

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 21, 2025, Smurfit Westrock Financing Designated Activity Company ("SWF"), a designated activity company incorporated under the laws of Ireland and a wholly-owned direct subsidiary of Smurfit Westrock plc ("Smurfit Westrock"), a public limited company incorporated under the laws of Ireland, issued 800 million in aggregate principal amount of 5.185% senior notes due 2036 (the "USD Notes") pursuant to an indenture, dated as of November 21, 2025 (the "Base Indenture"), as supplemented by an officers' certificate dated November 21, 2025 (the "USD Officers' Certificate"), among SWF, the USD Guarantors and Deutsche Bank Trust Company Americas, as trustee.

On November 24, 2025, Smurfit Kappa Treasury Unlimited Company ("SKT" and, together with SWF, the "Issuers"), a public unlimited company incorporated under the laws of Ireland and a wholly-owned indirect subsidiary of Smurfit Westrock, issued a 500 million in aggregate principal amount of 3.489% senior notes due 2031 (the "EUR Notes" and, together with the USD Notes, the "Notes") pursuant to the Base Indenture, as supplemented by an officers' certificate dated November 24, 2025 (the "EUR Officers' Certificate"), among SKT, the EUR Guarantors and Deutsche Bank Trust Company Americas, as trustee.

The Notes have been registered under the U.S. Securities Act of 1933, as amended, pursuant to a registration statement (the "Registration Statement") on Form S-3ASR (No. 333-291446) filed with the U.S. Securities and Exchange Commission on November 12, 2025. The Notes were sold pursuant to a base prospectus, dated November 12, 2025, forming a part of the Registration Statement, and separate preliminary and final prospectus supplements with respect to the USD Notes, dated November 17, 2025, and the EUR Notes, dated November 18, 2025.

The Issuers intend to (a) use the net proceeds from the offerings of the Notes (i) to redeem the outstanding 500 million in aggregate principal amount of 3.375% senior notes due 2027 issued by WRKCo Inc. (the "WRKCo 2027 Notes") in full at the applicable redemption price set forth in the indenture governing the WRKCo 2027 Notes, (ii) to redeem the outstanding a 750 million in aggregate principal amount of 1.500% senior notes due 2027 issued by SKT (the "SKT 2027 Notes") in full at the applicable redemption price set forth in the indenture governing the SKT 2027 Notes, and (iii) for general corporate purposes, including the repayment of other indebtedness; and (b) use an amount equivalent to the proceeds to finance or refinance a portfolio of eligible assets and expenditures in accordance with Smurfit Westrock's Green Finance Framework, which Smurfit Westrock may, in the future, update in line with developments in the market.

On November 18, 2025, WRKCo Inc. distributed a conditional notice of redemption to the holders of the WRKCo 2027 Notes. The WRKCo 2027 Notes will be redeemed on December 4, 2025. On November 19, 2025, SKT distributed a conditional notice of redemption to the holders of the SKT 2027 Notes. The SKT 2027 Notes will be redeemed on December 2, 2025.

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>.

24 November 2025

CONTACT:

Gillian Carson-Callan
Group SVP Finance & Company Secretary
+353 (0)1 202 7000

View source version on businesswire.com: <https://www.businesswire.com/news/home/20251124039462/en/>

Smurfit Westrock plc

Source: Smurfit Westrock plc