



## **Stock Ownership Guidelines and Restricted Stock Policy for Directors and Certain Executives**

### **Stock Ownership Guidelines**

In order to better align the interests of shareholders, executives and directors of WestRock Company (the “Company”), the Board of Directors has adopted the following stock ownership guidelines. These guidelines reflect current corporate practices and result in the linking of a portion of the personal financial interests of Designated Executives (as hereinafter defined) and directors of the Company, through the ownership of common stock of the Company, with the financial interests of our shareholders.

The stock ownership guidelines apply to the directors of the Company, the chief executive officer (“CEO”) and certain other executives of the Company who are designated by the Board of Directors (each, a “Designated Executive”). The guidelines are as follows:

- Each outside director must own at least the greater of (i) 5,000 shares of common stock of the Company, including vested or unvested restricted stock awards, or (ii) an amount of shares of common stock of the Company, including vested or unvested restricted stock, having a value of not less than five (5) times the annual retainer paid to the directors.
- Each Designated Executive must own at least an amount of shares of common stock of the Company, including vested or unvested restricted stock awards, having a value of not less than three (3) times the annual base salary of such person.
- The CEO must own at least an amount of shares of common stock of the Company, including vested or unvested restricted stock awards, having a value of not less than six (6) times the CEO’s annual base salary.

Directors that are first elected and executives that are newly designated as Designated Executives shall be expected to meet the ownership guidelines within five (5) years of such election or designation.

### **Restricted Stock Policy**

The Company awards restricted stock to certain executive officers as part of our executive incentive and reward policy. Similar to the stock ownership guidelines, restricted stock grants are appropriate incentives because they align the interests of the applicable executive with the interests of the shareholders since the value of the

restricted stock awards increases or decreases proportionately with the value of WestRock's common stock. Each outside director, the CEO and each Designated Executive shall be required to retain ownership of fifty percent (50%) of the restricted stock awarded to such person for a period of two years following the vesting of such restricted stock; provided, however, (A) the 2-year retention period will not apply to any shares (i) to the extent that the individual continues to own an amount of common stock of the Company at least equal to the amount required under the Stock Ownership Guidelines and Restricted Stock Policy, plus an amount of shares that would otherwise be subject to the restricted stock holding period or (ii) after termination of employment, in the case of an employee, or after the individual ceases to serve as a director, in the case of a director, and (B) the fifty percent (50%) requirement will apply only to the amount of restricted stock remaining after shares of such stock have been sold or otherwise reduced to satisfy any federal, state or local withholding tax liability arising from the granting or vesting of such restricted stock. Restricted stock units will be treated as restricted stock under the terms of this Restricted Stock Policy.

