

**Smurfit Westrock plc**

**Form 8-K**

Smurfit Westrock plc (the "Company") today filed a Form 8-K with the U.S. Securities and Exchange Commission (the "SEC") disclosing the following Events:

**Senior Notes Offerings**

On November 26, 2024, Smurfit Westrock Financing Designated Activity Company (the "USD Issuer"), a designated activity company incorporated under the laws of Ireland and a wholly-owned subsidiary of Smurfit Westrock plc ("Smurfit Westrock"), a public limited company incorporated under the laws of Ireland, issued 850 million in aggregate principal amount of 5.418% senior notes due 2035 (the "USD Notes") under an indenture, dated as of November 26, 2024 (the "USD Indenture"), among, inter alios, the USD Issuer, the guarantors party thereto (the "USD Guarantors") and Deutsche Bank Trust Company Americas, as trustee (the "USD Offering").

On November 27, 2024, Smurfit Kappa Treasury Unlimited Company (the "EUR Issuer" and, together with the USD Issuer, the "Issuers"), a public unlimited company incorporated under the laws of Ireland and a wholly-owned subsidiary of Smurfit Westrock, issued a, -600 million in aggregate principal amount of 3.454% senior notes due 2032 (the "2032 Notes") and a, -600 million in aggregate principal amount of 3.807% senior notes due 2036 (the "2036 Notes" and, together with the 2032 Notes, the "EUR Notes" and, collectively with the USD Notes, the "Notes") under an indenture, dated as of November 27, 2024 (the "EUR Indenture" and, together with the USD Indenture, the "Indentures"), among, inter alios, the EUR Issuer, the guarantors party thereto and Deutsche Trustee Company Limited, as trustee (the "EUR Offering" and, together with the USD Offering, the "Offerings").

The Issuers intend to use the net proceeds of the Offerings (i) to redeem the outstanding 750 million in aggregate principal amount of 4.650% senior notes due 2026 issued by WRKCo Inc. ("WRKCo"), a wholly-owned subsidiary of Smurfit Westrock (the "WRKCo 2026 Notes"), in full at the applicable redemption price set forth in the indenture governing the WRKCo 2026 Notes, (ii) to redeem the outstanding a, -1,000 million in aggregate principal amount of 2.875% senior notes due 2026 issued by Smurfit Kappa Acquisitions Unlimited Company, a wholly-owned subsidiary of Smurfit Westrock (the "SKA 2026 Notes"), in full at the applicable redemption price set forth in the indenture governing the SKA 2026 Notes, and (iii) for general corporate purposes, including the repayment of indebtedness. Smurfit Westrock intends to use an amount equivalent to the proceeds of the Offerings to finance or refinance a portfolio of eligible green projects in accordance with its Green Finance Framework, which it may, in the future, update in line with developments in the market. On November 20, 2024, each of Smurfit Kappa Acquisitions Unlimited Company and WRKCo distributed a conditional notice of redemption to the respective holders of the SKA 2026 Notes and the WRKCo 2026 Notes, which will be redeemed on December 2, 2024 and December 6, 2024, respectively.

**Amended and Restated WRKCo Commercial Paper Program**

On November 21, 2024, WRKCo entered into definitive documentation to amend and restate its unsecured commercial paper program (as so amended and restated, the "CP Program"), pursuant to which WRKCo may issue short-term, unsecured commercial paper notes (the "CP Notes"), for the sole purpose of adding the USD Issuer as a guarantor. Except for the addition of the USD Issuer as a guarantor, all of the terms of the CP Program, including the identity of the three commercial paper dealers that will act as dealers under the CP Program (each a "Dealer" and, collectively, the "Dealers"), are identical to the CP Program which was previously amended and restated on July 5, 2024.

The Form 8-K is available to view on the SEC's website at <https://www.sec.gov> and the Company's website at <https://investors.smurfitwestrock.com/financials/sec-filings/default.aspx>.

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