

**SEALED AIR CORPORATION  
NOMINATING AND CORPORATE GOVERNANCE  
COMMITTEE CHARTER  
February 16, 2007**

**Purpose**

The Nominating and Corporate Governance Committee of the Board of Directors of Sealed Air 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 Board;
- assist the Board in evaluating the Board and its committees; and
- recommend to the Board the compensation of non-management directors.

**Committee Membership**

The Nomination and Corporate Governance Committee shall consist of no fewer than three members. The members of the Nominating and Corporate Governance 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 Nominating and Corporate Governance Committee. The members of the Nominating and Corporate Governance Committee shall serve at the pleasure of the Board.

**Committee Meetings and Procedures**

The Nominating and Corporate Governance Committee shall meet at least twice a year. The Committee shall meet in executive session at least once per year without any members of management present.

The Chair of the Committee or a majority of the members of the Committee may call a special meeting of the Committee. The Nominating and Corporate Governance Committee may form and delegate authority to subcommittees when appropriate, *provided, however*, that no subcommittee shall consist of fewer than two members.

The Nominating and Corporate Governance 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 Nominating and Corporate Governance Committee shall:

1. Monitor the composition of the Board to assure that it contains a reasonable balance of professional interests, business experience, financial expertise and independent directors; 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, 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, membership changes and nominees to maintain or achieve the balance that the Committee determines to be appropriate.
2. 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.
3. At least annually, review the compensation of the Corporation's non-management directors and make recommendations to the Board with respect thereto.
4. 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.
5. Oversee the corporate governance affairs of the Corporation 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.
6. Consider potential conflicts of interest and related person transactions involving 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 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 Chairs of the Audit Committee and the Nominating and Corporate Governance Committee may agree that only one of those committees should 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.
7. 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.

8. Review and recommend director orientation and continuing education programs for members of the Board.
9. Perform such other duties as are assigned by the Board.

### **Consultants and Advisors**

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

### **Committee Members**

Lawrence R. Codey  
Hank Brown  
Charles F. Farrell, Jr.  
Kenneth P. Manning  
William J. Marino