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**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION**

**FOR IMMEDIATE RELEASE**

**27 August 2024**

**RECOMMENDED ALL-SHARE COMBINATION**

**OF**

**DS SMITH PLC**

**WITH**

**INTERNATIONAL PAPER COMPANY**

**FILING OF PRELIMINARY PROXY STATEMENT WITH THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

On 16 April 2024, the boards of International Paper Company ("**International Paper**") and DS Smith Plc ("**DS Smith**") announced they had reached agreement on the terms of a recommended all-share combination of International Paper with DS Smith (the "**Combination**").

On 23 August 2024, International Paper filed a preliminary proxy statement on Schedule 14A with the United States Securities and Exchange Commission (the "**Preliminary Proxy Statement**"). A copy of the Preliminary Proxy Statement is available at <https://www.internationalpaper.com/investors/financial-reports/sec-filings>.

**IP FY24 Profit Forecast**

The Preliminary Proxy Statement contains the following statement, which for the purposes of Rule 28.1(a) of the City Code on Takeovers and Mergers (the "**Code**") constitutes a profit forecast published by International Paper during an offer period (the "**IP FY24 Profit Forecast**"):

	<b>Fiscal year ending 31 December</b>
<b>(\$ amounts in millions)</b>	<b><u>2024E</u></b>
<b>Adjusted EBITDA</b>	<b>\$1,933</b>

The Appendix to this announcement includes reports from International Paper's reporting accountant, Deloitte LLP ("**Deloitte**"), and its financial adviser, BofA Securities, in connection with the IP FY24 Profit Forecast, as required pursuant to Rule 28.1(a) of the Code, and provides underlying information and bases for the reporting accountant's and adviser's respective reports. Deloitte as accountant to International Paper, has provided its report for the purposes of Rule 28.1(a) of the Code stating that, in its opinion and subject to the terms of the report, the IP FY24 Profit Forecast, for which the International Paper Directors are responsible, has been properly compiled on the basis stated and that the basis of accounting used is consistent with International Paper's accounting policies. BofA Securities as financial adviser to International Paper, has provided its report for the purposes of the Code stating that, in its opinion and subject to the terms of the reports, the IP FY24 Profit Forecast, for which the International Paper Directors are responsible, has been prepared with due care and consideration. Each of Deloitte and BofA Securities has given and not withdrawn its consent to the publication of its respective report in this announcement in the form and context in which it is included.

**IP FY25 and FY26 Profit Forecasts**

The Preliminary Proxy Statement also contains the following statement, which for the purposes of Rule 28.1(a) of

the Code constitutes profit forecasts published by International Paper during an offer period (the "IP FY25/26 Profit Forecasts"):

(\$ amounts in millions)	Fiscal year ending 31 December	
	2025E	2026E
Adjusted EBITDA	\$2,432	\$2,635

### Confirmations

Pursuant to Note 2(b) to Rule 28.1 of the Code, the Panel granted International Paper a dispensation from the requirement to include reports from reporting accountants and International Paper's financial advisers in relation to the IP FY25/26 Profit Forecasts because they are for financial periods ending more than 15 months from the date on which they are each first published.

In accordance with Rule 28.1(c)(i) of the Code, the International Paper Directors confirm that the IP FY25/26 Profit Forecasts remain valid each as a projected profit floor for the relevant financial period as at the date of this announcement, and each has been properly compiled on the basis of the assumptions stated below and that the basis of accounting used is consistent with International Paper's accounting policies.

### Basis of preparation

The IP FY25/26 Profit Forecasts have been properly compiled on the basis of the assumptions stated below. The accounting policies applied in preparing the IP FY25/26 Profit Forecasts are consistent with those applied in the preparation of the International Paper Group's annual results for the fiscal year ended 31 December 2023, which are in accordance with U.S. GAAP.

The IP FY25/26 projected profit floor is based upon (i) the trading performance reflected in the published consolidated unaudited first and second quarter 2024 financial results for the six months ended 30 June 2024; (ii) its unaudited management accounts for the month of July 2024; (iii) its internal forecasts for the remaining five months of the year ending 31 December 2024; (iv) its projected performance from International Paper's long-term strategic plan for the financial years ending 31 December 2025 and 2026 presented to the International Paper Board; and (v) the key assumptions outlined below.

### Assumptions

The IP FY25/26 Profit Forecasts are based on the following assumptions:

#### *Factors outside the influence or control of the International Paper Directors*

- (a) no changes to existing prevailing macroeconomic, regulatory or political conditions in the markets and regions in which International Paper operates that would materially affect International Paper;
- (b) the inflation and tax rates in the markets and regions in which International Paper operates remaining materially unchanged from the prevailing rates;
- (c) no material adverse events that could have a significant impact on International Paper's financial performance, including litigation, adverse weather events or natural catastrophes that affect key products, supply chain or markets or the construction process;
- (d) no material changes in market conditions over the forecast period to 31 December 2026, in relation to either customer demand or competitive environment;
- (e) no material impact on stakeholder relationships arising from the Combination;
- (f) no material adverse outcome from any ongoing or future disputes with any customer, competitor, regulator or tax authority;
- (g) no material change in International Paper's employee attrition rates and labour costs, including medical and pension and other post-retirement benefits driven by external parties or regulations;
- (h) industry pricing indices will remain materially unchanged from the prevailing pricing publications at the date of

- (ii) industry pricing indices will remain materially unchanged from the prevailing pricing publications at the date of this announcement;
- (i) no material changes to manufacturing capacity in the market that would impact the supply and demand for volumes purchased from International Paper;
- (j) no material changes in legislation, taxation, regulatory requirements, applicable standards or the position of any regulatory bodies impacting on International Paper's operations or on its accounting policies; and
- (k) no material change to International Paper's ability to access the global capital markets.

*Factors within the influence or control of the International Paper Directors*

- (a) no material change to the present management of International Paper prior to 31 December 2026 (for the avoidance of doubt, other than changes related to the Combination);
- (b) no major corporate acquisitions or disposals, developments, partnership or joint venture agreements being entered into by International Paper, prior to 31 December 2026 (for the avoidance of doubt, other than the Combination);
- (c) no material changes in the dividend or capital policies of International Paper;
- (d) International Paper's accounting policies being consistently applied over the forecast period; and
- (e) no material change in the operational structure and strategy of International Paper.

Terms used but not defined in this announcement have the meaning given to them in the Rule 2.7 announcement released by International Paper and DS Smith on 16 April 2024.

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**Disclaimers**

*Merrill Lynch International ("BofA Securities"), which is authorised by the Prudential Regulation Authority ("PRA") and regulated by the Financial Conduct Authority ("FCA") and the PRA in the United Kingdom, is acting exclusively for International Paper and for no one else in connection with the matters referred to in this announcement and will not be responsible to anyone other than International Paper for providing the protections afforded to its clients or for providing advice in relation to the matters referred to in this announcement. Neither BofA Securities, nor any of its affiliates, owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of BofA Securities in connection with this announcement, any statement contained herein or otherwise.*

*Goldman Sachs International, which is authorised by the PRA and regulated by the FCA and the PRA in the United Kingdom, is acting exclusively for DS Smith and no one else in connection with the matters referred to in this announcement and will not be responsible to anyone other than DS Smith for providing the protections afforded to clients of Goldman Sachs International, or for providing advice in connection with the matters referred to in this announcement.*

*Citigroup Global Markets Limited ("Citi"), which is authorised by the PRA and regulated in the UK by the FCA and the PRA, is acting exclusively for DS Smith and for no one else in connection with the matters described in this announcement and will not be responsible to anyone other than DS Smith for providing the protections afforded to clients of Citi nor for providing advice in connection with the matters referred to in this announcement. Neither Citi nor any of its affiliates, directors or employees owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, consequential, whether in contract, in tort, in delict, under statute or otherwise) to any person who is not a client of Citi in connection with this announcement, any statement contained herein or otherwise.*

*J.P. Morgan Securities plc (which conducts its UK investment banking business as J.P. Morgan Cazenove) ("J.P. Morgan Cazenove") which is authorised in the United Kingdom by the PRA and regulated in the United Kingdom by the PRA and the FCA, is acting as financial adviser exclusively for DS Smith and no one else in connection with the matters set out in this announcement and will not regard any other person as its client in relation to the matters set out in this announcement and will not be responsible to anyone other than DS Smith for providing the protections afforded to clients of J.P. Morgan Cazenove or its affiliates, nor for providing advice in relation to the matters set out in this announcement or any other matter or arrangement referred to herein.*

*In accordance with the Code, normal United Kingdom market practice and Rule 14e-5(b) of the US Exchange Act, BofA Securities and its affiliates and J.P. Morgan Cazenove and its affiliates will continue to*

*exchange Act, BOJA securities and its affiliates and J.P. Morgan Cazenove and its affiliates will continue to act as exempt principal trader in DS Smith securities on the London Stock Exchange. These purchases and activities by exempt principal traders which are required to be made public in the United Kingdom pursuant to the Code will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com). This information will also be publicly disclosed in the US to the extent that such information is made public in the United Kingdom.*

### **Further information**

*This announcement is for information purposes only and is not intended to and does not constitute, or form any part of, an offer, invitation or the solicitation of an offer to purchase or subscribe, otherwise acquire, subscribe for, sell or otherwise dispose of any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Combination or otherwise.*

*The Combination will be subject to English law and to the applicable requirements of the Code, the Panel, the Listing Rules, the London Stock Exchange and the FCA.*

*The Combination will be made solely by the Scheme Document, which will contain the full terms and conditions of the Combination, including details of how to vote in respect of the Scheme. Any voting decision or response in relation to the Combination should be made solely on the basis of the Scheme Document. DS Smith Shareholders are advised to read the formal documentation in relation to the Combination carefully once it has been published. Each DS Smith Shareholder is urged to consult their independent professional adviser regarding the tax consequences of the Combination.*

*This announcement does not constitute a prospectus or a prospectus equivalent document.*

*If you are in any doubt about the contents of this announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or from an independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended).*

*This announcement has been prepared for the purpose of complying with English law and the Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside England.*

### **Overseas shareholders**

*The release, publication or distribution of this announcement in jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom (including Restricted Jurisdictions) should inform themselves about, and observe, any applicable legal or regulatory requirements. In particular, the ability of persons who are not resident in the United Kingdom or who are subject to the laws of another jurisdiction to vote their DS Smith Shares in respect of the Scheme at the Court Meeting, or to execute and deliver Forms of Proxy appointing another to vote at the Court Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located or to which they are subject. Any failure to comply with applicable legal or regulatory requirements of any jurisdiction may constitute a violation of securities laws in that jurisdiction. To the fullest extent permitted by law, the companies and persons involved in the Combination disclaim any responsibility or liability for the violation of such restrictions by any person.*

*Copies of this announcement and any formal documentation relating to the Combination are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction or any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send copies of this announcement or any formal documentation relating to the Combination in or into or from any Restricted Jurisdiction. Doing so may render invalid any related purported vote in respect of acceptance of the Combination.*

*If the Combination is implemented by way of an Offer (unless otherwise permitted by applicable law and regulation), the Offer may not be made, directly or indirectly, in or into or by use of the mails or any other means or instrumentality (including, without limitation, facsimile, e-mail or other electronic transmission,*

*telex or telephone) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Offer will not be capable of acceptance by any such use, means, instrumentality or facilities or from within any Restricted Jurisdiction.*

*Further details in relation to DS Smith Shareholders in overseas jurisdictions will be contained in the Scheme Document.*

#### ***Additional information for US investors in DS Smith***

*The Combination relates to the shares of an English company and is being made by way of a scheme of arrangement provided for under Part 26 of the Companies Act. The Combination, implemented by way of a scheme of arrangement, is not subject to the tender offer rules or the proxy solicitation rules under the US Securities Exchange Act of 1934, as amended (the "US Exchange Act"). Accordingly, the Combination and the Scheme will be subject to the disclosure requirements and practices applicable to a scheme of arrangement involving a target company incorporated in the UK and listed on the London Stock Exchange, which differ from the disclosure requirements of US tender offer and proxy solicitation rules. If, in the future, International Paper exercises its right to implement the Combination by way of an Offer and determines to extend the Offer into the United States, the Combination will be made in compliance with applicable US laws and regulations.*

*The New International Paper Shares to be issued pursuant to the Combination have not been registered under the US Securities Act of 1933, as amended, (the "US Securities Act"), and may not be offered or sold in the US absent registration or an applicable exemption from the registration requirements of the US Securities Act. The New International Paper Shares to be issued pursuant to the Combination will be issued pursuant to the exemption from registration provided by Section 3(a)(10) under the US Securities Act. If, in the future, International Paper exercises its right to implement the Combination by way of an Offer or otherwise in a manner that is not exempt from the registration requirements of the US Securities Act, it will file a registration statement with the SEC that will contain a prospectus with respect to the issuance of New International Paper Shares. In this event, DS Smith Shareholders are urged to read these documents and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, because they will contain important information, and such documents will be available free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov) or by directing a request to International Paper's contact for enquiries identified above.*

*Neither the SEC nor any US state securities commission has approved or disapproved of the New International Paper Shares to be issued in connection with the Combination, or determined if this announcement is accurate or complete. Any representation to the contrary is a criminal offence in the United States.*

*This announcement contains, and the Scheme Document will contain certain unaudited financial information relating to DS Smith that has been prepared in accordance with the accounting standards applicable in the UK and thus may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with US generally accepted accounting principles. US generally accepted accounting principles differ in certain significant respects from accounting standards applicable in the UK.*

*It may be difficult for US DS Smith Shareholders to enforce their rights and any claim arising out of the US federal securities laws against DS Smith or its directors or officers, because DS Smith is incorporated under the laws of England and Wales, some or all of DS Smith's assets are or may be located in non-US jurisdictions, and some or all of its officers and directors are residents of a non-US country. US DS Smith Shareholders may not be able to sue a non-US company or its officers or directors in a non-US court for violations of the US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgment.*

*US DS Smith Shareholders also should be aware that the Combination may have tax consequences for US federal income tax purposes and under applicable US state and local, as well as foreign and other, tax laws, and, that such consequences, if any, are not described herein. US DS Smith Shareholders are urged to consult with legal, tax and financial advisers in connection with making a decision regarding the Combination.*

## **Forward Looking Statements**

*This announcement contains certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act 1995, as amended, that are subject to risks and uncertainties. All statements other than statements of historical fact or relating to present facts or current conditions included in this announcement are forward-looking statements, including any statements regarding guidance and statements of a general economic or industry-specific nature. Forward-looking statements give International Paper's and DS Smith's current expectations and projections with respect to the financial condition, results of operations and business of International Paper, DS Smith and certain plans and objectives of International Paper, DS Smith and the Combined Company.*

*These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. These statements are based on assumptions and assessments made by International Paper and DS Smith in light of their experience and their perception of historical trends, current conditions, future developments and other factors they believe appropriate, and therefore are subject to risks and uncertainties which could cause actual results to differ materially from those expressed or implied by those forward-looking statements.*

*Forward-looking statements often use forward-looking or conditional words such as "anticipate", "target", "expect", "forecast", "estimate", "intend", "plan", "goal", "believe", "hope", "aim", "will", "continue", "may", "can", "would", "could" or "should" or other words of similar meaning or the negative thereof. Forward-looking statements include statements relating to the following: (i) the ability of International Paper and DS Smith to consummate the Combination in a timely manner or at all; (ii) the satisfaction (or waiver) of conditions to the consummation of the Combination; (iii) adverse effects on the market price of International Paper's or DS Smith's operating results including because of a failure to complete the Combination; (iv) the effect of the announcement or pendency of the Combination on International Paper's or DS Smith's business relationships, operating results and business generally; (v) future capital expenditures, expenses, revenues, economic performance, synergies, financial conditions, market growth, dividend policy, losses and future prospects; (vi) business and management strategies and the expansion and growth of the operations of the International Paper Group or the DS Smith Group; and (vii) the effects of government regulation on the business of the International Paper Group or the DS Smith Group. There are many factors which could cause actual results to differ materially from those expressed or implied in forward looking statements. Among such factors are changes in the global, political, economic, business, competitive, market and regulatory forces, future exchange and interest rates, changes in tax rates and future business combinations or disposals.*

*These forward-looking statements are not guarantees of future performance and are based on numerous assumptions regarding the present and future business strategies of such persons and the environment in which each will operate in the future. By their nature, these forward-looking statements involve known and unknown risks and uncertainties because they relate to events and depend on circumstances that will occur in the future. The factors described in the context of such forward-looking statements in this announcement may cause the actual results, performance or achievements of any such person, or industry results and developments, to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. No assurance can be given that such expectations will prove to have been correct and persons reading this announcement are therefore cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this announcement. All subsequent oral or written forward-looking statements attributable to International Paper or DS Smith or any persons acting on their behalf are expressly qualified in their entirety by the cautionary statement above. Neither of International Paper nor DS Smith undertakes any obligation to update publicly or revise forward-looking statements, whether as a result of new information, future events or otherwise, except to the extent legally required.*

*International Paper's Annual Report on Form 10-K for the fiscal year ended 31 December 2023, and International Paper's quarterly reports on Form 10-Q for the periods ended 31 March 2024 and 30 June 2024 as filed with the SEC contain additional information regarding forward-looking statements and other risk factors with respect to International Paper.*

## **Additional Information**

*This announcement may be deemed to be solicitation material in respect of the Combination, including the issuance of the New International Paper Shares in respect of the Combination. In connection with the foregoing proposed issuance of the New International Paper Shares, International Paper expects to file the International Paper Proxy Statement. To the extent the Combination is effected as a scheme of arrangement under English law, the issuance of the New International Paper Shares in connection with the Combination would not be expected to require registration under the US Securities Act, pursuant to an exemption provided by Section 3(a)(10) under the US Securities Act. In the event that International Paper determines to conduct the Combination pursuant to an offer or otherwise in a manner that is not exempt from the registration requirements of the US Securities Act, International Paper expects to file a registration statement with the SEC containing a prospectus with respect to the New International Paper Shares that would be issued in the Combination. INVESTORS AND STOCKHOLDERS ARE URGED TO READ THE INTERNATIONAL PAPER PROXY STATEMENT, THE SCHEME DOCUMENT, AND OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC OR INCORPORATED BY REFERENCE IN THE INTERNATIONAL PAPER PROXY STATEMENT (IF ANY) CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT INTERNATIONAL PAPER, THE COMBINATION AND RELATED MATTERS. Investors and stockholders will be able to obtain free copies of the International Paper Proxy Statement, the Scheme Document, the Prospectus and other documents filed by International Paper with the SEC at the SEC's website at <http://www.sec.gov>. In addition, investors and stockholders will be able to obtain free copies of the International Paper Proxy Statement, the Scheme Document, the Prospectus and other documents filed by International Paper with the SEC at <https://www.internationalpaper.com/investors>.*

### ***Participants in the Solicitation***

*International Paper and its directors, officers and employees, including Mark S. Sutton, Chairman of the International Paper Board of Directors, Andrew K. Silvernail (also Chief Executive Officer of the International Paper), Jamie A. Beggs, Christopher M. Connor, Ahmet C. Dorduncu, Anders Gustafsson, Jacqueline C. Hinman, Clinton A. Lewis, Jr., Kathryn D. Sullivan, Scott A. Tozier, and Anton V. Vincent, all of whom are members of the International Paper Board, as well as Timothy S. Nicholls, Senior Vice President and Chief Financial Officer, may be deemed participants in the solicitation of proxies from International Paper's stockholders in respect of the Combination, including the proposed issuance of New International Paper Shares. Information regarding International Paper's directors and executive officers is contained in: (i) the "Directors, Executive Officers and Corporate Governance," "Executive Compensation" and "Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters" sections of the Annual Report on Form 10-K for the fiscal year ended 31 December 2023 of International Paper, which was filed with the SEC on 16 February 2024; (ii) the "Item 1 - Election of 9 Directors," "Compensation Discussion & Analysis (CD&A)," and "Security Ownership of Management" sections in the definitive proxy statement on Schedule 14A for the 2024 annual meeting of stockholders of International Paper, which was filed with the SEC on 2 April 2024; and (iii) International Paper's Current Reports on Form 8-K filed with the SEC on 19 March 2024, 23 May 2024 and 13 August 2024. Additional information regarding the identity of potential participants, and their direct or indirect interests, by security holdings or otherwise, will be set forth in the International Paper Proxy Statement relating to the Combination when it is filed with the SEC. These documents may be obtained free of charge from the SEC's website at [www.sec.gov](http://www.sec.gov) and International Paper's website at <https://www.internationalpaper.com/investors>.*

### ***Publication on website***

*A copy of this announcement and the documents required to be published pursuant to Rule 26.1 and Rule 26.2 of the Code (including the Preliminary Proxy Statement) will be made available (subject to certain restrictions relating to persons resident in Restricted Jurisdictions), free of charge, at [www.internationalpaper.com](http://www.internationalpaper.com) and at [www.dssmith.com](http://www.dssmith.com) by no later than 12 noon on the Business Day following the date of this announcement.*

*Neither the contents of these websites nor the content of any other website accessible from hyperlinks on such websites is incorporated into, or forms part of, this announcement.*

### ***Hard copy documents***

*DS Smith Shareholders and persons with information rights may request a hard copy of this announcement*



by contacting DS Smith's registrar, Equiniti, by: (i) submitting a request in writing to Equiniti at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom; or (ii) contacting Equiniti between 8:30 a.m. and 5:30 p.m. (UK time), Monday to Friday (excluding English and Welsh public holidays), on +44 (0) 333 207 6530 (calls from outside the UK will be charged at the applicable international rate and you should use the country code when calling from outside the UK) - calls may be recorded and monitored for training and security purposes. A person so entitled may also request that all future documents, announcements and information in relation to the Combination be sent to them in hard copy form.

### **Disclosure requirements of the Code**

*Under Rule 8.3(a) of the Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the Offer Period and, if later, following the announcement in which any securities exchange offeror is first identified.*

*An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m. (London time) on the 10<sup>th</sup> Business Day (as defined in the Code) following the commencement of the Offer Period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10<sup>th</sup> Business Day (as defined in the Code) following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.*

*Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the Business Day (as defined in the Code) following the date of the relevant dealing.*

*If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.*

*Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).*

*Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the Offer Period commenced and when any offeror was first identified. If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Panel's Market Surveillance Unit on +44(0)20 7638 0129.*

## **APPENDIX**

### **PART A**

## IP FY24 Profit Forecast

The Preliminary Proxy Statement contains the following statement, which for the purposes of Rule 28.1(a) of the Code constitutes a profit forecast published by International Paper during an offer period (the "IP FY24 Profit Forecast"):

	Fiscal year ending 31 December
(\$ amounts in millions)	<u>2024E</u>
Adjusted EBITDA	\$1,933

Further information on the principal assumptions on which the IP FY24 Profit Forecast is based, is set out below.

### Reports

As required by Rule 28.1(a) of the Code, Deloitte, as reporting accountant to International Paper, has provided a report stating that, in its opinion, the IP FY24 Profit Forecast has been properly compiled on the basis stated and that the basis of accounting used is consistent with International Paper's accounting policies. In addition, BofA Securities, as financial adviser to International Paper, has provided such report for the purposes of the Code stating that, in its opinion and subject to the terms of the report, the IP FY24 Profit Forecast, for which the International Paper Directors are responsible, has been prepared with due care and consideration.

Copies of these reports are included in this Appendix. Each of Deloitte and BofA Securities has given and not withdrawn its consent to the publication of its report in this announcement in the form and context in which it is included.

### Basis of Preparation

International Paper has prepared the IP FY24 Profit Forecast based on its published consolidated, unaudited first and second quarter 2024 financial results, its unaudited management accounts for the month of July 2024 and its internal forecasts for the remaining five months of the year ending 31 December 2024.

Details of adjustments between Earnings from Continuing Operations Before Income Taxes and Equity Earnings and Adjusted EBITDA are included under the Financial Highlights section of the International Paper Group's 2023 Annual Report. These adjustments have been applied consistently in respect of the IP FY24 Profit Forecast.

### Principal Assumptions

The IP FY24 Profit Forecast is based on the following assumptions:

#### *Factors outside the influence or control of the International Paper Directors*

- (a) no changes to existing prevailing macroeconomic, regulatory or political conditions in the markets and regions in which International Paper operates that would materially affect International Paper;
- (b) the inflation, tax and foreign exchange rates in the markets and regions in which International Paper operates remaining materially unchanged from the prevailing rates;
- (c) no material adverse events that could have a significant impact on International Paper's financial performance, including litigation, adverse weather events or natural catastrophes that affect key products, supply chain or markets or the construction process;
- (d) no material changes in market conditions over the forecast period to 31 December 2024, in relation to either customer demand or competitive environment;
- (e) no material impact on stakeholder relationships arising from the announcement of the proposed Combination;
- (f) no material adverse outcome from any ongoing or future disputes with any customer, competitor, regulator or tax authority;
- (g) no material change in International Paper's employee attrition rates and labour costs, including medical and pension and other post-retirement benefits driven by external parties or regulations;
- (h) industry pricing indices will remain materially unchanged from the prevailing pricing publications at the date of this announcement;
- (i) no material changes to manufacturing capacity in the market that would impact the supply and demand for volumes purchased from IP;
- (i) no material changes in legislation, taxation, regulatory requirements, applicable standards or the position of

or any material change in regulatory, statutory, regulatory requirements, applicable standards or the position of any regulatory bodies impacting on International Paper's operations or on its accounting policies; and

(k) no material change to International Paper's ability to access the global capital markets.

*Factors within the influence or control of the International Paper Directors*

(a) no material change to the present management of International Paper prior to 31 December 2024 (for the avoidance of doubt, other than changes related to the Combination);

(b) no major corporate acquisitions or disposals, developments, partnership or joint venture agreements being entered into by International Paper, prior to 31 December 2024 (for the avoidance of doubt, other than the Combination);

(c) no material changes in the dividend or capital policies of International Paper;

(d) International Paper's accounting policies being consistently applied over the forecast period; and

(e) no material change in the operational structure and strategy of International Paper.

**PART B**

**Accountant's Report on IP FY24 Profit Forecast**

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The Board of Directors  
on behalf of International Paper Company  
6400 Poplar Ave  
Memphis, TN  
38197  
United States of America

The Directors  
Merrill Lynch International  
2 King Edward Street  
London  
EC1A 1HQ

27 August 2024

Dear Sirs/Mesdames,

**PROFIT FORECAST BY INTERNATIONAL PAPER COMPANY ("International Paper")**

We report on International Paper's forecast of consolidated adjusted earnings before interest, taxation, depreciation and amortisation ("AEBITDA") for the period ending 31 December 2024 (the "**IP FY24 Profit Forecast**"). The IP FY24 Profit Forecast, and the material assumptions upon which it is based, are set out in Part A of the appendix to this announcement issued by the Company dated 27 August

2024 (the "**Announcement**").

### **Opinion**

In our opinion, the IP FY24 Profit Forecast has been properly compiled on the basis stated and the basis of accounting used is consistent with International Paper's accounting policies.

### **Responsibilities**

It is the responsibility of the directors of International Paper (the "**Directors**") to prepare the IP FY24 Profit Forecast in accordance with Rule 28 of the City Code on Takeovers and Mergers (the "**Takeover Code**").

It is our responsibility to form an opinion, as required by Rule 28.1(a) of the Takeover Code, as to the proper compilation of the IP FY24 Profit Forecast and to report that opinion to you.

This report is given solely for the purposes of complying with Rule 28.1(a)(i) of the Takeover Code and for no other purpose. Therefore, to the fullest extent permitted by law we do not assume any other responsibility to any person for any loss suffered by any such person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with Rule 23.2 of the Takeover Code, consenting to its inclusion in the Announcement.

### **Basis of Preparation of the IP FY24 Profit Forecast**

The IP FY24 Profit Forecast has been prepared on the basis stated in Part A of the Appendix to the Announcement and is based on (i) International Paper's published consolidated unaudited first and second quarter 2024 financial results; (ii) its unaudited management accounts for the month of July 2024 and (iii) its internal forecasts for the remaining five months of the year ending 31 December 2024. The IP FY24 Profit Forecast is required to be presented on a basis consistent with the accounting policies of International Paper.

### **Basis of opinion**

We conducted our work in accordance with the Standards for Investment Reporting issued by the Financial Reporting Council of the United Kingdom ("FRC"). We are independent of International Paper in accordance with the FRC's Ethical Standard as applied to Investment Circular Reporting Engagements, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Our work included evaluating the basis on which the historical financial information included in the IP FY24 Profit Forecast has been prepared and considering whether the IP FY24 Profit Forecast has been accurately computed based upon the disclosed assumptions and the accounting policies of International Paper. Whilst the assumptions upon which the IP FY24 Profit Forecast are based are solely the responsibility of the Directors, we considered whether anything came to our attention to indicate that any of the assumptions adopted by the Directors which, in our opinion, are necessary for a proper understanding of the IP FY24 Profit Forecast have not been disclosed or if any material assumption made by the Directors appears to us to be unrealistic.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the IP FY24 Profit Forecast has been

properly compiled on the basis stated.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in jurisdictions outside the United Kingdom, including the United States of America, and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices. We have not consented to the inclusion of this report and our opinion in any registration statement filed with the SEC under the US Securities Act of 1933 (either directly or by incorporation by reference) or in any offering document enabling an offering of securities in the United States (whether under Rule 144A or otherwise). We therefore accept no responsibility to, and deny any liability to, any person using this report and opinion in connection with any offering of securities inside the United States of America or who makes a claim on the basis they had acted in reliance on the protections afforded by United States of America law and regulation.

Since the IP FY24 Profit Forecast and the assumptions on which it is based relate to the future and may therefore be affected by unforeseen events, we can express no opinion as to whether the actual results reported will correspond to those shown in the IP FY24 Profit Forecast and differences may be material.

Yours faithfully

Deloitte LLP

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## PART C

### Report from BofA Securities on IP FY24 Profit Forecast

The Board of Directors  
on behalf of International Paper Company  
6400 Poplar Ave  
Memphis, TN  
38197  
United States of America

23 August 2024

Dear Sirs/Mesdames,

### **RECOMMENDED ALL-SHARE COMBINATION OF DS Smith PLC ("DS Smith") WITH INTERNATIONAL PAPER COMPANY ("International Paper")**

We refer to the IP FY24 Profit Forecast set out and as defined in Part A of the Appendix to the announcement by International Paper dated 27 August 2024 (the "**Announcement**"), for which the

directors of International Paper (the "**Directors**") are solely responsible under Rule 28 of the City Code on Takeovers and Mergers (the "**Code**").

We have discussed the IP FY24 Profit Forecast (including the assumptions referred to therein), with the Directors and those officers and employees of International Paper who developed the underlying plans, as well as with Deloitte LLP ("**Deloitte**"). The IP FY24 Profit Forecast is subject to uncertainty as described in this Announcement and our work did not involve an independent examination of any of the financial or other information underlying the IP FY24 Profit Forecast.

We have relied upon the accuracy and completeness of all the financial and other information provided to us by, or on behalf of, International Paper, or otherwise discussed with or reviewed by us, and we have assumed such accuracy and completeness for the purposes of providing this letter.

We do not express any opinion as to the achievability of the IP FY24 Profit Forecast.

We have also reviewed the work carried out by Deloitte and have discussed with them the opinion set out in Part B of the Appendix to this Announcement addressed to yourselves and ourselves on this matter.

This letter is provided to you solely in connection with Rule 28.1(a)(ii) of the Code and for no other purpose.

We accept no responsibility to International Paper or its shareholders or any person other than the Directors in respect of the contents of this letter. We are acting as financial adviser to International Paper and no one else in connection with the proposed transaction and it was for the purpose of complying with Rule 28.1(a)(ii) of the Code that International Paper requested us to prepare this report on the IP FY24 Profit Forecast. No person other than the Directors can rely on the contents of this letter, and to the fullest extent permitted by law, we exclude all liability (whether in contract, tort or otherwise) to any other person, in respect of this letter, its results, or the work undertaken in connection with this letter, or any of the results that can be derived from this letter or any written or oral information provided in connection with this letter, and any such liability is expressly disclaimed except to the extent that such liability cannot be excluded by law.

On the basis of the foregoing, we consider that the IP FY24 Profit Forecast, for which you as the Directors are solely responsible, has been prepared with due care and consideration.

Yours faithfully,

Merrill Lynch International ("**BofA Securities**")

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