

Aviso de Derechos para emisoras del

FECHA: 28/06/2024



BOLSA MEXICANA DE VALORES, S.A.B DE C.V, INFORMA:

FOLIO DE REFERENCIA DEL EVENTO CORPORATIVO	209792
FOLIO DE REFERENCIA INDEVAL	734857C010
TIPO DE MENSAJE	Replace
COMPLETO / INCOMPLETO	COMPLETE
CONFIRMADO / NO CONFIRMADO	CONFIRMED

CLAVE DE COTIZACIÓN	WRK
RAZÓN SOCIAL	WESTROCK COMPANY
SERIE	*
ISIN	US96145D1054
MERCADO PRINCIPAL	NEW YORK STOCK EXCHANGE

TIPO DE EVENTO	MERGER
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MANDATORIO / OPCIONAL / VOLUNTARIO	Mandatory
FECHA EFECTOS	08/07/2024

OPCIÓN	1
TIPO	CashAndSecurity
DEFAULT	true

TRANSACCIÓN	Cash Movement
CREDIT / DEBIT	Credit

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TRANSACCIÓN	Securities Movement
CREDIT / DEBIT	Debit

VALORES A RECIBIR	US96145D1054

TRANSACCIÓN	Securities Movement
CREDIT / DEBIT	Credit

RATIO	NewToOld
	1 / 1
VALORES A RECIBIR	NewIssue
	IE00028FXN24

NOTAS DEL EVENTO CORPORATIVO
NOTA

(19/06/2024)

Effective date has been announced: July 8th, 2024.

Indeval will apply changes at close of market a working day prior, July 5th, 2024.

(14/06/2024)

Press release June 13, 2024

WestRock Company announced that, based on the preliminary vote count, WestRock stockholders voted to approve the Transaction Agreement.

USNW WestRock Stockholders Approve Combination with Smurfit Kappa June 13, 2024 09:11AM Eastern Daylight Time ATLANTA (BUSINESS WIRE) WestRock Company (NYSE: WRK), a leading provider of sustainable fiber-based paper and packaging solutions, today announced that, based on the preliminary vote count, WestRock stockholders voted to approve the Transaction Agreement and other proposals related to the combination of Smurfit Kappa Group plc (Smurfit Kappa) and WestRock (the Combination) at WestRock's Special Meeting of Stockholders held earlier today.

Pursuant to the terms of the Transaction Agreement entered into on September 12, 2023, Smurfit WestRock will acquire Smurfit Kappa by means of a scheme of arrangement under the Companies Act 2014 of Ireland (as amended) (the Smurfit Kappa Share Exchange), and Sun Merger Sub, LLC, a wholly owned subsidiary of Smurfit WestRock, will merge with and into WestRock (the Merger, and together with the Smurfit Kappa Exchange, the Combination), with WestRock surviving the Merger and becoming a wholly owned subsidiary of Smurfit WestRock.

If the Merger contemplated by the Transaction Agreement is completed, the common stockholders of WestRock will receive one new Smurfit WestRock share and USD 5.00 in cash for each share of common stock of WestRock. Completion of the Combination remains subject to certain conditions, as described in the Transaction Agreement

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(24/05/2024)

USOCC Date. May23, 2024 Subject. WestRock Company. Anticipated Adjustment Option Symbol. WRK New Symbol. SW1 Date. Contract Adjustment Date. Effective the opening of the business day after the merger is consummated. Contract adjustment is anticipated to occur in early July 2024. Option Symbol. WRK changes to SW1 Strike Divisor.

1 Contracts Multiplier.

1 New Multiplier. 100 (e.g., a premium of 1.50 yields USD 150 a strike of 20 yields USD2,000.00) New Deliverable Per Contract. 1) 100 Smurfit Westrock Limited (SW) Ordinary Shares 2) USD 500.00 cash (USD 5.00 x 100) CUSIP. SW. TBD Pricing The underlying price for SW1 will be determined as follows. SW1 SW + 5.00 Background On June 13, 2024, Shareholders of WestRock Company (WRK) will vote concerning the proposed merger with Smurfit Kappa Group plc. If the merger is approved and consummated, each existing WRK Common Share will be converted into the right to receive 1.0(New) Smurfit Westrock Limited (SW) Ordinary Share plus USD 5.00 Cash

(12/04/2024)

US SEC CA 0206 Amendment No. 1 to FORM S.4 SMURFITWESTROCK LIMITED You are cordially invited to attend a special meeting of stockholders (the WestRock Special Meeting) of WestRock Company (WestRock) to be held on , 2024, at a.m., Eastern Time, online at www.virtualshareholdermeeting.com/WRK2024SM. At the WestRock Special Meeting you will be asked to consider and vote on a proposal to approve and adopt the Transaction Agreement, dated as of September 12, 2023 (as it may be amended, supplemented or otherwise modified from time to time, the Transaction Agreement), by and among Smurfit Kappa Group plc (Smurfit Kappa), Smurfit WestRock Limited (formerly known as Cepheidway Limited and to be re.registered as an Irish public limited company and renamed Smurfit WestRock plc) (Smurfit WestRock), Sun Merger Sub, LLC, a wholly owned subsidiary of Smurfit WestRock (Merger Sub), and WestRock (the Transaction Proposal). Pursuant to the terms of the Transaction Agreement, (i) Smurfit WestRock will acquire Smurfit Kappa by means of a scheme of arrangement under the Companies Act 2014 of Ireland (as amended) (the Smurfit Kappa Share Exchange) and (ii) Merger Sub will merge with and into WestRock (the Merger, and together with the Smurfit Kappa Exchange, the Combination), with WestRock surviving the Merger and becoming a wholly owned subsidiary of Smurfit WestRock. You will also be asked to consider and vote on (i) a non.binding, advisory proposal to approve compensation that will or may become payable by WestRock to its named executive officers in connection with the Combination (the Combination Related Compensation Proposal), and (ii) a non.binding, advisory proposal to approve the creation of distributable reserves of Smurfit WestRock, which are required under Irish law in order for Smurfit WestRock to pay dividends and make other types of distributions and to repurchase or redeem shares in the future, if and when the board of directors of Smurfit WestRock should determine to do so (the WestRock Distributable Reserves Proposal). If the Merger contemplated by the Transaction Agreement is completed, you will be entitled to receive, in exchange for each share of WestRock common stock (WestRock Stock) you hold immediately prior to the completion (Completion) of the Merger, (i) one ordinary share of Smurfit WestRock (Smurfit WestRock Share), plus (ii) USD5.00 in cash, without interest and less applicable withholding taxes, unless you have properly exercised your appraisal rights with respect to your shares of WestRock Stock. In connection with the Merger, based on 258,143,424 outstanding shares of WestRock Stock as of April 4, 2024, and up to 3,820,182 shares of WestRock Stock that are or may become issuable at or prior to Completion pursuant to WestRock equity awards issued and outstanding as of April 4, 2024, we anticipate that Smurfit WestRock will issue a total of up to approximately 261,963,606 Smurfit WestRock Shares to holders of WestRock Stock or WestRock equity awards. WestRock Stock is listed on the New York Stock Exchange (NYSE) under the symbol WRK . Smurfit WestRock Shares are expected to be listed on NYSE.

(25/03/2024)

US SEC CA 0334 FORM S.4 SMURFIT WESTROCK LIMITED You are cordially invited to attend a special meeting of stockholders (the WestRock Special Meeting) of WestRock Company (WestRock) to be held on , 2024, at a.m., Eastern Time, online at www.virtualshareholdermeeting.com/WRK2024SM. At the WestRock Special Meeting, you will be asked to consider and vote on a proposal to approve and adopt the Transaction Agreement, dated as of September 12, 2023 (as it may be amended, supplemented or otherwise modified from time to time, the Transaction Agreement), by and among Smurfit Kappa Group plc (Smurfit Kappa), Smurfit WestRock Limited (formerly known as Cepheidway Limited and to be re.registered as an Irish public limited company and renamed Smurfit WestRock plc) (Smurfit WestRock), Sun Merger Sub, LLC, a wholly owned subsidiary of Smurfit WestRock (Merger Sub), and WestRock (the Transaction Proposal). Pursuant to the terms of the Transaction Agreement, (i) Smurfit WestRock will acquire Smurfit Kappa by means of a scheme of arrangement under the Companies Act 2014 of Ireland (as amended) (the Smurfit Kappa Share Exchange) and (ii) Merger Sub will merge with and into WestRock (the Merger, and together with the Smurfit Kappa Exchange, the Combination), with WestRock surviving the Merger and becoming a wholly owned subsidiary of Smurfit WestRock. You will also be asked to consider and vote on (i) a non.binding, advisory proposal to approve compensation that will or may become payable by WestRock to its named executive officers in connection with the Combination (the Combination Related Compensation Proposal), and (ii) a non.binding, advisory proposal to approve the creation of distributable reserves of Smurfit WestRock, which are required under Irish law in order for Smurfit WestRock to pay dividends and make other types of distributions and to repurchase or redeem shares in the future, if and when the board of directors of Smurfit WestRock should determine to do so (the WestRock Distributable Reserves Proposal). If the Merger contemplated by the Transaction Agreement is completed, you will be entitled to receive, in exchange for each share of WestRock common stock (WestRock Stock) you hold immediately prior to the completion (Completion) of the Merger, (i) one ordinary share of Smurfit WestRock (Smurfit WestRock Share), plus (ii) USD5.00 in cash, without interest and less applicable withholding taxes, unless you have properly exercised your appraisal rights with respect to your shares of WestRock Stock. In connection with the Merger, based on 258,126,423 outstanding shares of WestRock Stock as of March 15, 2024, and up to 3,

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398,449 shares of WestRock Stock that are or may become issuable prior to Completion pursuant to WestRock equity awards issued and outstanding as of March 15, 2024, we anticipate that Smurfit WestRock will issue a total of up to approximately 261,524,872 Smurfit WestRock Shares to holders of WestRock Stock or WestRock equity awards. WestRock Stock is listed on the New York Stock Exchange (NYSE) under the symbol WRK . Smurfit WestRock Shares are expected to be listed on NYSE. (18/09/2023)

US SEC CA 0045 Filed by WestRock Company Pursuant to Rule 425 under the Securities Act of 1933 and deemed filed pursuant to Rule 14a.12 under the Securities Exchange Act of 1934 Subject Company. WestRock Company Commission File No. 001.38736 Date. September 12, 2023 not for release, publication or distribution, in whole or in part, directly or indirectly, in, into or from any jurisdiction where to do so would constitute a violation of the relevant laws or regulations of such jurisdiction. This announcement contains inside information. This is an announcement and not a circular or prospectus or equivalent document and investors and prospective investors should not make any investment decision on the basis of its contents. A circular and prospectus in relation to the transaction described in this announcement will each be published in due course. Smurfit Kappa and WestRock Announce Transaction to Create a Global Leader in Sustainable Packaging The Go.To Packaging Partner of Choice for All Stakeholders Highlights Smurfit Kappa and WestRock to combine, creating Smurfit WestRock, a global leader in sustainable packaging with unparalleled scale, quality, product and geographic diversity Combined last twelve months adjusted revenue and adjusted EBITDA as of 30 June 2023 of approximately USD34 billion and USD5.5 billion, respectively Delivers attractive returns for shareholders of both companies Expected to be high single digit accretive to Smurfit Kappa's earnings per share on a pre-synergy basis and in excess of 20PCT including run rate synergies by the end of first full year following completion Domiciled in Ireland with listing on the NYSE and standard listing on the LSE, with intention to seek U.S. equity index inclusion as soon as possible Disciplined and effective capital allocation expected to deliver improved operating efficiency and increased returns committed to strong investment grade credit rating Smurfit WestRock will be led by Tony Smurfit as CEO and Irial Finan as Chair Unanimously recommended by the Boards of Directors of both companies Companies to host a joint conference call today at 13.00 BST 08.00 ET to discuss transaction Dublin, Atlanta, September 12, 2023 Following the announcement of a possible combination dated 7 September 2023 (Possible Combination Announcement), the Boards of Smurfit Kappa, a FTSE 100 company, and WestRock, an S&P 500 company, are pleased to announce the signing of a definitive transaction agreement (the Agreement) to create Smurfit WestRock, a global leader in sustainable packaging (the Combination or the Transaction). The Boards of Smurfit Kappa and WestRock see compelling strategic, commercial and financial rationale for combining Smurfit Kappa and WestRock's highly complementary paper-based packaging companies to create a global leader in sustainable packaging. The Combination will enhance Smurfit Kappa and WestRock's existing offerings by creating the global Go.To packaging partner of choice and bringing together Smurfit Kappa's industry. Leading operational execution and innovation as a European leader in corrugated and containerboard as well as its large. Scale pan. Regional Americas presence that delivers best in class performance and returns and WestRock's leadership in the United States as well as its strong footprint in Brazil and Mexico, across corrugated and consumer packaging delivering a broad portfolio of packaging solutions serving diverse, growing end. Markets. Smurfit WestRock will have unparalleled geographic and product diversity with a culturally aligned customer focus and enhanced capabilities to serve customers globally. Together, Smurfit Kappa and WestRock generated combined last twelve months adjusted annual revenue of approximately USD34 billion as of 30 June 2023, which would make Smurfit WestRock the largest listed global packaging partner by revenue. Terms of the Combination The Transaction will involve the creation of a new holding company for the combined Smurfit WestRock. Smurfit WestRock will be incorporated and domiciled in Ireland with global headquarters in Dublin, Ireland and its North and South American operations will be headquartered in Atlanta, Georgia. Subject to shareholder approvals, regulatory approvals and other customary closing conditions, the Combination is expected to close in the second quarter of calendar year 2024. Under the terms of the Agreement, for each share of common stock of WestRock (a WestRock Share) the common stockholders of WestRock will receive one new Smurfit WestRock share (a New Share) and USD5.00 in cash. This represents Total consideration to WestRock stockholders equivalent to USD43.51 per WestRock Share, based on the closing share price of Smurfit Kappa ordinary shares on 11 September 2023, being the last closing price prior to this announcement (and converted to U.S. Dollars using an exchange rate of 1.075x, being the exchange rate on 11 September 2023) and Combining Smurfit Kappa and WestRock on equivalent enterprise value to adjusted EBITDA multiples. Smurfit Kappa shareholders will receive one New Share for each ordinary share in Smurfit Kappa. Immediately following completion of the Combination, Smurfit Kappa shareholders and WestRock stockholders are expected to own approximately 50.4PCT and 49.6PCT of Smurfit WestRock, respectively, based on the current number of shares outstanding of both Smurfit Kappa and WestRock as of the date of this announcement. Other Key Transaction Terms Governance and Management Smurfit WestRock will bring together the best of both companies management teams to create a world class leadership team. Smurfit WestRock will be led by Irial Finan as Chair, Tony Smurfit as CEO, with Ken Bowles as CFO. The Board of Smurfit WestRock will consist of 6 WestRock Directors and 8 Smurfit Kappa Directors, including Irial Finan, Tony Smurfit and Ken Bowles. Listing Details Following completion of the Combination. Smurfit WestRock's ordinary shares will be listed on the New York Stock Exchange (NYSE) and Smurfit WestRock will seek U.S. equity index inclusion as soon as possible thereafter Smurfit Kappa's ordinary shares will be delisted from the premium segment of the Official List of the UK Financial Conduct Authority (the FCA) and cancelled from admission to trading on the Main Market of the London Stock Exchange (LSE), and Smurfit WestRock's ordinary shares will be listed on the standard segment of the Official List of the FCA and admitted to trading on the Main Market of the LSE Smurfit Kappa will delist from Euronext Dublin and Smurfit WestRock will be incorporated and domiciled in Ireland with global headquarters in Dublin, Ireland and North and South American operations headquartered in Atlanta, Georgia. Steps to Completion The Transaction will be effected through an Irish scheme of arrangement involving Smurfit Kappa, and a merger of a subsidiary with WestRock. Furthermore, given the Transaction is classified as a Reverse Takeover under the Listing Rules of the FCA, the publication by Smurfit Kappa of a shareholder circular, by Smurfit WestRock of a prospectus, and approval of the Transaction by Smurfit Kappa's shareholders are required under the Listing Rules of the FCA. In addition, the Transaction is conditional, inter alia, upon. Approval by Smurfit Kappa shareholders of a scheme of arrangement (the Scheme), which is required in order to ultimately effect the migration of the settlement system applicable to Smurfit Kappa ordinary shares held electronically from Euroclear Bank to the Depositary Trust Company in connection with the listing of Smurfit WestRock's ordinary shares directly on the NYSE and on the LSE.

