

## SMURFIT WESTROCK PLC

### COMPENSATION COMMITTEE CHARTER

**Effective Date: 5 July 2024**

1. Composition. The Compensation Committee of the Board of Directors (the “Compensation Committee”) of Smurfit Westrock plc (the “Company”) shall be comprised of at least three members, consisting entirely of independent directors. For purposes hereof, the term “independent” means a director who meets the New York Stock Exchange standards of independence for directors and compensation committee members, as determined by the Board of Directors of the Company (the “Board”). Additionally, all members of the Compensation Committee must qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (“Rule 16b-3”). A subsequent determination that any member of the Compensation Committee does not qualify as a “non-employee director” will not invalidate any previous actions by the Compensation Committee except to the extent required by law or determined appropriate to satisfy regulatory standards.

Upon the recommendation of the Nomination Committee, the Board shall appoint members of the Compensation Committee and designate one member of the Compensation Committee as its chair (the “Committee Chair”), *provided* if the Board does not so designate a Committee Chair, the members of the Compensation Committee, by a majority vote, may designate a Committee Chair. Members of the Compensation Committee and the Committee Chair shall serve until their successors shall be duly elected and qualified or until their earlier resignation or removal and may be removed or replaced, with or without cause, by the Board at any time. The Board shall have the right to fill any vacancies on the Compensation Committee. The Committee Chair will chair all regular sessions of the Compensation Committee and set the agenda for the Compensation Committee meetings. In the absence of the Committee Chair, the Compensation Committee shall select another member to preside.

2. Purpose, Duties, and Responsibilities. The purpose of the Compensation Committee is to assist the Board in discharging its responsibilities relating to compensation of the Company’s executive officers (as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended), other executives who report to the CEO (together with executive officers, “Executives”) and directors.

The following functions shall be the common recurring activities of the Compensation Committee in carrying out its purpose, duties and responsibilities. The Compensation Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time.

Among its specific duties and responsibilities, the Compensation Committee will:

(a) Oversee the Company’s overall compensation philosophy, policies and programs, and assess whether the Company’s compensation philosophy establishes appropriate incentives for management and employees.

(b) Assess the results of the Company's most recent advisory vote on executive compensation and the vote on frequency of future advisory votes on executive compensation.

(c) Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer ("CEO"), evaluate the CEO's performance in light of those goals and objectives, and set the CEO's compensation level based on this evaluation, including annual base salary, short-term and long-term (including cash-based and equity-based) incentive awards and opportunities, any potential severance or change in control payments and perquisites or other personal benefits, except to the extent that such benefit policies or programs apply to Company employees generally. The CEO may not be present during voting or deliberations on his or her compensation.

(d) In conjunction with the CEO, evaluate the performance of other Executives, and set the compensation levels of other Executives based on this evaluation and upon the recommendation of the CEO, including annual base salaries, short-term and long-term (including cash-based and equity-based) incentive awards and opportunities, and perquisites or other personal benefits, except to the extent that such benefit policies or programs apply to Company employees generally. Such Executives may not be present during voting or deliberations on their compensation.

(e) Approve the terms and grants of equity awards to Executives, including the CEO.

(f) Approve, or recommend to the Board for approval, subject to any required shareholder approvals, the Company's equity-based compensation plans and other compensation plans that apply to Executives and perform such duties and responsibilities as may be assigned to the Compensation Committee under the terms of any equity-based plan or any other compensation plan.

(g) Review and approve the design of other benefit plans (other than retirement benefit plans that are otherwise managed by other committees) pertaining to Executives.

(h) Review and recommend to the Board employment and severance arrangements for Executives, including employment agreements and change-in-control provisions, plans or agreements, and any material amendments thereto.

(i) Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and related compensation disclosures that Securities and Exchange Commission ("SEC") rules require be included in the Company's annual report and proxy statement, recommend to the Board based on the review and discussions whether the CD&A should be included in the annual report and proxy statement, and oversee preparation of the compensation committee report required by SEC rules for inclusion in the Company's annual report and proxy statement.

(j) Annually review and approve the composition of the Company's peer group used for comparison purposes.

(k) Periodically review share ownership guidelines applicable to Executives and to directors and annually review compliance by Executives and directors with such guidelines, if any.

(l) Annually review the form and amount of compensation of directors for service on the Board and its committees and recommend changes in such compensation to the Board as appropriate.

(m) Annually oversee the assessment of the risks related to the Company's compensation policies and programs applicable to officers and employees and review the results of this assessment.

(n) Review, as needed, with the Audit Committee the risk assessment process undertaken by the Compensation Committee with respect to the risks overseen by the Compensation Committee.

(o) At least annually, assess whether the work of compensation consultants involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company's annual report and proxy statement.

(p) Oversee the Company's engagement efforts with shareholders on the subject of executive compensation.

(q) Oversee the administration of, and perform such other duties and responsibilities as may be assigned to the Compensation Committee under the terms of, the Company's clawback policies and review and approve, or recommend to the Board for approval, changes to any such policies from time to time as appropriate.

(r) Annually evaluate the performance of the Compensation Committee and the adequacy of the Committee's charter.

3. Subcommittees. The Compensation Committee may delegate its authority to one or more subcommittees, members of the Board, the Committee Chair or officers of the Company, to the extent permitted by law, when it deems appropriate and in the best interests of the Company in its sole discretion and in accordance with applicable law, rules and regulations; *provided*, that any such decisions of any such subcommittees or of the Committee Chair shall be presented to the full Compensation Committee at its next regularly scheduled meeting.

4. Outside Advisers. The Compensation Committee has the authority, in its sole discretion, to retain or obtain the advice of such consultants, outside counsel and other advisers as it determines appropriate to assist it in the full performance of its functions, including any compensation consultant used to assist in the evaluation of director, CEO or other executive compensation. The Compensation Committee will be directly responsible for the appointment, compensation and oversight of the work of any consultants, outside counsel and other advisers retained by the Compensation Committee, and will receive appropriate funding, as determined by the Compensation Committee, from the Company for payment of compensation to any such advisers. The Compensation Committee will assess the independence of consultants, outside counsel and other advisers (whether retained by the Compensation Committee or management) that provide advice to the Compensation Committee, prior to selecting or receiving advice from them, in accordance with the New York Stock Exchange listing standards.

5. Meetings. The Compensation Committee will meet as often as may be deemed necessary or appropriate, in its judgment, and at such times and places as the Compensation Committee or the Committee Chair determines. Meetings of the Compensation Committee may be held at any time in person or by such electronic means as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. The majority of the members of the Compensation Committee shall constitute a quorum. The Compensation Committee will report regularly to the full Board with respect to its activities.

All non-management directors who are not members of the Compensation Committee may attend meetings of the Compensation Committee but may not vote. The Compensation Committee may invite to its meetings any director, management or other personnel of the Company, or any third parties, as it deems appropriate in order to carry out its responsibilities.