



Statement re Possible Offer

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Smith (DS) PLC
26 March 2024

DS Smith Plc
26 March 2024

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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

FOR IMMEDIATE RELEASE

DS Smith Plc ("DS Smith")

Response to Media Speculation

The Board of DS Smith (the "Board") notes the recent media speculation and confirms that it is in discussions with International Paper Company ("International Paper") regarding a proposal to acquire DS Smith through a possible all share offer (the "Proposal"). Under the terms of the Proposal, DS Smith shareholders would receive 0.1285 shares in International Paper for each share they own in DS Smith, resulting in DS Smith shareholders owning approximately 33.8 per cent. of the combined International Paper-DS Smith group. Based on International Paper's share price of \$40.85 at close of business on 25 March 2024, the terms of the Proposal represent a value of 415 pence and premium of 48 per cent. to DS Smith's closing share price of 281 pence on 7 February 2024 (being the day prior to the commencement of the offer period in respect of DS Smith).

The Board acknowledges the strategic merits and potential for value creation through a combination with International Paper. Accordingly, the Board is progressing its discussions with International Paper regarding the Proposal. There can be no certainty as to whether any offer will be made by International Paper or the terms of any such offer from International Paper.

In accordance with Rule 2.6(a) of the Code, International Paper is required, by not later than 5.00 p.m. on 23 April 2024, either to announce a firm intention to make an offer for DS Smith in accordance with Rule 2.7 of the Code or announce that it does not intend to make an offer, in which case the announcement will be treated as a

statement to which Rule 2.8 of the Code applies. This deadline can be extended with the consent of the Panel in accordance with Rule 2.6(c) of the Code.

Further to the announcement on 7 March 2024, DS Smith is also continuing discussions with Mondi plc ("Mondi") regarding a possible all share offer by Mondi for DS Smith.

In accordance with Rule 2.6(c) of the Code, Mondi is required, by not later than 5.00 p.m. on 4 April 2024, to either announce a firm intention to make an offer for DS Smith in accordance with Rule 2.7 of the Code or announce that it does not intend to make an offer for DS Smith, in which case the announcement will be treated as a statement to which Rule 2.8 of the Code applies. This deadline can be extended with the consent of the Panel in accordance with Rule 2.6(c) of the Code.

A further announcement will be made if and when appropriate.

This statement is being made by DS Smith without the prior agreement or approval of International Paper.

The person responsible for arranging for the release of this announcement on behalf of DS Smith is Iain Simm.

Enquiries

DS Smith Plc

Investors

+44 (0)20 7756 1800

Hugo Fisher, Group Investor Relations Director

Anjali Kotak, Investor Relations Director

Media

Greg Dawson, Group Corporate Affairs Director

Goldman Sachs International (Financial advisor to DS Smith)

Anthony Gutman

+44 (0) 20 7774 1000

Nick Harper

Warren Stables

Citigroup Global Markets Limited (Financial advisor and corporate broker to DS Smith)

Andrew Seaton

+44 (0) 20 7986 4000

Alex de Souza

Christopher Wren

J.P. Morgan Cazenove (Financial advisor and corporate broker to DS Smith)

Charlie Jacobs

+44 (0) 20 7742 4000

Richard Walsh

Jonty Edwards

Brunswick Group LLP

Simon Sporborg

+44 (0) 20 7404 5959

Dan Roberts

Publication on a website

In accordance with Rule 26.1 of the Code, a copy of this announcement will be available at DS Smith's website (www.dssmith.com) by no later than 12 noon (London time) on 27 March 2024. The content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.

Important notices

Goldman Sachs International, which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority 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.

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Dealing Disclosure Requirements

Under Rule 8.3(a) of the Code, any person who is interested in 1% 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 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day 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% 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, 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 pm (London time) on the business day 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 Takeover Panel's website at 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. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

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