

**SEALED AIR CORPORATION
NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER
February 5, 2004**

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;
- develop and recommend to the Board the Corporate Governance Guidelines applicable to the Corporation;
- evaluate the Board and its committees; and
- recommend to the Board director nominees for each committee.

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 additional or replacement members of the Nominating and Corporate Governance Committee on the recommendation of the Nominating and Corporate Governance Committee. The Board shall also appoint the Chairman of the 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 Chairman 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, governance practices, 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 directors and make recommendations to the Board with respect thereto.
4. Receive comments from all directors and standing committees and report annually to the Board with an assessment of the performance of the Board and its committees, along with the Committee's recommendations, if any, as to actions that could improve Board and Board committee performance.
5. At least annually review and assess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
6. Upon the occurrence of any vacancy on a Board committee, recommend to the Board director nominees for such committee.
7. 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.

