



DS SMITH GROUP SANCTIONS POLICY

SANCTIONS POLICY ("POLICY")

1 POLICY STATEMENT

- 1.1 The DS Smith Group companies must not conduct business which contravenes any relevant sanctions imposed by international bodies, such as the United Nations and the European Union, or those imposed by national governments, such as the United Kingdom and the United States. Sanctions can be imposed against individual countries and can either prevent any trade whatsoever with that country, or prevent specific trade activities in that country. They can also be imposed against companies and other entities, as well as individuals. Such sanctions would prohibit or restrict the DS Smith Group companies from dealing with those entities or individuals. This document sets out the policy on sanctions within the DS Smith Group, and the processes to be followed in the event of an actual or suspected breach of this Policy being discovered. The Policy can be found on Plexus.
- 1.2 Employees and Third Parties are required to report any circumstances which are in breach of this Policy, either through the "Speak Up!" free phone line or the secure website or directly to the Group General Counsel and Company Secretary. All reported incidences of actual or suspected breach of this Policy will be promptly and thoroughly investigated.
- 1.3 You are required to comply with this Policy at all times and failure to do so may result in disciplinary action.

2 SUMMARY OF KEY POINTS

- 2.1 A summary of the key points of the Policy are set out below:
 - 2.1.1 The DS Smith Group must comply with all the applicable sanctions in place at any given time, whether these prohibit or regulate all trade activity with a particular country, or are limited to specific trade activities with that country, or prohibit or regulate activities with entities and individuals;
 - 2.1.2 The DS Smith Group must not engage in any commercial relationships or transactions which contravene any applicable sanctions, either directly or through a Third Party;
 - 2.1.3 You should consult Appendix 1, the United Nations Sanctions List (the "UN List") and the EU List of Sanctioned Countries (the "EU List"), if you suspect that a commercial relationship or transaction may involve any current applicable sanctions (NOTE: If you are located in the United States, you should instead consult the United States Department of Treasury Office of Foreign Assets Control Sanctions List ("OFAC List") located at Appendix 1);
 - 2.1.4 You are required to report any circumstances of which you become aware which are in breach of the Policy;
 - 2.1.5 Subject to local law, a breach of the Policy may result in both disciplinary action and civil or criminal action being taken against both the DS Smith Group and the individual concerned; and
 - 2.1.6 If you have any questions or are unsure whether any circumstances could be a breach of any applicable sanctions or this Policy, you should contact the Group General Counsel and Company Secretary.

3 WHO DOES THE POLICY APPLY TO?

- 3.1 This Policy applies to all workers performing duties on behalf of the DS Smith Group, whether or not employed directly by the DS Smith Group ("Employees") and any external contractors, sales representatives, agents, distributors, or other



third parties who will act for a DS Smith Group entity to distribute, sell or market products on the DS Smith Group entity's behalf (a "Third Party").

- 3.2 This Policy extends to all DS Smith Group operations worldwide and Employees wherever located.

4 SANCTIONS GUIDELINES

- 4.1 The DS Smith Group must not enter into any agreement with end users or other customers whereby a DS Smith Group company agrees to provide products or services in contravention of any applicable sanctions.
- 4.2 Employees must not authorize Third Parties to resell DS Smith Group products to customers in contravention of any applicable sanctions. The DS Smith Group must not enter into a distribution or similar agreement that would contravene any applicable sanctions as a result of activity in the distributor's authorized "territory".
- 4.3 If an Employee discovers that a Third Party is engaging in dealings in contravention of applicable sanctions on behalf of the DS Smith Group, they are required to immediately notify the Group General Counsel and Company Secretary.

5 COMPLIANCE PROCEDURES

5.1 Screening Measures

- 5.1.1 Prior to engaging in a commercial relationship or transaction, if an Employee suspects that there may be applicable sanctions in place, they are required to consult the UN and EU Lists at Appendix 1 to confirm whether there are current sanctions in place against the relevant country, individual or entity.
- 5.1.2 If an Employee is based in the United States, they are required to instead consult the OFAC List at Appendix 1.
- 5.1.3 If a country, individual or entity appears on the UN or EU Lists or OFAC List, the Employee should immediately consult the Group General Counsel and Company Secretary, who will check the sanctions in place to see if the transaction would contravene those sanctions.
- 5.1.4 Employees at any level are authorized to delay any transaction or order that raises concerns as to compliance with this Policy.

5.2 Dealings with Third Parties

- 5.2.1 When engaging Third Parties who will act for a DS Smith Group company to distribute or market products on the DS Smith Group company's behalf, each DS Smith Group company should ensure that such arrangements do not result in transactions by that DS Smith Group company that would violate this Policy.
- 5.2.2 Written contracts entered into with Third Parties should contain a clause prohibiting sales on behalf of any DS Smith Group company which would contravene any applicable current sanctions in place. A sample contractual clause has been provided at Appendix 2.

6 RECORDKEEPING

- 6.1 Information related to any due diligence/screening or records of transactions to which sanctions are applicable will be maintained by the DS Smith Group company for a period of five years (or longer if required by the laws of a particular jurisdiction).

7 PENALTIES, ENFORCEMENT AND DISCIPLINE FOR NON-COMPLIANCE

- 7.1 Penalties for non-compliance with sanctions regimes can include both civil and criminal sanctions for both the DS Smith Group and the person found to have committed the offence. This can include imprisonment as well as substantial fines.



- 7.2 Disciplinary action may be taken against any individual who:
 - 7.2.1 violates this Policy;
 - 7.2.2 deliberately fails to report violations as required; or
 - 7.2.3 deliberately withholds materials or relevant information concerning a violation or fails to cooperate with an investigation into an actual or potential violation, subject always to local law.
- 7.3 Where a case is referred to the regulatory authorities, the DS Smith Group will cooperate fully with such authority.

8 MONITORING AND REVIEW

- 8.1 The DS Smith Group will review and revise this Policy as appropriate in light of the review and any changes in applicable law.

9 QUESTIONS AND INFORMATION

- 9.1 If you have any questions or require further information on any aspect of this Policy, please contact the Group General Counsel and Company Secretary.

Appendix 1

The United Nations Security Council Sanctions List can be accessed online at:

<https://www.un.org/sc/suborg/en/sanctions/information>

<https://www.un.org/sc/suborg/en/sanctions/un-sc-consolidated-list>

The European Union Consolidated List of Sanctions can be accessed at:

http://eeas.europa.eu/cfsp/sanctions/index_en.htm

The OFAC List can be accessed online at:

<https://www.treasury.gov/resource-center/sanctions/Programs/Pages/Programs.aspx>

<http://sdnsearch.ofac.treas.gov/>

Appendix 2

Sample sanctions clause:

[Insert name of party] shall not, directly or indirectly (a) sell, export, distribute, transfer or otherwise provide the *[Products]* to any country, entity or person or (b) conduct business on behalf of *[insert name of DS Smith entity]* in contravention of any current economic or trade sanctions, laws, or regulations of the European Union, the United Nations or any other applicable sanctions authority, as amended from time to time.