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**FOR IMMEDIATE RELEASE**

**1 November 2024**

**INTERNATIONAL PAPER COMPANY**

**PUBLICATION OF THIRD QUARTER 2024 RESULTS AND SUPPLEMENTARY PROSPECTUS**

International Paper Company (“**International Paper**”) yesterday published its unaudited third quarter 2024 financial results (the “**Q3 Financial Results**”) and held an earnings presentation (the “**Earnings Presentation**”). Copies of the press release relating to the Q3 Financial Results, Earnings Presentation and reconciliation of non-GAAP financial measures are available at <https://www.internationalpaper.com/investors/financial-reports/quarterly-results>.

It is expected that International Paper will publish a supplementary prospectus (the “**Supplementary Prospectus**”) on 4 November 2024, subject to approval by the Financial Conduct Authority (“**FCA**”), in respect of, among other things, the publication of the Q3 Financial Results. The Supplementary Prospectus will be supplemental to, and should be read in conjunction with, the prospectus which was published by International Paper on 11 September 2024 in connection with the admission of shares of common stock in the capital of International Paper to the equity shares (international commercial companies secondary listing) category of the Official List of the FCA and to trading on the main market of the London Stock Exchange.

A copy of the Supplementary Prospectus will be made available for inspection shortly following approval by the FCA and subject to certain restrictions relating to persons resident in restricted jurisdictions on International Paper’s website at <https://www.internationalpaper.com/uk-listing-prospectus/documentation>.

**International Paper Q4 Profit Forecast**

During the Earnings Presentation, the following statements were made, 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 “**International Paper Q4 Profit Forecast**”):

*“Earnings for our Industrial Packaging segment are expected to be higher sequentially by approximately \$55 million, which includes accelerated depreciation expense of \$15 million...We expect Price and Mix to improve earnings by \$45 million sequentially...Volume is expected to decrease earnings by \$15 million...We expect Operations and Costs to increase earnings by \$5 million...Lower Maintenance Outage expense is expected to increase earnings by \$21 million. And lastly, lower Input Costs are expected to increase earnings by \$15 million...”*

*“Earnings for Global Cellulose Fibers are expected to be lower sequentially by approximately \$275 million, which includes accelerated depreciation expense of \$220 million, as well as higher planned maintenance outages...We expect price and mix to decrease earnings by approximately \$25 million...Volume is expected to be stable...We expect Operations and Costs to increase earnings by approx. \$5 million...Higher planned*

*Maintenance Outage expense is expected to decrease earnings in the fourth quarter by approx. \$36 million. And lastly, Input Costs are expected to be stable... ”*

## **Confirmations**

Pursuant to Note 2(b) to Rule 28.1 of the Code, the Panel has granted International Paper a dispensation from the requirement to include reports from reporting accountants and International Paper’s financial advisers in relation to the International Paper Q4 Profit Forecast because it was an ordinary course profit forecast and DS Smith has agreed to the dispensation.

In accordance with Rule 28.1(c)(i) of the Code, the International Paper Directors confirm that the International Paper Q4 Profit Forecast 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 International Paper Q4 Profit Forecast has been compiled and prepared on a basis which is both: (a) comparable with International Paper’s audited financial statements for the fiscal years ended 31 December 2023, 31 December 2022 and 31 December 2021; and (b) consistent with the International Paper Group’s accounting policies, which are in accordance with U.S. GAAP.

The International Paper Directors have prepared the International Paper Q4 Profit Forecast based on: (a) the unaudited condensed consolidated financial information of International Paper as of and for the three months ended 30 September 2024, 30 June 2024 and 31 March 2024; and (b) its internal forecasts for the three months ending 31 December 2024.

## **Assumptions**

The International Paper Q4 Profit Forecast is based on the assumptions listed below. Since these principal assumptions are forward-looking, there can be no assurance that they will individually or in the aggregate prove to be correct, which may materially change the outcome of the International Paper Group’s results as compared to the International Paper Q4 Profit Forecast.

### ***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 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) industry pricing indices remaining materially unchanged from the prevailing pricing publications at the date of the Supplementary Prospectus;
- (f) no material changes to manufacturing capacity in the market that would impact the supply and demand for volumes purchased from International Paper;

- (g) no material impact on stakeholder relationships arising from the Combination;
- (h) no material adverse outcome from any ongoing or future disputes with any customer, competitor, regulator or tax authority;
- (i) no material change in International Paper’s employee attrition rates or labor costs, including medical and pension and other post-retirement benefits driven by external parties or regulations;
- (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 and control of the International Paper Directors***

- (a) no material change to the present management of International Paper prior to 31 December 2024;
- (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 changes related to 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.

**Timetable Update**

The Combination remains subject to the Conditions set out in Part A of Part Three of the scheme document published on 11 September 2024 in connection with the Combination (the “**Scheme Document**”), including, amongst other things, clearance from the European Commission.

International Paper and DS Smith continue to work proactively and collaboratively with the European Commission with a view to obtaining the requisite clearance. The Combination is expected to become Effective early in the first quarter of 2025. Otherwise, the expected timetable of principal events remains as set out on pages 15-16 of the Scheme Document.

**International Paper FY 24 Profit Forecast**

As required by Rule 27.2(d) of the Code, the International Paper Directors confirm that: (a) there have been no material changes to the International Paper FY 24 Profit Forecast, which remains valid; and (b) each of Deloitte LLP (“**Deloitte**”), as reporting accountants to International Paper and Merrill Lynch International (“**BofA Securities**”), as financial advisor to International Paper, has confirmed to International Paper that their respective reports produced in connection with the International Paper FY 24 Profit Forecast, which were included in International Paper’s announcement dated 27 August 2024, continue to apply.

**International Paper FY 25/26 Profit Forecasts**

As required by Rule 27.2(d) of the Code, the International Paper Directors confirm that there have been no material changes to the International Paper FY 25/26 Profit Forecasts, which remain valid.

## Quantified Financial Benefits Statement

As required by Rule 27.2(d) of the Code, the International Paper Directors confirm that: (a) there have been no material changes to the Quantified Financial Benefits Statement, which remains valid; and (b) each of Deloitte, as reporting accountants to International Paper and BofA Securities, as financial advisor to International Paper, has confirmed to International Paper that their respective reports produced in connection with the Quantified Financial Benefits Statement, which were included in International Paper's update announcement dated 4 April 2024, continue to apply.

Terms used but not defined in this announcement have the meaning given to them in the Scheme Document.

## Enquiries

**International Paper** +1 901 419 1731

Mark Nellessen

Jessica Seidner

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

Luca Ferrari

Geoff Iles

Antonia Rowan

Tom Brown

**FGS Global (PR adviser to International Paper)** +1 212 687 8080

Robin Weinberg

Kelsey Markovich

Hayley Cook

Kate Gorgi

James Murgatroyd +44 20 7251 3801

Gordon Simpson

Edward Treadwell

Skadden, Arps, Slate, Meagher & Flom LLP is acting as legal adviser to International Paper in connection with the Combination.

## 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.*

*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 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 is 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 is made solely by the Scheme Document, which contains the full terms and conditions of the Combination. DS Smith Shareholders are advised to read the formal documentation in relation to the Combination carefully. 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.*

*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 are 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 is 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.*

*The Scheme Document contains 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, 30 June 2024 and 30 September 2024 as filed with the SEC contain additional information regarding forward-looking statements and other risk factors with respect to International Paper.*

### **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 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) by no later than 12 noon on the Business Day following the date of this announcement.*

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

### **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.*