

2020 Second Quarter Earnings

August 6, 2020 Conference Call Supplement (Unaudited Results)

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Safe Harbor and Regulation G Statement

Forward-looking Statements

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

Non-U.S. GAAP Financial Measures

Our management uses non-U.S. GAAP financial measures to evaluate the Company's performance, which exclude items we consider unusual or special items. We believe that the use of non-U.S. GAAP measures helps investors to gain a better understanding of core operating results and future prospects, consistent with how management measures and forecasts the Company's performance, especially when comparing such results to previous periods or forecasts. Please see Sealed Air's August 6, 2020 earnings press release and the appendix of this presentation for important information about the use of non-U.S. GAAP financial measures relevant to this presentation, including applicable reconciliations to U.S. GAAP financial measures. Information reconciling forward-looking U.S. GAAP measures to non-U.S. GAAP measures is not available without unreasonable effort. Values in this presentation are approximate due to rounding. Additionally, the individual components of bridges or the individual quarterly components presented in the current or prior quarter earnings presentation may not sum to the full year amount due to rounding.

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Q2 2020 YoY Financial Results



Accelerating our Reinvent SEE transformation

Net Sales \$1.2B; -1% as Reported, +3% constant dollar

Adjusted EBITDA \$260M; +10% as Reported, +13% constant dollar

Adjusted EPS \$0.76; -5% (higher YoY tax rate)

H1 Free Cash Flow \$129M vs \$75M in H1 2019

Solid Q2 & H1 performance, re-issuing 2020 guidance

Leading through Crisis with our 4P'S[™] of Reinvent SEE[™]

From best in packaging to world-class

Products: Best products & systems, right price, make them sustainable





My Sealed Air





























Sustainability: In everything we do, fueling our growth

Processes: One SEE Operational Excellence

People: One SEE high performance culture

Performance: World-class

We are in business to protect, to solve critical packaging challenges, and to leave our world better than we found it



Leadership Actions through COVID-19 Pandemic

Accelerating transformation to a stronger and better company

Lead through crisis

Keep people out of harm's way Supporting peak customer demands Activated crisis management Global leadership collaboration



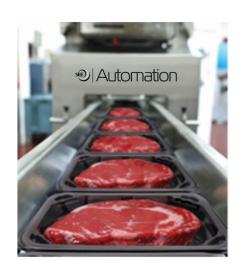
Autobag[®]

Bagging Systems

Thermal scanning and face protection at all SEE facilities

Accelerate transformation

Keep people out of harm's way Reinvent SEE 4P'S based playbook Innovation speed; "at the table" now online Capital allocation strategy guides decisions



Crvovac[®] Darfresh® On Tray



Bubble Wrap® brand **On-Demand Systems**

Stronger post crisis

All out of harm's way Digital • SMART • Connected Flexible workplace eCommerce platform Equipment, service, materials, automated systems On track to achieve 2025 Sustainability Pledge



Sealedair.com

Leading to a "new normal," creating a "touchless," digital world

SEE Solving Critical Packaging Challenges



Rapid response to global pandemic with innovative, sustainable & essential packaging

Salas by	64%	22%	14%
Sales by End Market*	Protein, Foods, Fluids, Medical & Life Sciences, Pet Care	Industrial, Transportation, Electronics & Other Protective	Consumer, Retail & 3 rd Party Logistics
Positive Impact	Retail packaged proteins fresh & frozen, produce, pantry items, meal kits & pet care Medical supplies, pharmaceuticals, personal protective equipment	Consumer electronics for e-Learning, remote working, home theater & gaming	eCommerce to support stay- at-home environment
Negative Impact	Food service, restaurant industry, & meat plant disruption	Industrial & general manufacturing slowdown	Non-essential retail & labor shortages
H1 2020	Net positive	Net negative	Net positive

> 75% end markets essential or support stay-at-home environment

SEE Solving Critical Packaging Challenges



Rapid response to pandemic with innovative, sustainable & essential packaging systems

64%

Protein, Foods, Fluids, **Medical & Life Sciences, Pet Care** 22%

Industrial, Transportation, **Electronics & Other Protective** 14%

Consumer, Retail & 3rd Party Logistics

Red Meat 23%

Poultry 8%

Cheese 7%

Seafood 2%

Medical, Life Sciences, Pet Care 4%

Industrials 11%

Retail & Consumer Goods 12%

Smoked & Processed 10%

* Other Foods 7%

Liquids & Fluids 3%

Electronics 6%

Transportation & Other 5%

3rd Party Logistics 2%









































Cryovac Barrier Bags

Vertical Pouch Packaging

FlexPrep®

Medical Films

Automated Mailer Systems

Autobag® Bagging Systems

Instapak[®]

Darfresh® Vacuum Skin

Case Ready Solutions

StealthWrap®

Korrvu®

Bubblewrap™ On-demand

Bubblewrap™ Inflatable Pouches

Specialty Foams













Q2 2020 YoY Regional Sales Performance



Favorable constant dollar growth across all regions

	* North America	Europe, Middle East & Africa	Asia Pacific	South America
As Reported % Change	1 %	- 3 %	1 %	- 15 %
Constant Dollar % Change	2 %	0.3 %	4 %	18 %
% of Sales	60 %	21 %	15 %	4 %

Q2 2020 Net Sales: \$1.2 B

As Reported % Change: - 1 %

Constant Dollar % Change: + 3 %

YoY Sales Trends



Q2 volume better than expected due to strength in food retail and e-Commerce

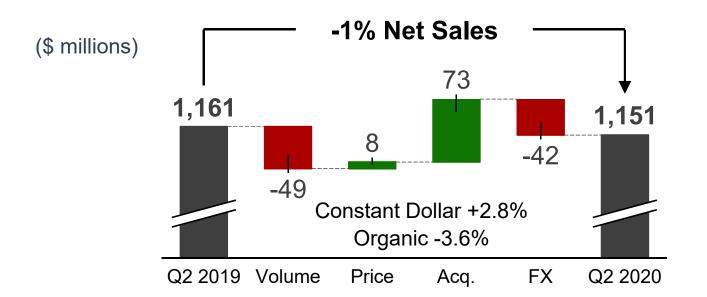
2019			wth Repo	(%) rted				wth	(%) Dollar					(%) quisitio					(%) cquisiti	ons
2020	<u>Q2</u>	<u>Q3</u>	<u>Q4</u>	<u>Q1</u>	<u>Q2</u>	<u>Q2</u>	<u>Q3</u>	<u>Q4</u>	<u>Q1</u>	<u>Q2</u>	<u>Q2</u>	<u>Q3</u>	<u>Q4</u>	<u>Q1</u>	<u>Q2</u>	<u>Q2</u>	<u>Q3</u>	<u>Q4</u>	<u>Q1</u>	<u>Q2</u>
Food	(0.3)	0.3	(2)	2	(5)	4	3	1	5	(0.3)	2	2	(0.4)	5	(2)	1	0.4	(0.1)	(0.2)	1
Protective	2	7	10	12	6	4	8	11	13	8	(3)	(5)	(4)	(2)	(8)	1	0.4	0.3	(1)	(1)
SEE	1	3	3	6	(1)	4	5	5	8	3	1	(1)	(2)	2	(4)	1	0.4	0.1	(0.5)	1
NA	4	4	4	9	1	4	4	3	10	2	2	(2)	(4)	3	(6)	(0.4)	(1)	(1)	(2)	(0.2)
EMEA	(6)	1	2	4	(3)	(0.3)	5	4	7	0.3	(1)	1	(1)	1	(5)	0.3	0.0	(0.4)	(0.3)	(0.3)
APAC	(4)	1	0.5	(5)	1	1	3	2	(1)	4	(4)	(0.2)	(0.1)	(2)	3	0.1	0.1	(1)	(0.3)	(0.4)
SA	2	4	9	(3)	(15)	30	21	31	24	18	5	3	12	7	(1)	25	18	18	16	19
SEE	1	3	3	6	(1)	4	5	5	8	3	1	(1)	(2)	2	(4)	1	0.4	0.1	(0.5)	1

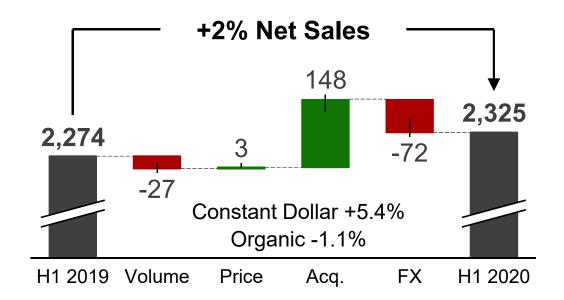
Responding quickly to markets shifting, expecting H2 2020 volume improvement vs Q2 2020

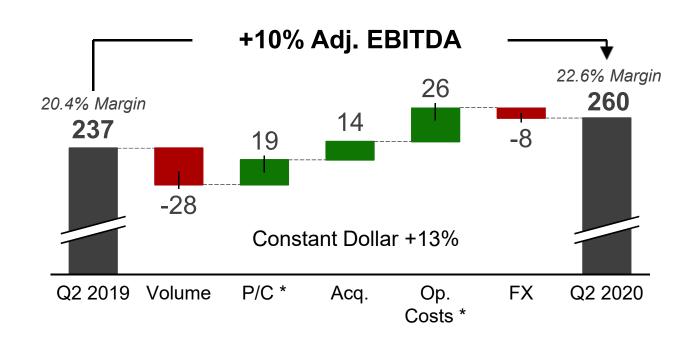
SEE Q2 & H1 Net Sales & Adjusted EBITDA

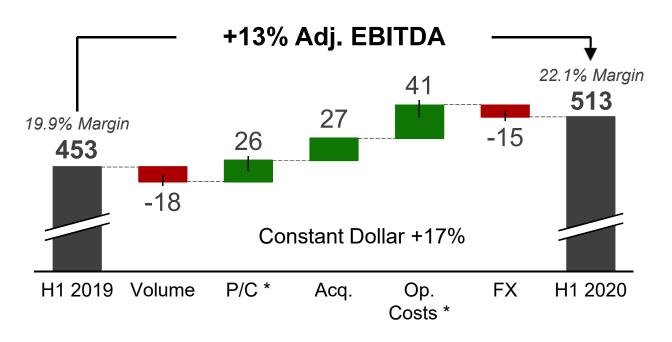


Performance driven by Reinvent SEE, acquisition and lower input costs









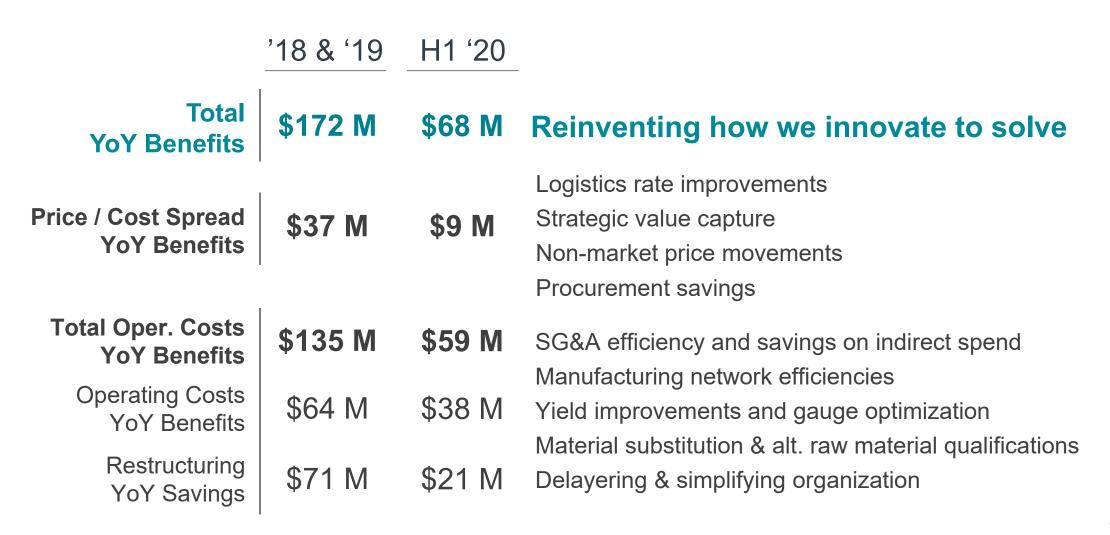
^{*} Q2 Reinvent SEE benefits \$38 M: \$4 M Price Cost Spread (P/C); \$34 M Operating Costs, including \$7 M Restructuring Savings

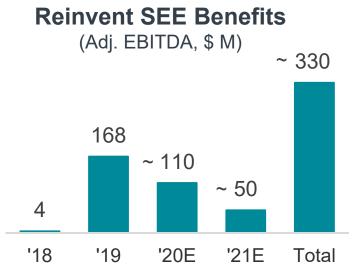
^{*} H1 Reinvent SEE benefits \$68 M: \$9 M Price Cost Spread (P/C); \$59 M Operating Costs, including \$21 M Restructuring Savings

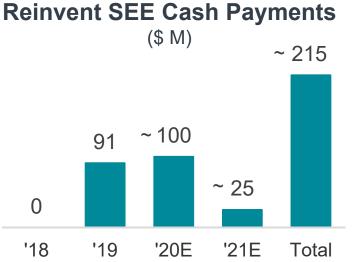
Reinvent SEE Creating Structural Change



New growth workstream to accelerate innovation and penetrate adjacent markets





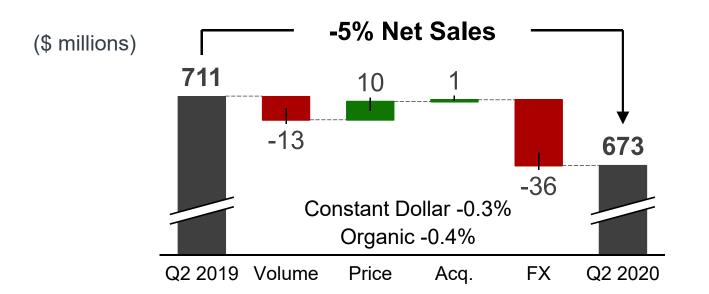


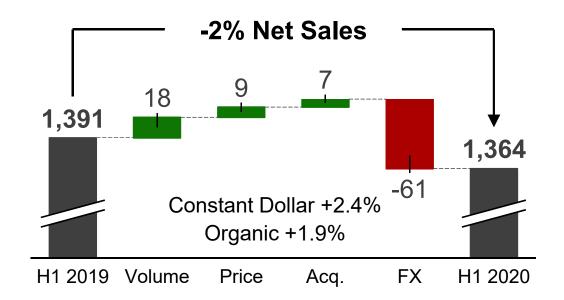
SEE Operational Excellence engine driving profitable growth above inflation

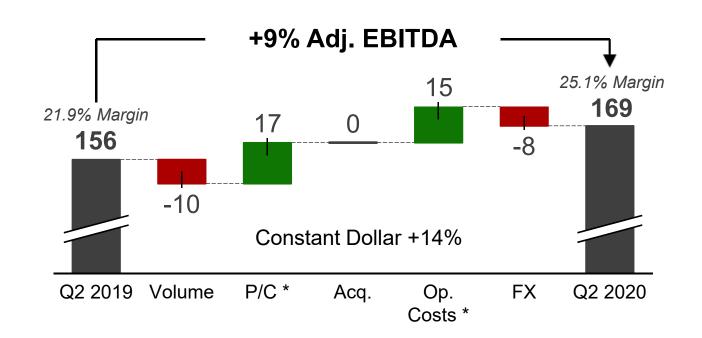
Food Q2 & H1 Net Sales & Adjusted EBITDA

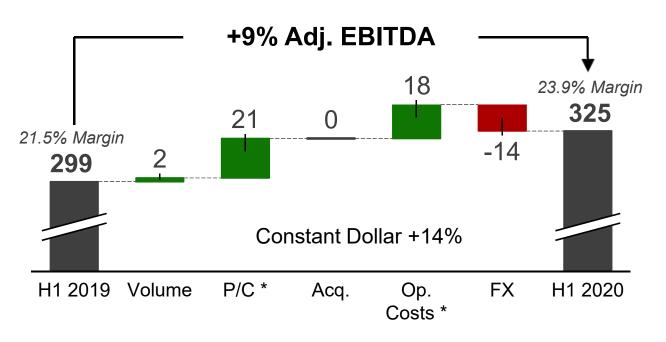


Performance driven by Reinvent SEE and favorable price/cost spread









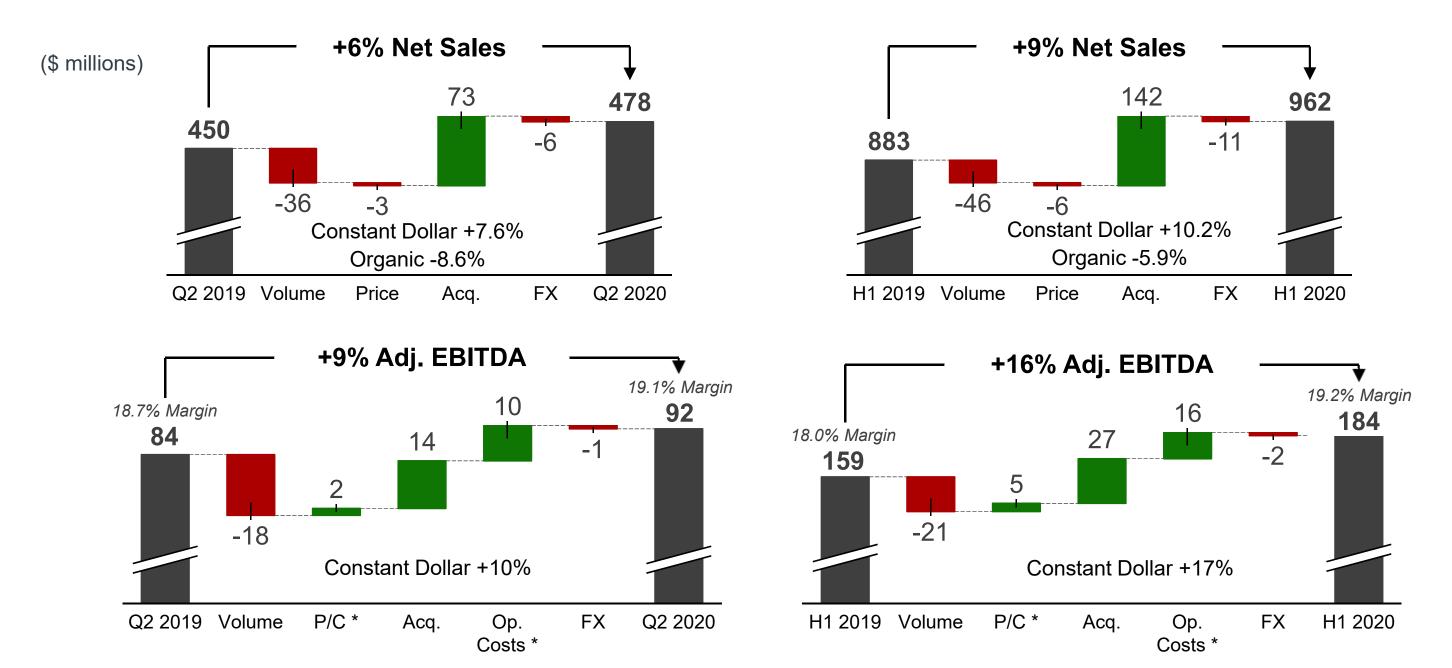
^{*} Q2 Reinvent SEE benefits \$27 M: \$3 M Price Cost Spread (P/C); \$24 M Operating Costs, including \$5 M Restructuring Savings

^{*} H1 Reinvent SEE benefits \$47 M: \$7 M Price Cost Spread (P/C); \$40 M Operating Costs, including \$13 M Restructuring Savings

Protective Q2 & H1 Net Sales & Adjusted EBITDA



Performance driven by Reinvent SEE, acquisition and lower input costs



^{*} Q2 Reinvent SEE benefits \$11 M: \$1 M Price Cost Spread (P/C); \$10 M Operating Costs, including \$2 M Restructuring Savings

Free Cash Flow



YoY growth driven by higher Adjusted EBITDA

Six Months Ended June 30,

(\$ millions)	2020	2019
Adjusted EBITDA	513	453
Interest payments, net of interest income	(92)	(89)
Income tax payments	(31)	(29)
Reinvent SEE, restructuring & assoc. payments	(44)	(49)
Change in trade working capital, net *	(100)	(61)
Change in other assets/liabilities	(33)	(56)
Cash flow provided by operating activities	213	169
Capital expenditures	(84)	(94)
Free Cash Flow	129	75

Raising 2020 Free Cash Flow to range of \$350M to \$375M

Strengthening our Balance Sheet



Well positioned to grow business in pandemic environment

Q2 2020 Proforma Net Debt / LTM Adjusted EBITDA* 3.4x

Priority is to continue to de-lever the balance sheet

\$1.34B of liquidity available, including:

Cash \$289M, undrawn, committed credit facilities \$1.05B

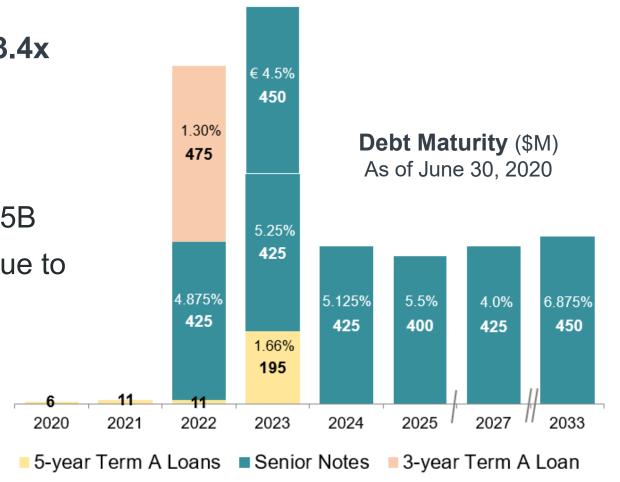
Maximum leverage covenant in credit facility 5.0x due to

APS acquisition, returns to 4.5x Q4 2020

Q2 2020 covenant leverage ~ 2.9x

No debt maturities until August 2022

Weighted average cost of debt 4.5%



Strong liquidity and maturity profile provide financial flexibility

Capital Allocation Strategy



Driving automation, Operational Excellence and sustainability in the crisis

Investing in:

Attractive markets, disruptive products & technologies

Automated Packaging Systems acquisition completed in 2019

Platforms for automation and service

Convert rigids to sustainable flexibles, fluids & liquids packaging

Sustainable solutions & plastics circular economy

eCommerce technologies

2020E Capital expenditures \$175 M - \$190 M

Investing in breakthrough processes, innovation & automation

~ 45% growth, ~ 40% maintenance, ~ 15% cost productivity

Returning Capital to Shareholders:

Reducing Net Leverage

2020 Net Debt / Adj. EBITDA Target < 3.5x

Q2 2020 Net Debt / Adj. EBITDA 1 3.4x

FCF Conversion Rate ² Long-Term Target > 40%

Dividends

H1 2020 cash dividend \$51M or \$0.32 per share

Share Repurchase

Repurchased 1.56 M shares for \$67 M in 2019

\$708 M remaining under current authorization

Maintaining dividend at current level;
Opportunistic share repurchases in context of overall deleveraging

¹ Proforma Net Debt / LTM Adj. EBITDA Ratio includes 12-months ended June 30, 2020 Adj. EBITDA for Automated Packaging Systems

2020 Guidance



Reinvent SEE transforming from how we innovate to how we solve

Net Sales

\$4.725B - \$4.775B

As Reported (1%) to flat

Unfavorable Currency ~ (\$120M)

Acquisitions ~ \$172M

* Automated ~ \$165M

Food \$7M

Constant Dollar 1 – 2 %

Food ~ 1 %

Protective ~ 3 %

Adj. EBITDA

\$1.01B - \$1.03B

As Reported 5-7%

Unfavorable Currency ~ (\$25M)

* Automated ~ \$30M

Margin ~ 21.5 %

Adj. EPS

\$2.85 - \$2.95

As Reported 1 - 5 %

D&A ~ \$215M Int. Exp., Net ~ \$185M Adj. Tax Rate ~ 27 %

Diluted Shares 156M

Free Cash Flow

\$350M - \$375M

Capex \$175M - \$190M

Restr. Payments ~ \$100M

Solid H1 execution gives us confidence to re-issue full year guidance



Vision

Transforming Sealed Air from the best in packaging ... to a world-class company servicing global packaging

Strategies

Create profitable growth

Drive One SEE operational excellence

Develop a One SEE high performance culture

Deliver sustainable long-term value to our shareholders and society

Tactics & Actions

Reinvent SEE from Innovate to Solve ... with the power of One SEE

2019	9
Results	3

Jaics
\$4.8B
% growth

\$1.01B - \$1.03B

FCF conversion ¹ 33% 15 % ROIC ²

$$(1\%)$$
 to flat growth $5-7\%$ growth $1-2\%$ constant dollar $\sim 21.5\%$ margin

\$350M - \$375M

¹ FCF Conversion Rate defined as Free Cash Flow / Adjusted EBITDA





Appendix

U.S. GAAP Summary & Reconciliations



	Three Months Ended Jun. 30,		Six Months I	Ended Jun. 30,
	<u>2020</u>	2019	<u>2020</u>	<u>2019</u>
Net Sales	\$1.2 billion	\$1.2 billion	\$2.3 billion	\$2.3 billion
Pre-tax Earnings from Continuing Operations	\$144.9 million	\$37.8 million	\$292.1 million	\$132.5 million
Net Earnings From Continuing Operations	\$100.3 million	\$25.5 million	\$214.8 million	\$89.8 million
EPS From Continuing Operations	\$0.64	\$0.16	\$1.38	\$0.58
Effective Tax Rate	30.8%	32.5%	26.5%	32.2%
Operating Cash Flow	\$172 million	\$104 million	\$213 million	\$169 million
	Three Months	Ended Jun. 30,	Six Months I	Ended Jun. 30,
(\$ millions)	2020	<u>2019</u>	<u>2020</u>	2019
U.S. GAAP Net earnings from continuing operations	100.3	25.5	214.8	89.8
Interest expense, net	43.3	43.2	87.7	88.1
Income tax provision	44.6	12.3	77.3	42.7
Depreciation and amortization, net of adjustments Special items	53.4	38.0	104.9	78.2
Restructuring charges	10.1	29.3	10.7	36.7
Other restructuring associated costs	3.8	21.3	7.8	38.0
Foreign currency exchange loss due to highly inflationary economies	1.2	1.3	2.1	2.1
Charges related to the Novipax settlement agreement	_	59.0	_	59.0
Charges (income) related to acquisition and divestiture activity	1.2	(0.5)	4.1	3.2
Other Special Items	2.0	7.3	3.7	14.7
Pre-tax impact of Special Items	18.3	117.7	28.4	153.7
Non-U.S. GAAP Total Company Adj EBITDA from continuing operations	259.9	236.7	513.1	452.5

U.S. GAAP Summary & Reconciliations



	Three Months Ended Jun. 30,				Six Months Ended Jun. 30,					
	2020		20	19	20	2020		19		
(\$ millions, except per share data)	Net Earnings	Diluted EPS	Net Earnings	Diluted EPS	Net Earnings	Diluted EPS	Net Earnings	Diluted EPS		
U.S. GAAP net earnings and diluted EPS from continuing operations	\$ 100.3	\$ 0.64	\$ 25.5	\$ 0.16	\$ 214.8	\$ 1.38	\$ 89.8	\$ 0.58		
Special Items	18.0	0.12	99.8	0.64	16.9	0.11	127.7	0.82		
Non-U.S. GAAP Adjusted net earnings and adjusted diluted EPS from continuing operations	\$ 118.3	\$ 0.76	\$ 125.3	\$ 0.80	\$ 231.7	\$ 1.49	\$ 217.5	\$ 1.40		
Weighted average number of common shares outstanding - Diluted		155.9		155.3		155.4		155.3		
		(\$ millions)		Jun. 30, 202 (unaudited)						
		Total debt		\$ 3,796.2						
		Less: cash and cash equivalents		(289.7)						
		Net Debt		\$ 3,506.5						

ROIC Calculation Q2 2020



		Q3 '19	Q4 '19	Q1 '20	Q2 '20	Trailing 12 Months
Adjusted EBITDA (Non-GAAP	P) *	\$ 241 M	\$ 271 M	\$ 253 M	\$ 260 M	\$ 1,025 M
Less: Depreciation and Amortizati	ion	(53 M)	(53 M)	(52 M)	(53 M)	<u>(211 M)</u>
Adjusted Operating Pro	ofit	188 M	218 M	202 M	207 M	814 M
Adjusted Tax Rate (Non-GAAP	P) *	28.5%	28.2%	27.9%	27.5%	28%
Tax on Adjusted Operating Pro	ofit	(54 M)	<u>(63 M)</u>	<u>(56 M)</u>	<u>(57 M)</u>	(229 M)
Net Adjusted Operating Profit After T	ах	\$ 134 M	\$ 155 M	\$ 145 M	\$ 150 M	\$ 585 M
		Balance	Sheet Line Items	Q2 '19	Q2 '20	Q2 '20 & Q2 '19 Average
Book value of Equity			Total stockholders' deficit	\$ (341 M)	\$ (70 M)	\$ (206 M)
Current and Long-Term Debt and Op. Leases		Current portion of Long-term	portion of long-term debt; operating lease liabilities; debt, less current portion; illities, less current portion	3,589 M	3,880 M	3,735 M
Other Long-Term Liabilities		Deferred taxes; C	Other non-current liabilities	679 M	720 M	699 M
Less: Non-Operating Assets *	Cash and	l Cash equivalents; C	urrent assets held for sale	(223 M)	(291 M)	<u>(257 M)</u>
Total Capital				\$ 3,704	\$ 4,239	\$ 3,971 M
Return on Invested Capital						15%

^{*} Refer to subsequent slide for reconciliation of full year '19 Non-GAAP metrics Some numbers may not recalculate or foot due to rounding

ROIC Calculation FY 2019



				Trailing 12 Months
			Adjusted EBITDA (Non-GAAP)	\$ 965 M
			<u>(184 M)</u>	
			781 M	
			Adjusted Tax Rate (Non-GAAP)	26%
			Tax on Adjusted Operating Profit	<u>(207 M)</u>
			Net Adjusted Operating Profit After Tax	\$ 574 M
Balance Sheet Line Items	Q4 '18	Q4 '19		Q4 '19 & Q4 '18 Average
Total stockholders' deficit	\$ (349 M)	\$ (196 M)	Book value of Equity	\$ (272 M)
Short-term borrowings; Current portion of long-term debt; Current portion of operating lease liabilities; Long-term debt, less current portion; Long-term operating lease liabilities, less current portion	3,474 M	3,906 M	Current and Long-Term Debt and Op. Leases	3,690 M
Deferred taxes; Other non-current liabilities	674 M	761 M	Other Long-Term Liabilities	717 M
Cash and Cash equivalents; Marketable Securities (within other current assets); Current assets held for sale	(273 M)	(279 M)	Less: Non-Operating Assets	<u>(276 M)</u>
	\$ 3,526	\$ 4,191	Total Capital	\$ 3,859 M
		'	Return on Invested Capital	15%

Proforma Net Debt / Adj EBITDA



(\$ millions)

Non-U.S. GAAP Total Company Adjusted EBITDA	\$ 1.025 M
(Trailing twelve months ending June 30, 2020)	ψ 1,6 2 0
Net Debt	3,507 M
Net Debt / Adjusted EBITDA	3.42

Pro-Forma APS Adjustment *

Non-U.S. GAAP Total Company Adjusted EBITDA with Pro-Forma APS Adjustment

Net Debt / Proforma Adjusted EBITDA

\$ 10 M

1,035 M

3.39

U.S. GAAP Summary & Reconciliations



	-	Three Months Ended		Year Ended
(\$ millions)	Sep. 30, 2019	Dec. 31, 2019	Mar. 31, 2020	Dec. 31, 2019
U.S. GAAP Net earnings from continuing operations	79.5	124.4	114.5	293.7
Interest expense, net	48.5	47.5	44.4	184.1
Income tax provision	22.8	11.1	32.7	76.6
Depreciation and amortization, net of adjustments	53.2	53.1	51.5	184.5
Special items				
Restructuring charges	6.9	(1.7)	0.6	41.9
Other restructuring associated costs	12.8	9.5	4.0	60.3
Foreign currency exchange loss due to highly inflationary economies	1.3	1.2	0.9	4.6
Loss on debt redemption and refinancing activities	_	16.1	_	16.1
Charges related to the Novipax settlement agreement	_	_	_	59.0
Charges related to acquisition and divestiture activity	6.0	5.7	2.9	14.9
Other Special Items	10.1	4.3	1.7_	29.1_
Pre-tax impact of Special Items	37.1	35.1	10.1	225.9
Non-U.S. GAAP Total Company Adjusted EBITDA	241.1	271.2	253.2	964.8

U.S. GAAP Summary & Reconciliations



	Three Months Ended				Year Ended
(\$ millions)	Sep. 30, 2019	Dec. 31, 2019	Mar. 31, 2020	Jun. 30, 2020	Dec. 31, 2020
U.S. GAAP Earnings before income tax provision Pre-tax impact of Special Items Non-U.S. GAAP Adjusted Earnings before income tax provision	102.3 37.1 139.4	135.5 35.1 170.6	147.2 10.1 157.3	144.9 18.3 163.2	370.3 225.9 596.2
U.S. GAAP Income tax provision	22.8	11.1	32.7	44.6	76.6
Tax Special Items	7.9	29.3	8.6	(3.2)	25.5
Tax impact of Special Items	9.0	8.7	2.6	3.5	55.4
Non-U.S. GAAP Adjusted Income tax provision	39.7	49.1	43.9	44.9	157.5
U.S. GAAP Effective income tax rate	22.3%	8.2%	22.2%	30.8%	20.7%
Non-U.S. GAAP Adjusted income tax rate	28.5%	28.8%	27.9%	27.5%	26.4%