short-term borrowings on our 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 Consolidated Balance Sheets.

We have a European accounts receivable securitization and purchase program with a special purpose vehicle ("SPV"), two banks and a group of our European subsidiaries. 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 uncollectable receivables held by the SPV. Therefore, the SPV is consolidated in our 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 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 Consolidated Balance Sheets. See Note 10, "Accounts Receivable Securitization Programs," for further details.

#### *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 Topic 860. ASC Topic 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 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. See Note 11, "Accounts Receivable Factoring Agreements," for further details.

#### *Trade Receivables, Net*

In the normal course of business, we extend credit to customers that satisfy pre-defined credit criteria. Trade receivables, which are included on the Consolidated Balance Sheets, are stated at amounts due from our customers net of allowances for expected credit losses on trade receivables.

#### *Allowance for Credit Losses*

We are exposed to credit losses primarily through our sales of packaging solutions to third-party customers. Our customers' (the counterparty) ability to pay is assessed through our internal credit review processes. Based on the dollar value of credit extended, we assess our customers' credit by reviewing the total expected receivable exposure, expected timing of payments and the customers' established credit ratings. In determining customer creditworthiness, we assess our customers' credit utilizing different resources including external credit validations and/or our own assessment through analysis of the customers' financial statements and review of trade/bank references. We also consider contract terms and conditions, country and political risk, and the customers' mix of products purchased (for example: equipment vs. materials) in our evaluation. A credit limit is established for each customer based on the outcome of this review. Credit limits are reviewed at least annually for existing customers.

We monitor our ongoing credit exposure through active review of counterparty balances against contract terms and due dates. Our activities are performed at both the country/entity level as well as the regional level. Monitoring and review activities include account reconciliations, analysis of aged receivables, resolution status review for disputed amounts, and identification and remediation of counterparties experiencing payment issues. Our management reviews current credit exposure at least quarterly based on level of risk and amount of exposure.

When necessary, we utilize collection agencies and legal counsel to pursue recovery of defaulted receivables. Trade receivable balances are written off when deemed to be uncollectible and after collection efforts have been exhausted. Our annual historical credit losses have been approximately 0.1%, or less, of net trade sales annually over the last three years.

Our allowance for credit losses on trade receivables is assessed at the end of each quarter based on an analysis of historical losses and our assessment of future expected losses. For the years ended December 31, 2022, 2021 and 2020, \$6.2 million, \$2.1 million and \$3.7 million, respectively, was charged to our allowance for credit losses related to our trade receivables.

#### *Supply Chain Financing Arrangements*

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. These programs are administered by participating financial institutions. Should the supplier

choose to participate in the program, it will receive payment from the financial institution in advance of agreed payment terms; our responsibility is limited to making payments to the respective financial institutions on the terms originally negotiated with our supplier. The range of payment terms is consistent regardless of a vendor's participation in the program. We monitor our days payable outstanding relative to our peers and industry trends in order to assess our conclusion that these programs continue to be trade payable programs and not indicative of borrowing arrangements. The liabilities continue to be presented as Accounts payable in our Consolidated Balance Sheets until they are paid, and they are reflected as cash flows from operating activities when settled.

#### *Equity Investments*

We maintain strategic investments in other companies. As of December 31, 2022, these investments qualified and are accounted for under the measurement alternative described in ASC 321 for equity investments that do not have readily determinable fair values. These investments are measured at cost, less impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for identical or similar investments of the same issuer. We do not exercise significant influence over these companies. These investments are carried on our Consolidated Balance Sheets within Other non-current assets. Changes in fair value based on impairment or resulting from observable price changes are recorded in earnings and included within Other (expense) income, net on the Consolidated Statements of Operations. See Note 16, "Fair Value Measurements, Equity Investments and Other Financial Instruments," for further details.

#### *Inventories, Net*

Our inventories are determined using the FIFO method or a weighted average for some raw materials. We state inventories at the lower of cost or net realizable value. Costs related to inventories include raw materials, direct labor and manufacturing overhead which are included in Cost of sales on the Consolidated Statements of Operations.

#### *Property and Equipment, Net*

We state property and equipment at cost, except for property and equipment that have been impaired, for which we reduce the carrying amount to the estimated fair value at the impairment date. We capitalize significant improvements and charge repairs and maintenance costs that do not extend the lives of the assets to expense as incurred. We remove the cost and accumulated depreciation of assets sold or otherwise disposed of from the accounts and recognize any resulting gain or loss upon the disposition of the assets.

We depreciate the cost of property and equipment over their estimated useful lives on a straight-line basis as follows: buildings, including leasehold improvements — 10 to 40 years; machinery and equipment — 5 to 10 years; and other property and equipment — 2 to 10 years.

#### *Leases*

SEE is involved in leasing activity as both a lessee and a lessor. SEE is the lessor primarily for equipment used by our customers to meet their packaging needs. SEE is the lessee of property used for production and for sales and administrative functions, including real property, buildings, manufacturing and office equipment, offices and automobiles.

We recognize a right-of-use ("ROU") asset and lease liability for all leases with terms of more than 12 months, in accordance with ASC 842. We utilize the short-term lease recognition exemption for all asset classes as part of our on-going accounting under ASC 842. This means, for those leases that qualify, we will not recognize ROU assets or lease liabilities. Recognition, measurement and presentation of expenses depends on classification as a finance or operating lease.

As a lessee, we utilize the reasonably certain threshold criteria in determining which options we will exercise. Furthermore, some of our lease payments are based on index rates with minimum annual increases. These represent fixed payments and are captured in the future minimum lease payments calculation. In determining the discount rate to use in calculating the present value of lease payments, we estimate the rate of interest we would pay on a collateralized loan with the same payment terms as the lease by utilizing our bond yields traded in the secondary market to determine the estimated cost of funds for the particular tenor. We update our assumptions and discount rates on a quarterly basis.

We have also elected the practical expedient to not separate lease and non-lease components for all asset classes, meaning all consideration that is fixed, or in-substance fixed, will be captured as part of our lease components for balance sheet purposes. Furthermore, all variable payments included in lease agreements will be disclosed as variable lease expense when incurred. Generally, variable lease payments are based on usage and common area maintenance. These payments will be included as variable lease expense when recognized.

Our contractual obligations for operating leases as a lessor 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.

#### *Goodwill and Identifiable Intangible Assets, Net*

Goodwill represents the excess of the purchase price over the estimated fair value of the net assets acquired, including the amount assigned to identifiable intangible assets.

Identifiable intangible assets consist primarily of patents, licenses, trademarks, trade names, customer lists and relationships, non-compete agreements, software and technology-based intangibles and other contractual agreements. We amortize finite-lived identifiable intangible assets over the shorter of their stated or statutory duration or their estimated useful lives, currently ranging from an original useful life of 1 to 28 years, on a straight-line basis to their estimated residual values, and we review them for impairment upon the identification of events or changes in circumstances that indicate the carrying amount of the asset may not be recoverable.

We use the acquisition method of accounting for all business combinations and do not amortize goodwill or intangible assets with indefinite useful lives. Goodwill and intangible assets with indefinite useful lives are tested for possible impairment annually during the fourth quarter of each fiscal year, or more frequently if events or changes in circumstances indicate that the asset might be impaired. See Note 9, "Goodwill and Identifiable Intangible Assets, net," for further details.

#### *Impairment and Disposal of Long-Lived Assets*

For finite-lived intangible assets, such as customer relationships, contracts, intellectual property, and for other long-lived assets, such as property, plant and equipment, whenever impairment indicators are present, we perform a review for impairment. The impairment model is a two-step test under which we first calculate the recoverability of the carrying value by comparing the undiscounted value of the projected cash flows associated with the asset or asset group, including its estimated residual value, to the carrying amount. If the cash flows associated with the asset or asset group are less than the carrying value, we calculate the fair value of the asset, or asset group. If the carrying amount is found to be greater than the fair value, we record an impairment loss for the excess of carrying value over the fair value. In addition, in all cases of an impairment review, we re-evaluate the remaining useful lives of the assets and modify them, as appropriate.

#### *Self-Insurance*

We retain the obligation for specified claims and losses related to property, casualty, workers' compensation and employee benefit claims. We accrue for outstanding reported claims and claims that have been incurred but not reported based upon management's estimates of the aggregate liability for retained losses using historical experience, insurance company estimates and the estimated trends in claim values. Our estimates include management's and independent insurance companies' assumptions regarding economic conditions, the frequency and severity of claims and claim development patterns and settlement practices. These estimates and assumptions are monitored and evaluated on a periodic basis by management and are adjusted when warranted by changing circumstances. Although management believes the assumptions and estimates used provide a reasonable basis to adequately project and record estimated claim payments, actual results could differ significantly from the recorded liabilities.

#### *Defined Benefit Pension Plans and Other Post-Employment Benefit Plans*

For a number of our U.S. and international employees, we maintain defined benefit pension plans and other post-employment benefit plans. We are required to make assumptions regarding the valuation of projected benefit obligations and accumulated benefit obligations, as well as the performance of plan assets for our defined benefit pension plans.

We review and approve the assumptions made by our third-party actuaries regarding the valuation of benefit obligations and performance of plan assets. The most significant assumptions impacting the valuation of our benefit obligations and the related net benefit income or cost are the discount rate and the expected future rate of return on plan assets. The measurement date used to determine benefit obligations and the fair value of plan assets is December 31. In general, changes to these assumptions could impact our consolidated financial condition or results of operations.

We recognize the funded status of each plan as the difference between the fair value of plan assets and the projected benefit obligation or accumulated benefit obligation. Each overfunded plan is recognized as an asset and each underfunded plan is recognized as a liability on our Consolidated Balance Sheets.

See Note 17, “Profit Sharing, Retirement Savings Plans and Defined Benefit Pension Plans,” and Note 18, “Other Post-Employment Benefit Plans,” for additional information about the Company’s benefit plans.

#### *Net Earnings per Common Share*

The Company presents both basic and diluted earnings per share amounts. Basic earnings per share is calculated by dividing net earnings attributable to the Company by the weighted average number of common shares outstanding during the year. Diluted earnings per share is based upon the weighted average number of common and common equivalent shares outstanding during the year, which is calculated using the treasury-stock method for outstanding share-based compensation awards.

Restricted stock issued under our Omnibus Plan prior to January 1, 2018 contained non-forfeitable rights to dividends during the contractual vesting period of the share-based award and was therefore included in computing earnings per common share using the “two-class method.” The two-class method is an earnings allocation formula that calculates basic and diluted net earnings per common share for each class of common stock separately based on dividends declared and participation rights in undistributed earnings. At December 31, 2022 and 2021, the Company did not have any outstanding non-vested share-based payment awards that contained non-forfeitable rights to dividends. At December 31, 2020 and during the year then ended, the impact of share-based payment awards that contained non-forfeitable rights to dividends was nominal.

See Note 24, “Net Earnings Per Common Share,” for further discussion.

### **Recently Adopted Accounting Standards**

In November 2021, the FASB issued Accounting Standards Update (“ASU”) 2021-10, Government Assistance (Topic 832): Disclosures by Business Entities about Government Assistance (“ASU 2021-10”). ASU 2021-10 requires business entities to disclose information about certain types of government assistance received in the notes to the financial statements. The Company adopted ASU 2021-10 for the year ending December 31, 2022. The adoption did not have a material impact on the Company's Consolidated Financial Statements and related disclosures.

In July 2021, the FASB issued ASU 2021-05, Leases (Topic 842): Lessors - Certain Leases with Variable Lease Payments (“ASU 2021-05”). ASU 2021-05 requires a lessor to classify a lease with variable lease payments that do not depend on an index or rate as an operating lease at commencement if the lease would have been classified as a sales-type or direct financing lease and the lessor would have recognized a selling loss at lease commencement. The Company adopted ASU 2021-05 on January 1, 2022. The adoption did not have a material impact on the Company's Consolidated Financial Statements.

### **Recently Issued Accounting Standards**

In September 2022, the FASB issued 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. ASU 2022-04 is effective for the Company beginning on January 1, 2023 and is not expected to materially impact the Company's Consolidated Financial Statements with the exception of revised annual disclosures.

In October 2021, the FASB issued ASU 2021-08, Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers (“ASU 2021-08”). The new guidance requires contract assets and contract liabilities acquired in a business combination to be recognized and measured by the acquirer on the acquisition date in accordance with Topic 606, Revenue from Contracts with Customers. The standard will not impact acquired contract assets or liabilities from business combinations occurring prior to the adoption date. ASU 2021-08 is effective for the Company beginning on January 1, 2023 and is not expected to materially impact the Company's Consolidated Financial Statements.

## **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 equipment and systems, products, and services to and/or through a large number of distributors, fabricators, converters, e-commerce and mail order fulfillment firms, and contract packaging firms as well as directly to end-users such as food processors, food service businesses, supermarket retailers, pharmaceutical companies, healthcare facilities, medical device manufacturers, and other manufacturers.

As discussed in Note 6, "Segments," our reporting segments are Food and Protective. Our Food applications are largely sold directly to end customers, while our Protective products 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, plant-based, fluids and liquids and cheese 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 enables 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, and CRYOVAC® brand Auto Pouch 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. In addition, we provide temperature assurance packaging solutions under the Kevothermal™ and TempGuard™ brands.

*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 \$0.1 million, \$4.3 million and \$4.5 million, for the years ended December 31, 2022, 2021 and 2020, 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 years ended December 31, 2022, 2021 and 2020, revenues from contracts with customers summarized by Segment and Geography were as follows:



<i>(In millions)</i>	Year Ended December 31, 2022		
	Food	Protective	Total
Americas	\$ 2,170.9	\$ 1,521.1	\$ 3,692.0
EMEA	682.7	473.4	1,156.1
APAC	436.9	323.5	760.4
<b>Topic 606 Segment Revenue</b>	<b>3,290.5</b>	<b>2,318.0</b>	<b>5,608.5</b>
Non-Topic 606 Revenue (Leasing: Sales-type and Operating)	26.7	6.7	33.4
<b>Total</b>	<b>\$ 3,317.2</b>	<b>\$ 2,324.7</b>	<b>\$ 5,641.9</b>

<i>(In millions)</i>	Year Ended December 31, 2021		
	Food	Protective	Total
Americas	\$ 1,948.9	\$ 1,542.8	\$ 3,491.7
EMEA	681.4	515.3	1,196.7
APAC	449.5	356.9	806.4
<b>Topic 606 Segment Revenue</b>	<b>3,079.8</b>	<b>2,415.0</b>	<b>5,494.8</b>
Non-Topic 606 Revenue (Leasing: Sales-type and Operating)	33.0	6.0	39.0
<b>Total</b>	<b>\$ 3,112.8</b>	<b>\$ 2,421.0</b>	<b>\$ 5,533.8</b>

<i>(In millions)</i>	Year Ended December 31, 2020		
	Food	Protective	Total
Americas	\$ 1,779.4	\$ 1,336.1	\$ 3,115.5
EMEA	617.9	410.1	1,028.0
APAC	406.4	324.1	730.5
<b>Topic 606 Segment Revenue</b>	<b>2,803.7</b>	<b>2,070.3</b>	<b>4,874.0</b>
Non-Topic 606 Revenue (Leasing: Sales-type and Operating)	21.8	7.4	29.2
<b>Total</b>	<b>\$ 2,825.5</b>	<b>\$ 2,077.7</b>	<b>\$ 4,903.2</b>

### **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, which can be used to purchase both automated and standard range equipment. 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 Consolidated Balance Sheets as of December 31, 2022 and 2021:

<i>(In millions)</i>	December 31,	
	2022	2021
Contract assets	\$ 0.5	\$ 1.2
Contract liabilities	\$ 18.2	\$ 20.2

The contract liability balances represent deferred revenue, primarily related to equipment accruals. Revenue recognized in the years ended December 31, 2022, 2021 and 2020, that was included in the contract liability balance at the beginning of the period was \$11.9 million, \$15.4 million, and \$14.0 million, 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 December 31, 2022 and 2021, as well as the expected timing of recognition of that transaction price.

<i>(In millions)</i>	December 31,	
	2022	2021
Short-Term (12 months or less) <sup>(1)</sup>	\$ 13.0	\$ 15.9
Long-Term	5.2	4.3
<b>Total transaction price</b>	<b>\$ 18.2</b>	<b>\$ 20.2</b>

<sup>(1)</sup> 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

SEE has contractual obligations as a lessor with respect to some of our automated 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 December 31, 2022 and 2021 were as follows:

<i>(In millions)</i>	December 31,	
	2022	2021
Short-Term (12 months or less)	\$ 6.5	\$ 5.7
Long-Term	18.6	18.8
<b>Lease receivables</b>	<b>\$ 25.1</b>	<b>\$ 24.5</b>

Sales-type and operating lease revenue was less than 1% of net trade sales for each of the years ended December 31, 2022, 2021, and 2020.

### Lessee

SEE 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 Consolidated Balance Sheets.

<i>(In millions)</i>	December 31,	
	2022	2021
Other non-current assets:		
Finance leases - ROU assets	\$ 55.0	\$ 58.0
Finance leases - Accumulated depreciation	(31.7)	(27.3)
Operating lease right-of-use-assets:		
Operating leases - ROU assets	156.7	133.5
Operating leases - Accumulated depreciation	(86.5)	(69.7)
<b>Total lease assets</b>	<b>\$ 93.5</b>	<b>\$ 94.5</b>
Current portion of long-term debt:		
Finance leases	\$ (7.6)	\$ (10.2)
Current portion of operating lease liabilities:		
Operating leases	(24.0)	(21.2)
Long-term debt, less current portion:		
Finance leases	(16.1)	(19.2)
Long-term operating lease liabilities, less current portion:		
Operating leases	(49.6)	(44.5)
<b>Total lease liabilities</b>	<b>\$ (97.3)</b>	<b>\$ (95.1)</b>

At December 31, 2022, estimated future minimum annual rental commitments under non-cancelable real and personal property leases were as follows:

<i>(In millions)</i>	December 31,	
	Finance leases	Operating leases
2023	\$ 8.6	\$ 26.6
2024	4.5	19.6
2025	2.8	14.0
2026	2.1	10.3
2027	2.0	4.7
Thereafter	8.2	6.6
Total lease payments	28.2	81.8
Less: Interest	(4.5)	(8.2)
<b>Present value of lease liabilities</b>	<b>\$ 23.7</b>	<b>\$ 73.6</b>

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

<i>(In millions)</i>	December 31,	
	2022	2021
<b>Lease cost<sup>(1)</sup></b>		
Finance leases		
Amortization of ROU assets	\$ 10.5	\$ 10.6
Interest on lease liabilities	1.3	1.5
Operating leases	33.2	31.7
Short-term lease cost	2.7	4.9
Variable lease cost	7.0	5.7
<b>Total lease cost</b>	<b>\$ 54.7</b>	<b>\$ 54.4</b>

- (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 Consolidated Statements of Operations, depending on the use of the leased asset. Interest on lease liabilities is recorded to Interest expense, net on the Consolidated Statements of Operations.

The following table details cash paid related to operating and finance leases included in our Consolidated Statements of Cash Flows and new ROU assets included in our Consolidated Balance Sheets:

<i>(In millions)</i>	December 31,	
	2022	2021
<b>Other information:</b>		
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows - finance leases	\$ 5.4	\$ 4.8
Operating cash flows - operating leases	\$ 30.6	\$ 30.4
Financing cash flows - finance leases	\$ 10.0	\$ 10.5
ROU assets obtained in exchange for new finance lease liabilities	\$ 8.8	\$ 5.7
ROU assets obtained in exchange for new operating lease liabilities	\$ 34.4	\$ 17.2
	December 31,	
	2022	2021
<b>Weighted average information:</b>		
<b>Finance leases</b>		
Remaining lease term (in years)	6.1	5.9
Discount rate	4.9 %	4.6 %
<b>Operating leases</b>		
Remaining lease term (in years)	4.2	4.4
Discount rate	4.8 %	4.7 %

## Note 5 Acquisition and Divestiture Activity

### *Acquisition of Foxpak Flexibles Ltd.*

On February 2, 2022, SEE acquired Foxpak Flexibles Ltd. (“Foxpak”), a privately-owned Irish packaging solutions company. Foxpak is a digital printing pioneer that partners with brands to deliver highly decorated packaging solutions, stand-up and spout pouches, and sachets that serve a variety of markets including food retail, pet food, seafood, and snacks. This transaction resulted in a purchase price paid of \$9.7 million, including purchase price adjustments that were recorded in the second and fourth quarters of 2022. The Company allocated the consideration transferred to the fair value of assets acquired and liabilities assumed, resulting in an allocation to goodwill of \$5.2 million and an allocation to identifiable intangible assets of \$2.7 million. The acquisition is included in our Food reporting segment. Goodwill is not deductible for tax purposes. A deferred tax liability of \$0.3 million on identifiable intangible assets was recorded on the opening balance sheet. The Foxpak acquisition was not material to our consolidated financial statements.

### *Acquisition of Automated Packaging Systems, LLC*

On August 1, 2019 the Company acquired 100% of the limited liability company interest in Automated Packaging Systems, LLC, formerly Automated Packaging Systems, Inc., a manufacturer of automated bagging systems. The acquisition is included in our Protective reporting segment. Automated Packaging Systems has provided opportunities to expand the Company's automated solutions and into adjacent markets.

Consideration paid for Automated Packaging Systems was \$441.4 million in cash. The opening balance sheet included \$58.2 million of assumed liabilities in connection with a deferred incentive compensation plan for Automated Packaging Systems' European employees. Related to this plan, payments of \$17.4 million and \$19.0 million were made during the years ended December 31, 2021 and 2020, respectively. Sealed Air made the final payment to the deferred incentive compensation plan participants of \$0.5 million in 2022.

The purchase price was primarily funded with proceeds from the incremental term facility provided for under an amendment to our Third Amended and Restated Credit Agreement. For the year ended December 31, 2020, transaction expenses recognized for the Automated Packaging Systems acquisition were \$0.3 million. These expenses are included within Selling, general and administrative expenses in the Consolidated Statements of Operations.

The following table summarizes the consideration transferred to acquire Automated Packaging Systems and the allocation of the purchase price among the assets acquired and liabilities assumed, including measurement period adjustments recorded through the finalized purchase price allocation on August 1, 2020.

<i>(In millions)</i>	Revised Preliminary Allocation As of August 1, 2019	Measurement Period Adjustments	Final Allocation As of September 30, 2020
Total consideration transferred	\$ 445.7	\$ (4.3)	\$ 441.4
<b>Assets:</b>			
Cash and cash equivalents	16.0	(0.2)	15.8
Trade receivables, net	37.3	—	37.3
Other receivables	0.3	—	0.3
Inventories, net	40.7	(0.7)	40.0
Prepaid expenses and other current assets	2.3	—	2.3
Property and equipment, net	76.9	8.7	85.6
Identifiable intangible assets, net	81.1	(0.6)	80.5
Goodwill	261.3	(14.6)	246.7
Operating lease right-of-use-assets	—	4.3	4.3
Other non-current assets	24.7	1.1	25.8
<b>Total assets</b>	<b>\$ 540.6</b>	<b>\$ (2.0)</b>	<b>\$ 538.6</b>
<b>Liabilities:</b>			
Accounts payable	12.0	—	12.0
Current portion of long-term debt	2.6	(0.5)	2.1
Current portion of operating lease liabilities	—	1.5	1.5
Other current liabilities	56.2	(3.3)	52.9
Long-term debt, less current portion	4.3	(0.3)	4.0
Long-term operating lease liabilities, less current portion	—	2.8	2.8
Deferred taxes	—	0.5	0.5
Other non-current liabilities	19.8	1.6	21.4
<b>Total liabilities</b>	<b>\$ 94.9</b>	<b>\$ 2.3</b>	<b>\$ 97.2</b>

Measurement period adjustments recorded in the year ended December 31, 2020 through finalization of the purchase price allocation on August 1, 2020 were primarily a result of a favorable net working capital and purchase price settlement with the seller of \$4.3 million during the first quarter of 2020.

The following table summarizes the identifiable intangible assets, net and their useful lives.

	Amount <i>(In millions)</i>	Useful life <i>(In years)</i>
Customer relationships	\$ 28.9	13.0
Trademarks and tradenames	15.6	9.1
Capitalized software	2.4	3.0
Technology	29.6	6.4
Backlog	4.0	0.4
<b>Total intangible assets with definite lives</b>	<b>\$ 80.5</b>	

Goodwill is a result of the expected synergies and cross-selling opportunities that this acquisition is expected to provide for the Company, as well as the expected growth potential in acquired automated and sustainable solutions. Goodwill allocated to Automated Packaging Systems' U.S. entities is deductible for tax purposes. Goodwill allocated to Automated Packaging Systems' foreign entities is not deductible for tax purposes. The goodwill balance associated with Automated Packaging Systems is included in the Protective reportable segment.

Other non-current assets at the opening balance sheet date included the net overfunded position of a closed defined benefit pension plan in the UK. Refer to Note 17, "Profit Sharing, Retirement Savings Plans and Defined Benefit Pension Plans," for additional information on the Company's other defined benefit pension plans.

In conjunction with the acquisition and subsequent integration of Automated Packaging Systems, the Company incurred restructuring charges. No restructuring accrual was included in our opening balance sheet as the liability did not exist at the time of acquisition. Refer to Note 12, "Restructuring Activities," for more detail on the Company's restructuring activity.

The inclusion of Automated Packaging Systems in our consolidated financial statements was not deemed material with respect to the requirement to provide pro forma results of operations in ASC 805. As such, pro forma information is not presented.

#### ***Divestiture of Reflectix, Inc.***

On November 1, 2021, the Company completed the sale of Reflectix, Inc. ("Reflectix"), a wholly-owned subsidiary that sells branded reflective insulation solutions, with operations located in Markleville, Indiana. The decision to sell this business was consistent with the Company's overall strategic priorities focused on packaging solutions. Reflectix was previously included within the Protective reporting segment.

The disposal does not represent a strategic shift that will have a major effect on our operations and financial results and therefore did not qualify as a discontinued operation.

The selling price of the business was \$82.5 million, paid in cash received during the fourth quarter 2021. We recorded a \$45.3 million pre-tax gain on the sale of the business, within Gain on sale of businesses and property and equipment on the Consolidated Statements of Operations. The business had a net carrying value of \$35.8 million, which included inventory of \$6.8 million, trade receivables of \$6.6 million, property and equipment of \$1.0 million, and goodwill of \$23.2 million. The goodwill is not deductible for tax purposes. The assets were partially offset by accrued liabilities which were individually immaterial. We recorded \$17.3 million in tax expense related to the gain from the sale of Reflectix within Income tax provision on the Consolidated Statements of Operations for the year ended December 31, 2021.

In the second quarter of 2022, we recorded a gain of \$0.4 million related to the final net working capital settlement within Selling, general and administrative expenses on the Consolidated Statements of Operations. We maintain no on-going investment or relationship that would result in the sold business becoming a related party.

## **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 Consolidated Financial Statements.

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

<i>(In millions)</i>	Year Ended December 31,		
	2022	2021	2020
<b>Net sales</b>			
Food	\$ 3,317.2	\$ 3,112.8	\$ 2,825.5
<i>As a % of Consolidated net sales</i>	58.8 %	56.3 %	57.6 %
Protective	2,324.7	2,421.0	2,077.7
<i>As a % of Consolidated net sales</i>	41.2 %	43.7 %	42.4 %
<b>Consolidated Net sales</b>	<b>\$ 5,641.9</b>	<b>\$ 5,533.8</b>	<b>\$ 4,903.2</b>
<i>(In millions)</i>	Year Ended December 31,		
	2022	2021	2020
<b>Segment Adjusted EBITDA</b>			
Food	\$ 755.1	\$ 688.4	\$ 647.5
<i>Food Adjusted EBITDA Margin</i>	22.8 %	22.1 %	22.9 %
Protective	465.6	446.2	408.0
<i>Protective Adjusted EBITDA Margin</i>	20.0 %	18.4 %	19.6 %
<b>Total Segment Adjusted EBITDA</b>	<b>\$ 1,220.7</b>	<b>\$ 1,134.6</b>	<b>\$ 1,055.5</b>

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

<i>(In millions)</i>	Year Ended December 31,		
	2022	2021	2020
Food Adjusted EBITDA	\$ 755.1	\$ 688.4	\$ 647.5
Protective Adjusted EBITDA	465.6	446.2	408.0
Corporate Adjusted EBITDA	(10.5)	(3.0)	(4.4)
Interest expense, net	(162.3)	(167.8)	(174.4)
Depreciation and amortization <sup>(1)</sup>	(236.8)	(232.2)	(216.5)
<i>Special Items:</i>			
Restructuring charges <sup>(2)</sup>	(12.1)	(14.5)	(11.0)
Other restructuring associated costs <sup>(3)</sup>	(9.3)	(16.5)	(19.5)
Foreign currency exchange loss due to highly inflationary economies	(8.8)	(3.6)	(4.7)
Loss on debt redemption and refinancing activities	(11.2)	(18.6)	—
Impairment (loss)/fair value gain on equity investments, net	(30.6)	6.6	15.1
Impairment of debt investment	—	(8.0)	—
Charges related to acquisition and divestiture activity	(3.1)	(2.6)	(7.1)
Gain on sale of Reflectix	—	45.3	—
Other Special Items <sup>(4)</sup>	(6.7)	(3.5)	(6.8)
Pre-tax impact of Special Items	(81.8)	(15.4)	(34.0)
<b>Earnings before income tax provision</b>	<b>\$ 729.3</b>	<b>\$ 716.2</b>	<b>\$ 626.2</b>

<sup>(1)</sup> Depreciation and amortization by segment were as follows:

<i>(In millions)</i>	Year Ended December 31,		
	2022	2021	2020
Food	\$ 137.1	\$ 129.1	\$ 122.2
Protective	99.7	103.1	94.3
<b>Total Company depreciation and amortization<sup>(1)</sup></b>	<b>236.8</b>	<b>232.2</b>	<b>216.5</b>

(i) Includes share-based incentive compensation of \$52.3 million in 2022, \$45.8 million in 2021 and \$42.3 million in 2020.

(2) Restructuring charges by segment were as follows:

<i>(In millions)</i>	Year Ended December 31,		
	2022	2021	2020
Food	\$ 8.3	\$ 7.2	\$ 3.2
Protective	3.8	7.3	7.8
<b>Total Company restructuring charges</b>	<b>\$ 12.1</b>	<b>\$ 14.5</b>	<b>\$ 11.0</b>

(3) Other restructuring associated costs for the year ended December 31, 2022, primarily relate to fees paid to third-party consultants in support of our Reinvent SEE business transformation and site consolidation costs. Other restructuring associated costs for the year ended December 31, 2021, primarily relate to fees paid to third-party consultants in support of our Reinvent SEE business transformation, including a one-time, non-cash CTA loss recognized due to the wind-up of one of our legal entities.

(4) Other Special Items for the years ended December 31, 2022, 2021 and 2020, primarily included fees related to professional services, including legal fees, directly associated with Special Items of events that are considered one-time or infrequent in nature. For the year ended December 31, 2022, these fees were partially offset by a one-time gain on the disposal of land in the UK.

### *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>	December 31,	
	2022	2021
<i>Assets allocated to segments:</i>		
Food	\$ 2,342.6	\$ 2,169.0
Protective	2,795.7	2,844.3
<b>Total segments</b>	<b>\$ 5,138.3</b>	<b>\$ 5,013.3</b>
<i>Assets not allocated:</i>		
Cash and cash equivalents	456.1	561.0
Non-current assets held for sale	—	1.5
Income tax receivables	40.3	28.8
Other receivables	104.2	83.7
Deferred taxes	141.5	138.4
Other	334.3	402.6
<b>Total</b>	<b>\$ 6,214.7</b>	<b>\$ 6,229.3</b>



## Geographic Information

The following table shows net sales and total long-lived assets allocated by geography. Sales are attributed to the country/region in which they originate.

<i>(In millions)</i>	Year Ended December 31,		
	2022	2021	2020
Net sales <sup>(1)</sup> :			
Americas <sup>(1)</sup>	\$ 3,718.5	\$ 3,522.3	\$ 3,135.6
EMEA	1,160.0	1,200.0	1,031.6
APAC	763.4	811.5	736.0
<b>Total</b>	<b>\$ 5,641.9</b>	<b>\$ 5,533.8</b>	<b>\$ 4,903.2</b>
Total long-lived assets <sup>(2)</sup> :			
Americas <sup>(2)</sup>	\$ 1,052.1	\$ 1,047.8	
EMEA	375.0	404.2	
APAC	216.4	225.8	
<b>Total</b>	<b>\$ 1,643.5</b>	<b>\$ 1,677.8</b>	

(1) U.S. net sales were \$3,073.0 million, \$2,925.4 million and \$2,607.3 million for the years ended December 31, 2022, 2021 and 2020, respectively. No non-U.S. country accounted for net sales in excess of 10% of consolidated net sales for the years ended December 31, 2022, 2021 or 2020. Sales are allocated to the country/region based on where each sale originated.

(2) Total long-lived assets represent total assets excluding total current assets, deferred tax assets, goodwill, and intangible assets. Total long-lived assets in the U.S. were \$977.0 million and \$970.4 million at December 31, 2022 and 2021, respectively. No non-U.S. country had long-lived assets in excess of 10% of consolidated long-lived assets at December 31, 2022 or 2021.

## Note 7 Inventories, net

The following table details our inventories, net:

<i>(In millions)</i>	December 31,	
	2022	2021
Raw materials	\$ 229.9	\$ 167.6
Work in process	187.1	158.0
Finished goods	449.3	400.1
<b>Total</b>	<b>\$ 866.3</b>	<b>\$ 725.7</b>

## Note 8 Property and Equipment, net

The following table details our property and equipment, net.

<i>(In millions)</i>	December 31,	
	2022	2021
Land and improvements	\$ 44.1	\$ 47.0
Buildings	783.1	790.2
Machinery and equipment	2,612.3	2,554.0
Other property and equipment	124.5	124.2
Construction-in-progress	222.4	200.8
Property and equipment, gross	3,786.4	3,716.2
Accumulated depreciation and amortization	(2,510.5)	(2,484.2)
<b>Property and equipment, net</b>	<b>\$ 1,275.9</b>	<b>\$ 1,232.0</b>

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>	Year Ended December 31,		
	2022	2021	2020
Interest cost capitalized	\$ 8.9	\$ 6.8	\$ 5.6
Depreciation and amortization expense <sup>(1)</sup>	\$ 148.5	\$ 147.6	\$ 136.6

<sup>(1)</sup> Includes amortization expense of finance lease ROU assets of \$10.5 million, \$10.6 million, and \$10.9 million for the years ended December 31, 2022, 2021 and 2020, respectively.

## Note 9 Goodwill and Identifiable Intangible Assets, net

### Goodwill

The following table shows our goodwill balances by reportable segment. 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. The Company performed a qualitative assessment by reporting unit as of October 1, 2022. This assessment included consideration of key factors including macroeconomic conditions, industry and market considerations, cost factors, financial performance, and other relevant entity and reporting unit-specific events. Based on our qualitative assessment, we determined it was not more likely than not that the fair value of any reporting unit was less than its carrying amount. As such, it was not necessary to perform a quantitative test. There have been no significant events or circumstances affecting the valuation of goodwill subsequent to the qualitative assessment performed as of October 1, 2022.

## 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, 2020	\$ 579.7	\$ 1,833.6	\$ 2,413.3
Accumulated amortization	(49.5)	(141.2)	(190.7)
<b>Carrying Value at December 31, 2020</b>	<b>\$ 530.2</b>	<b>\$ 1,692.4</b>	<b>\$ 2,222.6</b>
Divestiture <sup>(1)</sup>	—	(23.2)	(23.2)
Currency translation	(3.1)	(7.4)	(10.5)
Gross Carrying Value at December 31, 2021	\$ 576.6	\$ 1,803.0	\$ 2,379.6
Accumulated amortization	(49.3)	(140.9)	(190.2)
<b>Carrying Value at December 31, 2021</b>	<b>\$ 527.3</b>	<b>\$ 1,662.1</b>	<b>\$ 2,189.4</b>
Acquisition <sup>(2)</sup>	5.2	—	5.2
Currency translation	(9.6)	(11.0)	(20.6)
Gross Carrying Value at December 31, 2022	\$ 572.2	\$ 1,792.0	\$ 2,364.2
Accumulated amortization <sup>(3)</sup>	(49.0)	(140.7)	(189.7)
<b>Carrying Value at December 31, 2022</b>	<b>\$ 523.2</b>	<b>\$ 1,651.3</b>	<b>\$ 2,174.5</b>

<sup>(1)</sup> \$23.2 million of goodwill was allocated to Reflectix, as part of the business divestiture. Refer to Note 5, "Acquisition and Divestiture Activity," for additional details.

<sup>(2)</sup> Represents the allocation of goodwill related to our acquisition of Foxpak. See Note 5, "Acquisition and Divestiture Activity," for further details.

<sup>(3)</sup> The change in accumulated amortization from December 31, 2021 to December 31, 2022 is due to the impact of foreign currency translation.

As noted above, it was determined under a qualitative assessment that there was no impairment of goodwill. However, if we become aware of indicators of impairment in future periods, we may be required to perform an interim assessment for some or all of our reporting units before the next annual assessment. Examples of such indicators may include a decrease in expected net earnings, adverse equity market conditions, a decline in current market multiples, a decline in our common stock price, a significant adverse change in legal factors or business climates, an adverse action or assessment by a regulator, unanticipated competition, strategic decisions made in response to economic or competitive conditions, or a more likely than not expectation that a reporting unit or a significant portion of a reporting unit will be sold or disposed of. In the event of significant adverse changes of the nature described above, we may have to recognize a non-cash impairment of goodwill, which could have a material adverse effect on our consolidated financial condition and results of operations.

## Identifiable Intangible Assets, net

The following tables summarize our identifiable intangible assets, net with definite and indefinite useful lives:

<i>(In millions)</i>	December 31, 2022			December 31, 2021		
	Gross Carrying Value	Accumulated Amortization	Net	Gross Carrying Value	Accumulated Amortization	Net
Customer relationships	\$ 99.5	\$ (47.1)	\$ 52.4	\$ 102.7	\$ (42.4)	\$ 60.3
Trademarks and tradenames	30.8	(14.4)	16.4	31.2	(11.5)	19.7
Software	147.7	(111.3)	36.4	125.5	(90.5)	35.0
Technology	67.0	(44.3)	22.7	64.9	(38.3)	26.6
Contracts	11.4	(9.8)	1.6	11.5	(9.4)	2.1
<b>Total intangible assets with definite lives</b>	<b>356.4</b>	<b>(226.9)</b>	<b>129.5</b>	<b>335.8</b>	<b>(192.1)</b>	<b>143.7</b>
Trademarks and tradenames with indefinite lives	8.9	—	8.9	8.9	—	8.9
<b>Total identifiable intangible assets, net</b>	<b>\$ 365.3</b>	<b>\$ (226.9)</b>	<b>\$ 138.4</b>	<b>\$ 344.7</b>	<b>\$ (192.1)</b>	<b>\$ 152.6</b>

The following table shows the estimated future amortization expense at December 31, 2022.

Year	Amount (In millions)
2023	\$ 32.5
2024	25.4
2025	20.9
2026	9.1
2027	8.9
Thereafter	32.7
<b>Total</b>	<b>\$ 129.5</b>

Amortization expense was \$36.1 million in 2022, \$38.8 million in 2021 and \$37.5 million in 2020.

The following table shows the remaining weighted average useful life of our definite lived intangible assets as of December 31, 2022.

	Remaining weighted average useful lives
Customer relationships	9.6
Trademarks and tradenames	7.7
Software	2.2
Technology	5.0
Contracts	4.8
<b>Total identifiable intangible assets, net with definite lives</b>	<b>6.4</b>

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 the remaining useful lives.

During the fourth quarter of 2020, we identified a triggering event related to our foam fabrication producing asset group within our Protective segment. The asset group's primary asset was determined to be the intangible asset of Customer Relationships, which had a remaining useful life of approximately 12 years, as of the testing date. The triggering event was related to the finalization of the financial projections and budget which indicated short-term deterioration in the profitability of the specific asset group's North American operations. As of October 1, 2020, we performed a quantitative analysis of the recoverability of the net asset group and determined that the assets were not impaired, as the expected cash flows, including the residual value of the net asset group exceeded the carrying value. Actual performance of the asset group for the years ended December 31, 2022 and 2021 exceeded and were consistent with the financial projections utilized in the 2020 recoverability test. Additionally, financial projections developed for 2023 exceed those previously used in the 2020 impairment test across the asset group. No triggering events were identified during the years ended December 31, 2022 and 2021.

## 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 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 Consolidated Balance Sheets. There were no borrowings or corresponding net trade receivables maintained as collateral as of December 31, 2022 or December 31, 2021.

As of December 31, 2022, 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 December 31, 2022, the amount available to us under the program 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 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 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 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 Consolidated Balance Sheets. There were no borrowings or corresponding net trade receivables maintained as collateral as of December 31, 2022 or December 31, 2021.

As of December 31, 2022, the maximum purchase limit for receivable interests was €80.0 million (\$85.3 million equivalent), subject to availability limits. The terms and provisions of this program are similar to our U.S. program discussed above. As of December 31, 2022, the amount available under this program before utilization was €80.0 million (\$85.3 million equivalent).

This program expires annually and is renewable.

#### ***Utilization of Our Accounts Receivable Securitization Programs***

As of December 31, 2022 and 2021, there were no outstanding borrowings under our U.S. or European programs. 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 \$0.4 million, none, and \$0.4 million for the years ended December 31, 2022, 2021 and 2020, 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 December 31, 2022.

#### **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 Topic 860. ASC Topic 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 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 years ended December 31, 2022, 2021 and 2020 were \$658.7 million, \$687.3 million, and \$465.6 million, respectively. The fees associated with transfer of receivables for all programs were approximately \$7.1 million, \$4.1 million and \$2.2 million for the years ended December 31, 2022, 2021 and 2020, respectively.

## Note 12 Restructuring Activities

For the year ended December 31, 2022, the Company incurred \$12.1 million of restructuring charges and \$9.3 million of other related costs associated with restructuring activities. These charges were incurred in connection with the Company's Reinvent SEE business transformation.

In December 2018, the Board of Directors approved our Reinvent SEE business transformation, which included the related restructuring program ("Program"). Spend associated with our previously existing restructuring programs at the time of Reinvent SEE's approval was substantially completed as of December 31, 2020 and is not included in the restructuring program totals below.

The Board of Directors originally approved the Program with a cumulative restructuring spend up to \$220 million and a three-year term. The Board of Directors later extended the Program to the end of calendar year 2022, and it is now concluded.

Restructuring spend has been incurred as follows:

<i>(In millions)</i>	Total Restructuring Program	Total Program Spend
Costs of reduction in headcount as a result of reorganization	\$ 85	\$ 87
Other expenses associated with the Program	115	112
<b>Total expense</b>	<b>200</b>	<b>199</b>
Capital expenditures	20	20
<b>Total estimated cash cost<sup>(1)</sup></b>	<b>\$ 220</b>	<b>\$ 219</b>

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

The Company incurred nominal, none, and \$1.7 million of expenses related to a restructuring program associated with our 2019 acquisition of Automated Packaging Systems during the years ended December 31, 2022, 2021 and 2020, respectively. See Note 5, "Acquisition and Divestiture Activity," of the Notes for additional information related to our acquisitions.

The following table details our aggregate restructuring activities incurred under the Company's Program or prior restructuring programs at the time the expense was recorded as reflected in the Consolidated Statements of Operations:

<i>(In millions)</i>	Year Ended December 31,		
	2022	2021	2020
Other associated costs	\$ 9.3	\$ 16.5	\$ 19.6
Restructuring charges	12.1	14.5	11.0
<b>Total charges</b>	<b>\$ 21.4</b>	<b>\$ 31.0</b>	<b>\$ 30.6</b>
Capital expenditures	\$ 9.7	\$ 8.2	\$ 0.4

The aggregate restructuring accrual, spending and other activity for the years ended December 31, 2022, 2021 and 2020 and the accrual balance remaining at those year-ends were as follows:

*(In millions)*

<b>Restructuring accrual at December 31, 2019</b>	<b>\$</b>	<b>31.5</b>
Accrual and accrual adjustments		11.0
Cash payments during 2020		(28.0)
Effect of changes in foreign currency exchange rates		(0.2)
<b>Restructuring accrual at December 31, 2020</b>	<b>\$</b>	<b>14.3</b>
Accrual and accrual adjustments		14.5
Cash payments during 2021		(16.9)
Effect of changes in foreign currency exchange rates		(0.6)
<b>Restructuring accrual at December 31, 2021</b>	<b>\$</b>	<b>11.3</b>
Accrual and accrual adjustments		12.1
Cash payments during 2022		(8.6)
Effect of changes in foreign currency exchange rates		(0.1)
<b>Restructuring accrual at December 31, 2022</b>	<b>\$</b>	<b>14.7</b>

We expect to pay the remaining December 31, 2022 accrual balance of \$14.7 million within the next twelve months. This amount is included in Accrued restructuring costs on the Consolidated Balance Sheets at December 31, 2022.

One of the components of the Reinvent SEE business transformation was to enhance the operational efficiency of the Company by acting as "One SEE". The Program was approved by our Board of Directors as a consolidated program benefiting both Food and Protective. Of the total remaining restructuring accrual of \$14.7 million as of December 31, 2022, \$6.7 million was attributable to Food and \$8.0 million was attributable to Protective.

### Note 13 Other Current and Non-Current Liabilities

The following tables detail our other current liabilities and other non-current liabilities at December 31, 2022 and 2021:

<i>(In millions)</i>	December 31,	
	2022	2021
Other current liabilities:		
Accrued salaries, wages and related costs	\$ 188.2	\$ 183.4
Accrued operating expenses and other	193.8	189.7
Uncertain tax position liability	201.3	—
Accrued customer volume rebates	97.4	93.7
Accrued interest	36.3	38.0
<b>Total</b>	<b>\$ 717.0</b>	<b>\$ 504.8</b>

<i>(In millions)</i>	December 31,	
	2022	2021
Other non-current liabilities:		
Accrued employee benefit liability	\$ 102.6	\$ 139.9
Other postretirement liability	28.3	35.3
Uncertain tax position liability	264.0	402.6
Other various liabilities	73.0	83.8
<b>Total</b>	<b>\$ 467.9</b>	<b>\$ 661.6</b>

### Note 14 Debt and Credit Facilities

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

<i>(In millions)</i>	Interest rate	December 31,	
		2022	2021
Short-term borrowings <sup>(1)</sup>		\$ 6.6	\$ 1.3
Current portion of long-term debt <sup>(2)</sup>		434.0	487.2
<b>Total current debt</b>		<b>440.6</b>	<b>488.5</b>
Term Loan A due July 2023		—	34.6
Term Loan A due March 2027		506.6	—
Senior Notes due April 2023	5.250 %	—	423.8
Senior Notes due September 2023	4.500 %	—	451.9
Senior Notes due December 2024	5.125 %	423.5	422.8
Senior Notes due September 2025	5.500 %	398.7	398.2
Senior Secured Notes due October 2026	1.573 %	596.0	595.0
Senior Notes due December 2027	4.000 %	421.9	421.4
Senior Notes due April 2029	5.000 %	421.2	—
Senior Notes due July 2033	6.875 %	446.4	446.2
Other <sup>(2)</sup>		23.6	25.7
<b>Total long-term debt, less current portion<sup>(3)</sup></b>		<b>3,237.9</b>	<b>3,219.6</b>
<b>Total debt<sup>(4)</sup></b>		<b>\$ 3,678.5</b>	<b>\$ 3,708.1</b>

(1) Short-term borrowings of \$6.6 million and \$1.3 million at December 31, 2022 and December 31, 2021, respectively, were comprised of short-term borrowings from various lines of credit.

(2) As of December 31, 2022, Current portion of long-term debt included 4.500% Senior Notes due September 2023 of \$426 million and finance lease liabilities of \$7.6 million. As of December 31, 2021, Current portion of long-term debt included \$475 million related to the Term Loan A due August 2022, finance lease liabilities of \$10.2 million and \$2.0 million related to a portion of Term Loan A due 2023. The Other debt balance included \$16.1 million and \$19.2 million for long-term liabilities associated with our finance leases as of December 31, 2022 and 2021, 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 \$18.9 million and \$19.0 million as of December 31, 2022 and 2021, respectively.

(4) As of December 31, 2022, our weighted average interest rate on our short-term borrowings outstanding was 2.8% and on our long-term debt outstanding was 4.6%. As of December 31, 2021, our weighted average interest rate on our short-term borrowings outstanding was 3.6% and on our long-term debt outstanding was 4.1%.

### Debt Maturities

The following table summarizes the scheduled annual maturities for the next five years and thereafter of our long-term debt, including the current portion of long-term debt and finance leases. This schedule represents the principal portion amount outstanding of our debt, and therefore excludes debt discounts, effect of present value discounting for finance lease obligations, interest rate swaps and lender and finance fees.

Year	Amount <i>(In millions)</i>
2023	\$ 435.1
2024	442.2
2025	428.2
2026	627.5
2027	879.1
Thereafter	883.2
<b>Total</b>	<b>\$ 3,695.3</b>



## ***Amended and Restated Senior Secured Credit Facility***

### *2022 Activity*

On December 8, 2022, the Company and certain of its subsidiaries entered into an amendment to the fourth amended and restated syndicated facility agreement and incremental assumption agreement ("the Amendment") further amending its existing senior secured credit facility (the "Fourth Amended and Restated Credit Agreement"), as described below. The Amendment provides for a new incremental term facility in an aggregate principal amount of \$650.0 million, to be used, in part, to finance the Company's acquisition of Liquibox. See Note 25, "Events Subsequent to December 31, 2022," for further details related to the Liquibox acquisition.

On March 25, 2022, the Company and certain of its subsidiaries entered into the Fourth Amended and Restated Credit Agreement with Bank of America, N.A., as agent, and the other financial institutions party thereto. The changes include (i) the refinancing of the term loan A facilities and revolving credit facilities with a new U.S. dollar term loan A facility in an aggregate principal amount of approximately \$475.0 million, a new pounds sterling term loan A facility in an aggregate principal amount of approximately £27.2 million, and revolving credit facilities of \$1.0 billion (including revolving facilities available in U.S. dollars, euros, pounds sterling, Canadian dollars, Australian dollars, Japanese yen, New Zealand dollars and Mexican pesos), (ii) the conversion of the facilities rate from a LIBOR-based rate to a SOFR-based rate, (iii) improved pricing terms which will range from 100 to 175 basis points (bps) in the case of SOFR loans, subject to the achievement of certain leverage tests, (iv) the extension of the final maturity of the term loan A facilities and revolving credit commitment to March 25, 2027, (v) the release of all non-U.S. collateral previously pledged by the Company's subsidiaries and the release of all existing guarantees for non-U.S., non-borrower Company subsidiaries, (vi) the adjustment of certain covenants to provide flexibility to incur additional indebtedness and take other actions and (vii) other amendments.

As a result of the Fourth Amended and Restated Credit Agreement, we recognized a \$0.7 million pre-tax loss on debt redemption and refinancing activities in Other (expense) income, net in our Consolidated Statements of Operations during the first quarter of 2022. This amount includes \$0.4 million of accelerated amortization of original issuance discount related to the term loan A and lender and non-lender fees related to the entire credit facility. Also included in the loss on debt redemption and refinancing activities was \$0.3 million of non-lender fees incurred in connection with the Fourth Amended and Restated Credit Agreement. In addition, we incurred \$1.2 million of lender and third-party fees that are included in the carrying amounts of the outstanding debt under the credit facility. We also capitalized \$3.0 million of fees that are included in Other assets on our Consolidated Balance Sheets. The amortization expense related to original issuance discount and lender and non-lender fees is calculated using the effective interest rate method over the lives of the respective debt instruments.

Total amortization expense related to the senior secured credit facility was \$1.3 million, included within Interest expense, net on our Consolidated Statements of Operations for the year ended December 31, 2022.

### ***Senior Notes***

#### *2023 Activity - Subsequent to December 31, 2022*

On January 31, 2023, the Company 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 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 to be used (i) together with a borrowing under the Company's incremental term loan facility and cash on hand, to finance the previously announced acquisition of all of the issued and outstanding shares of capital stock of Liquibox, including related fees and expenses, (ii) to repurchase any or 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. On February 1, 2023, the Company paid €233.3 million principal amount for the repurchase of the 2023 Euro Notes. The remaining €166.7 million principal amount of the 2023 Euro Notes will be satisfied and discharged in accordance with the terms and conditions of the indenture governing the 2023 Euro Notes. See Note 25, "Events Subsequent to December 31, 2022," for further details related to the Liquibox acquisition.

#### *2022 Activity*

On April 19, 2022, the Company issued \$425.0 million aggregate principal amount of 5.000% senior notes due 2029 (the "2029 Notes"). The 2029 Notes will mature on April 15, 2029. Interest is payable on April 15 and October 15 of each year, commencing on October 15, 2022. The 2029 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 also capitalized \$4.2 million of fees incurred in connection with the 2029 Notes, which are included in Long-term debt, less current portion on our Consolidated Balance Sheets.

We may redeem the 2029 Notes, in whole or in part, at any time prior to April 15, 2025, at a redemption price equal to 100% of the principal amount of the 2029 Notes redeemed, plus accrued and unpaid interest, if any, to, but not including, the redemption date, plus a "make-whole premium". On or after April 15, 2025, we may redeem the 2029 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 April 15, 2025, we may redeem up to 40% of the 2029 Notes using the proceeds of certain equity offerings.

The net proceeds from the 2029 Notes offering were used to repurchase the 5.250% senior notes due 2023 (the "2023 Notes") tendered pursuant to the tender offer commenced by the Company on April 5, 2022 and to satisfy and discharge all remaining 2023 Notes in accordance with the terms of the indenture governing the 2023 Notes. The aggregate repurchase price was \$435.9 million, which included the principal amount of \$425.0 million, a premium of \$9.6 million and accrued interest of \$1.3 million. We recognized a pre-tax loss of \$10.5 million on the extinguishment, including the premium mentioned above and \$0.9 million of accelerated amortization of non-lender fees, included within Other (expense) income, net on our Consolidated Statements of Operations during the second quarter of 2022.

#### **Senior Secured Notes**

#### *2021 Activity*

On September 29, 2021, the Company issued \$600 million aggregate principal amount of 1.573% senior secured notes due 2026 (the "2026 Notes"). The 2026 Notes will mature on October 15, 2026. Interest is payable on April 15 and October 15 of each year, commencing April 15, 2022. The 2026 Notes and related guarantees are secured on a first-priority basis by liens on substantially all of the Company's and the Guarantors' personal property securing obligations that the Company owes to lenders under the Company's senior secured credit facilities on a pari passu basis, in each case excluding certain property and subject to certain other exceptions.

Prior to the date that is one month prior to the scheduled maturity date of the 2026 Notes (the "Par Call Date"), the Company may redeem the 2026 Notes, in whole or in part, at any time, at a redemption price equal to the greater of (i) 100% of the principal amount of such 2026 Notes or (ii) the sum of the present values of the remaining scheduled payments of principal and interest on such 2026 Notes (assuming for this purpose that interest accrued to the Par Call Date is scheduled to be paid on the Par Call Date) from the redemption date to the Par Call Date discounted to the redemption date on a semiannual basis, plus in either (i) or (ii), any interest accrued but not paid to the date of redemption.

At any time on or after the Par Call Date, Sealed Air may redeem the 2026 Notes, in whole or in part, at a redemption price equal to 100% of the principal amount thereof, plus any interest accrued but not paid to, but not including, the date of redemption.

We capitalized \$5.3 million of non-lender fees incurred in connection with the 2026 Notes which are included in Long-term debt, less current portion on our Consolidated Balance Sheets.

The net proceeds from the offering of the 2026 Notes were used (i) to repurchase the outstanding 4.875% senior notes due 2022 (the "2022 Notes") tendered pursuant to the tender offer commenced by the Company on September 15, 2021, (ii) to satisfy and discharge all of the remaining outstanding 2022 Notes in accordance with the terms of the indenture governing the 2022 Notes, and (iii) to repay a portion of the U.S. dollar tranche of Term Loan A due 2023. A pre-tax loss of 18.6 million was recognized

on the repurchase and cancellation of the 2022 Notes, including a premium of \$17.0 million and accelerated amortization of non-lender fees of \$1.6 million, within Other (expense) income, net on our Consolidated Statements of Operations during the year ended December 31, 2021.

The Company repaid an aggregate principal amount of \$177.2 million of the U.S. dollar tranche of Term Loan A due 2023, plus accrued interest of \$0.2 million.

### ***Lines of Credit***

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

<i>(In millions)</i>	December 31,	
	2022	2021
Used lines of credit <sup>(1)</sup>	\$ 6.6	\$ 1.3
Unused lines of credit	1,261.0	1,309.0
<b>Total available lines of credit<sup>(2)</sup></b>	<b>\$ 1,267.6</b>	<b>\$ 1,310.3</b>

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

(2) Of the total available lines of credit, \$1,120.0 million were committed as of December 31, 2022.

### ***Covenants***

Each issue of our outstanding senior notes imposes limitations on our operations and those of specified subsidiaries. Our senior secured credit facility contains 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 December 31, 2022 and 2021.

### **Note 15 Derivatives and Hedging Activities**

We report all derivative instruments on our 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 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 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 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 included in AOCL were a \$0.8 million gain, a \$4.5 million gain and a \$1.6 million loss for the years ended December 31, 2022, 2021 and 2020, 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 \$2.3 million of net unrealized gains 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) income, net, on our 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 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 December 31, 2022 and 2021, we had no outstanding interest rate swaps.

#### ***Net Investment Hedge***

The €400.0 million 4.500% notes issued in June 2015 are designated as a net investment hedge, hedging a portion of our net investment in a certain European subsidiary against fluctuations in foreign exchange rates. The decrease in the translated value of the debt was \$23.4 million (\$17.6 million net of deferred tax) as of December 31, 2022, which is reflected in AOCL, net of taxes on our Consolidated Balance Sheets.

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 net 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) income, net on the 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 16, "Fair Value Measurements, Equity Investments and Other Financial Instruments," of the Notes 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 Consolidated Balance Sheets.

<i>(In millions)</i>	Cash Flow Hedge		Non-Designated as Hedging Instruments		Total	
	December 31,		December 31,		December 31,	
	2022	2021	2022	2021	2022	2021
<b>Derivative Assets</b>						
Foreign currency forward contracts	\$ 2.1	\$ 2.0	\$ 5.8	\$ 1.7	\$ 7.9	\$ 3.7
<b>Total Derivative Assets</b>	<b>\$ 2.1</b>	<b>\$ 2.0</b>	<b>\$ 5.8</b>	<b>\$ 1.7</b>	<b>\$ 7.9</b>	<b>\$ 3.7</b>
<b>Derivative Liabilities</b>						
Foreign currency forward contracts	\$ (0.8)	\$ (0.6)	\$ (2.4)	\$ (1.0)	\$ (3.2)	\$ (1.6)
<b>Total Derivative Liabilities<sup>(1)</sup></b>	<b>\$ (0.8)</b>	<b>\$ (0.6)</b>	<b>\$ (2.4)</b>	<b>\$ (1.0)</b>	<b>\$ (3.2)</b>	<b>\$ (1.6)</b>
<b>Net Derivatives<sup>(2)</sup></b>	<b>\$ 1.3</b>	<b>\$ 1.4</b>	<b>\$ 3.4</b>	<b>\$ 0.7</b>	<b>\$ 4.7</b>	<b>\$ 2.1</b>

(1) Excludes €400.0 million of euro-denominated debt (\$426.0 million equivalent at December 31, 2022 and \$451.9 million equivalent at December 31, 2021), which is designated as a net investment hedge.

(2) 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	
	December 31,		December 31,	
	2022	2021	2022	2021
Gross position	\$ 7.9	\$ 3.7	\$ (3.2)	\$ (1.6)
Impact of master netting agreements	(1.1)	(0.9)	1.1	0.9
<b>Net amounts recognized on the Consolidated Balance Sheets</b>	<b>\$ 6.8</b>	<b>\$ 2.8</b>	<b>\$ (2.1)</b>	<b>\$ (0.7)</b>

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

<i>(In millions)</i>	Location of Gain (Loss) Recognized on Consolidated Statements of Operations	Amount of Gain (Loss) Recognized in Earnings on Derivatives		
		Year Ended December 31,		
		2022	2021	2020
<b>Derivatives designated as hedging instruments:</b>				
Cash Flow Hedges:				
Foreign currency forward contracts	Cost of sales	\$ 10.9	\$ (1.9)	\$ (0.8)
Treasury locks	Interest expense, net	0.1	0.1	0.1
<b>Sub-total cash flow hedges</b>		<b>11.0</b>	<b>(1.8)</b>	<b>(0.7)</b>
<b>Derivatives not designated as hedging instruments:</b>				
Foreign currency forward and option contracts	Other (expense) income, net	7.8	6.0	4.1
<b>Total</b>		<b>\$ 18.8</b>	<b>\$ 4.2</b>	<b>\$ 3.4</b>

## Note 16 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 U.S. GAAP are included in the table below.

<i>(In millions)</i>	December 31, 2022			
	Total Fair Value	Level 1	Level 2	Level 3
Cash equivalents	\$ 122.5	\$ 122.5	\$ —	\$ —
Derivative financial and hedging instruments net asset:				
Foreign currency forward contracts	\$ 4.7	\$ —	\$ 4.7	\$ —

<i>(In millions)</i>	December 31, 2021			
	Total Fair Value	Level 1	Level 2	Level 3
Cash equivalents	\$ 290.0	\$ 290.0	\$ —	\$ —
Derivative financial and hedging instruments net asset:				
Foreign currency forward contracts	\$ 2.1	\$ —	\$ 2.1	\$ —

*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 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 Consolidated Balance Sheets as of December 31, 2022 and 2021.

### *Equity Investments*

SEE 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 Consolidated Balance Sheets.

<i>(In millions)</i>	December 31,		
	2022	2021	2020
Carrying value at the beginning of period	\$ 45.8	\$ 25.4	\$ 7.5
Purchases	—	14.7	2.6
Impairments or downward adjustments	(31.6)	—	—
Upward adjustments	—	6.6	15.1
Currency translation on investments	(0.9)	(0.9)	0.2
<b>Carrying value at the end of period</b>	<b>\$ 13.3</b>	<b>\$ 45.8</b>	<b>\$ 25.4</b>

We hold an equity investment in an investee that was valued at \$31.6 million as of December 31, 2021. The investment is accounted for under the measurement alternative in accordance with ASC 321. It is made up of cash investments of \$7.5 million and \$9.0 million made in 2018 and 2021, respectively, and an upward fair value adjustment of \$15.1 million, which was recorded in the fourth quarter of 2020 based on the valuation of additional equity issued by the investee that was deemed to be an observable transaction of a similar investment under ASC 321. During the first quarter of 2022, we recorded a \$15.5 million impairment on the equity investment arising from the announced termination of a planned merger between the investee and a special purpose acquisition company due to unfavorable capital market conditions. This impairment loss was recorded within Other (expense) income, net on the Consolidated Statements of Operations. In connection with our second quarter review of the investee's financial performance, we obtained the investee's latest financial forecast, which showed deterioration across several key operating and liquidity metrics. This was deemed to be a triggering event for potential impairment. Accordingly, we performed a quantitative impairment test as of June 30, 2022 to determine the fair value of the equity investment. Based on discounted cash flow and market participant data as of June 30, 2022, and our projections related to the investee's ability to remain a going concern, we concluded that the fair value of the investment was zero. SEE recorded an impairment loss of \$16.1 million equal to the difference between the fair value of the investment as of June 30, 2022 and its carrying value at March 31, 2022. The \$16.1 million impairment loss was recorded within Other (expense) income, net on the Consolidated Statements of Operations during the second quarter of 2022.

As of December 31, 2022 and 2021, cumulative upward adjustments to our equity investments were \$21.7 million. The cumulative impairments or downward adjustments to our equity investments were \$31.6 million and none, as of December 31, 2022 and 2021, respectively.

### ***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 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 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	December 31, 2022		December 31, 2021	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
Term Loan A Facility due August 2022		\$ —	\$ —	\$ 474.9	\$ 474.9
Term Loan A Facility due July 2023 <sup>(1)</sup>		—	—	37.1	37.1
Term Loan A due March 2027 <sup>(1)</sup>		506.6	506.6	—	—
Senior Notes due April 2023	5.250 %	—	—	423.8	441.9
Senior Notes due September 2023 <sup>(1)</sup>	4.500 %	426.0	427.3	451.9	479.1
Senior Notes due December 2024	5.125 %	423.5	419.7	422.8	455.8
Senior Notes due September 2025	5.500 %	398.7	398.6	398.2	443.3
Senior Secured Notes due October 2026	1.573 %	596.0	521.7	595.0	581.3
Senior Notes due December 2027	4.000 %	421.9	386.6	421.4	443.8
Senior Notes due April 2029	5.000 %	421.2	400.2	—	—
Senior Notes due July 2033	6.875 %	446.4	448.8	446.2	571.9
Other foreign borrowings <sup>(1)</sup>		6.6	6.6	1.3	1.3
Other domestic borrowings		7.9	7.9	6.7	6.7
<b>Total debt<sup>(2)</sup></b>		<b>\$ 3,654.8</b>	<b>\$ 3,524.0</b>	<b>\$ 3,679.3</b>	<b>\$ 3,937.1</b>

<sup>(1)</sup> Includes borrowings denominated in currencies other than U.S. dollars.

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

In addition to the table above, the Company remeasures amounts related to certain equity compensation that are carried at fair value on a recurring basis in the Consolidated Financial Statements or for which a fair value measurement was required. Refer to Note 21, “Stockholders’ (Deficit) Equity,” for additional detail on share-based compensation. Included among our non-financial assets and liabilities that are not required to be measured at fair value on a recurring basis are inventories, net property and equipment, goodwill, intangible assets and asset retirement obligations.

### ***Credit and Market Risk***

Financial instruments, including derivatives, expose us to counterparty credit risk for nonperformance and to market risk related to changes in interest or currency exchange rates. We manage our exposure to counterparty credit risk through specific minimum credit standards, establishing credit limits, diversification of counterparties, and procedures to monitor concentrations of credit risk.

We do not expect any of our counterparties in derivative transactions to fail to perform as it is our policy to have counterparties to these contracts that have at least an investment grade rating. Nevertheless, there is a risk that our exposure to losses arising out of derivative contracts could be material if the counterparties to these agreements fail to perform their obligations. We will replace counterparties if a credit downgrade is deemed to increase our risk to unacceptable levels.

We regularly monitor the impact of market risk on the fair value and cash flows of our derivative and other financial instruments considering reasonably possible changes in interest and currency exchange rates and restrict the use of derivative financial instruments to hedging activities. We do not use derivative financial instruments for trading or other speculative purposes and do not use leveraged derivative financial instruments.

We continually monitor the creditworthiness of our diverse base of customers to which we grant credit terms in the normal course of business and generally do not require collateral. We consider the concentrations of credit risk associated with our trade accounts receivable to be commercially reasonable and believe that such concentrations do not leave us vulnerable to significant risks of near-term severe adverse impacts. The terms and conditions of our credit sales are designed to mitigate concentrations of credit risk with any single customer. Our sales are not materially dependent on a single customer or a small group of customers.



## Note 17 Profit Sharing, Retirement Savings Plans and Defined Benefit Pension Plans

### Profit Sharing and Retirement Savings Plans

We have a qualified non-contributory profit sharing plan covering most of our U.S. employees. Contributions to this plan, which are made at the discretion of our Board of Directors, may be made in cash, shares of our common stock, or in a combination of cash and shares of our common stock. We also maintain a qualified contributory retirement savings plan in which most of our U.S. employees are eligible to participate. The qualified contributory retirement savings plans generally provide for our contributions in cash based upon the amount contributed to the plans by the participants.

The expense associated with our contributions to the U.S. profit sharing plan and retirement savings plan are charged to operations and amounted to \$43.9 million in 2022, \$42.5 million in 2021 and \$46.3 million in 2020. In 2022, 350,668 shares were contributed as part of our contribution to the profit sharing plan related to 2021; in 2021, 633,875 shares were contributed as part of our contribution to the profit sharing plan related to 2020; and in 2020, 823,567 shares were contributed as part of our contribution to the profit sharing plan related to 2019. These shares were issued out of treasury stock.

We have various international defined contribution benefit plans which cover certain employees. We have expanded use of these plans in select countries where they have been used to supplement or replace defined benefit plans.

### Defined Benefit Pension Plans

We recognize the funded status of each defined pension benefit plan as the difference between the fair value of plan assets and the projected benefit obligation of the employee benefit plans in the Consolidated Balance Sheets, with a corresponding adjustment to accumulated other comprehensive loss, net of taxes. Each overfunded plan is recognized as an asset and each underfunded plan is recognized as a liability on our Consolidated Balance Sheets. Subsequent changes in the funded status are reflected on the Consolidated Balance Sheets in Unrecognized pension items, a component of AOCL, which are included in total stockholders' equity. The amount of unamortized pension items is recorded net of tax.

We amortize actuarial gains or losses over the average future working lifetime (or remaining lifetime of inactive participants if there are no active participants). We use the corridor method, where the corridor is the greater of ten percent of the projected benefit obligation or fair value of assets at year end. If actuarial gains or losses do not exceed the corridor, then there is no amortization of gain or loss.

The following table shows the components of our net periodic benefit (income) cost and cost of special events related to our pension plans for the three years ended December 31:

<i>(In millions)</i>	Year Ended December 31,		
	2022	2021	2020
Net periodic benefit cost (income):			
U.S. and international net periodic benefit cost included in cost of sales <sup>(1)</sup>	\$ 1.2	\$ 1.3	\$ 1.2
U.S. and international net periodic benefit cost included in selling, general and administrative expenses	3.1	3.8	3.4
U.S. and international net periodic benefit income and cost of special events included in other expense (income), net	(6.7)	(6.3)	(3.8)
<b>Total benefit (income) cost</b>	<b>\$ (2.4)</b>	<b>\$ (1.2)</b>	<b>\$ 0.8</b>

<sup>(1)</sup> The amount recorded in inventory for the years ended December 31, 2022, 2021 and 2020 was not material.

A number of our U.S. employees, including some employees who are covered by collective bargaining agreements, participate in defined benefit pension plans. Some of our international employees participate in defined benefit pension plans in their respective countries. The following table presents our funded status for 2022 and 2021 for our U.S. and international pension plans. The measurement date used to determine benefit obligations and plan assets is December 31 for all material plans.

(In millions)	December 31, 2022			December 31, 2021		
	U.S.	International	Total	U.S.	International	Total
<b>Change in benefit obligation:</b>						
Projected benefit obligation at beginning of period	\$ 185.1	\$ 714.1	\$ 899.2	\$ 202.2	\$ 782.9	\$ 985.1
Service cost	0.1	4.2	4.3	0.1	5.0	5.1
Interest cost	4.1	11.4	15.5	3.5	8.8	12.3
Actuarial gain	(36.9)	(173.2)	(210.1)	(6.7)	(30.2)	(36.9)
Settlement	—	(2.0)	(2.0)	—	(7.1)	(7.1)
Benefits paid	(12.9)	(23.4)	(36.3)	(14.0)	(24.7)	(38.7)
Employee contributions	—	0.9	0.9	—	0.8	0.8
Other	—	(0.3)	(0.3)	—	(0.3)	(0.3)
Foreign exchange impact	—	(49.9)	(49.9)	—	(21.1)	(21.1)
<b>Projected benefit obligation at end of period</b>	<b>\$ 139.5</b>	<b>\$ 481.8</b>	<b>\$ 621.3</b>	<b>\$ 185.1</b>	<b>\$ 714.1</b>	<b>\$ 899.2</b>
<b>Change in plan assets:</b>						
Fair value of plan assets at beginning of period	\$ 150.8	\$ 677.5	\$ 828.3	\$ 141.6	\$ 695.0	\$ 836.6
Actual return on plan assets	(24.4)	(153.4)	(177.8)	18.5	11.3	29.8
Employer contributions	—	8.7	8.7	4.7	14.9	19.6
Employee contributions	—	0.9	0.9	—	0.8	0.8
Benefits paid	(12.9)	(23.4)	(36.3)	(14.0)	(24.7)	(38.7)
Settlement	—	(2.1)	(2.1)	—	(7.1)	(7.1)
Other	—	(0.3)	(0.3)	—	(0.4)	(0.4)
Foreign exchange impact	—	(51.0)	(51.0)	—	(12.3)	(12.3)
<b>Fair value of plan assets at end of period</b>	<b>\$ 113.5</b>	<b>\$ 456.9</b>	<b>\$ 570.4</b>	<b>\$ 150.8</b>	<b>\$ 677.5</b>	<b>\$ 828.3</b>
<b>Underfunded status at end of year</b>	<b>\$ (26.0)</b>	<b>\$ (24.9)</b>	<b>\$ (50.9)</b>	<b>\$ (34.3)</b>	<b>\$ (36.6)</b>	<b>\$ (70.9)</b>
<b>Accumulated benefit obligation at end of year</b>	<b>\$ 139.5</b>	<b>\$ 473.7</b>	<b>\$ 613.2</b>	<b>\$ 185.1</b>	<b>\$ 701.8</b>	<b>\$ 886.9</b>

Actuarial gains resulting in a decrease to our projected benefit obligation for the year ended December 31, 2022 were primarily due to an increase in weighted average discount rates for our U.S. and International plans of 270 basis points and 260 basis points, respectively. Actuarial gains resulting in a decrease to our projected benefit obligation for the year ended December 31, 2021 were primarily due to an increase in weighted average discount rates for our U.S. and International plans of 40 basis points and 50 basis points, respectively.

Amounts included in the Consolidated Balance Sheets are summarized in the following table:

(In millions)	December 31, 2022			December 31, 2021		
	U.S.	International	Total	U.S.	International	Total
Other non-current assets	\$ —	\$ 54.6	\$ 54.6	\$ —	\$ 70.6	\$ 70.6
Other current liabilities	—	(4.1)	(4.1)	—	(4.1)	(4.1)
Other non-current liabilities	(26.0)	(76.6)	(102.6)	(34.3)	(105.6)	(139.9)
<b>Net amount recognized<sup>(1)</sup></b>	<b>\$ (26.0)</b>	<b>\$ (26.1)</b>	<b>\$ (52.1)</b>	<b>\$ (34.3)</b>	<b>\$ (39.1)</b>	<b>\$ (73.4)</b>

<sup>(1)</sup> Includes the underfunded status of material plans as presented in the previous table, as well as the underfunded status of other plans deemed to be immaterial.

The following table shows the components of our net periodic benefit (income) cost for the years ended December 31, for our pension plans:

<i>(In millions)</i>	December 31, 2022			December 31, 2021			December 31, 2020		
	U.S.	International	Total	U.S.	International	Total	U.S.	International	Total
Components of net periodic benefit (income) cost:									
Service cost	\$ 0.1	\$ 4.2	\$ 4.3	\$ 0.1	\$ 5.0	\$ 5.1	\$ 0.1	\$ 4.5	\$ 4.6
Interest cost	4.1	11.4	15.5	3.5	8.8	12.3	5.3	11.2	16.5
Expected return on plan assets	(9.0)	(18.8)	(27.8)	(8.9)	(18.5)	(27.4)	(9.0)	(19.4)	(28.4)
Amortization of net prior service cost	—	0.3	0.3	—	0.3	0.3	—	0.2	0.2
Amortization of net actuarial loss	1.7	3.6	5.3	2.4	5.2	7.6	1.5	4.6	6.1
<b>Net periodic benefit (income) cost</b>	<b>(3.1)</b>	<b>0.7</b>	<b>(2.4)</b>	<b>(2.9)</b>	<b>0.8</b>	<b>(2.1)</b>	<b>(2.1)</b>	<b>1.1</b>	<b>(1.0)</b>
Cost of settlement	—	—	—	—	0.9	0.9	—	1.8	1.8
<b>Total benefit (income) cost</b>	<b>\$ (3.1)</b>	<b>\$ 0.7</b>	<b>\$ (2.4)</b>	<b>\$ (2.9)</b>	<b>\$ 1.7</b>	<b>\$ (1.2)</b>	<b>\$ (2.1)</b>	<b>\$ 2.9</b>	<b>\$ 0.8</b>

The amounts included in AOCL that have not yet been recognized as components of net periodic benefit cost at December 31, 2022 and 2021 are:

<i>(In millions)</i>	December 31, 2022			December 31, 2021		
	U.S.	International	Total	U.S.	International	Total
Unrecognized net prior service costs	\$ 0.2	\$ 4.7	\$ 4.9	\$ 0.2	\$ 4.9	\$ 5.1
Unrecognized net actuarial loss	42.0	125.3	167.3	47.2	130.0	177.2
<b>Total</b>	<b>\$ 42.2</b>	<b>\$ 130.0</b>	<b>\$ 172.2</b>	<b>\$ 47.4</b>	<b>\$ 134.9</b>	<b>\$ 182.3</b>

Changes in plan assets and benefit obligations reflected in AOCL for the years ended December 31, 2022 and 2021 were as follows:

<i>(In millions)</i>	December 31, 2022			December 31, 2021		
	U.S.	International	Total	U.S.	International	Total
Current year actuarial gain	\$ (3.5)	\$ (1.0)	\$ (4.5)	\$ (16.4)	\$ (22.9)	\$ (39.3)
Amortization of actuarial loss	(1.7)	(3.6)	(5.3)	(2.4)	(5.2)	(7.6)
Amortization of prior service cost	—	(0.3)	(0.3)	—	(0.3)	(0.3)
Settlement	—	—	—	—	(0.9)	(0.9)
<b>Total</b>	<b>\$ (5.2)</b>	<b>\$ (4.9)</b>	<b>\$ (10.1)</b>	<b>\$ (18.8)</b>	<b>\$ (29.3)</b>	<b>\$ (48.1)</b>

Information for plans with accumulated benefit obligations in excess of plan assets as of December 31, 2022 and 2021 are as follows:

<i>(In millions)</i>	December 31, 2022			December 31, 2021		
	U.S.	International	Total	U.S.	International	Total
Accumulated benefit obligation	\$ 139.5	\$ 90.3	\$ 229.8	\$ 185.1	\$ 209.9	\$ 395.0
Fair value of plan assets	113.5	17.1	130.6	150.8	111.6	262.4

Information for plans with projected benefit obligations in excess of plan assets as of December 31, 2022 and 2021 are as follows:

<i>(In millions)</i>	December 31, 2022			December 31, 2021		
	U.S.	International	Total	U.S.	International	Total
Projected benefit obligation	\$ 139.5	\$ 97.6	\$ 237.1	\$ 185.1	\$ 228.0	\$ 413.1
Fair value of plan assets <sup>(1)</sup>	113.5	18.3	131.8	150.8	121.0	271.8

(1) As of December 31, 2022 and 2021, the projected benefit obligation for one of our international plans exceeded the fair value of plan assets and is included in this table. However, the corresponding accumulated benefit obligation was not in excess of the fair value of the plan assets, and as such is excluded from the preceding table.

#### Actuarial Assumptions

Weighted average assumptions used to determine benefit obligations at December 31, 2022 and 2021 were as follows:

	December 31, 2022		December 31, 2021	
	U.S.	International	U.S.	International
Benefit obligations				
Discount rate	5.5 %	4.5 %	2.8 %	1.9 %
Rate of compensation increase	N/A	2.5 %	N/A	2.3 %
Cash balance interest credit rate	4.2 %	2.2 %	1.6 %	1.1 %

Weighted average assumptions used to determine net periodic benefit cost for the years ended December 31, were as follows:

	December 31, 2022		December 31, 2021		December 31, 2020	
	U.S.	International	U.S.	International	U.S.	International
Net periodic benefit cost						
Discount rate	2.8 %	1.9 %	2.4 %	1.4 %	3.3 %	1.9 %
Expected long-term rate of return	6.3 %	3.1 %	6.3 %	2.8 %	6.5 %	3.3 %
Rate of compensation increase	N/A	2.3 %	N/A	2.3 %	N/A	2.3 %
Cash balance interest credit rate	1.6 %	1.1 %	1.2 %	1.1 %	2.0 %	1.1 %

#### Estimated Future Benefit Payments

We expect the following estimated future benefit payments, which reflect expected future service as appropriate, to be paid in the years indicated:

Year	Amount (In millions)		
	U.S.	International	Total
2023	\$ 11.8	\$ 28.5	\$ 40.3
2024	11.8	26.7	38.5
2025	11.4	27.0	38.4
2026	11.4	28.6	40.0
2027	11.2	30.3	41.5
2028 to 2032 (combined)	54.1	160.5	214.6
<b>Total</b>	<b>\$ 111.7</b>	<b>\$ 301.6</b>	<b>\$ 413.3</b>

#### Plan Assets

We review the expected long-term rate of return on plan assets annually, taking into consideration our asset allocation, historical returns, and the current economic environment. The expected return on plan assets is calculated based on the fair value of plan assets at year end. To determine the expected return on plan assets, expected cash flows have been taken into account.

Our long-term objectives for plan investments are to ensure that (a) there is an adequate level of assets to support benefit obligations to participants over the life of the plans, (b) there is sufficient liquidity in plan assets to cover current benefit obligations, and (c) there is a high level of investment return consistent with a prudent level of investment risk. The investment strategy is focused on a long-term total return in excess of a pure fixed income strategy with short-term volatility less than that of a pure equity strategy. To accomplish these objectives, in many instances the plan assets are invested on a glide-path which reduces the exposure to return-seeking assets as the plan's funded status increases. Overall, we invest assets primarily in a diversified mix of equity and fixed income investments. For our U.S. plan, the target asset allocation includes approximately

65% in return seeking assets, which are primarily comprised of global equities. The remainder of the target asset allocation for the U.S. plan is comprised of liability hedging assets which are primarily fixed income investments.

In some of our international pension plans, we have purchased bulk annuity contracts (buy-ins). These annuity contracts provide cash flows that match the future benefit payments for a specific group of pensioners. These contracts are issued by third party insurance companies with no affiliation to Sealed Air. Insurance companies from which we purchase the annuity contracts are assessed as credit worthy. As of December 31, 2022 and 2021, buy-ins represented \$98.4 million and \$135.1 million of total plan assets, respectively. The value of these assets is actuarially determined based on the present value of the underlying liabilities.

We currently expect our contributions to the pension plans to be approximately \$3.9 million in 2023. Additionally, we expect benefits paid directly by the Company related to our defined benefit pension plans to be \$4.2 million in 2023.

The fair values of our U.S. and international pension plan assets, by asset category and by the level of fair values are as follows:

<i>(In millions)</i>	December 31, 2022					December 31, 2021				
	Total	Level 1	Level 2	Level 3	NAV <sup>(5)</sup>	Total	Level 1	Level 2	Level 3	NAV <sup>(5)</sup>
	Fair Value					Fair Value				
Cash and cash equivalents <sup>(1)</sup>	\$ 7.8	\$ 3.0	\$ 4.8	\$ —	\$ —	\$ 9.8	\$ 3.0	\$ 6.8	\$ —	\$ —
Fixed income funds <sup>(2)</sup>	261.0	—	155.2	—	105.8	409.5	—	282.5	—	127.0
Equity funds <sup>(3)</sup>	75.1	—	37.8	—	37.3	114.1	—	49.2	—	64.9
Other <sup>(4)</sup>	226.5	—	1.8	159.3	65.4	294.9	—	6.6	211.9	76.4
<b>Total</b>	<b>\$ 570.4</b>	<b>\$ 3.0</b>	<b>\$ 199.6</b>	<b>\$ 159.3</b>	<b>\$ 208.5</b>	<b>\$ 828.3</b>	<b>\$ 3.0</b>	<b>\$ 345.1</b>	<b>\$ 211.9</b>	<b>\$ 268.3</b>

(1) Short-term investment fund that invests in a collective trust that holds short-term highly liquid investments with principal preservation and daily liquidity as its primary objectives. Investments are primarily comprised of certificates of deposit, government securities, commercial paper, and time deposits.

(2) Fixed income funds that invest in a diversified portfolio primarily consisting of publicly traded government bonds and corporate bonds. There are no restrictions on these investments, and they are valued at the net asset value of shares held at year end.

(3) Equity funds that invest in a diversified portfolio of publicly traded domestic and international common stock. There are no restrictions on these investments, and they are valued at the net asset value of shares held at year end.

(4) The largest component of other assets are bulk annuity contracts (buy-ins). The other assets also include real estate and other alternative investments.

(5) These assets are measured at Net Asset Value (NAV) as a practical expedient under ASC 820.

The following table shows the activity of our U.S. and international plan assets that are measured at fair value using Level 3 inputs.

<i>(In millions)</i>	December 31,	
	2022	2021
Balance at beginning of period	\$ 211.9	\$ 206.4
(Loss) gain on assets still held at end of year	(41.2)	2.4
Loss on assets sold during the year	(0.8)	(0.2)
Purchases, sales, issuance, and settlements	9.9	6.4
Foreign exchange loss	(20.5)	(3.1)
<b>Balance at end of period</b>	<b>\$ 159.3</b>	<b>\$ 211.9</b>

## Note 18 Other Post-Employment Benefit Plans

In addition to providing pension benefits, we maintain two Other Post-Employment Benefit Plans which provide a portion of healthcare, dental, vision and life insurance benefits for certain retired legacy employees. These plans are in the U.S. and Canada. Covered employees who retired on or after attaining age 55 and who had rendered at least 10 years of service were

entitled to post-retirement healthcare, dental and life insurance benefits. These benefits are subject to deductibles, co-payment provisions and other limitations. The information below relates to these two plans.

Contributions made by us, net of Medicare Part D subsidies received in the U.S., are reported below as benefits paid. We may change the benefits at any time. The status of these plans, including a reconciliation of benefit obligations, a reconciliation of plan assets and the funded status of the plans, follows:

<i>(In millions)</i>	December 31,	
	2022	2021
<b>Change in benefit obligations:</b>		
Benefit obligation at beginning of period	\$ 40.4	\$ 43.4
Interest cost	0.7	0.6
Actuarial gain	(5.0)	(0.9)
Benefits paid, net	(2.8)	(2.7)
<b>Benefit obligation at end of period</b>	<b>\$ 33.3</b>	<b>\$ 40.4</b>
<b>Change in plan assets:</b>		
Fair value of plan assets at beginning of period	\$ —	\$ —
Employer contribution	2.8	2.7
Benefits paid, net	(2.8)	(2.7)
<b>Fair value of plan assets at end of period</b>	<b>\$ —</b>	<b>\$ —</b>
Net amount recognized:		
<b>Underfunded status</b>	<b>\$ (33.3)</b>	<b>\$ (40.4)</b>
<b>Accumulated benefit obligation at end of year</b>	<b>\$ 33.3</b>	<b>\$ 40.4</b>
Net amount recognized in consolidated balance sheets consists of:		
Current liability	\$ (5.0)	\$ (5.1)
Non-current liability	(28.3)	(35.3)
<b>Net amount recognized</b>	<b>\$ (33.3)</b>	<b>\$ (40.4)</b>
Amounts recognized in accumulated other comprehensive loss consist of:		
Net actuarial (gain) loss	\$ (3.8)	\$ 1.2
Prior service credit	(1.6)	(2.0)
<b>Total</b>	<b>\$ (5.4)</b>	<b>\$ (0.8)</b>

Actuarial gains resulting in a decrease to our accumulated benefit obligation for the year ended December 31, 2022 were primarily due to an increase in the weighted average discount rate of 270 basis points. Actuarial gains resulting in a decrease to our accumulated benefit obligation for the year ended December 31, 2021 were primarily due to an increase in the weighted average discount rate of 50 basis points. The accumulated post-retirement benefit obligations were determined using a weighted-average discount rate of 5.4% at December 31, 2022 and 2.7% at December 31, 2021.

The components of net periodic benefit cost were as follows:

<i>(In millions)</i>	Year Ended December 31,		
	2022	2021	2020
<b>Components of net periodic benefit cost:</b>			
Interest cost	0.7	0.6	1.0
Amortization of net gain	(0.1)	(0.2)	(0.2)
Amortization of prior service credit	(0.3)	(0.3)	(0.3)
<b>Net periodic benefit cost</b>	<b>\$ 0.3</b>	<b>\$ 0.1</b>	<b>\$ 0.5</b>
Impact of settlement/curtailment	—	—	—
<b>Total benefit cost for fiscal year</b>	<b>\$ 0.3</b>	<b>\$ 0.1</b>	<b>\$ 0.5</b>

The amortization of any prior service cost is determined using a straight-line amortization of the cost over the average remaining service period of employees expected to receive benefits under the plan. Changes in benefit obligations that were recognized in AOCL for the years ended December 31, 2022 and December 31, 2021 were as follows:

<i>(In millions)</i>	December 31, 2022			December 31, 2021		
	U.S.	International	Total	U.S.	International	Total
Current year actuarial gain	\$ (4.9)	\$ (0.1)	\$ (5.0)	\$ (0.9)	\$ —	\$ (0.9)
Amortization of actuarial gain	—	0.1	0.1	—	0.2	0.2
Amortization of prior service credit	0.3	—	0.3	0.3	—	0.3
<b>Total</b>	<b>\$ (4.6)</b>	<b>\$ —</b>	<b>\$ (4.6)</b>	<b>\$ (0.6)</b>	<b>\$ 0.2</b>	<b>\$ (0.4)</b>

#### *Healthcare Cost Trend Rates*

The assumed healthcare cost trend rates have an effect on the amounts recognized in our Consolidated Statements of Operations for the healthcare plans. For the year ended December 31, 2022, healthcare cost trend rates were assumed to be 6.5% for the U.S. plan and 5.0% for the Canada plan. The trend rates assumed for 2023 are 7.0% and 5.0% for the U.S. and Canada plan, respectively. Rates are expected to decrease to 5.5% by 2029 for the U.S. plan, and remain unchanged in future years for the Canada plan.

Expected post-retirement benefits (net of Medicare Part D subsidies) for each of the next five years and succeeding five years are as follows:

Year	Amount <i>(In millions)</i>
2023	\$ 5.1
2024	4.5
2025	4.0
2026	3.6
2027	3.1
2028 to 2032 (combined)	11.2
<b>Total</b>	<b>\$ 31.5</b>

## **Note 19 Income Taxes**

In 2022, 2021 and 2020, we recorded tax provisions of \$238.0 million, \$225.0 million and \$142.1 million, respectively. Cash tax payments, net of refunds were \$192.2 million, \$112.6 million and \$102.0 million for 2022, 2021 and 2020, respectively.

#### *Tax Cuts and Jobs Act*

The Tax Cuts and Jobs Act of 2017 (“2017 Tax Act”) provides for a territorial tax system, and includes the global intangible low-taxed income (“GILTI”) provision. The Company has elected to account for GILTI tax in the period in which it is incurred. Subject to certain exceptions, the GILTI provisions require the Company to include in its U.S. income tax return the earnings of a foreign subsidiary which are in excess of an allowable return on the foreign subsidiary’s tangible assets.

Beginning in 2022, taxpayers are required to capitalize research and development costs and amortize them over a 5 or 15 year life. The impact of this change on the financial statements is reflected as an increase in the capitalized expense deferred tax asset.

#### *Coronavirus Aid, Relief and Economic Security Act and Issuance of 2020 Tax Regulations*

In response to the COVID-19 pandemic, the Coronavirus Aid, Relief and Economic Security Act (“CARES Act”) was signed into law in March 2020. Among other things, the CARES Act raised certain deduction limitations originally imposed by the 2017 Tax Act.

Taxpayers may generally deduct interest expense up to the sum of 50% of adjusted taxable income plus business interest income (30% limit under the 2017 Tax Act) for 2020 and 2019. The limit reverted to 30% of adjusted taxable income in 2021. We had no Federal disallowed interest expense in 2022, 2021 or 2020.

In July 2020, the U.S. Department of Treasury issued final tax regulations with respect to the GILTI proposed tax regulations originally published in 2019. Among other changes, these regulations now permit an election to exclude from the GILTI calculation items of income which are subject to a high effective rate of foreign tax. We adopted these final regulations and recorded the net benefit in 2020.

#### ***Inflation Reduction Act***

The Inflation Reduction Act ("IRA") was signed into law on August 16, 2022. The IRA includes climate and energy provisions and introduces a 15% corporate alternative minimum tax, among other items. The enactment of the IRA did not result in any adjustments to our income tax provision in 2022. We continue to evaluate the impact of this law on our operations and do not expect the legislation to have a material impact on our consolidated financial statements.

The components of earnings before income tax provision were as follows:

<i>(In millions)</i>	Year Ended December 31,		
	2022	2021	2020
Domestic	\$ 434.0	\$ 346.2	\$ 328.2
Foreign	295.3	370.0	298.0
<b>Total</b>	<b>\$ 729.3</b>	<b>\$ 716.2</b>	<b>\$ 626.2</b>



The components of our income tax provision were as follows:

<i>(In millions)</i>	Year Ended December 31,		
	2022	2021	2020
Current tax expense:			
Federal	\$ 154.1	\$ 63.1	\$ (14.2)
State and local	25.6	17.2	5.6
Foreign	88.7	106.6	69.9
<b>Total current expense</b>	<b>\$ 268.4</b>	<b>\$ 186.9</b>	<b>\$ 61.3</b>
Deferred tax (benefit) expense:			
Federal	\$ (23.4)	\$ 9.6	\$ 59.4
State and local	2.3	6.9	11.8
Foreign	(9.3)	21.6	9.6
<b>Total deferred tax (benefit) expense</b>	<b>(30.4)</b>	<b>38.1</b>	<b>80.8</b>
<b>Total income tax provision</b>	<b>\$ 238.0</b>	<b>\$ 225.0</b>	<b>\$ 142.1</b>

Deferred tax assets (liabilities) consist of the following:

<i>(In millions)</i>	December 31,	
	2022	2021
Accruals not yet deductible for tax purposes	\$ 17.6	\$ 17.1
Net operating loss carryforwards	208.4	219.4
Foreign, federal and state credits	9.5	6.4
Employee benefit items	40.3	45.4
Capitalized expenses	36.5	3.9
Intangibles	12.6	15.4
Derivatives and other	44.7	45.4
<b>Sub-total deferred tax assets</b>	<b>369.6</b>	<b>353.0</b>
Valuation allowance	(179.5)	(189.6)
<b>Total deferred tax assets</b>	<b>\$ 190.1</b>	<b>\$ 163.4</b>
Depreciation and amortization	\$ (89.1)	\$ (78.6)
Other	—	(0.2)
<b>Total deferred tax liabilities</b>	<b>(89.1)</b>	<b>(78.8)</b>
<b>Net deferred tax assets</b>	<b>\$ 101.0</b>	<b>\$ 84.6</b>

Valuation allowances have been provided based on the uncertainty of realizing the tax benefits of certain deferred tax assets, primarily:

- \$169.5 million of foreign items, primarily net operating losses; and
- \$8.5 million of tax credits.

For the year ended December 31, 2022, the valuation allowances decreased by \$10.1 million. The change is primarily driven by foreign exchange revaluation on foreign net operating losses.

As of December 31, 2022, we have foreign net operating loss carryforwards of \$810.1 million expiring in years beginning in 2023, with the large majority of losses having an unlimited carryover. The state net operating loss carryforwards totaling \$245.6 million expire in various amounts over 1 to 19 years.

As of December 31, 2022, we have \$2.0 million of federal tax credit carryforwards and \$9.4 million of state credit carryovers expiring in 2023 – 2032. Most of the credit carryovers have a valuation allowance.

The Company has indefinitely reinvested most of its foreign earnings, which are the principal component of U.S. and foreign outside basis differences. The total amount of unremitted foreign earnings is approximately \$4.9 billion upon which the U.S. federal income tax effect has largely been recorded as a result of the one-time mandatory tax on previously deferred foreign

earnings of foreign subsidiaries provision (“Transition Tax”) associated with the 2017 Tax Act. Remitting these foreign earnings would result in additional foreign and U.S. income tax consequences, the net tax costs of which are not practicable to determine. As SEE has evaluated its worldwide business under the Reinvent SEE business transformation, the Company has reorganized and simplified its structure in order to align its business operations and optimize cash balances in certain jurisdictions. While the Company continues to evaluate potential future cash repatriations and optimization strategies, no deferred tax liability for future distributions has been recorded as of December 31, 2022.

We have no outstanding liability with respect to Transition Tax.

A reconciliation of the provision for income taxes, with the amount computed by applying the statutory federal income tax rate, 21%, to income before provision for income taxes, is as follows:

<i>(In millions)</i>	Year Ended December 31,					
	2022		2021		2020	
Computed expected tax	\$ 153.2	21.0 %	\$ 150.4	21.0 %	\$ 131.5	21.0 %
State income taxes, net of federal tax benefit	18.3	2.5 %	15.6	2.2 %	13.4	2.1 %
Foreign earnings taxed at different rates	10.3	1.4 %	16.2	2.2 %	10.5	1.7 %
U.S. tax on foreign earnings	16.8	2.3 %	14.3	2.0 %	24.0	3.8 %
Tax credits	(30.6)	(4.2) %	(30.2)	(4.2) %	(27.8)	(4.4) %
Unremitted foreign earnings	—	— %	—	— %	2.5	0.4 %
Reorganization and divestitures	—	— %	—	— %	0.4	0.1 %
Withholding tax	7.0	1.0 %	4.7	0.7 %	4.2	0.7 %
Net change in valuation allowance	1.0	0.1 %	3.6	0.5 %	(5.2)	(0.8) %
Net change in unrecognized tax benefits	65.3	9.0 %	19.6	2.7 %	(1.1)	(0.2) %
Legislative Changes	—	— %	5.1	0.7 %	(22.4)	(3.6) %
Deferred tax adjustments	—	— %	11.4	1.6 %	3.0	0.5 %
Other	(3.3)	(0.5) %	14.3	2.0 %	9.1	1.4 %
<b>Income tax provision and rate</b>	<b>\$ 238.0</b>	<b>32.6 %</b>	<b>\$ 225.0</b>	<b>31.4 %</b>	<b>\$ 142.1</b>	<b>22.7 %</b>

#### *Unrecognized Tax Benefits*

We are providing the following disclosures related to our unrecognized tax benefits and the effect on our effective income tax rate if recognized:

<i>(In millions)</i>	Year Ended December 31,		
	2022	2021	2020
Beginning balance of unrecognized tax benefits	\$ 389.0	\$ 379.6	\$ 390.3
Additions for tax positions of current year	1.3	1.8	2.7
Additions for tax positions of prior years	41.6	9.7	8.3
Reductions for tax positions of prior years	(4.1)	(1.9)	(18.2)
Reductions for lapses of statutes of limitation and settlements	(7.7)	(0.2)	(3.5)
<b>Ending balance of unrecognized tax benefits</b>	<b>\$ 420.1</b>	<b>\$ 389.0</b>	<b>\$ 379.6</b>

In 2022, our unrecognized tax benefit increased by \$31.1 million, and in 2021, our unrecognized tax benefit increased by \$9.4 million, primarily related to interest or other adjustments to existing unrecognized tax benefit positions.

If the unrecognized tax benefits at December 31, 2022 were recognized, our income tax provision would decrease by \$372.4 million, resulting in a substantially lower effective tax rate. Based on the potential outcome of the Company’s global tax examinations and the expiration of the statute of limitations for specific jurisdictions, it is possible that the unrecognized tax benefits could change significantly within the next 12 months and the associated impact on the ending balance is estimated to be a decrease of approximately \$208.0 million during 2023.

We recognize interest and penalties associated with unrecognized tax benefits in our income tax provision in the Consolidated Statements of Operations. Interest and penalties recorded were \$29.0 million, \$10.5 million, and \$5.6 million, respectively in

2022, 2021 and 2020. We had gross liabilities, for interest and penalties, of \$120.8 million at December 31, 2022, \$80.0 million at December 31, 2021 and \$65.3 million at December 31, 2020.

Most of the unrecognized tax benefit amount of \$420.1 million relates to the Americas.

### ***Income Tax Returns***

The IRS completed its field examination of our U.S. federal income tax returns for the years 2011 through 2014 in the third quarter of 2020. As previously disclosed, the IRS has proposed to disallow for the 2014 taxable year the entirety of the deduction of the approximately \$1.49 billion settlement payments made pursuant to the Settlement agreement and the resulting reduction of our U.S. federal tax liability by approximately \$525 million. The proposed disallowance is being reviewed by the IRS Independent Office of Appeals (“Appeals”). Although we believe we have meritorious defenses to the proposed disallowance, we have reached a tentative agreement to settle this matter with the IRS, which is subject to further review, approval and execution of a definitive agreement by both parties. There can be no assurance that a definitive agreement will be executed and we cannot predict the outcome of this matter or when it will be concluded. We have revised our uncertain tax position to reflect the tentative agreement. Future developments in this matter could have a material impact on the Company's uncertain tax position balances and results of operations, including cash flows, within the next twelve months.

State income tax returns are generally subject to examination for a period of 3 to 5 years after their filing date. We have various state income tax returns in the process of examination and are generally open to examination for periods after 2017.

Our foreign income tax returns are under examination in various jurisdictions in which we conduct business. Income tax returns in foreign jurisdictions have statutes of limitations generally ranging from 3 to 5 years after their filing date. We have various foreign returns in the process of examination but have largely concluded all other income tax matters for the years prior to 2017.

Management believes that an adequate provision has been made for any adjustments that may result from tax examinations. However, the outcome of tax audits cannot be predicted with certainty. If any of the issues addressed in the Company's tax audits are resolved in a manner that is inconsistent with management's expectations, the Company could be required to adjust its provision for income taxes in the period such resolution occurs and could be required to make significant payments as a result.

## **Note 20 Commitments and Contingencies**

### ***Settlement Agreement Tax Deduction***

On March 31, 1998, the Company completed a multi-step transaction (the “Cryovac transaction”) involving W.R. Grace & Co. (“Grace”) which brought the Cryovac packaging business and the former Sealed Air's business under the common ownership of the Company. As part of that transaction, Grace and its subsidiaries retained all liabilities arising out of their operations before the Cryovac transaction (including asbestos-related liabilities), other than liabilities relating to Cryovac's operations, and agreed to indemnify the Company with respect to such retained liabilities. Beginning in 2000, we were served with a number of lawsuits alleging that the Cryovac transaction was a fraudulent transfer or gave rise to successor liability or both, and that, as a result, we were responsible for alleged asbestos liabilities of Grace and its subsidiaries. On April 2, 2001, Grace and a number of its subsidiaries filed petitions for reorganization under Chapter 11 of the U.S. Bankruptcy Code in the U.S. Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). In connection with Grace's Chapter 11 case, the Bankruptcy Court granted the official committees appointed to represent asbestos claimants in Grace's Chapter 11 case (the “Committees”) permission to pursue against the Company and its subsidiary Cryovac, Inc. fraudulent transfer, successor liability, and other claims based upon the Cryovac transaction. In November 2002, we reached an agreement in principle with the Committees to resolve all current and future asbestos-related claims made against us and our affiliates, as well as indemnification claims by Fresenius Medical Care Holdings, Inc. and affiliated companies, in each case, in connection with the Cryovac transaction. A definitive settlement agreement was entered into in 2003 and approved by the Bankruptcy Court in 2005 (such agreement, the “Settlement agreement”). The Settlement agreement was subsequently incorporated into the plan of reorganization for Grace (the “Plan”) and the Plan was confirmed by the Bankruptcy Court in 2011 and the U.S. District Court in 2012.

On February 3, 2014 (the “Effective Date”), the Plan implementing the Settlement agreement became effective with Grace emerging from bankruptcy and the injunctions and releases provided by the Plan becoming effective. On the Effective Date, the Company's subsidiary, Cryovac, Inc., made the payments contemplated by the Settlement agreement, consisting of aggregate cash payments in the amount of \$929.7 million to the WRG Asbestos PI Trust (the “PI Trust”) and the WRG Asbestos PD Trust (the “PD Trust”) and the transfer of 18 million shares of Sealed Air common stock (the “Settlement Shares”) to the PI Trust, in each case, reflecting adjustments made in accordance with the Settlement agreement.

The IRS completed its field examination of our U.S. federal income tax returns for the years 2011 through 2014 in the third quarter of 2020. As previously disclosed, the IRS has proposed to disallow for the 2014 taxable year the entirety of the deduction of the approximately \$1.49 billion settlement payments made pursuant to the Settlement agreement and the resulting reduction of our U.S. federal tax liability by approximately \$525 million. The proposed disallowance is being reviewed by the IRS Independent Office of Appeals (“Appeals”). Although we believe we have meritorious defenses to the proposed disallowance, we have reached a tentative agreement to settle this matter with the IRS, which is subject to further review, approval and execution of a definitive agreement by both parties. There can be no assurance that a definitive agreement will be executed and we cannot predict the outcome of this matter or when it will be concluded. We have revised our uncertain tax position to reflect the tentative agreement. Future developments in this matter could have a material impact on the Company's uncertain tax position balances and results of operations, including cash flows, within the next twelve months.

### ***Securities Class Action***

On November 1, 2019, purported Company stockholder UA Local 13 & Employers Group Insurance Fund filed a putative class action complaint in the United States District Court for the Southern District of New York against the Company and certain of its current and former officers. On June 4, 2020, the complaint was amended to remove all individual defendants other than the Company's former CFO and to add a plaintiff, and on July 13, 2020, the complaint was further amended to identify a total of four plaintiffs. The complaint alleged violations of Sections 10(b) and 20(a) of the Exchange Act and Rule 10b-5 thereunder based on allegedly false and misleading statements and omissions concerning the Company's hiring of Ernst & Young LLP as its independent auditors and concerning the Company's corporate policies and procedures. The plaintiffs sought to represent a class of purchasers of the Company's common stock between November 17, 2014 and June 20, 2019. The complaint sought, among other things, unspecified compensatory damages, including interest, and attorneys' fees and costs. On September 4, 2020, the Company filed a motion to dismiss the complaint, and on June 1, 2021, the court issued a ruling that granted in part and denied in part the motion to dismiss. The Company filed its answer to the complaint on July 15, 2021. On September 9, 2022, the parties signed a settlement agreement including a proposed settlement amount of \$12.5 million and submitted it to the court for preliminary approval. On September 14, 2022, the Court issued an order preliminarily approving the settlement. In the third quarter of 2022, the Company recorded a liability of \$12.5 million in Other current liabilities and a corresponding \$12.5 million insurance receivable in Other receivables on the Consolidated Balance Sheets. On January 20, 2023, the Court certified a settlement class and issued an order granting final approval of the settlement. The settlement was funded by the Company's insurance carriers.

### ***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 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 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 December 31, 2022, 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.

#### ***Other Principal Contractual Obligations***

At December 31, 2022, we had other principal contractual obligations, which included agreements to purchase an estimated amount of goods, including raw materials, or services in the normal course of business, aggregating to approximately \$214.7 million. The estimated future cash outlays are as follows:

Year	<b>Amount (In millions)</b>
2023	\$ 126.1
2024	54.0
2025	29.3
2026	4.4
2027	0.9
<b>Total</b>	<b>\$ 214.7</b>

#### ***Asset Retirement Obligations***

The Company has recorded asset retirement obligations primarily associated with asbestos abatement, lease restitution and the removal of underground tanks. The Company's asset retirement obligation liabilities were \$8.2 million and \$8.1 million at December 31, 2022 and 2021, respectively. The Company also recorded assets within property and equipment, net which included \$2.5 million and \$3.0 million related to buildings and \$4.4 million and \$4.1 million related to leasehold improvements as of December 31, 2022 and 2021, respectively. As of December 31, 2022 and 2021, accumulated depreciation amounts related to buildings was \$1.3 million and \$1.2 million and leasehold improvements was \$3.9 million and \$3.6 million, respectively. Accretion expense was \$0.5 million for the year ended December 31, 2022, and \$0.3 million for the years ended December 31, 2021 and 2020.

### **Note 21 Stockholders' (Deficit) Equity**

#### ***Repurchase of Common Stock***

On August 2, 2021, the Board of Directors approved a new share repurchase program of \$1.0 billion. This current program has no expiration date and replaced all previous authorizations. As of December 31, 2022, there was \$616.4 million remaining under the currently authorized program. Share repurchases made prior to August 2, 2021 were under previous Board of Directors share repurchase authorizations, specifically the \$1.5 billion authorization made in July 2015, the \$1.5 billion authorization made in March 2017 and the \$1.0 billion authorization made in May 2018.

During the year ended December 31, 2022, we repurchased 4,527,887 shares for a total of approximately \$280.1 million with an average share price of \$61.86. These repurchases were made under open market transactions, including through plans

complying with Rule 10b5-1 under the Exchange Act, and pursuant to the share repurchase program authorized by our Board of Directors.

During the year ended December 31, 2021, we repurchased 7,875,407 shares, for approximately \$401.4 million with an average share price of \$50.96. Cash outlay for share repurchases during the year ended December 31, 2021 also includes \$1.6 million for 35,100 shares purchased in the fourth quarter 2020 and settled in the first quarter 2021. These repurchases were made under open market transactions, including through plans complying with Rule 10b5-1 under the Exchange Act, and pursuant to the share repurchase program authorized by our Board of Directors.

During the year ended December 31, 2020, we repurchased 856,437 shares, for approximately \$34.6 million with an average share price of \$40.43. These repurchases were made under open market transactions, including through plans complying with Rule 10b5-1 under the Exchange Act, and pursuant to the share repurchase program authorized by our Board of Directors. At December 31, 2020, 74,281 shares repurchased had not yet settled or were not yet reflected by our recordkeeper or in our shares outstanding as of December 31, 2020.

### ***Dividends***

The following table shows our total cash dividends paid in the years ended December 31, 2022, 2021 and 2020:

<i>(In millions, except per share amounts)</i>	<b>Total Cash Dividends Paid</b>	<b>Total Cash Dividends Paid per Common Share</b>
2020	\$ 100.3	\$ 0.64
2021	115.8	0.76
2022	118.4	0.80

The dividend payments discussed above are recorded as reductions to cash and cash equivalents and retained earnings on our 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 further dividends.

### ***Common Stock***

The following is a summary of changes during the years ended December 31, in shares of our common stock and common stock in treasury:

	2022	2021	2020
<b>Changes in common stock:</b>			
Number of shares, beginning of year	232,483,281	231,958,083	231,622,535
Restricted stock shares forfeited	—	(1,095)	(15,271)
Shares issued for vested restricted stock units	532,727	423,302	315,902
Shares issued for 2017 Three-Year PSU Awards	—	—	133,752
Shares issued for 2018 Three-Year PSU Awards	—	47,730	—
Shares issued for 2019 Three-Year PSU Awards	161,289	—	—
Shares issued for 2020 Three-Year PSU Awards <sup>(3)</sup>	—	13,770	—
Shares issued for Stock Leverage Opportunity Awards (SLO)	36,576	32,128	8,471
Shares granted and issued under the Omnibus Incentive Plan and Directors Stock Plan to Directors	19,583	54,277	42,911
Canceled shares for tax netting <sup>(1)</sup>	—	(44,914)	(150,217)
<b>Number of shares issued, end of year</b>	<b>233,233,456</b>	<b>232,483,281</b>	<b>231,958,083</b>
<b>Changes in common stock in treasury:</b>			
Number of shares held, beginning of year	84,384,124	77,068,311	77,109,722
Repurchase of common stock <sup>(2)</sup>	4,527,887	7,949,688	782,156
Profit sharing contribution paid in stock	(350,668)	(633,875)	(823,567)
<b>Number of shares held, end of year<sup>(2)</sup></b>	<b>88,561,343</b>	<b>84,384,124</b>	<b>77,068,311</b>
<b>Number of common stock outstanding, end of year<sup>(2)</sup></b>	<b>144,672,113</b>	<b>148,099,157</b>	<b>154,889,772</b>

(1) Effective January 1, 2019, new share issuances for vested awards are netted by the number of shares required to cover the recipients' portion of income tax. The portion withheld for taxes are canceled. Shares netted for taxes in 2021 and 2020 primarily relates to vesting activity for restricted stock shares issued in prior years.

(2) Repurchase of common stock for the year ended December 31, 2021, as shown above, includes 74,281 shares of common stock that had been repurchased by the Company in 2020 but were not yet settled or not yet reflected by the Recordkeeper as of December 31, 2020. The table above and our Consolidated Balance Sheets reflect the number of shares held in treasury per our Recordkeeper.

(3) Per the terms of his 2019 offer letter, shares equal to the target number of units granted, net of shares withheld for taxes, were issued to our former CFO, James Sullivan, on September 30, 2021.

### **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, the Board of Directors adopted, and our shareholders approved, an amendment and restatement to the Omnibus Incentive Plan. The amendment added 2,199,114 shares of common stock to the share pool previously available under the Omnibus Incentive Plan.

Additionally, in 2021, the Board of Directors adopted, and our shareholders approved, an additional amendment and restatement to the Omnibus Incentive Plan. The amendment added 2,999,054 shares of common stock to the share pool previously available under the Omnibus Incentive Plan.

A summary of the changes in common shares available for awards under the Omnibus Incentive Plan and Predecessor Plans follows:

	2022	2021	2020
Number of shares available, beginning of year	5,510,599	3,183,310	4,048,509
Newly approved shares under Omnibus Incentive Plan	—	2,999,054	—
Restricted stock shares forfeited	—	1,095	15,271
Restricted stock units awarded	(608,955)	(918,973)	(1,014,667)
Restricted stock units forfeited	109,317	115,641	105,832
Shares issued for 2017 Three-Year PSU Awards	—	—	(133,752)
Shares issued for 2018 Three-Year PSU Awards	—	(47,730)	—
Shares issued for 2019 Three-Year PSU Awards	(161,289)	—	—
Shares issued for 2020 Three-Year PSU Awards	—	(13,770)	—
Restricted stock units awarded for SLO Awards	(37,756)	(72,043)	(73,731)
Director shares granted and issued	(10,606)	(10,160)	(20,835)
Director units granted and deferred <sup>(1)</sup>	(13,137)	(16,264)	(22,826)
Shares withheld for taxes <sup>(2)</sup>	301,151	290,439	279,509
<b>Number of shares available, end of year<sup>(3)</sup></b>	<b>5,089,324</b>	<b>5,510,599</b>	<b>3,183,310</b>

<sup>(1)</sup> Director units granted and deferred include the impact of share-settled dividends earned and deferred on deferred shares.

<sup>(2)</sup> The Omnibus Incentive Plan and 2005 Contingent Stock Plan permit withholding of taxes and other charges that may be required by law to be paid attributable to awards by withholding a portion of the shares attributable to such awards.

<sup>(3)</sup> The above table excludes approximately 1.6 million contingently issuable shares under the PSU awards and SLO awards, which represents the maximum number of shares that could be issued under those awards as of December 31, 2022.

We record share-based incentive compensation expense in Selling, general and administrative expenses and Cost of sales on our Consolidated Statements of Operations for both equity-classified awards and liability-classified awards. We record a corresponding credit to Additional paid-in capital within Stockholders' equity for equity-classified awards, and to either a current or non-current liability 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 share-based award. 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 following table summarizes the Company's pre-tax share-based incentive compensation expense and related income tax benefit for the years ended December 31, 2022, 2021 and 2020 related to the Company's PSU awards, SLO awards and restricted stock awards.

<i>(In millions)</i>	2022	2021	2020
2022 Three-year PSU Awards	4.8	—	—
2021 Three-year PSU Awards	7.1	4.2	—
2020 Three-year PSU Awards	5.1	4.5	5.3
2019 Three-year PSU Awards	—	2.2	3.5
2018 Three-year PSU Awards	—	—	1.9
2017 COO and Chief Executive Officer-Designate New Hire Equity Awards <sup>(1)</sup>	—	0.1	0.2
SLO Awards	1.7	2.8	2.2
Other long-term share-based incentive compensation programs <sup>(2)</sup>	33.6	32.0	29.2
<b>Total share-based incentive compensation expense<sup>(3)</sup></b>	<b>\$ 52.3</b>	<b>\$ 45.8</b>	<b>\$ 42.3</b>
<b>Associated tax benefits recognized</b>	<b>\$ 8.0</b>	<b>\$ 7.5</b>	<b>\$ 7.1</b>



- (1) For the year ended December 31, 2020, this amount includes expense associated with award modifications as described under the section titled “Chief Operating Officer (COO) and Chief Executive Officer-Designate 2017 New Hire Equity Awards (Amended).”
- (2) The amounts includes the expenses associated with the restricted stock awards consisting of restricted stock shares, restricted stock units, cash-settled restricted stock unit awards, and other issuances of performance-based awards, apart from annual three-year PSU awards. Expense on other performance-based awards was \$0.1 million for the year ended December 31, 2022 and zero for the years ended December 31, 2021 and 2020.
- (3) The amounts do not include the expense related to our U.S. profit sharing contributions made in the form of our common stock, as these contributions are not considered share-based incentive compensation.

*Restricted Stock, Restricted Stock Units and Cash-Settled Restricted Stock Unit Awards*

Restricted stock, restricted stock units and cash-settled restricted stock unit awards (cash payment in an amount equal to the value of the shares on the vesting date) provide for a vesting period. Awards vest earlier in the event of the participant’s death or disability. If a participant terminates employment prior to vesting, then the award of restricted stock, restricted stock units or cash-settled restricted stock unit awards is forfeited, except for certain circumstances following a change in control. The O&C Committee may waive the forfeiture of all or a portion of an award. Historically, restricted stock (but not restricted stock units or cash-settled restricted stock unit awards) granted before January 1, 2018 paid dividends on the same basis as other stockholders entitled to receive dividends. Generally, restricted stock, restricted stock units, and cash-settled stock unit awards granted after January 1, 2018 pay dividend equivalents upon vesting.

The following table summarizes activity for unvested restricted stock units for 2022:

	Restricted stock units		
	Shares	Weighted-Average per Share Fair Value on Grant Date	Aggregate Intrinsic Value (In millions)
Non-vested at December 31, 2021	1,681,391	\$ 40.84	
Granted	608,955	63.87	
Vested	(804,623)	39.86	\$ 32.1
Forfeited or expired	(109,317)	47.84	
<b>Non-vested at December 31, 2022</b>	<b>1,376,406</b>	<b>\$ 51.04</b>	

A summary of the Company’s fair values of its vested restricted stock shares and restricted stock units are shown in the following table:

(In millions)	2022		2021		2020	
Fair value of restricted stock shares vested	\$	—	\$	6.1	\$	13.2
Fair value of restricted stock units vested	\$	51.6	\$	26.4	\$	15.6

Unrecognized compensation cost and the weighted average period over which the compensation cost is expected to be recognized for its non-vested restricted stock units are shown in the following table:

(In millions)	Unrecognized Compensation Cost		Weighted Average to be recognized (in years)	
Restricted Stock units	\$	46.2		1.1

The non-vested cash awards excluded from table above had \$1.8 million unrecognized compensation costs and weighted-average remaining contractual life of approximately 1 year. We have recognized liabilities of \$1.4 million and \$1.9 million within other current liabilities on our Consolidated Balance Sheets, as of December 31, 2022 and 2021, respectively. Cash paid for vested cash-settled restricted stock unit awards was \$2.3 million and \$1.4 million in 2022 and 2021, respectively.

*PSU Awards*

Three-year PSU awards for 2020, 2021 and 2022

During the first 90 days of each year, the O&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 performance goals and measures that will determine the percentage of the target award that is earned following the end of the three-year performance period. Following the end of the performance period, in addition to shares, 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 three-year 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 full months of service during the award performance period, further adjusted based on the achievement of the performance goals during the award performance period. All PSUs are classified as equity in the Consolidated Balance Sheets, with the exception of awards that are required by local laws or regulations to be settled in cash. This subset of PSU awards are classified as either other current or other non-current liabilities in the Consolidated Balance Sheets.

The performance goals, weightings and other information regarding PSU awards for 2020, 2021 and 2022 are set forth below:

2020 Three-year PSU Awards: (i) Relative TSR over the three-year performance period weighted at 34%; (ii) Adjusted EBITDA compound annual growth rate ("CAGR") weighted at 33%; and (iii) return on invested capital ("ROIC") weighted at 33%. The total number of shares to be issued for these awards can range from zero to 200% of the target number of shares.

	Relative TSR	Adjusted EBITDA CAGR	ROIC
<i>February 12, 2020 grant date</i>			
Number of units granted	33,335	35,068	35,068
Fair value on grant date (per unit)	\$ 38.87	\$ 35.86	\$ 35.86
<i>February 13, 2020 grant date</i>			
Number of units granted	44,206	42,507	42,507
Fair value on grant date (per unit)	\$ 34.08	\$ 34.40	\$ 34.40
<i>March 1, 2020 grant date</i>			
Number of units granted	31,064	29,690	29,690
Fair value on grant date (per unit)	\$ 29.85	\$ 30.31	\$ 30.31

The PSUs granted based on Relative TSR are contingently awarded and will be payable in shares of the Company's common stock upon the expiration of a three-year award performance period based on the Company's TSR ranking relative to a peer group of companies. The fair value of the PSUs was estimated on the grant date using a Monte Carlo Simulation. Other assumptions include the expected volatility of all companies included in the Relative TSR, the historical share price returns analysis of all companies included in the Relative TSR and assumes dividends are reinvested. The expected volatility was based on the historical volatility for a period of time that approximates the duration between the valuation date and the end of the performance period. The risk-free interest rate is based on the Zero-Coupon Treasury STRIP yield curve matching the term from the valuation date to the end of the performance period. Compensation expense for the PSUs based on Relative TSR (which is considered a market condition) is a fixed amount determined at the grant date fair value and is recognized 100% over the three-year award performance period regardless of whether the performance condition is satisfied.

The assumptions used to calculate the grant date fair values for grants based on Relative TSR are shown in the following table:

	Expected price volatility	Risk-free interest rate
<i>February 12, 2020 grant date</i>	23.70 %	1.40 %
<i>February 13, 2020 grant date</i>	23.70 %	1.40 %
<i>March 1, 2020 grant date</i>	23.70 %	0.90 %

The PSUs granted based on Adjusted EBITDA CAGR and ROIC are contingently awarded and will be payable in shares of the Company's common stock based on the Company's Adjusted EBITDA CAGR over the three-year award performance period and the Company's ROIC over the three-year award performance period compared to targets set at the time of the grant by the O&C Committee. The fair value of the PSUs is based on grant date fair value which is equivalent to the closing price of one share of the Company's common stock on the date of grant. The number of PSUs earned based on Adjusted EBITDA CAGR and ROIC varies based on the probable outcome of the performance condition. The Company reassesses at each reporting date whether achievement of the performance condition is probable and accrues compensation expense if and when achievement of the performance condition is probable.

**2021 Three-year PSU Awards:** (i) three-year CAGR of consolidated Adjusted EBITDA weighted at 50% and (ii) 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 S&P 500 component companies 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, including the modifier, for these awards can range from zero to 250% of the target number of shares.

	Adjusted EBITDA CAGR		ROIC	
<i>February 10, 2021 grant date</i>				
Number of units granted		41,729		41,729
Fair value on grant date (per unit)	\$	45.26	\$	45.26
<i>February 11, 2021 grant date</i>				
Number of units granted		51,882		51,882
Fair value on grant date (per unit)	\$	43.85	\$	43.85
<i>March 1, 2021 grant date</i>				
Number of units granted		29,762		29,762
Fair value on grant date (per unit)	\$	43.02	\$	43.02

The assumptions used to calculate the grant date fair values are shown in the following table:

	Expected price volatility	Risk-free interest rate
<i>February 10, 2021 grant date</i>	37.70 %	0.2
<i>February 11, 2021 grant date</i>	37.70 %	0.2
<i>March 1, 2021 grant date</i>	38.00 %	0.3

**2022 Three-year PSU Awards:** (i) three-year CAGR of consolidated Adjusted EBITDA weighted at 50% and (ii) 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 S&P 500 component companies 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, including the modifier, for these awards can range from zero to 250% of the target number of shares.

	Adjusted EBITDA CAGR		ROIC	
<i>February 24, 2022 grant date</i>				
Number of units granted		72,308		72,308
Fair value on grant date (per unit)	\$	70.92	\$	70.92
<i>March 1, 2022 grant date</i>				
Number of units granted		16,766		16,766
Fair value on grant date (per unit)	\$	69.71	\$	69.71

The assumptions used to calculate the grant date fair values are shown in the following table:

	Expected price volatility	Risk-free interest rate
<i>February 24, 2022 grant date</i>	37.40 %	1.70 %
<i>March 1, 2022 grant date</i>	37.70 %	1.50 %

The following table includes additional information related to estimated earned payout based on the probable outcome of the performance conditions and market condition as of December 31, 2022:

	Estimated Payout %				
	Adjusted EBITDA CAGR	ROIC	Relative TSR <sup>(1)</sup>	TSR Modifier <sup>(1)</sup>	Combined
2022 Three-year PSU Awards	100 %	100 %	N/A	— %	100 %
2021 Three-year PSU Awards	113 %	200 %	N/A	— %	156 %
2020 Three-year PSU Awards	187 %	181 %	150 %	N/A	172 %

<sup>(1)</sup> Relative TSR and Relative TSR Modifier are market-based conditions. Accordingly, we make no assumptions related to future performance. The percentages above represent actual rankings as of December 31, 2022. Any portion of outstanding awards based on the achievement of market-based conditions are accrued at 100% of fair value over the performance period in accordance with ASC 718.

The following table summarizes activity for outstanding three-year PSU awards for 2022:

	Shares	Aggregate Intrinsic Value (In millions)
Outstanding at December 31, 2021	737,869	
Granted <sup>(1)</sup>	178,148	
Performance adjustment <sup>(2)</sup>	56,560	
Converted	(274,296)	\$ 13.4
Forfeited or expired	(23,594)	
<b>Outstanding at December 31, 2022</b>	<b>674,687</b>	
<b>Fully vested at December 31, 2022</b>	<b>294,594</b>	<b>\$ 10.4</b>

<sup>(1)</sup> This represents the target number of performance units granted. Actual number of PSUs earned, if any, is dependent upon performance and may range from 0% to 250% percent of the target.

<sup>(2)</sup> Represents units earned and distributed in excess of target for 2019 three-year PSUs awards.

The following table summarizes activity for non-vested three-year PSU awards for 2022:

	Shares	Weighted-Average per Share Fair Value on Grant Date
Non-vested at December 31, 2021	473,567	\$ 38.85
Granted	178,148	70.70
Vested	(248,028)	35.23
Forfeited or expired	(23,594)	40.49
<b>Non-vested at December 31, 2022</b>	<b>380,093</b>	<b>\$ 56.03</b>

A summary of the Company's fair value for its vested three-year PSU awards is shown in the following table:

(In millions)	2022	2021	2020
Fair value of Three-year PSU awards vested	\$ 14.7	\$ 17.8	\$ 9.6

A summary of the Company's unrecognized compensation cost for three-year PSU awards at the current estimated earned payout based on the probable outcome of the performance condition and weighted average periods over which the compensation cost is expected to be recognized as shown in the following table:

(In millions)	Unrecognized Compensation Costs	Weighted Average to be recognized (in years)
2022 Three-year PSU Awards	\$ 7.4	2
2021 Three-year PSU Awards	4.6	1
2020 Three-year PSU Awards	—	0

Chief Operating Officer (COO) and Chief Executive Officer-Designate 2017 New Hire Equity Awards (Amended)

On September 18, 2017, Edward L. Doheny II started with the Company as Chief Operating Officer and Chief Executive Officer-Designate. Under the terms of his agreement, Mr. Doheny was granted two new-hire equity awards, one of which was a performance-vesting award for 70,000 shares. On December 10, 2020, the Company entered a subsequent agreement with Mr. Doheny, which, among other things, amended the terms of the performance-vesting new hire award. Half of the award, or 35,000 shares, was converted to an award of time-vesting restricted stock units, which required Mr. Doheny to remain in service with the Company through September 18, 2022. The remaining half of the award, or 35,000 shares, remained performance-vesting, subject to the original performance conditions, but measured as of September 18, 2022 which required that either (i) the Company's cumulative total stockholder return for January 1, 2018 through September 18, 2022 be in the top 33% of its peers (using the same peers and methodology under the Company's performance stock unit (PSU) awards) and the Company's stock price as of September 18, 2022 equaled at least \$60.00 per share, or (ii) the Company's stock price as of September 18, 2022 equaled at least \$75.00 per share. The letter agreement provided that the stock price as of September 18, 2022 for this purpose would be determined using a 30-day arithmetic mean of closing prices up to, and including, September 18, 2022.

In October 2022, the O&C Committee reviewed the performance results of such performance-vesting new hire award as amended and determined that the performance requirements were not met. As a result, the award paid out at 0% and was forfeited.

2019 Three-year PSU Awards

In February 2022, the O&C Committee reviewed the performance results for the 2019-2021 PSUs. Performance goals for these PSUs were based on Adjusted EBITDA margin, ROIC and Relative TSR. Based on overall performance for 2019-2021 PSUs, these awards paid out at 132.5% of target or 274,296 units. Of this, 110,529 units were withheld to cover employee tax withholding and 2,478 units were designated as cash-settled awards, resulting in net share issuances of 161,289.

Stock Leverage Opportunity Awards

Before the start of each performance year, certain key executives have been eligible to elect to receive all or a portion of their annual cash bonus for that year, in increments of 25% of the annual bonus, as an award of restricted stock units under the Omnibus Incentive Plan in lieu of cash. The portion provided as an equity award may be given a premium as determined by the O&C Committee each year and is rounded up to the nearest whole share. The award is granted following the end of the performance year and after determination by the O&C Committee of the amount of the annual bonus award for each executive officer and other selected key executives who have elected to take all or a portion of his or her annual bonus as an equity award, but no later than the March 15 following the end of the performance year.

The equity award will be made in the form of an award of restricted stock units that will vest on the second anniversary of the grant date or earlier in the event of death, disability or retirement from employment with the Company, and the shares subject to the award will not be transferable by the recipient until the later of vesting or the second anniversary of the grant date. For the "principal portion" of the award that would have otherwise been paid in cash, the award vests upon any termination of employment, other than for cause. For the "premium portion" of the award, the award may early vest only in case of death, disability or retirement from the Company. Except as described above, if the recipient ceases to be employed by the Company prior to vesting, then the award is forfeited, except for certain circumstances following a change in control. SLO awards in the form of restricted stock units have no voting rights until shares are issued to them but do receive a cash payment in the amount of the dividends (without interest) on the shares they have earned at about the same time that shares are issued to them following vesting.

The 2022 SLO awards comprise an estimated aggregate of 32,329 restricted stock units as of December 31, 2022. The final number of units issued will be determined based on Annual Incentive Plan payout. During 2022, 37,756 restricted stock units were granted for the 2021 Annual Incentive Plan. We record compensation expense for these awards in Selling, general and administrative expenses on the Consolidated Statements of Operations with a corresponding credit to Additional paid-in capital within Stockholders' equity, based on the fair value of the awards at the end of each reporting period, which reflects the effects of stock price changes. The expense is recognized over a fifteen-month period.

## Note 22 Accumulated Other Comprehensive Loss

The following table provides details of comprehensive loss:

<i>(In millions)</i>	Unrecognized Pension Items	Cumulative Translation Adjustment <sup>(1)</sup>	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
<b>Balance at December 31, 2020</b>	\$ (172.5)	\$ (721.7)	\$ (67.5)	\$ (1.8)	\$ (963.5)
Other comprehensive income (loss) before reclassifications	28.7	(38.8)	29.2	3.0	22.1
Less: amounts reclassified from accumulated other comprehensive loss	6.3	—	—	1.2	7.5
Net current period other comprehensive income (loss)	35.0	(38.8)	29.2	4.2	29.6
<b>Balance at December 31, 2021</b>	\$ (137.5)	\$ (760.5)	\$ (38.3)	\$ 2.4	\$ (933.9)
Other comprehensive income (loss) before reclassifications	7.3	(77.0)	20.0	9.2	(40.5)
Less: amounts reclassified from accumulated other comprehensive loss	3.9	—	—	(8.3)	(4.4)
Net current period other comprehensive income (loss)	11.2	(77.0)	20.0	0.9	(44.9)
<b>Balance at December 31, 2022</b>	<u>\$ (126.3)</u>	<u>\$ (837.5)</u>	<u>\$ (18.3)</u>	<u>\$ 3.3</u>	<u>\$ (978.8)</u>

<sup>(1)</sup> Includes gains and losses on intra-entity foreign currency transactions. The intra-entity currency translation adjustments were \$15.8 million, \$30.2 million and \$37.0 million for the years ended December 31, 2022, 2021 and 2020, respectively.

The following table provides detail of amounts reclassified from AOCL:

<i>(In millions)</i>	2022	2021	2020	Location of Amount Reclassified from AOCL
Defined benefit pension plans and other post-employment benefits:				
Settlements	\$ —	\$ (0.9)	\$ (1.8)	
Prior service credits	—	—	0.1	
Actuarial losses	(5.2)	(7.4)	(5.9)	
Total pre-tax amount	(5.2)	(8.3)	(7.6)	Other (expense) income, net
Tax benefit	1.3	2.0	1.9	
<b>Net of tax</b>	<u>(3.9)</u>	<u>(6.3)</u>	<u>(5.7)</u>	
Net gains (losses) on cash flow hedging derivatives: <sup>(1)</sup>				
Foreign currency forward contracts	10.9	(1.9)	(0.8)	Cost of sales
Treasury locks	0.1	0.1	0.1	Interest expense, net
Total pre-tax amount	11.0	(1.8)	(0.7)	
Tax (expense) benefit	(2.7)	0.6	0.3	
<b>Net of tax</b>	<u>8.3</u>	<u>(1.2)</u>	<u>(0.4)</u>	
<b>Total reclassifications for the period</b>	<u>\$ 4.4</u>	<u>\$ (7.5)</u>	<u>\$ (6.1)</u>	

<sup>(1)</sup> These accumulated other comprehensive components are included in our derivative and hedging activities. See Note 15, "Derivatives and Hedging Activities," for additional details.

## Note 23 Other (Expense) Income, net

The following table provides details of other (expense) income, net:

<i>(In millions)</i>	Year Ended December 31,		
	2022	2021	2020
Net foreign exchange transaction (loss) gain	\$ (7.2)	\$ (0.7)	\$ 1.7
Bank fee expense	(5.1)	(5.0)	(6.3)
Pension income other than service costs	4.8	4.4	0.9
Impairment (loss)/fair value gain on equity investments, net	(30.6)	6.6	15.1
Impairment of debt investment <sup>(1)</sup>	—	(8.0)	—
Foreign currency exchange loss due to high inflationary economies	(8.8)	(3.6)	(4.7)
Loss on debt redemption and refinancing activities	(11.2)	(18.6)	—
Other income <sup>(2)</sup>	11.7	13.2	11.3
Other (expense)	(6.8)	(5.2)	(5.5)
<b>Other (expense) income, net</b>	<b>\$ (53.2)</b>	<b>\$ (16.9)</b>	<b>\$ 12.5</b>

<sup>(1)</sup> During the year ended December 31, 2021, SEE made investments totaling \$8.0 million, in another company's convertible debt. Based on information available to SEE specific to the investee and our expectations of recoverability at that time, we recorded a credit loss resulting in an \$8.0 million impairment (establishment of allowance) of the convertible debt investment during the fourth quarter of 2021. The total allowance for credit losses related to the remaining available-for-sale debt securities as of December 31, 2022 was zero.

<sup>(2)</sup> During the year ended December 31, 2021, the Supreme Court of Brazil issued a final decision that clarified the methodology companies should use related to a claim for the overpayment of certain indirect taxes paid by Sealed Air subsidiaries in Brazil, resulting from a double taxation calculation. Based on the updated methodology approved by the Brazilian Supreme Court, we recorded \$5.0 million to other income during the year ended December 31, 2021.

## Note 24 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>	Year Ended December 31,		
	2022	2021	2020
<b>Basic Net Earnings Per Common Share:</b>			
Numerator:			
Net earnings	\$ 491.6	\$ 506.8	\$ 502.9
Distributed and allocated undistributed net earnings to unvested restricted stockholders	—	—	(0.2)
<b>Net earnings available to common stockholders</b>	<b>\$ 491.6</b>	<b>\$ 506.8</b>	<b>\$ 502.7</b>
Denominator:			
Weighted average number of common shares outstanding - basic	145.9	150.9	155.2
Basic net earnings per common share:			
<b>Basic net earnings per common share</b>	<b>\$ 3.37</b>	<b>\$ 3.36</b>	<b>\$ 3.24</b>
<b>Diluted Net Earnings Per Common Share:</b>			
Numerator:			
Net earnings available to common stockholders	\$ 491.6	\$ 506.8	\$ 502.7
Denominator:			
Weighted average number of common shares outstanding - basic	145.9	150.9	155.2
Effect of dilutive stock shares and units	1.5	1.5	0.8
<b>Weighted average number of common shares outstanding - diluted under treasury stock</b>	<b>147.4</b>	<b>152.4</b>	<b>156.0</b>
<b>Diluted net earnings per common share</b>	<b>\$ 3.33</b>	<b>\$ 3.32</b>	<b>\$ 3.22</b>

### PSU Awards

We included contingently issuable shares using the treasury stock method for our PSU awards in the diluted weighted average number of common shares outstanding based on the number of contingently issuable shares that would be issued assuming the end of our reporting period was the end of the relevant PSU award contingency period. The calculation of diluted weighted average shares outstanding related to PSUs was 0.8 million in 2022, 0.6 million in 2021, and nominal in 2020.

### SLO Awards

The shares or units associated with the 2022 SLO awards are considered contingently issuable shares and therefore are not included in the basic or diluted weighted average number of common shares outstanding for the year ended December 31, 2022. These shares or units will not be included in the common shares outstanding until the final determination of the amount of annual incentive compensation is made in the first quarter of 2023. Once this determination is made, the shares or units will be included in diluted weighted average number of common shares outstanding if the impact to diluted net earnings per common share is dilutive. The shares or units associated with SLO awards for 2022, 2021 and 2020 were nominal.

## Note 25 Events Subsequent to December 31, 2022

### LB Holdco, Inc. Acquisition

On February 1, 2023, SEE acquired 100% of the outstanding shares of capital stock of Liquibox, a pioneer, innovator and manufacturer of Bag-in-Box sustainable fluids & liquids packaging and dispensing solutions for fresh food, beverage, consumer goods and industrial end-markets. The acquisition will be included in our Food reporting segment. This acquisition accelerates our CRYOVAC® brand Fluids & Liquids business. CRYOVAC® technology, scale and market access provide a significant source of synergies. This acquisition contributes to and fast tracks SEE's transformation to become a world-class, digitally driven company automating sustainable packaging solutions.

Consideration paid was approximately \$1.15 billion in cash, subject to customary adjustments. 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 14, "Debt and Credit Facilities," for additional details. For the year ended December 31, 2022, acquisition related expenses recognized for the Liquibox acquisition were \$7.0 million. These expenses are included within Selling, general and administrative expenses in the Consolidated Statements of Operations. Given the recent timing of the closing of this acquisition, we are in the process of identifying and measuring the value of the assets acquired and liabilities assumed. We plan to disclose the preliminary purchase price allocation estimates and other related information in our Form 10-Q for the quarterly period ending March 31, 2023.

## **Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

### **Item 9A. 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, 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 December 31, 2022 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

#### **Management's Annual Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Management evaluated, with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness, as of December 31, 2022, of our internal control over financial reporting. The suitable recognized control framework on which management's evaluation of our internal control over financial reporting is based is the Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based upon that evaluation under the COSO framework, our management concluded that our internal control over financial reporting as of December 31, 2022 was effective.

Our internal control over financial reporting as of December 31, 2022 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, which also audited our Consolidated Financial Statements for the year ended December 31, 2022, as stated in their report included in this Annual Report on Form 10-K, which expresses an unqualified opinion on the effectiveness of our internal control over financial reporting as of December 31, 2022.

### **Item 9B. Other Information**

None.

### **Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections**

Not applicable.

## **PART III**

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### **Item 10. Directors, Executive Officers and Corporate Governance**

Part of the information required in response to this Item is set forth in Part I of this Annual Report on Form 10-K under the caption “Information about our Executive Officers,” and the balance will be included in our Proxy Statement for our 2023 Annual Meeting of Stockholders under the captions “Corporate Governance,” “Election of Directors — Information Concerning Nominees” and “Election of Directors - Nominees for Election as Directors”, except as set forth below. All such information is incorporated herein by reference.

We have adopted a Code of Conduct applicable to all of our directors, officers and employees and those of our subsidiaries and a supplemental Code of Ethics for Senior Financial Executives applicable to our Chief Executive Officer, Chief Financial Officer, Controller, Treasurer, and all other employees performing similar functions for us. The Code of Conduct and the Code of Ethics for Senior Financial Executives are posted on our website at [www.sealedair.com](http://www.sealedair.com). We will post any amendments to the Code of Conduct and the Code of Ethics for Senior Financial Executives on our website. We will also post on our website any waivers applicable to any of our directors or officers, including the senior financial officers listed above, from provisions of the Code of Conduct or the Code of Ethics for Senior Financial Executives.

### **Item 11. Executive Compensation**

The information required in response to this Item will be set forth in our Proxy Statement for our 2023 Annual Meeting of Stockholders under the captions “Director Compensation,” “Executive Compensation,” and “Corporate Governance - Compensation Committee Interlocks and Insider Participation.” Such information is incorporated herein by reference.

### **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information required in response to this Item will be set forth in our Proxy Statement for our 2023 Annual Meeting of Stockholders under the captions “Beneficial Ownership Table” and “Equity Compensation Plan Information.” Such information is incorporated herein by reference.

### **Item 13. Certain Relationships and Related Transactions, and Director Independence**

The information required in response to this Item will be set forth in our Proxy Statement for our 2023 Annual Meeting of Stockholders under the captions “Corporate Governance - Board of Directors Overview - Independence of Directors” and “Certain Relationships and Related Person Transactions.” Such information is incorporated herein by reference.

### **Item 14. Principal Accountant Fees and Services**

The information required in response to this Item will be included in our Proxy Statement for our 2023 Annual Meeting of Stockholders under the captions “Principal Independent Auditor Fees” and “Audit Committee Pre-Approval Policies and Procedures.” Such information is incorporated herein by reference.

### **Item 15. Exhibits and Financial Statement Schedules**

**(a) Documents filed as a part of this Annual Report on Form 10-K:**

(1) Financial Statements

See Index to Consolidated Financial Statements and Schedule of this Annual Report on Form 10-K in Part II Item 8.

(2) Financial Statement Schedule

See Schedule II — Valuation and Qualifying Accounts and Reserves — Years Ended December 31, 2022, 2021 and 2020 of this Annual Report on Form 10-K. The other schedules are omitted as they are not applicable or the amounts involved are not material.

(3) Exhibits

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
2.1	<a href="#"><u>Distribution Agreement dated as of March 30, 1998 among the Company, W. R. Grace &amp; Co. — Conn., and W. R. Grace &amp; Co. (Exhibit 2.2 to the Company's Current Report on Form 8-K, Date of Report March 31, 1998, File No. 1-12139, is incorporated herein by reference.)</u></a>
2.2	<a href="#"><u>Purchase Agreement, dated as of March 25, 2017, by and between the Company and Diamond (BC) B.V. (Exhibit 2.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017, File No. 1-12139, in incorporated herein by reference.)</u></a>
2.3	<a href="#"><u>Purchase Agreement, dated October 31, 2022, by and among LB Super Holdco LLC, LB Holdco, Inc., Cryovac International Holdings, Inc., solely for the purposes of certain provisions therein, LB Jersey Holdco Limited, and, solely for the purposes of guaranteeing certain obligations of Buyer, Sealed Air Corporation. (Exhibit 2.1 to the Company's Current Report on Form 8-K, Date of Report October 31, 2022, File No. 1-12139, is incorporated herein by reference.)</u></a>
3.1	<a href="#"><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></a>
3.2	<a href="#"><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 February 12, 2020, File No. 1-12139, is incorporated herein by reference.)</u></a>
4.1	<a href="#"><u>Indenture, dated as of March 21, 2013, by and among Sealed Air Corporation, Guarantors party thereto and U.S. Bank National Association. (Exhibit 4.1 to the Company's Current Report on Form 8-K, Date of Report March 21, 2013, File No. 1-12139, is incorporated herein by reference.)</u></a>
4.2	<a href="#"><u>Form of 5.25% Senior Note due 2023. (Exhibit 4.1 to the Company's Current Report on Form 8-K, Date of Report March 21, 2013, File No. 1-12139, is incorporated herein by reference.)</u></a>
4.3	<a href="#"><u>Indenture, dated as of November 24, 2014, by and among Sealed Air Corporation, Guarantors party thereto and Branch Banking and Trust Company. (Exhibit 4.1 to the Company's Current Report on Form 8-K, Date of Report November 24, 2014, File No. 1-12139, is incorporated herein by reference.)</u></a>
4.4	<a href="#"><u>Form of 5.125% Senior Note due 2024 (Exhibit 4.3 to the Company's Current Report on Form 8-K, Date of Report November 24, 2014, File No. 1-12139, is incorporated herein by reference.)</u></a>
4.5	<a href="#"><u>Indenture, dated as of June 16, 2015, by and among Sealed Air Corporation, the Guarantors party thereto, U.S. Bank National Association, Elavon Financial Services Limited and Elavon Financial Services Limited, UK Branch. (Exhibit 4.1 to the Company's Current Report on Form 8-K, Date of Report June 11, 2015, File No. 1-12139, is incorporated herein by reference.)</u></a>
4.6	<a href="#"><u>Form of 5.500% Senior Note due 2025. (Exhibit 4.2 to the Company's Current Report on Form 8-K, Date of Report June 11, 2015, File No. 1-12139, is incorporated herein by reference.)</u></a>
4.7	<a href="#"><u>Form of 4.500% Senior Note due 2023. (Exhibit 4.3 to the Company's Current Report on Form 8-K, Date of Report June 11, 2015, File No. 1-12139, is incorporated herein by reference.)</u></a>
4.8	<a href="#"><u>Indenture, dated as of July 1, 2003, by and among Sealed Air Corporation and SunTrust Bank. (Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2003, File No. 1-12139, is incorporated herein by reference.)</u></a>
4.9	<a href="#"><u>Form of 6.875% Senior Note due 2033. (Sections 204 and 205 to the Company's Indenture, dated as of July 1, 2003, Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2003, File No. 1-12139, is incorporated herein by reference.)</u></a>
4.10	<a href="#"><u>Indenture, dated as of November 26, 2019, by and among Sealed Air Corporation, Guarantors party thereto, and U.S. Bank National Association. (Exhibit 4.1 to the Company's Current Report on Form 8-K, Date of Report November 21, 2019, File No. 1-12139, is incorporated herein by reference.)</u></a>
4.11	<a href="#"><u>Form of 4.000% Senior Note due 2027. (Exhibit 4.2 to the Company's Current Report on Form 8-K, Date of Report November 21, 2019, File No. 1-12139, is incorporated herein by reference.)</u></a>
4.12	<a href="#"><u>Indenture, dated as of September 29, 2021, by and among Sealed Air Corporation, Guarantors party thereto and U.S. Bank National Association. (Exhibit 4.1 to the Company's Current Report on Form 8-K, Date of Report September 28, 2021, File No. 1-12139, is incorporated herein by reference.)</u></a>

<b>Exhibit Number</b>	<b>Description</b>
4.13	<a href="#"><u>Form of 1.573% Senior Secured Notes due 2026. (Exhibit 4.2 to the Company's Current Report on Form 8-K, Date of Report September 28, 2021, File No. 1-12139, is incorporated herein by reference.)</u></a>
4.14	<a href="#"><u>Indenture, dated as of April 19, 2022, by and among Sealed Air Corporation, Guarantors party thereto and U.S. Bank Trust Company, National Association. (Exhibit 4.1 to the Company's Current Report on Form 8-K, Date of Report April 18, 2022, File No. 1-12139, is incorporated herein by reference.)</u></a>
4.15	<a href="#"><u>Form of 5.000% Senior Note due 2029. (Exhibit 4.2 to the Company's Current Report on Form 8-K, Date of Report April 18, 2022, File No. 1-12139, is incorporated herein by reference.)</u></a>
4.16	<a href="#"><u>Indenture, dated as of January 31, 2023, by and among Sealed Air Corporation, Sealed Air Corporation (US), Guarantors party thereto and U.S. Bank Trust Company, National Association. (Exhibit 4.1 to the Company's Current Report on Form 8-K, Date of Report January 27, 2023, File No. 1-12139, is incorporated herein by reference.)</u></a>
4.17	<a href="#"><u>Form of 6.125% Senior Note due 2028. (Exhibit 4.2 to the Company's Current Report on Form 8-K, Date of Report January 27, 2023, File No. 1-12139, is incorporated herein by reference.)</u></a>
4.18	<a href="#"><u>Description of Securities. (Exhibit 4.15 to the Company's Annual Report on Form 10-K for the year ended December 31, 2019, File No. 1-12139, is incorporated herein by reference.)</u></a>
10.1	<a href="#"><u>Tax Sharing Agreement dated as of March 30, 1998 by and among the Company, W. R. Grace &amp; Co. — Conn. and W. R. Grace &amp; Co. (Exhibit 10.2 to the Company's Current Report on Form 8-K, Date of Report March 31, 1998, File No. 1-12139, is incorporated herein by reference.)</u></a>
10.2	<a href="#"><u>Agreement in Principle, dated November 27, 2002, by and among the Official Committee of Asbestos Personal Injury Claimants, the Official Committee of Asbestos Property Damage Claimants, the Company, and the Company's subsidiary, Cryovac, Inc. (Exhibit 10.22 to the Company's Annual Report on Form 10-K for the year ended December 31, 2002, File No. 1-12139, is incorporated herein by reference.)</u></a>
10.3	<a href="#"><u>Settlement Agreement and Release, dated November 10, 2003, by and among the Official Committee of Asbestos Personal Injury Claimants, the Official Committee of Asbestos Property Damage Claimants, the Company, and the Company's subsidiary, Cryovac, Inc. (Exhibit 10.1 to the Company's Amendment No. 3 to its Registration Statement on Form S-3, Registration No. 333-108544, is incorporated herein by reference.)</u></a>
10.4	<a href="#"><u>Sealed Air Corporation 2002 Stock Plan for Non-Employee Directors, as amended April 13, 2010. (Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2010, File No. 1-12139, is incorporated herein by reference.)*</u></a>
10.5	<a href="#"><u>Sealed Air Corporation Deferred Compensation Plan for Directors. (Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2010, File No. 1-12139, is incorporated herein by reference.)*</u></a>
10.6	<a href="#"><u>Amendment to the Sealed Air Corporation Deferred Compensation Plan for Directors. (Exhibit 10.7 to the Company's Annual Report on Form 10-K for the year ended December 31, 2014, File No. 1-12139, is incorporated herein by reference.)*</u></a>
10.7	<a href="#"><u>Sealed Air Corporation Executive Severance Plan, as amended and restated effective February 13, 2018. (Exhibit 10.1 to the Company's Current Report on Form 8-K, Date of Report February 13, 2018, File No. 1-12139, is incorporated herein by reference.)*</u></a>
10.8	<a href="#"><u>Fees to be paid to the Company's Non-Employee Directors — 2023*</u></a>
10.9	<a href="#"><u>Fees to be paid to the Company's Non-Employee Directors - 2022. (Exhibit 10.8 to the Company's Annual Report on Form 10-K for the year ended December 31, 2021, File No. 1-12139, is incorporated herein by reference.)*</u></a>
10.10	<a href="#"><u>Sealed Air Corporation Annual Incentive Plan, as amended and restated on October 4, 2017 (Exhibit 10.15 to the Company's Annual Report on Form 10-K for the year ended December 31, 2017, File No. 1-12139, is incorporated herein by reference.)*</u></a>
10.11	<a href="#"><u>Sealed Air Corporation Deferred Compensation Plan for Key Employees (Exhibit 10.1 to the Company's Current Report on Form 8-K, Date of Report June 25, 2013, file No. 1-12139, is incorporated herein by reference.)*</u></a>
10.12	<a href="#"><u>Sealed Air Corporation Policy on Recoupment of Incentive Compensation from Executives in the Event of Certain Restatements, as amended February 18, 2010. (Exhibit 10.2 to the Company's Current Report on Form 8-K, Date of Report February 18, 2010, File No. 1-12139, is incorporated herein by reference.)*</u></a>

<b>Exhibit Number</b>	<b>Description</b>
10.13	<a href="#"><u>Offer Letter Agreement, dated September 5, 2017, between Edward L. Doheny II and the Company. (Exhibit 10.1 to the Company's Current Report on Form 8-K, Date of Report September 2, 2017, File No. 1-12139, is incorporated herein by reference.)*</u></a>
10.14	<a href="#"><u>Letter Agreement, dated December 10, 2020, between Edward L. Doheny II and the Company. (Exhibit 10.1 to the Company's Current Report on Form 8-K, Date of Report December 10, 2020, File No. 1-12139, is incorporated herein by reference.)*</u></a>
10.15	<a href="#"><u>Letter Agreement, dated August 30, 2022, between Edward L. Doheny II and Sealed Air Corporation. (Exhibit 10.1 to the Company's Current Report on Form 8-K, Date of Report August 30, 2022, File No. 1-12139, is incorporated herein by reference.)*</u></a>
10.16	<a href="#"><u>2014 Omnibus Incentive Plan (Exhibit 10.1 to the Company's Current Report on Form 8-K, Date of Report May 22, 2014, File No. 1-12139, is incorporated herein by reference.)*</u></a>
10.17	<a href="#"><u>2014 Omnibus Incentive Plan (as amended and restated effective May 17, 2018). (Exhibit 10.1 to the Company's Current Report on Form 8-K, Date of Report May 17, 2018, File No. 1-12139, is incorporated herein by reference.)*</u></a>
10.18	<a href="#"><u>2014 Omnibus Incentive Plan (as amended and restated effective May 18, 2021). (Exhibit 10.1 to the Company's Current Report on Form 8-K, Date of Report May 18, 2021, File No. 1-12139, is incorporated herein by reference.)*</u></a>
10.19	<a href="#"><u>Third Amended and Restated Syndicated Facility Agreement, dated as of July 12, 2018, by and among Sealed Air Corporation and certain of its subsidiaries party thereto, Bank of America, N.A., as agent, and the other financial institutions party thereto, and Amendment No. 1 thereto (Exhibit 10.1 to the Company's Current Report on Form 8-K, Date of Report July 12, 2018, File No. 1-12139, is incorporated herein by reference.)</u></a>
10.20	<a href="#"><u>Amendment No. 2 to Third Amended and Restated Syndicated Facility Agreement and Incremental Assumption Agreement, dated as of August 1, 2019, by and among Sealed Air Corporation, on behalf of itself and certain of its subsidiaries, and Sealed Air Corporation (US), Bank of America, N.A., as agent and the other financial institutions party thereto. (Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2019, File No. 1-12139, is incorporated herein by reference.)</u></a>
10.21	<a href="#"><u>Amendment to Third Amended and Restated Syndicated Facility Agreement and Pledge and Security Agreement, dated as of September 9, 2021, by and among Sealed Air Corporation, Bank of America, N.A. and the undersigned Lenders (Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2021, File No. 1-12139, is incorporated herein by reference.)</u></a>
10.22	<a href="#"><u>Amendment No. 4 to Third Amended and Restated Syndicated Facility Agreement, dated as of November 5, 2021, by and among Sealed Air Corporation, on behalf of itself and certain of subsidiaries, and Sealed Air Corporation (US), Bank of America, N.A., as agent and the other financial institutions party thereto. (Exhibit 10.21 to the Company's Annual Report on Form 10-K for the year ended December 31, 2021, File No. 1-12139, is incorporated herein by reference.)</u></a>
10.23	<a href="#"><u>Fourth Amended and Restated Syndicated Facility Agreement, dated as of March 25, 2022, by and among Sealed Air Corporation and certain of its subsidiaries party thereto, Bank of America, N.A., as agent, and the other financial institutions party thereto. (Exhibit 10.1 to the Company's Current Report on Form 8-K, Date of Report March 25, 2022, File No. 1-12139, is incorporated herein by reference.)</u></a>
10.24	<a href="#"><u>Amendment No. 1 to Fourth Amended and Restated Syndicated Facility Agreement and Incremental Assumption Agreement, dated December 8, 2022, by and among Sealed Air Corporation and certain of its subsidiaries party thereto, Bank of America, N.A., as agent, and the other financial institutions party thereto. (Exhibit 10.1 to the Company's Current Report on Form 8-K, Date of Report December 8, 2022, File No. 1-12139, is incorporated herein by reference.)</u></a>
10.25	<a href="#"><u>Equity Purchase Agreement, dated as of April 30, 2019, by and between the Company, Automated Packaging Systems, Inc. and the Seller Parties named therein. (Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2019, File No. 1-12139, is incorporated herein by reference.)</u></a>
10.26	<a href="#"><u>Offer Letter Agreement, dated June 20, 2019, between James M. Sullivan and Sealed Air Corporation. (Exhibit 10.1 to the Company's Current Report on Form 8-K, Date of Report June 19, 2019, File No. 1-12139, is incorporated herein by reference.)*</u></a>
10.27	<a href="#"><u>Extension Letter, dated November 23, 2020, between James M. Sullivan and the Company. (Exhibit 10.1 to the Company's Current Report on Form 8-K, Date of Report November 23, 2020, File No. 1-12139, is incorporated herein by reference.)*</u></a>

<b>Exhibit Number</b>	<b>Description</b>
10.28	<a href="#">Offer Letter, dated November 23, 2020, between Christopher J. Stephens, Jr. and the Company (Exhibit 10.2 to the Company's Current Report on Form 8-K, Date of Report November 23, 2020, File No. 1-12139, is incorporated herein by reference.)*</a>
10.29	<a href="#">Form of Notice of Grant of Restricted Stock Unit Award (Time-Vesting) under the Sealed Air Corporation 2014 Omnibus Incentive Plan, approved February 13, 2018 (Exhibit 10.40 to the Company's Annual Report on Form 10-K for the year ended December 31, 2017, File No. 1-12139, is incorporated herein by reference.)*</a>
10.30	<a href="#">Form of Notice of Grant of Restricted Stock Unit Award (Time-Vesting) under the Sealed Air Corporation 2014 Omnibus Incentive Plan, approved February 16, 2015. (Exhibit 10.44 to the Company's Annual Report on Form 10-K for the year ended December 31, 2014, File No. 1-12139, is incorporated herein by reference.)*</a>
10.31	<a href="#">Form of Notice of Grant of Restricted Stock Unit Award (Performance-Vesting) under the Sealed Air Corporation 2014 Omnibus Incentive Plan, approved February 13, 2018 (Exhibit 10.42 to the Company's Annual Report on Form 10-K for the year ended December 31, 2017, File No. 1-12139, is incorporated herein by reference.)*</a>
10.32	<a href="#">Form of Notice of Grant of Restricted Stock Unit Award (Performance-Vesting) under the Sealed Air Corporation 2014 Omnibus Incentive Plan, approved February 16, 2015. (Exhibit 10.45 to the Company's Annual Report on Form 10-K for the year ended December 31, 2014, File No. 1-12139, is incorporated herein by reference.)*</a>
10.33	<a href="#">Form of Notice of Grant of Restricted Stock Unit Award (Stock Leverage Opportunity) under the Sealed Air Corporation 2014 Omnibus Incentive Plan, approved February 13, 2018 (Exhibit 10.44 to the Company's Annual Report on Form 10-K for the year ended December 31, 2017, File No. 1-12139, is incorporated herein by reference.)*</a>
10.34	<a href="#">Form of Notice of Grant of Restricted Stock Unit Award (Stock Leverage Opportunity) under the Sealed Air Corporation 2014 Omnibus Incentive Plan, approved February 16, 2015. (Exhibit 10.46 to the Company's Annual Report on Form 10-K for the year ended December 31, 2014, File No. 1-12139, is incorporated herein by reference.)*</a>
10.35	<a href="#">Form of Notice of Grant of Restricted Stock Award (Time-Vesting) under the Sealed Air Corporation 2014 Omnibus Incentive Plan, approved February 13, 2018 (Exhibit 10.46 to the Company's Annual Report on Form 10-K for the year ended December 31, 2017, File No. 1-12139, is incorporated herein by reference.)*</a>
10.36	<a href="#">Form of Notice of Grant of Restricted Stock Award (Time-Vesting) under the Sealed Air Corporation 2014 Omnibus Incentive Plan, approved February 16, 2015. (Exhibit 10.47 to the Company's Annual Report on Form 10-K for the year ended December 31, 2014, File No. 1-12139, is incorporated herein by reference.)*</a>
21	<a href="#">Subsidiaries of the Company.</a>
23.1	<a href="#">Consent of PricewaterhouseCoopers LLP.</a>
31.1	<a href="#">Certification of Edward L. Doheny II, President and Chief Executive Officer of the Company, pursuant to Rule 13a-14(a), dated February 21, 2023.</a>
31.2	<a href="#">Certification of Christopher J. Stephens, Jr., Senior Vice President and Chief Financial Officer of the Company, pursuant to Rule 13a-14(a), dated February 21, 2023.</a>
32	<a href="#">Certification of Edward L. Doheny II, President and Chief Executive Officer of the Company, and Christopher J. Stephens, Jr., Senior Vice President and Chief Financial Officer of the Company, pursuant to 18 U.S.C. § 1350, dated February 21, 2023.</a>
101.INS	Inline XBRL Instance Document - the Instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL 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).



\* Compensatory plan or arrangement of management required to be filed as an exhibit to this report on Form 10-K.

In accordance with Rule 406T of Regulation S-T, the XBRL related information in Exhibit 101 shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be deemed to be “filed” or part of any registration statement or other document filed for purposes of Sections 11 or 12 of the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

In lieu of filing certain instruments with respect to long-term debt of the kind described in Item 601(b)(4)(iii) of Regulation S-K, the Company agrees to furnish a copy of such instruments to the SEC upon request.

## SEALED AIR CORPORATION AND SUBSIDIARIES

## SCHEDULE II

## Valuation and Qualifying Accounts and Reserves

Years Ended December 31, 2022, 2021 and 2020

Description	Balance at Beginning of Year	Charged to Costs and Expenses	Deductions		Foreign Currency Translation and Other	Balance at End of Year
<i>(In millions)</i>						
<b>Year Ended December 31, 2022</b>						
Allowance for credit losses on trade receivables	\$ 11.1	\$ 6.2	\$ (5.6)	(1)	\$ (0.2)	\$ 11.5
Inventory obsolescence reserve	\$ 24.1	\$ 19.8	\$ (14.6)	(2)	\$ (0.4)	\$ 28.9
Valuation allowance on deferred tax assets	\$ 189.6	\$ 2.0	\$ (1.9)	(3)	\$ (10.2)	\$ 179.5
Allowance for credit loss on debt investment	\$ 8.0	\$ —	\$ (8.0)	(4)	\$ —	\$ —
<b>Year Ended December 31, 2021</b>						
Allowance for credit losses on trade receivables	\$ 11.7	\$ 2.1	\$ (2.5)	(1)	\$ (0.2)	\$ 11.1
Inventory obsolescence reserve	\$ 21.1	\$ 9.5	\$ (5.8)	(2)	\$ (0.7)	\$ 24.1
Valuation allowance on deferred tax assets	\$ 207.1	\$ 3.7	\$ (6.2)	(3)	\$ (15.0)	\$ 189.6
Allowance for credit loss on debt investment	\$ —	\$ 8.0	\$ —		\$ —	\$ 8.0
<b>Year Ended December 31, 2020</b>						
Allowance for credit losses on trade receivables	\$ 8.2	\$ 3.7	\$ (0.2)	(1)	\$ —	\$ 11.7
Inventory obsolescence reserve	\$ 19.6	\$ 9.0	\$ (7.8)	(2)	\$ 0.3	\$ 21.1
Valuation allowance on deferred tax assets	\$ 197.6	\$ (1.4)	\$ (6.5)	(3)	\$ 17.4	\$ 207.1
Allowance for credit loss on debt investment	\$ —	\$ —	\$ —		\$ —	\$ —

(1) Primarily accounts receivable balances written off, net of recoveries.

(2) Primarily items removed from inventory.

(3) Primarily includes valuation allowances released as a result of the cessation of operations in certain jurisdictions and write off of related deferred tax asset balances.

(4) Primarily due to exchange of debt investment for preferred securities of the same investee during the year.

## **Item 16. Form 10-K Summary**

Not applicable.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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  
(Registrant)

By:           /S/ EDWARD L. DOHENY II            
Edward L. Doheny II  
*President and Chief Executive Officer*

Date: February 21, 2023

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

	Signature	Title	Date
By:	/S/ EDWARD L. DOHENY II Edward L. Doheny II	President, Chief Executive Officer and Director (Principal Executive Officer)	February 21, 2023
By:	/S/ CHRISTOPHER J. STEPHENS, JR. Christopher J. Stephens, Jr.	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	February 21, 2023
By:	/S/ MICHAEL A. LEON Michael A. Leon	Chief Accounting Officer and Controller (Principal Accounting Officer)	February 21, 2023
By:	/S/ ELIZABETH M. ADEFIOYE Elizabeth M. Adefioye	Director	February 21, 2023
By:	/S/ ZUBAID AHMAD Zubaid Ahmad	Director	February 21, 2023
By:	/S/ KEVIN BERRYMAN Kevin Berryman	Director	February 21, 2023
By:	/S/ FRANÇOISE COLPRON Françoise Colpron	Director	February 21, 2023
By:	/S/ HENRY R. KEIZER Henry R. Keizer	Director	February 21, 2023
By:	/S/ HARRY A. LAWTON III Harry A. Lawton III	Director	February 21, 2023
By:	/S/ SUZANNE B. ROWLAND Suzanne B. Rowland	Director	February 21, 2023
By:	/S/ JERRY R. WHITAKER Jerry R. Whitaker	Director	February 21, 2023

**Fees to be Paid to the Non-Employee Directors**

of

**Sealed Air Corporation (the “Corporation”)****2023**

Members of the Board of Directors who are not officers or employees of the Corporation or any subsidiary of the Corporation (“non-employee directors”) shall be paid the following directors’ fees in cash, payable quarterly in arrears on or about the first day of the succeeding calendar quarter, which fees shall be in addition to retainers payable to non-employee directors under the 2014 Omnibus Incentive Plan:

(i) for each non-employee director who is designated as chair of the Audit Committee, a fee of Six Thousand Two Hundred Fifty Dollars (\$6,250) per calendar quarter for serving as chair, and for each other member of the Audit Committee, a fee of Three Thousand Three Hundred Seventy Five Dollars (\$3,375) per calendar quarter for serving as a member;

(ii) for each non-employee director who is designated as chair of the Nominating and Corporate Governance Committee, a fee of Three Thousand Seven Hundred Fifty Dollars (\$3,750) per calendar quarter for serving as chair, and for each other member of the Nominating and Corporate Governance Committee, a fee of Two Thousand One Hundred Twenty Five Dollars (\$2,125) per calendar quarter for serving as a member;

(iii) for each non-employee director who is designated as chair of the Organization and Compensation Committee, a fee of Five Thousand Dollars (\$5,000) per calendar quarter for serving as chair, and for each other member of the Organization and Compensation Committee, a fee of Two Thousand Five Hundred Dollars (\$2,500) per calendar quarter for serving as a member;

(iv) a fee of Two Thousand Dollars (\$2,000) per day for special assignments undertaken by a non-employee director at the request of the Board or any committee of the Board or for attending a director education program; and

(v) meeting fees as approved by the Board of Directors for non-employee directors who serve on any special committee or for attendance at special meetings of the Board of Directors or a committee of the Board of Directors in the event of a major transaction, etc.

The amount of the Annual Retainer (as defined in the 2014 Omnibus Incentive Plan) to be paid to the non-employee directors of the Corporation who are elected at the 2023 Annual Meeting of Stockholders (other than the independent Chairman) is \$160,000 payable in shares of Common Stock plus \$110,000 payable in cash unless the non-employee director elects payment of the cash portion in shares of Common Stock.

The amount of the Annual Retainer to be paid to the independent Chairman of the Board is \$260,000 payable in shares of Common Stock plus \$179,000 payable in cash unless the Chairman elects payment of the cash portion in shares of Common Stock.

Under the Sealed Air Corporation Deferred Compensation Plan for Directors, a non-employee director may elect to defer all or part of his or her Annual Retainer until the director retires from the Board. None of the other fees mentioned above are eligible to be deferred.

## SUBSIDIARIES OF THE COMPANY

AFP Trading (Shanghai) Co. Ltd.	China
AFPTOH, LTD	Texas
Air Ride Pallets Hong Kong Limited	Hong Kong
Austin Foam Plastics, Inc. (dba AFP, Inc.)	Texas
B+ Equipment SAS	France
Beacon Holdings, LLC	Delaware
Cactus (Shanghai) Trading Co., Ltd.	China
Cryovac (Malaysia) SDN. BHD	Malaysia
Cryovac Brasil Ltda.	Brazil
Cryovac Holdings II, LLC	Delaware
Cryovac International Holdings Inc.	Delaware
Cryovac Londrina Ltda.	Brazil
Cryovac, LLC*	Delaware
Cryovac-Sealed Air de Costa Rica S.R.L.	Costa Rica
Diversey J Trustee Limited	United Kingdom
Diversey Trustee Limited	United Kingdom
Entapack Pty. Ltd.	Australia
Fagerdala (Chengdu) Packaging Co., Ltd	China
Fagerdala (Shanghai) Foams Co. Ltd.	China
Fagerdala (Shanghai) Polymer Co. Ltd.	China
Fagerdala (Suzhou) Packaging Co. Ltd.	China
Fagerdala (Thailand) Limited	Thailand
Fagerdala (Xiamen) Packaging Co. Ltd.	China
Fagerdala Leamchabung Limited	Thailand
Fagerdala Malaysia Sdn Bhd	Malaysia
Fagerdala Mexico S.A. De C.V.	Mexico
Fagerdala Mexico Supply Chain S.A. De C.V.	Mexico
Fagerdala Singapore Pte Ltd	Singapore
Foxpak Flexibles Ltd.	Ireland
Getpacking.com, GmbH	Switzerland
Invertol S. de R.L. de C.V.	Mexico
JSC Sealed Air Kaustik	Russia
Kevothermal Limited	United Kingdom
Kevothermal LLC	Delaware
KRIS Automated Packaging Systems Holding Company	Mauritius
LB Holdeco, Inc.	Delaware
LB Parent, Inc.	Delaware
Liqui-Box Holdings, Inc.	Delaware
Liqui-Box, Inc.	Delaware
Liqui-Box US Inc.	Delaware
Liqui-Box Corporation	Ohio
Liqui-Box US-UK LLC	Delaware
Liqui-Box, L.P.	Delaware
Liqui-Box Packaging Private Limited	India
Liqui-Box B.V.	Netherlands

Liqui-Box (PTY) Ltd.  
Liqui-Box Spain S.L.U.  
Liqui-Box UK Limited  
LB Europe Limited  
0927016 B.C. Unlimited Liability Company  
0927021 B.C. Unlimited Liability Company  
0927165 B.C. ULC  
Liqui-Box Canada Partnership  
Liqui-Box Canada ULC  
Liqui-Box Mexico S.A. de C.V.  
LB Productos S.A. de C.V.  
LB Slovakia Holdco Limited  
LB Slovakia Plastics s.r.o.  
Liqui-Box Germany GmbH  
Liqui-Box Bulgaria EAD  
Liqui-Box Asia Pacific Limited  
Liqui-Box (Thailand) Limited  
Liqui-Box Packaging Products (Taizhou) Co. Ltd.  
Pack-Tiger GmbH  
Producembal- Producao de Embalagens, LTDA  
Saddle Brook Insurance Company  
Sealed Air (Barbados) S.R.L.  
Sealed Air (Canada) Co./CIE  
Sealed Air (Canada) Holdings B.V.  
Sealed Air (China) Limited  
Sealed Air (China) Co. Ltd.  
Sealed Air (Korea) Limited  
Sealed Air (Latin America) Holdings II, LLC  
Sealed Air (Malaysia) SDN. BHD.  
Sealed Air (New Zealand)  
Sealed Air (Philippines) Inc.  
Sealed Air (Singapore) Pte. Limited  
Sealed Air (Ukraine) Limited  
Sealed Air Africa (Pty.) Limited  
Sealed Air Americas Manufacturing S. de R.L. de C.V.  
Sealed Air Argentina S.A.  
Sealed Air Australia (Holdings) Pty. Limited  
Sealed Air Australia Pty. Limited  
Sealed Air Australia Real Estate Pty Ltd  
Sealed Air B.V.  
Sealed Air Belgium N.V.  
Sealed Air Central America, S.A.  
Sealed Air Chile SpA  
Sealed Air Colombia Ltda.  
Sealed Air Corporation (US)  
Sealed Air Cyprus Ltd.  
Sealed Air de Mexico Operations, S. de RL. de C.V.  
Sealed Air de Venezuela, S.A.  
Sealed Air Denmark A/S

South Africa  
Spain  
United Kingdom  
United Kingdom  
Canada  
Canada  
Canada  
Canada  
Canada  
Mexico  
Mexico  
Slovakia  
Slovakia  
Germany  
Bulgaria  
New Zealand  
Thailand  
China  
Switzerland  
Portugal  
Vermont  
Barbados  
Canada  
Netherlands  
Delaware  
China  
Korea  
Delaware  
Malaysia  
New Zealand  
Philippines  
Singapore  
Ukraine  
South Africa  
Mexico  
Argentina  
Australia  
Australia  
Australia  
Netherlands  
Belgium  
Guatemala  
Chile  
Colombia  
Delaware  
Cyprus  
Mexico  
Venezuela  
Denmark

Sealed Air Finance Luxembourg S.a.r.l.	Luxembourg
Sealed Air Funding LLC	Delaware
Sealed Air General Trading LLC	United Arab Emirates
Sealed Air GmbH	Germany
Sealed Air GmbH	Switzerland
Sealed Air Hellas SA	Greece
Sealed Air Holding France SAS	France
Sealed Air Holdings (New Zealand) Pty. Ltd.	New Zealand
Sealed Air Holdings South Africa Proprietary Limited	South Africa
Sealed Air Holdings UK Limited	United Kingdom
Sealed Air Holdings UK I Limited	United Kingdom
Sealed Air Hong Kong Limited	Hong Kong
Sealed Air Hungary Ltd.	Hungary
Sealed Air Investment and Management (Shanghai) Co., Ltd.	China
Sealed Air Japan G.K.	Japan
Sealed Air Limited	Ireland
Sealed Air Limited	United Kingdom
Sealed Air LLC	Delaware
Sealed Air Luxembourg S.a.r.l.	Luxembourg
Sealed Air Netherlands (Holdings) II B.V.	Germany
Sealed Air Norge AS	Norway
Sealed Air OY	Finland
Sealed Air Packaging (Shanghai) Co., Limited	China
Sealed Air Packaging (Thailand) Co., Ltd.	Thailand
Sealed Air Packaging Materials (India) LLP	India
Sealed Air Packaging S.L.U.	Spain
Sealed Air Peru S.A.C.	Peru
Sealed Air Polska Sp. Zoo	Poland
Sealed Air Pty Ltd. (formerly Blue Dot Packaging Pty Ltd)	Australia
Sealed Air S.r.l.	Italy
Sealed Air s.r.o.	Czech Republic
Sealed Air S.A S.	France
Sealed Air South Africa (Pty.) Ltd.	South Africa
Sealed Air Svenska AB	Sweden
Sealed Air Taiwan Limited	Taiwan
Sealed Air UK Limited Partnership	United Kingdom
Sealed Air Uruguay S.A.	Uruguay
Sealed Air US Holdings (Thailand), LLC	Delaware
Sealed Air Verpackungen GmbH	Germany
Sealed Air Vietnam Company Limited	Vietnam
Shanklin Corporation	Delaware
TXAFP Asia Pacific, Ltd.	Texas
TXAFP GP LLC	Texas

\* Cryovac, LLC does business in certain states under the name “Sealed Air Shrink Packaging Division.”



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (No. 333-258486, 333-252040, 333-226619, 333-223460, 333-196508, 333-176267, and 333-89090) of Sealed Air Corporation of our report dated February 21, 2023 relating to the financial statements, financial statement schedules and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP  
Charlotte, North Carolina  
February 21, 2023

CERTIFICATIONS

I, Edward L. Doheny II, certify that:

1. I have reviewed this Annual Report on Form 10-K 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/ EDWARD L. DOHENY II

Edward L. Doheny II

*President and Chief Executive Officer*

Date: February 21, 2023

CERTIFICATIONS

I, Christopher J. Stephens, Jr., certify that:

1. I have reviewed this Annual Report on Form 10-K 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/ CHRISTOPHER J. STEPHENS, JR.

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Christopher J. Stephens, Jr.  
*Senior Vice President and Chief Financial Officer*

Date: February 21, 2023

**Certification of CEO and CFO 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 Annual Report on Form 10-K of Sealed Air Corporation (the "Company") for the fiscal year ended December 31, 2022 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Edward L. Doheny II, as President and Chief Executive Officer of the Company, and Christopher J. Stephens, Jr., as Senior Vice 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/her 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/ EDWARD L. DOHENY II

\_\_\_\_\_  
Name: Edward L. Doheny II

Title: *President and Chief Executive Officer*

Date: February 21, 2023

By:

/s/ CHRISTOPHER J. STEPHENS, JR.

\_\_\_\_\_  
Name: Christopher J. Stephens, Jr.

Title: *Senior Vice President and Chief Financial Officer*

Date: February 21, 2023