UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

☒ Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material under §240.14a-12

Sonoco Products Company

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

☒ No fee required.

☐ Fee paid previously with preliminary materials.

☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

SONOCO®

2026
Notice of Annual Meeting of Shareholders and Proxy Statement





SONOCO PRODUCTS COMPANY
1 North Second Street
Hartsville, South Carolina 29550 US

LETTER FROM THE CHAIRMAN OF OUR BOARD

TO OUR SHAREHOLDERS:

You are cordially invited to attend our Annual Meeting of Shareholders to be held at the Watson Theater, Coker University, 104 Campus Drive, Hartsville, South Carolina, on Wednesday, April 15, 2026, at 11:00 a.m. (Eastern Time).

We have enclosed a Notice of 2026 Annual Meeting of Shareholders and Proxy Statement that cover the details of matters to be presented at the meeting.

In addition to acting on the matters listed in the Notice of Annual Meeting of Shareholders, we will discuss the Company's progress and you will be given an opportunity to ask questions of general interest to all shareholders.

We have also enclosed a copy of our 2025 Annual Report, which reviews the Company's events of the past year and discusses strategy and the outlook for the future (or we delivered one copy of the Annual Report for all shareholders at your address).

We hope that you will come to the 2026 Annual Meeting of Shareholders in person; however, even if you plan to attend, we strongly encourage you to complete the enclosed proxy card or voting instruction form and return it in the enclosed business reply envelope. If you are a shareholder of record, you can also vote by telephone (if you live in the United States) or via the Internet. Instructions are shown on your proxy card. If you are a shareholder of record and for any reason you desire to revoke your proxy, you can do so at any time before the voting. Your vote is important and is greatly appreciated.



JOHN R. HALEY
Chairman

March 13, 2026

SONOCO PRODUCTS COMPANY
1 North Second Street
Hartsville, South Carolina 29550 US

NOTICE OF 2026 ANNUAL MEETING OF SHAREHOLDERS

MEETING INFORMATION

Date and Time
Wednesday, April 15, 2026
11:00 a.m. Eastern Time

Place
Watson Theater,
Coker University
104 Campus Drive
Hartsville, South Carolina

Record Date
February 25, 2026
at close of business

Live Audio Cast and Replay
investor.sonoco.com

BALLOT PROPOSALS

Items of Business		Board Recommendation	See Page
1	**Proposal 1**—Election of 11 Directors	**FOR** all 11 nominees for director	5
2	**Proposal 2**—Ratification of Independent Registered Public Accounting Firm	**FOR**	26
3	**Proposal 3**—Advisory (Non-binding) Vote on Executive Compensation	**FOR**	67
4	**Proposal 4**—Approval of Amendment No. 1 to 2024 Omnibus Incentive Plan	**FOR**	68
5	**Proposal 5**—Advisory (Non-binding) Shareholder Proposal—Avoid Brand Damage from Political Spending	**AGAINST**	75
	To transact any other business that properly comes before the meeting and at any adjournment or postponement of the meeting		

VOTING

VOTE YOUR PROXY NOW	Telephone	Internet	Mail
SHAREHOLDERS OF RECORD (Shares registered with Sonoco at Continental Stock Transfer & Trust)	(866) 894-0536 and use the 12-digit control number from your proxy card.	www.cstproxyvote.com and use the 12-digit control number from your proxy card.	Sign, date, and mail the enclosed proxy card
BENEFICIAL OWNERS (Shares held with a bank or broker)	See the enclosed voting instruction form	See the enclosed voting instruction form	Sign, date, and mail the enclosed voting instruction form

NOTICE OF 2026 ANNUAL MEETING OF SHAREHOLDERS

The enclosed proxy materials are being mailed on or about March 13, 2026, in connection with the solicitation by the Board of Directors of Sonoco Products Company of proxies to be used at the 2026 Annual Meeting of Shareholders (the "Annual Meeting"). We have enclosed a copy of the 2025 Annual Report or we have delivered a single copy of the Annual Report for all shareholders at your address. The Annual Report is not part of the proxy soliciting material.

It is important that your shares be represented and voted at the Annual Meeting. If you were a shareholder of record at the close of business on February 25, 2026, you can vote your shares electronically via the Internet, by telephone or by completing and returning the proxy card or voting instruction card if you requested paper proxy materials. Voting instructions are provided in the Notice of Internet Availability of Proxy Materials, or, if you requested printed materials, the instructions are printed on your proxy card and included in the accompanying proxy statement. You can revoke a proxy at any time prior to its exercise at the Annual Meeting by following the instructions in the proxy statement.

As a shareholder of record, you can elect to receive future Annual Reports and Proxy Statements electronically. Instructions are provided on the voting site if you vote via the Internet. Instructions also are provided if you electronically access your shareholder account, and you are not already receiving your Annual Meeting materials electronically. If you select electronic receipt, you will be notified via email by Continental Stock Transfer and Trust Company, our transfer agent, as to when the information will be available for your access. Your election to receive information electronically will remain in effect until you notify Continental Stock Transfer and Trust Company in writing (to Sonoco Products Company, c/o Continental Stock Transfer and Trust Company, 1 State Street Plaza, 30th Floor, New York, NY 10004 US) or by telephone (at 866-509-5584) that you wish to resume paper delivery by mail of these materials. If you own Sonoco shares through a broker, bank, or other nominee, please contact that institution regarding instructions about receiving Annual Meeting materials and other financial information electronically.



By order of the Board of Directors,



JOHN M. FLORENCE, JR.
General Counsel & Secretary

ELECTRONIC ACCESS TO ANNUAL MEETING MATERIALS

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDERS MEETING TO BE HELD ON APRIL 15, 2026

Sonoco's 2025 Annual Report and 2026 Proxy Statement are available via the Internet at **http://www.cstproxy.com/sonoco/2026**

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A-2 APPENDIX 2—SONOCO PRODUCTS COMPANY AMENDMENT NO. 1 TO 2024 OMNIBUS INCENTIVE PLAN

COMPANY OVERVIEW

WHO WE ARE

Founded in 1899, Sonoco (NYSE: SON) ("Sonoco," the "Company," and "we") is a global leader in value-added, sustainable metal and fiber consumer and industrial packaging. With net sales of $7.5 billion from continuing operations in 2025, the Company has approximately 22,000 employees working in 265 operations in 37 countries, serving some of the world's best-known brands. Guided by our purpose of *Better Packaging. Better Life.,*® we strive to foster a culture of innovation, collaboration and excellence to provide solutions that better serve all our stakeholders and support a more sustainable future. Sonoco was proudly named one of the World's Most Admired Companies by Fortune in 2026 as well as one of America's Most Trustworthy and Responsible Companies by Newsweek and USA Today's Climate Leaders in 2025. For more information on the Company, visit our website at sonoco.com.





OUR STRATEGY

Sonoco's goal is to increase its long-term profitability, maintain a strong balance sheet and return capital to shareholders. Over the past several years, we have simplified our portfolio around fewer, scaled market-leading businesses, which has reduced operating complexity and improved agility. The Company's operating and reporting structure consists of two reportable segments, Consumer Packaging, which accounts for approximately two-thirds of consolidated sales, and Industrial Paper Packaging, which accounts for the remaining approximately one-third. The Consumer Packaging segment provides customers with metal packaging and rigid paper containers serving a variety of food and household products. Our Industrial Paper Packaging segment produces high grade, 100% uncoated recycled paperboard and converted paper products to customers in the consumer staple, consumer durables and industrial markets.



OUR FUTURE IS IN FOCUS

Sonoco has transformed over the past several years to create a more focused, simplified business. Early in this transformation the Company increased investment in technology and innovation in our core operations to drive growth and efficiency. We reshaped the portfolio by exiting non-core businesses and recycled that capital to acquire and create scale in our market leading Consumer and Industrial businesses. In April 2025, Sonoco divested the Thermoformed and Flexibles Packaging business and global Trident business (collectively, "TFP") to TOPPAN Holdings Inc. for approximately $1.8 billion and in November 2025, we completed the divestiture of ThermoSafe, a temperature-assured packaging business, to Arsenal Capital Partners for approximately $656 million. Proceeds from the divestitures aided in the reduction of net debt by approximately $2.7 billion, bringing down our total debt in 2025 by approximately 40%. By the end of the transformation, we reduced the number of our highly diversified businesses from 20 to two core segments, and we simplified our operating systems and concentrated resources where we could best drive profitable growth. Since we began this journey in 2020, Sonoco has grown revenue by approximately 50%, increased adjusted EBITDA(1) by 67% and expanded adjusted EBITDA(1) margin by approximately 200 basis points. Adjusted earnings(1) grew 50% during this period, we generated over $3 billion of operating cash flow and the Company returned approximately $1.2 billion to shareholders through dividends and share repurchases. Today, our foundation is set, and the transformation of our portfolio is complete. Our Future is in Focus, and we believe there is much more we can accomplish by focusing on our strategic priorities of sustainable growth, margin improvement and efficient capital allocation in the years to come.

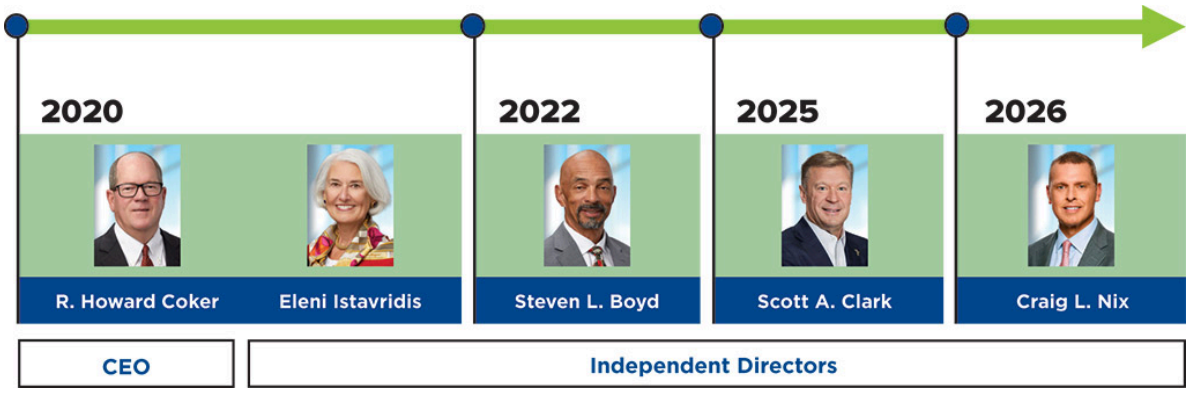


(1) See reconciliation of these non-GAAP financial measures to the nearest GAAP measures on page 16 of the 2025 Annual Report.

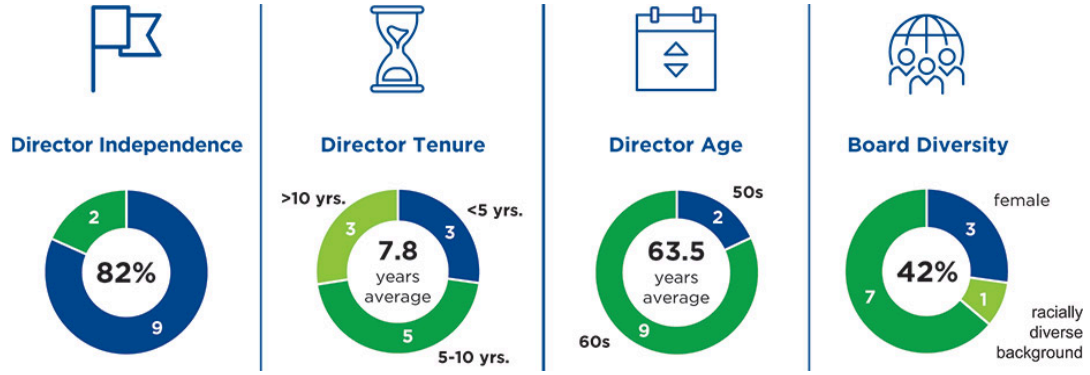
BOARD OF DIRECTORS AND BOARD MATTERS

BOARD COMPOSITION AND REFRESHMENT

Sonoco is intentional about creating and maintaining a balanced Board that reflects its commitment to independence and a variety of backgrounds, experiences and perspectives, geographies, and skill sets to bring a greater range of global business perspectives to the Board. Sonoco believes its directors afford a broad range of perspectives as they consider, discuss, and act on the issues and challenges that face the Company.



Sonoco recognizes the importance of regular and thoughtful Board refreshment and the Board regularly demonstrates this commitment. For instance, in 2026, Craig L. Nix was appointed to the Board as an independent director. Since the beginning of 2020, the Board has appointed five new members, including four independent directors. This track record proves the Board's commitment to refreshment with independent nominees who provide skills, experience and perspective to align with overseeing Sonoco's business strategy. In accordance with the Company's long-standing practice of having its Chief Executive Officer serve on the Board, Howard Coker, Sonoco's President and Chief Executive Officer, has served on the Board since his appointment in 2020. Sonoco believes this practice facilitates continuity and effective communication between management and the Board. Blythe J. McGarvie and Thomas E. Whiddon will not be standing for reelection at the 2026 Annual Meeting.



Considering the recent and upcoming Board Refreshment actions, the Director nominees will consist of a majority of independent directors with nine of the eleven directors being independent. All key Committees, Audit, Executive Compensation, and Corporate Governance and Nominating, consist of independent membership. Sonoco also believes it is important to have varying degrees of tenure on the Board.

Three directors have more than 10 years' experience, five directors have between five to 10 years' experience, and three directors have fewer than five years' experience serving on the Board. Longer-serving directors have gained considerable institutional knowledge, which has given them increased knowledge of, and valuable insight into, the Company, its culture, and its operations. Sonoco's By-Laws provide for retirement at age 75.

BOARD ATTRIBUTES AND SKILL SET

Sonoco also considers a potential director's skill sets and business and personal experience and has historically selected directors with business backgrounds from global manufacturing and professional services such as accounting, financial, legal, and academia.

	Leadership Experience	11 of 11
	Global Business Experience	5 of 11
	Risk Management Experience	11 of 11
	Mergers & Acquisitions Experience	5 of 11
	Industry Experience	7 of 11
	Financial Experience	4 of 11

In addition to their other qualifications, five directors have experience as executive officers of manufacturers, with financial and operational experience on all levels of their businesses, which provides them with differing and insightful perspectives about the manufacturing sector and the issues that confront manufacturers. Three directors have banking and/or investment experience, which provides them with valuable instincts and insights into financial matters that affect the Company. Five directors have international business experience, which is extremely important as a global company. Two directors have been partners with a major global accounting firm, two are certified public accountants, and two directors are academics with backgrounds in the business schools at major universities. Most of the directors also serve or have previously served on the boards of other public companies, which provides them with a further understanding of the regulatory environment in which public companies operate. The Board derives strength and depth from this varied business experience.

DIRECTOR NOMINEE SUMMARY

Director Name and Principal Occupation	Age	Director Since	Independent	Sonoco Committee Membership: Audit	Executive Compensation	Corporate Governance and Nominating	Employee and Public Responsibility	Financial Policy	Executive
 **Steven L. Boyd** Chairman of the Board of Trustees, Johnson C. Smith University	68	2022	✓	○			○		
 **Scott A. Clark** Chief Executive Officer, Tire Rack	60	2025	✓	○	○				
 **R. Howard Coker** President and Chief Executive Officer, Sonoco	63	2020							○
 **Dr. Pamela L. Davies** President Emerita and Professor of Strategy, Queens University of Charlotte	69	2004	✓		○	○	★		
 **Theresa J. Drew** Former Managing Partner Carolinas Practice, Deloitte; CPA	68	2018	✓	★ 🖩				○	
 **Philippe Guillemot** Chief Executive Officer and Chairman, Vallourec SA	66	2017	✓				○	○	
 **John R. Haley** Chief Executive Officer, Gosiger, Inc.	64	2011							★
 **Robert R. Hill Jr.** Former Executive Chairman, South State Corporation	59	2019	✓		○	★		○	○
 **Eleni Istavridis** Former Executive Vice President and Head of Investment Services for Asia Pacific, Bank of New York Mellon	68	2020	✓			○	○	★ (1)	
 **Richard G. Kyle** Former President and Chief Executive Officer, The Timken Company	60	2015	✓	○	★	○			○
 **Craig L. Nix** Chief Financial Officer, First Citizens BancShares, Inc.	54	2026	✓	○				○	
Number of 2025 Meetings			Board—6	9	5	4	4	4	0

(1) At the April 2026 Financial Policy Committee meeting, Eleni Istavridis will become Committee Chair.

Chairman of the Board of Directors · Lead Independent Director · ★ Committee Chair · ○ Committee Member · 🖩 Financial Expert

PROPOSAL 1

ELECTION OF DIRECTORS

The Board of Directors recommends that you vote FOR all nominees.

The Board of Directors has set the Board size at eleven directors. The Corporate Governance and Nominating Committee and the Board recommend the following eleven directors to each stand for election for a one-year term, ending at the 2027 Annual Meeting of Shareholders. This year, Craig L. Nix is nominated for election to the Board for the first time. Mr. Nix was recommended to the Corporate Governance and Nominating Committee by our Lead Director. Blythe J. McGarvie and Thomas E. Whiddon will not stand for reelection at the Annual Meeting. Unless directed otherwise, the proxy agents intend to vote **FOR** the election of the eleven persons below.

- Steven L. Boyd
- Scott A. Clark
- R. Howard Coker
- Dr. Pamela L. Davies
- Theresa J. Drew
- Philippe Guillemot
- John R. Haley
- Robert R. Hill, Jr.
- Eleni Istavridis
- Richard G. Kyle
- Craig L. Nix

DIRECTOR BIOGRAPHIES AND QUALIFICATIONS

STEVEN L. BOYD



Age 68

Board member since 2022

INDEPENDENT

Career Highlights

Johnson C. Smith University (institution of higher learning), Charlotte, NC

- Chairman of the Board of Trustees, Johnson C. Smith University, his alma mater (July 2022-present)
- Trustee (2009-present)
- Interim President (Summer 2023)

Tate & Lyle PLC

- Vice President, Sales, North America (2012-2014, retirement)

The Coca-Cola Company

- Served in various roles, including Northeast Region Vice President (2000-2011)

The Minute Maid Company

- Vice President (1987-1999)

Previous Board Service

- Served on numerous non-profit boards

Qualifications

Mr. Boyd brings extensive experience as an executive leader. His knowledge of consumer products, customer management, product distribution, acquisition integration, community relations, and marketing and sales operations add valuable insight to the board and global business.

Committees

- **Audit**
- **Employee and Public Responsibility**

PROPOSAL 1—ELECTION OF DIRECTORS

SCOTT A. CLARK



Age 60

Board member since 2025

INDEPENDENT

Career Highlights

Tire Rack (online tire retailer)

- Chief Executive Officer, South Bend, IN (April 2025-present)

Michelin Group (multinational tire manufacturer)

- Executive Vice President and Member of Group Executive Committee, Clermont Ferrand, France (2019-2025)
- Chairman and President of Michelin North America, Greenville, SC
- Executive Vice President and Chief Operating Officer, Greenville, SC
- Senior Vice President Asia Pacific, Singapore
- Various Executive positions in Europe and North America

Ralston Purina Company / Ralcorp Holdings (Consumer products and pet food manufacturer) St. Louis, MO

- Various management positions in cereals, snacks and pet food

Other Current Board Service

- The Reinalt-Thomas Corporation (privately held)

Qualifications

Mr. Clark's extensive executive leadership skills and industry experience in consumer products and global manufacturing provides valuable insights into consumer strategy especially in European markets, which are important to Sonoco's continued operational and future growth.

Committees

- **Audit**
- **Executive Compensation**

R. HOWARD COKER



Age 63

Board member since 2020

Career Highlights

Sonoco Products Company

- President, Chief Executive Officer and Director (2020-present)
- Senior Vice President, Paper and Industrial Converted Products (2019-2020)
- Senior Vice President, Global Rigid Paper & Closures and Paper/Engineered Carriers International (2017-2018)
- Group Vice President, Global Rigid Paper & Closures, and Paper & Industrial Converted Products, EMEA, Asia, Australia/New Zealand (2015-2017)
- Group Vice President, Global Rigid Paper & Plastics
- Vice President, Global Rigid Paper & Closures
- Vice President and General Manager, Rigid Paper & Closures, N.A.
- Division Vice President and General Manager, Rigid Paper & Closures
- Joined Sonoco in 1985

Other Current Board Service

- AF&PA

Mr. Coker is the brother-in-law of J.R. Haley, Chairman of the Board of Directors.

Qualifications

Mr. Coker's strong operating acumen, extensive experience, deep connection within the organization, and his leadership style and vision for the Company have been proven over his 41 years of service. He has played a significant role in the development of the global Industrial and Consumer businesses and has built an outstanding track record of growth and improved business operations.

Committees

- **Executive**

DR. PAMELA L. DAVIES



Age 69

Board member since 2004

INDEPENDENT

Career Highlights

Queens University of Charlotte (institution of higher learning), Charlotte, NC

- President Emerita and Professor of Strategy (2019-present) and Chief Strategy and Integration Executive (2025-present)
- President (2002-2019)
- Dean of the McColl School of Business

Drexel University

- Dean of the Lebow College of Business

Other Current Board Service

- The Cato Corporation (NYSE: CATO)
- Advocate Health (Chair)
- Board of Trustees, the Duke Endowment
- Board of Trustees, Princeton Theological Seminary

Previous Board Service

- Family Dollar Stores, Inc. (2009-2015)
- Charming Shoppes (1998-2009)
- C&D Technologies, Inc. (1998-2010)
- YMCA of the USA (2010-2024)

Qualifications

Dr. Davies brings to the board financial and strategic planning expertise, broad leadership ability, global perspective, and a strong business academic viewpoint derived from her service as president of a university and former dean of its business school. Her past experience on the boards of other public companies also provides her with valuable regulatory experience and an understanding of corporate governance issues.

Committees

- **Executive Compensation**
- **Corporate Governance and Nominating**
- **Employee and Public Responsibility (Chair)**

THERESA J. DREW



Age 68

Board member since 2018

INDEPENDENT

Career Highlights

Deloitte & Touche LLP (global accounting and professional services firm), Charlotte, NC

- The Carolinas Practice Managing Partner and various other leadership roles (1979-2019, retirement)
- Certified Public Accountant

Other Current Board Service

- The Cato Corporation (NYSE: CATO)
- Carolinas Chapter of the National Association of Corporate Directors

Previous Board Service

- Past Chair of the Board of the YMCA of Greater Charlotte (2012-2017 and 2019-2022)
- University of North Carolina Charlotte, Board of Trustees (2013-2021)
- Served on numerous additional non-profit boards

Qualifications

Ms. Drew has forty years of accounting and consulting experience with Deloitte, which has provided her with in-depth financial, auditing, and accounting experience related to various businesses and industries, as well as senior leadership experience. Her past and current service on the boards and audit committees of other public companies provides her with additional regulatory and corporate governance experience. The Board has determined that Ms. Drew is an audit committee financial expert within the meaning of the rules of the Securities and Exchange Commission (the "SEC").

Committees

- **Audit (Chair and Financial Expert)**
- **Financial Policy**

PHILIPPE GUILLEMOT



Age 66

Board member since 2017

✓ INDEPENDENT

Career Highlights

Vallourec SA (manufacturer of premium tubular solutions for energy markets and demanding industrial applications), Meudon, France

- Chairman of the Board and Chief Executive Officer (2022-present)

Elior Group SA (a French catering and support services firm)

- Chief Executive Officer and Director (2017-2022)

Alcatel-Lucent SA, Boulogne-Billancourt, France

- Chief Operating Officer (2013-2017, prior to its acquisition by Nokia Oya in 2016)

Europcar Group

- Chief Executive Officer and Director

Areva Transmission & Distribution (T&D)

- Chairman and Chief Executive Officer

Faurecia SA

- Group Executive Vice President

Valeo

- Group Vice President

Michelin Group

- Various global executive positions

Other Current Board Service

- Vallourec SA (Euronext Paris: VK)

Previous Board Service

- Elior Group (2018-2022)
- Constellium NV (2013-2019)
- Visteon (2010-2013)
- Europcar Group (2010-2012)

Qualifications

Mr. Guillemot possesses a wealth of executive leadership experience. His experience as an executive officer and director of other public manufacturing companies provides him with valuable corporate governance, financial, and regulatory knowledge. Mr. Guillemot brings global experience and leadership, including with respect to operations in Europe, where Sonoco has a significant footprint.

Committees

- **Employee and Public Responsibility**
- **Financial Policy**

JOHN R. HALEY Chairman of the Board since 2019



Age 64

Board member since 2011

Career Highlights

Gosiger, Inc. (privately owned distributor of computer-controlled machine tools and factory automation systems), Dayton, OH

- Chief Executive Officer (2010-present)
- Managing Partner
- Division Vice President

Other Current Board Service

- The Ultra-met Carbide Technologies (privately held)
- Various Non-profit Organizations

Mr. Haley is the brother-in-law of R. Howard Coker, Sonoco's President and Chief Executive Officer.

Qualifications

Mr. Haley has extensive executive leadership experience in the manufacturing and automation sectors. His related experience in corporate finance and his experience in sales and marketing provide valuable insights for the Board. He currently serves as the Chairman.

Committees

- **Executive (Chair)**

ROBERT R. HILL JR. Lead Independent Director since 2022



Age 59

Board member since 2019

INDEPENDENT

Career Highlights

South State Corporation (regional, nationally chartered banking company with offices across the southeastern United States)

- Executive Chairman (2020-2023, retirement)
- Chief Executive Officer (2004-2020)
- President and Chief Operating Officer (1999-2004)

Previous Board Service

- South State Corporation (2020-2023)
- The Federal Reserve Bank of Richmond, serving as Audit Committee chair (2015-2020)

Qualifications

Mr. Hill brings to the board an in-depth knowledge of the financial industry, merger and acquisition activity, chief executive officer experience, and public company board experience.

Committees

- **Executive Compensation**
- **Corporate Governance and Nominating (Chair)**
- **Financial Policy**
- **Executive**

ELENI ISTAVRIDIS



Age 68

Board member since 2020

INDEPENDENT

Career Highlights

Bank of New York Mellon (a global commercial banking company)

- Executive Vice President and Head of Investment Services for Asia (2011-2015, retirement)
- Member of the Global Operating Committee and Global Investment Services Executive Committee

Adept Capital Partners

- Managing Partner

Tristate Holdings (an Asia-based apparel manufacturing company)

- President and Chief Operating Officer

Deutsche Bank and **Bankers Trust**

- Senior leadership positions in the United States and Asia, spanning 33 years in financial services and manufacturing

Other Current Board Service

- Sappi Limited (OTCMKTS: SPPJY)

Qualifications

Ms. Istavridis has a wealth of experience in manufacturing and banking, as well as, strategy, finance and business development. She brings extensive US and global experience and leadership to the board.

Committees

- **Corporate Governance and Nominating**
- **Employee and Public Responsibility**
- **Financial Policy**

RICHARD G. KYLE



Age 60

Board member since

2015

INDEPENDENT

Career Highlights

The Timken Company (manufacturer of engineered bearings and industrial motion products), North Canton, OH

- Interim, President and Chief Executive Officer (April 2025-August 2025)
- President and Chief Executive Officer (2014-2024, retirement)
- Chief Operating Officer, Bearings and Power Transmissions Group
- Group President, Aerospace and Steel
- President, Aerospace and Mobile Industries

Cooper Industries

- Various management positions

Hubbell, Inc.

- Various management positions

Other Current Board Service

- Timken (NYSE: TKR)
- Sotera Health (NASDAQ: SHC)

Qualifications

Mr. Kyle has broad operational leadership expertise gained in global manufacturing organizations. As a member of the board of The Timken Company and Sotera Health beginning in February 2026, he also brings a valuable understanding of regulatory and corporate governance issues.

Committees

- **Audit**
- **Executive Compensation (Chair)**
- **Corporate Governance and Nominating**
- **Executive**

CRAIG L. NIX



Age 54

Board member since

February 2026

INDEPENDENT

Career Highlights

First Citizens BancShares, Inc. (Fortune 500™ top 20 US financial institution with more than $200 billion in assets)

- Chief Financial Officer (2014-present)
- Certified Public Accountant

First Citizens Bankcorporation, Inc.

- Executive Vice President and Chief Financial Officer, Columbia, SC (2001-2014)
- Senior Vice President and Controller (1999-2001)

PricewaterhouseCoopers, LLP

- Audit Manager

Qualifications

Mr. Nix brings extensive experience in corporate finance, capital allocation and corporate restructuring, along with a wealth of experience in banking strategy, finance and executive management. He brings extensive finance related, strategic decision making to the board and will provide valuable insight into financial operations practices to navigate changing business trends and dynamics.

Committees

- **Audit**
- **Financial Policy**

DIRECTORS NOT STANDING FOR REELECTION

The following Directors are not standing for reelection at the Annual Meeting:

BLYTHE J. McGARVIE



Age 69

Board member since 2014

INDEPENDENT

Career Highlights

Harvard Business School (institution of higher learning), Boston, MA

- Instructed accounting in the full-time MBA program (2012-2014)
- Certified Public Accountant

Leadership for International Finance, LLC

- Founder and Chief Executive Officer

BIC Group and Hannaford Bros. Co.

- Chief Financial Officer

Other Current Board Service

- Apple Hospitality REIT, Inc. (NYSE: APLE)
- Cineworld Group
- Wawa, Inc.

Previous Board Service

- LKQ Corporation (2012-2025)
- Viacom, Inc. (2007-2017)
- Accenture plc (2001-2017)
- Travelers Insurance (2003-2011)
- Pepsi Bottling Group (2002-2010)
- Lafarge NA (2004-2006)

Committees

- **Employee and Public Responsibility**
- **Financial Policy (Chair)**

THOMAS E. WHIDDON



Age 73

Board member since 2001

INDEPENDENT

Career Highlights

Berkshire Partners, LLC (private equity firm), Boston, MA

- Advisory Director (2005-2013, retirement)
- Served various Berkshire portfolio companies in an executive capacity on an interim basis

Lowe's Companies, Inc.

- Executive Vice President—Logistics and Technology
- Executive Vice President and Chief Financial Officer

Previous Board Service

- Dollar Tree Stores, Inc. (2003-2022)
- Carter's Inc. (2003-2021)

Committees

- **Audit (Financial Expert)**
- **Executive Compensation**
- **Corporate Governance and Nominating**

DIRECTOR NOMINATION PROCESS

The Corporate Governance and Nominating Committee recommends nominees to the Board of Directors to fill vacancies on the Board of Directors as they occur and recommends candidates for election as directors at annual meetings of shareholders. Such candidates are routinely identified through personal and business relationships and contacts of the directors and executive officers. The Corporate Governance and Nominating Committee also considers recommendations for nomination from other interested parties, including Sonoco's shareholders and other sources. See the section entitled "Shareholder Proposals for Next Annual Meeting" for information regarding the ability of shareholders to nominate candidates for election as directors at an annual meeting. The Corporate Governance and Nominating Committee applies the same standards of evaluation to shareholder nominees as to any other nominee.

In recommending candidates, the Corporate Governance and Nominating Committee evaluates such factors as:

- leadership experience;
- experience in business and with other organizations of comparable size and scope;
- knowledge or skills that would add value to the Board such as financial acumen;
- understanding of relevant technologies;
- knowledge of Sonoco's markets or Sonoco's customers;
- interpersonal skills;
- decision-making skills; and
- the ability to devote the necessary time to board service.

While candidates for director are evaluated holistically and there are no specific minimum qualifications, the committee expects candidates for director to possess the highest personal and professional ethics and to be committed to the long-term interests of the Company's shareholders.

As further discussed under "Board Attributes," the Corporate Governance and Nominating Committee believes it is important to have a Board comprising directors with a wide range of experience, background, age, and skills.

Candidates are considered for nomination based on their individual qualifications as well as in consideration of how their capabilities complement other current Board members' experience and business background. The Board believes a board with a variety of skills, backgrounds, experiences, and other attributes has greater depth and capability than the sum of its individual directors' qualifications.

DIRECTOR INDEPENDENCE POLICIES

The rules of the New York Stock Exchange require that at least a majority of the members of the Board of Directors be independent. Under the New York Stock Exchange's standards, "independent" means that a director has been determined by the Board to have no material relationship with Sonoco (either directly, indirectly through an immediate family member or as a partner, shareholder, or officer of an organization that has a relationship with Sonoco).

To assist the Board in making these determinations, Sonoco has adopted guidelines that adhere to the standards set forth in the rules of the New York Stock Exchange. These guidelines are set forth in Sonoco's Corporate Governance Guidelines, which are available through the Investor Relations section of the website at investor.sonoco.com.

Based on these criteria, the Board of Directors has determined that the following eleven directors, who are directors as of the date of this Proxy Statement, who constitute a majority of the Board, are independent:

- Steven L. Boyd
- Scott A. Clark
- Dr. Pamela L. Davies
- Theresa J. Drew
- Philippe Guillemot
- Robert R. Hill, Jr.
- Eleni Istavridis
- Richard G. Kyle
- Blythe J. McGarvie[(1)]
- Craig L. Nix
- Thomas E. Whiddon[(1)]

(1) Blythe J. McGarvie and Thomas E. Whiddon will not stand for reelection at the Annual Meeting.

BOARD MEETINGS AND COMMITTEES OF THE BOARD

During 2025, the Board of Directors held four regularly scheduled meetings and two special meetings. All directors attended 75% or more of the aggregate number of meetings of the Board of Directors and committees of which they were members.

Sonoco encourages, but does not require, directors to attend the Annual Meetings of Shareholders. All then-serving directors attended the 2025 Annual Meeting of Shareholders.

To assist it in performing its duties, the Board of Directors has established the following committees:

- Audit Committee;
- Executive Compensation Committee;
- Corporate Governance and Nominating Committee;
- Employee and Public Responsibility Committee;
- Financial Policy Committee; and
- Executive Committee.

Complete charters for all committees are available through the Investor Relations section of the website at investor.sonoco.com under the sub-heading “Governance”. These charters are also available in print to any shareholder upon request to the Corporate Secretary, Sonoco Products Company, 1 North Second Street, Hartsville, SC 29550 USA or through email to CorporateSecretary@sonoco.com.

The Board of Directors has determined that each member of the Audit, Executive Compensation, and Corporate Governance and Nominating Committees is independent as defined in the rules of the New York Stock Exchange and, with respect to the Audit and Executive Compensation Committee, in accordance with the rules of the SEC, as applicable.

2025 BOARD MEETINGS AND COMMITTEES OF THE BOARD

		Sonoco Independent Committee Membership					
Director	Independent	Audit	Executive Compensation	Corporate Governance and Nominating	Employee and Public Responsibility	Financial Policy	Executive Committee
Steven L. Boyd	✓	○			○		
Scott A. Clark	✓	○	○				
R. Howard Coker							○
Pamela L. Davies	✓		○	○	★		
Theresa J. Drew	✓	★ 🖩				○	
Philippe Guillemot	✓				○	○	
John R. Haley	☆						★
Robert R. Hill, Jr.	⚑ ✓		○	★		○	○
Eleni Istavridis	✓			○	○	○	
Richard G. Kyle	✓	○	★	○			○
Blythe J. McGarvie[1]	✓	○			○	★	
Thomas E. Whiddon[1]	✓	○ 🖩	○	○			
Number of 2025 Meetings	Board—6	9	5	4	4	4	0

☆ Chairman of the Board of Directors ⚑ Lead Independent Director ★ Committee Chair ○ Committee Member 🖩 Financial Expert

(1) Blythe J. McGarvie and Thomas E. Whiddon will not stand for reelection at the Annual Meeting

AUDIT COMMITTEE[1]

Meetings in 2025: **9**

ALL MEMBERS ARE INDEPENDENT | FINANCIAL EXPERT

Theresa J. Drew (Chair) | Steven L. Boyd | Scott A. Clark | Richard G. Kyle | Blythe J. McGarvie | Craig L. Nix | Thomas E. Whiddon

Qualifications

- Each member of the Audit Committee meets the independence criteria established by the SEC under Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and is an independent director under the applicable standards of the New York Stock Exchange;
- Each member of the Audit Committee is financially literate; and
- Each of Ms. Drew and Mr. Whiddon is an "audit committee financial expert" as defined in Item 407(d)(5) of Regulation S-K under the Exchange Act.

Key Responsibilities

Among other things, the Audit Committee assists the Board of Directors with oversight of:

- integrity of the Company's financial statements;
- effectiveness of the Company's internal controls over financial reporting and its means of assessing and managing exposure to risk;
- the Company's compliance with legal and regulatory requirements;
- independent auditor's qualifications and independence; and
- performance of and relationship with the independent auditor and the Company's internal audit function.

Among its responsibilities, the Committee is directly responsible for the:

- appointment, compensation, and retention of the independent auditor and for overseeing the performance of attest services provided to the Company;
- reviewing compliance with the major accounting and financial policies of the Company;
- reviewing management's assessment of the effectiveness of the Company's internal controls;
- reviewing significant findings of the Company's internal audit function and the independent auditor;
- reviewing the independence of the independent auditor;
- reviewing the results of the annual audit of the Company's financial statements;
- overseeing compliance with the Company's code of business conduct and ethics; and
- overseeing the Company's enterprise risk management activities relating to financial reporting, internal controls, cybersecurity, regulatory, other compliance, and litigation.

(1)
- *Scott A. Clark was appointed to the Audit Committee in February 2025.*
- *Blythe J. McGarvie rotated off the Audit Committee in April 2025. Ms. McGarvie will not stand for reelection at the Annual Meeting.*
- *Craig L. Nix was appointed to the Audit Committee in February 2026.*
- *Thomas E. Whiddon will not stand for reelection at the Annual Meeting.*

EXECUTIVE COMPENSATION COMMITTEE[2]

Meetings in 2025: **5**

ALL MEMBERS ARE INDEPENDENT

Richard G. Kyle (Chair) | Scott A. Clark | Dr. Pamela L. Davies | Robert R. Hill, Jr. | Thomas E. Whiddon

Qualifications

- Each member of the Executive Compensation Committee qualifies as a "non-employee director" within the meaning of Rule 16b-3 under the Exchange Act, and each member of the Executive Compensation Committee is an independent director under the applicable standards of the New York Stock Exchange.

Key Responsibilities

The Executive Compensation Committee:

- establishes the Company's general compensation philosophy;
- oversees the development and implementation of Company-wide compensation programs;
- directly oversees the administration of the Company's executive officer compensation programs;
- reviews and approves corporate goals and objectives; related to compensation programs including the compensation for the Chief Executive Officer;
- evaluates actual performance against those goals and objectives; and
- sets compensation for the Chief Executive Officer, Chief Financial Officer, and other executive officers.

The Committee does not delegate its decision-making authority relating to executive compensation. Further information about the Committee's processes and procedures relating to the consideration of executive compensation is set forth under the caption "Executive Compensation—Compensation Discussion and Analysis—Role of Independent Compensation Consultant".

(2)
- *Scott A. Clark was appointed to the Executive Compensation Committee in February 2025.*
- *Thomas E. Whiddon will not stand for reelection at the Annual Meeting.*

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE[3]

Meetings in 2025:**4**

ALL MEMBERS ARE INDEPENDENT

Robert R. Hill, Jr. (Chair) | Dr. Pamela L. Davies | Eleni Istavridis | Richard G. Kyle | Thomas E. Whiddon

Qualifications

- Each member of the Corporate Governance and Nominating Committee is an independent director under the applicable standards of the New York Stock Exchange.

Key Responsibilities

The Corporate Governance and Nominating Committee is responsible for:

- developing, implementing and reviewing the Company's Corporate Governance Guidelines, which address the structure, mission, practices, and policies of the Board of Directors;
- identifying, evaluating, and recommending Board and/or Shareholder nominations of individuals to the Board for membership;
- annually reviewing the skills and characteristics of current Board members; and
- ensuring that processes are in place for an annual appraisal of Chief Executive Officer performance, succession planning, and management development.

(3)
- *Eleni Istavridis was appointed to the Corporate Governance and Nominating Committee in April 2025.*

EMPLOYEE AND PUBLIC RESPONSIBILITY COMMITTEE[4]

Meetings in 2025:**4**

ALL MEMBERS ARE INDEPENDENT

Dr. Pamela L. Davies (Chair) | Steven L. Boyd | Philippe Guillemot | Eleni Istavridis | Blythe J. McGarvie

Key Responsibilities

The Employee and Public Responsibility Committee:

- provides oversight and guidance on sustainability matters, employee safety and health; employee morale and well-being; charitable and educational contributions; and public policy issues that may affect the Company, including political/government affairs, policies, and crisis management planning; and
- oversees the Company's obligations to its employees and major public constituencies, including shareholders, customers, and the communities in which it operates.

(4)
- *Blythe J. McGarvie will not stand for reelection at the Annual Meeting.*

FINANCIAL POLICY COMMITTEE[1]

Meetings in 2025: **4**

ALL MEMBERS ARE INDEPENDENT

Blythe J. McGarvie (Chair) | Theresa J. Drew | Philippe Guillemot | Robert R. Hill, Jr. | Eleni Istavridis | Craig L. Nix

Key Responsibilities

The Financial Policy Committee:

- provides oversight and monitoring of the Company's financial planning and financial structure so as to provide congruence with the Company's objectives of growth and sound operation; and
- reviews and evaluates the Company's capital structure, significant financing transactions, financial risk management policies and practices, and the funding and investment management of the Company's defined benefit and postretirement benefit plans.

(1)
- *Blythe J. McGavie will not stand for reelection at the Annual Meeting. At the April 2026 Financial Policy Committee meeting, Eleni Istavridis will become Chairperson of the Committee.*
- *Craig L. Nix was appointed to the Financial Policy Committee in February 2026.*

EXECUTIVE COMMITTEE

Meetings in 2025: **0**

John R. Haley (Chair) | R. Howard Coker | Robert R. Hill, Jr. | Richard G. Kyle

Key Responsibilities

The Executive Committee is empowered to exercise all the authority of the Board of Directors between regularly scheduled meetings, except as limited by South Carolina law and any other applicable law.

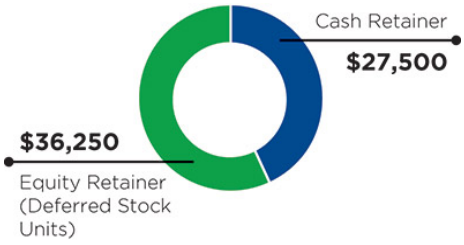
COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

No member of the Executive Compensation Committee has been an officer or employee of Sonoco or of any of its subsidiaries or affiliates. During the last fiscal year, none of Sonoco's executive officers served on the board of directors or compensation committee of any other entity whose officers served on Sonoco's Board or Sonoco's Executive Compensation Committee.

DIRECTOR COMPENSATION

Employee directors do not receive any additional compensation for serving on the Board of Directors. Non-employee director compensation is structured to reward the efforts of the directors without compromising the independence necessary to protect shareholders' long-term interests. A significant portion of the directors' fees are issued in stock that must be held for the duration of the director's service, therefore aligning the directors' interests with the interests of shareholders. Compensation for non-employee directors is summarized below.

2025 Quarterly Director Compensation



Additional Cash Compensation

Quarterly Retainers	2025
Chairman of the Board	$37,500
Lead Independent Director	7,500
Committee Chairs:	
• Audit	6,250
• Executive Compensation	5,000
• Corporate Governance and Nominating, Financial Policy, and Employee and Public Responsibility	4,375

For 2025, non-employee directors received a quarterly cash retainer of $27,500 and a quarterly equity retainer of deferred stock equivalent units valued at $36,250. The number of deferred stock equivalent units received is calculated by dividing the quarterly equity retainer amount by the closing stock price on the first business day of each calendar quarter. The deferred stock equivalent units accrue dividend equivalents and are not settled until six months following termination of Board service. Directors must elect to receive these deferred share distributions in one, three, or five annual installments.

Board members also received additional cash fees in 2025 as follows: the Corporate Governance and Nominating Committee chair, Financial Policy Committee chair, and the Employee and Public Responsibility Committee chair each received a quarterly committee chair retainer of $4,375; the Executive Compensation Committee chair received a quarterly committee chair retainer of $5,000; the Audit Committee chair received a quarterly committee chair retainer of $6,250; the Lead Independent Director received a quarterly retainer of $7,500; and the Chairman of the Board received a $37,500 quarterly retainer.

Directors may elect to defer a portion of their cash retainer or other fees (except chair retainers) into deferred stock equivalent units or into an interest-bearing account. The interest-bearing account accumulates interest each year at a rate equal to the Merrill Lynch ten-year high-quality bond index listed on the preceding December 15. For 2025, the interest rate was 5.629%. Deferrals into stock equivalent units are converted into phantom stock equivalents as if Sonoco shares were actually purchased. The deferred stock equivalent units accrue dividend equivalents and are issued in shares of Sonoco common stock upon termination from the Board. Issuance of shares will commence six months following termination of Board service. Directors must elect to receive these deferred distributions in one, three, or five annual installments.

2025 DIRECTOR COMPENSATION TABLE

The following table sets forth information regarding the compensation earned by each non-employee director who served on Sonoco's Board of Directors in 2025.

Name	Fees Earned or Paid in Cash ($)	Stock Awards[4] ($)	Total ($)
John R. Haley[1]	0	$ 405,000	$ 405,000
Steven L. Boyd	$ 110,000	145,000	255,000
Scott A. Clark[2]	225,250	0	225,250
Pamela L. Davies	127,500	145,000	272,500
Theresa J. Drew	135,000	145,000	280,000
Philippe Guillemot	110,000	145,000	255,000
Robert R. Hill, Jr.	157,500	145,000	302,500
Eleni Istavridis[3]	110,000	145,000	255,000
Richard G. Kyle	130,000	145,000	275,000
Blythe J. McGarvie	127,500	145,000	272,500
Thomas E. Whiddon	110,000	145,000	255,000

(1) Mr. Haley elected to defer his Chairman of the Board fees of $150,000 and cash retainer of $110,000 into deferred stock equivalent units.

(2) Mr. Clark was appointed to the Board of Directors on February 12, 2025. As a new member, his retainer fees for 2025 were paid in cash due to deferral election requirements under IRC Section 409A of the Internal Revenue Code.

(3) Ms. Istavridis elected to defer her cash retainer of $110,000 into a market rate interest account as described above.

(4) Grant date fair value is computed in accordance with FASB ASC Topic 718 of mandatorily deferred stock equivalent units. Assumptions made in valuation of these awards are set forth in Note 12 to Sonoco's consolidated financial statements for the year ended December 31, 2025, which are included in the Annual Report on Form 10-K filed with the SEC on February 26, 2026.

The table below shows the amount of 2025 compensation deferred for each director into stock equivalent units and the payout schedule elected.

Name	Fees Deferred into Stock Equivalent Units[1] ($)	Payout Schedule Election in Years
John R. Haley[2]	$ 405,000	5
Steven L. Boyd	145,000	1
Scott A. Clark	0	n/a
Pamela L. Davies	145,000	1
Theresa J. Drew	145,000	3
Philippe Guillemot	145,000	3
Robert R. Hill, Jr.	145,000	1
Eleni Istavridis	145,000	3
Richard G. Kyle	145,000	5
Blythe J. McGarvie	145,000	3
Thomas E. Whiddon	145,000	3

(1) Mandatory deferrals of stock awards of $36,250 were made on January 2, 2025, April 1, 2025, July 1, 2025, and October 1, 2025 in connection with the equity retainer component of the Director Compensation Program.

(2) Mr. Haley elected to defer his Chairman of the Board fees of $150,000 and cash retainer of $110,000 into deferred stock equivalent units.

Non-employee Directors' Outstanding Equity Awards or Fees Deferred into Sonoco Stock Equivalent Units at 2025 Fiscal Year-end

Name	Fees Deferred into Stock Equivalent Units	
	Shares (#)	Value[1] ($)
John R. Haley	78,969	$ 3,446,205
Steven L. Boyd	8,792	383,702
Scott A. Clark	0	0
Pamela L. Davies	66,163	2,887,348
Theresa J. Drew	19,706	859,979
Philippe Guillemot	26,938	1,175,587
Robert R. Hill, Jr.	26,466	1,154,961
Eleni Istavridis	13,859	604,788
Richard G. Kyle	28,143	1,228,181
Blythe J. McGarvie	31,771	1,386,476
Thomas E. Whiddon	66,163	2,887,342

(1) Based on the December 31, 2025 closing price of $43.64 per share.

DIRECTOR STOCK OWNERSHIP GUIDELINES

The Board of Directors has adopted stock ownership guidelines for non-employee directors, which establish a target level of ownership of our common stock based on years of service as a director. The guidelines are as follows:

Years of Service	Target Number of Shares Owned
Two	3,000
Four	5,000
Six	8,000

Compensation deferred into stock equivalent units is included in determining whether these guidelines have been met. All non-employee directors are in compliance with these guidelines.

CORPORATE GOVERNANCE

CORPORATE GOVERNANCE GUIDELINES

Sonoco adopted Corporate Governance Guidelines to supplement the requirements, authorizations, and limitations contained in South Carolina law, the Company's Restated Articles of Incorporation (the "Restated Articles"), and the Company's By-Laws. The guidelines represent the Board's expression of some of the ways that it intends to deal with various issues involving the selection and functioning of directors and Board committees and of director compensation. The Corporate Governance and Nominating Committee reviews these guidelines annually. Copies of the full document are available through the Investor Relations section of Sonoco's website at investor.sonoco.com under the sub-heading "Governance."

CODE OF BUSINESS CONDUCT AND ETHICS

Sonoco established a code of business conduct and ethics, which is referred to as Policies on Business Conduct, for directors, officers, and employees. Sonoco requires all directors, officers, and employees, as well as business partners, to adhere to the standards set forth in the Policies on Business Conduct, which include policies addressing safety, personal conduct, human rights and fair labor, fair dealing, conflicts of interest, business assets, data privacy, inside information and trading, antitrust, trade compliance, and anti-bribery and anti-corruption, among other matters. The Company also has an established code of ethics (as defined in Item 406 of Regulation S-K) that applies to its principal executive officer, principal financial officer, principal accounting officer, and other senior executive and senior financial officers as a supplement to the Policies on Business Conduct. Sonoco also maintains an independently operated Business Conduct Hotline to enable anonymous reporting of violations of any law, regulation, policies on business conduct, as well as other concerns. Copies of the Policies on Business Conduct and supplement are available through the Investor Relations section of Sonoco's website at investor.sonoco.com under the sub-heading "Governance."

INSIDER TRADING POLICY

Sonoco adopted an insider trading policy that applies to all employees, including contractors and temporary workers, officers, directors, and their respective family members. Sonoco believes that this insider trading policy is reasonably designed to promote compliance with insider trading laws, rules, and regulations, and any listing standards applicable to the Company. A copy of this insider trading policy is filed as Exhibit 19 to Sonoco's Annual Report on Form 10-K, filed with the SEC on February 28, 2025.

SUSTAINABILITY OVERSIGHT

Since 2009, the Employee and Public Responsibility Committee has been tasked with the responsibility of overseeing policies, strategies, and programs related to sustainability matters, including all issues related to the sustainability of Sonoco's products and operations. The Employee and Public Responsibility Committee works with Sonoco's Global Sustainability team, which leads the Company's global sustainability programs, to advance Sonoco's global sustainability efforts to provide its customers with a wide selection of sustainable products. The Vice President, Global Sustainability, who serves as the head of Sonoco's management-level Sustainability Council, reports to the Employee and Public Responsibility Committee quarterly.

ANNUAL PERFORMANCE EVALUATION OF THE BOARD

Annually, the Corporate Governance and Nominating Committee administers a comprehensive self-evaluation of the full Board and its committees to evaluate the Board's effectiveness, to seek ways to improve its effectiveness, and to identify matters that would benefit from extra attention. Each director completes a detailed questionnaire that is returned directly to the Lead Director, who summarizes the responses for review and discussion by the Corporate Governance and Nominating Committee and, ultimately, by the full Board.

MAJORITY VOTING—DIRECTOR RESIGNATION POLICY

The Board of Directors has adopted a "Majority Voting—Director Resignation Policy" in its Corporate Governance Guidelines that, in an uncontested election, requires any nominee for Director who fails to receive the required number of votes for re-election to promptly offer to resign following certification of the shareholder vote.

The Corporate Governance Guidelines provide that the Corporate Governance and Nominating Committee will recommend to the Board whether to accept the resignation, and the Board will act on the recommendation within 100 days of the certification of the shareholder vote and disclose the results of its decision in a press release. This policy is described in more detail in the Company's Corporate Governance Guidelines, which are available through the Investor Relations section of Sonoco's website at investor.sonoco.com under the sub-heading "Governance."

BOARD LEADERSHIP STRUCTURE, EXECUTIVE SESSIONS OF NON-MANAGEMENT DIRECTORS AND LEAD DIRECTOR



R. HOWARD COKER

President and Chief Executive Officer



JOHN R. HALEY

Chairman of the Board of Directors



ROBERT R. HILL, JR.

Lead Independent Director

The offices of Chairman and Chief Executive Officer are currently separated, with different people serving each role. This separation is not mandatory and the Board considers the issue on a case-by-case basis. The Board recognizes there are various circumstances that weigh in favor of or against both combination and separation of these offices and, in the past, Sonoco has employed both structures.

Whether the roles of Chairman and Chief Executive Officer are separated or combined at any given time, Sonoco maintains a lead independent director. Sonoco's By-Laws provide that the Chairman of the Corporate Governance and Nominating Committee, who is always an independent director, will simultaneously serve as Lead Director. The Lead Director plays an important role in the Board leadership. Among other things, the Lead Director presides at any meeting at which the Chairman is not present; presides at executive sessions of the independent directors; serves as a liaison between the Chairman and the independent directors when requested; confers with the Chairman regarding the information sent to the Board and the schedules and agendas for meetings; and is available for consultation and direct communication with major shareholders.

Currently, John R. Haley serves as the Chairman and Robert R. Hill, Jr. serves as the Chairman of the Corporate Governance and Nominating Committee and as Lead Director. Sonoco's Board believes its current leadership structure is appropriate because it effectively allocates authority, responsibility, and oversight between management and the independent members of the Board. It does this by giving primary responsibility for the operational leadership and strategic direction of the Company to the Chief Executive Officer, while enabling the Chairman and the lead independent director to facilitate the Board's independent oversight of management, promote communication between management and the Board, and support the Board's consideration of key governance matters.

Shareholders and other interested parties may communicate with the non-management (or independent) directors by writing to:

BY MAIL

Non-management (or Independent) Directors
c/o Corporate Secretary
Sonoco Products Company
1 North Second Street
Hartsville, SC 29550 US

BY EMAIL

CorporateSecretary@sonoco.com

PROXY ACCESS BY-LAW

The Company's By-Laws permit a shareholder, or a group of up to 20 shareholders, owning at least three percent of the Company's outstanding common stock continuously for at least three years to nominate and include in the Company's proxy materials director nominees up to the greater of two directors or 20 percent of the number of directors in office of the Board, all subject to the procedures, terms, and conditions specified in the By-Laws. Nominees that satisfy the Company's proxy access By-Law requirements will be included in the Company's proxy statement and on the Company's proxy card. The required Shareholder's Notice of a nomination for the 2026 Annual Meeting of Shareholders must be received by the Corporate Secretary at 1 North Second Street, Hartsville, SC 29550 US no later than November 13, 2026 and no earlier than October 14, 2026.

COMMUNICATIONS WITH THE BOARD OF DIRECTORS

Any shareholder or other interested party who wishes to send communications to any member of the Board of Directors should mail such communications addressed to the intended recipient by name or position:



BY MAIL

c/o Corporate Secretary
Sonoco Products Company
1 North Second Street
Hartsville, SC 29550 US



BY EMAIL

CorporateSecretary@sonoco.com

Upon receipt of any such communications, the Corporate Secretary will determine the identity of the intended recipient and whether the communication is an appropriate communication. The Corporate Secretary will send all appropriate communications to the intended recipient.

The Corporate Secretary has discretion to exclude from transmittal any communications that are not deemed "appropriate," such as commercial advertisements or other forms of solicitation or that relate to the sender's personal or business interest (although all communications are available to directors at their request). The Corporate Secretary will forward to the directors any communications raising substantive issues.

In the case of communications addressed to the Board of Directors or, if specified, to the independent or non-management directors, the Corporate Secretary will send appropriate communications to the Lead Director. In the case of communications addressed to committees of the Board, the Corporate Secretary will send appropriate communications to the Chair of such committee.

The Corporate Secretary is required to maintain a record of all communications received that were addressed to one or more directors, including those determined not to be appropriate communications. Such record will include the name of the addressee, the disposition by the Corporate Secretary and, in the case of communications determined not to be appropriate, a brief description of the nature of the communication. The Corporate Secretary is required to provide a copy of any additions to the record to the Chair of the Corporate Governance and Nominating Committee quarterly.

THE BOARD'S ROLE IN THE RISK MANAGEMENT PROCESS

The Company oversees management of enterprise risk through the Risk Management Committee ("RMC"). The RMC is chaired by the Company's Vice President of Compliance, Risk & Audit with direct oversight from the General Counsel. The RMC, which is made up of senior leadership across a variety of business functions, defines the Company's enterprise risk framework based upon analysis of industry and peer benchmarking as well as company-specific data analysis. The RMC holds at least four regularly scheduled meetings each year and may hold additional meetings as needed.

The RMC is guided in its activities and responsibilities by a risk management framework which includes risk assessments designed to identify the highest priority risks facing the Company. For these highest priority risks, the RMC also has the responsibility to designate appropriate risk owners, set common reporting processes, and monitor risk mitigation and treatment strategies to support business continuity.

The highest priority risk areas are reviewed by the RMC on a rotational basis at its regularly scheduled meetings. Additionally, the RMC reviews other risk areas as needed or to ensure that organizational risk management activities are functioning as identified in the framework.

While management, through the RMC, is responsible for managing enterprise risk, the Board provides oversight. The Board delegated oversight of the Company's risk management process and structure to the Audit Committee, which receives updates regarding the RMC's activities. As described in the table below, other Board committees are responsible for oversight of risk management for categories of risks relevant to their functions. The Board as a whole also reviews risk management practices in the course of its reviews of corporate strategy, business plans, Board committee reports, and other presentations and discussions.

In addition, the Board recognizes the importance of information security and cybersecurity and has charged the Audit Committee with oversight of cybersecurity matters. As reflected in its charter, the Audit Committee oversees and specifically discusses the guidelines and policies by which the Company assesses and manages its cybersecurity risk exposures, as well as the steps management has taken to monitor and control such exposures. In addition, the Board receives an annual update and provides feedback on the Company's cybersecurity governance processes, risk management plan, and any significant activities related thereto. The Board also includes members who have information security experience.

Strategic and operational risks associated with the Company's strategic plan, including with respect to products, markets and geographic diversification, capital allocation, acquisitions and divestitures, major litigation, and succession planning are overseen by the full Board.

COMMITTEES' ROLE IN RISK MANAGEMENT

AUDIT COMMITTEE

- Oversight of risk management process and structure
- Risks and exposures associated with:
  - financial reporting,
  - internal controls,
  - regulatory and other compliance,
  - cybersecurity, and
  - litigation.

EXECUTIVE COMPENSATION COMMITTEE

- Risks and exposures associated with:
  - executive development,
  - succession policies and programs, and
  - compensation policies and practices including incentive compensation.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

- Risks and exposures related to:
  - corporate governance,
  - leadership structure,
  - effectiveness of the Board and its committees,
  - new director candidates,
  - conflicts of interest, and
  - director independence.

EMPLOYEE AND PUBLIC RESPONSIBILITY COMMITTEE

- Risks and exposures associated with sustainability matters, including:
  - the environment,
  - sustainability,
  - safety in the workplace,
  - employee relations,
  - litigation related to these risks,
  - public policy, and
  - other matters involving the Company's reputation.

FINANCIAL POLICY COMMITTEE

- Risks and exposures associated with:
  - liquidity,
  - interest rates,
  - currency,
  - pension funding and investment performance,
  - insurance coverage, and
  - significant capital transactions.

RELATED PARTY TRANSACTIONS AND POLICY

Related Party Transaction Approval Policy

The Board has adopted a written policy that any transaction or series of transactions in which Sonoco is a participant, for which the amount involved exceeds $120,000, and in which any related person will have a direct or indirect material interest must be approved by the Corporate Governance and Nominating Committee. In accordance with New York Stock Exchange rules, the Board recognizes that such transactions may or may not be in the best interest of Sonoco and, as a result, empowers the Corporate Governance and Nominating Committee to evaluate all such related party transactions or series of transactions. The Committee is to approve only those transactions that it determines provide net economic value to Sonoco or where it is demonstrated to the satisfaction of the Committee that price, quality, service and other terms have been negotiated on an arms-length basis and are comparable to those available from unrelated third parties.

Sonoco's executive officers and directors are required to notify the Committee of the proposed and ongoing related party transactions prior to each meeting of the Committee and provide the Committee with all relevant information necessary for the Committee's consideration, including any information requested by the Committee.

For purposes of this policy, a "related party" is:

(i) any executive officer or director,
(ii) any nominee for director,
(iii) a beneficial owner of more than 5% of Sonoco voting securities, or
(iv) any immediate family member of an executive officer, director, nominee for director, or greater than 5% beneficial owner.

An "immediate family member" means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, or any person (other than a tenant or employee) sharing the household of an executive officer, director, nominee, or greater than 5% beneficial owner.

Sonoco also requires that each executive officer, director, and director nominee complete an annual questionnaire and report all transactions with Sonoco in which such persons (or their immediate family members) had or will have a direct or indirect material interest (except for salaries, directors' fees, and dividends on Sonoco stock). Management reviews responses to the questionnaires and, if any such transactions are disclosed, they are reviewed by the Corporate Governance and Nominating Committee. Directors' responses to the questionnaires are also reviewed annually by the Corporate Governance and Nominating Committee for the purpose of assessing independence under the Corporate Governance Guidelines and the New York Stock Exchange Listing Standards.

The types of transactions that have been reviewed in the past include the purchase and sale of goods and services from companies for which Sonoco's directors serve as executive officers or directors, the purchase of financial services and access to lines of credit from banks for which Sonoco's directors serve as executive officers or directors, the purchase of stock or assets of companies owned by the directors or for which the directors serve as executive officers or directors, and the employment of family members of executive officers or directors.

Related Party Transactions

Employment of Related Parties

R. Howard Coker, President and Chief Executive Officer, an employee of the Company since 1985 and a director of the Company since 2020, is the brother-in-law of John R. Haley, who is Chairman of the Board of Directors. Mr. Coker's total compensation for 2025 is disclosed in the section entitled "Compensation Discussion and Analysis—Summary Compensation Table." Mr. Coker is the father-in law of Quinton Ladd, Plant Manager Sonoco Recycling in Fayetteville, NC. Mr. Ladd received compensation of $142,000 in 2025.

DELINQUENT SECTION 16(A) REPORTS

Sonoco's directors, executive officers and beneficial owners of 10% or more of Sonoco common stock are required to file reports with the SEC and the New York Stock Exchange showing the number of shares of any class of equity securities they owned when they became a director or executive officer, and, after that, any changes in their ownership of securities. These reports are required by Section 16(a) of the Exchange Act. Based on an examination of the copies of Forms 3, 4, and 5, and amendments thereto, filed electronically with the SEC, and the written representations of the directors, executive officers, and 10% shareholders, all required filings for the calendar year ended December 31, 2025 were made on a timely basis except for the following: (i) an Initial Form 3 and initial Form 4 for Paul Joachimczyk reporting two transactions and an initial Form 3 for Scott A. Clark were each filed late due to a delay in obtaining EDGAR codes; (ii) a Form 4 for Robert R. Hill, Jr. reporting two transactions and a Form 4 for Aditya Gandhi reporting one transaction were filed late due to an administrative oversight; and (iii) a Form 4 for Howard Coker reporting one transaction was filed late due to a delay in receiving a necessary notification from the broker.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

SECURITY OWNERSHIP OF MANAGEMENT

The following table sets forth information regarding the beneficial ownership of Sonoco common stock as of February 6, 2026 (the "Table Date"), by each person known to us to be the beneficial owner of more than 5% of Sonoco's outstanding shares of common stock; directly or indirectly by each director, nominee for director and named executive officer who is included in the Summary Compensation Table; and by all executive officers and directors as a group. Except as set forth below, the address of each individual named in the table below is: c/o Sonoco Products Company, 1 North Second Street, Hartsville, SC 29550 US.

Beneficial Owner	Number of Shares Beneficially Owned[1]	Percent of Class	Deferred Units[2]
Steven L. Boyd	0	*	9,610
Scott A. Clark	0	*	1,127
Pamela L. Davies	0	*	66,980
Theresa J. Drew	0	*	20,523
Philippe Guillemot	0	*	27,755
John R. Haley	23,310	*	81,251
Robert R. Hill Jr.	29,540	*	28,071
Eleni Istavridis	0	*	14,676
Richard G. Kyle	0	*	28,960
Blythe J. McGarvie	0	*	32,588
Craig L. Nix	0	*	0
Thomas E. Whiddon	15,590	*	66,980
R. Howard Coker[3]	550,160	*	71,179
Paul Joachimczyk	20,500	*	0
Rodger D. Fuller[4]	185,278	*	3,550
John M. Florence, Jr.[5]	3,080	*	76,205
James A. Harrell, III[6]	62,822	*	22,748
Robert R. Dillard[7]	24,307	*	6,427
Jerry A. Cheatham[8]	6,103	*	0
Russell K. Grissett[9]	19,148	*	0
All executive officers and directors as a group (22 persons)[10]	**969,648**	*	**570,781**

* *Less than one percent (1%) of Ownership.*

(1) *Number of shares beneficially owned includes shares over which the beneficial owner has sole dispositive power, or of which they have the right to acquire beneficial ownership at any time within 60 days of the Table Date. Amounts shown exclude Stock-settled Stock Appreciation Rights ("SSARs") that have vested or are scheduled to vest within 60 days of the Table Date and for which the exercise price does not exceed the closing price of $51.32 per share of Sonoco common stock (the "Closing Price") on the New York Stock Exchange on February 6, 2026 ("SSARs without Appreciation"). Beneficially owned shares in this column do not include shares deferred as described in Footnote 2.*

(2) *Number of shares deferred includes (i) shares issuable upon the settlement of deferred vested RSUs for which settlement has been deferred until six months after separation of service and with which no present dispositive or voting rights are associated ("Deferred RSUs"); (ii) shares issuable upon the settlement of Sonoco stock equivalent deferred compensation units for which settlement has been deferred until six months after termination from the Board or separation of service and with which no present dispositive or voting rights are associated ("Deferred Compensation Units"); and (iii) performance-contingent RSUs ("PCSUs") in respect of a target number of shares for which the service-based vesting conditions have been or are expected to be satisfied within 60 days of the Table Date but for which the performance conditions had not been certified as of such date.*

(3) Mr. Coker's beneficially owned shares include 54,348 shares issuable upon the vesting and settlement of RSUs that are scheduled to vest within 60 days and an estimated 267 shares issuable, based upon the net exercise of 28,054 SSARs, that are issuable within 60 days for which the exercise price exceeds the Closing Price ("SSARs with Appreciation").

(4) Mr. Fuller's beneficially owned shares include 15,985 shares issuable upon the vesting and settlement of RSUs that are scheduled to vest within 60 days and an estimated 267 shares issuable upon the net exercise of 28,054 SSARs with Appreciation.

(5) Mr. Florence's beneficially owned shares include 3,080 shares issuable upon the vesting and settlement of RSUs that are scheduled to vest within 60 days.

(6) Mr. Harrell's beneficially owned shares include 6,271 shares issuable upon the vesting and settlement of RSUs that are scheduled to vest within 60 days and an estimated 24 shares issuable upon the net exercise of 112 SSARs with Appreciation.

(7) The number of shares reported as beneficially owned by Mr. Dillard are as of January 3, 2025, the date of his separation.

(8) Mr. Cheatham's beneficially owned shares include 2,420 shares issuable upon the vesting and settlement of RSUs that are scheduled to vest within 60 days.

(9) The number of shares reported as beneficially owned by Mr. Grissett are as of April 1, 2025, the date of his separation. Mr. Grissett's beneficially owned shares include an estimated 54 shares issuable upon the net exercise of 5,726 SSARs with Appreciation.

(10) Includes all directors and executive officers as of the date of this Proxy Statement. Included in the number of shares beneficially owned are 95,700 shares issuable upon the vesting and settlement of RSUs that are scheduled to vest within 60 days.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

Beneficial Owner	Number of Shares Beneficially Owned	Percent of Class
BlackRock, Inc.[1]	10,925,545	11.1%
The Vanguard Group[2]	9,990,310	10.12%
Fuller & Thaler Asset Management, Inc.[3]	5,901,949.58	5.98

(1) In its most recently filed Schedule 13G/A, filed on January 24, 2024, BlackRock, Inc. reported sole voting power with respect to 10,725,808 shares and sole dispositive power with respect to 10,925,545 shares, as of December 31, 2023. The address of BlackRock, Inc. is 50 Hudson Yards, New York, NY 10001. Sonoco has not independently verified this information.

(2) In its most recently filed Schedule 13G/A, filed on October 31, 2025, The Vanguard Group reported shared voting power with respect to 634,035 shares, sole dispositive power with respect to 9,232,246 shares, and shared dispositive power with respect to 758,064 shares as of September 30, 2025. The address of The Vanguard Group is 100 Vanguard Blvd., Malvern, PA 19355. Sonoco has not independently verified this information.

(3) In its most recently filed Schedule 13G, filed on February 17, 2026, Fuller & Thaler Asset Management, Inc. reported sole voting power with respect to 5,822,309.58 shares, sole dispositive power with respect to 5,901,949.58 shares as of December 31, 2025. The address of Fuller & Thaler Asset Management, Inc. is 411 Borel Avenue, Suite 300, San Mateo, CA 94402. Sonoco has not independently verified this information.

AUDIT MATTERS

PROPOSAL 2

RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors recommends that you vote FOR the ratification of PwC as Sonoco's independent registered public accounting firm.

The Audit Committee is directly responsible for the appointment, compensation, retention, and oversight of the independent registered public accounting firm. At least annually, the Audit Committee reviews the Company's independent registered public accounting firm to decide whether to retain such firm on behalf of the Company. The Audit Committee has tentatively selected PricewaterhouseCoopers LLP ("PwC") to serve as Sonoco's independent registered public accounting firm to audit the financial statements for the year ending December 31, 2026, pending agreement over the terms of its engagement. Although the Board is not required to submit the Audit Committee's selection of the independent registered public accounting firm for shareholder approval, the Board has elected to seek ratification by the shareholders of the Audit Committee's selection of PwC as the Company's independent registered public accounting firm for 2026. You will be asked to ratify this selection at the Annual Meeting, at which representatives from PwC are expected to attend and will have the opportunity to make a statement and respond to appropriate questions. PwC, or its predecessors, has audited Sonoco's books and records since 1967. In the event the shareholders fail to ratify the appointment, the Audit Committee will consider whether it is appropriate to select another independent registered public accounting firm or whether to retain PwC but may ultimately determine to retain PwC as Sonoco's independent registered public accounting firm. Even if the appointment is ratified, the Audit Committee, in its sole discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that it is advisable to do so.

Audit Committee Evaluation

In determining whether to reappoint PwC, the Audit Committee considers, among other things, the qualifications, performance, audit quality, results of regulatory reviews, fees, and independence of the firm, and the audit engagement team.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee's responsibility is to appoint the independent registered public accounting firm, as well as monitor and oversee the firm's qualifications, compensation, performance, and independence. PwC served as Sonoco's independent registered public accounting firm for 2025 and the Audit Committee has tentatively selected PwC to serve as the independent registered public accounting firm for 2026, pending agreement over the terms of its engagement. The Audit Committee periodically considers whether there should be a rotation of the independent registered public accounting firm to assure continuing independence. Further, in connection with the mandated rotation of the independent registered public accounting firm lead engagement partner every five years, the Audit Committee and its chair are involved in the selection of a new lead engagement partner.

In connection with the responsibilities discussed above, the Audit Committee has reviewed with PwC the overall scope of, and fees for, its audit in assessing Sonoco's compliance with Section 404 of the Sarbanes-Oxley Act of 2002. The Audit Committee has also monitored PwC's audit progress, including the firm's findings, and required communications.

Fees Relating to Services Provided by PwC for 2025 and 2024

The following table sets forth a summary of PwC's fees for professional services rendered in connection with the annual consolidated financial statements and reports for the years ended December 31, 2025 and 2024 and for other services rendered during 2025 and 2024 on Sonoco's behalf.

	Fiscal Year			
	2025		2024	
Fee Category	Fees ($ in thousands)	% of Total	Fees ($ in thousands)	% of Total
Audit fees[1]	$ 9,296	75.8%	11,300	82.5%
Audit-related fees[2]	27	0.2%	23	0.2%
Tax fees[3]	2,937	24.0%	2,372	17.3%
All other fees[4]	—	0.0%	—	0.0%
Total fees	**$ 12,260**	**100.0%**	**13,695**	**100.0%**

(1) ***Audit fees:*** *Audit fees include fees for professional services for the integrated audits of Sonoco's annual consolidated financial statements, the review of the interim condensed consolidated financial statements included in the 10-Q filings, and for services that are normally provided in connection with statutory and regulatory filings or engagements including statutory audits, issuance of comfort letters, consents, and review of documents filed with the SEC.*

(2) ***Audit-related fees:*** *Audit-related fees include fees for assurance and related services that are reasonably related to the performance of the audit or review of Sonoco's consolidated financial statements and that are not reported under "Audit Fees." These services include work performed in connection with employee benefit plan audits, due diligence, and accounting consultations in connection with acquisitions and divestitures, and attest services that are not required by statute or regulation.*

(3) ***Tax fees:*** *Tax fees include fees for tax compliance/preparation and other tax services. Tax compliance/preparation includes fees for professional services related to federal, state, and international tax compliance, assistance with tax audits and appeals, expatriate tax services, and assistance related to the impact of mergers, acquisitions, and divestitures on tax return preparation. Other tax services include fees for ongoing assistance with tax consulting and tax planning.*

(4) ***All other fees:*** *All other fees include fees for all services other than those reported above.*

Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditors

The Audit Committee pre-approves all audit and permitted non-audit services provided by the independent auditors, subject to limited exceptions for non-audit services described in Section 10A of the Exchange Act, which are approved by the Audit Committee prior to completion of the audit. The Audit Committee Chair is empowered to pre-approve PwC services between meetings, provided all such services are brought to the Audit Committee at its next regularly scheduled meeting. General pre-approval of certain audit, audit-related, and tax services is granted by the Audit Committee at the first quarter Committee meeting. The Audit Committee subsequently reviews fees paid. The Committee also reviews and approves the estimated fees for the integrated audit. Specific pre-approval is required for all other services. These projects are reviewed quarterly and the status of all such services is reviewed with the Audit Committee. During this review, the Audit Committee considered whether the provision of the non-audit services rendered by PwC was compatible with maintaining the firm's independence. During 2025, all audit and permitted non-audit services were pre-approved by the Audit Committee.

AUDIT COMMITTEE REPORT

Management is responsible for the Company's internal controls and the financial reporting process. The independent registered public accounting firm is responsible for performing an independent audit of the Company's consolidated financial statements in accordance with generally accepted auditing standards, including the effectiveness of internal controls, and issuing a report thereon. The Audit Committee's responsibility is to assist the Board in fulfilling its responsibility for overseeing the quality and integrity of the accounting, auditing, and financial reporting practices of the Company. The Audit Committee is also responsible for engaging and evaluating the Company's independent auditor and its lead engagement partner, including the qualifications and independence of both, and for preapproving all audit and non-audit related services and the estimated fees associated with the integrated audit.

The Audit Committee of the Board of Directors reviewed and discussed with management and Sonoco's independent registered public accounting firm, PricewaterhouseCoopers LLP ("PwC"), the audited financial statements for the year ended December 31, 2025. Management represented to the Audit Committee that the consolidated financial statements were prepared in accordance with generally accepted accounting principles. The Audit Committee also discussed with the Company's independent auditors the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board ("PCAOB") and the Securities and Exchange Commission.

The Audit Committee received the written disclosures and the letter from PwC required by applicable requirements of the PCAOB regarding PwC's communications with the Audit Committee concerning independence and discussed with PwC its independence. The Committee also reviewed the services provided by PwC discussed above and considered whether performance of such services is compatible with maintaining auditor independence.

Based on the review and discussions referenced above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in Sonoco's Annual Report on Form 10-K for the year ended December 31, 2025, as filed with the Securities and Exchange Commission.

THE AUDIT COMMITTEE



Theresa J. Drew (Chair)



Steven L. Boyd



Scott A. Clark



Richard G. Kyle



Craig L. Nix



Thomas E. Whiddon

Financial Expert

The information contained in this report shall not be deemed to be "soliciting material" or "filed" or incorporated by reference in future filings with the SEC, or subject to the liabilities of Section 18 of the Exchange Act, except to the extent that the Company specifically incorporated it by reference into a document filed under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act.

COMPENSATION DISCUSSION & ANALYSIS

This section describes Sonoco's compensation philosophy, summarizes executive compensation programs, and reviews decisions made during 2025 for the following Named Executive Officers ("NEOs").



R. HOWARD COKER
President and Chief Executive Officer



PAUL JOACHIMCZYK*
Chief Financial Officer



RODGER D. FULLER
Chief Operating Officer and Interim CEO of Sonoco Metal Packaging EMEA



JOHN M. FLORENCE, JR.
General Counsel and Secretary



JAMES A. HARRELL, III
President, Global Industrial Paper Packaging Division

- Robert R. Dillard* Former, Chief Financial Officer
- Jerry A. Cheatham* Former, Interim Chief Financial Officer
- Russell K. Grissett** Former, President, Global Flexibles Division

* *Effective January 3, 2025, Mr. Dillard separated from the Company and Mr. Cheatham, the Company's Vice President of Global Finance for the Company's Industrial Paper Packaging Segment was appointed to the role of Interim Chief Financial Officer in addition to his existing duties. Effective June 30, 2025, Mr. Joachimczyk assumed his position as the Chief Financial Officer of the Company and Mr. Cheatham resumed his prior duties, but continued serving as the Company's principal financial officer through July 28, 2025, the date that the Company filed its Form 10-Q for the fiscal quarter ending on June 29, 2025, at which point Mr. Joachimczyk assumed the role of principal financial officer.*

** *Effective April 1, 2025, Mr. Grisset separated from the Company upon the divestiture of Sonoco's Thermoforming Flexible Packaging business.*

Executive Compensation Plan Overview

Sonoco's executive compensation decisions in 2025 were developed to support successful execution of the Company's business strategy.

The Executive Compensation Committee of the Board of Directors ("the Committee") is responsible for oversight of the development and execution of the Sonoco executive compensation program. The program is driven by the over-arching goal of linking pay with performance and creating long-term shareholder value.

In 2025, Sonoco completed its portfolio transformation to create a more focused, simplified business. This included integrating the largest acquisition in the Company's history following the acquisition of Eviosys in December 2024, divesting the Thermoformed and Flexibles Packaging business in April 2025 to TOPPAN Holdings, Inc. for approximately $1.8 billion and completing the sale of ThermoSafe, a temperature-assured packaging business, in November 2025 for $656 million. Proceeds for divestitures along with free cash flow enabled Sonoco to reduce net debt by approximately $2.7 billion, bringing down total debt in 2025 by approximately 40%.

Results from operations improved significantly in 2025 due to the Eviosys acquisition and record performances from the Company's Industrial Paper Packaging segment and the Metal Packaging US business. Net sales grew 42% to $7.5 billion while adjusted operating profit grew 67% to $955 million and adjusted EBITDA increased 28% to $1,324 million. Operating Cash flow was $690 million, which included $196 million in taxes paid on capital gains from divestitures. On a normalized basis, excluding one-time taxes and other transactional costs, operating cash flow was $906 million, demonstrating the Company's strong cash generation.

See section entitled "2025 Committee Actions-Performance-based Annual Cash Incentive" for the explanation and reconciliation of Adjusted EBITDA, which is a Non-GAAP Financial Measure.

Consistent with the Company's philosophy to pay for performance and pay within reason, there was an 97.0% payout under the Performance-based Annual Cash Incentive, as described in detail under "2025 Committee Actions—Performance-based Annual Cash Incentive". The 2023-2025 Long-Term Incentive Plan vested at 42.1%

of target and is described in more detail under “Results of 2023-2025 PCSU Performance Cycle.” The specific drivers and results of these two plans, as well as other components of the executive compensation program are covered in detail in later sections.

Sonoco’s Goals Regarding Executive Compensation

Highlighted below is an overview of Sonoco’s goals regarding executive compensation, followed by the compensation objectives and elements of the executive compensation program. The rationale of the key actions and decisions made with respect to Sonoco’s executive compensation program in 2025 is also provided throughout this “Compensation Discussion and Analysis.”

1. PAY FOR PERFORMANCE

Compensation should provide incentives for executives and reward the creation of value for the Company’s shareholders. As such, we believe a substantial portion of executive compensation should be tied to relevant financial and/or operational outcomes that:



- Reflect the decisions and efforts of those being compensated and



- Contribute to the creation of value over the long term

While compensation should ultimately reward long-term performance, incentives for short-term (i.e., annual) performance objectives are also appropriate to the extent they support sustainable value creation. 87% of the CEO’s target total direct compensation and an average of 75% of other NEOs’ target total direct compensation is tied to Company performance, which the Committee believes is a significant driver of shareholder value.

2. PAY WITHIN REASON

Compensation levels and performance targets should be sensible within the context of a company’s peer group, taking into account differences in company sizes and complexity, as well as performance. The Committee retains an independent consultant, FW Cook, that provides advice relating to executive officer and director compensation but does not provide any other services to the Company. The Committee also reviews comparative pay data, national survey data, proxy data for packaging peer companies, and tally sheets as input into compensation decisions and selects peer companies based on relevant business metrics.

3. LISTEN

Sonoco regularly seeks input from shareholders regarding compensation. To that end, annual advisory votes on “Say on Pay” provide shareholders with a consistent communication channel to provide input on compensation decisions.

In 2025, Sonoco’s management met with more than 200 investors, including numerous shareholders representing more than 30% of the outstanding shares of the Company. During in-person and virtual meetings, management discussed progress in completing its portfolio transformation, including the integration of the Eviosys acquisitions, divestitures of the Company’s Thermoformed and Flexibles Packaging and ThermoSafe businesses, along with progress toward debt reduction. These shareholder discussions also included updates on the Company’s quarterly performance, structural transformation efforts aimed at reducing operating and administrative costs, sustainability and carbon reduction progress.

4. COMMUNICATE

Sonoco seeks to clearly articulate a compensation philosophy that serves as the foundation for all of its pay programs and decisions, and to clearly disclose the Committee’s decision-making process with respect to executive pay, from the selection of peer groups and performance targets, through performance assessment and award determination.

5. ENCOURAGE STOCK OWNERSHIP

Sonoco values stock ownership and retention by its directors and executives because the Company believes it reinforces a strong shareholder mindset. Executives are expected to maintain a substantial ownership interest for the duration of their employment. Sonoco has a no-hedging policy that prohibits directors, executive officers and other employees from entering into speculative transactions in Sonoco stock that would cause personal

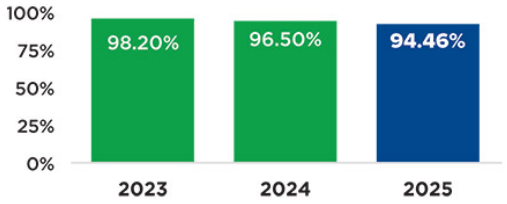
interests to conflict with the best interests of the Company and its shareholders. In addition, Sonoco has an anti-pledging policy that prohibits directors and executive officers who are subject to stock ownership guidelines from pledging any of the shares they are required to own under such guidelines to secure any indebtedness. No directors or executive officers have pledged shares as of December 31, 2025. Sonoco's equity compensation plans do not permit backdating or retroactively granting equity awards and also do not permit repricing of stock options or stock appreciation rights ("SSARs") without shareholder approval.

6. MINIMIZE GUARANTEES

Sonoco believes its senior executives should be engaged without employment contracts that guarantee salary or incentive payment. In addition, Sonoco provides limited executive benefits and perquisites and does not provide tax gross-ups to the NEOs, other than in connection with the relocation assistance plan.

Say on Pay Support

At the April 2025 Annual Meeting of Shareholders, 94.46% of shareholders who cast a vote for or against the proposal, voted in favor of the Company's "Say on Pay" proposal on executive compensation. The Committee did not make any material changes to the design of the 2025 executive compensation program as a result of the vote.



Pay Mix and Pay Philosophy

It is Sonoco's philosophy to generally position compensation at the median level (50th Percentile) with appropriate adjustments after consideration of other factors such as time in the role, individual performance, internal equity and difficulty to replace the relevant expertise.

The executive compensation program consists of the following components:

Direct compensation elements, consisting of:

- Base salary
- Performance-based annual cash incentive
- Long-term equity incentive

Executive Officer benefits elements, consisting of:

- Supplemental executive retirement benefits
- Executive life insurance
- Limited perquisites

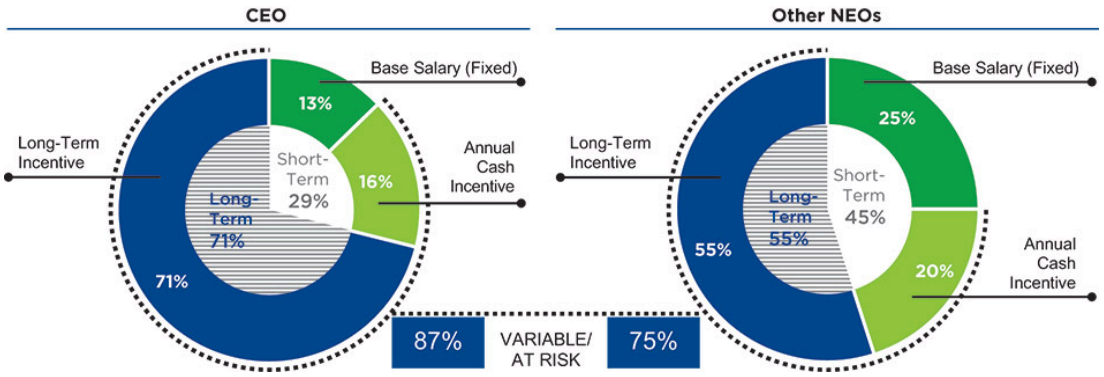
Weightings of Direct Compensation Elements

Base salary, performance-based annual cash incentive, and long-term equity incentives comprise total direct compensation for each executive officer. With the exception of base salary, all elements of direct compensation are variable and intended to fluctuate based on performance as measured by operating and/or financial results and, in the case of long-term equity incentives, changes in shareholder value. This pay mix supports Sonoco's pay-for-performance compensation objective and places a significant amount of compensation at risk.

As illustrated below, for 2025, 87% of the CEO's target total direct compensation and an average of 75% of the other NEOs' target total direct compensation are at risk. Compensation for all the NEOs, including the CEO, places more weight on long-term incentives than annual incentives to reflect the importance of making strategic decisions that focus on long-term results. The CEO's long-term incentives have the greatest weighting to provide the strongest alignment of his compensation with long-term shareholder interests.

The following charts illustrate the allocations of direct compensation elements for 2025 and are based on target achievement levels. For annual performance-based cash incentives, "target" incentive is used to indicate 100% achievement of applicable metrics, as described in the "Performance-based Annual Cash Incentive". For long-term equity incentives, "target" is equal to the grant date value of the equity award, the metrics for which are described in "Long-term Equity Incentives." The method used to value equity awards is consistent with the information presented in the "Summary Compensation Table."

2025 TARGETED TOTAL DIRECT COMPENSATION



Use of National Market Surveys and Peer Company Data

The Committee relies on two primary sources of data to set specific compensation levels. The first source of data is derived from national compensation surveys conducted by three independent consulting firms: Aon, Willis Towers Watson, and Mercer. These surveys cover a large number of similar corporate officer positions nationally. The Committee refers to this as "National Survey Data." The Committee compares Sonoco's corporate officer positions to the survey positions using the aggregate data that has been size-adjusted based on revenue and/or scope parameters, which helps to ensure that the data reflects the national market for talent among companies comparable in size to Sonoco. In addition to the National Survey Data, at least annually, FW Cook prepares customized compensation studies with respect to Sonoco's NEOs in comparison to the NEOs of a 15-company group of packaging companies approved by the Committee that is referred to as the "Peer Group." In 2025, the Committee approved the removal from the Peer Group of Berry Global Group, Inc. and Pactiv Evergreen, Inc., which were both acquired, and the addition to the Peer Group of Commercial Metals Company, H.B. Fuller Company, Owens Corning, Sylvamo Corporation, and UFP Industries, Inc. The Peer Group companies have revenues, assets and market capitalization within approved ranges as compared to those of Sonoco. Specifically, the 2025 Peer Group companies, each of which had assets, revenues, and market capitalizations that generally range between 50% and 300% of Sonoco, were:

- Aptar Group Incorporated
- Avery Dennison Corporation
- Ball Corporation
- Commercial Metals Company
- Crown Holdings Inc.
- Graphic Packaging Holding Company
- Greif, Inc.
- H.B. Fuller Company
- Owens Corning
- Owens-Illinois Group, Inc.
- Packaging Corporation of America
- Sealed Air Corporation
- Silgan Holdings Inc.
- Sylvamo Corporation
- UFP Industries, Inc.

The Committee uses the aggregate compensation data from the broader National Survey Data to inform specific compensation levels and determinations, and cross checks these levels against the Peer Group company data. In most cases, the data from both sources has been comparable.

Role of Independent Compensation Consultant

The Committee seeks input from FW Cook in its decision-making process. FW Cook reports directly to the Committee, and the Committee has the sole authority to retain or dismiss the consultant. FW Cook does not provide services to the Company in any area other than executive and director compensation on behalf of the Committee.

FW Cook is expected to assist the Committee and work on its behalf on matters related to the Committee's purposes and responsibilities as set forth in the Committee charter, which is summarized under "Corporate Governance—Board Meetings and Committees of the Board—Executive Compensation Committee" and is also available through the Investor Relations section of Sonoco's website at sonoco.com. FW Cook periodically advises the Committee as to trends in executive compensation and also provides specialized studies or expert advice as requested with respect to executive compensation issues. In 2025, FW Cook

- conducted a competitive compensation review of Sonoco's NEOs compared to the Peer Group's NEOs,

- analyzed the Company's use of share-based compensation compared to the Peer Group,
- provided an update of the compensation trends and regulatory developments,
- completed a realized pay analysis compared to our Peer Group,
- provided a Peer Group review,
- completed a corporate risk assessment,
- assisted the Committee in its preparation of the Company's public filings with regard to executive compensation, and
- assisted the Committee with changes to annual and long-term incentive plan designs for executive officers.

FW Cook meets with the Committee at least once a year and attends regular Committee meetings in person or by telephone as requested. FW Cook also provides advice and performs competitive analysis with respect to director compensation, as requested, for the Corporate Governance and Nominating Committee.

From time to time, management engages the services of other compensation consultants to assist with matters relating to executive officer and employee compensation. However, management did not engage any other such compensation consultants.

The Committee has assessed the independence of FW Cook pursuant to rules of the Securities and Exchange Commission and the New York Stock Exchange and concluded that FW Cook's work for the Committee and management, respectively, does not raise any conflict of interest.

Committee Review of Overall Compensation Components and Aggregate Awards

To evaluate the overall competitiveness of the executive officer compensation program, each year at its April meeting, the Committee reviews the total compensation package for each executive officer. This includes review of:

- a tally sheet showing a history of base salary adjustments, annual incentive awards and total cash compensation for the last seven years (or term as an executive officer, if less),
- unvested performance contingent restricted stock units (projected at threshold, target, and maximum),
- unvested restricted stock units,
- the value of accrued retirement benefits, and
- the amount of executive life insurance coverage.

The Committee also reviews each element of the total amount of compensation awarded and realized during the prior year.

The Committee assesses this and other information to determine where total executive compensation falls in relation to the Peer Group and to assess how effectively the Company's overall compensation programs operate. Based on the reviews of tally sheets for each NEO in the context of the Peer Group and survey data provided to the Committee, Company performance, and other factors, the Committee may make changes in overall plans or individual elements if it determines they are appropriate to meet overall compensation objectives.

Description of Direct Compensation Elements and 2025 Committee Actions

BASE SALARY

The Committee uses base salary to attract, retain, and reward executive officers based on demonstrated experience, skills, and competencies relative to the salary midpoint of the job. To accomplish this, the Committee establishes a salary midpoint for each executive officer position based on a structured job evaluation system used for broad-based compensation in the Company as well as a comparison to the National Survey Data at median as previously outlined. Each year, the Committee reviews the base salary of all executive officers, including the CEO and other NEOs. The decision on whether to award merit increases for the executive officer group as a whole takes into consideration the salary and wage increases being awarded to other levels of employees in the Company, the current economic environment, and the operating results of the Company.

The decisions relative to the amount of individual merit increase awards are based primarily on each executive officer's performance in the past year, readiness for promotion to a higher level, experience, and skill set relative to peer counterparts, and criticality to the Company, as well as the relationship of the executive officer's current salary to the base salary midpoint for the position.

Base salary increases are also considered and awarded upon promotions or appointments to positions of greater responsibility.

2025 COMMITTEE ACTIONS—BASE SALARY

At its April 2025 meeting, the Committee approved merit increases for the executive officer group, except for Mr. Coker, whose base salary was unchanged for 2025. In determining the increases, the Committee considered the executives' overall performance, contribution to the Company's results, experience, and market competitiveness, as described above. Messrs. Florence and Cheathem received additional base salary increases during 2025 in connection with the assignment of additional responsibilities, as described below.

	2024 Year-End Base Salary	2025 Year-End Base Salary	% Change
R. Howard Coker	$ 1,248,156	$ 1,248,156	0.0%
Paul Joachimczyk[(1)]	0	750,000	N/A
Rodger D. Fuller	784,884	804,504	2.5%
John M. Florence, Jr.[(2)]	584,436	628,992	7.6%
James A. Harrell, III	631,908	647,700	2.5%
Jerry A. Cheatham[(3)]	337,152	512,496	52.0%
Robert R. Dillard[(4)]	718,068	0	N/A
Russell K. Grissett[(5)]	536,256	0	N/A

(1) Mr. Joachimczyk was hired on June 30, 2025, and provided a Base Salary of $750,000.

(2) Mr. Florence received a 5% Base Salary increase effective January 1, 2025, as a result of taking on additional responsibilities due to the consolidation of the Industrial North American Operations. Mr. Florence also received a 2.5% merit increase effective June 1, 2025.

(3) Mr. Cheatham received a 48.3% Base Salary increase effective January 1, 2025, when he assumed the Interim Chief Financial Officer position. Mr. Cheatham also received a 2.5% merit increase effective June 1, 2025.

(4) Mr. Dillard separated from the Company on January 3, 2025

(5) Mr. Grissett separated from the Company effective April 1, 2025 upon the divestiture of Sonoco's Thermoforming and Flexible Packaging business.

PERFORMANCE-BASED ANNUAL CASH INCENTIVE

The Committee uses performance-based annual cash incentives designed to align participants' interests with those of Sonoco's shareholders by focusing on strong annual financial and operating results. To determine the actual awards each year, the Committee establishes a "threshold," a "target," and a "maximum" incentive amount for each NEO. These represent a percentage of base salary. Target is established at a performance level considered to be median level performance, and the corresponding compensation level equates to what is considered median level as compared to National Survey Data and Peer Group data. Threshold is set at what is considered below median performance, while maximum equates to what is believed to represent superior performance for the year and, correspondingly, an above median compensation opportunity as compared to National Survey Data and Peer Group data. The "threshold" level of payout is equal to 50% of "target" payout. "Maximum" payout is equal to 200% of "target" payout.

The Committee has discretionary authority to adjust payouts of the annual cash incentive to individual participants based upon consideration of individual performance and/or other factors that the Committee determines warrant an adjustment, such as external market challenges or extraordinary and unforeseen events that may create unintended consequences. No such adjustments were made in 2025 for any NEO's annual cash incentives.

2025 COMMITTEE ACTIONS—PERFORMANCE-BASED ANNUAL CASH INCENTIVE

For 2025, the Committee established an annual incentive compensation threshold, target, and maximum payout for each NEO, as follows:

	Annual Incentive Compensation at Threshold*	Annual Incentive Compensation at Target*	Annual Incentive Compensation at Maximum*
R. Howard Coker	62.5%	125.0%	250.0%
Paul Joachimczyk	42.5%	85.0%	170.0%
Rodger D. Fuller	43.8%	87.5%	175.0%
John M. Florence, Jr.	35.0%	70.0%	140.0%
James A. Harrell, III	37.5%	75.0%	150.0%
Robert R. Dillard	42.5%	85.0%	170.0%
Jerry A. Cheatham	25.0%	50.0%	100.0%
Russell K. Grissett	37.5%	75.0%	150.0%

* *as a percentage of base salary*

The financial performance measures related to the Performance-based Annual Cash Incentive Plan are established each year.

For 2025, the Committee considered Adjusted EBITDA, which begins with adjusted operating profit ("Adjusted operating profit"), which excludes tax and interest and then adds back deductions for the cost of depreciation and amortization, adjusted for unbudgeted EBITDA related to acquisitions and divestitures in a given year. This critical metric focuses on operating profitability and has a weighting of 75% of the annual cash incentive plan. Adjusted operating profit and Adjusted EBITDA are non-GAAP financial measures. A reconciliation on how Adjusted operating profit was calculated is provided in Appendix 1.

For 2025, the Committee also considered Adjusted Operating Cash Flow, which begins with Operating Cash Flow and then adds back adjustments related to unbudgeted M&A activity in a given year. This critical metric focuses on the cash generated by the Company's core business operations and has a weighting of 25% of the annual cash incentive plan. Adjusted Operating Cash Flow is a non-GAAP financial measure.

Below is a reconciliation of Adjusted operating profit to Adjusted EBITDA in thousands:

Adjusted Operating Profit*	$ 1,004,945
Minus: Factoring Fees	(27,663)
Plus: Depreciation and amortization	337,205
Minus: Adjustments related to unbudgeted items	11,484
Equity in Affiliates	9,523
Adjusted EBIDTA	$ 1,335,494

* *Adjusted operating profit is a Non-GAAP financial measure that excludes tax and interest. Information about how Adjusted operating profit was calculated and is provided in Appendix 1.*

Below is a reconciliation of GAAP Operating Cash Flow to Adjusted Operating Cash Flow in thousands:

Operating Cash Flow—GAAP	$ 689,782
Adjustments related to unbudgeted M&A activity	216,190
Adjusted Operating Cash Flow	$ 905,972

All NEOs were assigned the following financial measures and weightings for the 2025 annual cash incentive.

Incentive Plan Financial Metrics	Weightings
Adjusted EBITDA	75%
Operating Cash Flow	25%

The financial measures established for the annual cash incentive plan at the beginning of the year and the actual 2025 performance were as follows:

	Threshold	Target	Maximum	Actual 2025 Performance
Adjusted EBITDA (000s)	$ 1,228,173	$ 1,364,636	$ 1,501,100	$ 1,335,495
Adjusted Operating Cash Flow (000s)	697,085	871,356	1,045,627	905,972

Adjusted EBITDA, in thousands for 2025 was $1,335,495, which resulted in this component's 75% weighting of the annual cash incentive being earned at 89.3% of Target.

Adjusted Operating Cash Flow for 2025 was $905,972, which resulted in this component's 25% weighting of the annual cash incentive being earned at 119.9% of Target.

Overall performance of the 2025 Performance-based Annual Cash Incentive Plan was 97.0% of target value.

The following table shows the dollar amount of annual cash incentive awarded to each of the NEOs for 2025 after applying the results of the performance measures and weightings mentioned above. The table also includes the percentage of target, the actual percentage of each NEO's actual base salary paid and the percentage change from the prior year.

	Annual Incentive Compensation For 2025	Percentage of Target	Percentage of Base Salary	Percent Change from Prior Year
R. Howard Coker	$ 1,512,728	97.0%	121.2%	91.9%
Paul Joachimczyk[(1)]	311,505	97.0%	82.4%	—
Rodger D. Fuller	675,589	97.0%	84.8%	93.3%
John M. Florence, Jr.	452,745	97.0%	72.7%	104.9%
James A. Harrell, III	466,211	97.0%	72.7%	93.3%
Robert R. Dillard[(2)]	6,432	97.0%	82.4%	1.0%
Jerry A. Cheatham	245,643	97.0%	193.9%	261.7%
Russell K. Grissett[(3)]	—	—	—	—

(1) Mr. Joachimczyk was hired on June 30, 2025.

(2) Mr. Dillard separated from the Company on January 3, 2025, and was paid a prorata Annual Cash Incentive based on the provisions of the Severance Plan (as defined below).

(3) Mr. Grissett was not retirement eligible at the time he separated from the Company and will not be paid an Annual Cash Incentive payment for 2025.

LONG-TERM EQUITY INCENTIVES

The Committee uses long-term equity incentives to:



- Align executives' interests with long-term shareholder interests and



- Provide opportunities for increased stock with long-term ownership, which Sonoco believes enables it to attract and motivate executives, as well as promote retention.

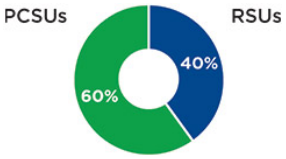
In 2025, long-term equity incentives were awarded under the 2024 Omnibus Incentive Plan, which was approved by Sonoco's shareholders in 2024 (the "2024 Plan").

Each year, the Committee determines the types of awards that will be granted under the long-term plan and establishes performance measures and performance periods for performance-based awards and other vesting criteria, as applicable. The awards the Committee granted in 2025 under the 2024 Plan were comprised of performance contingent restricted stock units ("PCSUs") and restricted stock units ("RSUs").

To determine the amount of equity awards to be granted to each executive officer position, the Committee uses competitive survey data as previously described to first determine the target total direct compensation (base salary, performance-based annual cash incentives and long-term equity incentives) value to be provided for each executive officer position. To establish the amount of long-term equity award for each position, the

Committee subtracts the sum of the market rate or actual base salary (whichever is higher) and the annual cash incentive compensation target from the target total direct compensation amount derived from the competitive survey data. The actual target number of PCSUs or RSUs for each officer position may be adjusted up or down from the initially established level based on the assessment of individual performance in the past year. This amount of long-term equity award for each executive officer position is then denominated into a target mix of such types of awards permitted under the 2024 Plan as the Committee determines.

For 2025, the target mix of awards for each officer was 60% PCSUs and 40% RSUs, which the Committee determined provides the appropriate focus on financial goals and on long-term value creation for the Company's shareholders.



During the first regularly scheduled Board meeting of the year (typically in February), the Committee establishes and approves the target goals and awards for the upcoming performance-based annual cash incentive, as well as the long-term equity incentives. This allows the Committee to balance the elements of total direct compensation. It is generally the Committee's practice to grant PCSUs and RSUs effective promptly following the Company's release of earnings for the fourth quarter and fiscal year. This allows granting of the equity awards close to the time of the annual performance reviews, which increases the impact of the awards by strengthening the link between pay and performance. In certain situations, Sonoco may grant special RSU or SSAR awards to new employees. In such cases, the grant is generally effective on the recipient's first day of employment and the exercise price for SSARs is based on the closing price of Sonoco stock on that date. In addition, the Committee may make grants of RSUs to a corporate officer or other employees in recognition of a promotion or a change in position status, which grants are generally effective on the effective date of the applicable promotion or change in position status. The total number of shares underlying PCSUs or RSUs to be granted is established by dividing the total target dollar value of the award by the closing stock price on the effective date of the grant, or if applicable, the first day of employment or effective date of the promotion.

—PCSUs—60% of Equity Award

Grants of PCSUs are designed to reward participants for their contributions to the Company's long-term success. The Committee believes that the NEOs have the most direct influence on achieving Company financial goals and, therefore, the PCSUs are weighted significantly more than RSUs. The Committee establishes performance requirements for meeting threshold, target, and maximum goals that, in the judgment of the Committee, represent achievement of average, superior, and outstanding performance. Such goals are developed in the context of the Company's stated objectives and longer-term business outlook for total return to shareholders and returns on capital and equity.

The number of PCSU shares earned is subject to the degree to which three-year Company financial goals are met and can vary between 0% and 200% of the target number of shares. PCSUs must meet threshold performance in order to achieve a payout. The Committee maintained the relative TSR modifier for the 2025 PCSUs, as described in more detail below.

PCSUs do not have associated voting rights until the underlying shares are issued, and Sonoco does not pay any current dividends or credit any dividend equivalents on unvested PCSUs. Subject to policies in effect from time to time, executive officers may elect to defer settlement of their vested PCSUs until six months following separation from service with certain exceptions. For any PCSUs that vest, but for which settlement is deferred, dividend equivalents are accumulated from the time of vesting until the issuance of actual shares.

—RSUs—40% of Equity Award

Grants of RSUs are intended to foster executive officer retention. RSUs typically have a three-year vesting schedule, vesting in one-third increments starting on the one-year anniversary of the date of grant. RSUs do not have associated voting rights until the underlying shares are issued, and Sonoco does not credit dividend equivalents on unvested RSUs. Subject to policies in effect from time to time, executive officers may elect to defer settlement of their vested RSUs until six months following separation from service with certain exceptions. For any RSUs that vest, but receipt of which is deferred by election of an individual executive officer, dividend equivalents are accumulated from the time of vesting until the issuance of actual shares.

—RSUs—Special Grants

The Committee has a practice of making a special grant of time-vesting RSUs to individuals when they are first elected as an executive officer in recognition of this event and the individual's increased responsibility. Settlement of such RSUs following vesting is generally deferred by the Company until the date that is six months following separation from service unless otherwise approved by the Committee. The target value of RSUs granted is based on position, and the total number of shares to be granted is generally established by dividing the target total dollar value of the award by the Company's closing stock price on the effective date on which the individual is first elected an executive officer. These RSU grants can either be granted in full upon election as an executive officer or in three equal annual grants. Special grant RSUs are generally credited with dividend equivalents during the period of vesting, however, such amounts are not paid out until receipt of the shares. The vesting of these RSUs is generally structured in one of three ways:

I. vesting in three equal increments on the third, fourth, and fifth anniversary of the grant if RSUs are granted all in one year;

II. vesting on the third anniversary of each grant if granted over three years; or

III. cliff vesting on the fifth anniversary of the grant.

Information about how PCSUs and RSUs will be treated upon a NEO's termination of service and in connection with a change in control can be found under "Potential Benefits Payable Upon Certain Separation Events."

2025 COMMITTEE ACTIONS—LONG-TERM EQUITY INCENTIVES

—2025 Annual Grants

In February 2025, the Company granted PCSUs and RSUs under the 2024 Plan in connection with the 2025 annual long-term equity incentive program. The total target amount is then split using the approved mix for officers of 60% PCSUs and 40% RSUs. Each type of equity award is then denominated in a number of shares based on the target grant date fair value. The target values of PCSUs and RSUs are set forth below:

	Total Target Long-Term Equity	Performance Contingent Stock Units	Restricted Stock Units
R. Howard Coker	$ 6,800,045	$ 4,080,012	$ 2,720,032
Paul Joachimczyk[(1)]	0	0	0
Rodger D. Fuller	2,000,049	1,200,040	800,010
John M. Florence, Jr.	1,000,045	600,040	400,005
James A. Harrell, III	800,020	480,016	320,004
Robert R. Dillard[(2)]	0	0	0
Jerry A. Cheatham	500,070	250,041	250,030
Russell K. Grissett[(3)]	0	0	0

(1) Mr. Joachimczyk was hired on June 30, 2025, after the 2025 annual equity grant but was granted equity awards as part of his new hire package. The details of Mr. Joachimczyk's new hire equity awards can be found under "CFO New Hire Awards".

(2) Mr. Dillard was separated from the Company on January 3, 2025, and did not receive an annual equity grant in 2025.

(3) Due to the April 1st divestiture of Sonoco's Thermoforming and Flexible Packaging business Mr. Grissett did not receive an annual equity grant in 2025.

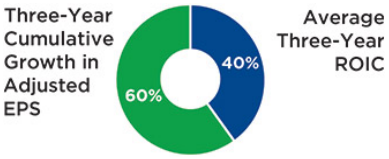
—PCSUs

In February 2025, the Committee approved PCSU grants to Sonoco's executives, including the NEOs, that are based on achievement of cumulative growth in Adjusted earnings per share ("Adjusted EPS") and average return on invested capital ("ROIC") over the three year period from January 1, 2025 to December 31, 2027. The Committee increased the weighting for Adjusted EPS to reflect an increased focus on delivering Shareholder value. Concurrent with this change was a methodology shift in allowable acquisition & divestiture exclusions that were part of the ROIC calculation. Plans prior to 2024 had allowed for any unbudgeted acquisition costs to adjust the ROIC targets for every dollar of capital investment made in acquisitions at an effective rate of 0.15% for every $100 million. The 2024-2026 plan only excludes the impact of any single acquisition or divestiture that has reported trade sales from the previous fiscal year totaling $675 million or more. Beginning with the 2025-2027 plan there will no longer be adjustments to offset the impact of unbudgeted acquisitions and divestitures.

This is to ensure the plan payouts correlate to the effort and results of the business and are consistent with the original intent of the performance goals.

The FASB ASC Topic 718 grant date fair values of PCSUs granted to the NEOs and the number of PCSUs available at threshold, target, and maximum are shown in the "2025 Grants of Plan based Awards" table.

The Committee believes that both elements are critical factors in determining long-term shareholder value. For the 2025 awards, the three-year cumulative growth in Adjusted EPS is weighted 60% and average three-year ROIC is weighted 40%



These goals are as follows:

	Weighting	Threshold Vesting	Target Vesting	Maximum Vesting
Three-Year Cumulative Growth in Adjusted EPS[(1)]	60%	9.5%	14.1%	18.5%
Average Three-Year ROIC[(2)]	40%	9.4%	10.4%	11.4%

The Committee establishes financial performance and operating goals each performance year. These goals are not intended to be a prediction of how the Company will perform during the performance year or in any future period. The Committee establishes these goals solely to help it align pay with performance. The goals are not intended to provide investors or any other party with guidance about Sonoco's future financial performance or operating results. Sonoco strongly cautions you not to take the financial performance metrics or strategic and business accomplishments disclosed below as a form of guidance, because they are not intended to be such. You cannot rely on any of the disclosures contained in the Compensation Discussion and Analysis as a prediction of the Company's future performance.

(1) Adjusted Earnings per Share Growth Rate (Adjusted EPSGR) is the compounded annual growth rate represented by the cumulative Adjusted EPS (as adjusted to exclude certain items) for the three years of the measurement period, relative to Adjusted EPS for the most recently completed year preceding the grant date. Adjusted EPS is a non-GAAP financial measure.

(2) ROIC is Operating Profit after taxes divided by Invested Capital. Invested Capital is defined as the value of Debt + Lease Liability Equipment + Equity and for purposes of the PCSU performance takes an average of the beginning of year and end of year Invested Capital. Required performance levels will be adjusted to reflect capital invested in acquisitions over the three-year period. Consistent with the methodology described above. Performance Calculations will not be adjusted for acquisitions or divestitures.

(3) The 2025-2027 PCSUs also contain a relative TSR modifier (rTSR). Results can be increased or decreased by 20%, based on Sonoco performance against the S&P Composite 1500 Materials index. A negative modifier (-20%) will be applied if Sonoco's performance is less than or equal to the 25th percentile of the Peer Group and a positive modifier (+20%) will be applied if Sonoco's performance is greater than or equal to the 75th percentile of the Peer Group.

—RSUs

In February 2025, the Committee approved time-vested RSU grants to the Company's executive officers, including the NEOs. The RSU awards were weighted at 40% of the NEOs total long-term incentive compensation award. The RSUs vest in equal installments on the first, second, and third anniversaries of the grant. The grant date fair values and the number of RSUs granted to each of the NEOs are included in the "2025 Grants of Plan-Based Awards" table. Target awards were calculated as described under "Long-term Equity Incentives."

These RSU awards for each of the NEOs', combined with their PCSU awards discussed above, equate to approximately 71% of the CEO's and an average of 55% for the other NEOs target total direct compensation, which is consistent with Sonoco's pay for performance objectives.

RESULTS OF 2023-2025 PCSU PERFORMANCE CYCLE

On February 13, 2023, the Committee granted PCSUs to Sonoco's executives, including the NEOs, which represented 60% of each NEO's long term equity award. The target performance for the average three-year ROIC was 10.24%, which reflects application of the original plan provisions related to capital investments made in acquisitions to the initial target level (12.20%). The target performance for the three-year cumulative Adjusted EPS was $18.48. The vesting of these PCSUs was dependent on achieving pre-determined growth levels of average ROIC and cumulative Adjusted EPS growth each weighted 50% for the three-year performance period from January 1, 2023, through December 31, 2025.

The Company's actual performance for ROIC was a three-year average of 9.87% and was above the maximum performance under the applicable award terms. The Company achieved a cumulative Adjusted EPS of $15.11 for the three-year performance period which was below the threshold performance under the applicable award terms. As a result, at the end of 2025, the PCSUs vested at 42.1% of target. No TSR modifier was applicable to the 2023-2025 PCSUs. The PCSUs that have been earned and have vested are shown in the "2025 Option Exercises and Stock Vested" table.

CFO NEW HIRE AWARDS

In connection with hiring Mr. Joachimczyk as the Chief Financial Officer, certain one-time awards were granted or will be granted to secure his employment as well as to offset lost equity from his prior employer. These awards are described below and were previously disclosed in Sonoco's Form 8-K filed on June 17, 2025, and in Mr. Joachimczyk's publicly filed offer letter.

(1) One-time cash sign-on bonus of $1,000,000, subject to reimbursement in the event of Mr. Joachimczyk's voluntary resignation or termination for cause within 24 months of his hire date.

(2) One-time award of RSUs with a target grant date value of $1,000,000 vesting in substantially equal annual installments over a three-year period subject to Mr. Joachimczyk's continued service.

(3) Three special RSU grants, each with a target grant date value of $100,000. The first special RSU grant was granted on Mr. Joachimczyk's start date and the second and third special RSU grants will be granted on first and second anniversaries of Mr. Joachimczyk's start date. All of Mr. Joachimczyk's special RSU grants will vest on the third anniversary of the applicable grant date, subject to Mr. Joachimczyk's continued service.

2025 COMMITTEE ACTIONS IN CONNECTION WITH CFO TRANSITION

Effective January 3, 2025, Mr. Dillard separated from his position as the Chief Financial Officer of the Company and Mr. Cheatham, the Company's Vice President of Global Finance for the Company's Industrial Paper Packaging Segment, was appointed to the role of Interim Chief Financial Officer. Mr. Cheatham performed this role until Mr. Joachimczyk commenced employment as the Chief Financial Officer on June 30, 2025. Mr. Cheathem continued to serve as the Company's principal financial officer through July 28, 2025, the date that the Company filed its Form 10-Q for the fiscal quarter ending on June 29, 2025, at which time Mr. Joachimczyk assumed the role of principal financial officer.

In connection with his separation, Mr. Dillard became eligible to receive the payments applicable under the Severance Plan upon a qualifying termination. See the section entitled "Potential Benefits Payable Upon Certain Separation Events" for more details.

As a result of his expanded role, the Committee approved the following adjustments to Mr. Cheatham's compensation while he was serving as Interim Chief Financial Officer: (i) Mr. Cheatham's annual base salary was increased to $500,000, and (ii) his threshold, target and maximum payouts under the Company's Annual Cash Incentive Plan (expressed as a percentage of annual base salary) were increased to 25%, 50% and 100%, respectively.

As noted above, the Committee approved the following compensation for Mr. Joachimczyk in connection with his hiring (i) an initial annual base salary of $750,000; (ii) an annual bonus target equal to 85% of his base salary, subject to the terms of the Company's Annual Cash Incentive Plan; (iii) a one-time cash sign-on bonus of $1,000,000, subject to reimbursement in the event of his voluntary resignation or termination for cause within 24 months following his hire date; (iv) a one-time award of RSUs with a target grant date value of $1,000,000 granted on his start date under the 2024 Plan, vesting in substantially equal annual installments over a three-year period, subject to his continued service; and (v) three special RSU grants, each with a target grant date value of $100,000, the first of which was granted on his hire date and the second and third of which will be granted on the first and second anniversaries of his hire date, with each such award vesting on the third anniversary of the applicable grant date, subject to his continued service. Consistent with the Company's annual grant cycle in 2026, Mr. Joachimczyk will also be eligible to receive annual awards under the 2024 Plan of RSUs and PCSUs with an anticipated approximate grant date value of $2,000,000.

COMMITTEE ACTION IN CONNECTION WITH THE DIVESTITURE OF THE THERMOFORMED AND FLEXIBLE BUSINESS

Mr. Grissett received a $3,000,000 transaction cash bonus upon the successful divestiture of the Thermoformed and Flexible packaging Business which was finalized on April 1, 2025. This bonus was to ensure retention of Mr. Grissett through the transaction closing date as well as ensuring operational continuity. Mr. Grissett, upon his separation, was not eligible for retirement treatment under the short-term or long-term plan provisions.

Description of Other Executive Compensation and Benefit Elements

SEVERANCE AND CHANGE IN CONTROL

The Company maintains the Sonoco Products Company Change-in-Control Plan (the "CIC Plan") in order to promote management continuity in the event of a proposed change in control of the Company. The Change-in-Control Plan provides for certain payments and benefits in the event of an executive officer's qualifying termination of employment within 24 months following a change in control of the Company.

In addition, the Company maintains the Sonoco Products Company Executive Officer Severance Plan (the "Severance Plan"), which provides for certain payments and benefits in the event of an executive officer's qualifying termination of employment unrelated to a change in control of the Company.

The level of severance and benefits provided pursuant to each plan varies depending on the executive officer's level. The Committee believes these plans are consistent and competitive with overall industry practices. The CIC Plan and the Severance Plan are described in more detail under the "Potential Benefits Payable Upon Certain Separation Events."

DEFERRED COMPENSATION PLAN

The Deferred Compensation Plan for Corporate Officers is a nonqualified deferred compensation plan ("NQDC") provided for executive officers, including NEOs, which the Committee believes is in line with general market practice, and is an important part of an attractive rewards program necessary to recruit and retain qualified executive officers. Under the NQDC, NEOs may voluntarily defer the receipt of a portion of base salary, annual cash incentive awards, RSUs and/or PCSUs. Assets are held in a separate rabbi trust to pay plan benefits, however rabbi trust assets are subject to the claims of creditors of the Company such that participant balances in the plan are not guaranteed in the event of the Company's insolvency or bankruptcy. The plan and accumulated balances are described in more detail under the "2025 Nonqualified Deferred Compensation" table.

EXECUTIVE BENEFIT ELEMENTS

Sonoco has two primary benefits that apply only to executive officers: an executive life insurance benefit and supplemental executive retirement benefits. The Committee has included these two elements in the overall executive officer compensation program to serve as a recruiting and retention vehicle. Attracting and retaining high caliber talent is challenging, and these two benefits are designed to help ensure long-term retention of key senior talent.

—Executive Life Insurance

Sonoco provides most active employees with company-paid life insurance that is currently limited to $300,000. For executive officers, Sonoco provides an alternative executive life insurance benefit. Executive officers receive company-paid term life insurance coverage that is approximately equal to three times their base salary. Company-paid coverage will continue to be provided for executive officers' post-employment for a period of six months. With the exception of Mr. Cheatham all active NEOs are covered under this benefit. The Committee believes that this amount of coverage is in line with industry practice and provides life insurance coverage in line with the earnings level of an executive officer.

—Retirement Benefits

Retirement benefits are an essential component of Sonoco's executive compensation strategy to attract, retain, and reward key executives. For more detailed descriptions of the retirement benefits see "Sonoco Pension Plan", "Defined Benefit Restoration and Defined Benefit Supplemental Executive Retirement Plan", and the "2025 Nonqualified Deferred Compensation Plans."

EXECUTIVE PERQUISITES

In support of Sonoco's pay-for-performance philosophy, executive perquisites are limited. The CEO uses the company aircraft for regular business travel because Sonoco believes his use of the aircraft helps minimize time involved in commercial travel that could otherwise be directed to business and enhances his security during business time. Personal use of the aircraft is also occasionally permitted for executive officers following review on a case-by-case basis and is permitted only under circumstances where there is direct benefit to Sonoco to minimize time spent on personal travel or in the case of family emergencies. The Company does not provide a tax gross-up for the imputed income relating to the personal use of a Company plane.

With the exception of gross-ups that might be paid pursuant to the broad-based employee relocation assistance plan, which covers all eligible salaried employees, Sonoco does not provide income tax gross-ups to the NEOs, and the Committee has adopted a resolution that prohibits such payments. In 2025, Mr. Joachimczyk, as part of his offer letter, was provided benefits under Sonoco's relocation assistance plan.

Executive Compensation Policies

EXECUTIVE OFFICER STOCK OWNERSHIP GUIDELINES

To emphasize the importance of linking executive and shareholder interests, the Board of Directors adopted stock ownership guidelines for executive officers. The target levels of ownership of common stock (or common stock equivalents) are reflected as a multiple of each executive officer's annual base salary as outlined below:

Executive	Ownership Requirement	
Chief Executive Officer	● ● ● ● ●●	**6.0 times** annual base salary
Chief Operating Officer	● ● ● ●	**4.0 times** annual base salary
Chief Financial Officer	● ● ●	**3.0 times** annual base salary
Executive Vice Presidents	● ● ●	**3.0 times** annual base salary
Presidents	● ●	**2.0 times** annual base salary
Senior Vice Presidents	● ●	**2.0 times** annual base salary
Vice Presidents	●	**1.0 times** annual base salary

The calculation for determining compliance with these guidelines includes the full value of common stock held in the Sonoco Retirement and Savings Plan, vested stock equivalents earned through nonqualified deferred compensation plans, vested RSUs, any other beneficially owned shares of common stock and fifty percent (50%) of the value of unvested time vesting RSUs and unvested stock equivalents through nonqualified deferred compensation plans.

Until the executive attains the target ownership level, the executive is required to hold in shares at least one-half of the realized gains (less taxes) from the vesting or exercise of equity awards.

ANTI-HEDGING POLICY

The Board of Directors has adopted an anti-hedging policy for Company stock. Sonoco considers it inappropriate for any director, officer (including all NEOs), or other employee to enter into speculative transactions in Sonoco stock. Such activities may put personal interests and objectives in conflict with the best interests of the Company and its stockholders. Therefore, Sonoco's policy prohibits the purchase or sale by any director, officer or employee of puts, calls, options, warrants, or other derivative securities based on the Company's stock. This prohibition also includes hedging or monetization transactions, such as forward sale contracts, in which the stockholder continues to own the underlying security without all the risks or rewards of ownership. All directors and NEOs were in compliance with the policy as of December 31, 2025.

ANTI-PLEDGING POLICY

The Board of Directors has adopted an anti-pledging policy with respect to Company stock owned by directors and executive officers. The policy provides that directors and executive officers who are subject to target Sonoco common stock ownership guidelines may not pledge any of the shares they are required to own under such guidelines to secure any indebtedness.

As discussed above under "—Executive Officer Stock Ownership Guidelines" and under "Security Ownership of Management—Director Stock Ownership Guidelines," the Board of Directors has established target stock ownership guidelines for directors and executive officers because it believes that the interests of directors and executive officers should be closely aligned with those of shareholders by sharing with other shareholders the risks and rewards of stock ownership. The Board of Directors recognizes that pledging of shares may be perceived as contrary to this goal because of the perception that doing so may allow a pledging shareholder to reduce the risks of stock ownership. Accordingly, the Board of Directors determined that it would be appropriate to adopt a policy prohibiting directors and executive officers from pledging the shares of their Company stock they are required to own under the ownership guidelines. In adopting the policy, however, the Board of Directors recognized that a complete prohibition on pledging Company stock could result in financial hardship for directors and executive officers subject to the policy. The Board of Directors observed that, if directors and executive officers were not permitted to pledge any of the shares owned by them, their only alternative to obtain liquidity from shares owned in excess of the target number would be to sell the shares, and thereby reduce the alignment between their interests and those of other shareholders. Therefore, the Board of Directors determined that it would be appropriate to restrict directors and executive officers from pledging only the portion of their Company stock that is subject to target ownership guidelines in order to afford them greater access to liquidity to meet personal obligations and to encourage continued ownership of Company shares. All directors and NEOs were in compliance with this policy as of December 31, 2025.

INCENTIVE COMPENSATION CLAWBACK POLICY

Sonoco maintains the Sonoco Products Company Executive Compensation Clawback Policy, which is intended to be compliant with SEC rules under the Dodd-Frank Wall Street Reform and Consumer Protect Act. Pursuant to the clawback policy, the Company will seek to recover certain incentive compensation erroneously paid to current and former Section 16 reporting officers (if any) as a result of financial misstatements. The policy applies to compensation received by Sonoco Section 16 reporting officers on or after October 2, 2023.

COMPENSATION COMMITTEE REPORT

The Committee reviewed and discussed the "Compensation Discussion and Analysis" included in this Proxy Statement with management. Based on that review and discussion, the Committee recommended to the Board of Directors that the "Compensation Discussion and Analysis" be included in the Annual Report on Form 10-K for the year ended December 31, 2025, and in this Proxy Statement.

THE COMPENSATION COMMITTEE



Richard G. Kyle (Chair)



Scott A. Clark



Dr. Pamela L. Davies



Robert R. Hill, Jr.



Thomas E. Whiddon

COMPENSATION RISK REVIEW

With the assistance of the Committee's Independent Compensation Consultant, FW Cook, the Committee periodically reviews Sonoco's compensation policies and practices applicable to Sonoco employees and has concluded that they do not create risks that are reasonably likely to have a material adverse effect on the Company. The key features of the executive compensation program that support this conclusion are the following:

- Appropriate pay philosophy, peer group, and market positioning;
- Effective balance between cash and equity compensation and short-term and long-term performance focus;
- Performance objectives with an appropriate level of difficulty that reflects the Board-approved annual budget and long-term strategic planning objectives;
- Multiple performance metrics in the annual and longer-term incentive programs that are intended to create a balanced focus on growth, profitability, and asset efficiency, as well as absolute stock price appreciation;
- The Committee's ability to use its discretion to reduce earned incentive compensation based on a subjective evaluation of the quality of earnings, individual performance, and other factors;
- Meaningful risk mitigators such as substantial stock ownership guidelines and anti-hedging, anti-pledging, and clawback policies, Committee oversight, and use of an independent external consultant; and
- Incentive plans that do not reward individuals for behaviors that can place the Company at risk (for example, incentives based on financial hedging transactions or incentives based on customer transactions that have significant financial risk).

COMPENSATION TABLES

Summary Compensation Table

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Name and Principal Position	**Year**	**Salary ($)**	**Bonus ($)[1]**	**Stock Awards ($)[2]**	**Non Equity Incentive Plan Compensation ($)[3]**	**Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)**	**All Other Compensation ($)[4]**	**Total ($)**
R. Howard Coker President and Chief Executive Officer	2025	$ 1,248,156	0	$ 6,872,022	$ 1,512,728	0	$ 509,172	$ 10,142,078
	2024	1,233,011	0	6,829,915	1,645,511	0	399,365	10,107,802
	2023	1,192,388	0	6,876,983	0	0	469,222	8,538,593
Paul Joachimczyk[5] Chief Financial Officer	2025	377,976	$ 1,000,000	1,100,044	311,505	0	218,253	3,007,778
Rodger D. Fuller Chief Operating Officer	2025	796,329	0	2,037,560	675,589	0	264,040	3,773,519
	2024	775,359	0	2,018,812	724,327	0	205,997	3,724,494
	2023	749,814	0	2,041,641	0	0	242,089	3,033,544
John M. Florence, Jr. General Counsel, Secretary, & Vice President / General Manager–Paper Packaging, North America	2025	622,602	0	1,025,286	452,745	0	183,995	2,284,628
	2024	577,346	0	1,014,021	431,477	0	130,151	2,152,996
	2023	558,330	0	1,027,632	0	0	151,136	1,737,098
James A. Harrell, III President, Global Industrial Paper Packaging Division	2025	641,120	0	828,165	466,211	0	198,770	2,134,265
	2024	624,243	0	790,171	499,849	0	147,699	2,061,962
	2023	603,682	0	804,175	0	0	169,715	1,577,572
Robert R. Dillard Former Chief Financial Officer	2025	7,805	0	0	6,432	0	5,516	19,754
	2024	709,358	0	2,016,447	643,737	0	149,097	3,518,639
	2023	654,959	0	1,529,341	0	0	180,812	2,365,113
Jerry A. Cheatham[5] Former Interim Chief Financial Officer	2025	506,701	0	500,070	245,643	0	53,014	1,305,428
Russell K. Grissett[5] Former President Global Flexibles	2025	134,064	3,000,000	23,602	0	0	53,428	3,211,094

(1) Amounts in this column represent a sign-on cash bonus for Mr. Joachimczyk and a transaction cash bonus for Mr. Grissett for the successful divestiture of the Thermoformed and Flexible Packaging business.

(2) Awards were made in the form of RSUs and PCSUs. The amounts shown are the aggregate grant date fair values of the award(s) computed in accordance with FASB ASC Topic 718. The value of each individual PCSU award is determined based on the probable outcome of the performance conditions determined as of the grant date. Assumptions made in valuation of these awards are set forth in Note 12 to Sonoco financial statements for the year ended December 31, 2025, which are included in Sonoco's 2025 Annual Report on Form 10-K, filed with the SEC on February 26, 2026. The value of the PCSUs at the grant date, assuming that the highest level of performance conditions are achieved at 200% plus the relative TSR modifier of 20% is: $8,976,027 for Mr. Coker, $2,640,087 for Mr. Fuller, $1,320,089 for Mr. Florence, $1,056,035 for Mr. Harrell, and $550,090 for Mr. Cheatham. Messrs. Joachimczyk, Dillard, and Grissett did not receive annual RSUs or PCSUs in 2025. Pursuant to Mr. Joachimczyk's offer letter he was granted a RSUs with a grant date fair value of $1,100,044 on his date of hire, June 30, 2025. The equity awards granted in 2025 do not accumulate dividend equivalents unless vested, and are not subject to accelerated vesting, except as described in the footnotes to the table "Potential Benefits Payable Upon Certain Separation Events".

The DC SERP as described under "Nonqualified Deferred Compensation Plans" applies to the CEO and all NEOs. 75% of the contribution each year is invested in a fixed interest account based on 120% of the IRS applicable long-term rate. These amounts are reflected in column (i) and described under footnote (4). 25% of the contribution is in the form of deferred RSUs. The deferred RSUs based on salary and incentive compensation for Messrs. Coker, Fuller, Florence, Harrell, and Grissett in 2024 and granted in 2025 had a grant date fair value of $71,978, $37,492, $25,221, $28,102, 23,599 respectively, and are reflected in column (e). The deferred RSUs based on salary and incentive compensation

earned in 2025 and granted in 2026 are expected to have a grant date fair value of $70,209, $17,481, $37,328, $26,461, and $28,049 for Messrs. Coker, Joachimczyk, Fuller, Florence, and Harrell, respectively, and will be reflected in the Summary Compensation Table for 2026.

(3) The amounts indicated are payouts of awards pursuant to our performance-based annual cash incentive as discussed in the "Compensation Discussion and Analysis." The amounts shown were paid to the NEOs in March of the year following the year in which they were earned.

(4) All other compensation for 2025 consisted of the following components for each NEO:

	(a)	(b)	(c)	(d)	(e)	(f)	(g)
Name	**Perquisites**	**Executive Life Insurance**	**Relocation Costs**	**Tax Gross-up**	**Company Contributions and Accruals to Defined Contribution Plans**	**Company Contributions to the Defined Contribution SERP**	**All other Compensation Total**
R. Howard Coker	0	$ 19,783	0	0	$ 282,323	$ 207,066	$ 509,172
Paul Joachimczyk	0	6,595	$ 73,739	$ 57,458	28,750	51,711	218,253
Rodger D. Fuller	0	8,625	0	0	145,022	110,394	264,040
John M. Florence, Jr.	0	4,980	0	0	98,364	80,651	183,995
James A. Harrell, III	0	8,667	0	0	107,053	83,050	198,770
Robert R. Dillard	0	5,516	0	0	0	0	5,516
Jerry A. Cheatham	0	0	0	0	53,014	0	53,014
Russell K. Grissett	0	5,091	0	0	48,337	0	53,428

(a) The perquisites represent the computed aggregate incremental cost to the Company for the personal use of the corporate aircraft. The aggregate incremental cost to Sonoco for corporate aircraft usage was $3,453.60 per hour in 2025, based on the cost of fuel, maintenance, parts, hourly rental rate for engines under a maintenance service plan, and landing and crew expenses. The Company does not provide a tax gross-up for the imputed income relating to the personal use of the Company plane.

(b) Comprised of premiums paid for executive life insurance benefits. Sonoco does not provide tax gross ups on these company paid premiums.

(c) Mr. Joachimczyk received certain relocation benefits pursuant to the Company's relocation assistance plan, as part of his new hire offer package. The amount disclosed represents the aggregate incremental cost to the Company of those benefits.

(d) Comprised of tax gross-up related to Mr. Joachimczyk's relocation benefits.

(e) Comprised of Company contributions to the tax-qualified Sonoco Retirement and Savings Plan, and the related non-qualified defined contribution restoration benefit ("DC Restoration benefit"), which is intended to keep employees whole with respect to Company contributions that were limited by applicable tax laws. Company contributions include a Company match and an annual retirement contribution. Refer to the table in the "Nonqualified Deferred Compensation" section for information on NEO participation in defined contribution plans.

(f) The DC SERP as described under "Nonqualified Deferred Compensation Plans—DC SERP" applies to all NEOs. 75% percent of the annual contribution will be invested in a fixed interest account based on 120% of the IRS applicable long-term rate and represents the amounts shown in column (d) to this footnote 3. 25% of the contribution was issued in deferred RSUs and is further described under footnote 1 and, with respect to deferred RSUs granted in 2025, are disclosed in column (e) of the Summary Compensation Table.

(5) Messrs. Joachimczyk, Cheatham and Grissett first became NEOs in 2025, and therefore compensation for prior years is not reported.

2025 Grants of Plan-based Awards

(a)	(b1)	(b2)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
			Estimated Possible Payouts Under Non-Equity Incentive Awards[1]			Estimated Possible Payouts Under Equity Incentive Plan Awards[2]			All Other Stock Awards: Number of Shares of Stock or Units (#)	Grant Date Fair Value of Stock and Option Awards ($)[5]
Name	Grant Date	Committee Action	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)		
R. Howard Coker										
Annual Cash Incentive	NA	02-12-2025	$ 780,098	$ 1,560,195	$ 3,120,390					
PCSUs	02-21-2025	02-12-2025				49,817	99,634	199,268		4,080,012
RSUs[3]	02-21-2025	02-12-2025							63,478	2,720,032
RSUs—DC SERP[4]	02-21-2025	02-12-2025							1,537	71,978
Paul Joachimczyk										
Annual Cash Incentive	NA	06-30-2025	160,640	321,280	642,560					
RSUs[5]	06-30-2025	06-30-2025							25,298	1,000,030
RSUs[5]	06-30-2025	06-30-2025							2,296	100,014
Rodger D. Fuller										
Annual Cash Incentive	NA	02-12-2025	348,394	696,788	1,393,576					
PCSUs	02-21-2025	02-12-2025				14,653	29,305	58,610		1,200,040
RSUs[3]	02-21-2025	02-12-2025							18,670	800,010
RSUs—DC SERP[4]	02-21-2025	02-12-2025							801	37,511
John M. Florence, Jr.										
Annual Cash Incentive	NA	02-12-2025	233,476	466,952	933,903					
PCSUs	02-21-2025	02-12-2025				7,327	14,653	29,306		600,040
RSUs[3]	02-21-2025	02-12-2025							9,335	400,005
RSUs—DC SERP[4]	02-21-2025	02-12-2025							539	25,241
James A. Harrell, III										
Annual Cash Incentive	NA	02-12-2025	240,420	480,840	961,680					
PCSUs	02-21-2025	02-12-2025				5,861	11,722	23,444		480,016
RSUs[3]	02-21-2025	02-12-2025							7,468	320,004
RSUs—DC SERP[4]	02-21-2025	02-12-2025							601	28,145
Robert R. Dillard										
Annual Cash Incentive	NA	02-12-2025	3,317	6,634	13,269					
Jerry A. Cheatham										
Annual Cash Incentive	NA	02-12-2025	126,675	253,351	506,701					
PCSUs	02-21-2025	02-12-2025				3,053	6,106	12,212		250,041
RSUs[3]	02-21-2025	02-12-2025							5,835	250,030
Russell K. Grissett										
Annual Cash Incentive	NA	02-12-2025	50,274	100,548	201,096					
RSUs—DC SERP[4]	02-21-2025	02-12-2025							504	23,602

(1) The amounts in columns (c), (d) and (e) represent the threshold, target and maximum awards established for the performance-based annual cash incentive awarded in 2025, as discussed in the "Compensation Discussion and Analysis" and the actual performance payout is reflected in column (f) of the Summary Compensation Table.

(2) The amounts in columns (f), (g) and (h) represent the threshold, target and maximum awards established for PCSUs awarded in 2025 under the 2025 Plan which may be earned over a three-year performance period through December 31, 2027. Information about determining the number of shares underlying the PCSUs, the performance-based conditions, and vesting of these awards is provided in the "Compensation Discussion and Analysis" section.

(3) These amounts represent the RSUs awarded in 2025 under the 2024 Plan that vest in equal installments on the first, second, and third anniversaries of the grant date.

(4) As described in footnote 1 of the "Summary Compensation Table", these amounts represent the portion of the DC SERP benefit granted in the form of deferred RSUs, which are fully vested at grant and are settled following a qualifying retirement in accordance with applicable plan provisions.

(5) The grant date values are computed in accordance with FASB ASC Topic 718. Assumptions made in valuation of these awards are set forth in Note 12 to Sonoco financial statements for the year ended December 31, 2025, which are included in the 2025 Annual Report on Form 10-K, filed with the SEC on February 26, 2026. The value for the PCSUs at the grant date, assuming the maximum level of performance plus a relative TSR modifier of +20% was achieved at the end of the 2025-2027 three-year performance cycle, is: $8,976,027 for Mr. Coker, $2,640,087 for Mr. Fuller, $1,320,089 for Mr. Florence, $1,056,035 for Mr. Harrell, and $500,081 for Mr. Cheatham.

(6) Represents RSUs awarded in 2025 under the 2024 Plan to Mr. Joachimczyk in connection with his appointment as Chief Financial Officer on June 30, 2025 that vest in equal installments on the first, second, and third anniversaries of his start date and are subject to his continued service.

(7) Represents RSUs awarded in 2025 under the 2024 Plan to Mr. Joachimczyk in connection with his appointment as Chief Financial Officer on June 30, 2025 that vest on the third anniversary of the grant date subject to his continued service.

Outstanding Equity Awards at 2025 Fiscal Year-end

(a)		(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
		Option or SSAR Awards					Stock Awards			
Name	Grant Date	Number of Securities Underlying Unexercised Options (#) Exercisable[1]	Number of Securities Underlying Unexercised Options (#) Unexercisable[1]	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)[1]	Market Value of Shares or Units of Stock That Have Not Vested ($)[2]	Equity Incentive Plan Awards: Number of Unearned Shares, Units, or Other Rights That Have Not Vested (#)[3]	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units, or Other Rights That Have Not Vested ($)[2]
R. Howard Coker	02-21-2025								99,634	$ 4,348,028
	02-21-2025						63,478	$ 2,770,180		
	02-20-2024								80,729	3,523,014
	02-20-2024						34,773	1,517,494		
	02-13-2023						16,274	710,197		
	02-13-2019	30,121		0	$ 60.77	02-13-2029				
	02-14-2018	28,054		0	50.83	02-14-2028				
	02-08-2017	22,110		0	54.46	02-08-2027				
Paul Joachimczyk	06-30-2025[4]						25,298	1,104,005		
	06-30-2025[5]						2,352	102,633		
Rodger D. Fuller	02-21-2025								29,305	1,278,870
	02-21-2025						18,670	814,759		
	02-20-2024								23,744	1,036,188
	02-20-2024						10,228	446,350		
	02-13-2023						4,787	208,905		
	02-13-2019	30,121		0	60.77	02-13-2029				
	02-14-2018	28,054		0	50.83	02-14-2028				
	02-08-2017	22,110		0	54.46	02-08-2027				
John M. Florence, Jr.	02-21-2025								14,653	639,457
	02-21-2025						9,335	407,379		
	02-20-2024								11,872	518,094
	02-20-2024						5,115	223,219		
	02-13-2023						2,394	104,474		
	02-13-2019	12,049		0	60.77	02-13-2029				
	02-08-2017	6,859		0	54.46	02-08-2027				
James A. Harrell, III	02-21-2025								11,722	511,548
	02-21-2025						7,468	325,904		
	02-20-2024								9,201	401,532
	02-20-2024						3,964	172,989		
	02-13-2023						1,855	80,952		
	02-13-2019	7,531		0	60.77	02-13-2029				
	02-08-2017	7,885		0	54.46	02-14-2028				
	02-10-2016	112		0	40.41	02-08-2027				
Jerry A. Cheatham	02-21-2025								6,106	266,466
	02-21-2025						5,835	254,639		
	02-21-2025								990	43,204
	02-20-2024						640	27,930		
	02-20-2024						180	7,855		
	02-13-2023	543		0	60.77	02-13-2029				
	02-13-2019	320		0	54.46	02-08-2027				
Russell K. Grissett[6]	02-08-2017	6,025		0	60.77	02-13-2029				
	02-13-2019	5,726		0	50.83	02-14-2028				

(1) Represents SSARs and RSUs

All outstanding SSARs were subject to a three-year vesting schedule and are fully and exercisable as of December 31, 2025.

RSUs are eligible to vest in equal installments on the first, second, and third anniversaries of the grant date (except as otherwise noted in footnotes 4 through 5):

(2) Values of RSUs shown in column (h) and PCSUs shown in column (j) are based on the December 31, 2025 closing price of $43.64.

(3) *PCSUs granted February 21, 2025 are represented as the number of target PCSUs that are eligible to vest on December 31, 2027, if performance criteria are met. The actual number of PCSUs that vest have the potential to vary based on final performance results and can range between 0% to 220% of target when taking into account the potential effect of the relative TSR modifier. Threshold performance is required to achieve any payout.*

PCSUs granted February 20, 2024 are represented as the number of maximum PCSUs that are eligible to vest on December 31, 2026, if performance criteria are met. The actual number of PCSUs that vest have the potential to vary based on final performance results and can range between 0% to 220% of target when taking into account the potential effect of the relative TSR modifier. Threshold performance is required to achieve any payout.

(4) *Represents RSUs awarded to Mr. Joachimczyk in connection with his appointment as Chief Financial Officer on June 30, 2025 that are eligible to vest in equal installments on the first, second, and third anniversaries of his start date.*

(5) *Represents RSUs awarded to Mr. Joachimczyk in connection with his appointment as Chief Financial Officer, on June 30, 2025 that are eligible to vest on the third anniversary of the grant date.*

(6) *Mr. Grissett retains his fully vested unexercised SSARs and will have the ability to exercise them until their expiration dates. Mr. Grissett's unvested PCSUs and RSUs were forfeited upon his separation from the Company effective April 1, 2025 due to the divestiture of Sonoco's Thermoforming and Flexible Packaging business.*

(7) *Mr. Dillard held no outstanding awards as of December 31, 2025.*

2025 Option Exercises and Stock Vested

The following table provides information about SSARs exercised by NEOs in 2025 and about RSUs and PCSUs that vested in 2025.

(a)	(b)	(c)	(d)	(e)	(d)	(e)
	SSARs		RSUs		PCSUs	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)	Number of Shares Acquired on Vesting[1] (#)	Value Realized on Vesting[2] ($)	Number of Shares Acquired on Vesting[3] (#)	Value Realized on Vesting[2] ($)
R. Howard Coker	17,656	$5,120	90,023	$4,228,455	31,196	$1,361,393
Paul Joachimczyk			0	0	0	0
Rodger D. Fuller			14,371	676,856	9,176	400,441
John M. Florence, Jr.			7,376	347,368	4,588	200,220
James A. Harrell, III			5,652	266,188	3,556	155,184
Robert R. Dillard			6,603	310,503	6,882	300,330
Jerry A. Cheatham			680	31,916	230	10,037
Russell K. Grissett			2,502	117,522		

(1) *The amounts reflect the number of RSUs that vested during the fiscal year. Messrs. Coker and Florence deferred 41,517 shares and 7,376 shares respectively; these shares are deferred pursuant to the Company's deferral policy. Settlement of these shares will occur no earlier than six months following separation from service.*

(2) *The value is based on the closing stock price on the date of vesting, or if such date was not a trading day, the immediately preceding trading date.*

(3) *The amounts reflect the number of PCSUs that vested for the 2023-2025 long-term incentive performance period that ended on December 31, 2025. Performance criteria for the 2023-2025 performance cycle vested at 42.1% of target PCSUs. Mr. Florence elected to defer 4,588 shares with settlement of this award, to no earlier than six months following separation from service.*

Retirement Benefits

2025 DEFINED RETIREMENT BENEFITS

(a)	(b)	(c)	(d)	(e)
Name	Plan Name[1]	Number of Years Credited Service[3] (#)	Present Value of Accumulated Benefit[4] ($)	Payments During Last Fiscal Year ($)
R. Howard Coker	DB Restoration	32.50	$ 3,366,857	0
			3,366,857	**0**
Paul Joachimcczyk[2]				0
Rodger D. Fuller	DB Restoration	32.50	3,721,096	0
	DBSERP	33.58	910,235	0
			4,631,331	**0**
John M. Florence, Jr.[2]				0
James A. Harrell, III	DB Restoration	32.50	2,634,602	0
			2,634,602	**0**
Robert R. Dillard[2]				0
Jerry A. Cheatham	DB Restoration	29.00	154,267	0
			154,267	**0**
Russell K. Grissett	DB Restoration	24.00	346,188	0
			346,188	**0**

(1) All of these plans have been amended so that no additional benefits accrue after December 31, 2018. Future accruals towards retirement transitioned to defined contribution plans effective January 1, 2019 as described under "Defined Benefit Restoration and Defined Benefit Supplemental Executive Retirement Plan".

(2) Messrs. Joachimczyk, Florence, and Dillard do not participate in the DB Restoration benefit because they were hired after participation in these plans was frozen. Instead, they participate in the broad-based defined contribution plan, the Sonoco Retirement and Savings Plan, for employees hired on or after January 1, 2004. In addition, they participate in the DC Restoration and the DC SERP. These plans are described under "Nonqualified Deferred Compensation Plans".

(3) Years of credited service under the DB Restoration began on January 1 or July 1 coincident with or following one year of service. Years of credited service under the DB SERP began on the date of hire. We do not provide extra years of credited service under the plans.

(4) The value of accumulated benefits under the DB SERP and DB Restoration plans reflected in this column are calculated using an actuarial valuation that evaluates key assumptions of the plan which can have a significant effect on the calculated amounts. Calculations are based on an effective discount rate of 5.12% for the Nonqualified Plan and the Pri-2012 White Collar version of the Employee and Healthy Annuitant tables projected with Scale MP-2021 on a generational basis (post-retirement only) as of December 31, 2025. As of December 31, 2025, the effective discount rate was 5.34% for the Nonqualified Plan and mortality was based on the Pri-2012 White Collar version of the Employee and Healthy Annuitant tables projected with Scale MP-2021 on a generational basis (post-retirement only). The interest assumption for the SERP 3-year installments is based on the November 2024 IRS three-segment yield curve as of December 31, 2025 and the November 2024 IRS three segment yield curve as of December 31, 2025.

DEFINED BENEFIT RESTORATION AND DEFINED BENEFIT SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN

The Sonoco Pension Plan (the "Pension Plan"), in which certain executive officers historically participated, was terminated with all remaining liabilities settled through the purchase of annuities in June 2021. The Company continues to maintain the Omnibus Benefit Restoration Plan, which is a non-qualified deferred compensation plan. The Omnibus Benefit Restoration Plan provides (i) a defined benefit restoration benefit (the "DB Restoration") and (ii) a defined benefit supplemental executive retirement benefit (the "DB SERP"). The DB Restoration and DB SERP components were amended in 2009 to freeze benefit accruals effective December 31, 2018.

DEFINED BENEFIT RESTORATION

The DB Restoration is provided to Sonoco employees hired before 2004 (including Messrs. Coker, Fuller, and Harrell) and was initially intended to compensate employees for benefits that were unavailable under the Sonoco Pension Plan because of pay and benefit limitations set by the Internal Revenue Code ("IRC"). Messrs. Coker, Fuller, and Harrell are vested in the DB Restoration benefit. The DB Restoration provides participants with a life annuity annual benefit at normal retirement equal to the sum of;

a) $42 multiplied by years of benefit service (up to 30);

b) plus 1.67% of five-year final average earnings multiplied by years of benefit service (up to 30); reduced by

c) 1.67% of the Social Security Primary Insurance Amount multiplied by years of benefit service (up to 30); plus

d) 0.25% of five-year final average earnings multiplied by years of benefit service in excess of 30 years.

Final average earnings are the average of the five highest calendar years (which do not have to be consecutive) of compensation. For this purpose, the NEOs' earnings reflect salary and annual incentives that are paid in the same year subject to the annual limit imposed by the IRC through December 31, 2018.

Benefit service began at the date of commencement of participation, which was the January 1 or July 1 coincident with or following one year of service.

Participants become fully vested in their retirement benefit upon the earlier of completion of five years of service or attainment of age 55. The benefit is payable on an unreduced basis at age 65. Employees may choose to commence their benefits at age 55 with subsidized early retirement reductions of 3.6% per year from age 65.

If the participant is disabled prior to retirement, the participant's benefit is determined as if he or she terminated employment on the date of disability. Upon death prior to retirement, if the participant is fully vested and survived by his or her spouse, the spouse will receive a pre-retirement survivor annuity. The preretirement survivor annuity is equal to 50% of the accrued benefit in the DB Restoration, adjusted for the 50% joint and survivor form of payment and reduced for early commencement, and is payable at the later of the participant's death or the participant's earliest retirement age.

The DB Restoration offers several optional forms of payment including joint and survivor annuities, period certain annuities and level-income annuities. The benefit paid under any of these options is actuarially equivalent to the life annuity benefit produced by the formula described above.

DEFINED BENEFIT SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN

Future benefits that would have accrued under the DB Restoration benefit were transitioned to the DB SERP. The DB SERP was provided only to designated officers elected before January 1, 2008. As the only current NEO who participated in the DB SERP, Mr. Fuller's accrual under the DB SERP is frozen and he began participating in the DC SERP (defined below) effective January 1, 2019. The DC SERP is discussed under "Nonqualified Deferred Compensation Plans—DC SERP". With 15 years of service and retirement at age 65, the DB SERP provides an annual payment equal to 60% replacement of final average earnings offset by the Pension Plan benefit, the DB Restoration benefit and full Social Security benefits. Officers elected before January 1, 2006, became fully vested in their DB SERP benefit upon the completion of five years vesting service in the DB SERP. Officers elected after January 1, 2006, became fully vested in their DB SERP benefit upon completion of five years vesting service in the DB SERP and attainment of age 55.

The annual DB SERP benefit payable to a participant who separates from service and retires at age 65 is calculated by multiplying 4.0% of three-year final average cash earnings, with the product further multiplied by years of benefit service to a maximum of 15 years. Benefit service under the DB SERP began at the date of hire. If a participant retires prior to age 65, the retirement benefit is reduced by a fraction, the numerator of which is the participant's total benefit service to the participant's date of separation and the denominator of which is the participant's benefit service projected to age 65. The retirement benefit is further offset by the participant's Pension Plan benefit, the DB Restoration benefit and full Social Security benefits. If a participant retires prior to age 62, the benefit is further reduced by subsidized early retirement reductions of 3% per year from age 62. (In this case, however, the Social Security benefit offset would not begin until the participant attains age 62).

Final average cash earnings for the DB SERP benefit are the average of the three highest calendar years (which do not have to be consecutive) of compensation in the last seven years before retirement up through 2018. For this purpose, the NEOs' earnings include salary and the annual incentive earned with respect to each such calendar year.

The DB SERP benefit is calculated as a 75% joint and survivor annuity for a participant who has been married for at least one year, and a 10-year certain and life annuity for all other participants.

Mr. Fuller is vested and eligible to retire under the DB SERP and has elected to receive the actuarially equivalent value of the DB SERP benefit in three equal installments after retirement in lieu of the monthly 75% joint and survivor annuity or the 10-year certain and life annuity. In the event of termination of employment on December 31, 2025, for reasons other than death, Mr. Fuller would have received the DB SERP benefit in three equal installment payments of $371,280 In the event of his death, his spouse would receive three equal installment payments of $528,521.

In the event of disability, the disability benefit payable is equal to the early retirement DB SERP benefit, the combined family Social Security benefits, the DB Restoration benefit and Pension Plan benefit. If the early retirement DB SERP benefit (prior to the conversion to the actuarially equivalent value of the DB SERP benefit noted above), when added to the officer's combined family Social Security benefits and Pension Plan benefit, is less than 60% of current base salary, the difference will be payable from the Long-Term Disability Plan. When the benefit from the Long-Term Disability Plan ends, any unpaid DB SERP installments, and DB Restoration and the Pension Plan benefits would continue.

2025 Nonqualified Deferred Compensation

(a)	(b)	(c)	(d)	(e)	(f)
Name	Executive Contributions in 2025[1][2] ($)	Registrant Contributions in 2025[2] ($)	Aggregate Earnings in 2025[2][3] ($)	Aggregate Withdrawals/ Distributions in 2025 ($)	Aggregate Balance at End of 2025[2][4] ($)
R. Howard Coker					
DC Restoration	0	$ 261,323	$ 234,640	0	$ 1,790,963
NQDC—Deferred PCSUs/RSUs	0	0	(245,232)	0	2,570,575
DCSERP (Deferred Cash)	0	207,066	65,650	0	1,911,605
DCSERP (Deferred Stock)	0	71,963	35,785	0	534,079
Paul Joachimczyk					
DC Restoration	0	11,679	313	0	11,991
NQDC—Deferred PCSUs/RSUs	100,703	0	1,930	0	102,633
DCSERP (Deferred Cash)	0	51,711	0	0	51,711
DCSERP (Deferred Stock)	0	0	0	0	0
Rodger D. Fuller					
DC Restoration	0	124,022	169,356	0	1,469,840
NQDC—Deferred PCSUs/RSUs	0	0	0	0	0
DCSERP (Deferred Cash)	0	110,394	23,783	0	700,778
DCSERP (Deferred Stock)	0	37,492	27,131	0	154,913
John M. Florence, Jr.					
DC Restoration	0	77,364	90,102	0	573,038
NQDC—Deferred PCSUs/RSUs	547,589	0	(217,819)	0	3,305,272
DCSERP (Deferred Cash)	0	80,651	19,655	0	568,902
DCSERP (Deferred Stock)	0	25,221	17,318	0	131,295
James A. Harrell, III					
DC Restoration	0	80,655	102,344	0	800,706
Deferred PCSUs/RSUs	0	0	(46,200)	0	673,121
DCSERP (Deferred Cash)	0	83,050	39,670	0	1,068,241
DCSERP (Deferred Stock)	0	28,102	6,345	0	319,611
Robert R. Dillard					
DC Restoration	0	0	44,245	112,794	250,537
NQDC—Deferred PCSUs/RSUs	0	0	(312,366)	0	0
DCSERP (Deferred Cash)	0	0	0	0	0
DCSERP (Deferred Stock)	0	0	(61,527)	0	0
Russell K. Grissett					
DC Restoration	0	27,337	16,896	150,450	186,687
NQDC—Deferred PCSUs/RSUs	0	0	(226,296)	0	42,292
DCSERP (Deferred Cash)	0	0	0	0	0
DCSERP (Deferred Stock)	0	23,599	(31,489)	0	0

(1) Includes aggregate amount of deferred cash and equity compensation contributed by the NEOs in 2025. The value of the equity deferral is based on the number of deferred RSUs and PCSUs multiplied by the closing price of Sonoco stock on the date of deferral. Mr. Florence elected to defer settlement of his 2022 RSU grant, the amount of which is equal to $118,968, his 2023 RSU grant, the amount of which is equal to $111,969, his 2024 RSU grant, the amount of which is equal to $116,432, and his 2023 PCSU grant, the amount of which is equal to $200,220, in each case until six months following his separation from service. These deferred RSUs are credited with dividend equivalents which are not paid out until settlement of the RSUs.

(2) The following table shows contributions, earnings and the aggregate balance at the end of 2025 that are reported in the "Summary Compensation Table" or were reported in the Summary Compensation Table in previous years

Name	Amounts in column (b) above reported in the 2025 Summary Compensation Table	Amounts in column (c) above reported in the 2025 Summary Compensation Table	Amounts in column (d) above reported in the 2025 Summary Compensation Table	Amounts in column (f) above previously reported as compensation in the Summary Compensation Table for previous years	Amounts in column (f) above payable in Company Stock rather than cash
R. Howard Coker	0	$ 540,352	0	$ 4,640,149	$ 3,104,654
Paul Joachimczyk	$ 100,703	63,390	0	0	102,633
Rodger D. Fuller	0	271,908	0	1,255,870	154,913
John M. Florence, Jr.	547,589	183,236	0	3,018,903	3,436,567
James A. Harrell, III	0	191,808	0	866,794	992,731
Robert R. Dillard	0	0	0	623,145	0

(3) Amounts reflect accrued interest on deferred compensation in interest bearing accounts and earnings growth, including dividend credits for deferred compensation in stock equivalent accounts. Any deferred compensation in stock equivalent accounts is based on the price of $43.64 on December 31, 2025. Values also reflect any required Social Security taxes on shares that vested in 2025. Additional detail is provided later in this section under "Nonqualified Deferred Compensation Plans".

(4) For all of the NEOs, the portion of the vested amounts shown in column (f) above that relates to the DC Restoration benefit and the DC SERP is payable in three installments following the participant's separation from service. The initial installment is paid six months following separation from service and the second and third installments are paid in January of the following years. The remaining amounts in column (f) are payable according to each NEO's elected payment schedule, which can range from one to five annual installments subject to the provisions of IRC Section 409A had separation from service occurred on December 31, 2025.

(5) Mr. Cheatham was not eligible for the Nonqualified Deferred Compensation programs.

Nonqualified Deferred Compensation Plans

DEFERRED COMPENSATION PLAN FOR CORPORATE OFFICERS

Each participant in the 1991 Deferred Compensation Plan for Corporate Officers ("NQDC") is eligible to make an irrevocable deferral election on an annual basis. The minimum deferral is $5,000 and the maximum annual deferral is 50% of cash compensation (salary and/or annual incentive) earned during the year for which the deferral election is made. Deferrals are made monthly from salary and annually from incentive payments. The participants may elect to invest the deferred compensation in the Interest Account or the Stock Equivalent Account. Deferrals initially made into one account may not be subsequently changed to the other account. The Interest Account accumulates interest each year at a rate equal to the Intercontinental Exchange ten-year high quality bond index listed on the preceding December 15. For 2025, the interest rate was 5.629%. Deferrals into the Stock Equivalent Account are converted into phantom stock equivalents as if Sonoco shares were actually purchased. Dividend credits are also credited to the Stock Equivalent Account as if shares were actually purchased. Payments from the NQDC are made annually after separation from service. For amounts deferred prior to January 1, 2022, participants could select payment schedules for periods of one, three or five years. Beginning January 1, 2022, the payment schedule was changed to between two to ten years. Under IRC Section 409A, payments are subject to a minimum six-month delay after separation from service with the Company.

Executive officers who participate in the PCSU and RSU portions of the Company's Long-Term Incentive Plan as described in the Long-Term Incentive section of the "Compensation Discussion and Analysis", may make an irrevocable election under the NQDC to defer settlement of any such awards that vest until after their separation from service with the Company and certain RSUs granted in connection with election as an executive officer or other promotion events require such deferred settlement unless otherwise approved by the Committee. Deferred settlement may only occur at least six months after separation from service with the Company. At the time of deferral, prior to January 2022, officers could elect a payment schedule of one, two or three annual installments. Beginning January 1, 2022, the payment schedule was changed to between two to ten years. PCSUs and RSUs accrue dividend equivalents only after vesting, except that certain RSUs granted in connection with election as an executive officer or other promotion events generally do accrue dividend equivalents during the vesting period and prior to settlement, which are paid only after the shares are issued.

DC RESTORATION BENEFIT

In addition to an executive officer's ability to elect deferral of salary, cash incentive, and equity awards under the NQDC, there is a nonqualified component of the Sonoco Retirement and Savings Plan, a tax-qualified defined contribution plan, that is considered deferred compensation ("DC Restoration Benefit"). The purpose of the DC Restoration Benefit is to compensate for benefits made unavailable under the Sonoco Retirement and Savings Plan because of pay and benefit limitations set by the IRC. Effective January 1, 2022, there are two types of Company contribution under the Sonoco Retirement and Savings Plan: 1) company match and 2) an annual nonelective retirement contribution. All NEOs participate in the DC Restoration Benefit. Generally, the terms and conditions of the DC Restoration Benefit (subject to the requirements of IRC Section 409A) are consistent with the provisions, terms and conditions of the Sonoco Retirement and Savings Plan as described below:

- Company Match—All NEOs are eligible to participate in the plan and receive a Company match contribution on compensation that would otherwise be limited by the IRC. All NEOs are fully vested in their Company match. Effective January 1, 2022, the company matching formula increased to 100% up to 6% of employee contributions.
- The annual nonelective retirement contribution beginning January 1, 2022, is 4% of the employee's cash earnings in excess of the Social Security wage base ($176,100 in 2025). The DC Restoration benefit allows for the restoration of the portion of the former Sonoco Retirement Contribution (i.e. "SRC"—paid through December 31, 2021) that was earned on eligible pay in excess of the annual Social Security wage base since the SRC was discontinued in favor of an enhanced matching contribution.
- The Restoration matching benefit formula is applied to compensation that is limited by the IRC ($350,000 in 2025) under the qualified plan and the annual nonelective retirement contribution benefit as described above is applied to eligible earnings in excess of the annual Social Security wage base ($176,100 in 2025). 100% of these benefits are invested at the employee's discretion in any of several available indexed funds. Participants are immediately vested in these benefits when contributed by the Company.

At separation from service or retirement, the participant may elect to receive benefits from the qualified Sonoco Retirement and Savings Plan under several different forms of payment as allowed by the IRC. The DC Restoration Benefit is payable in three cash installments, with the initial installment paid six months following separation from service and the second and third installments paid in January of each of the following years. The DC Restoration Benefits that are due upon death are payable to the participant's surviving spouse or beneficiary in three cash installments, with the initial installment paid as soon as practicable following the participant's death, and the second and third installments paid in January of each of the following years.

DC SERP

All NEOs, except Mr. Cheatham, participated in the DC SERP in 2025. The annual DC SERP contribution is equal to 10% of the prior year's salary and earned incentive. 75% of the annual DC SERP contribution is invested in a fixed interest account based on 120% of the IRS applicable long-term rate. For 2025, the interest rate was 4.116%. The remaining 25% is issued in Sonoco deferred RSUs. The DC SERP benefit vests at age 55 with at least five years of service as an executive officer. Messrs. Coker, Harrell, and Fuller are fully vested in the DC SERP, Messrs. Joachimczyk, and Florence were not vested in the DC SERP benefit as of December 31, 2025 and Messrs. Dillard, and Grissett were not vested upon separation from the Company. The deferred RSUs are fully vested but do not have voting rights. The deferred RSUs are credited with dividend equivalents, which are not paid out until settlement of the shares.

The vested DC SERP account is paid in three installments, with the initial installment paid six months following the officer's retirement date and the second and third installments paid in January of each of the following years. The vested DC SERP benefits that are due upon death are payable to the officer's surviving spouse or beneficiary in three cash installments, with the initial installment paid as soon as practicable following the officer's death, and the second and third installments paid in January of each of the following years.

For information about nonqualified deferred compensation related to defined benefit retirement benefits refer to the section "Defined Benefit Restoration and Defined Benefit Supplemental Executive Retirement Plan" and the "2025 Pension Benefits" table.

TREATMENT OF NONQUALIFIED DEFERRED COMPENSATION UPON CERTAIN TERMINATIONS OR CHANGE IN CONTROL

The amounts that would have been paid to each NEO with respect to nonqualified deferred compensation had death, disability, retirement, or any other termination of employment occurred on December 31, 2025, are set forth in column (f) of the "2025 Nonqualified Deferred Compensation" table. The DC SERP amounts in this

table are forfeited upon separation from service unless vested. As of December 31, 2025, Messrs. Coker, Harrell, and Fuller have met the vesting requirements of the DC SERP and those amounts would be paid in the event of a termination, including death, disability or retirement. The method for determining benefits payable and payment arrangements for nonqualified deferred compensation are described in the narrative following the "2025 Nonqualified Deferred Compensation" table.

Potential Benefits Payable Upon Certain Separation Events

SONOCO CHANGE-IN-CONTROL PLAN (THE "CIC PLAN")

On February 9, 2022, the Board of Directors adopted the CIC Plan to promote management continuity by providing selected employees with severance protection as an inducement to continue their employment in the event of a proposed change in control. The objective of the CIC Plan is to help ensure that, in the event of a possible change in control, participants are available to assist in evaluating such proposal, to advise management and the Board as to whether such proposal would be in the best interests of the Company and its shareholders, and to take such other actions as management or the Board deems appropriate and in the best interests of the Company and its shareholders.

Participants in the CIC Plan include the CEO, each corporate officer (including Messrs. Joachimczyk, Fuller, Florence, Harrell, and Dillard) and any other individual designated as a participant by the Committee.

Under the CIC Plan, a participant is eligible to receive a lump sum cash payment and certain additional benefits in the event that the participant's employment is terminated by the Company without "cause" or by the participant for "good reason" (each as defined in the CIC Plan) within 24 months following a change in control. The lump sum cash payment will be equal to the sum of (i) the participant's award under the Company's Performance-Based Annual Cash Incentive Plan or any successor plan (the "Annual Cash Plan") for the year in which the termination occurs, calculated at the greater of target or actual performance and prorated through the date of such termination, plus (ii) the following amounts:

- For the CEO, an amount equal to the CEO's base salary plus any award under the Annual Cash Plan for the year in which the termination date occurs, calculated at target, multiplied by 2.5;
- For other corporate officers who report directly to the CEO (including Messrs. Joachimczyk, Fuller, Florence, and Dillard), an amount equal to such officer's base salary plus any award under the Annual Cash Plan for the year in which the termination date occurs, calculated at target, multiplied by 2.0; and
- For any other participant (including Mr. Harrell) an amount equal to such participant's base salary plus any award under the Annual Cash Plan for the year in which the termination date occurs, calculated at target, multiplied by 1.5.

The lump sum cash payment will generally be paid to the participant, less applicable withholdings, on or before the 60th day after the termination date. Such payment will be reduced by the aggregate amount of any other similar payments or benefits available to the participant as a result of such participant's termination of employment.

In addition to the lump sum cash payment, each participant is eligible to receive the following benefits:

- Continuation of benefits coverage under the U.S. Consolidated Omnibus Budget Reconciliation Act of 1985 (COBRA) for a period of up to 18 months following the termination date;
- Vesting of outstanding equity awards issued to the participant after the effective date of the CIC Plan in accordance with the provisions of the applicable equity award agreements (and described in the table below); and
- Outplacement services in an amount not to exceed $25,000 to the extent such services are used by the participant within one year of his or her termination date.

SONOCO EXECUTIVE SEVERANCE PLAN (THE "SEVERANCE PLAN")

On October 18, 2022, the Board of Directors adopted the Severance Plan upon the recommendation of the Committee to further attract and retain key personnel by providing select employees of the Company with certain severance payments and benefits in the event of a qualifying termination of employment.

Participants in the Severance Plan include the CEO, and each corporate officer (including Messrs. Joachimczyk, Fuller, Florence, Harrell, and Dillard) and any other individual designated as a participant by the Committee.

Pursuant to the terms of the Severance Plan, in the event a participant incurs a termination of service by the Company without "cause" or resigns from employment for "good reason" (each as defined in the Severance Plan), the participant will be entitled to receive:

- A cash amount equal to the participant's base salary multiplied by 1.0 (or in the case of the Company's CEO, multiplied by 2.0), payable as salary continuation over the one- or two-year period, as applicable, following the termination date;
- Participant's bonus under the Company's Annual Cash Plan for the year in which the termination occurs, based on actual performance and pro-rated to reflect any partial year of employment;
- Continuation of life insurance coverage at the active employee rate for six months following the termination date, and continuation of all other benefits under the Company's benefit plans at active employee rates for 12 months following the termination date, to the extent permitted under the applicable Company plans and COBRA;
- Outplacement services with value up to $25,000, to the extent utilized by the participant within one year of his or her termination date.

In addition, the participant's time-based and certain performance-based equity awards that would have vested in the 12 months following his or her termination date, had the participant continued in service, will continue to vest and become exercisable and payable, as applicable, on the regularly scheduled vesting date or, in certain circumstances, on March 15 of the year following the year of termination, and subject to the achievement of applicable performance goals at the end of the three-year performance period.

The foregoing severance payments and benefits under the CIC Plan and the Severance Plan are subject to the participant's timely execution and non-revocation of a general release of claims and continued compliance with certain restrictive covenants. In addition, these payments and benefits are subject to a "best net after-tax" provision in the event that the benefits would trigger excise tax penalties and loss of deductibility under Sections 280G and 4999 of the U.S. Internal Revenue Code.

The Severance Plan does not modify the rights of any employee with respect to the Company's CIC Plan. To the extent any amounts become payable to a participant under the CIC Plan, the CIC Plan and not the Severance Plan will govern the severance payments and benefits applicable to such participant.

CFO Transition

On January 3, 2025, Mr. Dillard separated from his position with the Company as Chief Financial Officer. Since the Board determined this to be a termination without "cause" as defined under the Company's Severance Plan, Mr. Dillard became eligible to receive severance benefits under such plan. In particular, Mr. Dillard received continued monthly salary and vesting of his time and performance-based equity awards for a period of 12 months following his separation date, subject to actual achievement (as applicable). All other outstanding unvested PCSUs, RSUs, and DC SERP that had been scheduled to vest after January 2, 2026, were forfeited.

In addition, Mr. Dillard continued to receive Company-paid term life insurance coverage until July 3, 2025, and Company reimbursement of active employee rates paid by Mr. Dillard for coverage under the Company's group health plan for Mr. Dillard and his dependents for up to 12 months following his separation date. Upon his separation, Mr. Dillard also became entitled to the benefits under the Company's nonqualified deferred compensation plans under the terms and on the payment schedules of the plans as discussed under "2025 Nonqualified Deferred Compensation". Mr. Dillard's receipt of the foregoing payments and benefits were subject to Mr. Dillard's execution of a general release of claims and his continued compliance with certain restrictive covenants.

This section will detail the NEO treatment of compensation and benefits in certain cases of separation.

	Voluntary[1] or Involuntary for Cause	Retirement[2]	Involuntary Not for Cause	Qualifying Termination in connection with Change-in-Control[3]	Death or Disability
Cash Severance	Not eligible	Not eligible	CEO: 2 times Base Salary Other NEOs: 1 times Base Salary	CEO: 2.5 times (Base Salary + Target Incentive) Officers reporting to the CEO: 2.0 times (Base Salary + Target Incentive) All other Officers: 1.5 times (Base Salary + Target Incentive)	Not eligible
Performance-based Annual Cash Incentive	Not eligible	Calculated at actual performance and prorated through the termination of employment	Calculated at actual performance and prorated through the termination of employment	Greater of Target or actual performance, and prorated through the termination of employment	Calculated at actual performance and prorated through the seperation of employment
PCSUs—60% award	Forfeit unvested shares	Vested shares determined by performance at end of performance period and are prorated based on period of employment during performance period	Continued vesting, as if employment had continued for a period of 12 months following the termination date. Vested shares determined by performance at end of performance period.	Assumed PCSUs are deemed achieved at the greater of target or actual performance as of the effective time of the CIC. PCSUs will continue to vest through the remainder of the performance period based solely on continued service only. Aaccelerated vesting upon a qualifying termination.	Vested shares determined by performance at end of performance period and are prorated based on period of employment during performance period
RSUs—40% award	Forfeit unvested shares	Prorated vesting based on period of employment in the year of retirement	Continued vesting, as if employment had continued for a period of 12 months following the termination date.	Immediate vesting upon termination	Immediate vesting upon death or disability
RSUs—special grant	Forfeit unvested shares	Forfeit unvested shares	Continued vesting, as if employment had continued for a period of 12 months following the termination date.	Vests on a prorated basis through the termination of employment	Vests on a prorated basis through the death or disability, subject to approval by the Executive Compensation Committee

	Voluntary[1] or Involuntary for Cause	Retirement[2]	Involuntary Not for Cause	Qualifying Termination in connection with Change-in-Control[3]	Death or Disability
Health and Welfare Benefits	Not eligible	Not eligible	Eligible for up to 12 months of continued benefits at the employee rates	Eligible for up to 18 months of COBRA continued benefits	Disability: Coverage is continued for up to 12 months, then the employee and dependents are eligible to enroll in COBRA benefit continuation for up to 18 months Death: Any enrolled dependants are eligible to enroll in COBRA benefit continuation for up to 18 months
Executive Life Insurance	Voluntary: Company-paid coverage will continue to be provided post-employment for a period of six months Involuntary for Cause: Company-paid coverage will cease upon termination	Company-paid coverage will continue to be provided post-employment for a period of six months	Company-paid coverage will continue to be provided post-employment for a period of six months	Company-paid coverage will continue to be provided post-employment for a period of six months	Company-paid coverage will continue to be provided for a period of six months after the Disability period
Outplacement Services	Not eligible	Not eligible	Eligible for outplacement services, in an amount not to exceed $25,000	Eligible for outplacement services, in an amount not to exceed $25,000	Not eligible

(1) Not Retirement eligible

(2) Retirement is defined as age 60 or older with a minimum of 5 Years of Service

(3) Accelerated vesting triggered by a not for cause termination or a good reason resignation within 2 years from of a Change-in-Control, or a failure of any successor entity to assume outstanding equity awards. Awards will be settled in compliance with IRC Section 409A. A Change-in-Control is defined as "a change in the ownership or effective control," or in "the ownership of a substantial portion of the assets of" each Company, within the meaning of IRC Section 409A, including the events specified in the plan as interpreted under IRC Section 409A.

The following table and footnotes describe the potential payments to the NEOs if certain separation events had occurred as of December 31, 2025, including a change in control of the Company. Values of PCSUs and RSUs are based on the closing price of Sonoco stock of $43.64 on December 31, 2025.

This table does not include:

- Compensation or benefits previously earned by the NEOs or equity awards that are fully vested;
- The value of pension benefits that are disclosed in the "2025 Pension Benefits" table; or
- The amounts payable under deferred compensation plans that are disclosed in the "2025 Nonqualified Deferred Compensation Plan" table.

Name	For Cause Termination ($)	Voluntary Termination / Retirement ($)	Involuntary Termination—Not for Cause / Resignation for Good Reason ($)	Termination following a Change-in-Control ($)	Disability ($)	Death ($)
R. Howard Coker						
Cash Severance	0	0	$ 2,496,312	$ 7,020,878	0	0
Unvested PCSUs[1]	0	$ 3,799,090	6,697,775	7,871,041	$ 3,799,090	$ 3,799,090
Unvested RSUs[2]	0	2,058,003	2,371,790	4,997,871	4,997,871	4,997,871
Company pay healthcare premiums	0	0	14,865	0	0	0
Executive Life Insurance Plan Lump Sum[3]	0	9,891	9,891	0	0	3,500,000
Paul Joachimczyk						
Cash Severance	0	0	750,000	2,775,000	0	0
Unvested PCSUs[1]	0	0	0	0	0	0
Unvested RSUs[2]	0	0	414,405	1,104,005	1,104,005	1,104,005
Company pay healthcare premiums	0	0	20,418	0	0	0
Executive Life Insurance Plan Lump Sum[3]	0	3,297	3,297	0	0	2,250,000
Rodger D. Fuller						
Cash Severance	0	0	804,504	3,016,890	0	0
Unvested PCSUs[1]	0	1,117,397	1,969,977	2,315,058	1,117,397	1,117,397
Unvested RSUs[2]	0	605,296	697,585	1,470,013	1,470,013	1,470,013
Company pay healthcare premiums	0	0	14,865	0	0	0
Executive Life Insurance Plan Lump Sum[3]	0	4,313	4,313	0	0	2,000,000
John M. Florence, Jr.						
Cash Severance	0	0	628,992	2,138,573	0	0
Unvested PCSUs[1]	0	0	639,457	1,157,551	558,706	558,706
Unvested RSUs[2]	0	0	348,815	735,072	735,072	735,072
Company pay healthcare premiums	0	0	20,418	0	0	0
Executive Life Insurance Plan Lump Sum[3]	0	2,490	2,490	0	0	1,750,000
James A. Harrell, III						
Cash Severance	0	0	647,700	1,700,213	0	0
Unvested PCSUs[1]	0	438,326	779,358	913,080	438,326	438,326
Unvested RSUs[2]	0	237,436	273,666	579,845	579,845	579,845
Company pay healthcare premiums	0	0	14,865	0	0	0
Executive Life Insurance Plan Lump Sum[3]	0	4,334	4,334	0	0	1,750,000
Jerry A. Cheatham						
Cash Severance	0	0	512,496	0	0	0
Unvested PCSUs[1]	0	117,637	117,637	117,637	117,637	117,637
Unvested RSUs[2]	0	91,062	91,062	290,424	290,424	290,424
Company pay healthcare premiums	0	0	0	0	0	0
Executive Life Insurance Plan Lump Sum[3]	0	0	0	0	0	0

(1) If a participant is terminated without "Cause" or resigns for "Good Reason" not in connection with a change in control, PCSCUs that would have vested in the 12 months following the termination date, had the participant continued

in service, will continue to vest on the regularly scheduled vesting date or, in certain circumstances, on March 15 of the year following the year of termination, and subject to the achievement of applicable performance goals at the end of the three-year performance period. In the event of a change in control, PCSUs will be deemed achieved at the greater of actual or target achievement and subject to service-based vesting. If PCSUs awards are not assumed, or a participant experiences an involuntary termination without "Cause" or resignation for "Good Reason" within two years of a change in control that meets the criteria of IRC Section 409A and the regulations thereunder, the PCSUs will become fully vested. If the participant separates from service as a result of death, disability, or retirement during the performance period, the participant will be entitled to a settlement of PCSUs that vest at the end of the three-year performance period on a pro rata basis equal to the time employed. Retirement is defined as age 60 or older with a minimum of 5 years of service.

(2) *If a participant is terminated without "Cause" or resigns for "Good Reason" not in connection with a change in control, the RSUs that would have vested in the 12 months following the termination date, had the participant continued in service, will continue to vest on the regularly scheduled vesting date or, in certain circumstances, on March 15 of the year following the year of termination. If PCSUs are not assumed, or a participant experiences an involuntary termination without "Cause" or resignation for "Good Reason" within two years of a change in control that meets the criteria of IRC Section 409A and the regulations thereunder, the RSUs will become fully vested; If the participant separates from service as a result of death, disability, or retirement, the RSUs (other than special RSUs) will become fully vested (or, in the case of retirement, vest on a pro-rata basis based on the period of employment). Retirement is defined as age 60 or older with a minimum of 5 years of service. For special RSUs grants, if the participant separates from service as a result of death or disability, the special RSUs will vest on a pro-rata basis based on the period of employment (subject to approval by the Committee), and all unvested special RSUs would be forfeited if the participant separates from services as a result of retirement.*

(3) *Premiums paid by the Company on behalf of officers for executive term life insurance policies, as described in "Compensation Discussion and Analysis," will be continued for 6 months post-employment.*

(4) *For a description of the severance benefits paid to Mr. Dillard as a result of his separation during 2025, please see the section entitled "—CFO Transition" above. Mr. Grissett did not receive severance benefits as a result of his separation during 2025, but did receive a transaction cash bonus of $3,000,000 at such time as previously described above.*

PAY RATIO

As required by the Dodd-Frank Wall Street Reform and Protection Act and regulations of the Securities and Exchange Commission, Sonoco is providing the following information about the relationship of the median of the annual total compensation of all Sonoco employees except the CEO, and the annual total compensation of the CEO. Using an analytical and statistical sampling, the median employee for the total global employee population of 23,506 as of December 31, 2025 was determined. To identify the median employee, "base pay" was used as a consistently applied compensation measure. To determine estimated median base pay, recorded base salary for salaried employees and annual base pay for hourly employees was established by multiplying each employee's hourly rate by their scheduled hourly work week. A valid statistical sampling approach was utilized to identify employees who were expected to be paid within a +/- 5% range of that value. From this group an employee who was reasonably representative of the median employee was selected. Mr. Coker's total compensation for purposes of the pay ratio calculation was $10,156,943. For 2025, the ratio of CEO pay to median employee pay is 151:1. The median employee's Summary Compensation Table total compensation was $67,310 after including $7,079 in employer-provided health and welfare benefits and $2,937 retirement contributions for the median employee. An amount of $14,865 in employer-provided health and welfare benefits for the CEO was included in the ratio calculation, which is not included in the Summary Compensation Table.

PAY VERSUS PERFORMANCE

As required by Section 953(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 402(v) of Regulation S-K, we are providing the following information about the relationship between executive compensation actually paid and certain financial performance of the Company. For further information concerning the Company's variable pay-for-performance philosophy and how the Company aligns executive compensation with the Company's performance, refer to "Executive Compensation—Compensation Discussion and Analysis."

The following table shows the past five fiscal years' total compensation for our Principal Executive Officer (PEO) and Named Executive Officers (NEOs) as set forth in the "Summary Compensation Table," the compensation actually paid to our NEOs, the company's total shareholder return (TSR), the combined TSR of our selected peer group, our Net Income, and our Adjusted EBITDA..

(a)	(b)		(f)	(g)	(h)	(i)	(j)	(k)
Year	Summary Compensation Table Total for PEO	Compensation actually paid to PEO[2]	Average Summary Compensation Table Total for Non-CEO NEOs[1]	Average Compensation actually paid for Non-CEO NEOs[1][2]	Value of initial Fixed $100 Investment based on: TSR[3]	Peer Group TSR[4]	Net Income (000s)	Adjusted EBITDA[5] (000s)
2025	$ 10,142,078	$ 5,344,846	$ 2,248,066	$ 1,194,590	$ 88.39	$ 141.60	$ 1,003,011	$ 1,335,494
2024	10,107,802	7,899,237	2,864,523	2,438,687	93.63	136.68	163,949	1,027,719
2023	8,538,593	4,755,985	2,178,332	1,898,091	103.03	118.91	474,959	1,049,857
2022	9,794,049	16,284,414	2,725,992	3,254,066	108.05	110.49	466,980	1,147,809
2021	6,618,454	9,843,147	2,476,273	3,575,707	99.75	134.41	(82,711)	758,033

(1) The Other NEO's for each applicable year are:

Year	Non-CEO NEOs
2025	Paul Joachimczyk, Rodger D. Fuller, John M. Florence, Jr., James A. Harrell, III, Jerry A. Cheatham, Robert R. Dillard, Russell K. Grissett
2024	Robert R. Dillard, Rodger D. Fuller, John M. Florence, Jr., James A. Harrell, III
2023	Robert R. Dillard, Rodger D. Fuller, John M. Florence, Jr., James A. Harrell, III
2022	Robert R. Dillard, Rodger D. Fuller, John M. Florence, Jr., James A. Harrell, III, Julie C. Albrecht
2021	Julie C. Albrecht, Rodger D. Fuller, John M. Florence, Jr., Jeffrey S. Tomaszewski

(2) The SEC rules require that certain adjustments be made to the Summary Compensation Table totals to determine compensation actually paid, as reported in the Pay versus Performance table above. The following table details the applicable adjustments that were made to determine compensation actually paid:

Year	Executive	Reported Summary Compensation Table Total	Reported Value of Equity Awards	Reported Change in the Actuarial Present Value of Pension Benefits	Pension Benefit Adjustments	Year End Fair Value of Equity Awards granted that are unvested in the year	Year over Year Change in Fair Value of Outstanding and Unvested Equity Awards	Fair Value as of Vesting Date of Equity Awards Granted and Vested in the Year	Year over Year Change in Fair Value of Equity Awards Granted in Prior Years that Vested in the Year	Fair Value at the End of the Prior Year of Equity Awards that Failed to Meet Vesting Conditions in the Year	Value of Dividends or other Earnings Paid on Stock or Option Awards not Otherwise Reflected in Fair Value or Total Compensation	Compensation actually paid
2025	First PEO	$ 10,142,078	($ 6,872,022)	0	0	$ 3,016,820	$ 16,807	$71,978	($ 1,030,815)	0	0	$ 5,344,846
	Avg NEO	2,248,066	(788,736)	0	0	436,190	1,186	9,379	(112,130)	($ 599,838)	$ 473	1,194,590
2024	First PEO	10,107,802	(6,829,915)	0	0	5,100,276	87,804	29,844	(670,572)	0	73,998	7,899,237
	Avg NEO	2,864,523	(1,459,863)	0	0	1,082,898	43,552	8,475	(112,060)	0	11,162	2,438,687
2023	First PEO	8,538,593	(6,876,983)	0	0	3,929,476	(725,784)	76,924	(263,750)	0	77,508	4,755,985
	Avg NEO	2,178,332	(1,350,697)	0	0	763,944	(82,854)	17,671	368,713	0	2,982	1,898,091
2022	First PEO	9,794,049	(6,205,527)	0	0	10,779,310	581,110	55,444	1,205,478	0	74,552	16,284,414
	Avg NEO	2,725,992	(1,256,896)	0	0	1,845,761	144,056	18,035	484,261	(708,330)	1,186	3,254,066
2021	First PEO	6,618,454	(4,038,338)	0	0	6,190,510	996,078	38,276	(22,559)	0	60,727	9,843,147
	Avg NEO	2,476,273	(1,141,733)	0	0	1,731,454	506,431	7,286	(8,536)	0	4,531	3,575,707

(3) The amounts reported in this column reflect the cumulative total stockholder return on our common stock for each of the last five fiscal years ended December 31, 2025, assuming an investment of $100 on December 31, 2020, and the reinvestment of any dividends.

(4) The peer group used in this disclosure, the Dow Jones Container and Packaging Index, is the same peer group used in the Stock Performance Graph in Part II, Item 5 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2025.

(5) Adjusted EBITDA is a non-GAAP financial measure which begins with Adjusted operating profit, which excludes tax and interest and then adds back deductions for the cost of depreciation and amortization, adjusted for unbudgeted EBITDA related to acquisitions and divestitures in a given year. Adjusted operating profit and Adjusted EBITDA are non-GAAP financial measures. A reconciliation on how Adjusted operating profit was calculated is provided in Appendix 1. As described in greater detail in "Executive Compensation—Compensation Discussion and Analysis," Adjusted EBITDA is one of the key metrics used to determine payout under the Company's Performance-based Annual Cash Incentive program.

Financial Performance Measures

As described in greater detail in "Executive Compensation—Compensation Discussion and Analysis," the Company's executive compensation program reflects a variable pay-for-performance philosophy. The metrics that the Company uses for both the long-term and short-term incentive awards are selected based on an objective of incentivizing the NEOs to increase shareholder value. The most important financial performance measures used by the Company to link executive compensation actually paid to the Company's NEOs, for the most recently completed fiscal year, to the Company's performance are as follows:

- Adjusted EBITDA;
- Adjusted EPS;
- ROIC; and
- Adjusted Operating Cash Flow.

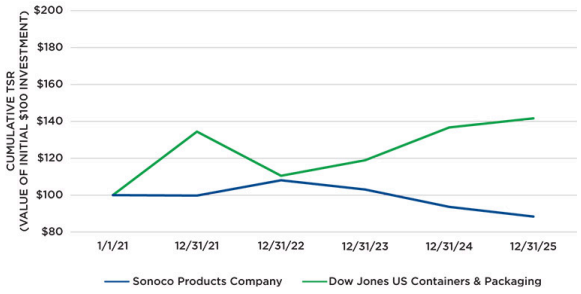
ANALYSIS OF THE INFORMATION PRESENTED IN THE PAY VERSUS PERFORMANCE TABLE

As described in more detail in the section "Executive Compensation—Compensation Discussion and Analysis," the Company's executive compensation program reflects a variable pay-for-performance philosophy. While the Company utilizes several performance measures to align executive compensation with Company performance, all of those Company measures are not presented in the Pay versus Performance table. Moreover, the Company generally seeks to incentivize long-term performance, and therefore does not specifically align the Company's performance measures with compensation that is actually paid (as computed in accordance with Item 402(v) of Regulation S-K) for a particular year. In accordance with Item 402(v) of Regulation S-K, the Company is providing the following descriptions of the relationships between information presented in the Pay versus Performance table.

CUMULATIVE TSR OF THE COMPANY VERSUS THE PEER GROUP

As shown in the graph below, the Company's cumulative TSR over the five-year period presented in the table was -11.61%, while the cumulative TSR of the peer group presented for this purpose, the Dow Jones Container and Packaging Index, was 41.60% over the five years presented in the table.

COMPANY TSR VERSUS PEER GROUP

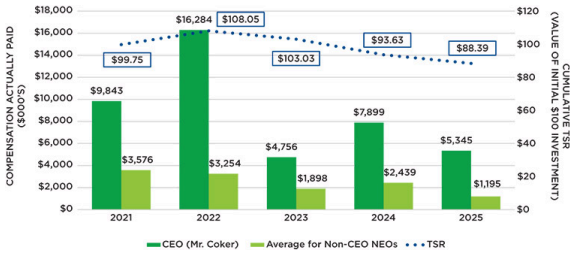


COMPENSATION ACTUALLY PAID VERSUS CUMULATIVE TSR

As shown in the graph below, the CEO's compensation actually paid (CAP) and the other NEOs' average (CAP) amounts align with the Company's cumulative TSR over the five years presented in the table.

The relative alignment of compensation actually paid with the Company's cumulative TSR over the period presented is because a significant portion of the compensation actually paid to Mr. Coker and to the other NEOs is comprised of equity awards. As described in more detail in the section "Executive Compensation—Compensation Discussion and Analysis," the Company targets approximately 71% of Mr. Coker's and 55% of the other NEO's total target compensation awarded to be comprised of equity awards, including RSUs and PCSUs.

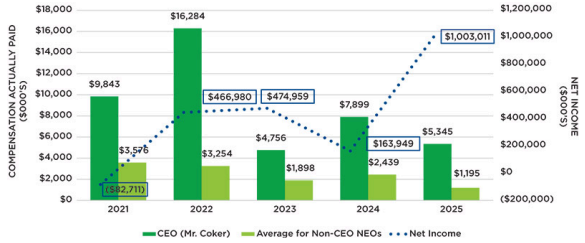
COMPENSATION ACTUAL PAID VS. COMPANY TSR



COMPENSATION ACTUALLY PAID VERSUS NET INCOME

As shown in the graph below, the amount of compensation actually paid to Mr. Coker and the average amount of compensation actually paid to the Company's other NEOs as a group is generally aligned with the Company's net income growth in the years 2021 and 2025. The Net Loss in 2021 is largely attributable to one-time pension settlement charges of $538.7 million being recognized in 2021. While the Company does not use net income as a performance measure in the overall executive compensation program, the measure of net income is correlated with the measure of Adjusted EBITDA, which the Company uses when setting goals for the Company's Performance-based Annual Cash Incentive program.

COMPENSATION PAID VS. NET INCOME

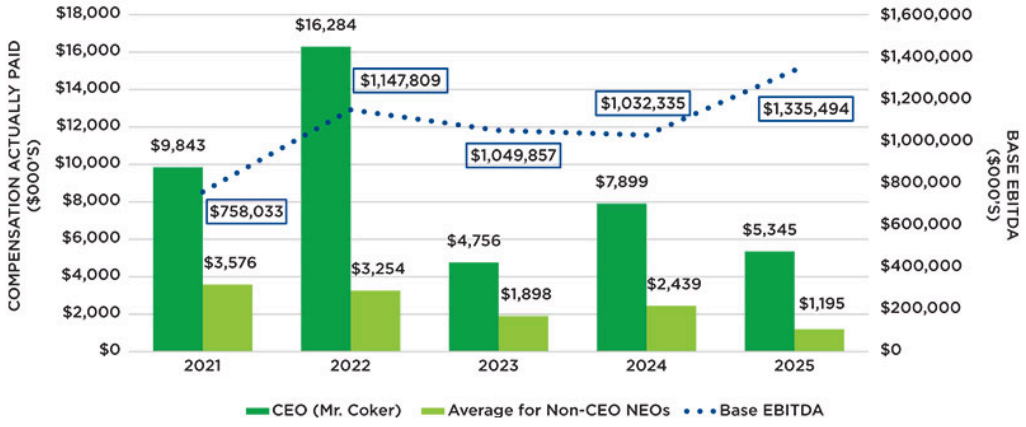


As described in more detail in the section "Executive Compensation—Compensation Discussion and Analysis," the Company targets that approximately 16% and 20% of the value of total compensation awarded to Mr. Coker and the other NEOs, respectively, consists of amounts determined under the Company Performance-based Annual Cash Incentive program.

COMPENSATION ACTUALLY PAID VERSUS ADJUSTED EBITDA

As shown in the graph below, the amount of compensation actually paid to Mr. Coker and the average amount of compensation actually paid to the Company's other NEOs as a group is generally aligned with the Company's Adjusted EBITDA over the five years presented in the table. As described above, Adjusted EBITDA, which begins with Adjusted operating profit, which excludes tax and interest and then adds back deductions for the cost of depreciation and amortization, adjusted for unbudgeted EBITDA related to acquisitions and divestitures in a given year. Information on how Adjusted operating profit is calculated can be found in the section "Executive Compensation—Compensation Discussion and Analysis" and a reconciliation on how Adjusted operating profit was calculated is provided in Appendix 1. While the Company uses numerous financial performance measures for the purpose of evaluating performance, the Company has determined that Adjusted EBITDA is one of the metrics which best represents the Company's success. As described in more detail in the section "Executive Compensation—Compensation Discussion and Analysis," the Company targets that approximately 16% and 20% of the value of total compensation awarded to Mr. Coker and the other NEOs, respectively, consists of amounts determined under the Company Performance-based Annual Cash Incentive program. The decrease in Adjusted EBITDA in 2021 was primarily driven by the divestiture of the Display and Packaging business. Adjusted EBITDA was negatively impacted in 2023 by lower overall volumes and unfavorable metal price overlap. This was partially offset by favorable productivity and acquisitions. In 2025 Adjusted EBITDA was negatively impacted by slowed volume, which was partially offset by record results from the Metal Packaging and Industrial businesses.

COMPENSATION PAID VS. ADJUSTED EBITDA

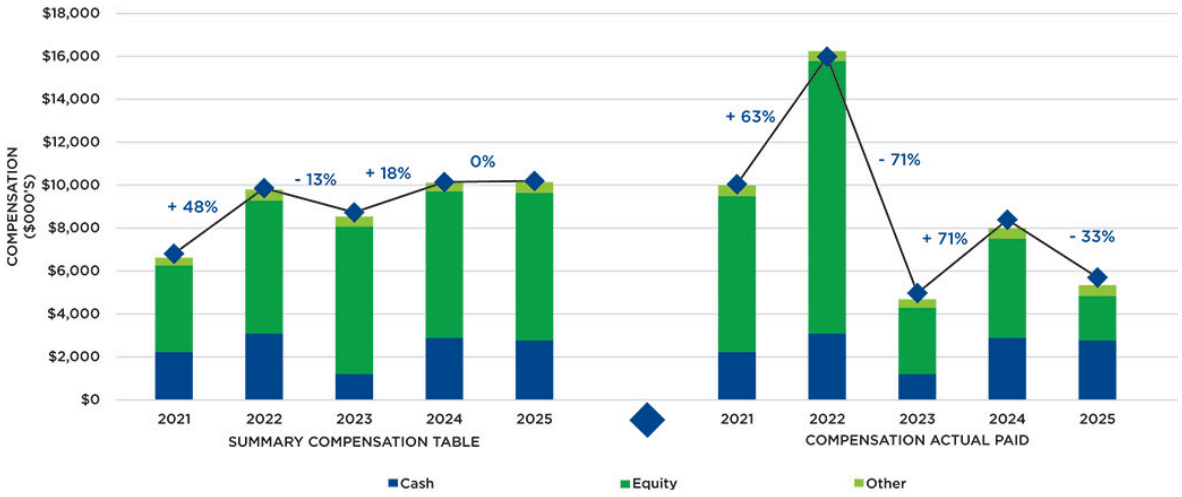


SUMMARY COMPENSATION TABLE VERSUS COMPENSATION ACTUALLY PAID

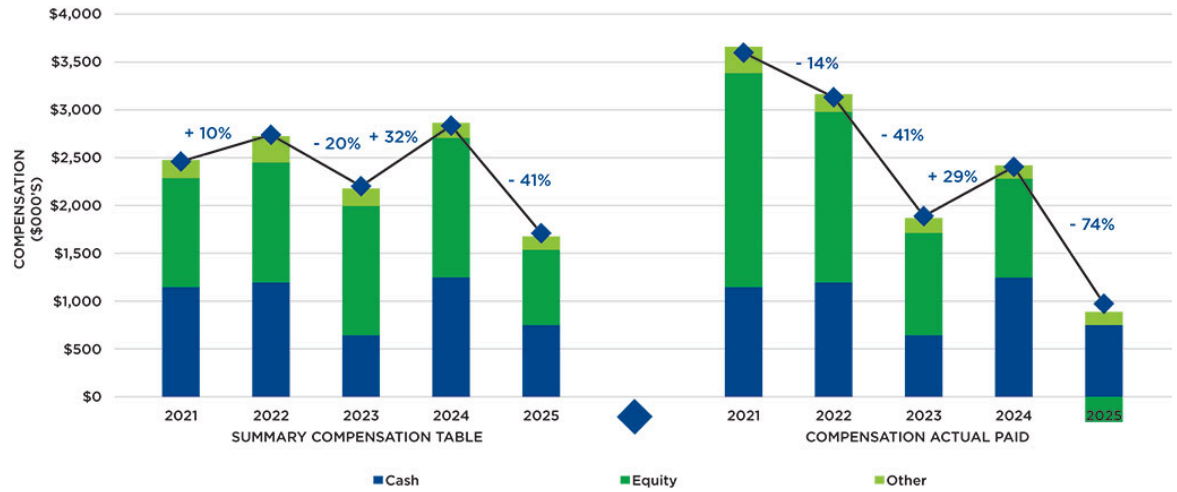
The graphs below provide a comparison of the compensation reported in the Summary Compensation Table versus compensation actually paid to Mr. Coker and average compensation actually paid to the Company's other NEOs.

Sonoco believes that it is important to provide a graphic comparison that shows the different components that factor into the calculations. The compensation reported in the Summary Compensation Table is based on the grant date value of equity awards granted during the applicable year and the compensation actually paid as reported in the Pay for Performance tables is based on the fair value of equity awards granted during the applicable year and valued at year end, plus the change in value of previously granted as of year-end (or the vesting date, if earlier). In essence, the compensation actually paid reflects the fair value of all or portions of five years' worth of equity awards as of specified valuation dates, while the compensation reported in Summary Compensation Table is based solely on the equity awards granted in the applicable fiscal year, all of which are valued based on the fair value as determined on the date of grant.

CEO: SUMMARY COMPENSATION TABLE VS. COMPENSATION ACTUALLY PAID



AVERAGE NON-CEO NEOs: SUMMARY COMPENSATION TABLE VS. COMPENSATION ACTUALLY PAID



PROPOSAL 3

ADVISORY (NON-BINDING) VOTE TO APPROVE EXECUTIVE COMPENSATION



The Board of Directors recommends that you vote FOR the compensation of Sonoco's named executive officers.

The Company's executive compensation programs are designed to attract, retain, and reward executives whose contributions support the Company's long-term success by linking Company performance to executive compensation. These programs have been designed to encourage alignment of management's actions with shareholder interests. Section 14A of the Exchange Act requires that the shareholders be given the opportunity to vote on a separate advisory (non-binding) resolution to approve the compensation of named executive officers, as described in the "Executive Compensation" section. In response to the 2023 shareholder vote for an annual vote frequency, the practice of holding this vote annually will remain in effect at least until the next such shareholder advisory vote on frequency, which will be held in 2029. Although the annual vote on the compensation of the named executive officers is an advisory (non-binding) vote, as it has in previous years, the Board of Directors will take into account the outcome of the vote when considering future executive compensation arrangements. See "Executive Compensation—Compensation Discussion and Analysis—Sonoco's Goals Regarding Executive Compensation—Say on Pay Support".

Your vote on this proposal is advisory and therefore not binding on the Company or the Board of Directors your vote will not be interpreted as overruling a decision by or creating or implying any additional fiduciary duty for, the Board of Directors. Nevertheless, the Board of Directors and the Executive Compensation Committee value the opinions of Sonoco's shareholders and view this vote as one of the modes of communication with shareholders. As in prior years, the Board of Directors and the Executive Compensation Committee will review and consider the outcome of this vote in determining future compensation arrangements.

> "**RESOLVED**, that, on an advisory basis, the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables, and narrative discussion is hereby **APPROVED**."

PROPOSAL 4

APPROVAL OF AMENDMENT NO. 1 TO 2024 OMNIBUS INCENTIVE PLAN

***The Board of Directors* recommends that you vote *FOR* Amendment No. 1 to the 2024 Omnibus Incentive Plan.**

We are asking our shareholders to approve Amendment No. 1(the "Amendment") to the Sonoco Products Company 2024 Omnibus Incentive Plan (the "2024 Plan"). The Amendment will increase the number of shares of our common stock reserved for issuance under the 2024 Plan from 2,900,000 shares to 4,330,000 shares, in each case, subject to certain reductions for shares granted under (and offsets by shares returned to) prior plans after December 31, 2023, as more fully described below. The Board adopted the Amendment, subject to shareholder approval, on February 11, 2026.

When we asked our shareholders to approve the 2024 Plan in 2024 we had originally estimated that the number of shares reserved under the 2024 Plan would be sufficient to cover our equity compensation needs for five years. However, primarily due to Company stock price performance since initial adoption of the 2024 Plan and an unanticipated increase in participants in connection with the Company's acquisition of Titan Holdings I B.V., the number of shares originally reserved in 2024 is no longer sufficient to grant stock awards at competitive levels. We anticipate that shareholder approval of the Plan will be sufficient to cover our stock award program for a further three years.

Summary of the Proposal

PURPOSE OF THE AMENDMENT TO THE 2024 PLAN

The Board believes that the 2024 Plan is integral to the Company's compensation strategies and programs. We consider equity compensation to be a vital element of our employee compensation program and believe that the continued ability to grant stock awards at competitive levels is in the best interest of the Company and its shareholders. Without approval of the Amendment, there will be insufficient shares available under the 2024 Plan to make annual awards and to provide grants to new hires in the coming years. In addition, without approval of the Amendment, we may be unable to continue to offer competitive equity packages to attract and retain employees, and we may need to consider other compensation alternatives.

DILUTION, SHARE USAGE RATE, OVERHANG

Our Board recognizes the impact of dilution on our shareholders and has evaluated this request for approval of the Amendment carefully in the context of the need to motivate, retain and ensure that our leadership team and key employees are focused on our strategic priorities.

The total fully diluted overhang as of December 31, 2025, assuming that the entire share reserve is granted would be 4.79%. Fully diluted overhang is calculated as (a) the sum of all grants outstanding under all of our equity plans (including the 2024 Plan and prior plans), and shares available for future awards (numerator), divided by (b) the sum of the numerator and shares of common stock outstanding, with all data effective as of December 31, 2025.

The following table sets forth information regarding time-vested equity awards granted and performance-based equity awards earned over each of the last three fiscal years. As shown in the table, the number of awards the Company granted under the 2024 Plan and prior plans as a percentage of the Company's weighted average number of shares of common stock outstanding, which is referred to as the "share usage rate," averaged 0.61% over the last three fiscal years.

	2023	2024	2025	3-Year Average
Stock Options/SARs Granted	0	0	0	0
Time-Vested Restricted Shares/Units Granted	325,771	383,708	451,499	386,993
Performance-Based Shares/Units Earned	225,530	330,888	75,263	210,560
Weighted-Average Shares Outstanding	98,294,000	98,637,000	99,124,000	98,685,000
Share Usage Rate	0.56%	0.72%	0.53%	0.61%

* *For purposes of the foregoing table, we calculate the share usage rate based on the applicable number of performance-based awards earned during each applicable year. For reference the target number of performance awards granted during the foregoing 3-year period was as follows: 205,178 units in fiscal 2023, 253,176 units in fiscal 2024 and 272,478 units in fiscal 2025.*

The following table sets forth certain information as of December 31, 2025, unless otherwise noted, with respect to the Company's existing equity compensation plans:

Shares available for grant under the 2024 Plan*	1,674,656
Stock Options/SARs Outstanding	516,153
Weighted-Average Exercise Price of Outstanding Stock Options/SARs	$55.79
Weighted-Average Remaining Term of Outstanding Stock Options/SARs	2.3 Years
Total Full-Value Awards Outstanding	1,106,503
Shares Outstanding as of the Record Date	98,633,836

* *The 2024 Plan is the only plan under which equity awards may currently be granted. As of February 19, 2026, the per-share closing price of our common stock as reported on the New York Stock Exchange was $56.07.*

We anticipate the requested share reserve under the Amendment to the 2024 Plan to be sufficient for approximately three (3) years of expected new equity awards, assuming we continue to grant awards consistent with our current practices and historical usage, but our actual share usage will depend on several factors, some of which we cannot predict or control, including the price of our shares, our hiring activity, forfeitures of outstanding awards, and unexpected circumstances that may require us to change our grant practices. As a result, the requested share reserve could last for a shorter or longer period than we currently expect.

Amendment to the 2024 Plan Subject to Shareholder Approval

The Amendment to the 2024 Plan will only become effective if it is approved by our shareholders at the Annual Meeting. If our shareholders do not approve this Proposal 4, the Amendment to the 2024 Plan will not become effective and the 2024 Plan will continue in its current form.

The 2024 Plan Combines Compensation and Corporate Governance Best Practices

The 2024 Plan includes provisions that are designed to protect our shareholders' interests and reflect corporate governance best practices, including:

- **No liberal share recycling of options or SARs.** Shares used to satisfy the exercise price or tax withholding obligation in respect of options or stock appreciation rights, including shares repurchased by us with the proceeds of an option exercise, will not become available again for issuance under the 2024 Plan.
- **No automatic single-trigger vesting upon a change in control.** Awards do not automatically accelerate upon a change in control of the Company. If awards are not assumed or substituted by an acquiror in connection with a change in control, awards will accelerate vesting.
- **No payout of dividends or dividend equivalents on unvested awards.** Dividends and dividend equivalents credited in connection with an unvested award are subject to the same vesting conditions as the underlying award.
- **No evergreen provision.** The 2024 Plan does not contain an "evergreen" feature that automatically replenishes the shares available for future grants under the 2024 Plan.
- **No automatic grants.** The 2024 Plan does not provide for automatic grants to any participant.
- **No tax gross-ups.** The 2024 Plan does not provide for any tax gross-ups.
- **No repricing of options or SARs.** Subject to limited exceptions, shareholder approval would be required to, directly or indirectly, reprice options or stock appreciation rights with an exercise price that is less than the current exercise price, including in connection with any cash buyout of underwater options and SARs.
- **No discount options or SARs.** The 2024 Plan generally prohibits the grant of options or stock appreciation rights with an exercise price that is less than the fair market value of a share of common stock as of the grant date.
- **Transfer restrictions.** The 2024 Plan contains robust non-transferability transfer restrictions.
- **Director compensation limits.** The 2024 Plan places certain limits on the annual compensation that can be provided to non-employee directors in any fiscal year for such service.

Description of the 2024 Plan

Set forth below is a summary of the other principal features of the 2024 Plan and is qualified in its entirety by reference to the full text of the 2024 Plan, a copy of which (as currently in effect) is attached as Exhibit 10. [ ] to our 2025 Annual Report. The Amendment will increase the maximum number of shares available for issuance

under the 2024 Plan by 1,430,000 shares and is set forth in its entirety as Appendix 2 to this Proxy Statement. If the Company's shareholders do not approve the Amendment to the 2024 Plan, the number of shares of common stock remaining available under the 2024 Plan would be inadequate to grant equity incentive awards to our employees, directors and officers.

ELIGIBILITY

Any director, officer, employee or consultant (including any prospective director, officer, employee or consultant) of the Company or any of its affiliates is eligible to receive awards under the 2024 Plan. As of the latest practicable date prior to filing this Proxy Statement, there are approximately 800 employees and 11 non-employee directors who would be eligible participants under the 2024 Plan.

ADMINISTRATION

The 2024 Plan is administered by the Committee, except that the Board may, in its discretion, administer the 2024 Plan with respect to awards granted to non-employee directors and, in any such case, has all the authority and responsibility granted to the Committee. In addition, the Committee has the authority to select eligible employees, directors and consultants to whom awards may be granted, determine the number of shares covered by those awards and set the terms, conditions and other provisions of those awards. Subject to any legal restrictions, the Committee may delegate to a subcommittee of one or more directors or one or more officers of the Company the ability to grant awards under the 2024 Plan and to make all necessary and appropriate decisions and determinations in connection with such grants. The Committee has complete authority to establish rules and regulations for the administration of the 2024 Plan. As a general matter, the directors and employees of the Company will not be liable for actions taken or not taken, or for determinations made, in connection with the 2024 Plan, and such individuals will be indemnified by the Company in furtherance of the foregoing, except where such action, omission or determination was made in bad faith, through fraud or willful criminal act or omission, or where such indemnification would be prohibited by law or the Company's Articles of Incorporation or by-laws.

SHARES AUTHORIZED

The maximum number of shares of common stock that may be covered by awards granted under the 2024 Plan, as currently in effect is 2,900,000 shares of common stock, less one (1) share for each share subject to any stock awards granted under any prior plan after December 31, 2023 and prior to February 14, 2024 (the effective date of the 2024 Plan). On February 11, 2026, the Board approved, subject to shareholder approval, the Amendment to increase the maximum number of shares of common stock that may be covered by awards under the 2024 Plan by 1,430,000. The maximum number of shares of common stock that may be delivered upon the exercise of ISOs (as defined below) may not exceed the foregoing share limit. The share limit and ISO limit are subject to adjustments as provided under the 2024 Plan. Shares issued under the 2024 Plan may be either authorized and unissued shares, treasury shares, shares reacquired by the Company or any combination of the foregoing.

Shares covered by awards under the 2024 Plan are only counted against the share limit to the extent they are issued and delivered. Accordingly, after December 31, 2023, if an award or prior plan award is forfeited, or otherwise expires, terminates or is canceled or settled, in whole or in part, for cash, only the shares issued (if any) will be deemed delivered for purposes of determining the number of shares that remain available for delivery under the 2024 Plan. Any shares that are surrendered to the Company in payment of the exercise price of an option or a prior plan option or to satisfy tax withholding obligations in respect of an option or SAR or a prior plan option or SAR, that are subject to a SAR and not issued in connection with its stock settlement on exercise with respect to the exercise price thereof, or that are reacquired by the Company on the open market or otherwise using cash proceeds from the exercise of options or prior plan options will not be added back to the shares available under the 2024 Plan. Any shares surrendered to the Company after December 31, 2023 in payment of any taxes withheld in respect of an award other than an Option or SAR or any prior plan award other than a stock option or SAR will however again be made available for grant under the 2024 Plan.

In addition, Shares of common stock covered by awards granted pursuant to the 2024 Plan in connection with the assumption, replacement, conversion or adjustment of outstanding equity-based awards in the context of a corporate acquisition or merger will not count as delivered under the 2024 Plan for these purposes, except that such awards issued or intended as ISOs will count against the ISO limit.

NON-EMPLOYEE DIRECTOR LIMITS

The 2024 Plan provides that no non-employee director may be paid or granted, in any fiscal year and in connection with such services, cash compensation and equity awards with an aggregate value greater than

$750,000; provided that the independent members of the Board may make exceptions to this limit as determined necessary or appropriate, provided that the non-employee director receiving such additional compensation may not participate in the decision to award such compensation. The foregoing does not apply to compensation or awards provided for services other than those of a director (e.g., for services provided as an employee or consultant).

DIVIDENDS; DIVIDEND EQUIVALENTS

In no event may dividends or dividend equivalents be paid with respect to options or stock appreciation rights under the Plan. Further, notwithstanding anything to the contrary, with respect to full-value awards, if such award provides for a right to dividends or dividend equivalents, any dividends or dividend rights will be subject to the same vesting requirements as the underlying award and may only be paid at the time those vesting requirements are satisfied.

CHANGE IN CONTROL

In the event of a change in control of the Company (as described below), unless the Committee determines otherwise, outstanding equity awards are subject to "double-trigger" vesting and do not automatically vest solely upon consummation of a change in control. If a change in control occurs and outstanding equity awards are not assumed or substituted by the surviving entity or successor corporation, unless the Committee determines otherwise, such equity awards will fully vest, with performance-based awards vesting at either target level, which may be pro rated, or actual achievement, in the Committee's discretion. In addition, the Committee may, in its sole discretion, terminate outstanding awards after giving the participant an opportunity to exercise the awards or terminate the awards for no consideration if the awards have no value.

For purposes of the 2024 Plan, a "change in control" generally means "a change in the ownership or effective control," or in the "ownership of a substantial portion of the assets of" the Company, in each case, within the meaning of IRC Section 409A and the related regulations, and includes any of the following events as such concepts are interpreted under IRC Section 409A and the related regulations:

- the date on which a majority of members of the Board is replaced during any twelve (12) month period by directors whose appointment or election is not endorsed by a majority of the members of the Board before the date of the appointment or election; or
- the acquisition, by any one person, or by persons acting as a group, or by a corporation owned by a group of persons that has entered into a merger, acquisition, consolidation, purchase, stock acquisition, asset acquisition, or similar business transaction with the Company, of: (i) ownership of shares that, together with any stock previously held by such person or group, constitutes more than fifty percent (50%) of either (x) the total fair market value or (y) the total voting power of the shares of the Company; (ii) ownership of shares possessing thirty percent (30%) or more of the total voting power of the Company, during the twelve-month period ending on the date of such acquisition; or (iii) assets from the Company that have a total gross fair market value equal to or more than forty percent (40%) of the total gross fair market value of all of the assets of the Company during the twelve-month period ending on the date of such acquisition; provided, however, that any transfer of assets to a related person as defined under IRC Section 409A and the related regulations will not constitute a change in control.

ADJUSTMENTS

In the event the shares of common stock are affected by any extraordinary dividend, distribution, recapitalization, rights offering, stock split, reverse stock split, split-up or spin-off, the Committee will equitably adjust (i) the number of shares with respect to which awards may be granted under the 2024 Plan, including the share limit and the ISO limit, and (ii) the terms of any outstanding award, including the number of shares subject to the award, the exercise price, if any, and vesting terms, including performance goals, so as to prevent the enlargement or diminishment of the benefits provided thereunder.

In addition, in the event of any reorganization, merger, consolidation, combination, repurchase or exchange of shares or other similar transaction affecting the shares of common stock, the Committee may make any equitable adjustment described under the preceding paragraph and may also provide that (i) outstanding awards will be canceled in exchange for a cash payment (or no payment in the case of out-of-the-money options and SARs) and (ii) options and SARs will expire if not exercised prior to a specified date.

AWARD TYPES

The 2024 Plan allows for grants of the following types of incentive awards: (i) options; (ii) SARs; (iii) restricted shares; (iv) restricted stock units ("RSUs"); (v) cash incentive awards; and (vi) other equity-based or equity-related awards. Subject to the terms and limitations set forth in the 2024 Plan, awards may be settled in cash,

stock or a combination of the foregoing. Each award will be evidenced by an award agreement that specifies the terms and conditions of the award and any rules applicable thereto.

OPTIONS AND SARS

Options granted under the 2024 Plan may be "non-qualified stock options" ("NQSOs") or "incentive stock options" ("ISOs") under the United States Internal Revenue Code of 1986, as amended (the "Code"). SARs may also be granted, which are awards that entitle the participant to receive the excess of the fair market value of a share of common stock on the date of exercise over the exercise price. The exercise price of an option or SAR is determined by the Committee, and unless otherwise determined by the Committee may not be less than the fair market value of a share of common stock on the date of grant, provided that in the case of ISOs granted to an employee who at the time of the grant of such option, owns stock representing more than 10% of the voting power of all classes of stock of the Company or any affiliate, the exercise price of such option will be no less than 110% of the fair market value of a share of common stock on the date of the grant. The maximum term of each option or SAR is 10 years. In connection with the exercise of an option, the participant must pay the exercise price in cash or in any other method approved by the Committee.

RESTRICTED SHARES AND RSUS

Prior to the end of the restricted period, shares granted as restricted stock may not be sold, and will be forfeited in the event of termination of employment in specified circumstances. Aside from the risk of forfeiture and non-transferability, an award of restricted stock entitles the participant to the rights of a shareholder of the Company, including the right to vote the shares and to receive dividends, unless otherwise determined by the Committee.

RSUs give a participant the right to receive shares at the end of a specified vesting period, which receipt may be deferred to the extent of the Company's deferred compensation programs. Prior to settlement, RSUs carry no voting or dividend rights or other rights associated with stock ownership, but dividend equivalents may accrue and become payable at the same time as the underlying RSU, if authorized by the Committee.

CASH INCENTIVE AWARDS AND OTHER STOCK-BASED AWARDS

The Committee is permitted to grant cash incentive awards and other types of awards based upon the Company's common stock, including fully vested stock and dividend equivalent rights, which may be subject to any performance criteria or other payment conditions that are imposed by the Committee.

DURATION AND AMENDMENT

The Board may at any time suspend or terminate the 2024 Plan or revise or amend it in any respect whatsoever, except that shareholder approval will be required to (i) increase the share limit or ISO limit (other than increases pursuant to the adjustment provisions of the 2024 Plan); (ii) expand the class of individuals eligible to participate in the 2024 Plan; (iii) extend the expiration date of the 2024 Plan; or (iv) allow for the repricing of options or SARs. No such amendment or termination may, without the consent of the affected participant, materially and adversely affect the rights of such participant with respect to a previously granted award unless otherwise provided in the applicable award agreement.

The Amendment will be fully effective if and when it is approved by shareholders. The 2024 Plan was approved by shareholders on April 17, 2024 and will remain in effect until February 10, 2034, the tenth anniversary of the date on which the 2024 Plan was adopted by the Board, provided that the 2024 Plan will remain in effect past such date solely for the purposes of administering previously granted awards that remain outstanding.

NON-U.S. HOLDERS

To comply with the laws in countries other than the United States in which the Company or its affiliates operate or have persons eligible to participate in the 2024 Plan, the Committee has the authority to (i) determine which eligible persons outside the United States are participants in the 2024 Plan; (ii) modify the terms and conditions of any award granted to eligible persons outside the United States; (iii) establish subplans and modify exercise procedures and other terms and procedures; and (iv) take any action that it deems advisable to comply with local regulations and requirements.

Material United States Federal Income Tax Consequences

The following is a general summary under current law of the principal United States federal income tax consequences related to awards under the 2024 Plan. This summary deals with the general federal income tax principles that apply and is provided only for general information. Some kinds of taxes, such as state, local and foreign income taxes and federal employment taxes, are not discussed. This summary is not intended as tax advice to participants, who should consult their own tax advisors.

- ***NQSOs.*** If a participant is granted an NQSO under the 2024 Plan, the participant should not have taxable income on the grant of the option. Generally, the participant should recognize ordinary income at the time of exercise of the NQSO in an amount equal to the fair market value of the common stock acquired on the date of exercise, less the exercise price paid for such common stock. The participant's basis in the common stock for purposes of determining gain or loss on a subsequent sale or disposition of such common stock generally will be the fair market value of common stock on the date the participant exercises such option. Any subsequent gain or loss will be taxable as a long-term or short-term capital gain or loss. The Company or its affiliates generally should be entitled to a federal income tax deduction at the time and for the same amount as the participant recognizes ordinary income.
- ***ISOs.*** A participant receiving ISOs should not recognize taxable income upon grant. Additionally, if the applicable holding period requirements are met, the participant should not recognize taxable income at the time of exercise. However, the excess of the fair market value of the common stock received over the option exercise price is an item of tax preference income potentially subject to the alternative minimum tax. If the shares of common stock acquired upon exercise of an ISO are held for a minimum of two years from the date of grant and one year from the date of exercise and otherwise satisfy the ISO requirements, the gain or loss (in an amount equal to the difference between the fair market value on the date of disposition and the exercise price) upon disposition of the common stock will be treated as a long-term capital gain or loss, and the Company will not be entitled to any deduction. If the holding period requirements are not met, the ISO will be treated as one that does not meet the requirements of the IRC for ISOs and the participant will recognize ordinary income at the time of the disqualifying disposition equal to the excess of the amount realized over the exercise price, but not more than the excess of the fair market value of the common stock on the date the ISO is exercised over the exercise price, with any remaining gain or loss being treated as capital gain or capital loss. The Company and its affiliates generally are not entitled to a federal income tax deduction upon either the exercise of an ISO or upon disposition of the common stock acquired pursuant to such exercise, except to the extent that the participant recognizes ordinary income on disposition of the common stock.
- ***Other Awards.*** The current federal income tax consequences of other awards authorized under the 2024 Plan generally follow certain basic patterns: SARs are taxed and deductible in substantially the same manner as NQSOs; nontransferable restricted shares subject to a substantial risk of forfeiture results in income recognition equal to the excess of the fair market value over the price paid, if any, only at the time the restrictions lapse (unless the recipient elects to accelerate recognition as of the date of grant through an election under IRC Section 83(b)); RSUs, dividend equivalents and other share or cash based awards are generally subject to tax at the time of payment. The Company and its affiliates generally should be entitled to a federal income tax deduction at the time and for the same amount as the participant recognizes ordinary income.
- ***IRC Section 409A.*** Certain types of awards under the 2024 Plan may constitute, or provide for, a deferral of compensation subject to Section 409A of the Code and the related regulations. Unless certain requirements set forth in Section 409A of the Code and the related regulations are complied with, holders of such awards may be taxed earlier than would otherwise be the case (e.g., at the time of vesting instead of the time of payment) and may be subject to an additional 20% penalty tax (and, potentially, certain interest, penalties and additional state taxes). To the extent applicable, the 2024 Plan and awards granted under the 2024 Plan are intended to be structured and interpreted in a manner intended to either comply with or be exempt from Section 409A of the Code and the related regulations and other interpretive guidance that may be issued under Section 409A of the Code. To the extent determined necessary or appropriate by the Committee, the 2024 Plan and applicable award agreements may be amended to further comply with Section 409A of the Code or to exempt the applicable awards from Section 409A of the Code.
- ***IRC Section 162(m).*** Section 162(m) of the Code generally provides that income tax deductions of publicly held corporations may be limited to the extent total compensation (including, but not limited to, base salary, annual bonus and income attributable to option and SAR exercises and other equity award settlements and other non-qualified benefits) for certain executive officers exceeds $1,000,000 in any taxable year of the corporation.

New Plan Benefits

All future awards to directors, officers, employees and consultants will be made at the discretion of the Committee, the Board or any directors or officers to whom authority to grant awards has been delegated under the 2024 Plan. Therefore, the Company cannot determine future benefits under the 2024 Plan at this time. Information regarding the Company's recent practices with respect to equity-based compensation under the 2024 Plan is presented elsewhere in this Proxy Statement and in the Company's Annual Report on Form 10-K, filed on February 26, 2026.

Vote Sought

The Amendment to the 2024 Plan will be approved if approved by a majority of the votes properly cast on this proposal.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE FOR APPROVAL OF THE AMENDMENT TO THE 2024 OMNIBUS INCENTIVE PLAN.

PROPOSAL 5

ADVISORY (NON-BINDING) SHAREHOLDER PROPOSAL—AVOID BRAND DAMAGE FROM POLITICAL SPENDING

The Board of Directors recommends that you vote AGAINST the advisory (non-binding) shareholder proposal.

Sonoco has been advised that John Chevedden, 2215 Nelson Avenue, No. 205, Redondo Beach, CA 90278, who has indicated that he is a beneficial owner of 70 shares of Sonoco's common stock, intends to submit the following proposal at the Annual Meeting. The below text and graphic were provided by Mr. Chevedden for inclusion in this Proxy Statement.

In accordance with the proxy regulations of the SEC, the shareholder proposal and the accompanying supporting statement are included exactly as submitted to the Company by the proponent of the proposal. The Company is not responsible for the content of this shareholder proposal or its supporting statement.

Avoid Brand Damage from Political Spending—Proposal 5



Shareholders request that Sonoco Products Company provide a report, updated annually, disclosing the Company's:

1. Policies and procedures for making, with corporate funds or assets, contributions and expenditures (direct or indirect) to (a) participate or intervene in any campaign on behalf of (or in opposition to) any candidate for public office, or (b) influence the general public, or any segment thereof, with respect to an election or referendum.
2. Monetary and non-monetary contributions and expenditures (direct and indirect) used in the manner described in section 1 above, including the identity of the recipient as well as the amount paid to each.

The report shall be presented to the board of directors and posted on the Company's website. This proposal does not encompass lobbying spending.

SUPPORTING STATEMENT

Long-term shareholders of Sonoco support transparency and accountability in corporate electoral spending. This includes any activity considered intervention in a political campaign under the Internal Revenue Code, such as direct and indirect contributions to political candidates, parties, or organizations, and independent expenditures or electioneering communications on behalf of federal, state, or local candidates.

A company's reputation, value, and bottom line can be adversely impacted by political spending. The risk is especially serious when giving to trade associations, Super PACs, 527 committees, and "social welfare" organizations—groups that routinely pass money to or spend on behalf of candidates and political causes that a company might not otherwise wish to support.

A recent poll of retail shareholders by Mason-Dixon Polling & Research found that 83% of respondents said they would have more confidence investing in companies that have adopted reforms that provide for transparency and accountability in political spending.

Sonoco scored 3% out of a possible 100% in the CPA-Zicklin Index of Corporate Political Disclosure and Accountability: https://www.politicalaccountability.net/2024-russell-1000-index-data/

This proposal asks Sonoco to disclose all of its electoral spending, including payments to Trade Associations and 501(c)(4) social welfare organizations, which may be used for electoral purposes, and are otherwise undisclosed. This would bring Sonoco in line with a growing number of leading companies.

Without knowing the recipients of our company's political dollars Sonoco directors and shareholders cannot sufficiently assess whether the Company's election-related spending aligns with or conflicts with its policies on climate change and sustainability and other areas of concern.

Please vote for this important governance reform:

Avoid Brand Damage from Political Spending—Proposal 5

STATEMENT IN OPPOSITION TO THE SHAREHOLDER PROPOSAL

The Board unanimously recommends that shareholders vote AGAINST this proposal.

KEY REASON TO VOTE AGAINST THE PROPOSAL: SONOCO DOES NOT ENGAGE IN DIRECT POLITICAL ACTIVITY

Sonoco does not engage in political activity and has long-standing and publicly disclosed policies and procedures governing political activity and contributions. In line with its long-standing practice, Sonoco:

- ***Does not make any contributions to any political party or candidate for U.S. federal, state, local, or foreign public office.***
- ***Does not make payments to influence any election or referendum.***
- ***Does not pay for or provide funds to be used in communications or electioneering in support of, or in opposition to, political candidates or referendums.***
- ***Does not maintain a Company-sponsored political action committee or contribute to any political action committees.***

Sonoco engages with a number of organizations, including certain independent industry organizations to keep informed of and be able to provide input on developments, trends and policy issues in its industry and those important to it as a global company and employer. Sonoco does not seek to influence elections or referendums through its membership in industry trade groups and does not make expenditures to groups for political purposes. Sonoco does not control these independent industry associations, whose members often have divergent views and interests. Sonoco's participation in industry associations reflects its commitment to participate in industry-relevant dialogue. The Board, through its Employee and Public Responsibility Committee, provides oversight of public policy issues and significant political and social changes that may affect the Company, including political and government affairs and policies.

Because Sonoco does not engage in direct political activity, the Board believes the reporting requested by this proposal would not improve transparency or accountability or otherwise benefit Sonoco shareholders.

ADDITIONAL DISCLOSURES ARE UNNECESSARY AND WOULD NOT BENEFIT SONOCO SHAREHOLDERS

Because Sonoco does not engage in political activity and is already transparent with respect to its participation in industry organizations, the Board believes this proposal is redundant of existing information available to shareholders and would create unnecessary internal processes and administrative costs without either providing any meaningful additional information or improving the Company's accountability to shareholders.

Furthermore, the Board believes Sonoco shareholders share this view. The Company conducts regular shareholder engagement, and it has not received feedback that shareholders would like additional information about Sonoco's political contributions, in light of the Company's practices.

For these reasons, the Board believes the additional costs and administrative burden associated with the reporting requested by this proposal would exceed any benefit to shareholders.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE AGAINST THIS PROPOSAL.

INFORMATION CONCERNING THE SOLICITATION

These proxy materials are provided in connection with the solicitation by the Board of Directors of Sonoco Products Company of proxies to be used at the Annual Meeting to be held on Wednesday, April 15, 2026, at 11:00 a.m. (Eastern Time) at Watson Theater, Coker University, 104 Campus Drive, Hartsville, SC, and at any adjournment or postponement of the meeting. The proxy materials are first being mailed on or about March 13, 2026.



Date and Time

Wednesday, April 15, 2026
11:00 a.m. Eastern Time



Place

Watson Theater,
Coker University
104 Campus Drive
Hartsville, South Carolina



Record Date

February 25, 2026
at close of business



Live Audio Cast and Replay

investor.sonoco.com

If you wish to attend the meeting in person, you may obtain directions to Sonoco's office on the website at sonoco.com. The site of the Annual Meeting is only a short distance from the Sonoco office and directions from the office to the Annual Meeting site may be obtained at the reception desk.

HOW WILL A QUORUM BE ESTABLISHED?

The Annual Meeting will be held if a majority of the outstanding shares of common stock entitled to vote (a "quorum") is represented at the meeting. If you have submitted valid proxy instructions or are a record shareholder and attend the meeting in person, your shares will be counted for the purpose of determining whether there is a quorum, even if you wish to abstain from voting on some or all matters introduced. "Broker non-votes" also count in determining whether a quorum is present. A "broker non-vote" occurs when a broker, bank, or nominee who holds shares in street name for a beneficial owner attends the meeting in person, or by proxy, but chooses not to vote on a particular proposal, or does not have discretionary voting power for that proposal and has not received voting instructions from the beneficial owner.

WHO MAY VOTE?

You will only be entitled to vote at the Annual Meeting if Sonoco's records show that you were a record shareholder at the close of business on February 25, 2026. At the close of business on February 25, 2026, a total of 98,871,589 shares of common stock were outstanding and entitled to vote. Each share of common stock has one vote.

HOW DO I VOTE SHARES HELD DIRECTLY?

If you hold your shares in your own name as a record shareholder through the transfer agent, Continental Stock Transfer and Trust, you may vote by proxy or in person at the meeting. To vote by proxy you may select one of the following options:



Telephone

- You may vote by telephone (if you live in the United States) using the toll-free number shown on your proxy card.
- You must have a touch-tone telephone to use this option.
- Telephone voting is available 24 hours a day, seven days a week.
- Clear and simple voice prompts allow you to vote your shares and confirm that your instructions have been properly recorded.



Internet

- You may vote through the Internet. The website for Internet voting is shown on your proxy card.
- Internet voting is available 24 hours a day, seven days a week.
- When you vote through the Internet, you will be given the opportunity to confirm that your instructions have been properly recorded.



Mail

- If you choose to vote by mail, please mark the enclosed proxy card, sign and date it, and return it in the enclosed postage-paid envelope.

If you vote by telephone or through the Internet, please DO NOT return your proxy card. Votes must be received by 7 pm (EDT) on April 14, 2026.

HOW DO I VOTE SHARES HELD IN STREET NAME BY A BROKER, BANK, OR OTHER NOMINEE?

If your shares are held in street name by a broker, bank, or other nominee, you may direct your vote by submitting your voting instructions to your broker, bank, or other nominee. Please refer to the voting instructions provided by your broker, bank, or other nominee.

For matters that are considered “routine” in nature, brokers have discretionary authority to vote on behalf of the shareholder. The only routine proposal for consideration at the Annual Meeting is Proposal 2, the ratification of the independent registered public accounting firm. Brokers may vote on this matter even if you have not provided voting instructions.

Your broker, bank, or other nominee is not permitted to vote on Proposal 1 or Proposals 3 through 5 unless you provide voting instructions. Therefore, if you hold your shares in street name and do not return a voting instruction form, or if you return a voting instruction form but do not indicate how you want your broker, bank, or other nominee to vote on any of these matters, a broker non-vote will occur with respect to such matters.

If you wish to vote at the meeting and your shares are held in street name by a bank, broker, or other nominee, you must obtain a proxy executed in your favor from the holder of record prior to the meeting and present it to the Secretary of the Company at the meeting.

IF I DO NOT MARK MY PROXY CARD, HOW WILL SHARES BE VOTED?

If you indicate your voting choices, your shares will be voted according to your instructions. If you fail to give voting instructions, the proxy agents will vote your shares according to the recommendations of the Board of Directors:

	Items of Business	Board Recommendation	See Page
1	**Proposal 1**—Election of 11 Directors	**FOR** all 11 nominees for director	5
2	**Proposal 2**—Ratification of Independent Registered Public Accounting Firm	**FOR**	26
3	**Proposal 3**—Advisory (Non-binding) Vote on Executive Compensation	**FOR**	67
4	**Proposal 4**—Approval of Amendment No. 1 to 2024 Omnibus Incentive Plan	**FOR**	68
5	**Proposal 5**—Advisory (Non-binding) Shareholder Proposal—Avoid Brand Damage from Political Spending	**AGAINST**	75

The proxy agents will vote according to their best judgment on any other matter that properly comes before the Annual Meeting. At present, the Board of Directors does not know of any other such matters.

HOW DO I REVOKE MY PROXY?

You may revoke your proxy at any time before it is voted. If you hold your shares in your own name as a record shareholder, you may revoke your proxy in any of the following ways:

- by giving notice of revocation at the Annual Meeting;
- by delivering to the Secretary of the Company, 1 North Second Street, Hartsville, SC 29550 US, written instructions revoking your proxy; or
- by delivering to the Secretary an executed proxy bearing a later date.

Subsequent voting by telephone or via the Internet cancels your previous vote. If you are a shareholder of record, you may also attend the meeting and vote in person, in which case your proxy vote will not be used.

If your shares are held in street name by a broker, bank, or other nominee, you may revoke your voting instructions by submitting new voting instructions to the broker, bank, or other nominee who holds your shares.

HOW VOTES WILL BE COUNTED?

Proposals		Voting Requirements	Effect of Abstentions and Broker Non-Votes
1	Election of 11 directors	As this is an uncontested director election, each director will be elected if the votes cast in favor of the director exceed the votes cast against the director. Cumulative voting is not permitted.	Abstentions or shares that are not voted (including broker non-votes) will have no effect on the outcome of the matter.
2	Ratification of independent registered public accounting firm	The ratification of the independent registered public accounting firm will be approved if the votes cast in favor exceed the votes cast against the matter. Cumulative voting is not permitted.	Abstentions or shares that are not voted will have no effect on the outcome of the matter. There will be no broker non-votes on this matter. This matter is considered "routine," and if you hold your shares in street name, your broker may vote on this matter even if you have not provided voting instructions.
3	Advisory (non-binding) vote to approve executive compensation	The vote on the advisory (non-binding) resolution to approve executive compensation will be approved if the votes cast in favor of the matter exceed the votes cast against the matter. However, the vote is non-binding on Sonoco and the Board of Directors. Cumulative voting is not permitted.	Abstentions or shares that are not voted (including broker non-votes) will have no effect on the outcome of the matter.
4	Approval of Amendment No. 1 to 2024 Omnibus Incentive Plan	Amendment No. 1 to 2024 Omnibus Incentive Plan will be approved if the votes cast in favor exceed the votes cast against the matter. Cumulative voting is not permitted.	Abstentions or shares that are not voted (including broker non-votes) will have no effect on the outcome of the matter.
5	Advisory (non-binding) shareholder proposal —avoid brand damage from political spending	The vote on the advisory (non-binding) shareholder proposal will be approved if the votes cast in favor of the matter exceed the votes cast against the matter. Because the proposal is non-binding, its effect will be to inform the Board of Directors of the preferences of shareholders casting votes on the proposal. Cumulative voting is not permitted.	Abstentions or shares that are not voted (including broker non-votes) will have no effect on the outcome of the matter.

Other Matters

Any other matter that may be properly brought before the meeting will be approved if the votes cast in favor of the matter exceed the votes cast against the matter. Abstentions or shares that are not voted (including broker non-votes) will have no effect on the outcome of such matters.

WHAT IS THE COST OF THIS PROXY SOLICITATION?

Sonoco will pay the cost of this proxy solicitation. Morrow Sodali LLC, will assist in obtaining proxies by mail, facsimile, or email from brokerage firms, banks, broker-dealers, or other similar organizations representing beneficial owners of shares. Sonoco has agreed to a fee of approximately $10,000 plus out-of-pocket expenses. Morrow Sodali LLC may be contacted at Morrow Sodali LLC, 470 West Ave, Stamford, CT 06902.

In addition to soliciting proxies by mail, some of Sonoco's officers, directors, and regular employees may solicit proxies by telephone, fax, email, or personal contact. None of these officers, directors, or employees will receive any additional or special compensation for doing this.

ADDITIONAL INFORMATION

INCORPORATION BY REFERENCE

Neither the Compensation Committee Report nor the Audit Committee Report shall be deemed filed with the SEC or incorporated by reference into any prior or future filings made by the Company under the Securities Act or the Exchange Act and are not deemed to be "Soliciting Material."

References to websites, reports, surveys, indices, publications, or other materials prepared or maintained by third parties, Sonoco's website address and additional Company reports or information contained on the website throughout this Proxy Statement are for information purposes only or to satisfy requirements of the New York Stock Exchange or the SEC and are intended to provide inactive, textual references only. The information prepared or maintained by third parties or on Sonoco's website, including the information contained in those reports, is not part of this Proxy Statement and is not incorporated by reference into this Proxy Statement.

SHAREHOLDER PROPOSALS FOR NEXT ANNUAL MEETING

If you want to present a shareholder proposal to be voted on at Sonoco's Annual Meeting of Shareholders in 2027, you must submit the proposal to the Secretary of the Company in writing by January 30, 2027. However, if you want the shareholder proposal to be included in the proxy materials for the Annual Meeting of Shareholders in 2027 pursuant to Rule 14a-8 under the Exchange Act, you must be sure the Secretary of the Company receives your written proposal by November 13, 2026 at 1 North Second Street, Hartsville, SC 29550 US or by email to Corporate.Secretary@sonoco.com. All shareholder proposals submitted for inclusion in the proxy materials pursuant to Rule 14-8 must comply with the requirements of Rule 14a-8 under the Exchange Act. The proxy agents, on proxies solicited on behalf of the Board of Directors, will use their discretionary authority to vote on any matter as to which notice was not received by the Secretary of the Company by January 30, 2027. For a shareholder proposal to be considered and voted on at an Annual Meeting of Shareholders, the shareholder proponent of the proposal, or such shareholder's properly qualified representative, must be present at the meeting to present the proposal.

Shareholders have the right to nominate their own candidates for election as directors at an Annual Meeting of Shareholders if they make a written nomination at least 90 days, but not more than 120 days, prior to the first anniversary of the preceding year's Annual Meeting of Shareholders. Any such nomination for the 2027 Annual Meeting of Shareholders should be submitted to the Corporate Secretary at 1 North Second Street, Hartsville, SC 29550 US no earlier than December 16, 2026 and no later than January 15, 2027. The Corporate Governance and Nominating Committee will also consider director candidates recommended by shareholders, and any such recommendation should include the nominee's name and qualifications for membership on the Board and should be directed to the Corporate Secretary at the address above.

The requirements summarized above are qualified in their entirety by Sonoco's By-Laws, Rule 14a-19 under the Exchange Act (as applicable) and, in the case of shareholder proposals submitted for inclusion in the proxy materials, Rule 14a-8 under the Exchange Act, which you should read in order to comply with the applicable requirements. However, we note that the deadline provided for in Rule 14a-19 does not supersede any of the requirements or timing required by our bylaws. We encourage shareholders who wish to submit a proposal or nomination to seek independent counsel. We will not consider any proposal or nomination that is not timely or otherwise does not meet the bylaw and SEC requirements. We reserve the right to reject, rule out of order, or take other appropriate action with respect to any proposal that does not comply with these and other applicable requirements.

DELIVERY OF DOCUMENTS TO SHAREHOLDERS SHARING AN ADDRESS

Sonoco delivers a single copy of the Annual Report and Proxy Statement to multiple shareholders sharing one address unless contrary instructions are received from one or more of the shareholders at such address. Upon oral or written request to:

MAIL
Sonoco Products Company
c/o Continental Stock Transfer and Trust Company
1 State Street Plaza, 30th Floor
New York, NY 10004 US

TELEPHONE
(866) 509-5584

Continental Stock Transfer and Trust Company will promptly deliver a separate copy of the Annual Report and Proxy Statement to a shareholder at a shared address to which a single copy was delivered. If you are currently receiving a single copy of the Annual Report and Proxy Statement for multiple shareholders at your address and would prefer to receive separate copies in the future, please write or call Continental Stock Transfer and Trust Company at the address or telephone number above and ask them to send you separate copies. If you are still currently receiving multiple copies of the Annual Report and Proxy Statement for multiple shareholders at your address and would prefer to receive a single copy in the future, please write or call Continental Stock Transfer and Trust Company at the address or telephone number above and ask them to send a single copy to your address.

OTHER MATTERS

As of the date of this Proxy Statement, the Board does not intend to bring any other business before the Annual Meeting and the Board does not know of any business that will be presented for consideration at the meeting other than as stated in the notice of the meeting. The proxy agents will vote in their best judgment on any other business that properly comes before the meeting.

To ensure your representation at the Annual Meeting, please vote by telephone (if you live in the United States), via the Internet, or mark, sign, date, and return your proxy card or voting instruction form as promptly as possible. Please sign exactly as your name appears on the accompanying proxy.



By order of the Board of Directors,

JOHN M. FLORENCE, JR.
General Counsel Secretary

Hartsville, South Carolina 29550
March 13, 2026

APPENDIX 1

Reconciliation of GAAP to Non-GAAP Financial Measures

For the Year Ended

Dollars in thousands	December 31, 2025	December 31, 2024	December 31, 2023
Operating Profit (GAAP)	**$ 1,662,159**	**$ 454,615**	**$ 715,790**
Adjustments:			
Acquisition, integration and divestiture- related costs	66,834	110,883	26,254
Changes in LIFO inventory reserves	58	(6,263)	(11,817)
Amortization of acquisition intangibles	182,152	97,333	87,264
Restructuring/Asset impairment charges	66,641	69,110	56,933
(Gain)/Loss on divestiture of business and other assets	(978,351)	23,452	(78,929)
Net (gain)/loss from derivatives	1,731	(7,225)	(1,912)
Other adjustments	3,721	6,154	10,142
Total adjustments	(657,214)	293,444	87,935
Adjusted Operating Profit (Non-GAAP)	**$ 1,004,945**	**$ 748,059**	**$ 803,725**

APPENDIX 2

SONOCO PRODUCTS COMPANY
AMENDMENT NO. 1 TO 2024 OMNIBUS INCENTIVE PLAN

The Sonoco Products Company 2024 Omnibus Incentive Plan (the "Plan") is hereby amended (this "Amendment") as of February 11, 2026, subject to approval by the shareholders of Sonoco Products Company, a corporation organized under the laws of South Carolina (the "Company").

WHEREAS, Section 10(a) of the Plan provides that the Board of the Directors of the Company (the "Board") may amend the Plan to increase the Share Limit and the ISO Limit (each, as defined in the Plan), subject to the approval of the Company's shareholders;

WHEREAS, the Board has determined that it is in the long-term best interest of the Company and its shareholders to amend the Plan to (1) increase the Share Limit and (2) increase the ISO Limit.

NOW THEREFORE, The Plan is hereby amended as follows, subject to the approval of the Company's shareholders:

1. Capitalized Terms. All capitalized terms used and not defined in this Amendment shall have the meanings given to them in the Plan.

2. Amendment to Section 4(a) of the Plan. Section 4(a) of the Plan is deleted and replaced in its entirety with the following:

   (a) Share Limits. Subject to adjustment as provided in Section 4(d), the maximum number of Shares that may be issued pursuant to Awards shall be equal to 4,330,000, less one (1) Share for each Share subject to any stock awards granted under any Prior Plan after December 31, 2023, (the "Share Limit"). Subject to adjustment as provided in Section 4(d), the maximum number of Shares that may be delivered upon the exercise of Incentive Stock Options shall be equal to the Share Limit (the "ISO Limit"). After the Effective Date no stock awards may be granted under any Prior Plan.

3. Remainder of Plan Remains in Effect. Except as set forth in this Amendment, the Plan shall remain in full force and effect without modification.

4. Shareholder approval: This Amendment shall be subject to approval by the Company's shareholders within 12 months after the date this Amendment is adopted.

Approved by the Board of Directors on February 11, 2026

Approved by the Company's shareholders on April 15, 2026



Corporate Headquarters

1 North Second Street
Hartsville, SC 29550
USA

843.383.7000

www.investor.sonoco.com

@sonoco.products

@sonoco

sonocoproducts

@sonoco

YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.

Vote by Internet or Telephone – QUICK ★★★ EASY
IMMEDIATE – 24 Hours a Day, 7 Days a Week or by Mail

Sonoco Products Company

As a shareholder of Sonoco Products Company, you have the option of voting your shares electronically through the Internet or over the telephone, eliminating the need to return the proxy card. Your electronic vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated and returned the proxy card. Votes submitted electronically over the Internet or by telephone must be received by 11:59 p.m., Eastern Time, on April 14, 2026.

INTERNET – www.cstproxyvote.com
Use the Internet to vote your proxy. Have your proxy card available when you access the above website. Follow the prompts to vote your shares.

PHONE – 1 (866) 894-0536
Use a touch-tone telephone to vote your proxy. Have your proxy card available when you call. Follow the voting instructions to vote your shares.

MAIL – Mark, sign and date your proxy card and return it in the postage-paid envelope provided.

PLEASE DO NOT RETURN THE PROXY CARD IF YOU ARE VOTING ELECTRONICALLY.

▲ FOLD HERE • DO NOT SEPARATE • INSERT IN ENVELOPE PROVIDED ▲

PROXY

Please mark your votes like this X

The Board of Directors recommends a vote FOR each of the Director nominees and FOR proposals 2, 3, and 4 and AGAINST proposal 5.

1. To elect eleven members to the Board of Directors for a one-year term:

		FOR	AGAINST	ABSTAIN
(1)	Steven L. Boyd	☐	☐	☐
(2)	Scott A. Clark	☐	☐	☐
(3)	R. Howard Coker	☐	☐	☐
(4)	Dr. Pamela L. Davies	☐	☐	☐
(5)	Theresa J. Drew	☐	☐	☐
(6)	Philippe Guillemot	☐	☐	☐
(7)	John R. Haley	☐	☐	☐
(8)	Robert R. Hill, Jr.	☐	☐	☐
(9)	Eleni Istavridis	☐	☐	☐
(10)	Richard G. Kyle	☐	☐	☐
(11)	Craig L. Nix	☐	☐	☐

2. To ratify the selection of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Company for the year ending December 31, 2026. FOR ☐ AGAINST ☐ ABSTAIN ☐

3. To approve, on an advisory (non-binding) basis, the compensation of the Company's named executive officers. FOR ☐ AGAINST ☐ ABSTAIN ☐

4. To approve Amendment No. 1 to the Sonoco Products Company 2024 Omnibus Incentive Plan. FOR ☐ AGAINST ☐ ABSTAIN ☐

5. Advisory (non-binding) shareholder proposal - avoid brand damage from political spending. FOR ☐ AGAINST ☐ ABSTAIN ☐

Mark Here for Address Change or Comments SEE REVERSE ☐

CONTROL NUMBER

Signature_____**Signature, if held jointly**_____ **Date**_____**, 2026**

Note: Please sign exactly as name appears hereon. When shares are held by joint owners, both should sign. When signing as attorney, executor, administrator, trustee, guardian, or corporate officer, please give title as such.

Important Notice Regarding the Internet Availability of Proxy Materials for the Annual Meeting of Shareholders

The 2026 Proxy Statement and the 2025 Annual Report to Shareholders are available at: https://www.cstproxy.com/sonoco/2026

▲ FOLD HERE • DO NOT SEPARATE • INSERT IN ENVELOPE PROVIDED ▲

PROXY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

SONOCO PRODUCTS COMPANY

1 NORTH SECOND STREET - HARTSVILLE, SOUTH CAROLINA 29550

The undersigned hereby appoints Paul Joachimczyk, Chief Financial Officer, and John M. Florence, Jr., General Counsel and Secretary, and each or either of them, as proxy agents, each with the power to appoint their substitute, and hereby authorizes them, and each of them, to represent and to vote all the shares of Common Stock of Sonoco Products Company held of record by the undersigned on February 25, 2026 at the Annual Meeting of Shareholders to be held on April 15, 2026 or at any adjournment thereof, as instructed below and in them, and each of them, discretion upon all such other matters as may be properly presented for consideration at such meeting.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED SHAREHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED IDENTICAL TO THE BOARD OF DIRECTORS' RECOMMENDATIONS.

This card also constitutes voting instructions to the plan Trustee for shares of Sonoco Products Company held in the Sonoco Products Company Savings Plan. You may direct the Trustee how to vote your shares as indicated on this card. **If you fail to give voting instructions to the Trustee, your shares will be voted by the Trustee in the same proportion as the shares for which valid instructions have been received.**

Address Change/Comments
(Mark the corresponding box on the reverse side)

(Continued, and to be marked, dated and signed, on the other side)