

**Sealed Air Corporation**  
**Executive Committee Charter**  
**February 25, 2022**

**Purpose**

The Executive Committee of the Board of Directors (the “Board”) of Sealed Air Corporation (the “Corporation”) is appointed by the Board to serve as an administrative committee of the Board to facilitate approval of corporate actions between regularly scheduled meetings of the Board.

**Committee Membership**

The Executive Committee will consist of the chair of the Board, the chief executive officer of the Corporation and the chairs of the other standing committees of the Board.

The chair of the Executive Committee (the “Committee Chair”) shall be the chair of the Board.

**Committee Meetings and Procedures**

The Executive Committee shall meet as often as necessary or appropriate.

The Committee Chair shall be responsible for scheduling all meetings of the Executive Committee; however, a majority of the members of the Executive Committee may call a special meeting of the Executive Committee. Meetings of the Executive Committee may be held without prior notice. The Committee Chair shall preside at the meetings of the Executive Committee. In the absence of the Committee Chair, the majority of the members of the Executive Committee present at the meeting shall appoint a member to preside at the meeting. 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. A majority of the members of the Executive Committee shall constitute a quorum for doing business. Any action of a majority of the members of the Executive Committee present at any meeting at which a quorum is present shall be an action of the Executive Committee. The Executive Committee may form and delegate authority to subcommittees and may act by unanimous written consent.

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

**Committee Authority and Responsibilities**

The Executive Committee shall have the same power as the full Board to take or approve an action, except for those matters expressly delegated to another committee of the Board or as limited by applicable law or the Certificate of Incorporation or Bylaws of the Corporation.

The Executive Committee is organized with the purpose of meeting and acting only if action by the Board is required, the full Board is unavailable or convening a meeting of the full Board is impractical, and the matter to be acted upon is time-sensitive.

### **Consultants and Advisors**

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