

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
August 27, 2024 (August 26, 2024)
Date of Report (Date of earliest event reported)



GREIF, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation) **001-00566** (Commission File Number) **31-4388903** (IRS Employer Identification No.)
425 Winter Road, Delaware Ohio (Address of principal executive offices) **43015** (Zip Code)

Registrant's telephone number, including area code: (740) 549-6000

Former name, former address and former fiscal year, if changed since last report: Not Applicable

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.

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

| <u>Title of Each Class</u> | <u>Trading Symbol(s)</u> | <u>Name of Each Exchange on Which Registered</u> |
|----------------------------|--------------------------|--|
| Class A Common Stock | GEF | New York Stock Exchange |
| Class B Common Stock | GEF-B | New York Stock Exchange |

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 (see General Instruction A.2. below):

- 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))

Section 5 – Corporate Governance and Management

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

Item 5.02(d).

On August 26, 2024, in accordance with Article II, Section 2.1 of the By-Laws of Greif, Inc. (the "Company"), and during a regular meeting, the Company's Board of Directors (the "Board") approved a resolution to fix the number of directors of the Company at 11 and elected B. Andrew Rose as a director to fill the new vacancy on the Board. Mr. Rose is to serve until the Company's next annual meeting of stockholders and until his successor is elected and qualified.

There were no arrangements or understandings between Mr. Rose and any other person pursuant to which Mr. Rose was elected as a director of the Company.

Mr. Rose has been appointed to the Audit Committee of the Board.

In connection with his election, Mr. Rose received an equity award under the Company's Amended and Restated Outside Directors Equity Award Plan. Mr. Rose received 1,484 restricted shares of Class A Common Stock, an amount equal to \$94,667 divided by the last reported sale price of a share of Class A Common Stock on the NYSE on August 23, 2024 (the last trading day immediately preceding the date of the award). None of these shares of Class A Common Stock are subject to a risk of forfeiture; however, such shares are subject to restrictions on transfer for three years. All of these shares were fully vested on the award date with eligibility to participate in the receipt of all dividends declared on the Company's shares of Class A Common Stock.

The press release announcing Mr. Rose's election as director is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Section 9 – Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|----------------------|---|
| 99.1 | Press release issued by Greif, Inc. on August 26, 2024 announcing the election of B. Andrew Rose to the Board of Directors of Greif, Inc. |

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.

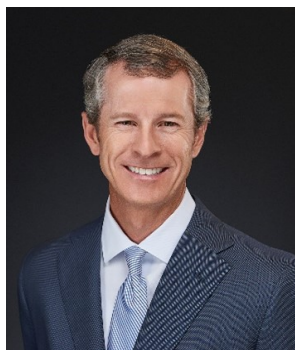
Date: August 27, 2024

GREIF, INC.

By /s/ Gary R. Martz

Gary R. Martz
Executive Vice President

Andy Rose Joins Greif Board of Directors



DELAWARE, Ohio, Aug. 26, 2024 (GLOBE NEWSWIRE) -- Greif, Inc. (NYSE: GEF, GEF.B), a global leader in industrial packaging products and services, announced that Andy Rose, President and CEO of Worthington Enterprises, has been elected to its Board of Directors.

"We are thrilled to welcome Andy to the Board," said Bruce Edwards, Greif's Non-Executive Chairman. "Andy brings a wealth of experience in the manufacturing and distribution industries, as well as a proven track record of leading and growing successful businesses. His expertise will be invaluable as we execute our strategic plan and continue to drive growth for Greif."

Mr. Rose has over 30 years of experience in the manufacturing, distribution, and financial services industries. He joined Worthington Industries in 2008 as Chief Financial Officer before being named President and CEO in 2020. Prior to joining Worthington Industries, Andy worked at MCG Capital Corporation, Peachtree Equity Partners, and Wachovia Capital Associates. He started his career at J.P. Morgan & Co. in global cash management.

Mr. Rose earned his MBA from the Fuqua School of Business at Duke University and his bachelor's degree in business administration from the University of North Carolina. He is a native of Columbus, Ohio, and currently serves on the board of directors of OhioHealth and previously served on the boards of White Castle® and Rev1 Ventures. He is also a member of The Ohio Business Roundtable and the Columbus Partnership.

About Greif, Inc.

Greif is a global leader in industrial packaging products and services and is pursuing its vision: be the best performing customer service company in the world. The Company produces steel, plastic and fibre drums, intermediate bulk containers, reconditioned containers, jerrycans and other small plastics, containerboard, corrugated sheets and products, uncoated recycled paperboard, coated recycled paperboard, tubes and cores and a diverse mix of specialty products. The Company also manufactures packaging accessories and provides other packaging services for a wide range of industries. In addition, Greif manages timber properties in the southeastern United States. The Company has a workforce of over 14,000 colleagues spread across more than 250 facilities in 37 countries to serve global as well as regional customers. Additional information is on the Company's website at www.greif.com.

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