



## CHARTER OF THE FINANCE COMMITTEE

**1. ORGANIZATION AND MEMBERSHIP.** The Board of Directors (the “**Board**”) of WestRock Company (the “**Company**”) shall appoint from its members a Finance Committee (the “**Committee**”). The Committee shall consist of three or more directors.

**2. PURPOSE.** The Committee shall assist the Board in fulfilling its responsibilities with respect to oversight of the Company’s financial management and resources. The Committee shall also evaluate specific financial strategy initiatives as requested by the Board or management.

**3. DUTIES AND RESPONSIBILITIES.** The following shall be the principal duties and responsibilities of the Committee:

- Review the Company’s proposed capital budget, including expected financing approaches, and make recommendations to the Board as to whether to approve the proposed capital budget.
- Review management’s assessment of the Company’s capital structure, including dividend policies and stock repurchase programs, debt capacity and liquidity.
- Review procedures established by management to monitor debt-related covenant compliance and discuss with management the effect, if any, of covenants on the Company’s capital structure.
- Review financing and liquidity initiatives proposed by management for Board action.
- Review and monitor the Company’s debt ratings, communications with the credit agencies and bank credit arrangements.
- Review investor relations activities.
- Review, solely for purposes of determining the impact of the Company’s defined benefit plans on its finances and financial statements, the investment objectives, investment performance and funding requirements of the plans, and such other information relating to the plans as the Committee deems appropriate for these purposes. The Committee is not a fiduciary of the plans and has no oversight authority or responsibility over the investment committee of the Company’s defined benefit plans.

**4. DELEGATION.** The Committee may from time to time delegate any of its duties and responsibilities to subcommittees of one or more members as the Committee may deem to be appropriate, in its sole discretion.

**5. RESOURCES.** The Committee shall have the power to conduct or authorize examinations into any matters within the Committee’s responsibilities with full access to all books, records, facilities and personnel of the Company, as well as its internal accountants, lawyers and other staff and outside accountants, lawyers and other advisers. The Committee shall also have the authority to engage, terminate and compensate such independent counsel and other advisers, as the Committee deems necessary to carry out its duties and responsibilities. No Board approval shall be required for any Committee expenditure.

**6. ANNUAL PERFORMANCE EVALUATION.** An annual evaluation shall be conducted in accordance with the corporate governance guidelines adopted by the Board to determine whether the Committee is functioning effectively.

**7. COMMITTEE GOVERNANCE.** The directors of the Board shall designate one member of the Committee to act as its chairperson (the “**Committee Chair**”). The Committee shall meet as scheduled by the Committee Chair or the Non-Executive Chairman of the Board. The Committee shall keep written minutes of its proceedings, which shall be filed with Board meeting minutes. A majority of the members of the Committee shall constitute a quorum for doing business. All actions shall be taken by a majority vote of the members of the Committee present at a meeting at which a quorum is present or by unanimous written consent. All other matters regarding Committee governance shall be administered in the same manner as provided with respect to governance of the Board or its committees in the Company’s charter documents and applicable laws, or as otherwise provided by the Board.

The Committee shall regularly report its actions to the Board together with such recommendations as the Committee may deem appropriate.