



Stock Ownership Guidelines For Directors and Certain Executives

Purpose

The Board of Directors ("Board") of WestRock Company ("WestRock" or the "Company") believes that it is in the best interest of WestRock and its shareholders to align the financial interests of the Company's executives and non-employee directors ("Non-Employee Directors") with those of the Company's shareholders. In this regard, the Compensation Committee has adopted the following stock ownership guidelines ("Guidelines").

Applicability

The Guidelines apply to Non-Employee Directors, the Chief Executive Officer ("CEO") and certain other executives of the Company who are designated by the Compensation Committee of the Board (each, a "Designated Executive" and collectively, the "Participants").

Ownership Requirements

Participants are required to own a number of shares of the Company's common stock having a value equal to or greater than the following:

Participant	Ownership Requirement
Non-Employee Director	Greater of: (i) 5,000 shares of the Company's common stock, or (ii) Five times the Non-Employee Director's annual cash retainer
Chief Executive Officer	Six times annual base salary
Designated Executive	Three times annual base salary

The value of a Participant's holdings will be determined based on the average closing price of the Company's common stock on the New York Stock Exchange during the 30 trading days ending on the evaluation date.

Definition of Stock Ownership

Shares that count toward satisfying ownership requirements include:

- Shares acquired through purchases on the open market or upon vesting of Company equity awards;

- Shares beneficially owned jointly with a third party, including immediate family members;
- Shares owned separately by immediate family members residing in the same household, either directly or indirectly;
- Shares held in a trust for the benefit of the Participant or immediate family members;
- Shares owned by or for the benefit of the Participant in a Company deferred compensation or retirement plan or acquired through the employee stock purchase plan; and
- Unvested time-based restricted stock and time-based restricted stock units.

Unexercised stock options, unvested performance-based restricted stock and unvested performance-based restricted stock units do not count toward satisfying the Guidelines.

Holding Requirement

Until applicable ownership requirements above are satisfied, Participants are required to retain 50% of the net shares received as a result of vesting of time-based restricted stock, time-based restricted stock units, performance-based restricted stock or performance-based restricted stock units or exercise of stock options granted to them by the Company. For these purposes, “net shares” are those shares remaining after shares are sold or withheld to satisfy (i) tax obligations arising from the vesting of restricted stock, restricted stock units, performance-based restricted stock or performance-based restricted stock units, or (ii) the exercise price of stock options and any taxes associated with such exercise.

Compliance / Time Frame

Participants are expected to achieve their applicable stock ownership guideline level within five years of first becoming subject to these Guidelines. Once ownership levels are met, Participants are expected to maintain such levels for as long as they remain subject to these Guidelines. However, once determined to be in compliance with these Guidelines, a Participant is not considered to be out of compliance at a future date due solely to a decrease in the price of the Company’s common stock since the last compliance measure date. If a Participant falls below the applicable ownership level for any reason, including a decline in the price of the Company’s common stock, the Participant will again be required to retain 50% of his or her net shares received until the requisite ownership level is again satisfied.

Compliance with these Guidelines will be evaluated periodically, but no less frequently than annually, by the Compensation Committee.

Administration

These Guidelines shall be administered and monitored by the Compensation Committee of the Board, which shall have the authority to amend or repeal the Guidelines at any time in its sole discretion.

The Guidelines may be waived or modified, at the discretion of the Compensation Committee, if compliance would create undue hardship or prevent or impair a Participant from complying with a court order.