

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): February 19, 2024

WHIRLPOOL CORPORATION

(Exact name of registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-3932
(Commission
File Number)

38-1490038
(I.R.S. Employer
Identification No.)

2000 North M-63, Benton Harbor, Michigan
(Address of principal executive offices)

49022-2692
(Zip Code)

(269) 923-5000
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common stock, par value \$1.00 per share	WHR	Chicago Stock Exchange and New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On February 19, 2024, the Board of Directors (the “Board”) of Whirlpool Corporation (the “Company”) appointed Richard J. Kramer as a director of Whirlpool Corporation and a member of the Board’s Corporate Governance and Nominating Committee and Human Resources Committee, effective immediately.

Mr. Kramer’s compensation will be consistent with that of other non-employee directors, consisting of an annual cash retainer in the amount of \$150,000, and annual equity compensation, to be paid in Whirlpool common stock, in the amount of \$150,000.

Additionally, on February 19, 2024, Patricia K. Poppe communicated to the Board her decision not to stand for reelection at the Company’s 2024 Annual Meeting of Stockholders. Ms. Poppe’s decision was not related to any disagreement with the Company on any matter relating to its operations, policies or practices. Michael D. White will also not stand for reelection at the 2024 Annual Meeting of Stockholders having reached the director retirement age provided for by the Corporate Governance Guidelines for Operation of the Board of Directors.

The press release announcing the appointment of Mr. Kramer is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit</u>
Exhibit 99.1	Press Release dated February 19, 2024
Exhibit 104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

Website Disclosure

We routinely post important information for investors on our website, whirlpoolcorp.com, in the “Investors” section. We also intend to update the Hot Topics Q&A portion of this webpage as a means of disclosing material, non-public information and for complying with our disclosure obligations under Regulation FD. Accordingly, investors should monitor the Investors section of our website, in addition to following our press releases, SEC filings, public conference calls, presentations and webcasts. The information contained on, or that may be accessed through, our webpage is not incorporated by reference into, and is not a part of, this document.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Form 8-K Report to be signed on its behalf by the undersigned hereunto duly authorized.

WHIRLPOOL CORPORATION

By: /s/ Bridget K. Quinn
Name: Bridget K. Quinn
Title: Deputy General Counsel and Corporate Secretary
Date: February 20, 2024



Contact: Whirlpool Corporation
Media: 269-923-7405
Media@Whirlpool.com

Whirlpool Corporation Welcomes Richard J. Kramer to Board of Directors

BENTON HARBOR, Mich., Feb. 19, 2024 — The Whirlpool Corporation board of directors has appointed Richard J. Kramer, former chairman, chief executive officer and president of The Goodyear Tire & Rubber Company, to the board, effective February 19, 2024. Kramer will serve on the corporate governance and nominating committee and the human resources committee.

“As a former CEO with tangible experience driving corporate strategy, we believe Rich Kramer is an excellent addition to our board,” said Marc Bitzer, chairman and CEO of Whirlpool Corporation. “His significant experience in accounting, finance and capital structure, as well as mergers and acquisitions makes him an invaluable resource for Whirlpool Corporation.”

Kramer, 60, was tapped to lead The Goodyear Tire & Rubber Company in 2010 and held the role until his retirement in January 2024. Kramer had been with Goodyear since 2000, where he held various positions including chief operating officer and president, North American Tire. Previously, Kramer was with PricewaterhouseCoopers LLP where he was a partner.

Mr. Kramer is also a director of CNH Industrials N.V.

About Whirlpool Corporation

Whirlpool Corporation (NYSE: WHR) is committed to being the best global kitchen and laundry company, in constant pursuit of improving life at home. In an increasingly digital world, the company is driving purposeful innovation to meet the evolving needs of consumers through its iconic brand portfolio, including *Whirlpool*, *KitchenAid*, *Maytag*, *Consul*, *Brastemp*, *Amana*, *Bauknecht*, *JennAir*, *Indesit* and *InSinkErator*. In 2023, the company reported approximately \$19 billion in annual sales, 59,000 employees and 55 manufacturing and technology research centers. Additional information about the company can be found at WhirlpoolCorp.com.