

Smurfit Westrock plc

Resolutions passed at the AGM on 2 May 2025 other than resolutions concerning ordinary business

6. To consider and, if thought fit, pass the following resolution as a special resolution:

“THAT, subject to and conditional on the passing of the resolution in respect of Resolution 5, the directors of the Company, be and they hereby are, empowered for the purposes of Article 7 of the Constitution to allot and issue equity securities (within the meaning of section 1023 of the Companies Act 2014, as amended)(the “Irish Companies Act”) for cash, pursuant to the authority conferred by the resolution in Proposal 5 as if section 1022(1) did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with a rights issue in favour of the holders of Smurfit Westrock ordinary shares (including rights to subscribe for, or convert into, Smurfit Westrock ordinary shares) where the equity securities respectively attributable to the interests of such holders are proportional (as nearly as may be) to the respective numbers of Smurfit Westrock ordinary shares held by them (but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements that would otherwise arise, or with legal or practical problems under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory, or otherwise); and
- (b) the allotment (other than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of \$104,392.83 which represents approximately 20% of the aggregate nominal value amount (which represents 104,392,833 Smurfit Westrock ordinary shares of U.S. \$0.001 each (nominal value)) (being equivalent to approximately 20% of the aggregate nominal value and number of the issued Smurfit Westrock ordinary shares of the Company as of March 3, 2025)) and such amount shall constitute the Section 1023 Amount for the purposes of Article 7 of the Constitution

and the authority conferred by this resolution shall expire on the earlier of the date of the next annual general meeting of the Company or 18 months from the passing of this resolution, unless previously renewed, varied or revoked; provided that the Company may make an offer or agreement before the expiry of this authority, which would or might require any such securities to be allotted after this authority has expired, and in that case, the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.”

7. To consider and, if thought fit, pass the following resolution as a special resolution:

“THAT, the Company be, and hereby is, authorized to re-issue treasury shares (as defined in Section 1078 of the Companies Act 2014 (the “Irish Companies Act”)) in accordance with Article 10 of the Constitution and subject to the following restrictions and provisions:

- (a) the maximum price at which such treasury share may be re-issued shall be an amount equal to 120% of the “market price;”
- (b) the minimum price at which a treasury share may be re-issued shall be the nominal value of the share where such a share is required to satisfy an

obligation under an employee share scheme operated by the Company or, in all other cases, an amount equal to 95% of the “market price;” and

- (c) for the purposes of this resolution, the “market price” shall mean, in the case of (a) above, the higher of the average prices determined by (i) and (ii) below, and in the case of (b) above, the lower of the average share prices determined by (i) and (ii) below:
 - (i) the average closing prices per ordinary share of the Company on the NYSE for the five trading days prior to the date of reissue; and
 - (ii) the average closing prices per ordinary share of the Company on the LSE Daily Official List (determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the LSE or its equivalent) for the five trading days prior to the date of re-issue,

and the authority conferred by this resolution shall expire on the earlier of the date of the next annual general meeting of the Company or 18 months after the date of the passing of this resolution, unless previously varied or renewed in accordance with the provisions of section 109 and / or 1078 (as applicable) of the Irish Companies Act (and / or any corresponding provision of any amended or replacement legislation) and is without prejudice or limitation to any other authority of the Company to re-allot treasury shares on-market.”