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29 June 2017

DS SMITH PLC

RESULTS OF PLACING OF NEW ORDINARY SHARES

DS Smith Plc (**DS Smith** or the **Company**) is pleased to announce the successful completion of the underwritten placing of new ordinary shares of 10 pence each in the Company (the **Placing**), announced earlier today.

A total of 62,637,363 new ordinary shares of 10 pence each in the Company (the **Placing Shares**) have been placed by Citigroup Global Markets Limited (**Citi**) and JP. Morgan Securities plc (which conducts its UK investment banking business as J.P. Morgan Cazenove) (**JPM**) at a price of 455 pence per Placing Share (the **Placing Price**), raising total proceeds of approximately £285 million (before commissions and expenses) (the **Gross Proceeds**) for the Company. The Placing Shares being issued represent approximately 6.6 per cent. of the Company's existing issued ordinary share capital immediately before the Placing.

The Placing Price represents a premium of 2.5 per cent. to the closing price on 28 June 2017.

The Placing Shares, when issued, will be credited as fully paid and will rank *pari passu* in all respects with the existing ordinary shares of 10 pence each in the capital of the Company, including the right to receive all dividends and other distributions declared, made or paid on or in respect of such shares after the date of issue.

Applications have been made to the Financial Conduct Authority (the **FCA**) for the Placing Shares to be admitted to the premium listing segment of the Official List of the FCA (the **Official List**) and to the London Stock Exchange plc (the **London Stock Exchange**) for the Placing Shares to be admitted to trading on the main market for listed securities of the London Stock Exchange (together, **Admission**). It is expected that settlement of the Placing Shares and Admission will take place at 8.00 a.m. on 3 July 2017. Settlement of the Placing is conditional upon, among other things, Admission becoming effective and the Placing Agreement not being terminated in accordance with its terms.

Following Admission the total number of shares in issue in the Company will be 1,014,426,719.

The person responsible for arranging the release of this announcement on behalf of DS Smith is Iain Simm, Company Secretary.

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This announcement has been issued by and is the sole responsibility of the Company. The information contained in this announcement is for background purposes only and does not purport to be full or complete. The information in this announcement is subject to change without notice.

The Placing Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the **Securities Act**) or under any securities laws of any state or other jurisdiction of the United States and may not be offered or sold into or within the United States (as defined in Regulation S under the Securities Act (**Regulation S**)) absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities law. Any offering of the Placing Shares to be made in the United States will be made only to a limited number of "qualified institutional buyers" as defined in Rule 144A under the Securities Act (**QIBs**) pursuant to an exemption from, or a transaction not subject to, the registration requirements of the Securities Act. Any offering of the Placing Shares to be made outside the United States will be made in offshore transactions in accordance with Regulation S. There will be no public offering of the Placing Shares in the United States. The Placing Shares have not been approved or disapproved by the US Securities and Exchange Commission (the **SEC**), any state securities commission or any other regulatory authority in the United States, nor have any such authorities passed upon or endorsed the merits of the Placing or the accuracy or adequacy of this announcement. Any representation to the contrary is a criminal offence in the United States.

The distribution of this announcement and the placing of the Placing Shares as set out in this announcement in certain jurisdictions may be restricted by law. No action has been taken by the Company, Citi or JPM that would permit an offering of such shares or possession or distribution of this announcement or any other offering or publicity material relating to such shares in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required by the Company, Citi and JPM to inform themselves about, and to observe, such restrictions. The information contained in this announcement may not be forwarded or distributed to any other person and may not be reproduced in any manner whatsoever. Any forwarding, distribution, reproduction, or disclosure of any information contained in this announcement in whole or in part is unauthorised. Failure to comply with these restrictions may constitute a violation of the Securities Act or the applicable laws of other jurisdictions. Subject to certain exemptions, the securities referred to in this announcement may not be offered or sold in the United States, Australia, Canada, Japan, South Africa or certain other jurisdictions or for the account or benefit of any national resident or citizen of certain jurisdictions. No prospectus will be made available in connection with the matters contained in this announcement and no such prospectus is required (in accordance with the Prospectus Directive) to be published. Persons needing advice should consult an independent financial adviser. Persons (including, without limitation, nominees and trustees) who have a contractual or other legal obligation to forward a copy of the announcement of which it forms part should seek appropriate advice before taking any action.

No representation or warranty express or implied, is or will be made as to, or in relation to, and, aside from the responsibilities and liabilities, if any, which may be imposed by the Financial Services and Markets Act 2000, as amended (the **FSMA**) or the regulatory regime established thereunder or any other applicable regulatory regime, no responsibility or liability is or will be accepted by Citi or JPM or any of their respective affiliates or agents as to or in relation to, the accuracy, completeness or sufficiency of this announcement or any other written or oral information made available to or publicly available to any interested party or its advisers in connection with the Placing, and any responsibility or liability therefor is expressly disclaimed.

Citi and JPM, each of which is authorised by the Prudential Regulation Authority and regulated by the FCA and the Prudential Regulation Authority in the United Kingdom, are acting solely for the Company and no

one else in connection with the Placing and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Citi or JPM, respectively, nor for providing advice in relation to the Placing. Neither Citi, JPM nor any of their respective subsidiaries, branches or affiliates owes or accepts any duty, liability, or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Citi or JPM, respectively, in connection with the Placing, any statements in this announcement or otherwise.

Any indication in this announcement of the price at which Ordinary Shares have been bought or sold in the past cannot be relied upon as a guide to future performance. No statement in this announcement is intended to be a profit forecast and no statement in this announcement should be interpreted to mean that earnings per share of the Company for the current or future financial years would necessarily match or exceed the historical published earnings per share of the Company. The price of the Placing Shares and the income from them may go down as well as up and investors may not get back the full amount invested on disposal of the Placing Shares.

The Placing Shares to be issued pursuant to the Placing will not be admitted to trading on any stock exchange other than the London Stock Exchange.

Neither the content of the Company's website nor any website accessible by hyperlinks on the Company's website is incorporated in, or forms part of, this announcement.