



GLOBAL ANTIBRIBERY AND ANTICORRUPTION POLICY

PURPOSE

The purpose of this document is to provide guidance to Sealed Air Personnel on compliance with the U.S. Foreign Corrupt Practices Act (“FCPA”) and other anticorruption laws and regulations (collectively, “Anticorruption Laws”). Sealed Air Personnel must review this document for guidance on compliance with such Anticorruption Laws, and specifically the FCPA.

SCOPE

This policy provides background, guidelines, and general procedures for compliance with Anticorruption Laws. In particular, this policy establishes standards for Sealed Air Personnel regarding (i) transactions with Public Officials, (ii) reporting Red Flags, and (iii) accounting and recordkeeping requirements. This Policy is applicable to all Sealed Air Personnel, both within and outside the United States.

RELATED POLICIES AND PROCEDURES

Procedures

The following Procedures are applicable to this policy (together, the “Anticorruption Policy and Procedures”):

- **Global Anticorruption Procedure: Permitted Payments to Public Officials (LAW 131.00); and**
- **Global Anticorruption Procedure: Screening of Sealed Air Partners (LAW 132.00).**

Additional Relevant Documents

The prerequisite for this document is the **Sealed Air Code of Conduct**. In addition to this policy, Sealed Air has issued specific policies with corresponding procedures (*e.g.*, gifts, entertainment, meals, travel expense reimbursement, contributions, donations and grants) that may have implications when applying this policy.

When in doubt about which policy or procedure to use, please contact the Legal Department.

EXPECTATIONS OF SEALED AIR PERSONNEL

All Sealed Air Personnel

Sealed Air Personnel are expected and required to: (1) understand and comply fully with the Anticorruption Policy and Procedures and all applicable Anticorruption Laws; and (2) act with the utmost level of integrity, avoiding even the appearance of impropriety. In particular, Sealed Air Personnel are expected to attend training sessions relating to the Code of Conduct and the Anticorruption Policy and Procedures as required by Sealed Air, certify to compliance with the Code of Conduct; be knowledgeable

on the risks that may arise as Sealed Air conducts business across the world, and maintain timely, accurate, and complete records.

When you have questions about a particular course of conduct, please consult with:

- Your management; or
- Your Legal Department.

Sealed Air Managers

In addition to the expectations discussed above, all Sealed Air Personnel who are in a position to manage other Sealed Air Personnel and Sealed Air Partners outside of the U.S., especially where the risks of corruption and bribery are known or otherwise significant, must:

- Ensure that all Sealed Air Personnel whom you supervise understand their obligations under the Anticorruption Policy and Procedures;
- Create an environment that enables and encourages Sealed Air Personnel to raise concerns;
- Never request—directly or implicitly—that Sealed Air Personnel or Sealed Air Partners achieve business results at all costs, especially at the expense of ethical obligations under the Anticorruption Policy and Procedures or the law;
- Report to and advise the Legal Department of any suspected violation that comes to your attention; and
- Respond as appropriate, to questions and concerns related to the Anticorruption Policy and Procedures, which includes, but is not limited to full cooperation with any investigation related to suspected violations, or refer Sealed Air Personnel or Sealed Air Partners to another resource, including the Legal Department or Integrity Line.

DEFINITIONS

The following definitions pertain to the Anticorruption Policy and Procedures.

FCPA - A U.S. law that: (1) prohibits corruptly offering, promising, providing, or authorizing the provision of any Thing of Value to Public Officials and certain other parties to obtain or retain business, and (2) requires public companies to keep accurate financial books and records and maintain sufficient internal accounting controls.

Legal Department - The corporate legal department, regional legal department, or attorneys for your Sealed Air business unit, division, region, or affiliate.

Public Official - Any officer, agent, or employee or any person acting for or on behalf of: (1) a non-U.S. government, including any legislative, administrative, or judiciary branch of such government; (2) any department, agency, or instrumentality of a non-U.S. government, including wholly or majority state-owned or controlled enterprises; (3) any public international organization, such as the United Nations or World Health Organization; (4) a non-U.S. political party (including the political party itself); or (5) any candidate for political office outside of the United States.

Red Flag - An indication of a violation or a fact or circumstance indicating a possible violation, or a probable risk of potential violation, of the Anticorruption Policy and Procedures, the FCPA, or other Anticorruption Laws by or in any way relating to Sealed Air Personnel and/or a third party acting on Sealed Air's behalf.

Thing of Value - Anything that has value to the recipient, regardless of amount, including but not limited to money (*e.g.*, cash, checks, and promissory notes), gifts, entertainment, travel, loans, sponsorships, donations, or employment opportunities (whether paid or unpaid).

Sealed Air Partner - Any non-Sealed Air Personnel third party engaged to provide goods or services to Sealed Air or who act on Sealed Air's behalf outside the United States and which will interact, or is likely to interact, with Public Officials.

Sealed Air Personnel - All officers, directors, and employees of Sealed Air, including employees of any subsidiary, affiliate or other entity controlled by, or under common control with, Sealed Air Corporation, and all temporary agency personnel and contractor personnel engaged (directly or indirectly) to perform work for Sealed Air.

REPORTING OBLIGATIONS

Sealed Air Personnel are expected to watch for Red Flags and promptly report all Red Flags or other good faith concerns over activity that may violate the Anticorruption Policy and/or Anticorruption Laws to the Legal Department or Integrity Line.

All reports submitted are confidential. All reports may also be made anonymously, except as explained to Sealed Air Personnel in certain countries that may allow confidentiality but not anonymity. Sealed Air will investigate and follow up on all reports. There will be no retribution or retaliation of any kind for reports made in good faith.

To report any potential violation of Anticorruption Laws or the Anticorruption Policy and Procedures, please report such action to the Legal Department or through appropriate telephone numbers or online links provided by the Company, including through Sealed Air's Integrity Line.

POLICY

Sealed Air conducts its worldwide operations ethically and in compliance with Sealed Air's Code of Business Conduct and all applicable laws. The FCPA and other Anticorruption Laws (*e.g.*, U.K. Bribery Act) criminalize giving bribes or Things of Value to Public Officials and certain other recipients in order to secure business or improper advantages. In many countries, Anticorruption Laws may also criminalize giving bribes to individuals who are not Public Officials.

As a company that conducts business around the world, Sealed Air, Sealed Air Personnel and Sealed Air Partners may from time to time be asked or encouraged to give bribes, gifts, favors, or other inducements in order to secure business opportunities. Sealed Air's corporate policy, and its obligation as a publicly traded U.S. company and an ethical corporate citizen, is to comply with the FCPA and all Anticorruption Laws in the jurisdictions in which Sealed Air operates. **Sealed Air, Sealed Air Personnel, and all Sealed Air Partners are prohibited from giving or promising to give bribes, gifts, favors or other inducements in order to secure improper advantages.**

If local laws, codes of conduct or other regulations in a particular country or region are more restrictive than this policy, then Sealed Air Personnel must comply fully with those local laws, codes of conduct or other regulations. If an Anticorruption Law conflicts with this policy or U.S. law, seek guidance from the Legal Department.

FCPA: Antibribery Provisions

The FCPA generally prohibits offering, promising, giving, or authorizing—directly or indirectly—any payment or anything of value to any Public Official to obtain or retain business or any other improper advantage when the offer, promise, payment or thing of value is intended to:

- Induce an act in violation of a lawful duty;
- Cause a person to refrain from acting, in violation of a lawful duty;
- Secure any improper advantage; or
- Influence the decision of a government or government instrumentality.

The term “anything of value,” as used in the FCPA, is very broad and includes anything that has value to the recipient, regardless of amount. Likewise, the concept of Public Official is often broadly construed by the U.S. government. Employees of State-Owned Enterprises, State-Controlled Entities or a company considered to be an instrumentality of a non-U.S. government may be considered Public Officials, and may include, but is not limited to, government-run hospitals, airlines, institutions, or universities outside the U.S. **It is often difficult to discern whether someone is a Public Official, and Sealed Air Personnel are encouraged to seek guidance from the Legal Department if it is unclear.**

Sealed Air Personnel and Sealed Air Partners may not offer, give, or promise a Thing of Value to anyone who will, or may be known to, pass on the Thing of Value to a Public Official. Similarly, Sealed Air Personnel and Sealed Air Partners may not offer, give, or promise any Thing of Value to those in a position to influence a Public Official, such as the Public Official’s child, spouse, or other close relative.

Example: A procurement manager at a Hospital which is a State-Owned Enterprise (SOE) requests that Sealed Air make a donation to a charity operated by the Hospital. Sealed Air has placed a bid to furnish goods to that Hospital. Because the SOE is government-controlled, the procurement manager is likely to be considered a Public Official. The charitable donation is a Thing of Value. Under these circumstances, it appears that the manager is requesting the donation in order to look favorably upon Sealed Air’s bid. Therefore, Sealed Air should not make the donation.

This is an example of an event that would need to be reported to the Legal Department or Integrity Line. In sum, Sealed Air Personnel may not offer anything to a Public Official in return for favorable treatment. Before offering or providing a Thing of Value to a Public Official, Sealed Air Personnel must comply with these Anticorruption Policy and Procedures and seek guidance from the Legal Department when needed.

FCPA: Accounting Provisions

The FCPA’s accounting provisions prohibit the falsification of books and records and making any false or misleading statements or omissions of material facts to accountants or auditors in connection with the preparation of required filings. The FCPA’s accounting provisions require, and Sealed Air has implemented, internal accounting controls based upon sound accounting principles.

Sealed Air’s accounting and recordkeeping personnel, with the assistance of the Legal Department, shall be responsible for (a) developing and maintaining procedures to protect against FCPA accounting and recordkeeping violations by Sealed Air and Sealed Air Personnel, and (b) implementing measures to ensure that Sealed Air’s books and records are complete and accurate.

Sealed Air Personnel must ensure that transactions involving Public Officials have been recorded accurately, promptly and completely. In particular, all business courtesies extended by Sealed Air Personnel to Public Officials must be properly recorded and reviewable in Sealed Air’s books and records including: (a) the name of the Public Official and Sealed Air Personnel involved; (b) a description of the

product or service being promoted, demonstrated or explained; (c) the amount of the business courtesy; (d) the date of the transaction; and (e) the reference to an applicable written contract, if any. The reporting party shall submit that information to Sealed Air accounting, or other personnel as provided for by the Legal Department, in a format recommended by the Legal Department.

Sealed Air will not tolerate false, misleading, or inaccurate entries in Sealed Air's books and records. Sealed Air Personnel who falsify Sealed Air's accounting records will be subject to disciplinary action, up to and including termination.

Potentially Permissible Payments

The FCPA and Anticorruption Laws do not prohibit all transactions with Public Officials. In limited circumstances, it may be permissible to provide a Thing of Value to a Public Official. Payments that are expressly lawful under the written laws and regulations of the Public Official's country may be allowable. Reasonable and bona fide expenditures made on behalf of Public Officials that are directly related to either: (1) the promotion, demonstration, or explanation of goods or services, or (2) a contractual obligation may also be permissible.

Sealed Air Personnel must strictly adhere to the Anticorruption Policy and the **LAW 131.00 Global Anticorruption Procedure: Permitted Payments to Public Officials** before providing any Thing of Value to a Public Official. This includes obtaining written authorization when necessary. Sealed Air Personnel must ensure that the Thing of Value is accurately recorded and retained in Sealed Air's books and records. Sealed Air's Legal Department shall ensure that any documentation associated with the legal approval of such transactions is retained for monitoring and tracking.

Prohibition of Facilitation Payments

Sealed Air Personnel and Sealed Air Partners may **not** make so-called "facilitating payments"—small payments to expedite or secure the performance of a routine governmental action, unless otherwise pre-approved in writing by the Legal Department. Sealed Air Personnel who learn of a facilitating payment being made or believe that a facilitating payment may be made by Sealed Air Personnel or Sealed Air Partners must report it to the Legal Department or Integrity Line.

Charitable Contributions, Donations and Grants

Sealed Air may not provide charitable contributions to, or for the benefit of, a Public Official in order to secure or retain business. In the event that a Sealed Air business or Sealed Air Personnel should seek to provide a charitable contribution, donation or grant, **Charitable Giving Policy CORPCOMM 100.00** must be followed.

Political Contributions

As stated in Sealed Air's Code of Conduct, Sealed Air Personnel may not use Sealed Air funds for political contributions of any kind. Similarly, Sealed Air Personnel may not use their own funds to make contributions on Sealed Air's behalf to Public Officials.

Risk of Third Parties and Sealed Air Partners

In addition to the liability potentially created by the actions of Sealed Air Personnel, Sealed Air may also be liable for a third party's offer, promise, or provision of a Thing of Value to Public Officials. Sealed

Air Personnel and Sealed Air Partners may not offer, promise, or provide Things of Value to Public Officials indirectly through third parties.

Because certain third parties may create increased risk because of their likely interaction with Public Officials, Sealed Air will screen certain prospective Sealed Air Partners before entering into a contractual or written arrangement with such prospective Sealed Air Partner according to **LAW 132.00 Global Anticorruption Procedure: Screening of Sealed Air Partners.**

Those Sealed Air Partners subject to screening will be required to attest to their compliance with the applicable Anticorruption Laws according to the screening procedure, and attend training as required by the Legal Department.

Sealed Air Personnel are encouraged to consult with Sealed Air's Legal Department before engaging any third party to determine whether screening is necessary.

Sealed Air Personnel may not engage a third party if a Red Flag has been identified for that third party or there is any reason to suspect that the third party may attempt to make an unlawful payment to a Public Official, unless and until the Legal Department has reviewed and written approval is obtained by Functional or Division Leadership.

Examples of Red Flags

Any request made by a Public Official or Sealed Air Partner for a gift, payment, or any other inducement in exchange for influencing the Public Official's actions or otherwise improperly securing a business advantage shall be considered a "Red Flag." Red Flags may also include, but are not limited to, the following:

- A request for payment in advance of or prior to an award of a contract or other business;
- A request for large contingency or "success" fees;
- A request for reimbursement of extraordinary, poorly documented, or last minute expenses;
- Third-party approval is required before the Public Official may accept the Thing of Value, and such approval has not been received;
- A request for payment in cash, to a numbered account, or to an account in the name of a different person;
- A request for payment in a country other than the one in which the Sealed Air Personnel or Sealed Air Partner is located or performing;
- A relationship between a Sealed Air Partner and a Public Official (e.g., family member, business partner, etc.), particularly if the family member is, or could be, in a position to direct business to Sealed Air or the Sealed Air Partner; or
- A Sealed Air Partner that is the subject of credible rumors or media reports impacting upon the Sealed Air Partner's ethics.

This list of Red Flags is not all-inclusive. If any information causes you to believe that a violation may occur or has occurred, you must advise Sealed Air immediately through the Legal Department or the Integrity Line.

Mergers & Acquisition Due Diligence

Sealed Air will conduct anticorruption due diligence as applicable on all merger and/or acquisition targets entering into a transaction with Sealed Air. The Legal Department will determine the appropriate form of such due diligence.

Penalties

Individuals who violate the FCPA and Anticorruption Laws may be subject to criminal liability. An individual's FCPA violations are punishable by a fine of up to \$250,000 per violation, imprisonment for up to five years per violation, or both. An individual's violations may also subject Sealed Air to significant fines and other penalties. The U.S. Government has imposed multimillion dollar fines on companies for violating the FCPA. Other countries may also impose penalties on companies and individuals for violating their Anticorruption Laws.

Sealed Air Personnel who violate the Anticorruption Policy or Procedures are subject to disciplinary employment action, up to and including suspension or termination. Sealed Air may seek to terminate contracts with Sealed Air Partners and third parties who are unwilling or unable to represent or work with Sealed Air in a manner consistent with this policy.

Additional Guidance

All Sealed Air Personnel must act ethically and carefully to minimize the risk of inadvertently breaching applicable laws. They must avoid the appearance of impropriety and preserve and promote Sealed Air's reputation. Sealed Air Personnel should be mindful that violations of the Anticorruption Laws can occur in routine aspects of Sealed Air's business and may be implicated with arrangements or dealings with public or private individuals.

To ensure Sealed Air's compliance with Anticorruption Laws, Sealed Air Personnel must comply with the Anticorruption Policy and Procedures and the Corporate Compliance Program. Sealed Air Personnel are encouraged to consult with Sealed Air's Legal Department about questions related to the Anticorruption Policy and Procedures.

Monitoring Compliance

Sealed Air will periodically conduct internal or external audits or other reviews to determine whether the Anticorruption Policy and Procedures are effectively reducing the risk of and detecting potential violations of the FCPA and other Anticorruption Laws when they occur. The Internal Audit Department will conduct internal audits in coordination with the Legal Department as part of its compliance audit program and protocols. The Legal Department will have discretion to determine when an external audit is warranted and will be responsible for supervising any external audits of Sealed Air's FCPA and anticorruption compliance. The Legal Department may authorize other auditing and monitoring steps as appropriate (*e.g.*, review of books and records, updating training, and interviews of Sealed Air Personnel or Sealed Air Partners).

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