

**SEALED AIR CORPORATION
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

February 25, 2022

Purpose

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

- identify individuals qualified to become Board members, consistent with criteria approved by the Board, recommend to the Board director nominees for the next annual meeting of stockholders and to fill vacancies or newly-created directorships at other times;
- provide oversight of the corporate governance affairs of the Board and the Corporation, including developing and recommending to the Board the Corporate Governance Guidelines for the Corporation;
- assist the Board in overseeing the Corporation’s sustainability strategies and other material matters concerning environmental, social and governance (“ESG”) and public policy issues affecting the Corporation;
- assist the Board in evaluating the Board and its committees; and
- recommend to the Board the compensation of non-management directors.

Committee Membership

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

The Board shall appoint and may remove the members and the Chair of the Committee. The members of the Committee shall serve at the pleasure of the Board.

Committee Meetings and Procedures

The Committee shall meet as often as necessary or appropriate, but no less than twice a year. The Committee shall meet in executive session at least once per year without any members of management present.

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

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

The Committee shall make regular reports to the Board. The Committee may request that any directors, officers or employees of the Corporation, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

Committee Authority and Responsibilities

The Committee shall:

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

5. At least annually, review the compensation of the Corporation's non-management directors and make recommendations to the Board with respect thereto.
6. Develop and recommend to the Board an annual performance evaluation process for the Board and its standing committees and oversee the process that the Board and its standing committees use to conduct annual performance evaluations, which process is expected to be discussed with the full Board following the end of each fiscal year.
7. Oversee the corporate governance affairs of the Corporation, including the Board's leadership structure, and, at least annually, review and assess the adequacy of the Corporate Governance Guidelines of the Corporation and recommend any proposed changes to the Board for approval.
8. Support the Board, other Board committees as applicable and the Corporation's management in reviewing the Corporation's sustainability-related strategies, performance and external disclosures, reporting and feedback received, if any, including as to material ESG, stewardship and public policy matters relevant to the Corporation.
9. Support the Board, other Board committees as applicable and the Corporation's management with respect to overseeing the Corporation's stockholder engagement activities, assessment of stockholder feedback received and review of proxy advisory firm recommendations as relevant regarding corporate governance, sustainability and other ESG-related matters.
10. Review and recommend to the Board proposed changes to the Corporation's certificate of incorporation and by-laws.
11. Consider potential conflicts of interest involving the Corporation and members of the Board and executive officers of the Corporation as such questions arise and make recommendations to the Board concerning standards for director independence and the determination of the independence of all non-management directors. If any conflict of interest or potential conflict of interest involving the Corporation and an executive officer of the Corporation is also deemed an Interested Transaction involving a Related Person under the Corporation's Related-Person Transactions Policy and Procedures, then the Audit Committee will address the matter and make all determinations under the Corporation's Code of Conduct, the Code of Ethics for Senior Financial Executives and the Related-Person Transactions Policy and Procedures in consultation with the Committee as it deems appropriate.
12. Recommend to the Board the stock ownership guidelines applicable to members of the Board and monitor compliance with the guidelines that have been approved by the Board.
13. Review and recommend director orientation and continuing education programs for members of the Board.

14. Upon a change in employment status of a director, the existence or occurrence of circumstances that may adversely reflect upon the director, or in the event that a director does not receive a majority of the votes cast in favor of his or her election at any uncontested meeting of stockholders for the election of directors, review, as appropriate and in light of the then current Board policies, as reflected in the Corporate Governance Guidelines, and the Bylaws, the continued Board membership of such director and make a recommendation to the whole Board.
15. Perform such other duties as are assigned by the Board.

Consultants and Advisors

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

Evaluation of the Committee

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