

SMURFIT WESTROCK PLC

NOMINATION COMMITTEE CHARTER

Effective Date: 5 July 2024

1. Composition. The Nomination Committee of the Board of Directors (the “Nomination 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, as determined by the Board of Directors of the Company (the “Board”).

Upon the recommendation of the Nomination Committee, the Board shall appoint members of the Nomination Committee and designate one member of the Nomination Committee as its chair (the “Committee Chair”), *provided* if the Board does not so designate a Committee Chair, the members of the Nomination Committee, by a majority vote, may designate a Committee Chair. Members of the Nomination 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 Nomination Committee. The Committee Chair will chair all regular sessions of the Nomination Committee and set the agenda for the Nomination Committee meetings. In the absence of the Committee Chair, the Nomination Committee shall select another member to preside.

2. Purpose, Duties and Responsibilities. The purpose of the Nomination Committee is, at a minimum:

- to engage in succession planning for the Board;
- identify individuals qualified to become Board members (consistent with criteria approved by the Board);
- recommend to the Board the Company’s director candidates for election at the annual meeting of shareholders;
- develop and recommend to the Board a set of corporate governance principles; and
- perform a leadership role in shaping the Company’s corporate governance.

The following functions shall be the common recurring activities of the Nomination Committee in carrying out its purpose, duties and responsibilities. The Nomination 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 Nomination Committee will:

(a) Periodically review, and recommend to the Board, the skills, experience, characteristics and other criteria for identifying and evaluating directors.

(b) Annually evaluate the composition of the Board to assess whether the skills, experience, characteristics and other criteria established by the Board are currently represented on the Board as a whole and in individual directors, and to assess the criteria that may be needed in the future.

(c) Identify, review the qualifications of, and recruit new candidates for election to the Board, while monitoring compliance with applicable listing rule requirements on diversity and inclusion. As part of the search process for each new director, include women and minorities in the pool of candidates (and instruct any search firm the Nomination Committee engages to do so), and interview at least one woman and one minority candidate.

(d) Assess the qualifications, contributions and independence of director candidates and incumbent directors in determining whether to recommend them for election or reelection to the Board.

(e) Discuss and make recommendations to the Board regarding succession planning for the Board and key leadership roles on the Board and its committees.

(f) Establish procedures for the consideration of Board candidates recommended for the Nomination Committee's consideration by the Company's shareholders.

(g) Recommend to the Board the Company's candidates for appointment or reappointment to the Board at each annual shareholders' meeting.

(h) Recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.

(i) Review, with the assistance of outside advisers, if necessary, and, where appropriate, make recommendations to the Board regarding any governance-related shareholder proposals.

(j) Develop and recommend to the Board a set of corporate governance guidelines, and annually review these guidelines and recommend changes to the Board as appropriate.

(k) Annually review the Board's leadership structure and recommend changes to the Board as appropriate and make a recommendation to the independent members of the Board and/or the Board regarding the appointment of the Senior Independent Director, as required by the applicable UK listing exchange rules.

(l) Review and make recommendations to the Board concerning the size, structure, composition and functioning of the Board and its committees.

(m) Recommend committee members and chairs to the Board for appointment and consider periodically rotating directors among the committees.

(n) Approve directorships at other for-profit organizations offered to directors and executive officers of the Company.

(o) Review and assess the channels through which the Board receives information, and the quality and timeliness of information received.

(p) Oversee the orientation process for new directors and ongoing education for directors.

(q) Oversee management succession planning and review succession planning and management development at least annually with the Board, including recommendations and evaluations of potential successors to fill these positions.

(r) Oversee the evaluation of the Board and its committees.

(s) Oversee the Company's shareholder engagement program and make recommendations to the Board regarding its involvement in shareholder engagement (other than with respect to engagement efforts overseen by other committees).

(t) Oversee the Company's political contributions and lobbying activities and the Company's policies and practices regarding political contributions and lobbying activities.

(u) Annually review with the Audit Committee the risk assessment process undertaken by the Nomination Committee with respect to the risks overseen by the Nomination Committee.

(v) Annually evaluate the performance of the Nomination Committee and the adequacy of the Nomination Committee's charter and recommend changes to the Board as appropriate.

3. Subcommittees. The Nomination Committee may delegate its duties and responsibilities to one or more subcommittees, consisting of one or more members of the Nomination Committee or the Committee Chair, as the Nomination Committee may deem appropriate 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 Nominations Committee at its next regularly scheduled meeting

4. Outside Advisers. The Nomination Committee has the authority, in its sole discretion, to retain such outside counsel, experts, and other advisers as it determines appropriate to assist it in the performance of its functions, including any search firm used to identify director candidates, and to approve the fees and other retention terms of any advisers retained by the Nomination Committee.

5. Meetings. The Nomination Committee will meet as often as may be deemed necessary or appropriate, in its judgment, and at such times and places as the Nomination Committee or the Committee Chair determines. Meetings of the Nomination 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 Nomination Committee shall constitute a quorum. The Nomination Committee shall report regularly to the full Board with respect to its activities.

All non-management directors who are not members of the Nomination Committee may attend meetings of the Nomination Committee but may not vote. The Nomination 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.