



**SEALED AIR CORPORATION**  
**2019 Annual Meeting of Stockholders**  
**Rules of Conduct and Procedures**

Welcome to the 2019 Annual Meeting of Stockholders (the “*Annual Meeting*”) of Sealed Air Corporation (the “*Company*”). In the interest of providing a fair and informative Annual Meeting, participants are required to honor the following Rules of Conduct and Procedures:

1. The Company's bylaws describe requirements for meetings of our stockholders, and the Annual Meeting will be conducted consistent with those requirements.
2. The Chief Executive Officer of the Company will serve as the chair of the Annual Meeting (the “*Chair*”) and will have the authority and discretion necessary to preside over the Annual Meeting, including following adjournment of the formal business of the Annual Meeting. In the event of disorder, technical malfunction, or any other issue that disrupts the Annual Meeting, the Chair may adjourn, recess or expedite the Annual Meeting or take such other action that he determines is appropriate in light of the circumstances. In the event of any question of conduct or procedures that is not addressed expressly and clearly by these Rules of Conduct and Procedure, the Chair is authorized to address the question in such manner as he determines, in his reasonable judgment, to be in the best interest of conducting a fair and informative Annual Meeting consistent with the purposes of the Annual Meeting.
3. The Annual Meeting is a virtual-only meeting. The live audio webcast of the Annual Meeting will be available for listening by the general public, but participation in the Annual Meeting, including voting shares and submitting questions, will be limited to stockholders.
4. Participants may access a live webcast of the Annual Meeting, and stockholders may submit questions and vote their shares, at:

*[www.virtualshareholdermeeting.com/SEE2019](http://www.virtualshareholdermeeting.com/SEE2019)*.

Stockholders of record as of close of business on March 18, 2019 may login to the webcast by entering the 16-digit control number included on the Notice of Internet Availability of Proxy Materials or proxy cards received from the Company. If you have voted your shares prior to the start of the Annual Meeting, your vote has been received by the Company's inspector of elections and there is no need to vote those shares during the Annual Meeting, unless you wish to revoke or change your vote.

5. The Meeting will begin at 10:00 a.m., Eastern daylight time, on May 16, 2019. The only business to be conducted at the Annual Meeting will consist of the consideration of, and voting on, the three proposals set forth in the Proxy Statement for the Annual Meeting. These proposals will be considered sequentially at the Annual Meeting, in the order they are enumerated and set forth in the Proxy Statement.
6. If a stockholder has a question about one of the matters set forth in the Company's 2019 Proxy Statement to be voted on at the Annual Meeting, the question may be submitted in

the field provided in the web portal at or before the time the matters are before the Annual Meeting for consideration. We will answer questions on any matters set forth in the Company's 2019 Proxy Statement to be voted on by the stockholders at the Annual Meeting before voting is closed. During this period, the Company will not permit discussions or questions that are not relevant or pertinent to the Agenda matter then being discussed, as determined by the Chair in his reasonable judgment.

7. Following adjournment of the formal business of the Annual Meeting, the Company's management will give a presentation about the Company's business. At the conclusion of this presentation, the Company will address appropriate general questions from stockholders regarding the Company. The following rules will apply to this process:
  - a. To ensure that as many stockholders as possible are able to ask questions, each stockholder will be permitted to submit no more than two questions. Questions must be succinct and cover a single topic. All questions will be presented as submitted, uncensored and unedited, except that we may omit certain personal details for data protection issues and we may edit profanity or other inappropriate language.
  - b. We will answer questions in the order received, except that:
    - i. Questions from multiple stockholders related to the same topic or that are otherwise related may be grouped and answered together.
    - ii. Any second question from a stockholder will be deferred until such time as all appropriate first questions from stockholders have been addressed.
    - iii. If more questions are presented than time permits to be answered, the list of questions to be considered will be shortened by removing from the list: first, any question determined by the Chair to be substantially duplicative of another question that has been discussed; second, any question presented by a stockholder whose first question has been discussed; and, third, the last submitted questions (ordered by time received).
  - c. The views, questions and constructive comments of all stockholders are valued and welcomed. The purpose of the Annual Meeting must be observed, however, and the Company will not permit questions that are:
    - i. not relevant or pertinent to the business of the Company;
    - ii. related to material non-public information of the Company;
    - iii. related to pending or threatened litigation or investigations;
    - iv. in furtherance of a stockholder's personal or business interests;
    - v. repetitious of statements made by another stockholder;
    - vi. related to personal grievances;
    - vii. include derogatory references to individuals or are otherwise in bad taste; or
    - viii. out of order or not otherwise suitable for the conduct of the Annual Meeting as determined by the Chair in his reasonable judgment.
8. If there are any matters of individual concern to a stockholder and not of general concern to all stockholders, or if a question posed was not otherwise answered, such matters may be

raised separately after the Annual Meeting by contacting Investor Relations at [investor.relations@sealedair.com](mailto:investor.relations@sealedair.com).

9. Recording of the Annual Meeting is prohibited without the written permission of the Company. A webcast playback of the Annual Meeting will be available at [www.sealedair.com/presentations-events](http://www.sealedair.com/presentations-events) within approximately 24 hours after the completion of the Annual Meeting and will remain publicly available for approximately one year. The webcast playback will include each stockholder question addressed during the Annual Meeting.
10. A violation of any of the above is cause for expulsion from the Annual Meeting.

**THANK YOU FOR YOUR COOPERATION AND FOR JOINING THE ANNUAL MEETING.**