

SMURFIT WESTROCK PLC

AUDIT COMMITTEE CHARTER

Last Reviewed: December 4, 2025

1. Composition. The Audit Committee of the Board of Directors (the “Audit 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 audit committee members, as determined by the Board of Directors of the Company (the “Board”). In addition, at least one member of the Audit Committee shall be independent as required by the Irish Companies Act 2014 (as amended, the “Irish Companies Act”).

Each member of the Audit Committee must be financially literate, as determined by the Board. In addition, at least one member of the Audit Committee must be an “audit committee financial expert,” as determined by the Board in accordance with Securities and Exchange Commission (“SEC”) rules. No member of the Audit Committee may simultaneously serve on the audit committee of more than three public companies, including the Company, unless the Board (i) determines that such simultaneous service would not impair the ability of such member to effectively serve on the Audit Committee and (ii) discloses such determination either on or through the Company’s website, in the annual proxy statement or, if the Company does not file an annual proxy statement, annual report on Form 10-K.

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

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

- represent and assist the Board in discharging its oversight responsibility relating to: (a) the accounting and financial reporting processes of the Company and its subsidiaries, including the audits of the Company’s financial statements and the quality and integrity of the financial statements of the Company and its subsidiaries (including the Irish Statutory Financial Statements (as defined below)); (b) the Company’s and its subsidiaries’ compliance with all applicable legal and regulatory requirements; (c) the outside auditor’s qualifications and independence; (d) the performance of the Company’s internal audit function, and the Company’s outside auditor (including, subject to the provisions of the Irish Companies Act, the appointment and performance

- of the Irish statutory auditor (the “Irish Statutory Auditor”) as required under the Irish Companies Act); and (e) the Company’s systems of disclosure controls and procedures and internal controls over financial reporting; and
- oversee preparation of the report required by the rules of the SEC to be included in the Company’s annual proxy statement and preparation of the Company’s statutory financial statements required by Irish law (the “Irish Statutory Financial Statements”).

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

- (a) Be directly responsible, in its capacity as a committee of the Board, for the appointment, compensation, retention and oversight of the work of the outside auditor (including the resolution of disputes between management of the Company and the outside auditor regarding financial reporting). In this regard, the Audit Committee will appoint and retain, subject to ratification by the Company’s shareholders, compensate, evaluate, and terminate when appropriate, the outside auditor, which will report directly to the Audit Committee. For the purposes of this Charter, it is understood that the entity engaged to perform the function of outside auditor may be the same entity as, or an affiliated entity of, the entity engaged to perform the function of Irish Statutory Auditor. The outside auditor and the Irish Statutory Auditor shall be collectively referred to herein as the “outside auditor.”
- (b) Obtain and review, at least annually, a report by the outside auditor describing: (i) the outside auditor’s internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the outside auditor; (iii) any steps taken to deal with any such issues; and (iv) all relationships between the outside auditor and the Company.
- (c) Approve in advance all audit and permissible non-audit services to be provided by the outside auditor (including the range of fees and the terms thereof) and establish policies and procedures for the pre-approval of audit and permissible non-audit services to be provided by the outside auditor.
- (d) At least annually, consider the independence of the outside auditor, and, consistent with rules of the Public Company Accounting Oversight Board (“PCAOB”), obtain and review a report by the outside auditor describing any relationships between the outside auditor, and the Company or individuals in financial reporting oversight roles at the Company, that may reasonably be thought to bear on the outside auditor’s independence and discuss with the outside auditor the potential effects of any such relationships on independence.
- (e) Review and discuss with the outside auditor the matters required to be discussed by the outside auditor under Auditing Standard No. 1301, as adopted by the PCAOB and amended

from time to time, including any problems or difficulties the outside auditor encountered in the course of its audit work and management's response.

(f) Meet to review and discuss with management and the outside auditor the annual audited and quarterly financial statements of the Company (including the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations") and the outside auditor's reports related to the financial statements, including critical audit matters to be disclosed in such reports.

(g) Recommend to the Board based on the review and discussion described in paragraphs (d) - (f) above, whether the financial statements should be included in the Annual Report on Form 10-K.

(h) With respect to the Irish Statutory Financial Statements: (i) monitor the financial reporting process; (ii) monitor the effectiveness of the Company's systems of internal control, internal audit and risk management; (iii) monitor the statutory audit of the Company's Irish Statutory Financial Statements; and (iv) review and monitor the independence of the Irish Statutory Auditor under Irish law and, in particular, the provision of additional services to the Company.

(i) Review and discuss with the Company's management and the Irish Statutory Auditor the Irish Statutory Financial Statements including the directors' report thereon prepared in accordance with applicable accounting policies. Based on such review and discussion, the Audit Committee shall report to the Board on whether it recommends that the Irish Statutory Financial Statements and the directors' report thereon be approved by the Board and signed on their behalf.

(j) Discuss with management and the outside auditor significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including any significant changes in the Company's selection or application of accounting principles.

(k) Review and discuss quarterly reports from the outside auditors on: (i) all critical accounting policies and practices to be used; (ii) all alternative treatments of financial information within U.S. generally accepted accounting principles (GAAP) that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the outside auditor; (iii) other material written communications between the outside auditor and management, such as any management letter or schedule of unadjusted differences; and (iv) any other matters related to the conduct of the audit that are required to be communicated to the Audit Committee under GAAP or under applicable law.

(l) Periodically evaluate whether rotation of the outside auditor would be in the best interests of the Company considering, among other things, auditor independence, audit quality, costs and any loss of institutional knowledge, and confirm the rotation of the lead audit partner and reviewing partner on at least that schedule required by the SEC.

(m) Receive reports from the outside auditor and management regarding, and review and discuss with the outside auditor and management the adequacy and effectiveness of, the Company's internal controls, including any significant deficiencies in internal controls, any special

steps adopted in light of such significant deficiencies and significant changes in internal controls reported to the Audit Committee by the outside auditor or management.

(n) Receive reports from management regarding, and review and discuss the adequacy and effectiveness of, the Company's disclosure controls and procedures over financial reporting.

(o) Review and discuss with the principal internal auditor of the Company: (i) the annual audit plan and the adequacy of internal audit resources; and (ii) the results of the internal audit program.

(p) Annually review and discuss the performance and effectiveness of the internal audit function.

(q) Review and concur in the appointment, and dismissal when appropriate, of the principal internal auditor.

(r) Review and discuss with the Company's management earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, and corporate practices with respect to earnings press releases and financial information and earnings guidance, if any, provided to analysts and ratings agencies.

(s) Review and discuss the Company's practices with respect to risk assessment and risk management, including risks related to the Company's financial statements and financial reporting processes as well as information technology, data privacy and cybersecurity, and in coordination with other committees of the Board, if and as applicable.

(t) Review any off-balance sheet transactions, special purpose entities and transactions by and between affiliated companies (other than transactions by and between wholly-owned entities).

(u) Oversee the Company's compliance program with respect to legal and regulatory requirements, including the Company's code(s) of conduct and the Company's policies and procedures for monitoring compliance; and at least annually, meet to review the implementation and effectiveness of the Company's compliance program with the general counsel (or equivalent), who shall have the authority to communicate directly to the Audit Committee, promptly, about actual and alleged violations of law or the Company's code(s) of conduct, including any matters involving criminal or potential criminal conduct.

(v) Review with general counsel (or equivalent) any legal matters that could have a significant impact on the Company's financial statements.

(w) If applicable, review and approve as appropriate (and no less than annually) the Company's policies regarding the use of derivatives and the election by the Company and its subsidiaries to enter into uncleared swaps in reliance on the "end-user" exception to mandatory clearing and trade execution under the Commodity Exchange Act.

(x) Establish and oversee procedures for handling reports of potential misconduct, including: (i) violations of law or the Company's code(s) of conduct; (ii) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, auditing and federal securities law matters; and (iii) the confidential, anonymous submission of concerns by employees regarding accounting, internal accounting controls, auditing and federal securities law matters.

(y) Establish and periodically review policies and procedures for the review, approval and ratification of related person transactions, as defined in applicable SEC rules, review related person transactions, and oversee related party transactions governed by applicable accounting standards.

(z) Establish policies for the hiring of employees and former employees of the outside auditor.

(aa) Annually evaluate the performance of the Audit Committee and assess the adequacy of the Audit Committee charter and recommend changes, if any, to the Board.

3. Subcommittees. The Audit Committee may delegate its duties and responsibilities to one or more subcommittees, consisting of one or more members of the Audit Committee or the Committee Chair, as the Audit Committee may deem appropriate in its sole discretion and in accordance with applicable law, rules and regulations. Such delegated authority shall include, without limitation, the authority to grant pre-approvals of audit and permitted non-audit services; *provided*, that any such decisions of any such subcommittees or of the Committee Chair to grant pre-approvals shall be presented to the full Audit Committee at its next regularly scheduled meeting.

4. Outside Advisers. The Audit Committee has the authority to retain such outside counsel, accountants, experts and other advisers as it determines appropriate to assist it in the performance of its functions and will receive appropriate funding, as determined by the Audit Committee, from the Company for payment of compensation to any such advisers and for the payment of ordinary administrative expenses that are necessary or appropriate in carrying out the Audit Committee's duties.

5. Meetings. The Audit Committee will meet as often as may be deemed necessary or appropriate, in its judgment, but at least quarterly, at such times and places as the Audit Committee or the Committee Chair determines. Meetings of the Audit 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 Audit Committee will meet separately in executive session, periodically, with each of the Company's management, the principal internal auditor of the Company, the outside auditor and the general counsel (or equivalent) and will have such other direct and independent interaction with such persons from time to time as the members of the Audit Committee may deem appropriate. The Audit Committee will report regularly to the full Board with respect to its activities. The majority of the members of the Audit Committee shall constitute a quorum.

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