

**Smurfit Kappa Group plc**  
**Annual General Meeting 3th May 2019**

**Proxy votes**

At the Annual General Meeting of Smurfit Kappa Group plc held on Friday, 3 May 2019, all resolutions were approved by shareholders on a show of hands. Details of the resolutions are contained in the Notice Meeting, which is available on this website. The following table gives details of the results of the proxy votes received in advance of the meeting.

Resolution #	Resolution	Votes FOR		Votes AGAINST		Total votes*	Votes WITHHELD*	TOTAL (inc Withheld)
		Number	%	Number	%			
Resolution 1	Consideration of financial statements and reports of Directors and Statutory Auditor thereon	152,590,780	99.98%	29,463	0.02%	152,620,243	853,217	153,473,460
Resolution 2	Consideration of the Directors' Remuneration Report	151,897,659	99.45%	839,945	0.55%	152,737,604	735,856	153,473,460
Resolution 3	Declaration of a dividend	153,464,186	100.00%	2,640	0.00%	153,466,826	6,636	153,473,462
Resolution 4	Election of Anne Anderson	151,900,151	98.98%	1,566,455	1.02%	153,466,606	6,856	153,473,462
Resolution 5(a)	Re-election of Irial Finan	151,850,899	99.00%	1,535,766	1.00%	153,386,665	86,796	153,473,461
Resolution 5(b)	Re-election of Anthony Smurfit	152,685,201	99.49%	781,624	0.51%	153,466,825	6,636	153,473,461
Resolution 5(c)	Re-election of Ken Bowles	152,711,611	99.51%	755,215	0.49%	153,466,826	6,636	153,473,462
Resolution 5(d)	Re-election of Frits Beurskens	151,088,410	98.45%	2,378,416	1.55%	153,466,826	6,636	153,473,462
Resolution 5(e)**	Re-election of Christel Bories	100,701,153	65.62%	52,765,672	34.38%	153,466,825	6,636	153,473,461
Resolution 5(f)	Re-election of Carol Fairweather	152,478,301	99.36%	988,524	0.64%	153,466,825	6,636	153,473,461
Resolution 5(g)	Re-election of James Lawrence	152,011,932	99.05%	1,454,893	0.95%	153,466,825	6,636	153,473,461
Resolution 5(h)	Re-election of John Moloney	152,489,653	99.36%	977,173	0.64%	153,466,826	6,636	153,473,462
Resolution 5(i)	Re-election of Roberto Newell	146,962,300	95.76%	6,504,525	4.24%	153,466,825	6,636	153,473,461
Resolution 5(j)	Re-election of Jørgen Buhl Rasmussen	152,155,128	99.45%	835,977	0.55%	152,991,105	482,356	153,473,461
Resolution 5(k)	Re-election of Gonzalo Restrepo	152,630,457	99.46%	836,369	0.54%	153,466,826	6,636	153,473,462
Resolution 6	Remuneration of the Statutory Auditor	150,394,489	98.00%	3,072,337	2.00%	153,466,826	6,636	153,473,462
Resolution 7	Authority to issue shares	153,058,295	99.73%	408,531	0.27%	153,466,826	6,636	153,473,462
Resolution 8	Disapplication of pre-emption rights (Re allotment of up to 5% for cash)	149,984,349	97.73%	3,478,727	2.27%	153,463,076	10,386	153,473,462
Resolution 9	Disapplication of pre-emption rights (Re allotment of up to 5% for cash in connection with acquisitions/specified investments)	147,365,031	96.03%	6,098,044	3.97%	153,463,075	10,386	153,473,461
Resolution 10	Authority to purchase own shares	152,455,987	99.37%	968,988	0.63%	153,424,975	48,486	153,473,461
Resolution 11	Convening an EGM on 14 days' notice	138,716,269	90.92%	13,850,615	9.08%	152,566,884	906,578	153,473,462

\* As a "Vote Withheld" is not a vote in law, it is not taken account in the calculation of the proportion of votes for and against the resolution or in the Total Votes shown.

\*\* In accordance with the UK Corporate Governance Code, the Company will engage with shareholders to discuss the vote against Resolution 5(e). An update on this matter will be published in due course in line with best practice.