

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 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): **August 4, 2020**

WestRock Company

(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction of
incorporation)

001-38736
(Commission
File Number)

37-1880617
(IRS Employer
Identification No.)

1000 Abernathy Road, Atlanta, Georgia
(Address of principal executive offices)

30328
(Zip Code)

(770) 448-2193
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

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 \$0.01 per share	WRK	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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). 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 2.02. Results of Operations and Financial Condition

On August 4, 2020, WestRock Company issued a press release announcing WestRock's financial results for the third quarter of fiscal 2020. A copy of the press release is attached as Exhibit 99.1.

The information provided pursuant to this Item 2.02, including Exhibit 99.1 in Item 9.01, is "furnished" and shall not be deemed to be "filed" with the Securities and Exchange Commission (the "SEC") or incorporated by reference in any filing under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or the Securities Act of 1933, as amended (the "Securities Act"), except as shall be expressly set forth by specific reference in any such filings.

Item 7.01. Regulation FD Disclosure

On August 4, 2020, WestRock will host a conference call during which it will discuss WestRock's financial results for the third quarter of fiscal 2020 and other topics that may be raised during the discussion. The presentation to be used in connection with the conference call is attached as Exhibit 99.2.

The information provided pursuant to this Item 7.01, including Exhibit 99.2 in Item 9.01, is "furnished" and shall not be deemed to be "filed" with the SEC or incorporated by reference in any filing under the Exchange Act or the Securities Act, except as shall be expressly set forth by specific reference in any such filings.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

[99.1](#) [Press release](#)
[99.2](#) [Q3 FY20 Results](#)

SIGNATURES

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

WESTROCK COMPANY
(Registrant)

Date: August 4, 2020

By: /s/ Robert B. McIntosh
Robert B. McIntosh
Executive Vice-President, General Counsel and Secretary

WestRock Reports Fiscal 2020 Third Quarter Results

ATLANTA--(BUSINESS WIRE)--August 4, 2020--WestRock Company (NYSE:WRK), a leading provider of differentiated paper and packaging solutions, today announced results for its fiscal third quarter ended June 30, 2020.

WestRock is executing its differentiated strategy with financial strength and substantial liquidity. Given the uncertainties associated with the severity and duration of the COVID-19 pandemic, the Company is focused on meeting the needs of its customers and supporting the health, safety and well-being of its teammates.

Third quarter of fiscal 2020 financial highlights include:

- Net sales of \$4.2 billion decreased by 9.7% compared to the prior year quarter
- \$0.69 of earnings per diluted share and \$0.76 of adjusted earnings per diluted share compared to \$0.98 of earnings per diluted share and \$1.11 of adjusted earnings per diluted share in the prior year quarter; up sequentially from \$0.57 of earnings per diluted share and \$0.67 of adjusted earnings per diluted share in the second quarter
- Segment EBITDA margins improved sequentially across both segments in a rapidly changing economic environment
- Generated net cash provided by operating activities of \$740 million
- More than \$3.2 billion of availability under long-term committed credit facilities and cash and cash equivalents at June 30, 2020

“Our results for the fiscal third quarter, including our strong cash flow and debt reduction, demonstrate why I am so proud of how the WestRock team is working closely with our customers to help them meet changing demand across a variety of end markets,” said Steve Voorhees, chief executive officer. “We are taking the necessary steps to help our teammates work safely during the pandemic. WestRock remains well positioned with the capabilities, cash flow, liquidity and team to meet the challenges ahead and support our customers, teammates and communities.”

Consolidated Financial Results

WestRock's performance for the three months ended June 30, 2020 and June 30, 2019 (in millions):

	Three Months Ended		
	June 30, 2020	June 30, 2019	Change
Net sales	\$ 4,236.3	\$ 4,690.0	\$(453.7)
Segment income	\$ 323.2	\$ 485.3	\$(162.1)
Non-allocated expenses	(18.3)	(24.4)	6.1
Depreciation	258.0	274.4	(16.4)
Amortization	107.7	110.9	(3.2)
Segment EBITDA	670.6	846.2	(175.6)
Adjustments (1)	37.2	11.3	25.9
Adjusted Segment EBITDA	\$ 707.8	\$ 857.5	\$(149.7)

(1) See the Adjusted Net Income tables on page 11 for adjustments

Operating Highlights for the Three Months Ended June 30, 2020 compared to June 30, 2019:

Net sales decreased \$454 million compared to the prior year quarter. Corrugated Packaging segment and Consumer Packaging segment net sales declined \$344 million and \$98 million, respectively, primarily due to lower selling price/mix on sales, lower volumes, including the impact of COVID-19, and unfavorable foreign currency impact.

Segment income decreased \$162 million compared to the prior year quarter. Corrugated Packaging segment income decreased \$165 million and Consumer Packaging segment income increased \$4 million.

Additional information about the changes in segment net sales and income is included below.

Restructuring and Other Items

Restructuring and other items during the third quarter of fiscal 2020 included the following pre-tax costs:

- \$7 million of restructuring costs, primarily related to severance and other employee costs and plant consolidations
- \$2 million of integration costs, primarily related to the fiscal 2019 acquisition of KapStone Paper and Packaging Corporation ("KapStone")

Net Cash Provided By Operating Activities and Other Financing and Investing Activities

Net cash provided by operating activities was \$740 million in the third quarter of fiscal 2020 compared to \$735 million in the prior year quarter.

Total debt was \$10.05 billion at June 30, 2020, or \$9.84 billion excluding \$213 million of unamortized fair market value step-up of debt acquired in mergers and acquisitions, and \$9.55 billion net of cash and cash equivalents of \$292 million. During the third quarter of fiscal 2020, WestRock invested \$244 million in capital expenditures and paid \$52 million in dividends to stockholders.

Segment Results

WestRock's segment performance for the three months ended June 30, 2020 and June 30, 2019 (in millions):

Corrugated Packaging Segment

	Three Months Ended		
	June 30, 2020	June 30, 2019	Change
Segment net sales	\$ 2,728.8	\$ 3,072.8	\$(344.0)
Segment income	\$ 227.9	\$ 392.7	\$(164.8)
Depreciation	175.2	183.2	(8.0)
Amortization	57.9	58.2	(0.3)
Segment EBITDA	461.0	634.1	(173.1)
Adjustments (1)	21.0	10.3	10.7
Adjusted Segment EBITDA	\$ 482.0	\$ 644.4	\$(162.4)

(1) See the Adjusted Net Income tables on page 11 for adjustments

Operating Highlights for the Three Months Ended June 30, 2020 compared to June 30, 2019:

Segment net sales decreased \$344 million, primarily due to \$184 million of lower volumes, including the impact of COVID-19, \$134 million of lower selling price/mix on sales and \$27 million of unfavorable foreign currency impacts. The Corrugated Packaging segment delivered a Segment EBITDA margin of 16.9% and a North American Adjusted Segment EBITDA margin of 19.8%.

Segment income decreased \$165 million, primarily due to the \$134 million margin impact of lower selling price/mix, \$57 million of lower volumes, including the impact of COVID-19, an estimated \$39 million of net cost inflation, \$27 million in the aggregate for one-time recognition awards to the Company's manufacturing and operations teammates and increased costs for safety, cleaning and other items related to COVID-19. These impacts were partially offset by productivity improvements, the decreased impact of maintenance and economic downtime, lower depreciation and amortization, and other items, which totaled \$92 million in aggregate.

Consumer Packaging Segment

	Three Months Ended		
	June 30, 2020	June 30, 2019	Change
Segment net sales	\$ 1,552.6	\$ 1,650.1	\$(97.5)
Segment income	\$ 95.3	\$ 91.0	\$ 4.3
Depreciation	81.4	88.0	(6.6)
Amortization	49.8	52.7	(2.9)
Segment EBITDA	226.5	231.7	(5.2)
Adjustments (1)	16.2	1.6	14.6
Adjusted Segment EBITDA	\$ 242.7	\$ 233.3	\$ 9.4

(1) See Adjusted Net Income tables on page 11 for adjustments

Operating Highlights for the Three Months Ended June 30, 2020 compared to June 30, 2019:

Segment net sales decreased \$98 million, primarily due to \$44 million of lower selling price/mix on sales, \$38 million of lower volumes, including the impact of COVID-19, and \$16 million of unfavorable foreign currency impacts. The Consumer Packaging segment delivered a Segment EBITDA margin of 14.6% and an Adjusted Segment EBITDA margin of 15.6%.

Segment income increased \$4 million, primarily due to productivity improvements, net cost deflation, lower depreciation and amortization and decreased outage costs, which totaled \$89 million in the aggregate. These impacts were largely offset by the margin impact of lower selling price/mix, lower volumes, including the impact of COVID-19, economic downtime, and other items, which totaled \$85 million in aggregate. The other items included one-time recognition awards to the Company's manufacturing and operations teammates and increased costs for safety, cleaning and other items related to COVID-19, which totaled \$20 million in the aggregate.

Conference Call

WestRock will host a conference call to discuss its results of operations for the fiscal third quarter ended June 30, 2020, the impact of COVID-19 on the Company and other topics that may be raised during the discussion at 8:30 a.m., Eastern Time, on Tuesday, August 4, 2020. The conference call, which will be webcast live, an accompanying slide presentation, and this release can be accessed at ir.westrock.com.

Investors who wish to participate in the webcast via teleconference should dial 833-714-0928 (inside the U.S.) or +1 778-560-2887 (outside the U.S.) at least 15 minutes prior to the start of the call and enter the passcode 6623657. Replays of the call can be accessed at ir.westrock.com.

About WestRock

WestRock (NYSE:WRK) partners with our customers to provide differentiated paper and packaging solutions that help them win in the marketplace. WestRock's team members support customers around the world from locations spanning North America, South America, Europe, Asia and Australia. Learn more at www.westrock.com.

Cautionary Statements

This release may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on our current expectations, beliefs, plans or forecasts and are typically identified by words or phrases such as "may," "will," "could," "should," "would," "anticipate," "estimate," "expect," "project," "intend," "plan," "believe," "target," "prospects," "potential" and "forecast," and other words, terms and phrases of similar meaning. Forward-looking statements involve estimates, expectations, projections, goals, forecasts, assumptions, risks and uncertainties. The Company cautions readers that a forward-looking statement is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking statement. Such forward-looking statements include, but are not limited to, statements that the Company remains well positioned with the capabilities, cash flow, liquidity and team to meet the challenges ahead and support our customers, teammates and communities. With respect to these statements, the Company has made assumptions regarding, among other things, developments related to the COVID-19 pandemic, including the severity, magnitude and duration of the pandemic, negative global economic conditions arising from the pandemic, impacts of governments' responses to the pandemic on the Company's operations, impacts of the pandemic on commercial activity, the Company's customers and consumer preferences and demand, supply chain disruptions, and disruptions in the credit or financial markets; the Company's ability to effectively integrate the operations of KapStone; the results and impacts of acquisitions; economic, competitive and market conditions generally, including the impact of COVID-19; volumes and price levels of purchases by customers; competitive conditions in the Company's businesses and possible adverse actions of our customers, competitors and suppliers; labor costs; the amount and timing of capital expenditures, including installation costs, project development and implementation costs, and costs related to resolving disputes with third parties with which we work to manage and implement our capital projects; severance and other shutdown costs; restructuring costs; utilization of real property that is subject to the restructurings due to realizable values from the sale of such property; credit availability; and raw material and energy costs. The Company's businesses are subject to a number of risks that would affect any such forward-looking statements, including, among others, the level of demand for our products; our ability to respond effectively to the impact of COVID-19; our ability to successfully identify and make performance and productivity improvements; increases in energy, raw materials, shipping and capital equipment costs; reduced supply of raw materials; fluctuations in selling prices and volumes; intense competition; the potential loss of certain customers; the scope, costs, timing and impact of any restructuring of our operations and corporate and tax structure; the occurrence of severe weather or a natural disaster or other unanticipated problems, such as labor difficulties, equipment failure or unscheduled maintenance and repair, which could result in operational disruptions, including those related to COVID-19; our desire or ability to continue to repurchase company stock; the scope, timing and outcome of any litigation, claims or other proceedings or dispute resolutions and the impact of any such litigation; our ability to realize anticipated synergies from the KapStone acquisition; and adverse changes in general market and industry conditions. Such risks and other factors that may impact management's assumptions are more particularly described in our filings with the Securities and Exchange Commission, including in Part I, Item 1A "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended September 30, 2019 and Part II, Item 1A "Risk Factors" in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2020. The information contained herein speaks as of the date hereof and the Company does not have or undertake any obligation to update or revise its forward-looking statements, whether as a result of new information, future events or otherwise.

WestRock Company**Condensed Consolidated Statements of Income**

In millions, except per share amounts (unaudited)

	Three Months Ended		Nine Months Ended	
	June 30,		June 30,	
	2020	2019	2020	2019
Net sales	\$ 4,236.3	\$ 4,690.0	\$13,107.3	\$13,637.4
Cost of goods sold	3,466.3	3,701.1	10,723.5	10,967.1
Gross profit	770.0	988.9	2,383.8	2,670.3
Selling, general and administrative, excluding intangible amortization	390.1	442.4	1,234.4	1,287.4
Selling, general and administrative intangible amortization	99.6	102.4	301.5	297.7
Loss (gain) on disposal of assets	1.0	6.5	(5.9)	(37.3)
Multiemployer pension withdrawal income	(2.0)	(1.7)	(1.1)	(1.7)
Land and Development impairments	-	-	-	13.0
Restructuring and other costs	9.7	17.9	56.2	107.1
Operating profit	271.6	421.4	798.7	1,004.1
Interest expense, net	(92.4)	(111.1)	(283.2)	(317.3)
Loss on extinguishment of debt	(0.6)	(3.2)	(1.1)	(4.7)
Pension and other postretirement non-service income	25.6	18.9	78.4	54.9
Other (expense) income, net	(5.0)	3.7	(9.6)	(2.3)
Equity in income of unconsolidated entities	-	1.7	8.7	8.3
Income before income taxes	199.2	331.4	591.9	743.0
Income tax expense	(19.2)	(77.6)	(123.5)	(187.5)
Consolidated net income	180.0	253.8	468.4	555.5
Less: Net income attributable to noncontrolling interests	(1.5)	(1.2)	(3.3)	(3.4)
Net income attributable to common stockholders	\$ 178.5	\$ 252.6	\$ 465.1	\$ 552.1

Computation of diluted earnings per share under the two-class method (in millions, except per share data):

Net income attributable to common stockholders	\$ 178.5	\$ 252.6	\$ 465.1	\$ 552.1
Less: Distributed and undistributed income available to participating securities	-	-	(0.1)	-
Distributed and undistributed income available to common stockholders	\$ 178.5	\$ 252.6	\$ 465.0	\$ 552.1
Diluted weighted average shares outstanding	260.4	258.6	260.2	259.1
Diluted earnings per share	\$ 0.69	\$ 0.98	\$ 1.79	\$ 2.13

WestRock Company
Segment Information
In millions (unaudited)

	Three Months Ended		Nine Months Ended	
	June 30,		June 30,	
	2020	2019	2020	2019
Net sales:				
Corrugated Packaging	\$ 2,728.8	\$ 3,072.8	\$ 8,520.8	\$ 8,797.3
Consumer Packaging	1,552.6	1,650.1	4,705.8	4,937.2
Land and Development	-	8.6	18.9	23.3
Intersegment Eliminations	(45.1)	(41.5)	(138.2)	(120.4)
Total net sales	<u>\$ 4,236.3</u>	<u>\$ 4,690.0</u>	<u>\$13,107.3</u>	<u>\$13,637.4</u>
Income before income taxes:				
Corrugated Packaging	\$ 227.9	\$ 392.7	\$ 755.8	\$ 949.8
Consumer Packaging	95.3	91.0	232.3	253.1
Land and Development	-	1.6	1.4	2.8
Total segment income	<u>323.2</u>	<u>485.3</u>	<u>989.5</u>	<u>1,205.7</u>
(Loss) gain on sale of certain closed facilities	-	(2.7)	5.5	47.8
Multiemployer pension withdrawal income	2.0	1.7	1.1	1.7
Land and Development impairments	-	-	-	(13.0)
Restructuring and other costs	(9.7)	(17.9)	(56.2)	(107.1)
Non-allocated expenses	(18.3)	(24.4)	(54.1)	(67.8)
Interest expense, net	(92.4)	(111.1)	(283.2)	(317.3)
Loss on extinguishment of debt	(0.6)	(3.2)	(1.1)	(4.7)
Other (expense) income, net	(5.0)	3.7	(9.6)	(2.3)
Income before income taxes	<u>\$ 199.2</u>	<u>\$ 331.4</u>	<u>\$ 591.9</u>	<u>\$ 743.0</u>

WestRock Company
Condensed Consolidated Statements of Cash Flows
In millions (unaudited)

	Three Months Ended		Nine Months Ended	
	June 30,		June 30,	
	2020	2019	2020	2019
Cash flows from operating activities:				
Consolidated net income	\$ 180.0	\$ 253.8	\$ 468.4	\$ 555.5
Adjustments to reconcile consolidated net income to net cash provided by operating activities:				
Depreciation, depletion and amortization	365.7	385.3	1,121.4	1,128.1
Cost of real estate sold	-	6.3	16.1	17.3
Deferred income tax expense (benefit)	4.7	(3.2)	16.1	36.4
Share-based compensation expense	68.8	15.8	98.4	51.3
Pension and other postretirement funding more than expense (income)	(19.6)	(17.3)	(60.7)	(44.3)
Multiemployer pension withdrawal income	(2.0)	(1.7)	(1.1)	(1.7)
Land and Development impairments	-	-	-	13.0
Other impairment adjustments	-	0.5	2.2	10.5
Loss (gain) on disposal of plant and equipment and other, net	0.7	6.3	(5.5)	(39.2)
Other, net	(22.1)	(15.2)	(33.4)	(61.5)
Changes in operating assets and liabilities, net of acquisitions / divestitures:				
Accounts receivable	142.8	(23.4)	82.4	93.9
Inventories	(7.5)	28.0	(70.7)	(39.5)
Other assets	34.6	(42.8)	(98.3)	(171.7)
Accounts payable	(133.4)	17.1	(240.1)	(126.3)
Income taxes	(2.0)	(2.5)	15.7	(29.5)
Accrued liabilities and other	129.5	127.6	28.1	7.3
Net cash provided by operating activities	<u>740.2</u>	<u>734.6</u>	<u>1,339.0</u>	<u>1,399.6</u>
Investing activities:				
Capital expenditures	(244.0)	(351.4)	(860.2)	(976.8)
Cash paid for purchase of businesses, net of cash acquired	-	(19.0)	-	(3,368.3)
Investment in unconsolidated entities	(0.3)	(10.2)	(1.0)	(10.4)
Proceeds from sale of property, plant and equipment	1.2	3.0	22.5	108.3
Proceeds from property, plant and equipment insurance settlement	1.0	7.7	2.4	16.5
Other, net	6.0	19.8	10.9	30.0
Net cash used for investing activities	<u>(236.1)</u>	<u>(350.1)</u>	<u>(825.4)</u>	<u>(4,200.7)</u>
Financing activities:				
Proceeds from issuance of notes	598.6	999.7	598.6	2,498.2
Additions to revolving credit facilities	38.0	-	413.0	192.2
Repayments of revolving credit facilities	(413.2)	(157.2)	(478.2)	(177.2)
Additions to debt	103.0	483.1	683.1	4,441.0
Repayments of debt	(987.6)	(1,455.4)	(1,195.8)	(4,665.0)
Additions (repayments) to commercial paper, net	25.5	(142.7)	(9.3)	445.6
Other debt (repayments) additions, net	(155.1)	29.5	(69.2)	45.9
Issuances of common stock, net of related minimum tax withholdings	3.3	5.4	16.7	8.6
Purchases of common stock	-	-	-	(88.6)
Cash dividends paid to stockholders	(51.9)	(117.0)	(292.6)	(350.7)
Cash distributions paid to noncontrolling interests	(0.7)	(0.6)	(1.4)	(3.4)
Other, net	(19.1)	(10.1)	(17.0)	(7.1)
Net cash (used for) provided by financing activities	<u>(859.2)</u>	<u>(365.3)</u>	<u>(352.1)</u>	<u>2,339.5</u>
Effect of exchange rate changes on cash and cash equivalents	6.4	5.7	(21.6)	3.9
(Decrease) increase in cash and cash equivalents and restricted cash	(348.7)	24.9	139.9	(457.7)
Cash and cash equivalents, and restricted cash at beginning of period	640.2	154.2	151.6	636.8
Cash and cash equivalents, and restricted cash at end of period	<u>\$ 291.5</u>	<u>\$ 179.1</u>	<u>\$ 291.5</u>	<u>\$ 179.1</u>

Supplemental disclosure of cash flow information:

Cash paid during the period for:				
Income taxes, net of refunds	\$ 15.8	\$ 83.8	\$ 90.9	\$ 178.1
Interest, net of amounts capitalized	\$ 47.0	\$ 47.0	\$ 251.4	\$ 249.9

WestRock Company
Condensed Consolidated Balance Sheets
In millions (unaudited)

	June 30,	September 30,
	2020	2019
Assets		
Current assets:		
Cash and cash equivalents	\$ 291.5	\$ 151.6
Accounts receivable (net of allowances of \$72.0 and \$53.2)	2,083.2	2,193.2
Inventories	2,137.7	2,107.5
Other current assets	490.2	496.2
Assets held for sale	3.3	25.8
Total current assets	<u>5,005.9</u>	<u>4,974.3</u>
Property, plant and equipment, net	10,922.6	11,189.5
Goodwill	7,270.5	7,285.6
Intangibles, net	3,749.4	4,059.5
Restricted assets held by special purpose entities	1,269.2	1,274.3
Prepaid pension asset	305.9	224.7
Other assets	1,754.1	1,148.8
Total Assets	<u>\$30,277.6</u>	<u>\$ 30,156.7</u>
Liabilities and Equity		
Current liabilities:		
Current portion of debt	\$ 213.1	\$ 561.1
Accounts payable	1,513.5	1,831.8
Accrued compensation and benefits	377.2	470.4
Other current liabilities	683.1	571.8
Total current liabilities	<u>2,786.9</u>	<u>3,435.1</u>
Long-term debt due after one year	9,840.3	9,502.3
Pension liabilities, net of current portion	271.3	294.0
Postretirement medical liabilities, net of current portion	151.9	162.1
Non-recourse liabilities held by special purpose entities	1,138.7	1,145.2
Deferred income taxes	2,888.2	2,878.0
Other long-term liabilities	1,468.8	1,053.9
Redeemable noncontrolling interests	1.6	1.9
Total stockholders' equity	11,713.1	11,669.9
Noncontrolling interests	16.8	14.3
Total Equity	<u>11,729.9</u>	<u>11,684.2</u>
Total Liabilities and Equity	<u>\$30,277.6</u>	<u>\$ 30,156.7</u>

Non-GAAP Financial Measures and Reconciliations

WestRock reports its financial results in accordance with accounting principles generally accepted in the United States ("GAAP"). However, management believes certain non-GAAP financial measures provide investors and other users with additional meaningful financial information that should be considered when assessing our ongoing performance. Management also uses these non-GAAP financial measures in making financial, operating and planning decisions, and in evaluating WestRock's performance. Non-GAAP financial measures should be viewed in addition to, and not as an alternative for, WestRock's GAAP results. The non-GAAP financial measures we present may differ from similarly captioned measures presented by other companies. We discuss below details of the non-GAAP financial measures presented by us and provide reconciliations of these non-GAAP financial measures to the most directly comparable financial measures calculated in accordance with GAAP.

Adjusted Segment EBITDA and Adjustments to Segment EBITDA

WestRock uses the non-GAAP financial measure "Adjusted Segment EBITDA", along with other factors, to evaluate our segment performance. Management believes adjusting "Segment EBITDA" for certain items provides WestRock's board of directors, investors, potential investors, securities analysts and others with useful information to evaluate WestRock's performance across periods or relative to our peers, and that adjusting "Segment EBITDA" to "Adjusted Segment EBITDA" more closely aligns those results to the adjustments in Adjusted Net Income that relate to "Segment EBITDA". The consolidated financial results and segment tables include a reconciliation of "Adjusted Segment EBITDA" to "Segment EBITDA" by adding certain "Adjustments" to "Segment EBITDA". These "Adjustments" are reflected in the "Adjusted Net Income" reconciliation tables below.

Adjusted Segment Sales and Adjusted Segment EBITDA Margins

With respect to Adjusted Segment Sales, management believes that adjusting Segment Sales for trade sales is consistent with how peers present their sales for purposes of computing margins and helps analysts compare companies in the same peer group. WestRock uses the non-GAAP financial measure "Adjusted Segment EBITDA Margins", along with other factors, to evaluate our segment performance against our peers. Management believes this measure is also useful to investors to evaluate WestRock's performance relative to its peers. "Segment EBITDA Margin" is calculated for each segment by dividing that segment's Segment EBITDA by Segment sales. "Adjusted Segment EBITDA Margin" is calculated for each segment by dividing that segment's Adjusted Segment EBITDA by Adjusted Segment Sales.

Adjusted Net Income, Adjusted Earnings per Diluted Share

WestRock uses the non-GAAP financial measures "Adjusted Net Income" and "Adjusted Earnings Per Diluted Share". Management believes these measures provide WestRock's board of directors, investors, potential investors, securities analysts and others with useful information to evaluate WestRock's performance because they exclude restructuring and other costs and other specific items that management believes are not indicative of the ongoing operating results of the business. WestRock and its board of directors use this information to evaluate WestRock's performance relative to other periods. WestRock believes that the most directly comparable GAAP measures to Adjusted Net Income and Adjusted Earnings per Diluted Share are Net income attributable to common stockholders, represented in the table below as the GAAP Results for Consolidated net income (i.e. Net of Tax) less net income attributable to Noncontrolling interests, and Earnings per diluted share, respectively. This release includes a reconciliation of Earnings per diluted share to Adjusted earnings per diluted share. Set forth below is a reconciliation of Adjusted net income to Net income attributable to common stockholders (in millions):

Three Months Ended June 30, 2020

	Adjustments to Segment EBITDA			Consolidated Results		
	Corrugated Packaging	Consumer Packaging	L&D and Other	Pre-Tax	Tax	Net of Tax
GAAP Results (1)				\$ 199.2	\$ (19.2)	\$ 180.0
COVID-19 manufacturing and operations bonus	16.5	15.1	-	31.6	(7.7)	23.9
Restructuring and other items	n/a	n/a	n/a	9.7	(2.4)	7.3
North Charleston and Florence transition and reconfiguration costs (2)	5.8	-	-	6.3	(1.5)	4.8
Losses at closed plants, transition and start-up costs (2)	2.4	2.4	-	5.6	(1.2)	4.4
Direct costs from Hurricane Michael	0.5	-	-	0.5	(0.1)	0.4
Loss on extinguishment of debt	n/a	n/a	n/a	0.6	(0.2)	0.4
Adjustment related to Tax Cuts and Jobs Act	n/a	n/a	n/a	-	(16.4)	(16.4)
Brazil indirect tax (3)	(4.2)	-	-	(9.9)	3.3	(6.6)
Other	-	(1.3)	-	0.9	(0.3)	0.6
Adjustments/ Adjusted Results	<u>\$ 21.0</u>	<u>\$ 16.2</u>	<u>\$ -</u>	<u>\$ 244.5</u>	<u>\$ (45.7)</u>	<u>\$ 198.8</u>
Noncontrolling interests						(1.5)
Adjusted Net Income						<u>\$ 197.3</u>

(1) The GAAP results for Pre-Tax, Tax and Net of Tax are equivalent to the line items "Income before income taxes",

"Income tax expense" and "Consolidated net income", respectively, as reported on the statements of income.

(2) The variance between the Pre-Tax column and the sum of the Adjustments to Segment EBITDA is depreciation and amortization.

(3) The variance between the Pre-Tax column and the sum of the Adjustments to Segment EBITDA is primarily interest income.

Three Months Ended June 30, 2019

	Adjustments to Segment EBITDA			Consolidated Results		
	Corrugated Packaging	Consumer Packaging	L&D and Other	Pre-Tax	Tax	Net of Tax
GAAP Results (1)				\$ 331.4	\$ (77.6)	\$ 253.8
Restructuring and other items	n/a	n/a	n/a	17.9	(4.0)	13.9
Direct costs from Hurricane Michael, net of related proceeds	3.6	-	-	3.6	(0.9)	2.7
Accelerated depreciation on major capital projects and certain plant closures (2)	n/a	n/a	n/a	9.4	(2.3)	7.1
Losses at closed plants, transition and start-up costs (2)	6.7	1.1	-	8.6	(2.7)	5.9
Loss on sale of certain closed facilities	n/a	n/a	n/a	2.7	(0.7)	2.0
Loss on extinguishment of debt	n/a	n/a	n/a	3.2	(0.7)	2.5
Land and Development operating results	n/a	n/a	(1.6)	(1.6)	0.4	(1.2)
Other	-	0.5	1.0	1.5	(0.4)	1.1
Adjustments/ Adjusted Results	<u>\$ 10.3</u>	<u>\$ 1.6</u>	<u>\$ (0.6)</u>	<u>\$ 376.7</u>	<u>\$ (88.9)</u>	<u>\$ 287.8</u>
Noncontrolling interests						(1.2)
Adjusted Net Income						<u>\$ 286.6</u>

(1) The GAAP results for Pre-Tax, Tax and Net of Tax are equivalent to the line items "Income before income taxes",

"Income tax expense benefit" and "Consolidated net income", respectively, as reported on the statements of income.

(2) The variance between the Pre-Tax column and the sum of the Adjustments to Segment EBITDA is depreciation and amortization.

Three Months Ended March 31, 2020

	Adjustments to Segment EBITDA			Consolidated Results		
	Corrugated Packaging	Consumer Packaging	L&D and Other	Pre-Tax	Tax	Net of Tax
GAAP Results (1)				\$ 206.7	\$ (57.8)	\$ 148.9
Restructuring and other items	n/a	n/a	n/a	16.4	(3.9)	12.5
North Charleston and Florence transition and reconfiguration costs (2)	19.6	-	-	21.8	(5.4)	16.4
Losses at closed plants, transition and start-up costs (2)	6.8	1.5	-	9.1	(2.5)	6.6
Accelerated depreciation on major capital projects and certain plant closures (2)	n/a	n/a	n/a	5.5	(1.3)	4.2
Litigation recovery	(7.2)	(4.3)	-	(11.5)	2.8	(8.7)
Gain on sale of certain closed facilities	n/a	n/a	n/a	(5.0)	1.2	(3.8)
Hurricane Michael recovery of direct costs, net	(0.6)	-	-	(0.6)	0.2	(0.4)
Loss on extinguishment of debt	n/a	n/a	n/a	0.5	(0.1)	0.4
Brazil indirect tax (3)	(0.4)	-	-	(1.3)	0.3	(1.0)
Multiemployer pension withdrawal expense	n/a	n/a	n/a	0.9	(0.2)	0.7
Other	-	0.8	-	0.8	(0.2)	0.6
Adjustments/ Adjusted Results	\$ 18.2	\$ (2.0)	\$ -	\$ 243.3	\$ (66.9)	\$ 176.4
Noncontrolling interests						(0.8)
Adjusted Net Income						\$ 175.6

(1) The GAAP results for Pre-Tax, Tax and Net of Tax are equivalent to the line items "Income before income taxes", "Income tax expense" and "Consolidated net income", respectively, as reported on the statements of income.

(2) The variance between the Pre-Tax column and the sum of the Adjustments to Segment EBITDA is depreciation and amortization.

(3) The variance between the Pre-Tax column and the sum of the Adjustments to Segment EBITDA is interest income.

Adjusted Earnings per Diluted Share

Set forth below is a reconciliation of Adjusted earnings per diluted share to Earnings per diluted share.

	<u>Three Months Ended</u>		
	June 30, 2020	June 30, 2019	March 31, 2020
Earnings per diluted share	\$ 0.69	\$ 0.98	\$ 0.57
COVID-19 manufacturing and operations bonus	0.09	-	-
Restructuring and other items	0.03	0.05	0.04
North Charleston and Florence transition and reconfiguration costs	0.02	-	0.06
Losses at closed plants, transition and start-up costs	0.02	0.03	0.03
Accelerated depreciation on major capital projects and certain plant closures	-	0.03	0.02
Loss (gain) on sale of certain closed facilities	-	0.01	(0.02)
Direct costs from Hurricane Michael, net of related proceeds	-	0.01	-
Loss on extinguishment of debt	-	0.01	-
Adjustment related to Tax Cuts and Jobs Act	(0.06)	-	-
Litigation recovery	-	-	(0.03)
Brazil indirect tax	(0.03)	-	-
Land and Development operating results	-	(0.01)	-
Other	-	-	-
Adjusted earnings per diluted share	\$ 0.76	\$ 1.11	\$ 0.67

Set forth below are reconciliations of Adjusted Segment Sales, Adjusted Segment EBITDA and Adjusted Segment EBITDA Margins to the most directly comparable GAAP measures, Segment Sales and Segment Income, for the quarters ended June 30, 2020, June 30, 2019 and March 31, 2020 (in millions, except percentages):

Reconciliation for the Quarter Ended June 30, 2020

	Corrugated Packaging	Consumer Packaging	Land and Development	Corporate / Elim.	Consolidated
Segment sales / Net sales	\$ 2,728.8	\$ 1,552.6	\$ -	\$ (45.1)	\$ 4,236.3
Less: Trade sales	(94.7)	-	-	-	(94.7)
Adjusted Segment Sales	\$ 2,634.1	\$ 1,552.6	\$ -	\$ (45.1)	\$ 4,141.6
Segment income (1)	\$ 227.9	\$ 95.3	\$ -	\$ -	\$ 323.2
Non-allocated expenses	-	-	-	(18.3)	(18.3)
Depreciation & amortization	233.1	131.2	-	1.4	365.7
Segment EBITDA	461.0	226.5	-	(16.9)	670.6
Adjustments (2)	21.0	16.2	-	-	37.2
Adjusted Segment EBITDA	\$ 482.0	\$ 242.7	\$ -	\$ (16.9)	\$ 707.8
Segment EBITDA Margins	16.9%	14.6%			
Adj. Segment EBITDA Margins	18.3%	15.6%			

(1) Segment income includes pension and other postretirement income (expense)

(2) See the Adjusted Net Income tables on page 11 for adjustments

Corrugated Reconciliation for the Quarter Ended June 30, 2020

	North American Corrugated	Brazil Corrugated	Other (1)	Total Corrugated Packaging
Segment sales	\$ 2,392.5	\$ 87.8	\$ 248.5	\$ 2,728.8
Less: Trade sales	(94.7)	-	-	(94.7)
Adjusted Segment Sales	\$ 2,297.8	\$ 87.8	\$ 248.5	\$ 2,634.1
Segment income (2)	\$ 213.6	\$ 13.7	\$ 0.6	\$ 227.9
Depreciation & amortization	216.3	10.5	6.3	233.1
Segment EBITDA	429.9	24.2	6.9	461.0
Adjustments (3)	24.1	(3.5)	0.4	21.0
Adjusted Segment EBITDA	\$ 454.0	\$ 20.7	\$ 7.3	\$ 482.0
Segment EBITDA Margins	18.0%	27.6%		16.9%
Adj. Segment EBITDA Margins	19.8%	23.6%		18.3%

(1) The "Other" column includes our Victory Packaging and India corrugated operations.

(2) Segment income includes pension and other postretirement income (expense)

(3) See the Adjusted Net Income tables on page 11 for adjustments

Reconciliation for the Quarter Ended June 30, 2019

	Corrugated Packaging	Consumer Packaging	Land and Development	Corporate / Elim.	Consolidated
Segment sales / Net sales	\$ 3,072.8	\$ 1,650.1	\$ 8.6	\$ (41.5)	\$ 4,690.0
Less: Trade sales	(100.0)	-	-	-	(100.0)
Adjusted Segment Sales	\$ 2,972.8	\$ 1,650.1	\$ 8.6	\$ (41.5)	\$ 4,590.0
Segment income (1)	\$ 392.7	\$ 91.0	\$ 1.6	\$ -	\$ 485.3
Non-allocated expenses	-	-	-	(24.4)	(24.4)
Depreciation & amortization	241.4	140.7	-	3.2	385.3
Segment EBITDA	634.1	231.7	1.6	(21.2)	846.2
Adjustments (2)	10.3	1.6	(1.6)	1.0	11.3
Adjusted Segment EBITDA	\$ 644.4	\$ 233.3	\$ -	\$ (20.2)	\$ 857.5
Segment EBITDA Margins	20.6%	14.0%			
Adj. Segment EBITDA Margins	21.7%	14.1%			

(1) Segment income includes pension and other postretirement income (expense)

(2) See the Adjusted Net Income tables on page 11 for adjustments

Corrugated Reconciliation for the Quarter Ended June 30, 2019

	North American Corrugated	Brazil Corrugated	Other (1)	Total Corrugated Packaging
Segment sales	\$ 2,690.5	\$ 102.8	\$ 279.5	\$ 3,072.8
Less: Trade sales	(100.0)	-	-	(100.0)
Adjusted Segment Sales	\$ 2,590.5	\$ 102.8	\$ 279.5	\$ 2,972.8
Segment income (2)	\$ 368.9	\$ 8.9	\$ 14.9	\$ 392.7
Depreciation & amortization	223.7	14.3	3.4	241.4
Segment EBITDA	592.6	23.2	18.3	634.1
Adjustments (3)	4.8	5.5	-	10.3
Adjusted Segment EBITDA	\$ 597.4	\$ 28.7	\$ 18.3	\$ 644.4
Segment EBITDA Margins	22.0%	22.6%		20.6%
Adj. Segment EBITDA Margins	23.1%	27.9%		21.7%

(1) The "Other" column includes our Victory Packaging and India corrugated operations.

(2) Segment income (loss) includes pension and other postretirement income (expense)

(3) See the Adjusted Net Income tables on page 11 for adjustments

Reconciliation for the Quarter Ended March 31, 2020

	Corrugated Packaging	Consumer Packaging	Land and Development	Corporate / Elim.	Consolidated
Segment sales / Net sales	\$ 2,882.5	\$ 1,616.3	\$ -	\$ (51.5)	\$ 4,447.3
Less: Trade sales	(96.2)	-	-	-	(96.2)
Adjusted Segment Sales	\$ 2,786.3	\$ 1,616.3	\$ -	\$ (51.5)	\$ 4,351.1
Segment income (1)	\$ 244.5	\$ 90.8	\$ -	\$ -	\$ 335.3
Non-allocated expenses	-	-	-	(17.6)	(17.6)
Depreciation & amortization	239.6	133.2	-	1.7	374.5
Segment EBITDA	484.1	224.0	-	(15.9)	692.2
Adjustments (2)	18.2	(2.0)	-	-	16.2
Adjusted Segment EBITDA	\$ 502.3	\$ 222.0	\$ -	\$ (15.9)	\$ 708.4
Segment EBITDA Margins	16.8%	13.9%			
Adj. Segment EBITDA Margins	18.0%	13.7%			

(1) Segment income includes pension and other postretirement income (expense)

(2) See the Adjusted Net Income tables on page 12 for adjustments

Corrugated Reconciliation for the Quarter Ended March 31, 2020

	North		Other (1)	Total Corrugated Packaging
	American Corrugated	Brazil Corrugated		
Segment sales	\$ 2,542.9	\$ 100.7	\$ 238.9	\$ 2,882.5
Less: Trade sales	(96.2)	-	-	(96.2)
Adjusted Segment Sales	\$ 2,446.7	\$ 100.7	\$ 238.9	\$ 2,786.3
Segment income (2)	\$ 228.4	\$ 13.4	\$ 2.7	\$ 244.5
Depreciation & amortization	221.1	12.2	6.3	239.6
Segment EBITDA	449.5	25.6	9.0	484.1
Adjustments (3)	15.9	2.3	-	18.2
Adjusted Segment EBITDA	\$ 465.4	\$ 27.9	\$ 9.0	\$ 502.3
Segment EBITDA Margins	17.7%	25.4%		16.8%
Adj. Segment EBITDA Margins	19.0%	27.7%		18.0%

(1) The "Other" column includes our Victory Packaging and India corrugated operations.

(2) Segment income includes pension and other postretirement income (expense)

(3) See the Adjusted Net Income tables on page 12 for adjustments

Adjusted Operating Cash Flow and Adjusted Free Cash Flow

WestRock uses the non-GAAP financial measures "Adjusted Operating Cash Flow" and "Adjusted Free Cash Flow". Management believes these measures provide WestRock's board of directors, investors, potential investors, securities analysts and others with useful information to evaluate WestRock's performance relative to other periods because it excludes certain cash restructuring and other costs, net of tax that management believes are not indicative of the ongoing operating results of the business. We believe "Adjusted Free Cash Flow" provides greater comparability across periods by excluding capital expenditures. WestRock believes that the most directly comparable GAAP measure is "Net cash provided by operating activities". Set forth below is a reconciliation of "Adjusted Operating Cash Flow" and "Adjusted Free Cash Flow" to Net cash provided by operating activities for the three months ended June 30, 2020 and June 30, 2019 (in millions):

	<u>Three Months Ended</u>	
	<u>June 30, 2020</u>	<u>June 30, 2019</u>
Net cash provided by operating activities	\$ 740.2	\$ 734.6
Plus: Cash Restructuring and other costs, net of income tax benefit of \$3.9 and \$4.7	11.8	14.6
Adjusted Operating Cash Flow	<u>752.0</u>	<u>749.2</u>
Less: Capital expenditures	<u>(244.0)</u>	<u>(351.4)</u>
Adjusted Free Cash Flow	<u>\$ 508.0</u>	<u>\$ 397.8</u>

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Q3 FY20 RESULTS

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Chief Executive Officer

Ward Dickson
Chief Financial Officer

Jeff Chalovich
Chief Commercial Officer and President, Corrugated Packaging

Pat Lindner
Chief Innovation Officer and President, Consumer Packaging

August 4, 2020

FORWARD LOOKING STATEMENTS; NON-GAAP FINANCIAL MEASURES

Forward Looking Statements:

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including but not limited to the statements on the slides entitled "Q3 FY20 Corrugated Packaging Results", "Innovative Packaging Solutions: Delivering for Red Bull and Rauch", "WestRock Partners with Domino's to Promote the Recyclability of Pizza Boxes", "Financial Strength Supported by Strong Cash Flow Generation and Flexible Balance Sheet", "The Case for WestRock", "Mill Maintenance Schedule" and "Key Commodity Annual Consumption Volumes" that give guidance or estimates for future periods as well as statements regarding, among other things, (1) that our strategic capital projects at Florence, SC and Tres Barras, Brazil are nearing completion in 2020 and first half of 2021, respectively; (2) statements we make with respect to the potential benefits of our relationship with Red Bull on slide 8; (3) that three billion pizza boxes could be recovered, according to a WestRock commissioned study; (4) that we are committed to returning to our targeted leverage range of 2.25x to 2.50x; (5) that we expect additional debt reduction in Q4 FY20; (6) that the Pandemic Action Plan is expected to provide an additional \$1 billion of debt reduction by the end of FY21; (7) the mill maintenance schedule on slide 17; and (8) the key commodity annual consumption volumes on slide 18.

Forward-looking statements are based on our current expectations, beliefs, plans or forecasts and are typically identified by words or phrases such as "may," "will," "could," "should," "would," "anticipate," "estimate," "expect," "project," "intend," "plan," "believe," "target," "prospects," "potential" and "forecast," and other words, terms and phrases of similar meaning. Forward-looking statements involve estimates, expectations, projections, goals, forecasts, assumptions, risks and uncertainties. WestRock cautions readers that a forward-looking statement is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking statement. WestRock's businesses are subject to a number of general risks that would affect any such forward-looking statements, including, among others, developments related to the COVID-19 pandemic, including the severity, magnitude and duration of the pandemic, negative global economic conditions arising from the pandemic, impacts of governments' responses to the pandemic on our operations, impacts of the pandemic on commercial activity, our customers and consumer preferences and demand, supply chain disruptions, and disruptions in the credit or financial markets; decreases in demand for their products; increases in energy, raw materials, shipping and capital equipment costs; reduced supply of raw materials; fluctuations in selling prices and volumes; intense competition; the potential loss of certain customers; the scope, costs, timing and impact of any restructuring of our operations and corporate and tax structure; the occurrence of a natural disaster, such as hurricanes or other unanticipated problems, such as labor difficulties, equipment failure or unscheduled maintenance and repair; risks associated with integrating KapStone's operations into our operations and our ability to realize anticipated synergies and productivity improvements; risks associated with completing our strategic capital projects on the anticipated timelines and realizing our anticipated EBITDA improvements; benefits that we expect to realize from actions that we are taking and plan to take in response to COVID-19; and adverse changes in general market and industry conditions. Such risks and other factors that may impact management's assumptions are more particularly described in our filings with the Securities and Exchange Commission, including in Item 1A under the caption "Risk Factors" in our Annual Report on Form 10-K for the year ended September 30, 2019 and Form 10-Q for the quarter ended March 31, 2020. The information contained herein speaks as of the date hereof and WestRock does not have or undertake any obligation to update or revise its forward-looking statements, whether as a result of new information, future events or otherwise.

Non-GAAP Financial Measures:

We may from time to time be in possession of certain information regarding WestRock that applicable law would not require us to disclose to the public in the ordinary course of business, but would require us to disclose if we were engaged in the purchase or sale of our securities. This presentation shall not be considered to be part of any solicitation of an offer to buy or sell WestRock securities. This presentation also may not include all of the information regarding WestRock that you may need to make an investment decision regarding WestRock securities. Any investment decision should be made on the basis of the total mix of information regarding WestRock that is publicly available as of the date of the investment decision.

We report our financial results in accordance with accounting principles generally accepted in the United States ("GAAP"). However, management believes certain non-GAAP financial measures provide users with additional meaningful financial information that should be considered when assessing our ongoing performance. Management also uses these non-GAAP financial measures in making financial, operating and planning decisions and in evaluating our performance. Non-GAAP financial measures should be viewed in addition to, and not as an alternative for, our GAAP results. The non-GAAP financial measures we present may differ from similarly captioned measures presented by other companies.

KEY HIGHLIGHTS

- Focused on meeting the needs of our customers, and supporting the health, safety and well-being of our teammates
- Solid financial results with Q3 FY20 Adjusted EPS of \$0.76 per share and Q3 FY20 Adjusted Segment EBITDA of \$708 million⁽¹⁾⁽²⁾
- Generated \$752 million of Adjusted Operating Cash Flow during Q3 FY20, up slightly year-over-year
- Reduced Net Debt by \$455 million⁽²⁾
- More than \$3.2 billion in available long-term committed liquidity and cash to support our business

EXECUTING WELL WITH STRONG OPERATING PERFORMANCE IN A RAPIDLY CHANGING AND CHALLENGING ECONOMIC ENVIRONMENT

Q3 FY20 WESTROCK RESULTS

KEY SEQUENTIAL FACTORS

\$ IN MILLIONS, EXCEPT PER SHARE ITEMS	THIRD QUARTER		SECOND QUARTER
	FY20	FY19	FY20
Net Sales	\$4,236	\$4,690	\$4,447
Adjusted Segment Income ⁽¹⁾	\$343	\$482	\$342
Adjusted Segment EBITDA ⁽¹⁾	\$708	\$858	\$708
% Margin ⁽¹⁾	16.7%	18.3%	15.9%
Adjusted Earnings Per Diluted Share ⁽²⁾	\$0.76	\$1.11	\$0.67
Adjusted Operating Cash Flow ⁽¹⁾	\$752	\$749	\$177

- Lower volumes across both segments due to COVID-19 impacts
- No PPW price changes in Q3; sequential decline reflects flow through of previously published PPW decreases
- Stable sequential Adjusted Segment EBITDA reflects strong performance and cost control across entire supply chain⁽¹⁾
- Adjusted Segment EBITDA Margin improved 80 bps from Q2 with gains in both segments⁽¹⁾
- Seasonally strong cash flow generation

ADJUSTED SEGMENT EBITDA⁽¹⁾ (\$ IN MILLIONS)



1) Non-GAAP Financial Measure. See Non-GAAP Financial Measures and Reconciliations in the Appendix.

2) Non-GAAP Financial Measure. On a GAAP basis, earnings per diluted share were \$0.69 in Q3 FY20, \$0.98 in Q3 FY19, and \$0.57 in Q2 FY20. See Non-GAAP Financial Measures and Reconciliations in the Appendix.

Q3 FY20 CORRUGATED PACKAGING RESULTS

KEY SEQUENTIAL FACTORS

\$ IN MILLIONS	THIRD QUARTER		SECOND QUARTER
	FY20	FY19	FY20
Net Sales	\$2,729	\$3,073	\$2,883
Adjusted Segment Income ⁽¹⁾	\$250	\$413	\$271
Adjusted Segment EBITDA ⁽¹⁾	\$482	\$644	\$502
% Margin ⁽¹⁾	18.3%	21.7%	18.0%
North American Adjusted Segment EBITDA Margin ⁽¹⁾	19.8%	23.1%	19.0%
Brazil Adjusted Segment EBITDA Margin ⁽¹⁾	23.6%	27.9%	27.7%

- Lower volumes due to COVID-19 impacts
- Productivity and reduced maintenance outages partially offset by impact of higher recycled fiber costs
- KapStone synergy run-rate of approximately \$150 million at quarter end
- Strategic capital projects at Florence, SC and Tres Barras, Brazil nearing completion in 2020 and first half of 2021, respectively

ADJUSTED SEGMENT EBITDA⁽¹⁾ (\$ IN MILLIONS)



N.A. Corrugated Monthly Sequential Per Day Box Shipment Trends



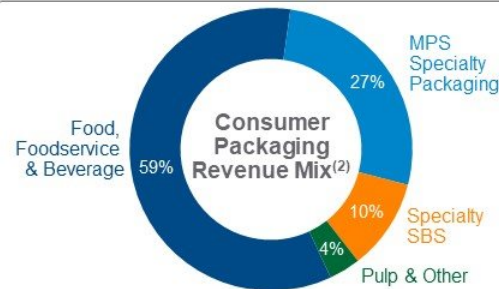
Q3 FY20 CONSUMER PACKAGING RESULTS

KEY SEQUENTIAL FACTORS

\$ IN MILLIONS	THIRD QUARTER		SECOND QUARTER
	FY20	FY19	FY20
Net Sales	\$1,553	\$1,650	\$1,616
Adjusted Segment Income ⁽¹⁾	\$112	\$93	\$89
Adjusted Segment EBITDA ⁽¹⁾	\$243	\$233	\$222
% Margin ⁽¹⁾	15.6%	14.1%	13.7%

- Sequential improvement in profitability despite lower sales; 190 bps Adjusted Segment EBITDA Margin increase from Q2⁽¹⁾
- Demand trends vary across end markets
 - Increased demand in food, foodservice, beverage and healthcare
 - Softness in commercial print, beauty care, cosmetics and high-end spirits
- Mill and Converting network performed well and controlled costs

ADJUSTED SEGMENT EBITDA⁽¹⁾ (\$ IN MILLIONS)



INNOVATIVE, SUSTAINABLE PACKAGING SUPPORTED BY AUTOMATION

MULTIPLE INNOVATION SOLUTIONS FOR REMOVING PLASTIC FROM PACKAGING

GLUE-FREE CANCELAR® AND
PREMOLLAR™ FAMILY ON
FORTUNA™ PLATFORM



GLUE-FREE CLUSTER-
WING™ AND CLUSTERPAK®
FAMILY ON WRAP PLATFORM



DUODOZEN® FAMILY
ON DUODOZEN® PLATFORM



INNOVATIVE PACKAGING SOLUTIONS

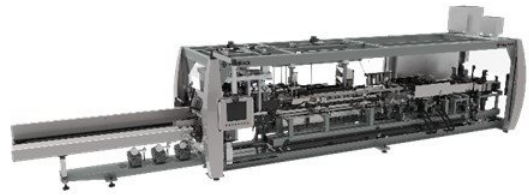
DELIVERING FOR RED BULL AND RAUCH

THE OPPORTUNITY

In support of Red Bull's growth, Rauch is expanding its production to the U.S., requiring a partner to provide high-quality, cost-effective packaging solutions, as well as supply chain assurance.

THE SOLUTION

WestRock supplies the folding carton beverage packaging, corrugated trays and hi-speed packaging machinery to support the new U.S. greenfield site, in addition to Europe.



LOWER TOTAL COST

- Local supply of materials that enable delivery of carton and corrugated in the same truck
- Optimized equipment solutions to deliver industry-leading efficiency
- Value engineering to support ongoing savings



GROW SALES

- Capacity for ongoing growth
- Global graphics consistency supporting the Red Bull brand
- Flexible packaging machinery to support future evolution in consumer formats



IMPROVE SUSTAINABILITY

- Optimized logistics
- Providing renewable and recyclable packaging




MINIMIZE RISK

- Market-leading machinery
- Local technical service to maintain and support equipment
- Ability to harmonize global supply chain requirements
- Supply chain assurance through WestRock's network of mills and converting plants

WESTROCK PARTNERS WITH DOMINO'S TO PROMOTE THE RECYCLABILITY OF PIZZA BOXES

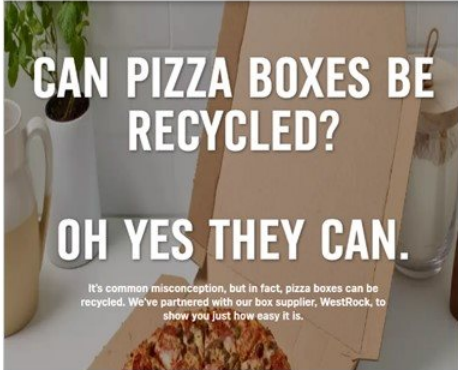
WestRock commissioned study reveals that three billion pizza boxes could be recovered. Go to [RECYCLING.DOMINOS.COM](https://www.recycling.dominos.com) to learn why pizza boxes are recyclable.


 **RECYCLE MY PIZZA BOX**

CAN PIZZA BOXES BE RECYCLED?

OH YES THEY CAN.

It's common misconception, but in fact, pizza boxes can be recycled. We've partnered with our box supplier, WestRock, to show you just how easy it is.





PIZZA BOXES ARE RECYCLABLE.

A recent study commissioned by WestRock, our primary box supplier and one of the largest box manufacturers in the U.S., estimated that 73% of the population has access to recycling programs for empty pizza boxes. Domino's is partnering with many of the key players in the paper recycling industry to help increase the recycling of pizza boxes.

JOIN US IN OUR MISSION!

PIZZA BOXES ARE RECYCLABLE.







A recent study commissioned by WestRock, our primary box supplier and one of the largest box manufacturers in the U.S., estimated that 73% of the population has access to recycling programs for empty pizza boxes. Domino's is partnering with many of the key players in the paper recycling industry to help increase the recycling of pizza boxes.

JOIN US IN OUR MISSION!

CHECK LOCALLY

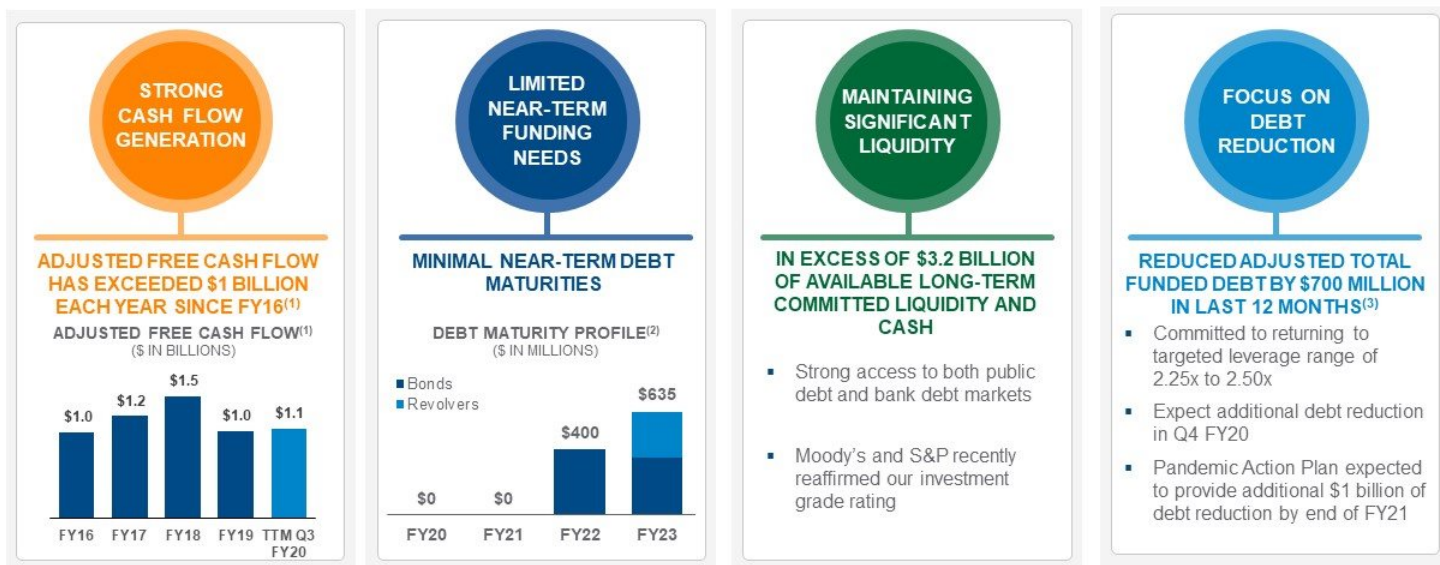
Does your municipality's recycling program accept pizza boxes?

▼ ▼ ▼

IF YES:	IF NO:
 1. Eat & enjoy.	 1. Contact your local recycling organization.
 2. Empty the box.	 2. Inform them that pizza boxes are technically recyclable.
 3. Recycle.	 3. Ask them to consider adding pizza boxes to their collection list.

EXPLORE THE RECYCLING PARTNERSHIP'S PIZZA BOX RECYCLING TOOLKIT

FINANCIAL STRENGTH SUPPORTED BY STRONG CASH FLOW GENERATION AND FLEXIBLE BALANCE SHEET



1) Non-GAAP Financial Measure. See Non-GAAP Financial Measures in the Appendix. Adjusted Free Cash Flow equals net cash provided by operating activities minus capital expenditures plus cash restructuring and other costs, net of tax.
 2) As of June 30, 2020.
 3) Non-GAAP Financial Measure. See Non-GAAP Financial Measures and Reconciliations in the Appendix.

THE CASE FOR WESTROCK

WE ARE A LEADER IN ATTRACTIVE MARKETS

We have the #1 or #2 positions in paper and packaging markets with customers that value differentiation to grow sales and reduce their total costs

WE PROVIDE A WINNING VALUE PROPOSITION

We create customized value-added solutions using the broadest portfolio of paper and packaging products

WE HAVE MULTIPLE LEVERS TO IMPROVE OUR RESULTS

Our commercial approach, KapStone synergies and strategic capital projects are levers unique to WestRock

WE GENERATE STRONG CASH FLOWS

Adjusted Free Cash Flow exceeded \$1 billion each year since FY16⁽¹⁾; focused on debt reduction and returning to our target leverage range of 2.25x to 2.50x



APPENDIX

NON-GAAP FINANCIAL MEASURES

Adjusted Earnings Per Diluted Share

We use the non-GAAP financial measure "adjusted earnings per diluted share," also referred to as "adjusted earnings per share" or "Adjusted EPS", because we believe this measure provides our board of directors, investors, potential investors, securities analysts and others with useful information to evaluate our performance since it excludes restructuring and other costs, net, and other specific items that we believe are not indicative of our ongoing operating results. Our management and board of directors use this information to evaluate our performance relative to other periods. We believe the most directly comparable GAAP measure is Earnings per diluted share.

Adjusted Operating Cash Flow and Adjusted Free Cash Flow

We use the non-GAAP financial measures "adjusted operating cash flow" and "adjusted free cash flow" because we believe these measures provide our board of directors, investors, potential investors, securities analysts and others with useful information to evaluate our performance relative to other periods because they exclude restructuring and other costs, net of tax, that we believe are not indicative of our ongoing operating results. While these measures are similar to adjusted free cash flow, we believe they provide greater comparability across periods when capital expenditures are changing since they exclude an adjustment for capital expenditures. We believe adjusted free cash flow is also a useful measure as it reflects our cash flow inclusive of capital expenditures. We believe the most directly comparable GAAP measure is net cash provided by operating activities.

Adjusted Segment EBITDA and Adjusted Segment EBITDA Margins

We use the non-GAAP financial measures "adjusted segment EBITDA" and "adjusted segment EBITDA margins", along with other factors, to evaluate our segment performance against our peers. We believe that investors use these measures to evaluate our performance relative to our peers. We calculate adjusted segment EBITDA for each segment by adding that segment's adjusted segment income to its depreciation, depletion and amortization. We calculate adjusted segment EBITDA margin for each segment by dividing that segment's adjusted segment EBITDA by its adjusted segment sales.

Leverage Ratio, Net Leverage Ratio, Total Funded Debt and Adjusted Total Funded Debt

We use the non-GAAP financial measures "leverage ratio" and "net leverage ratio" as measurements of our operating performance and to compare to our publicly disclosed target leverage ratio. We believe investors use each measure to evaluate our available borrowing capacity – in the case of "net leverage ratio", adjusted for cash and cash equivalents. We define leverage ratio as our Total Funded Debt divided by our Credit Agreement EBITDA, each of which term is defined in our credit agreement, dated July 1, 2015. Borrowing capacity under our credit agreement depends on, in addition to other measures, the Credit Agreement Debt/EBITDA ratio or the leverage ratio. As of June 30, 2020, our leverage ratio was 3.21 times. While the leverage ratio under our credit agreement determines the credit spread on our debt, we are not subject to a leverage ratio cap. Our credit agreement is subject to a Debt to Capitalization and Consolidated Interest Coverage Ratio, as defined therein. We define "Adjusted Total Funded Debt" as our Total Funded Debt less cash and cash equivalents. Net Leverage Ratio is the product of Adjusted Total Funded Debt divided by our Credit Agreement EBITDA. As of June 30, 2020, our net leverage ratio was 3.12 times.

Forward-looking Guidance

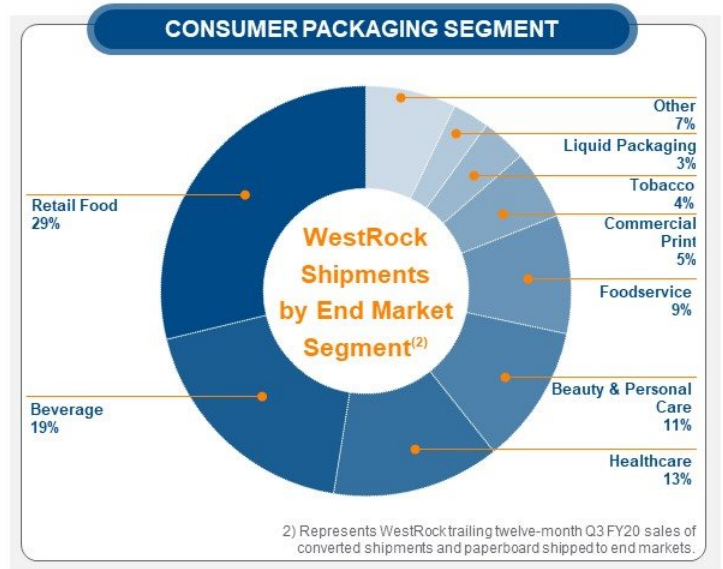
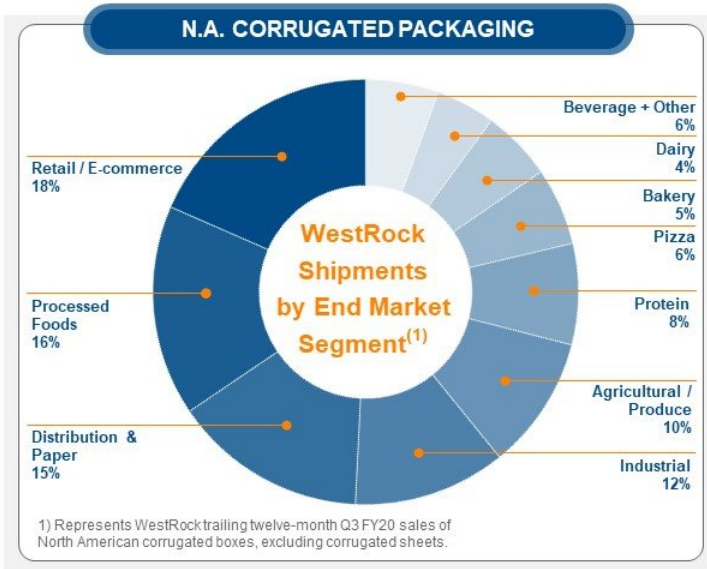
We are not providing a reconciliation of forward-looking non-GAAP financial measures to the most directly comparable U.S. GAAP measure because we are unable to predict with reasonable certainty the ultimate outcome of certain significant items without unreasonable effort. These items include, but are not limited to, merger and acquisition-related expenses, restructuring expenses, asset impairments, litigation settlements, changes to contingent consideration and certain other gains or losses. These items are uncertain, depend on various factors, and could have a material impact on U.S. GAAP reported results for the guidance period.

Q3 YEAR OVER YEAR BRIDGES

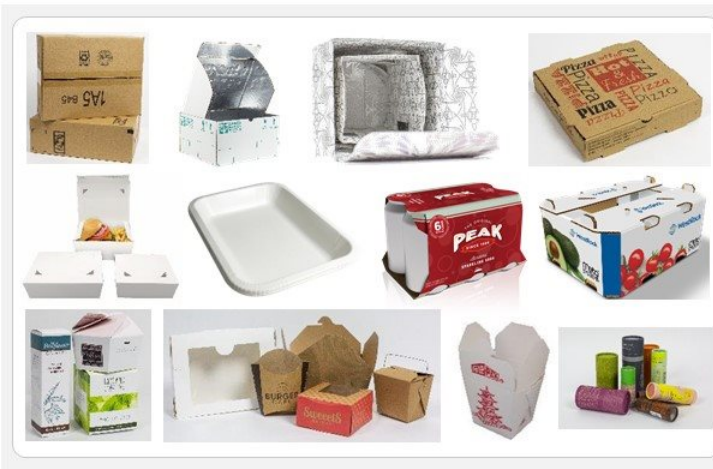
ADJUSTED SEGMENT EBITDA⁽¹⁾ (\$ IN MILLIONS)



WESTROCK SERVES DIVERSE END MARKET SEGMENTS



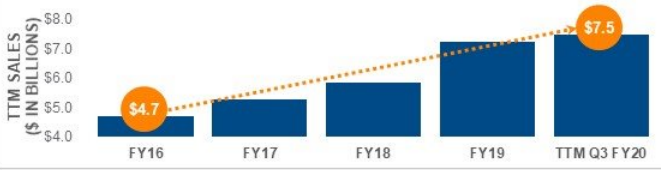
COMPREHENSIVE PORTFOLIO DRIVING ENTERPRISE SALES GROWTH



CUSTOMERS BUYING MORE THAN \$1 MILLION FROM EACH SEGMENT



NET SALES TO CUSTOMERS BUYING MORE THAN \$1 MILLION FROM EACH SEGMENT



BROADEST PORTFOLIO OF SUSTAINABLE PAPER GRADES AND PACKAGING SOLUTIONS



MILL MAINTENANCE SCHEDULE⁽¹⁾

(tons in thousands)

North American Corrugated Packaging

	Q1	Q2	Q3	Q4	Full Year
FY20 Maintenance	110	87	21	100	318
FY19 Maintenance	50	99	94	34	277

Consumer Packaging

	Q1	Q2	Q3	Q4	Full Year
FY20 Maintenance	36	18	0	12	66
FY19 Maintenance	17	42	54	0	113



1) Q4 and full-year FY20 amounts are forecasts.

KEY COMMODITY ANNUAL CONSUMPTION VOLUMES

Approx. FY20 Annual Consumption Volumes

Commodity Category	Volume
Recycled Fiber (tons millions)	5.4
Wood (tons millions)	41
Natural Gas (MMBTU)	88
Electricity (kwh billions)	6.1
Polyethylene (lbs millions)	44
Caustic Soda (tons thousands)	232
Starch (lbs millions)	574

Sensitivity Analysis

Category	Increase in Spot Price	Approx. Annual EPS Impact
Recycled Fiber (tons millions)	+\$10.00 / ton	(\$0.16)
Natural Gas (MMBTU)	+\$0.25 / MMBTU	(\$0.06)
FX Translation Impact	+10% USD Appreciation	(\$0.05)

SHIPMENT DATA

Corrugated Packaging		FY19				FY20		
		Q1 ⁽¹⁾	Q2	Q3	Q4	Q1	Q2	Q3
North America Corrugated								
External Box, Containerboard & Kraft Paper Shipments	Thousands of tons	2,295.7	2,449.0	2,561.9	2,531.8	2,509.8	2,538.3	2,407.6
Pulp Shipments	Thousands of tons	51.0	61.2	82.3	84.6	81.4	80.5	96.8
Total North American Corrugated Packaging Shipments	Thousands of tons	2,346.7	2,510.2	2,644.2	2,616.4	2,591.2	2,618.8	2,504.4
Corrugated Container Shipments	Billions of square feet	22.5	23.4	24.3	24.1	23.9	23.8	23.2
Corrugated Container Shipments per Shipping Day	Millions of square feet	369.4	372.2	384.7	382.7	385.9	371.2	369.3
Corrugated Packaging Maintenance Downtime	Thousands of tons	50.1	99.4	93.8	34.3	110.3	86.5	21.2
Corrugated Packaging Economic Downtime	Thousands of tons	-	197.7	164.8	96.8	2.1	1.2	123.7
Brazil and India								
Corrugated Packaging Shipments	Thousands of tons	185.6	176.5	171.0	194.6	168.1	182.5	176.4
Corrugated Container Shipments	Billions of square feet	1.6	1.5	1.6	1.7	1.7	1.6	1.6
Corrugated Container Shipments per Shipping Day	Millions of square feet	20.7	20.6	21.0	21.8	22.9	21.3	21.0
Total Corrugated Packaging Segment Shipments ⁽²⁾	Thousands of tons	2,532.3	2,686.7	2,815.2	2,811.0	2,759.3	2,801.3	2,680.8
Consumer Packaging								
WestRock								
Consumer Packaging Paperboard and Converting Shipments	Thousands of tons	932.5	949.4	949.0	939.9	876.1	942.3	911.1
Pulp Shipments	Thousands of tons	37.1	36.1	31.1	34.1	46.3	45.4	73.4
Total Consumer Packaging Segment Shipments	Thousands of tons	969.6	985.5	980.1	974.0	922.4	987.7	984.5
Consumer Packaging Total Converting Shipments	Thousands of tons	368.8	388.7	393.5	393.4	366.0	384.1	391.1
Consumer Packaging Maintenance Downtime	Thousands of tons	16.5	41.7	53.9	0.4	35.9	18.2	0.4
Consumer Packaging Economic Downtime	Thousands of tons	0.9	0.7	0.7	0.3	16.0	22.4	30.7

- 1) Includes 59 days of KapStone.
 2) Combined North America, Brazil and India shipments.



ADJUSTED NET INCOME AND ADJUSTED EARNINGS PER DILUTED SHARE RECONCILIATION

(\$ in millions, except per share data)

	Q3 FY20						
	Adjustments to Segment EBITDA			Consolidated Results			
	Corrugated Packaging	Consumer Packaging	L&D and Other	Pre-Tax	Tax	Net of Tax	EPS
GAAP Results⁽¹⁾				\$ 199.2	\$ (19.2)	\$ 180.0	\$ 0.69
COVID-19 manufacturing and operations bonus	16.5	15.1	-	31.6	(7.7)	23.9	0.09
Restructuring and other items	n/a	n/a	n/a	9.7	(2.4)	7.3	0.03
North Charleston and Florence transition and reconfiguration costs ⁽²⁾	5.8	-	-	6.3	(1.5)	4.8	0.02
Losses at closed plants, transition and start-up costs ⁽²⁾	2.4	2.4	-	5.6	(1.2)	4.4	0.02
Hurricane Michael recovery of direct costs, net	0.5	-	-	0.5	(0.1)	0.4	-
Loss on extinguishment of debt	n/a	n/a	n/a	0.6	(0.2)	0.4	-
Adjustments related to Tax Cuts and Jobs Act	n/a	n/a	n/a	-	(16.4)	(16.4)	(0.06)
Brazil indirect tax ⁽³⁾	(4.2)	-	-	(9.9)	3.3	(6.6)	(0.03)
Other	-	(1.3)	-	0.9	(0.3)	0.6	-
Adjustments / Adjusted Results	<u>\$ 21.0</u>	<u>\$ 16.2</u>	<u>\$ -</u>	<u>\$ 244.5</u>	<u>\$ (45.7)</u>	<u>198.8</u>	<u>\$ 0.76</u>
Noncontrolling interests						(1.5)	
Adjusted Net Income						\$ 197.3	

1) The GAAP results for Pre-Tax, Tax, Net of Tax and EPS are equivalent to the line items "Income before income taxes", "Income tax expense", "Consolidated net income" and "Earnings per Diluted Share", respectively, as reported on the statements of income.

2) The variance between the Pre-Tax column and the sum of the Adjustments to Segment EBITDA is depreciation and amortization.

3) The variance between the Pre-Tax column and the sum of the Adjustments to Segment EBITDA is primarily interest income.

ADJUSTED NET INCOME AND ADJUSTED EARNINGS PER DILUTED SHARE RECONCILIATION

(\$ in millions, except per share data)

	Q2 FY20						
	Adjustments to Segment EBITDA			Consolidated Results			
	Corrugated Packaging	Consumer Packaging	L&D and Other	Pre-Tax	Tax	Net of Tax	EPS
GAAP Results ⁽¹⁾				\$ 206.7	\$ (57.8)	\$ 148.9	\$ 0.57
Restructuring and other items	n/a	n/a	n/a	18.4	(3.9)	12.5	0.04
North Charleston and Florence transition and reconfiguration costs ⁽²⁾	19.6	-	-	21.8	(5.4)	16.4	0.08
Losses at closed plants, transition and start-up costs ⁽²⁾	6.8	1.5	-	9.1	(2.5)	6.6	0.03
Accelerated depreciation on major capital projects and certain plant closures ⁽²⁾	n/a	n/a	n/a	5.5	(1.3)	4.2	0.02
Litigation recovery	(7.2)	(4.3)	-	(11.5)	2.8	(8.7)	(0.03)
Gain on sale of certain closed facilities	n/a	n/a	n/a	(5.0)	1.2	(3.8)	(0.02)
Hurricane Michael recovery of direct costs, net	(0.6)	-	-	(0.6)	0.2	(0.4)	-
Loss on extinguishment of debt	n/a	n/a	n/a	0.5	(0.1)	0.4	-
Brazil indirect tax ⁽³⁾	(0.4)	-	-	(1.3)	0.3	(1.0)	-
Multiemployer pension withdrawal expense	n/a	n/a	n/a	0.9	(0.2)	0.7	-
Other	-	0.8	-	0.8	(0.2)	0.6	-
Adjustments / Adjusted Results	\$ 18.2	\$ (2.0)	\$ -	\$ 243.3	\$ (66.9)	176.4	\$ 0.67
Noncontrolling interests						(0.8)	
Adjusted Net Income						\$ 175.6	

1) The GAAP results for Pre-Tax, Tax, Net of Tax and EPS are equivalent to the line items "Income before income taxes", "Income tax expense", "Consolidated net income" and "Earnings per Diluted Share", respectively, as reported on the statements of income.

2) The variance between the Pre-Tax column and the sum of the Adjustments to Segment EBITDA is depreciation and amortization.

3) The variance between the Pre-Tax column and the sum of the Adjustments to Segment EBITDA is interest income.

ADJUSTED NET INCOME AND ADJUSTED EARNINGS PER DILUTED SHARE RECONCILIATION

(\$ in millions, except per share data)

	Q3 FY19						
	Adjustments to Segment EBITDA			Consolidated Results			
	Corrugated Packaging	Consumer Packaging	L&D and Other	Pre-Tax	Tax	Net of Tax	EPS
GAAP Results⁽¹⁾				\$ 331.4	\$ (77.6)	\$ 253.8	\$ 0.98
Restructuring and other items	n/a	n/a	n/a	17.9	(4.0)	13.9	0.05
Direct expenses from Hurricane Michael, net of related proceeds	3.6	-	-	3.6	(0.9)	2.7	0.01
Accelerated depreciation on major capital projects and certain plant closures ⁽²⁾	n/a	n/a	n/a	9.4	(2.3)	7.1	0.03
Losses at closed plants, transition and start-up costs ⁽²⁾	6.7	1.1	-	8.6	(2.7)	5.9	0.03
Loss on sale of certain closed facilities	n/a	n/a	n/a	2.7	(0.7)	2.0	0.01
Loss on extinguishment of debt	n/a	n/a	n/a	3.2	(0.7)	2.5	0.01
Land and Development impairment and operating results	n/a	n/a	(1.6)	(1.6)	0.4	(1.2)	(0.01)
Other	-	0.5	1.0	1.5	(0.4)	1.1	-
Adjustments / Adjusted Results	\$ 10.3	\$ 1.6	\$ (0.6)	\$ 376.7	\$ (88.9)	287.8	\$ 1.11
Noncontrolling interests						(1.2)	
Adjusted Net Income						\$ 286.6	

1) The GAAP results for Pre-Tax, Tax, Net of Tax and EPS are equivalent to the line items "Income before income taxes", "Income tax expense", "Consolidated net income" and "Earnings per Diluted Share", respectively, as reported on the statements of income.

2) The variance between the Pre-Tax column and the sum of the Adjustments to Segment EBITDA is depreciation and amortization.

ADJUSTED OPERATING CASH FLOW AND FREE CASH FLOW RECONCILIATION

(\$ in millions)	<u>Q3 FY20</u>	<u>Q2 FY20</u>	<u>Q3 FY19</u>
Net cash provided by operating activities	\$ 740.2	\$ 167.6	\$ 734.6
Plus: Cash Restructuring and other costs, net of income tax benefit of \$3.9, \$2.9 and \$4.7	11.8	9.1	14.6
Adjusted Operating Cash Flow	752.0	176.7	749.2
Less: Capital expenditures	(244.0)	(241.4)	(351.4)
Adjusted Free Cash Flow	\$ 508.0	\$ (64.7)	\$ 397.8

(\$ in millions)	<u>FY16</u>	<u>FY17</u>	<u>FY18</u>	<u>FY19</u>
Net cash provided by operating activities	\$ 1,223.3	\$ 1,463.8	\$ 1,931.2	\$ 2,310.2
Plus: Retrospective accounting policy adoptions	465.1	436.7	489.7	-
Plus: Cash Restructuring and other costs, net of income tax benefit of \$70.4, \$36.4, \$14.5 and \$29.9	139.3	99.5	41.3	102.7
Adjusted Operating Cash Flow	\$ 1,827.7	\$ 2,000.0	\$ 2,462.2	\$ 2,412.9
Less: Capital expenditures	(796.7)	(778.6)	(999.9)	(1,369.1)
Adjusted Free Cash Flow	\$ 1,031.0	\$ 1,221.4	\$ 1,462.3	\$ 1,043.8

ADJUSTED SEGMENT SALES, ADJUSTED SEGMENT EBITDA AND ADJUSTED SEGMENT INCOME⁽¹⁾

Q3 FY20

(\$ in millions)	Corrugated Packaging	Consumer Packaging	Corporate / Eliminations	Consolidated
Segment / Net sales	\$ 2,728.8	\$ 1,552.6	\$ (45.1)	\$ 4,236.3
Less: Trade sales	(94.7)	-	-	(94.7)
Adjusted Segment Sales	\$ 2,634.1	\$ 1,552.6	\$ (45.1)	\$ 4,141.6
Segment income ⁽²⁾	\$ 227.9	\$ 95.3	\$ -	\$ 323.2
Non-allocated expenses	-	-	(18.3)	(18.3)
Depreciation and amortization	233.1	131.2	1.4	365.7
Segment EBITDA	461.0	226.5	(16.9)	670.6
Adjustments ⁽³⁾	21.0	16.2	-	37.2
Adjusted Segment EBITDA	\$ 482.0	\$ 242.7	\$ (16.9)	\$ 707.8
Segment EBITDA Margins	16.9%	14.6%		15.8%
Adjusted Segment EBITDA Margins	18.3%	15.6%		16.7%
Segment income	\$ 227.9	\$ 95.3	\$ -	\$ 323.2
Non-allocated expenses	-	-	(18.3)	(18.3)
Adjustments, including D&A adjustments	21.7	16.8	-	38.5
Adjusted Segment Income	\$ 249.6	\$ 112.1	\$ (18.3)	\$ 343.4

1) Segment EBITDA Margins are calculated using Segment / Net sales, Corrugated Packaging and Consumer Packaging Adjusted Segment EBITDA Margins are calculated using Adjusted Segment Sales; the Consolidated Adjusted Segment EBITDA Margin is calculated using Segment / Net sales.

2) Segment income includes pension and other postretirement income (expense).

3) See the Adjusted Net Income table on slide 20 for adjustments.

CORRUGATED PACKAGING ADJUSTED SEGMENT EBITDA⁽¹⁾

(\$ in millions)	Q3 FY20			
	North American Corrugated	Brazil Corrugated	Other ⁽²⁾	Corrugated Packaging
Segment sales	\$ 2,392.5	\$ 87.8	\$ 248.5	\$ 2,728.8
Less: Trade sales	(94.7)	-	-	(94.7)
Adjusted Segment Sales	<u>\$ 2,297.8</u>	<u>\$ 87.8</u>	<u>\$ 248.5</u>	<u>\$ 2,634.1</u>
Segment income ⁽³⁾	\$ 213.6	\$ 13.7	\$ 0.6	\$ 227.9
Depreciation and amortization	216.3	10.5	6.3	233.1
Segment EBITDA	429.9	24.2	6.9	461.0
Adjustments ⁽⁴⁾	24.1	(3.5)	0.4	21.0
Adjusted Segment EBITDA	<u>\$ 454.0</u>	<u>\$ 20.7</u>	<u>\$ 7.3</u>	<u>\$ 482.0</u>
Segment EBITDA Margins	<u>18.0%</u>	<u>27.6%</u>		<u>16.9%</u>
Adjusted Segment EBITDA Margins	<u>19.8%</u>	<u>23.6%</u>		<u>18.3%</u>



- 1) Segment EBITDA Margins are calculated using Segment sales and Adjusted Segment EBITDA. Margins are calculated using Adjusted Segment Sales.
- 2) The "Other" column includes our Victory Packaging and India corrugated operations.
- 3) Segment income includes pension and other postretirement income (expense).
- 4) See the Adjusted Net Income table on slide 20 for adjustments.

ADJUSTED SEGMENT SALES, ADJUSTED SEGMENT EBITDA AND ADJUSTED SEGMENT INCOME⁽¹⁾

Q2 FY20

(\$ in millions)	Corrugated Packaging	Consumer Packaging	Corporate / Eliminations	Consolidated
Segment / Net sales	\$ 2,882.5	\$ 1,616.3	\$ (51.5)	\$ 4,447.3
Less: Trade sales	(96.2)	-	-	(96.2)
Adjusted Segment Sales	\$ 2,786.3	\$ 1,616.3	\$ (51.5)	\$ 4,351.1
Segment income ⁽²⁾	\$ 244.5	\$ 90.8	\$ -	\$ 335.3
Non-allocated expenses	-	-	(17.6)	(17.6)
Depreciation and amortization	239.6	133.2	1.7	374.5
Segment EBITDA	484.1	224.0	(15.9)	692.2
Adjustments ⁽³⁾	18.2	(2.0)	0.0	16.2
Adjusted Segment EBITDA	\$ 502.3	\$ 222.0	\$ (15.9)	\$ 708.4
Segment EBITDA Margins	16.8%	13.9%		15.6%
Adjusted Segment EBITDA Margins	18.0%	13.7%		15.9%
Segment income	\$ 244.5	\$ 90.8	\$ -	\$ 335.3
Non-allocated expenses	-	-	(17.6)	(17.6)
Adjustments, including D&A adjustments	26.1	(1.4)	0.0	24.7
Adjusted Segment Income	\$ 270.6	\$ 89.4	\$ (17.6)	\$ 342.4

1) Segment EBITDA Margins are calculated using Segment / Net sales, Corrugated Packaging and Consumer Packaging Adjusted Segment EBITDA Margins are calculated using Adjusted Segment Sales; the Consolidated Adjusted Segment EBITDA Margin is calculated using Segment / Net sales.

2) Segment income includes pension and other postretirement income (expense).

3) See the Adjusted Net Income table on slide 21 for adjustments.

CORRUGATED PACKAGING ADJUSTED SEGMENT EBITDA⁽¹⁾

(\$ in millions)	Q2 FY20			
	North American Corrugated	Brazil Corrugated	Other ⁽²⁾	Corrugated Packaging
Segment sales	\$ 2,542.9	\$ 100.7	\$ 238.9	\$ 2,882.5
Less: Trade sales	(96.2)	-	-	(96.2)
Adjusted Segment Sales	<u>\$ 2,446.7</u>	<u>\$ 100.7</u>	<u>\$ 238.9</u>	<u>\$ 2,786.3</u>
Segment income ⁽³⁾	\$ 228.4	\$ 13.4	\$ 2.7	\$ 244.5
Depreciation and amortization	221.1	12.2	6.3	239.6
Segment EBITDA	449.5	25.6	9.0	484.1
Adjustments ⁽⁴⁾	15.9	2.3	-	18.2
Adjusted Segment EBITDA	<u>\$ 465.4</u>	<u>\$ 27.9</u>	<u>\$ 9.0</u>	<u>\$ 502.3</u>
Segment EBITDA Margins	17.7%	25.4%		16.8%
Adjusted Segment EBITDA Margins	<u>19.0%</u>	<u>27.7%</u>		<u>18.0%</u>



- 1) Segment EBITDA Margins are calculated using Segment sales and Adjusted Segment EBITDA. Margins are calculated using Adjusted Segment Sales.
- 2) The "Other" column includes our Victory Packaging and India corrugated operations.
- 3) Segment income includes pension and other postretirement income (expense).
- 4) See the Adjusted Net Income table on slide 21 for adjustments.

ADJUSTED SEGMENT SALES, ADJUSTED SEGMENT EBITDA AND ADJUSTED SEGMENT INCOME⁽¹⁾

Q3 FY19

(\$ in millions, except percentages)	Corrugated Packaging	Consumer Packaging	Land and Development	Corporate / Eliminations	Consolidated
Segment / Net sales	\$ 3,072.8	\$ 1,650.1	\$ 8.6	\$ (41.5)	\$ 4,690.0
Less: Trade sales	(100.0)	-	-	-	(100.0)
Adjusted Segment Sales	<u>\$ 2,972.8</u>	<u>\$ 1,650.1</u>	<u>\$ 8.6</u>	<u>\$ (41.5)</u>	<u>\$ 4,590.0</u>
Segment income ⁽²⁾	\$ 392.7	\$ 91.0	\$ 1.6	\$ -	\$ 485.3
Non-allocated expenses	-	-	-	(24.4)	(24.4)
Depreciation and amortization	241.4	140.7	-	3.2	385.3
Segment EBITDA	634.1	231.7	1.6	(21.2)	846.2
Adjustments ⁽³⁾	10.3	1.6	(1.6)	1.0	11.3
Adjusted Segment EBITDA	<u>\$ 644.4</u>	<u>\$ 233.3</u>	<u>\$ -</u>	<u>\$ (20.2)</u>	<u>\$ 857.5</u>
Segment EBITDA Margins	<u>20.6%</u>	<u>14.0%</u>			<u>18.0%</u>
Adjusted Segment EBITDA Margins	<u>21.7%</u>	<u>14.1%</u>			<u>18.3%</u>
Segment income	\$ 392.7	\$ 91.0	\$ 1.6	\$ -	\$ 485.3
Non-allocated expenses	-	-	-	(24.4)	(24.4)
Adjustments, including D&A adjustments	20.3	1.7	(1.6)	1.0	21.4
Adjusted Segment Income	<u>\$ 413.0</u>	<u>\$ 92.7</u>	<u>\$ -</u>	<u>\$ (23.4)</u>	<u>\$ 482.3</u>

1) Segment EBITDA Margins are calculated using Segment / Net sales, Corrugated Packaging and Consumer Packaging Adjusted Segment EBITDA Margins are calculated using Adjusted Segment Sales, the Consolidated Adjusted Segment EBITDA Margin is calculated using Segment / Net sales.

2) Segment income includes pension and other postretirement income (expense).

3) See the Adjusted Net Income table on slide 22 for adjustments.



CORRUGATED PACKAGING ADJUSTED SEGMENT EBITDA⁽¹⁾

(\$ in millions, except percentages)	Q3 FY19			
	North American Corrugated	Brazil Corrugated	Other ⁽²⁾	Corrugated Packaging
Segment sales	\$ 2,690.5	\$ 102.8	\$ 279.5	\$ 3,072.8
Less: Trade sales	(100.0)	-	-	(100.0)
Adjusted Segment Sales	<u>\$ 2,590.5</u>	<u>\$ 102.8</u>	<u>\$ 279.5</u>	<u>\$ 2,972.8</u>
Segment income ⁽³⁾	\$ 368.9	\$ 8.9	\$ 14.9	\$ 392.7
Depreciation and amortization	<u>223.7</u>	<u>14.3</u>	<u>3.4</u>	<u>241.4</u>
Segment EBITDA	592.6	23.2	18.3	634.1
Adjustments ⁽⁴⁾	4.8	5.5	-	10.3
Adjusted Segment EBITDA	<u>\$ 597.4</u>	<u>\$ 28.7</u>	<u>\$ 18.3</u>	<u>\$ 644.4</u>
Segment EBITDA Margins	<u>22.0%</u>	<u>22.6%</u>		<u>20.6%</u>
Adjusted Segment EBITDA Margins	<u>23.1%</u>	<u>27.9%</u>		<u>21.7%</u>



- 1) Segment EBITDA Margins are calculated using Segment sales and Adjusted Segment EBITDA. Margins are calculated using Adjusted Segment Sales.
- 2) The "Other" column includes our Victory Packaging and India corrugated operations.
- 3) Segment income includes pension and other postretirement income (expense).
- 4) See the Adjusted Net Income table on slide 22 for adjustments.

RECONCILIATION OF NET INCOME TO ADJUSTED SEGMENT EBITDA

(\$ in millions)	Q3 FY20	Q2 FY20	Q3 FY19
Net Income attributable to common stockholders	\$ 178.5	\$ 148.1	\$ 252.6
<u>Adjustments:</u> ⁽¹⁾			
Less: Net Income attributable to noncontrolling interests	1.5	0.8	1.2
Income tax expense	19.2	57.8	77.6
Other expense, net	5.0	0.9	(3.7)
Loss on extinguishment of debt	0.6	0.5	3.2
Interest expense, net	92.4	97.3	111.1
Restructuring and other costs	9.7	16.4	17.9
Multiemployer pension withdrawal expense	(2.0)	0.9	(1.7)
Gain on sale of certain closed facilities	-	(5.0)	2.7
Non-allocated expenses	18.3	17.6	24.4
Segment Income ⁽²⁾	323.2	335.3	485.3
Non-allocated expenses	(18.3)	(17.6)	(24.4)
Depreciation and amortization	365.7	374.5	385.3
Segment EBITDA	670.6	692.2	846.2
<u>Adjustments</u> ⁽³⁾	37.2	16.2	11.3
Adjusted Segment EBITDA	\$ 707.8	\$ 708.4	\$ 857.5
Net Sales	\$ 4,236.3	\$ 4,447.3	\$ 4,690.0
Net income margin	4.2%	3.3%	5.4%
Segment EBITDA Margin	15.8%	15.6%	18.0%
Adjusted Segment EBITDA Margin	16.7%	15.9%	18.3%

- 1) Schedule adds back expense or subtracts income for certain financial statement and segment footnote items to compute segment income, Segment EBITDA and Adjusted Segment EBITDA.
2) Segment income includes pension and other postretirement income (expense).
3) See the Adjusted Net Income tables on slides 20, 21, and 22 for adjustments.

TTM CREDIT AGREEMENT EBITDA

(\$ in millions)	TTM	TTM	TTM
	June 30, 2020	March 31, 2020	June 30, 2019
Net income attributable to common stockholders	\$ 775.9	\$ 850.0	\$ 831.7
Interest expense, net	382.3	400.6	382.0
Income tax expense	212.8	271.2	282.9
Depreciation and amortization	1,504.5	1,524.1	1,442.4
Additional permitted charges and acquisition EBITDA ⁽¹⁾	136.8	89.9	485.1
Credit Agreement EBITDA	\$ 3,012.3	\$ 3,135.8	\$ 3,424.1

TOTAL DEBT, FUNDED DEBT AND LEVERAGE RATIO

(\$ in millions, except ratios)	June 30, 2020	March 31, 2020	June 30, 2019
	Current portion of debt	\$ 213.1	\$ 432.0
Long-term debt due after one year	9,840.3	10,424.6	9,759.1
Total debt	10,053.4	10,856.6	10,538.2
Less: FV step up and deferred financing fees	(171.4)	(179.5)	(191.0)
Less: short-term and long-term chip mill obligation	(98.3)	(99.3)	-
Less: other adjustments to funded debt	(104.7)	(109.9)	(77.8)
Total Funded Debt	\$ 9,679.0	\$ 10,467.9	\$ 10,269.4
LTM credit agreement EBITDA	\$ 3,012.3	\$ 3,135.8	\$ 3,424.1
Leverage Ratio	3.21x	3.34x	3.00x
Total funded debt	\$ 9,679.0	\$ 10,467.9	\$ 10,269.4
Less: cash and cash equivalents	(291.5)	(640.2)	(179.1)
Adjusted Total Funded Debt	\$ 9,387.5	\$ 9,827.7	\$ 10,090.3
Net Leverage Ratio	3.12x	3.13x	2.95x

1) Additional Permitted Charges includes among other items, \$123 million, \$131 million and \$147 million of restructuring and other costs in the periods TTM June 30, 2020, TTM March 31, 2020 and TTM June 30, 2019, respectively, as well as \$224 million of EBITDA of acquired companies in the period TTM June 30, 2019.



NET DEBT

(\$ in millions)

	<u>March 31, 2020</u>	<u>June 30, 2020</u>
Current portion of debt	\$ 432.0	\$ 213.1
Long-term debt due after one year	10,424.6	9,840.3
Total debt	10,856.6	10,053.4
Less: cash and cash equivalents	(640.2)	(291.5)
Net Debt	<u>\$ 10,216.4</u>	<u>\$ 9,761.9</u>
Reduction in Net Debt		<u>\$ (454.5)</u>

