



PIONEERING WHAT'S NEXT

SEALED AIR 2010 ANNUAL REVIEW

 **Sealed Air**

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For over fifty years, we have been a leading global innovator and manufacturer of a wide range of packaging and performance-based materials and equipment systems that serve an array of food, industrial, medical, and consumer applications. We partner with customers globally to provide a complete systems solution that includes packaging material, equipment systems and a variety of services, which offer measurable value by reducing customers' total costs. Our solutions are represented by a broad portfolio of industry leading brands including Bubble Wrap® brand packaging, Jiffy® Mailers, and Cryovac® technology for various food applications. We are proud of our technological leadership in innovation and in the customized solutions we offer to help ensure that food retains its freshness, products arrive undamaged, and transit efficiencies are maximized to reduce energy and waste—making the world a better place.

MISSION. VISION. VALUES.

MISSION: Through the unyielding pursuit of innovation and new heights of service excellence, we will utilize our fundamental knowledge of packaging and performance-based materials to create sustainable products that reduce waste. We will be recognized as an essential partner for optimizing convenience, efficiency and protection.

VISION: Become the global supplier of choice for solutions, products and services that improve our customers' bottom-line in the markets we serve. In every region and market where we do business, we will be recognized as the most technologically-driven, customer-focused and trusted materials company.

VALUES:

- **Integrity**—Always act with the highest ethical and legal standards
- **Trust**—Doing our best to meet our commitments, being open and honest and keeping our word
- **Respect**—Always act in a manner that treats all people, cultures, backgrounds and viewpoints with fairness and respect
- **Lead**—"Setting the bar" in all we do and in the markets we create

KEY FACTS:

FOUNDED: 1960 in Hawthorne, NJ, USA

WORLD HEADQUARTERS: Elmwood Park, NJ, USA

NYSE: SEE

2010 NET SALES: \$4.5 billion

2010 NET EARNINGS: \$256 million

EMPLOYEES: 16,100

INNOVATOR: leading innovator in advanced material science, manufacturing processes, automation and integration

TOTAL SYSTEMS APPROACH: services + materials + equipment + integration

SCALE & GLOBAL REACH: 114 manufacturing facilities, 52-country presence, 77-country distribution

FINANCIAL HIGHLIGHTS

	Year Ended December 31,				
(\$ in millions, except per common share data)	2010	2009	2008	2007	2006
Total Net Sales	\$4,490	\$4,243	\$4,844	\$4,651	\$4,328
Percent in U.S.	46%	46%	45%	46%	48%
Percent International	54%	54%	55%	54%	52%
Research and Development Expenses	\$ 88	\$ 81	\$ 86	\$ 91	\$ 78
As a Percent of Net Sales	2.0%	1.9%	1.8%	2.0%	1.8%
U.S. GAAP Operating Profit	\$ 535	\$ 492	\$ 397	\$ 549	\$ 526
Adjusted Operating Profit*	549	509	489	562	543
As a Percent of Net Sales	12.2%	12.0%	10.1%	12.1%	12.5%
Adjusted EBITDA*	\$ 732	\$ 704	\$ 650	\$ 756	\$ 734
As a Percent of Net Sales	16.3%	16.6%	13.4%	16.2%	17.0%
U.S. GAAP Net Earnings	\$ 256	\$ 244	\$ 180	\$ 353	\$ 274
Adjusted Net Earnings*	283	260	257	308	286
U.S. GAAP Diluted EPS	\$ 1.44	\$ 1.35	\$ 0.99	\$ 1.88	\$ 1.46
Adjusted Diluted EPS*	1.60	1.44	1.40	1.64	1.52
Cash Dividends Paid per Common Share	\$ 0.50	\$ 0.48	\$ 0.48	\$ 0.40	\$ 0.30
Total Return to Stockholders (dividends & share repurchases)	\$ 90	\$ 76	\$ 172	\$ 71	\$ 101
Cash Provided by Operating Activities	\$ 483	\$ 552	\$ 404	\$ 378	\$ 433
Free Cash Flow*	\$ 342	\$ 501	\$ 253	\$ 155	\$ 172
Long-term Debt	\$1,399	\$1,626	\$1,290	\$1,532	\$1,827
Return on Total Assets*	4.7%	4.7%	3.5%	6.8%	5.5%
Return on Invested Capital*	9.9%	8.9%	8.6%	9.3%	10.7%
Return on Stockholders' Equity*	11.1%	11.8%	9.1%	19.2%	18.0%

* Please refer to the following definition and reconciliation pages for reconciliations of non-U.S. GAAP financial measures.

2010 REVENUE BY BUSINESS AREA

FOOD
PACKAGING

43%

FOOD
SOLUTIONS

21%

PROTECTIVE
PACKAGING

29%

SHRINK
PACKAGING

SPECIALTY
MATERIALS

MEDICAL
APPLICATIONS

NEW
VENTURES

7%

MESSAGE FROM OUR PRESIDENT AND CHIEF EXECUTIVE OFFICER

2010 marked the 50th anniversary of Sealed Air Corporation and our iconic Bubble Wrap® brand, as well as a turning point for our organization.

After focusing and investing over the last five years to optimize our internal operations, lower our cost structure, revitalize our R&D programs, reposition our supply chain platform to support developing region growth, and successfully deploy a global SAP enterprise reporting system, we are now positioned to realize the benefits of these investments. In 2010, we outlined the key drivers needed to accelerate volume growth to 5% to 6% annually and return to a 15% operating profit margin by the 2012/2013 time frame.

In 2010, we realized strong momentum towards reaching our future goals. We achieved:

- 6% sales increase to \$4.5B in revenue;
- 5% volume growth with a peak 7% increase in the fourth quarter;
- Launch of over 55 solutions—double the rate in 2009;
- \$100 million in productivity benefits;
- Record productivity, yield and safety metrics;
- Operating profit margin of 11.9%, or adjusted margin of 12.2%;
- Earnings per share of \$1.44, or adjusted earnings per share of \$1.60;

- Solid free cash flow of \$342 million; and
- Expansion of our sustainability initiatives with the launch of our SmartLife™ approach.

Today, we are focused on **pioneering what is next** in material science, in automation technology, and in service-based solutions for our expanding customer base. Ultimately, our strategy places an emphasis on sustainable growth, reinforcing our competitive advantages, developing disruptive, proprietary technologies, and achieving greater profitability. By achieving our goals, we are confident in our ability to enhance the measurable benefits we bring to our customers, continue a longstanding tradition of creating a positive impact for our employees, consumers and communities, and thereby, increase the value we can return to stockholders. We believe all of these factors will help secure our competitive position for the next 50 years.

I invite you to read through this annual review to learn more about Sealed Air, our recent innovations, our growth story and what sets us apart in the markets we serve.

Sincerely,



William V. Hickey
President and Chief Executive Officer



William V. Hickey
President and
Chief Executive Officer

DRIVING GROWTH

OUR GOAL: **5% to 6%**

ANNUAL VOLUME GROWTH
THROUGH 2013

Historically, our core organic growth of approximately 2% to 3% per annum reflected a number of core strengths including a broad portfolio of solutions, strong customer relationships, an extensive installed equipment base among our customers, and an expansive geographic footprint. Additionally, our businesses have leveraged secular trends to generate incremental product development and application opportunities.

Accelerating to a 5% to 6% unit volume growth rate through 2013 marks a change in how our businesses go to market and a revitalization of our R&D platforms.

The components of our growth strategy:



1/3 of Growth:
Foundational Growth Drivers

Secular Trends
& Core Growth



2/3 of Growth:
New Products, Services, Adjacent Applications

Innovative new products & services

New, proprietary technology platforms

Incremental revenue from adjacent applications

Accelerate developing region sales

OUR GROWTH STRATEGY

- ↑ GLOBAL PROTEIN DEMAND
- ↑ MIDDLECLASS SPEND
- ↑ HYGIENE/SAFETY FOCUS
- ↑ CONVENIENCE FEATURES

- ↑ MOVEMENT OF GOODS
- ↑ AGING POPULACE
- ↑ WELLNESS FOCUS
- ↑ CONSERVATION FOCUS

- ↑ EXISTING APPLICATION USE
- ↑ EXISTING RELATIONSHIPS
- ↑ USE OF AUTOMATION
- ↑ GEOGRAPHIC EXPANSION

What's changed?

ADDITIONAL 2+% VOLUME GROWTH FROM NEW SOLUTIONS, SERVICES & PROCESS TECHNOLOGIES:

- **Revitalized R&D platforms with new leadership**—Focused on developing highly proprietary materials and process platforms that are differentiated and deliver measurable value for customers. We expect to increase the proportion of new product sales above 15% of total net sales achieved in 2010. In 2010, we doubled the rate of product introductions versus 2009 and are further piloting new solutions that are phasing through our development pipeline.
- **New proprietary manufacturing processes & materials**—Pioneering new manufacturing technologies and processes allows us to further differentiate our solutions in the marketplace and enhance our financial performance. Our R&D and Supply Chain organizations have focused on developing proprietary process technologies that:
 - Reduce and diversify material inputs while reducing product thickness and maintaining or exceeding product performance;
 - Increase the mix of proprietary formulations; and
 - Are scalable across various businesses.

Additionally, we continue to focus on identifying alternate inputs, formulations, and process technologies that advance solution performance and functionality, while furthering source reduction, weight reduction, and our “zero-to-landfill” goal. We expect to combine the synergies of the various new development platforms to continue to extend our points of differentiation and deliver value to our various stakeholders.

2 key examples:

MICROLAYERING: One of our latest patent-pending innovations is a proprietary extrusion platform which produces numerous microlayers within a plastic film, providing enhanced properties. This process was first applied in our patented CT-series 7.5 micron shrink film, which provides the functionality of competitive films but at half the thickness, while generating customer savings through source reduction, logistics and manufacturing efficiencies and energy savings.

DIVERSIFYING MATERIAL STREAMS: By employing a higher proportion of pre-consumer recycled content and renewable materials in our formulations. Examples of newly commercialized solutions include:

- **Bubble Wrap® Recycled Grade** cushioning—offering over 50% recycled content—the industry’s largest mix of recycled content
- **Ethafoam® HRC** foam—over 65% recycled content special density foam
- **Ethafoam® MRC** foam—a 100% recycled content special density foam
- **PakNatural™** loose fill—produced from over 95% renewable material
- **Instapak® RC45** foam—1st Instapak® foam solution using up to 25% renewable content

DRIVING GROWTH (CONTINUED)

• **New commitment to service-based solutions with new leadership**—Focused on developing services in support of existing applications and adjacent market spaces. Several service concepts have been in pilot phase in 2010 with expected commercialization in 2011 and beyond. New services introduced or expanded in 2010 include:

- **Nelipak® Total Validation:** Validation of packaging for sterilized medical devices and best practice consultation;
- **I-Pack® and Ulti-Pack®:** Automated void reduction and containment packaging systems sold as a per package service charge;
- **PakFormance® and PakFormance® Remote Diagnostics:** Software, equipment and services platform offering customers the ability to measure, control and improve processes and costs in their packaging process on both Sealed Air and non-Sealed Air equipment systems; and
- **SmartLife™ Life Cycle Assessment:** Process and product life cycle analyses that help determine the true environmental impact of products.

ADDITIONAL 2+% VOLUME GROWTH FROM ADJACENT MARKET APPLICATIONS:

Our goal is to achieve approximately one-third of our growth by pioneering new, adjacent applications by leveraging our advanced material science, processing expertise and extensive distribution networks. The following examples highlight a few areas that our businesses are pursuing today:

EXAMPLE 1: FOOD SOLUTIONS

Aseptic Packaging

- \$15B application
- Expanding ~8% p.a.
- 5 Yr. Goal: >\$50MM
- Focused on niche pouch applications for bulk foodservice use & targeted retail applications
- Alternate to cans, cartons & bottles
- **Current status:**
 - Offer 2 new aseptic systems using proprietary barrier materials: Flavour Mark™ (food service) & ProAseptic® (retail)
 - 2010 investment in ProAseptic Technologies
 - Initial commercial sales achieved



EXAMPLE 2: PROTECTIVE PACKAGING

Shrink Sleeve Labels

- \$1+B application
- Expanding 7+% p.a.
- 5 Yr. Goal: >\$75MM
- Focused on adding value via enhanced performance and source reduction for full-coverage applications
- Alternate to adhesive labels, in-mold labels & screen printing (eliminating PVC-based substrates)
- **Current status:**
 - Developing unique, patented film structures
 - Launched November 2010
 - Piloting with converters & targeted CPG companies
 - Optimizing manufacturing processes
 - Initial commercial sales achieved



EXAMPLE 3: PROTECTIVE PakNatural™ Loose F

- \$150-\$200MM application
- –
- 5 Yr. Goal: >\$25MM
- Focused on offering a renewable that offers equivalent or better performance than traditional options at a cost competitive
- Alternate to polystyrene & styrofoam
- **Current status:**
 - Acquired technology in 2010
 - Launched product as PakNatural
 - Expanding launch program
 - Exploring alternate uses for



EXAMPLE 4: MEDICAL APPLICATION Enteral Feeding Application

- \$200-\$300MM application
- Expanding 7% p.a.
- 5 Yr. Goal: >\$25MM
- Focused on leveraging our aseptic systems to offer a higher performing solution that ensures better retention of nutritional values
- Alternate to retort sterilization process
- **Current status:**
 - Development in process
 - Expect commercial sales in 2013



EXAMPLE 5: FOOD PACKAGING Multi-Seal®

- \$500+MM application
- Expanding 5+% p.a.
- 5 Yr. Goal: >\$40MM
- Focused on expanding our EZ-Open/Reclosable convenience technology across broader applications such as snack foods
- Alternate to non-reclosable, press and seal, or "zippered" package options
- **Current status:**
 - Launched Multi-Seal® in 2009
 - Expanding sealing application to alternate formats
 - Piloting non-meat applications



ACCELERATE DEVELOPING REGION SALES:

Our extensive international footprint has allowed us to achieve approximately \$735 million, or 16% of our 2010 net sales in developing regions. We are now focused on accelerating our growth to achieve over 20% of net sales in developing regions by 2013. Key enablers include:

- 2010 completion of our Global Manufacturing Strategy, which repositioned our platform for profitable future growth in developing regions with the addition of a new facility in China, Mexico and Poland. This program provides a \$55 million benefit resulting from a simplified supply chain network and positions us to drive profitable local growth, as well as support regional supply from a preferential position.
- 2010 focus on accelerating growth in China & India. In support of this effort, we organized our strong regional management talent under newly assigned leadership and launched a new strategic plan that capitalizes on the tremendous growth opportunities available for all of our businesses in these dynamic economies. Although the program is still in its infancy, we generated year-over-year sales growth that was more than double local GDP growth.
- 2010 new facility investment in Brazil in support of our food businesses and the growing protein industry in the region.
- Expansion in Eastern Europe—where we continue to invest in our Russian and Hungarian facilities to support the growth of local and multinational processors.

RAISING PROFITABILITY & RESULTS

After spending the last few years investing in our platforms and lowering our cost structure, we have turned our focus to re-establishing our operating profit margin to 15% and increasing our capital efficiency by the 2012/2013 time frame as we accelerate our unit volume growth.

Achieving a 15% operating profit margin is driven by goals of a:

30%

GROSS PROFIT MARGIN

15%

SG&A PERCENT OF NET SALES

15%

OPERATING PROFIT MARGIN

We believe that successful execution of this profile will continue to yield free cash flow in excess of \$300 million annually, or at 8% or 9% of net sales. Additionally, our earnings per common share growth is also expected to increase above a 15% compounded annual growth rate between 2010 and 2013.

We are directing focus in 3 key areas to achieve these results:

FOCUS 1: Operating leverage—the primary driver

By increasing our unit volume growth from an established 2% annual increase to 5% to 6% through the outlined growth strategies, we are able to maximize our incremental margin contribution. In 2010, unit volumes increased 5% annually, with a peak 7% increase in the fourth quarter—providing strong momentum into 2011. Combined with a robust product development pipeline, new, proprietary manufacturing processes, an expansive international footprint and a focus on accelerating developing region sales—we are well positioned to maintain momentum.

FOCUS 2: Ongoing productivity improvement

through continuous improvement achieved as part of our World Class Manufacturing principles.

- In 2010, the Supply Chain organization achieved \$100 million of productivity benefits through hundreds of facility-led programs that yielded record performance. These include record:
 - Yields;
 - Asset productivity;
 - Employee productivity; and
 - Safety.
- Optimizing our strategic procurement programs and supplier management activities, including the expansion of e-procurement tools.
- Leveraging new manufacturing processes, ongoing automation, and an efficient manufacturing platform in developing regions through the completed Global Manufacturing Strategy (GMS) program will further contribute to our productivity performance.

FOCUS 3: Holding fixed overhead spend of approximately \$1 billion relatively steady

and increasing the return on investment of these expenses will be an integral driver to reduce SG&A as a percent of net sales. Our goal is to achieve an average SG&A ratio of 15% by 2012/2013, as compared to the 16% to 17% range today.

We are focused on limiting SG&A expense growth to approximately 3% annually as we optimize several administrative areas including:

- Customer and SKU profitability through our “Cost to Serve” programs focused on reducing complexity in our processes and differentiating our offering based on customer preferences. By leveraging our “one instance” of SAP that now covers 90% of our revenue, we benefit from greater insight and the opportunity to rapidly address areas of opportunity.
- Through our transition to a “shared services” model, we are able to increase our return on investment in various automated technologies and processes—helping to streamline our operations and boost returns.
- Achieving the “perfect order” by optimizing accuracy and timeliness through the life cycle of an order. Our goal is to increase productivity and reduce the “cash-to-cash” cycle by using streamlined processes and new technologies to facilitate improved efficiencies and quality from initial order entry, through to manufacturing, inventory control and final fulfillment.

Successful execution of our growth strategies, which we expect will yield attractive incremental margin, combined with disciplined control of expenses and ongoing optimization of the business, will drive improvement in our financial profile. We expect this to result in continued steady growth of our operating profit, with a return to an operating profit margin of 15% by the 2012/2013 time frame.



A SMARTLIFE™ APPROACH

Our ultimate vision is to become the world's most sustainable packaging company. Achieving our vision responsibly is also an integral component to our operational and financial goals.

As part of this commitment, we launched our SmartLife™ initiative in 2010, a sustainability mission that is incorporated within our business strategy, which ensures that:

- We operate in an ethical and responsible manner;
- We respect and value the relationships with our stakeholders; and
- We have a positive impact on society.

While we are proud of our accomplishments to date, we are always striving to improve. For example, we launched a Sustainability Advisory Team, consisting of 18 diverse executives, representing various regions and disciplines that are focused on achieving strategic sustainability goals aimed at:

- Developing a portfolio of sustainable products;
- Introducing a new suite of SmartLife™ Services and Business Solutions, including our new Life Cycle Assessment services;
- Extending our sustainability program through our supply chain operations;
- Engaging employees more broadly by integrating daily sustainable practices; and
- Collaborating with industry partners and associations to advance sustainability goals in areas of industry-standards and legislation.

PRODUCT PERFORMANCE

Focused on developing environmentally-favorable packaging that meets the demand for performance and value

- Incorporate life cycle thinking and tools in all business activities
- Design solutions that reduce waste and product damage, while minimizing weight, material requirements and energy. Ultimately, optimizing convenience, performance and cube utilization, while lowering total unit cost
- Utilize materials that minimize an environmental impact—striving to maximize the content of recycled or renewable materials in our products

GOVERNANCE

Sound governance and management of our business in accordance with the highest standards of business ethics

- Stringent code of conduct and internal controls and practices globally
- Maintain stockholder-friendly practices
- Increase stakeholder engagement to create awareness about our SmartLife™ approach and associated initiatives

COMMUNITY

Making a difference by improving the quality of life in the communities where we live and work

- Encourage and promote employee volunteerism
- Respond to the needs of neighbors impacted by natural disasters
- Combat the growing issue of world hunger through financial, technological and employee donations

• In 2010, we added 6 new products to our family of sustainable offerings:

Korrvu® Hybrid™ package—uses 30% recovered paper and is 100% curbside recyclable

Bubble Wrap® recycled grade cushioning—uses a minimum of 50% pre-consumer recycled content

Ethafoam® HRC (high recycled content) foam—uses up to 65% pre-consumer recycled content

Ethafoam® MRC (maximum recycled content) foam—uses up to 100% pre-consumer recycled content

In 2010, we were actively engaged with: the Flexible Packaging Association, the Sustainable Packaging Coalition, the World Economic Forum, the Consumers Goods Forum, the International Standards Organization, the International Safe Transit Association, EUROPEN and the China Packaging Federation.

SmartLife™ builds upon our existing values of responsible management to minimize risk, ensure good stewardship of the environment and the communities we touch, while delivering measurable value for all of our stakeholders.



OUR SMARTLIFE™ APPROACH

In 2010, our employees supported local community needs through a variety of fund raising efforts:

Education

- Ongoing sponsorship of Students In Free Enterprise (SIFE)
- Mentoring and sponsorship programs established with schools in U.S., China, Australia, Guatemala

Natural Disaster Relief

Donations of our products and food through agencies such as the Red Cross, UN World Food Programme, and Caritas to help victims of natural disasters in: Chile, Haiti, Mexico, and Hungary

Local Charity Donations

Raised over 13 tons of food across several food drive campaigns

- Toy drives
- Blood drives
- United Way
- School supplies
- Product donations
- Charity drives

Community Improvement

Various clean-up and replanting projects in U.S., New Zealand and Mexico

DIVERSITY

Foster a culture that embraces an inclusive and diverse workforce

- Established a Diversity Council in 2010 represented by key Company leaders
- Focused on achieving Council directives focused on employee and supplier diversity



PakNatural™ loose fill—produced from over 95% renewable material

Instapak® RC45 foam—1st Instapak® foam solution using up to 25% renewable content

WORKPLACE

Compliance with all applicable employment practices and health, safety & environmental laws to ensure an inclusive and safe environment for our employees

- Continue to improve our safety performance—resulting in record 2010 achievement of 0.97 Total Recordable Incident Rate (TRIR) per 100 workers vs. 1.04 in 2009 (a lower number reflects improvement)



OPERATIONS/MANUFACTURING

Committed to reducing the environmental impact of our facilities

**Goals reflect targeted 2015 performance vs. 2006 baseline.*

- **Reduce our greenhouse gas emissions by 20%***
—2010 results: 13.3% reduction
- **Reduce our energy intensity by 10%***
—2010 results: 4.2% reduction
- **Achieve “zero to landfill”**
—2010 results: 5% of material to landfill, a 2% improvement versus 2009
—60% of our manufacturing facilities achieved “zero to landfill” in 2010

OUR SCALE & FOOTPRINT

WHAT SETS US APART

For over fifty years, we have invested in an unparalleled proprietary footprint and have developed extensive global sales and distribution channels that provide unsurpassed reach to customers worldwide.

Today, we maintain a 52-country presence that serves over 16,000 customers in 77 countries. In addition to our extensive network in North America and Western Europe, we have been established in Latin America for over 40 years, in Russia for almost 20 years and in China for over 10 years.

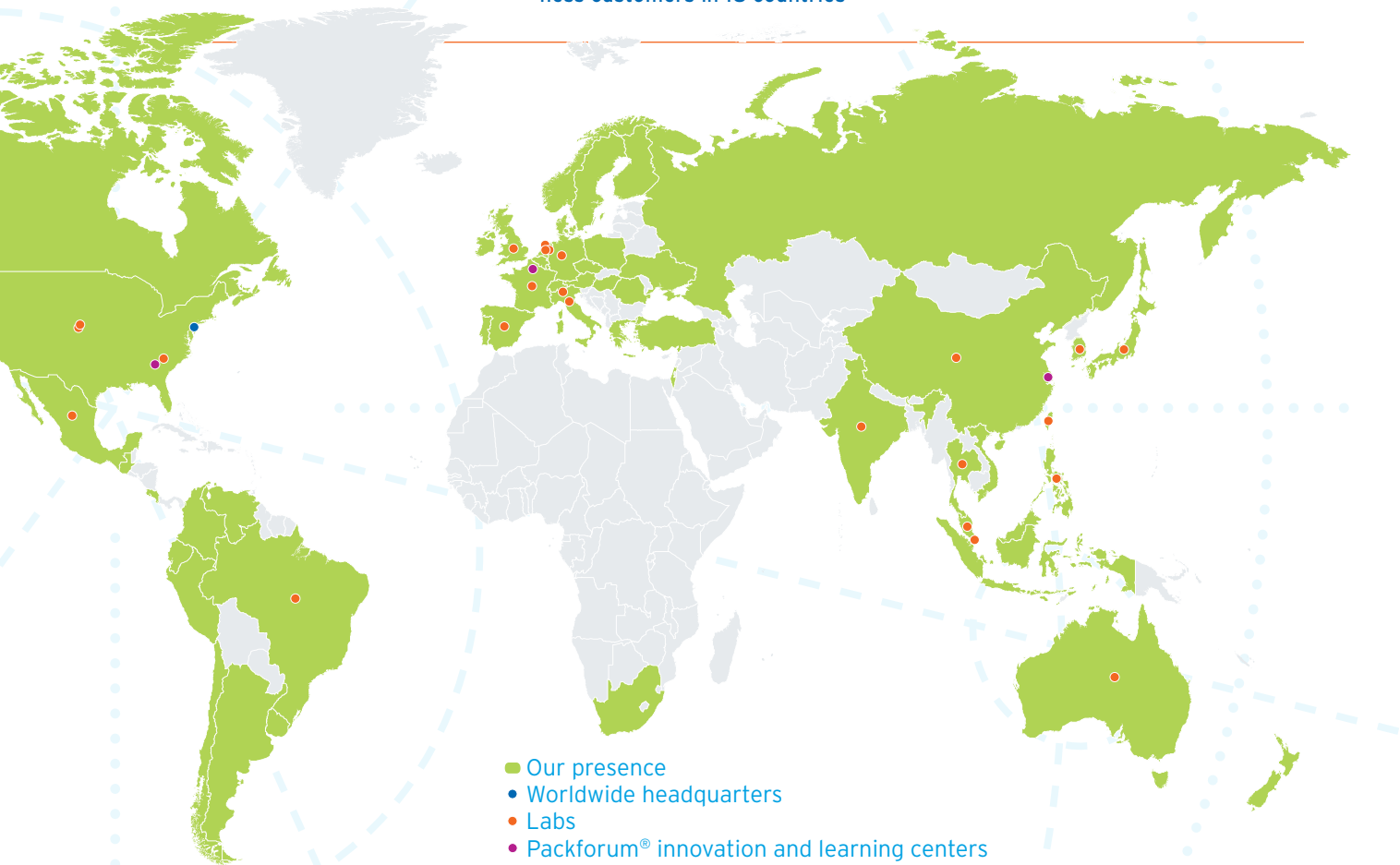
Our local presence and experience provides both domestic and multinational customers with local market insight and expertise, as well as the ability to gain from key learnings and innovations sourced from other Sealed Air regions. We are also well positioned to maintain high service levels, providing rapid response to design and planning needs through to 24/7 maintenance and repair.

KEY STATISTICS:

- 114 manufacturing facilities in 37 countries
- Sealed Air presence in 52 countries
- 77-country distribution
- Extensive distribution networks

LARGEST INTERNATIONAL NETWORK OF DEVELOPMENT LABS:

- 3 Packforum® customer learning and innovation centers in 3 countries
- 2 food science labs in 2 countries
- 35 Packaging Development and Design Centers for industrial business customers in 18 countries
- 5 equipment design facilities in 4 countries
- 2 medical device and equipment labs in 2 countries
- 1 medical packaging validation lab



AMERICAS

Argentina
 Brazil
 Canada
 Chile
 Colombia
 Costa Rica
 Ecuador
 Guatemala
 Mexico
 Peru
 United States
 Uruguay
 Venezuela

EUROPE, MIDDLE EAST AND AFRICA

Austria
 Belgium
 Czech Republic
 Denmark
 Finland
 France
 Germany
 Greece
 Hungary
 Ireland
 Israel
 Italy
 Luxembourg
 Netherlands

Norway
 Poland
 Portugal
 Romania
 Russia
 South Africa
 Spain
 Sweden
 Switzerland
 Turkey
 Ukraine
 United Kingdom

ASIA-PACIFIC

Australia
 China
 India
 Indonesia
 Japan
 Malaysia
 New Zealand
 Philippines
 Singapore
 South Korea
 Taiwan
 Thailand
 Vietnam

OUR TECHNOLOGY

WHAT SETS US APART

We are known globally in our markets as a leading innovator in material science, in our manufacturing processes, and in equipment systems which deliver automation for our customers' packaging processes.

- Our solutions stand apart as many contain differentiated, proprietary and patented material technologies.
- Our process technologies are considered best-in-class in our marketplace with many incorporating proprietary or trade secret features. Additionally, we maintain a leading expertise in extrusion, orientation and converting. These competencies allow us to develop unique film structures that provide various functions and performance benefits.
- Our equipment systems offer state-of-the-art automation which, combined with our leading edge materials, provide customized solutions that maximize the productivity and efficiency of our customers' operations. With over **70,000 Sealed Air systems** installed among our **16,000 customers** today, as well as among the numerous indirect customers and equipment systems we maintain through our extended network, we continue to benefit from that broad reach, by innovating new features and packaging concepts that leverage this expansive installed base worldwide.

KEY STATISTICS:

- We invest 2X the industry average on R&D as a percent of net sales
- Solutions protected by over 2,500 patents, 3,000 trademarks and numerous trade secrets
- We file an average of 200 new patents and 200 new trademarks annually
- Largest breadth of specialists in the industry:
 - 250+ scientists, engineers & designers
 - 600+ equipment and application experts
- Largest international network of labs: 50 facilities worldwide
- 4 “hands-on” customer learning & innovation sites:
 - 3 Packforum® facilities & the Clemson University Cryovac® Flavour Mark® Retort Lab

We are never short on ideas and are actively redefining and pioneering tomorrow’s next concepts in today’s rapidly changing environment. We do this through a variety of sources, including our own extensive Technology & Innovation team, through partnerships with external inventors, academics, customers, and through open innovation.

As a result of our efforts, new products represent approximately 15% of net sales today.



UNIQUE BREADTH OF EXPERTISE UNDER “ONE ROOF”:

Applied expertise in:

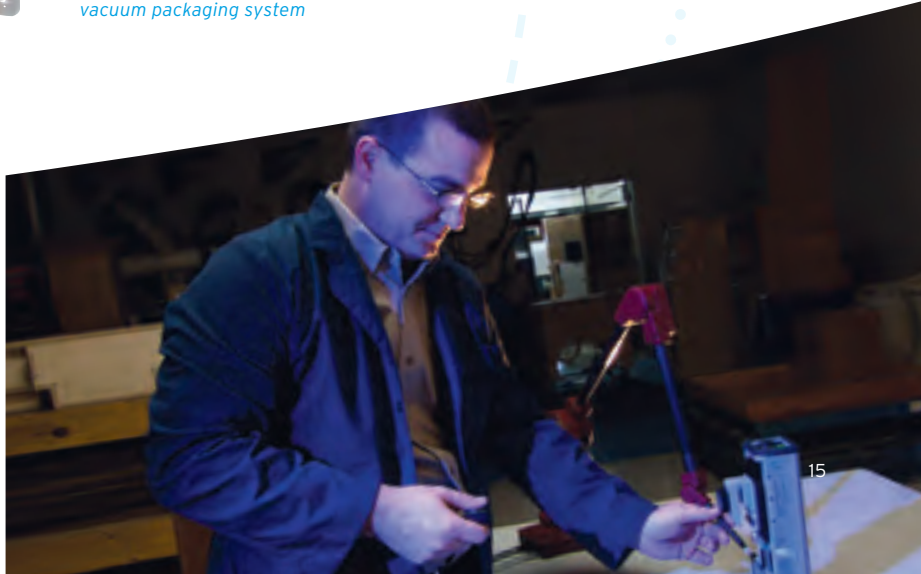
- Packaging design
- Food science
- Packaging systems

Technical expertise in:

- Co-extrusion
- Polymer science
- Printing
- Chemical blends
- Equipment design
- Integration systems



Cryovac® VS95TS BC
vacuum packaging system



OUR TOTAL SYSTEMS APPROACH

WHAT SETS US APART

Taking a systems approach means being a partner, not a supplier. We help our customers solve everyday challenges and operate their businesses more efficiently so that they can be more profitable.

We focus on exceptional performance and products engineered to provide long-term, measurable value. By combining technology, engineering, manufacturing know-how, a variety of services, and unparalleled customer support, we are able to increase customers' productivity, offer alternate formats that boost efficiency, maintain product consistency, and even reduce retail shrink and damage.

OUR SOLUTIONS HELP CUSTOMERS ACHIEVE THESE GOALS:

- Extend shelf life
- Maintain product & brand consistency
- Reduce waste/spoilage, damage & returns
- Increase production efficiencies: speed, yields & quality
- Reduce total cost
- Enhance merchandising appeal
- Ensure product convenience and ease-of-use



*Cre8 Strategic
Package Design*



● Packforum® Asia

● PakFormance® Solution



**Our Total
Systems Solution**

ADVANCED MATERIAL SOLUTIONS

- Extruded films and foams
- Paper-based, recycled and renewable content
 - Converting options
- Functional attributes & value-added features
 - Flexographic print platform

**EQUIPMENT SYSTEMS
& SUPPORT**

- Extensive equipment selection
- Installation and process integration
- Technical training
- Repair and maintenance services
- Replacement parts
- Remote diagnostics

**INTEGRATION SERVICES
& CONSULTING**

- PakFormance® integrated solution for process control and oversight
- Process consulting

**VALUE-ADDED
POST-SALE SERVICES**

- Online customer service
 - Fulfillment services
- Vendor managed inventory
 - EDI and web-based transactions

**VALUE-ADDED
CONSULTATIVE SERVICES**

- Seminars/education
- Consumer research
 - Ideation
- Application design and testing
 - Graphic services
- Life Cycle Assessment
 - Cre8 Strategic Package Design

OUR DIVERSIFIED PORTFOLIO

WHAT SETS US APART

We maintain a well-diversified portfolio that serves a variety of applications across numerous end-markets and industries worldwide.



FOOD BUSINESSES

FOOD PACKAGING

43%



FOOD SOLUTIONS

21%



PROTECTIVE & SHRINK PACKAGING

PROTECTIVE PACKAGING

29%



Protective Packaging



Shrink Packaging

OTHER

OTHER

7%



Specialty Materials



New Ventures



Medical Applications

OUR FOOD BUSINESSES

GLOBAL LEADERS IN FRESH FOOD PACKAGING TECHNOLOGIES

Our two food segments, Food Packaging and Food Solutions represent Cryovac® branded food packaging technologies, which can be found across shopping aisles worldwide, extending shelf life and freshness of perishable food, heightening merchandising appeal and providing options for meals that are quick and easy to prepare. Additionally, our technologies facilitate efficient packaging, distribution, storage, heating and dispensing of foods that are destined for use in restaurants, institutions, and on-the-go foodservice operations.

Our businesses have an established packaging presence in perishable products such as fresh, smoked or processed meats, seafood, dairy products, fresh pastas, pizzas, baked goods, liquid and semi-liquid processed foods and the various ingredients that make up processed foods in commercial foodservice operations.

We do this with a strong understanding of consumer and operator needs and a focus on delivering packaging materials, equipment systems and services. By balancing innovative thinking and food science with advanced material and process technologies, we offer unique systems that enable food processors, supermarket retailers, and foodservice operators to be more productive and more profitable. Through constant innovation and ongoing development of new technologies and formats, we work with retailers and foodservice operators to help them differentiate their offerings, promote their products on retail shelves and maximize their productivity and profitability.



FOOD PACKAGING'S solutions include a variety of material and equipment systems that deliver efficiencies for food processors, superior merchandising at retail, and optimal freshness for foodservice operations. These solutions include: vacuum shrink bag systems, cook-in applications, laminated and co-extruded rollstock materials, horizontal form, fill and seal technology, absorbent pads, rigid trays, supporting equipment systems, and various services and software systems to ensure efficient operation of these systems within the customer's manufacturing process.

FOOD SOLUTIONS is focused on value-added perishable and processed foods. Their solutions provide convenient access to fresh, consistently prepared high-quality foods, whether through our Case Ready fresh protein solutions, our Ready Meals portfolio, or our packaging portfolio for liquid and semi-liquid foods in either a chilled or shelf stable format for retailer and foodservice applications.





* FOOD PACKAGING Segment Financial Snapshot

(\$ millions)	2010	2009	2008
Net Sales	\$ 1,924	\$1,840	\$1,969
% Developing Regions	22%	21%	21%
% of Total Net Sales	43%	43%	41%
Operating Profit	\$ 263	\$ 252	\$ 218
Operating Margin	13.7%	13.7%	11.0%
% of Total Operating Profit	48%	50%	45%

FOOD SOLUTIONS Segment Financial Snapshot

(\$ millions)	2010	2009	2008
Net Sales	\$935	\$892	\$988
% Developing Regions	9%	9%	9%
% of Total Net Sales	21%	21%	20%
Operating Profit	\$ 99	\$ 86	\$ 80
Operating Margin	10.6%	9.6%	8.1%
% of Total Operating Profit	18%	17%	17%

OUR FOOD BUSINESSES

2010 KEY PRODUCT LAUNCHES/EXPANSIONS INCLUDE:

FOOD PACKAGING:

- **Oven Ease™** ovenable bags for bone-in or boneless meat, poultry and fish products combine barrier vacuum packaging with oven-ready convenience—allowing convenient cooking at up to 375°F/200°C, or re-heating within the package. The system reduces prep and cooking time, minimizes clean up and helps maximize flavor and product yield.
- **Multi-Seal®** package, an easy open and reclosable deli package that is currently piloting in non-meat applications as we expand usage in areas such as snack foods.
- **Freshness Plus®** oxygen scavenging systems and odor scavenging materials.
- **Cryovac Grip & Tear®** bags, easy-open end-seal bags for fresh meats, poultry, and smoked and processed products, and cheese:
 - Cryovac® Portion-Pull™ Bag, which provides multiple easy-open access points on larger-sized packaged cheeses typically found in deli-operations
 - Cryovac Grip & Tear® bags for frozen meat applications
 - Cryovac Grip & Tear® bags for post-packaging pasteurization of smoked and processed products
 - Cryovac® non-barrier Grip & Tear® bag for whole fresh poultry
- **PakFormance®** integrated packaging solutions, including PakFormance® Remote Diagnostics and our “Ready-to-Pack to Ready-to-ShipSM” philosophy combine hardware, software, equipment and services that give food processors control and oversight of the food packaging process from start to finish.



Oven Ease™



Cryovac Grip & Tear®



2010 AWARDS INCLUDE:

- 2 Dupont Awards for Packaging Innovation
- Ameristar Gold Award
- Flexible Packaging Association Highest Achievement & Gold Awards
- Food Processing's Readers Choice—Gold Award

FOOD SOLUTIONS: CASE READY PORTFOLIO

New Gen Cryovac® LID

offers improved shelf life, enhanced inline productivity performance with 40% to 50% less downtime. This solution provides a 20% to 50% reduction in film weight compared to alternatives. Optimum flexibility and pack security.



Cryovac® Mirabella®

case ready packaging continues to expand internationally as customers shift from pilot testing to commercial programs in their meat departments. This Cryovac® proprietary lidding system reduces the tray height and increases space utilization by up to 50%—reducing transportation and handling costs, while ensuring the appropriate shelf life and natural color of fresh red meats.



Cryovac® Darfresh® case ready packaging technologies using vacuum technology to reduce waste by extending shelf life by approximately 30 days, and leak-proof pack safeguards to ensure food safety and superior quality.

- **Cryovac® New Gen Darfresh®:** our new generation high barrier solution at an optimized thickness that reduces the package weight by 30%, offers enhanced productivity efficiency with lower downtime, reduces disposal and green fees, and offers outstanding consumer appeal with tight pack presentation.

- **Cryovac® Darfresh® Ultra:** a new packaging concept for fresh red meats such as extra-matured beef that offers up to 80-day shelf life, allowing for continued maturation in the pack.



- **Cryovac® Darfresh® Flex/Flex+:** our lightest packaging concept for individually packed portions, specifically designed for chilled, frozen, raw and processed products. This format offers a best-in-class carbon footprint within our case ready packaging portfolio.



Cryovac® PermeLid

film offers a breathable, high-abuse shrink lidding film that is fully co-extruded, multi-layered and heat-sealable, allowing for superior merchandising appeal and product freshness.



- **Cryovac® BDF® for Whole Bird:** a flexible film system that provides a store-wrapped look, but offers a leak-proof closure and longer shelf life.



FOOD SOLUTIONS: READY MEALS PORTFOLIO

- **Cryovac® VS936HB** vacuum skin top-film for our Simple Steps® trays. This film offers higher flexibility and convenience in chilled and frozen ready meal tray applications and continues to offer the benefits of a self-venting feature, is microwavable, has an easy-open feature and provides longer shelf life and product freshness.



- **Cryovac® BDF® Soft** packaging features a thinner, anti-fog barrier film for horizontal, form-fill and seal packaging that offers lower costs and greater flexibility than the classic over-wrap film. This newest generation film works with lighter trays, provides greater productivity efficiencies, and reduces the total pack weight by up to 25%.

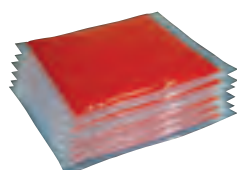


- **Cryovac® n'Oven® Ovenable Foam Tray** and DOF top films continue to expand as a dual-ovenable solution for both chilled and frozen ready meals. This solution offers trays up to 30% lighter than their rigid C-PET counterparts, remain cool to the touch, and are recyclable in PET facilities.



FOOD SOLUTIONS: LIQUID PACKAGING PORTFOLIO (18ML–1,000ML RANGE):

Cryovac® Flavour Mark® aseptic packaging technology offers high-quality shelf-stable pouches in commercial-sized units—requiring 30% less storage space compared to cans.



- **ProAseptic®** packaging materials and systems offer retail-sized aseptic shelf stable solutions in the 100ml to 1 liter range.



- **Cryovac® trap** printed film is the only high-quality printable material designed to run on high-speed Onpack VFFS systems for packages that require direct contact with food, such as those used in meal kits or paired with raw meats.

PROTECTIVE & SHRINK PACKAGING

GLOBAL LEADERS IN PROTECTIVE PACKAGING SYSTEMS

Our Protective Packaging segment is comprised of 2 business units: Protective Packaging and Shrink Packaging.

The **PROTECTIVE PACKAGING** business is home to the iconic Bubble Wrap® brand cushioning and offers the industry's broadest range of solutions globally to meet cushioning, void fill, positioning/blocking-and-bracing, surface protection and containment needs. Today, the business is a leading global provider of versatile protective packaging solutions for B2B/industrial applications with customers representing over 400-SIC* codes, for e-commerce/fulfillment applications and retail, where we offer select products for consumer use.

The **SHRINK PACKAGING** business provides industry-leading high performance polyolefin shrink films and equipment systems which are primarily sold under Cryovac® and Shanklin® brands, respectively. These films provide unsurpassed performance, durability and visual appeal for retailer display, containment, multi-pack, surface protection and tamper-evident packaging applications. Sealed Air shrink film solutions are the single-source choice for leading producers of consumer, industrial and food products around the world.

These businesses distinguish themselves by offering the most innovative systems using advanced material science and automation, with industry-leading brands, the most extensive sales, service, and development lab network globally, and broad distribution—both geographically and across numerous sales channels.

Together, these strengths allow us to commercialize systems globally that are designed to minimize material use while maximizing packaging performance, productivity, recyclability, re-use, and total cost savings for our customers.

PRIMARY PROTECTIVE PACKAGING BUSINESS PRODUCT FAMILIES:

Air Cellular Cushioning (Bubble Wrap®, AirCap®), various Inflatable Systems (FillTek™, Fill-Air®, NewAir I.B.®, Rapid Fill®), Foams (Cell-Aire®), Foam-in-Place systems (Instapak®), Mailer products (Jiffy®, Mail Lite®, PriorityPak®), Paper products (PackTiger®), Loose fill (PakNatural™), and Suspension/Retention systems (Korrvu®).

*SIC codes = Standard Industrial Classification codes

PROTECTIVE PACKAGING Segment* Financial Snapshot

(\$ millions)	2010	2009	2008
Net Sales	\$1,299	\$1,193	\$1,480
% Developing Regions	13%	12%	11%
% of Total Net Sales	29%	28%	31%
Operating Profit	\$ 170	\$ 150	\$ 169
Operating Margin	13.0%	12.6%	11.4%
% of Total Operating Profit	31%	30%	35%

*The Protective Packaging Segment reflects the consolidated results of the Protective Packaging and Shrink Packaging business units.



NEW/EXPANDED PRODUCTS IN 2010:

- **Instapak Complete®** foam-in-bag packaging system is a compact bench-mounted system that incorporates advanced CFT technology—including flow control dispensing which allows the system to create foam filled tubes ranging from 1"-5".



- **Instapak® RC45** foam contains 25% renewable content—our 1st renewable content Instapak® foam formulation.



- **Instapak iMold®** system provides fully automated, engineered, pre-molded Instapak® foam cushions for immediate use or storage.



- **Bubble Wrap® Brand Recycled Grade** contains a minimum of 50% pre-consumer recycled content—the highest recycled content air cellular cushioning.



- **NewAir I.B.® Express** inflatable cushioning system—with greater versatility in equipment systems and roll sizes.



- **Fill-Air Cyclone®** inflatable packaging system, which produces high volume void fill packaging materials from a compact footprint.



- **Korrvu® Hybrid™** retention packaging represents a new design which is more efficient and economical to employ—especially with low-profile products such as cell phones, cameras and laptops.



- **FasFil™** packaging system, which creates void fill pads from 100% recycled paper.



- **PakNatural™** loose fill, is sourced from a renewable material that offers better cushioning performance and remains cost competitive.



- **Cryovac® CT-301®, CT-501™, and CT-701™** ultra-thin high-performance polyolefin shrink films.

- **Cryovac® 360 Shrink Sleeve** films sold to converters for shrink labeling and shrink bundling applications in a wide variety of industrial and consumer goods.



OTHER CATEGORY

LEADING GLOBAL SUPPLIER OF SPECIALTY FOAM PRODUCTS

Our **SPECIALTY MATERIALS** business leverages technologies across Sealed Air for use in packaging and non-packaging applications—partnering with customers to improve their products—in areas such as weight reduction, sound attenuation, durability, temperature and moisture control, dunnage/cushioning protection, and in overall cost effectiveness.

Our solutions serve OEM manufacturers and fabricators/converters across a variety of market segments, but our products are largely used in industrial, consumer-electronic, transportation, construction, and military applications.

Like Protective Packaging, the business distinguishes itself by offering the highest performing products that are manufactured to meet premium quality and environmental standards, maintain industry-leading brands, have the most extensive sales, service, and development lab network globally, and leverage broad distribution—both geographically and across numerous sales channels.

PRIMARY SPECIALTY MATERIALS PRODUCT FAMILIES:

Ethafoam®, Stratocell®, Cellu-Cushion® polyethylene foams and Opti-Step® flooring underlayments with GenGuard™ technology.

NEW/EXPANDED PRODUCTS IN 2010:

- **Ethafoam® HRC** (High Recycled Content) polyethylene foam, containing a minimum of 65% pre-consumer recycled content
- **Ethafoam® MRC** (Maximum Recycled Content) polyethylene foam, containing 100% pre-consumer recycled content
- **Ethafoam® Expandable Foam**, an expandable (accordion style) light weight foam that offers a cost effective solution for surface protection

OTHER CATEGORY* Financial Snapshot

(\$ millions)	2010	2009	2008
Net Sales	\$332	\$318	\$406
% Developing Regions	15%	19%	16%
% of Total Net Sales	7%	8%	8%
Operating Profit	\$ 11	\$ 12	\$ 15
Operating Margin	3.4%	3.7%	3.7%
% of Total Operating Profit	2%	2%	3%

*The Other Category reflects the consolidated results of the Specialty Materials and Medical Applications businesses and a New Ventures area for development projects.

IN 2010, ETHAFOAM® HRC FOAM WAS HONORED WITH A DUPONT AWARD FOR PACKAGING INNOVATION

Ethafoam® MRC Foam

Ethafoam® Expandable Foam



MEDICAL APPLICATIONS OFFERS UNCOMPROMISING CARE

Our **MEDICAL APPLICATIONS** business delivers total packaging solutions, technically superior products and practical support across the globe to its customers in the pharmaceutical and medical device manufacturing industries.

The business differentiates itself through its technical expertise and a broad product offering that includes customized trays, flexible films, and validation and other regulatory services.

Sealed Air Nelipak® specializes in designing and producing thermoformed packaging for the medical and pharmaceutical market. Examples include custom medical packaging for orthopedic implants, pacemakers, surgery sets, catheters and diagnostic kits. Nelipak® tray heat-sealing equipment completes the package, allowing the customer one point of contact for the complete solution. In addition Nelipak® value-added services include:

- Rental of ISO class 7 cleanrooms of differing sizes which are adapted to the needs of small and large companies
- Sterile barrier package validation services
- Contract packing in our ISO class 7 cleanrooms
- Contract assembly of multi-part medical devices and full compliance testing under our ISO 13485-2003 accreditation

Sealed Air Nexcel® Medical Films specialize in barrier films for ostomy and other collection pouch applications and co-extruded materials for medical device packaging applications, often used in conjunction with Tyvek® material or paper and sterilized using gamma, E-beam or ETO gas.

Sealed Air Nexcel® Pharmaceutical Films specialize in primary packaging for single and multi-chamber bags for pharmaceutical solutions, as well as offering high-barrier pouches, tubing and ports. The main applications for these products are in the field of Total Parenteral Nutrition, Dialysis, and certain specialty drugs. With certification, GMP, global Pharmacopeia compliance, and a Drug Master File filed with the FDA, the business is well positioned to serve pharma customers' needs internationally and also offer customers support for their own product validation dossier.

Tyvek® is a registered trademark of DuPont



Pharmaceutical solution films

Pharmaceutical solution films

Medical device packaging



DIRECTORS

Hank Brown^{1, 2}

Senior Counsel, Brownstein Hyatt Farber Schreck, LLP
(Law Firm)

Elected to the Board in 1997

Michael Chu^{1, 3}

Managing Director and Co-Founder of IGNIA Fund
(Investment Firm)

Senior Lecturer, Harvard Business School

Elected to the Board in 2002

Lawrence R. Codey^{1, 3}

Retired President and Chief Operating Officer,
Public Service Electric and Gas Company (Public Utility)

Elected to the Board in 1993

Patrick Duff¹

General Partner, Prospect Associates
(Private Investment Firm)

Elected to the Board in 2010

T. J. Dermot Dunphy

Chairman, Kildare Enterprises, LLC

(Private Equity Investment and Management Firm)

Elected to the Board in 1969

Charles F. Farrell, Jr.^{2, 3*}

President, Crystal Creek Enterprises, Inc.

(Investment Management and Business Consulting Firm)

Elected to the Board in 1971

William V. Hickey

President and Chief Executive Officer,
Sealed Air Corporation

Elected to the Board in 1999

Jacqueline B. Kosecoff^{2, 3}

Chief Executive Officer, Prescription Solutions,
UnitedHealth Group (Health and Well-Being Business)

Elected to the Board in 2005

Kenneth P. Manning^{1, 2}

Chairman and Chief Executive Officer,
Sensient Technologies Corporation
(Global manufacturer and marketer of colors, flavors and
fragrances and other specialty chemicals)

Elected to the Board in 2002

William J. Marino^{2, 3}

Retired Chairman, President and Chief Executive Officer,
Horizon Blue Cross Blue Shield of New Jersey
(Not-for-Profit Health Service Corporation)

Elected to the Board in 2002

¹ Member of Audit Committee.

² Member of Nominating and Corporate Governance Committee.

³ Member of Organization and Compensation Committee.

* Mr. Charles F. Farrell, Jr. will not be seeking re-election at the 2011
Annual Meeting of Stockholders

The dates shown indicate the year in which each of the directors was first elected a director of the Company or of the former Sealed Air.

OFFICERS

William V. Hickey

President and Chief Executive Officer

First elected an officer in 1980

David H. Kelsey

Senior Vice President and

Chief Financial Officer

First elected an officer in 2002

Emile Z. Chammas

Senior Vice President

First elected an officer in 2010

Jonathan B. Baker

Vice President

First elected an officer in 1994

Mary A. Coventry

Vice President

First elected an officer in 1994

Karl R. Deily

Vice President

First elected an officer in 2006

Jean-Marie Deméautis

Vice President

First elected an officer in 2006

J. Ryan Flanagan

Vice President

First elected an officer in 2009

Warren J. Kudman

Vice President

First elected an officer in 2009

James P. Mix

Vice President

First elected an officer in 1994

Manuel Mondragón

Vice President

First elected an officer in 1999

Larry Pillote

Vice President

First elected an officer in 2010

Ruth Roper

Vice President

First elected an officer in 2004

Hugh L. Sargent

Vice President

First elected an officer in 1999

Dr. Ann C. Savoca

Vice President

First elected an officer in 2008

H. Katherine White

Vice President, General Counsel and
Secretary

First elected an officer in 1996

Christopher C. Woodbridge

Vice President

First elected an officer in 2005

Tod S. Christie

Treasurer

First elected an officer in 1999

Jeffrey S. Warren

Controller

First elected an officer in 1996

DEFINITIONS AND RECONCILIATIONS OF NON-U.S. GAAP FINANCIAL MEASURES

We present financial information in accordance with generally accepted accounting principles in the United States of America, or U.S. GAAP, but we also present financial measures that do not conform to U.S. GAAP, which we refer to as non-U.S. GAAP.

The non-U.S. GAAP financial measures presented below:

- are provided as supplemental information;
- do not purport to represent the similarly titled U.S. GAAP information or measures and should not be considered as alternatives or substitutes to such measures or as indicators of our performance under U.S. GAAP; and
- may not be comparable with similarly titled measures used by others.

Our non-U.S. GAAP financial measures excludes unusual items that are evaluated on an individual basis. Our evaluation of whether to exclude an item for purposes of determining our non-U.S. GAAP financial performance considers both quantitative and qualitative aspects of the item, including, among other things, (i) its size and nature, (ii) whether or not it relates to our ongoing business operations, and (iii) whether or not we expect it to occur as part of our normal business on a regular basis. For purposes of determining non-U.S. GAAP financial performance, restructuring and other charges and their related tax effect are excluded. Further, the items excluded from non-U.S. GAAP adjusted basis may also be excluded from the calculations of our performance measures set by the Organization and Compensation Committee of our Board of Directors for purposes of determining incentive compensation. Thus, our management believes that this information may be useful to investors.

	Year Ended December 31,				
(\$ in millions, except per common share data)	2010	2009	2008	2007	2006
U.S. GAAP Financial Measures:					
U.S. GAAP Total Net Sales as Reported	\$4,490.1	\$4,242.8	\$4,843.5	\$4,651.2	\$4,327.9
U.S. GAAP Operating Profit as Reported	535.0	492.3	396.5	549.3	526.1
U.S. GAAP Net Earnings as Reported	255.9	244.3	179.9	353.0	274.1
U.S. GAAP Diluted Net Earnings per Common Share as Reported	\$ 1.44	\$ 1.35	\$ 0.99	\$ 1.88	\$ 1.46
Non-U.S. GAAP Financial Measures:					
Non-U.S. GAAP Adjusted Operating Profit ⁽¹⁾	\$ 549.3	\$ 509.0	\$ 489.0	\$ 562.3	\$ 542.7
Non-U.S. GAAP Adjusted Net Earnings ⁽²⁾	282.8	260.3	257.0	307.6	285.7
Non-U.S. GAAP Adjusted Diluted Net Earnings per Common Share ⁽²⁾	\$ 1.60	\$ 1.44	\$ 1.40	\$ 1.64	\$ 1.52
Non-U.S. GAAP EBIT ⁽³⁾	\$ 505.0	\$ 484.4	\$ 350.4	\$ 596.6	\$ 548.1
Non-U.S. GAAP EBITDA ⁽³⁾	659.7	639.3	505.4	747.0	702.2
Non-U.S. GAAP Adjusted EBITDA ⁽³⁾	732.3	704.0	649.9	755.6	734.3
Non-U.S. GAAP Free Cash Flow ⁽⁴⁾	341.5	501.3	253.1	154.7	171.8

(1) The following is a reconciliation of U.S. GAAP operating profit as reported to non-U.S. GAAP adjusted operating profit:

(\$ in millions)	2010	2009	2008	2007	2006
U.S. GAAP operating profit as reported	\$ 535.0	\$ 492.3	\$ 396.5	\$ 549.3	\$ 526.1
Operating profit as a percentage of total net sales	11.9%	11.6%	8.2%	11.8%	12.2%
Add:					
Global manufacturing strategy and restructuring and other charges	7.4	16.7	26.7	13.0	16.6
European manufacturing facility closure restructuring and other charges	6.9	—	—	—	—
Cost reduction and productivity program restructuring charge	—	—	65.8	—	—
Non-U.S. GAAP adjusted operating profit	\$ 549.3	\$ 509.0	\$ 489.0	\$ 562.3	\$ 542.7
Adjusted operating profit as a percentage of total net sales	12.2%	12.0%	10.1%	12.1%	12.5%

(2) The following reconciliations of U.S. GAAP net earnings as reported to non-U.S. GAAP adjusted net earnings and U.S. GAAP diluted net earnings per common share as reported to non-U.S. GAAP adjusted diluted net earnings per common share:

(\$ in millions)	2010	2009	2008	2007	2006
U.S. GAAP net earnings as reported	\$ 255.9	\$ 244.3	\$ 179.9	\$ 353.0	\$ 274.1
Add: Loss on debt redemption, net of taxes of \$14.2 in 2010 and \$1.3 in 2009	24.3	2.1	—	—	—
Add: Global manufacturing strategy and restructuring and other charges, net of taxes of \$2.3 in 2010, \$5.3 in 2009, \$8.6 in 2008, \$4.6 in 2007 and \$5.0 in 2006	5.1	11.4	18.0	8.4	11.6
Add: Cost reduction and productivity program restructuring charge, net of taxes of \$22.3	—	—	43.5	—	—
Add: European manufacturing facility closure restructuring and other charges, net of taxes of \$2.1	4.8	—	—	—	—
(Less)/add: (Gains on sale) other-than-temporary impairment of available-for-sale securities, net of taxes of \$2.2 in 2010, \$(1.5) in 2009 and \$12.6 in 2008	(3.7)	2.5	21.4	—	—
Less: Foreign currency exchange gains related to Venezuela subsidiary, net of taxes of \$1.9	(3.6)	—	—	—	—
Less: Gain on sale of equity method investment, net of taxes of \$12.9	—	—	—	(22.4)	—
Add: Advisory expenses incurred prior to ceasing work on an acquisition, net of taxes of \$2.9	—	—	—	4.6	—
Add: Loss on sale of a small product line, net of taxes of \$0.6	—	—	—	6.2	—
Less: Reversal of tax accruals, net and related interest	—	—	(6.2)	(42.2)	—
Non-U.S. GAAP adjusted net earnings	\$ 282.8	\$ 260.3	\$ 256.6	\$ 307.6	\$ 285.7
	2010	2009	2008	2007	2006
U.S. GAAP diluted net earnings per common share as reported	\$ 1.44	\$ 1.35	\$ 0.99	\$ 1.88	\$ 1.46
Net earnings effect resulting from the following, net of taxes where applicable:					
Add: Losses on debt redemptions	0.14	0.01	—	—	—
Add: Global manufacturing strategy and restructuring and other charges	0.03	0.07	0.10	0.05	0.06
Add: Cost reduction and productivity program restructuring charge	—	—	0.23	—	—
Add: European manufacturing facility closure restructuring and other charges	0.03	—	—	—	—
(Less)/add: (Gains on sale) other-than-temporary impairment of available-for-sale securities	(0.02)	0.01	0.11	—	—
Less: Foreign currency exchange gains related to Venezuelan subsidiary	(0.02)	—	—	—	—
Less: Gain on sale of equity method investment	—	—	—	(0.12)	—
Add: Advisory expenses incurred prior to ceasing work on an acquisition	—	—	—	0.02	—
Add: Loss on sale of a small product line	—	—	—	0.03	—
Less: Reversal of tax accruals, net and related interest	—	—	(0.03)	(0.22)	—
Non-U.S. GAAP adjusted diluted net earnings per common share	\$ 1.60	\$ 1.44	\$ 1.40	\$ 1.64	\$ 1.52

(3) The following is a reconciliation of U.S. GAAP net earnings as reported to non-U.S. GAAP EBIT, EBITDA and Adjusted EBITDA:

(\$ in millions)	2010	2009	2008	2007	2006
U.S. GAAP net earnings as reported	\$ 255.9	\$ 244.3	\$ 179.9	\$ 353.0	\$ 274.1
Add:					
Interest expense	161.6	154.9	128.1	140.6	148.0
Income tax provision	87.5	85.6	42.4	103.0	126.0
Non-U.S. GAAP EBIT	\$ 505.0	\$ 484.8	\$ 350.4	\$ 596.6	\$ 548.1
Add: Depreciation and amortization ^(a)	154.7	154.5	155.0	150.4	154.1
Non-U.S. GAAP EBITDA	\$ 659.7	\$ 639.3	\$ 505.4	\$ 747.0	\$ 702.2
Add: Share-based incentive compensation expense ^(a)	30.6	38.8	16.5	15.9	13.9
Add: Loss on debt redemption	38.5	3.4	—	—	—
Add: Global manufacturing strategy and restructuring and other charges	7.4	16.7	26.6	13.0	16.6
Add: Cost reduction and productivity program restructuring charge	—	—	65.8	—	—
Add: European manufacturing facility closure restructuring and other charges	6.9	—	—	—	—
(Less)/add: (Gains on sale) other-than-temporary impairment of available-for-sale securities	(5.9)	4.0	34.0	—	—
Less: Foreign currency exchange gains related to Venezuelan subsidiary	(5.5)	—	—	—	—
Add: Settlement agreement related costs	0.6	1.8	1.5	0.7	1.6
Less: Gain on sale of equity method investment	—	—	—	(35.3)	—
Add: Advisory expenses incurred prior to ceasing work on an acquisition	—	—	—	7.5	—
Add: Loss on sale of a small product line	—	—	—	6.8	—
Non-U.S. GAAP adjusted EBITDA	\$ 732.3	\$ 704.0	\$ 649.8	\$ 755.6	\$ 734.3
Total net sales	\$4,490.1	\$4,242.8	\$4,843.5	\$4,651.2	\$4,327.9
Non-U.S. GAAP adjusted EBITDA as a percentage of total net sales	16.3%	16.6%	13.4%	16.2%	17.0%

(a) Depreciation and amortization amounts for 2006 through 2008 have been adjusted to exclude share-based incentive compensation expense to conform to the 2009 and 2010 presentation. Share-based incentive compensation expense is included in marketing, administrative and development expenses on the consolidated statement of operations for all periods.

(4) We calculate non-U.S. GAAP free cash flow as follows:

(\$ in millions)	2010	2009	2008	2007	2006
U.S. GAAP net earnings as reported	\$ 255.9	\$ 244.3	\$ 179.9	\$ 353.0	\$ 274.1
Add: Loss on debt redemption, net of taxes of \$14.2 in 2010 and \$1.3 in 2009	24.3	2.1	—	—	—
Add: Global manufacturing strategy and restructuring and other charges, net of taxes of \$2.3 in 2010, \$5.3 in 2009, \$8.6 in 2008, \$4.6 in 2007 and \$5.0 in 2006	5.1	11.4	18.0	8.4	11.6
Add: Cost reduction and productivity program restructuring charge, net of taxes of \$22.3	—	—	43.5	—	—
Add: European manufacturing facility closure restructuring and other charges, net of taxes of \$2.1	4.8	—	—	—	—
(Less)/add: (Gains on sale) other-than-temporary impairment of available-for-sale securities, net of taxes of \$2.2 in 2010, \$(1.5) in 2009 and \$12.6 in 2008	(3.7)	2.5	21.4	—	—
Less: Foreign currency exchange gains related to Venezuela subsidiary, net of taxes of \$1.9	(3.6)	—	—	—	—
Less: Gain on sale of equity method investment, net of taxes of \$12.9	—	—	—	(22.4)	—
Add: Advisory expenses incurred prior to ceasing work on an acquisition, net of taxes of \$2.9	—	—	—	4.6	—
Add: Loss on sale of a small product line, net of taxes of \$0.6	—	—	—	6.2	—
Less: Reversal of tax accruals, net and related interest	—	—	(6.2)	(42.2)	—
Non-U.S. GAAP adjusted net earnings	\$ 282.8	\$ 260.3	\$ 256.6	\$ 307.6	\$ 285.7
Add: Depreciation and amortization ^(a)	154.7	154.5	155.0	150.4	154.1
Add: Share-based incentive compensation expense ^(a)	30.6	38.8	16.5	15.9	13.9
Less: Capital expenditures	(87.6)	(80.3)	(180.7)	(210.8)	(167.9)
Changes in working capital items ^(b) :					
Receivables, net	(30.4)	16.1	107.0	(68.5)	(47.3)
Cash used to repay (received from) the accounts receivable securitization program	—	80.0	(80.0)	—	—
Inventories	(26.4)	94.9	17.4	(72.3)	(100.3)
Accounts payable	17.8	(63.0)	(39.1)	32.4	33.6
Non-U.S. GAAP free cash flow	\$ 341.5	\$ 501.3	\$ 252.7	\$ 154.7	\$ 171.8

(a) Depreciation and amortization amounts for 2006 through 2008 have been adjusted to exclude share-based incentive compensation expense to conform to the 2009 and 2010 presentation. Share-based incentive compensation expense is included in marketing, administrative and development expenses on the consolidated statement of operations for all periods.

(b) Includes the impact of foreign currency translation.

DEFINITIONS

Return on Total Assets = Net Earnings / Average Total Assets

Return on Stockholders' Equity = Net Earnings / Average Total Stockholders' Equity

Return on Invested Capital = Full year adjusted net operating profit after core taxes / Average invested capital in the period.

Core taxes represent the U.S. GAAP effective tax rate after adjusting for permitted exclusions.

Invested capital = Total debt + settlement liability and related accrued interest + total stockholders' equity – accumulated other comprehensive income – cash and cash equivalents.

STOCKHOLDER INFORMATION

STOCK INFORMATION

Our common stock is listed on the New York Stock Exchange and is traded under the ticker symbol SEE. As of January 31, 2011, there were approximately 159.3 million shares of our common stock outstanding and approximately 6,200 holders of record of our common stock.

ANNUAL MEETING

Our Annual Meeting of Stockholders is scheduled to be held on Wednesday, May 18, 2011 at 10:00 a.m. (ET) at the Teaneck Marriott at Glenpointe, 100 Frank W. Burr Boulevard, Teaneck, New Jersey 07666, USA.

INFORMATION RESOURCES

Our website, www.sealedair.com offers news about the Company, our products and solutions, and our citizenship efforts. Our financial news releases, Annual Reports on Form 10-K, Proxy Statements, Annual Reviews, Quarterly Reports on Form 10-Q and other SEC filings are available in the "Investor Information" section of the web site.

Stockholders who wish to receive paper copies of the information listed above, without charge, should contact our Investor Relations Department by calling (201) 791-7600, by email: investor.relations@sealedair.com, or by writing to Investor Relations at the following address:

Sealed Air Corporation
Investor Relations
200 Riverfront Boulevard
Elmwood Park, New Jersey, USA 07407-1033

For additional information, please contact:
Amanda Butler
Director of Investor Relations at (201) 703-4210

INTERESTED IN LEARNING ABOUT OUR CITIZENSHIP INITIATIVES?

Please visit the "Citizenship & Environment" section of our website at www.sealedair.com.

SHAREOWNER ACCOUNT ASSISTANCE

For information and maintenance on your shareowner of record account, please contact:

BNY Mellon Shareowner Services
Newport Office Center VII
480 Washington Boulevard
Jersey City, New Jersey, USA 07310

(800) 648-8381 (US and Canada)
(201) 680-6578 (International)
(201) 680-6610 (TDD for hearing impaired)

Automated telephone support services are available 24 hours per day 7 days per week. BNY Mellon Shareowner Services customer service representatives are available 9:00 a.m. to 7:00 p.m. (ET), Monday through Friday.

SHAREOWNER INTERNET ACCOUNT ACCESS

For account access via the Internet, please log on to www.bnymellon.com/shareowner.isd. Once registered, shareowners can view account history and complete transactions online.

DIRECT STOCK PURCHASE AND DIVIDEND REINVESTMENT

BNY Mellon Shareowner Services offers the Investor Services program for investors of the Sealed Air Corporation to directly purchase and sell shares of Sealed Air common stock or reinvest dividends.

To request program material and access enrollment, you may visit www.bnymellon.com/shareowner/isd or by contacting BNY Mellon Shareowner Services at the numbers listed above.

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