



Scheme of Arrangement Becomes Effective

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FOR IMMEDIATE RELEASE

3 February 2025

RECOMMENDED ALL-SHARE COMBINATION

of

DS Smith Plc ("DS Smith")

and

International Paper Company ("International Paper")

to be effected by means of a scheme of arrangement under Part 26 of the Companies Act 2006

SCHEME OF ARRANGEMENT BECOMES EFFECTIVE

On 16 April 2024, the boards of DS Smith and International Paper announced that they had agreed the terms of a recommended all-share combination of DS Smith and International Paper, pursuant to which International Paper will acquire the entire issued and to be issued ordinary share capital of DS Smith (the "**Combination**") to be effected by way of a Court-sanctioned scheme of arrangement (the "**Scheme**") under Part 26 of the Companies Act 2006 (the "**Act**"). The circular in relation to the Scheme (the "**Scheme Document**") was published on 11 September 2024.

On 24 January 2025, DS Smith and International Paper announced that the Conditions had been satisfied and that the Court Hearing had been scheduled to be held on 30 January 2025.

On 30 January 2025, DS Smith announced that the Court had sanctioned the Scheme at the Court Hearing held on that day.

Scheme effective

DS Smith and International Paper are pleased to announce that, following the delivery of a copy of the Court Order to the Registrar of Companies, the Scheme became effective at 10.00 p.m. on 31 January 2025 in accordance with its terms and, pursuant to the Scheme, the entire issued and to be issued share capital of DS Smith is now owned by International Paper UK Holdings Limited, an indirect wholly-owned subsidiary of International Paper.

A Scheme Shareholder who was on the register of members of DS Smith at the Scheme Record Time, being 6.00 p.m. on 31 January 2025, will be entitled to receive 0.1285 New International Paper Shares for each DS Smith Share held. Settlement of the consideration to which any Scheme Shareholder is entitled will be effected as set out in the Scheme Document.

Admission of New International Paper Shares; suspension and cancellation of listing and trading of DS Smith Shares

Applications have been made to the Financial Conduct Authority ("**FCA**") and the London Stock Exchange ("**LSE**") in relation to:

- (i) the admission of the International Paper Shares to the equity shares (international commercial companies secondary listing) category of the Official List maintained by the FCA (the "**Official List**") and to trading on the LSE's main market for listed securities (the "**Main Market**"), which is expected to take place by 8.00 a.m. on 4 February 2025; and
- (ii) the suspension and cancellation of DS Smith's listing on the Official List and the trading of DS Smith Shares on the Main Market, such suspension being expected to take place with effect from 7:30 a.m. today, 3 February 2025, and such cancellation to take place with effect from 8:00 a.m. on 4 February 2025.

Further announcements will be made when appropriate.

Geoff Drabble, Chair of DS Smith, commented:

"The combination with International Paper creates a truly international sustainable packaging solutions leader that is well positioned in attractive and growing markets across Europe and North America, enhancing our global proposition to customers, creating opportunities for colleagues and delivers significant value for shareholders. I am proud of all that DS Smith has achieved and I would like to thank all our colleagues for their support and ongoing commitment over many years. I am sure that the business will continue to flourish as part of a combined group with International Paper."

Andrew Silvernail, Chairman and CEO of International Paper, commented:

"The combination of International Paper and DS Smith will create the world's leading sustainable packaging company. With a differentiated geographic footprint and an unparalleled suite of sustainable packaging products and services, we will accelerate growth, improve profitability and serve our customers even better."

Changes to the DS Smith Board

As the Scheme has now become effective, DS Smith duly announces that, as of 31 January 2025, Tim Nicholls, Vincent Bonnot and Steven Hieatt have been appointed to the DS Smith Board and Geoff Drabble, Tessa Bamford, Celia Baxter, Alan Johnson, Alina Kessel, Eric Olsen and David Robbie have tendered their resignations and have stepped down from the DS Smith Board. Miles Roberts and Richard Pike will step down from the DS Smith Board following the delisting of the DS Smith Shares. Iain Simm has tendered his resignation as Company Secretary, which will take effect following the delisting.

Other

Full details of the Combination are set out in the Scheme Document, which is also available on DS Smith's website at www.dssmith.com/possible-offer and International

Paper's website at <https://www.internationalpaper.com/offer-for-ds-smith-plc/documentation>.

Capitalised terms used in this announcement shall, unless otherwise defined, have the same meanings as set out in the Scheme Document.

All references to times in this announcement are to London time unless otherwise stated.

Enquiries

DS Smith Plc +44 (0) 20 7756 1800

Hugo Fisher, Group Investor Relations Director

Goldman Sachs International (Financial adviser to DS Smith) +44 (0) 20 7774 1000

Anthony Gutman

Nick Harper

Warren Stables

Citi (Financial adviser and corporate broker to DS Smith) +44 (0) 20 7986 4000

Andrew Seaton

Christopher Wren

J.P Morgan Cazenove (Financial adviser and corporate broker to DS Smith) +44 (0) 20 7742 4000

Charlie Jacobs

Richard Walsh

Jonty Edwards

Brunswick Group (PR adviser to DS Smith) +44 (0) 20 7404 5959

Simon Sporborg

Dan Roberts

International Paper Company +1 901 419 1731

Jose Maria Rodriguez Meis

Amy Simpson +1 901 419 4964

BofA Securities (Sole financial adviser to International Paper) +44 20 7628 1000

Luca Ferrari

Geoff Iles

Antonia Rowan

Tom Brown

Slaughter and May is acting as legal adviser to DS Smith. Sullivan & Cromwell LLP is acting as US legal adviser to DS Smith.

Skadden, Arps, Slate, Meagher & Flom LLP is acting as legal adviser to International Paper. Sidley Austin LLP is acting as US antitrust legal adviser to International Paper.

IMPORTANT NOTICES

This announcement is for information purposes only and is not intended to, and does not, constitute, or form part of, an offer, invitation or the solicitation of an offer to purchase, 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, nor shall there be any sale, issuance or transfer of securities of DS Smith in any jurisdiction in contravention of applicable law.

The Combination will be implemented solely pursuant to the terms of the Scheme Document, which contains the full terms and conditions of the Combination.

This announcement does not constitute a prospectus, prospectus-equivalent document or prospectus-exempted document.

The Combination will be governed by English law and subject to the jurisdiction of the Court, the applicable requirements of the Code, the Panel, the London Stock Exchange, the FCA, the Listing Rules and the Registrar of Companies.

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 independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom or from another appropriately authorised independent financial adviser if you are taking advice in a territory outside the United Kingdom.

Notices related to financial advisers

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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 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. This information will also be publicly disclosed in the US to the extent that such information is made public in the United Kingdom.

Overseas shareholders

This announcement has been prepared in accordance with and for the purpose of complying with English law, the Code, the Market Abuse Regulation, the Disclosure Guidance and Transparency Rules and the Listing Rules and the information disclosed may not be the same as that which would have been prepared in accordance with the laws of jurisdictions outside of the UK.

The release, publication or distribution of this announcement in or into or from 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 should inform themselves about, and observe, such restrictions. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Combination disclaim any responsibility or liability for the violation of such restrictions by any person.

The availability of the Combination to DS Smith Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Combination disclaim any responsibility or liability for the violation of such restrictions by any person.

Unless otherwise determined by International Paper or required by the Code and permitted by applicable law and regulation, the Combination will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Combination by any such use, means, instrumentality or from within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, 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 where to do so would violate the laws in that jurisdiction and persons receiving such documents (including, without limitation, agents, custodians, nominees and trustees) must observe these restrictions and must not mail or otherwise forward, distribute or send them in, into or from such jurisdictions where to do so would violate the laws in those jurisdictions. Doing so may render invalid any related purported vote in respect of the Combination.

Notice to 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 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 Exchange Act. In connection with the proposed issuance of New International Paper Shares, International Paper filed the International Paper Proxy Statement with the SEC on 12 September 2024. 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's Main Market for listed securities, which differ from the disclosure requirements of US tender offer and proxy solicitation rules.

The New International Paper Shares to be issued pursuant to the Combination have not been registered under 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.

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, the Scheme Document, the International Paper Prospectus or any accompanying document is accurate or complete or has passed upon the fairness or merits of the proposal described herein. Any representation to the contrary is a criminal offence in the United States.

Financial information relating to DS Smith in the relevant documentation 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.

Cautionary note regarding forward-looking statements

This announcement (including information incorporated by reference in 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. For further information regarding forward-looking statements, please see the prospectus published on or around the date of this announcement.

Requesting hard copy documents

DS Smith Shareholders, persons with information rights and participants in DS Smith Share Schemes may request a hard copy of this announcement (and any information incorporated by reference in this announcement), free of charge, 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 6535 (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.

If you have received a copy of this announcement electronically, a hard copy of this announcement will not be sent unless so requested. You may also request that all future

documents, announcements and information sent to you in relation to the Combination be sent to you in hard copy form.

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