

This letter is important and requires your immediate attention.

If you are in any doubt about the contents of this letter or the action you should take, you are recommended to seek your own independent financial advice immediately from an 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 in a territory outside the United Kingdom. Nothing in this pack constitutes financial advice to any holder of shares, share awards or share options in DS Smith or International Paper.

13 September 2024



Dear Participant,

The DS Smith Plc 2020 Sharesave Plan and the recommended all-share combination of DS Smith and International Paper: Unmatured UK Sharesave Options

On 16 April 2024, DS Smith and International Paper announced that they had reached agreement on the terms of a recommended all-share combination of DS Smith and International Paper (the “Combination”). Pursuant to the Combination, International Paper Bidco, a wholly-owned subsidiary of International Paper, will acquire the entire issued, and to be issued, ordinary share capital of DS Smith in consideration for the issuance by International Paper of New International Paper Shares to DS Smith Shareholders.

TAKE ACTION:

You will need to take action to receive any value from any Unmatured UK Sharesave Options that you hold. This will NOT happen automatically.

IF YOU TAKE NO ACTION YOUR UNMATURED UK SHARESAVE OPTIONS WILL LAPSE SIX MONTHS AFTER COURT SANCTION (OR EARLIER UNDER THE UK SHARESAVE RULES), YOUR SAVINGS ACCOUNT WILL BE CLOSED AND YOU WILL NEED TO CONTACT EQUINITI TO REQUEST THAT YOUR SAVINGS ARE RETURNED TO YOU.

If you want to receive the One-off Cash Compensation Payment, you must select Choice A. Further details about your Choices are explained in section 6 below.

1. Why are we writing to you?

We are writing to explain how the Combination will affect your UK Sharesave Options and the decisions you need to make. This letter sets out the Choices you have regarding your unmatured UK Sharesave Options.

This letter only applies to you if you hold UK Sharesave Options which have not matured yet (meaning those UK Sharesave Options for which the savings period has not yet ended) or which are not yet exercisable.

Please read everything in this letter and everything sent with it (the “Letter”) carefully. The contents are very important.

In this Letter:

- Part A describes the effect of the Combination on your UK Sharesave Options, the Choices available to you and what action you will need to take.
- Part B explains the key words and phrases used in this Letter. Unless otherwise defined, capitalised terms used in this Letter have the same meaning as in the Scheme Document.

Part A

2. The Combination

The Combination will result in DS Smith and its subsidiaries becoming wholly-owned subsidiaries of International Paper.

The Combination will take place through what is called a “scheme of arrangement” (referred to as the “**Scheme**”). This is a procedure that is subject to approval by DS Smith Shareholders. It is also subject to the approval of the Court on a date referred to in this Letter as “**Court Sanction**”. Court Sanction is not the date on which the Combination will be completed. The Combination is currently expected to complete a couple of days after Court Sanction (“**Completion**”). The Combination is also subject to approval by International Paper Shareholders.

Further information on the Scheme is set out in the Scheme Document sent to DS Smith Shareholders on or around the date of this Letter. A copy of the Scheme Document is also available on the DS Smith website at <https://www.dssmith.com/investors/possible-offer-for-ds-smith-by-international-paper>. If you are already a DS Smith Shareholder, the Scheme Document sets out the impact of the Combination on the DS Smith Shares that you currently hold.

This Letter should be read together with the Scheme Document and the International Paper Prospectus. A copy of the International Paper Prospectus can be found on the International Paper website at <https://www.internationalpaper.com/offer-for-ds-smith-plc>.

3. What are the terms of the Combination?

The terms of the Combination are set out in full in the Scheme Document. However, in summary, DS Smith Shareholders will be entitled to receive 0.1285 New International Paper Shares for each DS Smith Share they own (rounded down to the nearest whole New International Paper Share).

4. When is Completion likely to take place?

Completion is currently expected to take place in the final quarter of 2024 but only after a number of conditions are satisfied. The expected timetable of events is available in the Scheme Document at page 15.

5. How does the Combination affect your unmatured UK Sharesave Options?

The Combination will change the usual treatment of your unmatured UK Sharesave Options.

Normally you would continue saving until the end of your 3-year savings contract and then you would decide if you want to use your savings to exercise your UK Sharesave Options and acquire DS Smith Shares at the Option Price (set out in your grant documentation) or let your UK Sharesave Options lapse and have your accumulated savings returned to you.

However, if Court Sanction takes place, your unmatured UK Sharesave Options (meaning those UK Sharesave Options for which the savings period will not have completed or which have not yet become exercisable) will become exercisable early on Court Sanction, to the extent of your savings at the date of exercise. Your unmatured UK Sharesave Options will then be exercisable for a period of six months from Court Sanction (unless they lapse earlier under the UK Sharesave Rules). If you do not exercise your unmatured UK Sharesave Options in this period they will lapse at the end of this period and you will need to contact Equiniti to have your accumulated savings returned to you.

6. What are your Choices?

For unmatured UK Sharesave Options which vest and become exercisable on Court Sanction you have the following Choices. If you leave employment with the DS Smith Group before Court Sanction and before you exercise your UK Sharesave Options, different treatment may apply – this is explained under, “*What happens if you leave employment with the DS Smith Group*” below.

Choice A: Apply now to exercise your unmatured UK Sharesave Options on Court Sanction

You can elect in advance to exercise your UK Sharesave Options on Court Sanction (conditional on Court Sanction going ahead) using your accumulated savings at the date of exercise. If you do this:

- You can continue to save until Court Sanction (unless your UK Sharesave Options mature or lapse earlier under the UK Sharesave Rules).
- The savings you have made to the date of exercise will then be used to acquire DS Smith Shares at the Option Price on Court Sanction.
- The DS Smith Shares bought with your savings will automatically be purchased by International Paper Bidco under the Combination. You will receive 0.1285 New International Paper Shares for each DS Smith Share (rounded down to the nearest whole New International Paper Share) less any deductions for taxes and applicable fees.
- In addition, you will be eligible to receive a “**One-off Cash Compensation Payment**”, because as a result of the Combination, (1) your UK Sharesave savings period will end early and you won’t be able to exercise your UK Sharesave Options to the same extent as if you had been able to save for the full savings period, and (2) you will not receive the usual beneficial tax treatment available on exercise if you exercise your UK Sharesave Options less than three years from the date of grant (see “*What are the tax implications for you*” below).

The One-off Cash Compensation Payment is made up of:

- an amount equal to the value you would have received: (i) for your Outstanding DS Smith Shares if you had exercised your UK Sharesave Options on their normal maturity date to the fullest extent possible, and sold the Outstanding DS Smith Shares to International Paper Bidco in exchange for 0.1285 New International Paper Shares for each DS Smith Share, calculated using the share price of a New International Paper Share at Completion, less the aggregate Option Price that would have been payable in respect of such Outstanding DS Smith Shares; and (ii) from any cash bonus payable under your savings contract; and
- an amount to put you in the position you would have been in had you been able to exercise your UK Sharesave Options on Court Sanction in a tax advantaged manner.

You will have to pay income tax and employee’s NICs on the One-off Cash Compensation Payment. However, International Paper will gross-up your One-off Cash Compensation Payment to provide you with an after-tax amount to cover the income tax and NICs payable on this amount.

Please note that the One-off Cash Compensation Payment will be treated as your employment income for the tax year in which it is paid and may impact on any income-linked payments you make (e.g., student loan repayments) or benefits you receive (e.g., child benefit). You may wish to consider this as part of your decision on which Choice to make.

You will NOT be entitled to receive the One-off Cash Compensation Payment if you exercise your UK Sharesave Options after Court Sanction under **Choice B** below.

If you want to select Choice A, you must complete the online exercise instruction which you can find by logging in to your Equiniti account at <http://www.esp-portal.com/clients/DSSmith> by no later than 5:00 p.m. (UK time) on 4 October 2024 (or by any earlier deadline you are told about once the expected date of Court Sanction is known.)

Choice B: Apply now to exercise your unmatured UK Sharesave Options at the latest practicable date after Court Sanction

You can apply now to exercise your UK Sharesave Options at the latest practicable date after Court Sanction (conditional on Court Sanction going ahead). If you do this:

- You can continue to save for up to six months after Court Sanction (unless your UK Sharesave Options mature or lapse earlier under the UK Sharesave Rules).
- The accumulated savings you have made to the date of exercise will then be used to acquire DS Smith Shares at the Option Price on the latest practicable date during the six month period following Court Sanction.
- The DS Smith Shares acquired with your savings will be purchased by International Paper Bidco. You will receive 0.1285 New International Paper Shares for each DS Smith Share (rounded down to the nearest whole New International Paper Share) less any deductions for taxes and applicable fees.
- **You will NOT receive the One-off Cash Compensation Payment if you exercise your UK Sharesave Options under Choice B.**
- You may be able to buy more DS Smith Shares if you choose **Choice B** since you may be able to make further monthly savings contributions during the six months after Court Sanction. However, you will likely not be any better off since: (1) you will not receive the One-off Cash Compensation Payment; and (2) you will receive the New International Paper Shares which are due to you later than if you select **Choice A**.
- If you have 2022 UK Sharesave Options that are due to mature on 1 April 2025, and, if, as is currently expected, Court Sanction occurs after 1 October 2024, and you choose **Choice B** in respect of your 2022 UK Sharesave Options, you will be able to complete your savings contract (assuming you have not taken any payment holidays) and exercise your 2022 UK Sharesave Options in full.

You can still decide to exercise your UK Sharesave Options during the six months after Court Sanction (unless your UK Sharesave Options mature or lapse earlier under the UK Sharesave Rules) by following the post-Completion exercise instructions on the Equiniti portal. If you do this, your UK Sharesave Options will be exercised on the latest practicable date during the six month period following Court Sanction.

If you want to select **Choice B**, you must complete the online exercise instruction which you can find by logging in to your Equiniti account at <http://www.esp-portal.com/clients/DSSmith> by no later than 5:00 p.m. (UK time) on 4 October 2024 (or by any earlier deadline you are told about once the expected date of Court Sanction is known.)

Please note that if you do not select either Choice A or Choice B before the relevant deadlines your UK Sharesave Options will lapse six months after Court Sanction (unless they lapse earlier under the UK Sharesave Rules). Your savings account will be closed and you will need to contact Equiniti to request that your savings are returned to you.

If your UK Sharesave Options lapse before Court Sanction, any Choice A or Choice B election you have made will not take effect.

7. Can you continue to make monthly savings contributions?

If you select **Choice A** or **Choice B**, you can continue to make monthly savings contributions until the date you exercise your UK Sharesave Options or, if earlier, the date your UK Sharesave Options mature (unless your UK Sharesave Options lapse earlier under the UK Sharesave Rules). Your UK Sharesave Options will only become exercisable to the extent of your accumulated savings on the date of exercise. The residual amount of your savings after exercise (if any) will be returned to you.

8. Do you have to make a Choice?

No but if you do not make a Choice, your UK Sharesave Options will lapse automatically at the end of the six month period following Court Sanction (or earlier under the UK Sharesave Rules), and you will need to contact Equiniti to request that your savings are returned to you. You will also not be entitled to receive a One-off Cash Compensation Payment.

9. How many New International Paper Shares will you receive?

If you select **Choice A** or **Choice B**, you will receive 0.1285 New International Paper Shares for each DS Smith Share you receive on exercise of your UK Sharesave Option (less any deductions for taxes and applicable fees). As you cannot hold a fraction of a New International Paper Share, the number of New International Paper Shares which you receive will be rounded down to the nearest whole share, and a cash amount equal to the value of your fractional entitlements will instead be paid to you (rounded down to the nearest penny).

10. When will you receive the New International Paper Shares and One-off Cash Compensation Payment?

If you select **Choice A**, you will receive the New International Paper Shares as soon as reasonably practicable after Completion. The One-off Cash Compensation Payment will be paid to you via payroll on the next practicable payroll date once DS Smith receives it from International Paper after Completion.

If you select **Choice B**, your UK Sharesave Options will be exercised at the latest practicable time during the six months after Court Sanction and you will receive the New International Paper Shares as soon as reasonably practicable after that. You will not be entitled to receive a One-off Cash Compensation Payment.

If you decide to exercise your UK Sharesave Options during the six months after Court Sanction, by following the post-Completion exercise instructions on the Equiniti portal, your UK Sharesave Options will be exercised on the latest practicable date during the six month period following Court Sanction and you will receive the New International Paper Shares as soon as reasonably practicable after that. You will not be entitled to receive a One-off Cash Compensation Payment.

11. How does the Combination affect your UK Sharesave Options that have already matured?

You will receive a separate letter which explains the impact of the Combination if you have any UK Sharesave Options that have already matured and the actions which you would need to take in respect of those matured UK Sharesave Options.

12. How does the Combination affect your UK Sharesave Options which mature before Court Sanction?

If your UK Sharesave Options mature, or become exercisable before Court Sanction, they will remain exercisable until six months after they mature (unless they lapse earlier under the UK Sharesave Rules). Different rules may apply if you leave employment in certain circumstances before Court Sanction – these are explained under, “*What happens if you leave employment with the DS Smith Group*” below.

You will not be entitled to receive a One-off Cash Compensation Payment in respect of your matured UK Sharesave Options because you will have already paid all your monthly contributions and can exercise your matured UK Sharesave Options in full in a tax beneficial manner.

If the normal lapse date of your UK Sharesave Options is before Court Sanction, you will need to take action in the normal way to acquire DS Smith Shares at the Option Price before they lapse. You will receive separate maturity communications about this. Please note that you will not be able to exercise your matured UK Sharesave Options or sell any DS Smith Shares you hold in the ten day period leading up to and including Court Sanction. If you want to exercise your matured UK Sharesave Options before Court Sanction, please make sure you do so before this period.

If you exercise your matured UK Sharesave Options before Court Sanction, and if you still hold the DS Smith Shares acquired on exercise at the Scheme Record Time, then those DS Smith Shares will be acquired by International Paper Bidco under the Combination, in the same way as DS Smith Shares held by all other shareholders, as set out in the Scheme Document.

If you have not exercised your matured UK Sharesave Options prior to the ten day period leading up to and including Court Sanction, you will be able to submit an instruction to exercise after Completion until the normal lapse date of your UK Sharesave Options (assuming that the normal lapse date is after Completion and provided that your UK Sharesave Options have not lapsed earlier under the UK Sharesave Rules). Any UK Sharesave Options exercised in this way will be automatically acquired by International Paper Bidco under the amended articles of association of DS Smith (as proposed be amended under the Scheme Document) and you will not be entitled to the One-off Cash Compensation Payment.

Remember: if you do nothing, your UK Sharesave Options will lapse in due course and you will need to contact Equiniti to request that your savings are returned to you.

13. What if Court Sanction does not go ahead?

If Court Sanction does not happen for any reason, your unmatured UK Sharesave Options will continue to subsist and you will continue to make savings contributions under your savings contract as normal under the UK Sharesave Rules and any Choice you have made will not take effect.

14. What happens if you leave employment with the DS Smith Group?

The leaver provisions under the UK Sharesave Rules will apply to your UK Sharesave Options in the normal way prior to vesting. This means that if you hold unmatured UK Sharesave Options and:

- you leave for a “good leaver” reason under the UK Sharesave Rules (for example, retirement, injury, disability or redundancy within the meaning of the Employment Rights Act 1996), or if you leave more than three years after the date your UK Sharesave Options were granted for any reason except for dismissal for misconduct, your UK Sharesave Options will be exercisable until the earliest of: (i) six months after Court Sanction; (ii) six months from the maturity date of your UK Sharesave Options; and (iii) six months from the date on which you leave employment with the DS Smith Group, to the extent of the savings which you have accumulated on the date of exercise; or
- you do not qualify as a “good leaver” under the UK Sharesave Rules (for example, if you resign), your unexercised UK Sharesave Options will lapse on the date that you leave employment with the DS Smith Group and you will need to contact Equiniti to request that your savings are returned to you. If you leave prior to Court Sanction, and you are not a “good leaver” any **Choice A** or **Choice B** election you have made will not take effect.

If you hold UK Sharesave Options which become exercisable before Court Sanction because you leave employment with the DS Smith Group for a “good leaver” reason, you will need to exercise your UK Sharesave Options before they lapse. If your UK Sharesave Options are due to lapse before Court Sanction, any **Choice A** or **Choice B** instructions which you have made will not take effect and you should contact Equiniti on +44 (0) 371 384 2196 if you wish to exercise those UK Sharesave Options on an earlier date (unless they lapse under the UK Sharesave Rules). If you exercise your UK Sharesave Options before Court Sanction, and if you still hold the DS Smith Shares acquired on exercise at the Scheme Record Time, then those DS Smith Shares will be acquired by International Paper Bidco under the Combination, in the same way as DS Smith Shares held by all other shareholders, as set out in the Scheme Document.

Special rules apply in the event of death.

15. What if you are a PDMR or an insider?

If you are a Person Discharging Managerial Responsibilities (“**PDMR**”) or if the DS Smith Share Dealing Code applies to you:

- by selecting Choice A or Choice B you will be deemed to have asked for permission to deal under the DS Smith Share Dealing Code. If appropriate, DS Smith will grant you permission to deal shortly before your UK Sharesave Options are exercised in accordance with your Choice A or Choice B selection. You do not need to request permission to deal under the DS Smith Share Dealing Code in the usual way; or

- if you exercise your UK Sharesave Options before Court Sanction in the ordinary course by following the usual process, you must obtain permission to exercise your UK Sharesave Options before you submit an instruction to exercise your UK Sharesave Options. You can ask for permission to deal by following the process set out in the relevant dealing policy. However, unless exceptional circumstances exist, it is unlikely that you will be granted permission to deal while you are an insider, or, if you are a PDMR or a closely associated person of a PDMR, during a closed period.

16. What are the tax implications for you?

The information in this section is intended as a general guide only to certain United Kingdom tax considerations based on current United Kingdom law and what is understood to be the current practice of HMRC as at the date of this Letter and does not constitute tax advice to any individual participant. Please remember that tax law can and often does change, and you should not necessarily assume the current tax position will continue. As the tax rules for each country are different, the final amount of tax and social security contributions you will have to pay depends upon where you are resident for tax purposes. The information in this section applies only to participants resident for tax purposes in the United Kingdom and nowhere else throughout the time between the date that their UK Sharesave Options were granted and the time that they are exercised. We strongly recommend that, if you are unsure how your UK Sharesave Options will be taxed or if you are a resident or otherwise subject to tax in a jurisdiction outside the United Kingdom and in particular if your tax residency has changed during the period between grant and exercise, you seek advice from an independent tax adviser in your country of tax residence.

Please note that none of DS Smith, International Paper or Equiniti, or any of their employees, can provide you with legal, personal tax or financial advice. If you are in any doubt as to the contents of this Letter or the effect that the Combination will have on your personal tax position, you are recommended to seek your own independent tax and/or financial advice immediately from an appropriately qualified independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser, as applicable.

You can find the date that your UK Sharesave Options were granted on the Equiniti portal and on the option certificate that you received when your UK Sharesave Options were granted.

Exercising your UK Sharesave Options under Choice A or B less than three years from the date your UK Sharesave Options were granted

You will not receive beneficial tax treatment on the exercise of any UK Sharesave Options which you exercise less than three years after the date those UK Sharesave Options were granted, unless you are a “good leaver” – see section 14 above). You will therefore need to pay income tax on exercise if you select **Choice A** or **Choice B** in relation to any UK Sharesave Options which would be exercised less than three years after the date of grant in accordance with your **Choice A** or **Choice B** instruction:

- Income tax will arise on any “gain” you make. A “gain” is the amount by which the value of a DS Smith Share at the time you exercise your UK Sharesave Options exceeds the Option Price paid. For example, if the value of a DS Smith Share at the time you exercise your UK Sharesave Options is £4.00 per DS Smith Share, and you hold UK Sharesave Options with an exercise

price of £3.16 per DS Smith Share, your “gain” would be £0.84 per DS Smith Share, and you would incur an income tax liability on that value. No NICs will be due on the exercise of your UK Sharesave Options;

- DS Smith may, subject to you giving your consent when exercising your UK Sharesave Options, withhold income tax on your behalf through the Pay As You Earn (“**PAYE**”) system by selling sufficient New International Paper Shares on your behalf to generate the required amount of income tax (and any dealing costs – please see below). Please note that the value of the New International Paper Shares could increase or decrease after the date on which you exercise your UK Sharesave Options and before the sale of any such New International Paper Shares on your behalf to cover this income tax and if the value of the New International Paper Shares decreases over this period, a greater proportion of your New International Paper Shares will need to be sold to pay this income tax liability. There will also be a dealing cost connected with this sale of approximately 0.2%. Please note that, if you direct DS Smith not to withhold income tax through PAYE by selling New International Paper Shares on your behalf, you will not be able to pay any income tax liability that you may have via PAYE. Instead, you must make your own arrangements to pay this liability to HMRC via self-assessment.

If you select **Choice A** or **Choice B** and you exercise your UK Sharesave Options less than three years after the date of grant, no capital gains tax (“**CGT**”) is expected to arise on the sale of your DS Smith Shares acquired as a result of such selection because you will have paid income tax on the exercise of your UK Sharesave Options and the amount on which you paid income tax is the base cost of those DS Smith Shares. Although, if the value of any of your New International Paper Shares which are sold to satisfy any tax liability increases before the New International Paper Shares are sold then, subject to the CGT annual allowance referred to below, CGT may be payable. Please see the “United Kingdom taxation” section of the Scheme Document for information on “rollover relief” which may be available for UK DS Smith Shareholders who exercise their UK Sharesave Options on Court Sanction and sell the resulting DS Smith Shares to International Paper Bidco under the Scheme.

Further tax liabilities (such as further CGT) may arise when you dispose of the New International Paper Shares that you acquire under the Scheme. Any CGT on the sale of DS Smith Shares or New International Paper Shares is payable by you to HMRC under self-assessment. If your aggregate capital gains are likely to exceed your annual allowance (£3,000 for the tax year beginning 6 April 2024), you are strongly recommended to seek your own independent tax advice including as to whether you need to submit a tax-return.

If you select **Choice A**, International Paper has agreed to pay a One-off Cash Compensation Payment which includes an amount calculated to put you in the position you would have been in had you been able to exercise your UK Sharesave Options on Court Sanction on a tax-free basis.

If you select **Choice A** and receive a One-off Cash Compensation Payment, income tax and NICs will be due in respect of that payment. This will be deducted by DS Smith and paid to HMRC. However, the amount of the One-off Cash Compensation Payment will be grossed up so the amount you receive will reflect the amount you would have received had income tax and NICs not been due.

Exercising your UK Sharesave Options under Choice A or B more than three years from the date your UK Sharesave Options were granted

If you exercise your UK Sharesave Options under **Choice A** or **Choice B** more than three years from the date your UK Sharesave Options were granted, no income tax or NICs will be due on exercise.

CGT may be payable on the sale of your DS Smith Shares. Please see the “United Kingdom taxation” section of the Scheme Document for information on “rollover relief” which may be available for UK DS Smith Shareholders who exercise their unmatured UK Sharesave Options on Court Sanction and sell the resulting DS Smith Shares to International Paper Bidco under the Scheme.

Further tax liabilities (such as further CGT) may arise when you dispose of the New International Paper Shares that you acquire under the Scheme. Any CGT on the sale of DS Smith Shares or New International Paper Shares is payable by you to HMRC under self-assessment. If your aggregate capital gains are likely to exceed your annual allowance (£3,000 for the tax year beginning 6 April 2024), you are strongly recommended to seek your own independent tax advice including as to whether you need to submit a tax-return.

You may also refer to the Tax Guide where general tax notes are provided outlining the tax implications applicable to your UK Sharesave Options. You can find the Tax Guide by logging in to your Equiniti account at <http://www.esp-portal.com/clients/DSSmith>.

17. What if you participate in other DS Smith share plans or are a DS Smith Shareholder?

If you participate in other DS Smith share plans you will receive a separate letter about your other options and/or awards. Please read those letters carefully as the treatment of any options and/or awards under those plans will be different from the treatment of your UK Sharesave Options.

If you are already a DS Smith Shareholder, please read the Scheme Document which sets out the impact of the Combination on the DS Smith Shares that you currently hold.

18. Proposals: Recommendation

The DS Smith Directors recommend that you select **Choice A**. You should, however, consider your own personal circumstances, including your tax position, when deciding which Choice to accept.

The DS Smith Directors, who have been so advised by Goldman Sachs International, Citi and J.P. Morgan Cazenove as to the financial terms of the proposals, consider the terms of the proposals described above to be fair and reasonable in the context of the Combination. In providing their advice to the DS Smith Directors, Goldman Sachs International, Citi and J.P. Morgan Cazenove have taken into account the commercial assessments of the DS Smith Directors. Goldman Sachs International is providing independent financial advice to the DS Smith Directors for the purposes of Rule 15.2 of the City Code on Takeovers and Mergers.

19. What if you have any questions?

If you have any questions about your UK Sharesave Options, what your Choices are or how to exercise your UK Sharesave Options, including how to access your account on the Equiniti portal, please contact the Equiniti helpline on +44(0) 371 384 2196.

Please note that DS Smith, International Paper and/or Equiniti cannot give you any legal, tax, investment or financial advice on the merits of the Combination, its effect on your UK Sharesave Options or your Choices.

If you are in any doubt about what you should do you should consult an independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom or, if not, consult another appropriately authorised independent financial adviser.

20. Important notes

Nothing in this pack constitutes financial advice to any holder of shares, share awards or share options in DS Smith or International Paper.

If you have only received this Letter electronically, you may request a hard copy of this Letter, free of charge, by contacting Equiniti on +44(0) 371 384 2196 stating your name, and the address to which the hard copy should be sent. You may also request that all future documents, announcements and information to be sent to you in relation to the Combination should be in hard copy form.

If there is any difference between the information in this Letter and the UK Sharesave Rules or any relevant legislation, the UK Sharesave Rules and the legislation will prevail.

Yours faithfully

Miles Roberts
Group Chief Executive
For and on behalf of DS Smith Plc

Yours faithfully

Andy Silvernail
Chief Executive Officer
For and on behalf of International Paper Company

Part B

A brief explanation of some definitions

“**Choice**” means either “**Choice A**” or “**Choice B**”, and together the “**Choices**”;

“**Citi**” means Citigroup Global Markets Limited;

“**Combination**” means the proposed recommended combination of International Paper and DS Smith in respect of the entire issued and to be issued share capital of DS Smith, to be implemented by way of the Scheme;

“**Completion**” means the date on which the Scheme becomes effective in accordance with its terms;

“**Court**” means the High Court of Justice in England and Wales;

“**Court Sanction**” means the date on which the Scheme is sanctioned by the Court;

“**DS Smith**” means DS Smith Plc, a public limited company incorporated in England and Wales with registered number 01377658;

“**DS Smith Directors**” means the board of directors of DS Smith;

“**DS Smith Group**” means DS Smith and its subsidiary undertakings and associated undertakings;

“**DS Smith Share Dealing Code**” means the share dealing code in force at DS Smith;

“**DS Smith Shareholders**” means the holders of DS Smith Shares from time to time;

“**DS Smith Shares**” means the ordinary shares of 10 pence each in the capital of DS Smith;

“**Equiniti**” means Equiniti Limited, a private limited company incorporated in England and Wales with registered number 06226088;

“**HMRC**” means HM Revenue & Customs;

“**International Paper**” means International Paper Company, a New York Corporation, with its headquarters at 6400 Poplar Avenue, Memphis, Tennessee, United States;

“**International Paper Bidco**” means International Paper UK Holdings Limited, a private limited company incorporated in England and Wales with registered number 15880439;

“**International Paper Directors**” means the board of directors of International Paper;

“**International Paper Group**” means International Paper and its subsidiaries and subsidiary undertakings from time to time;

“International Paper Prospectus” means the prospectus to be published by International Paper on or around the date of the Scheme Document;

“International Paper Shareholders” means the holders of International Paper Shares;

“International Paper Shares” means shares of common stock, par value \$1.00 per share, of International Paper;

“J.P. Morgan Cazenove” means J.P. Morgan Securities plc (which conducts its UK investment banking business as J.P. Morgan Cazenove);

“New International Paper Shares” means the new International Paper Shares or the DTC book-entry interests representing such shares, proposed to be issued to Scheme Shareholders under the Scheme;

“NICs” means National Insurance contributions;

“Option Price” means the price at which you can acquire DS Smith Shares under your UK Sharesave Options;

“Outstanding DS Smith Shares” means the number of DS Smith Shares subject to your UK Sharesave Options, less the number of DS Smith Shares acquired on exercise of your UK Sharesave Options on Court Sanction;

“Scheme” means the procedure by which International Paper Bidco will become the holder of the entire issued and to be issued ordinary share capital of DS Smith;

“Scheme Document” means the document setting out the terms of the Scheme, dated on or around the date of this Letter, sent to DS Smith Shareholders;

“Scheme Record Time” means 6.00 p.m. on the Business Day immediately after Court Sanction;

“UK Sharesave” means the DS Smith Plc 2020 Sharesave Plan, as amended from time to time;

“UK Sharesave Options” means options granted over DS Smith Shares under the UK Sharesave which have not yet matured or become exercisable at the date of this Letter; and

“UK Sharesave Rules” means the rules of the UK Sharesave, as amended from time to time.

Notes

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Goldman Sachs International, Citi and J.P. Morgan Cazenove have each given and not withdrawn their consent to the issue of this document with the inclusion of references to its name in the form and context in which they are included.

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The DS Smith Directors, whose names are set out in the Scheme Document, accept responsibility for the information contained in this Letter (including, any expressions of opinion), other than the information for which responsibility is taken by others pursuant to the paragraph below. To the best of the knowledge and belief of the DS Smith Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Letter for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

The International Paper Directors, whose names are set out in the Scheme Document, accept responsibility for the information contained in this Letter (including any expressions of opinion) relating to the International Paper Group, the International Paper Directors and their respective immediate families and the related trusts of and persons connected with the International Paper Directors, and persons deemed to be acting in concert with International Paper (as such term is defined in the Code). To the best of the knowledge and belief of the International Paper Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Letter for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.