

Smurfit Kappa Group plc ("the Company") invites you to attend the Extraordinary General Meeting ("EGM") of the Company to be held in the **Minerva Suite, RDS, Merrion Road, Ballsbridge, Dublin 4, D04 AK83, Ireland** on 13 June 2024 at 10.15 a.m. (Irish time)

Shareholder Reference Number

## Form of Proxy - Extraordinary General Meeting ("EGM") to be held on 13 June 2024 at 10.15 a.m. (Irish time)



Cast your Proxy online...It's fast, easy and secure!

[www.eproxyappointment.com](http://www.eproxyappointment.com)

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 919183

SRN:

PIN:



To view the EGM Documentation online log on to  
[www.smurfitkappa.com/investors/meetings2024](http://www.smurfitkappa.com/investors/meetings2024)

To be effective, all proxy appointments must be lodged with the Company's Registrar at:

Computershare Investor Services (Ireland) Limited, P.O. Box 13030, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82 or through the voting website, see above, by 10.15 a.m. (Irish time) on 11 June 2024.

### Explanatory Notes:

- Only those persons holding ordinary shares in the capital of the Company registered in the register of members of the Company at 6.00 p.m. (Irish time) on 9 June 2024 or if the EGM is adjourned, at 6.00 p.m. (Irish time) on the day that falls 4 days before the time appointed for the adjourned EGM. Certificated shareholders shall be entitled to attend, speak, ask questions and in respect of the number of ordinary shares registered in their name, vote at the EGM, or if relevant, any adjournment thereof. Changes in the register after that time and date will be disregarded in determining the right of any person to attend and/or vote at the EGM or any adjournment thereof.
- A certificated shareholder who is entitled to attend, speak, ask questions and vote at the EGM of the Company is entitled to appoint a proxy to attend, speak, ask questions and vote on their behalf at the EGM or any adjournment thereof. A certificated shareholder may appoint more than one proxy to attend, speak, ask questions and vote at the EGM or any adjournment thereof in respect of ordinary shares held in different securities accounts. Only certificated shareholders have the right to appoint a proxy to attend, speak, ask questions and vote on their behalf at the EGM or any adjournment thereof. Such a certificated shareholder acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees and such intermediary may cast votes attaching to some of the ordinary shares differently from other ordinary shares held by it. The appointment of a proxy will not preclude a certificated shareholder from attending, speaking, asking questions and voting at the EGM should such certificated shareholder subsequently wish to do so. A proxy shall be bound by the articles of association of the Company. A proxy need not be a certificated shareholder of the Company but must attend the EGM to represent you. Any certificated shareholder wishing to appoint more than one proxy should contact the Company's Registrar, Computershare Investor Services (Ireland) Limited, at P.O. Box 13030, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82 (phone number +353 1 447 5590) to request additional Form(s) of Proxy or you may photocopy the reverse only of this Form of Proxy. Please note that a proxy may be required to provide identification to attend the EGM.
- To be effective, the Form of Proxy duly completed and executed, together with any original power of attorney or other authority under which it is executed, or a copy of such authority certified notarially or by a solicitor practising in the Republic of Ireland, must be deposited with the Registrars of the Company either by post to Computershare Investor Services (Ireland) Limited, at P.O. Box 13030, 3100 Lake Drive, Citywest Business Campus, Dublin 24, Ireland or by hand (during normal business hours) to Computershare Investor Services (Ireland) Limited, at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, so as to be received in any case no later than 48 hours before the time appointed for the EGM or any adjournment thereof or (in the case of a poll taken otherwise than at or on the same day as the EGM or any adjournment thereof) at least 48 hours before the taking of the poll at which it is to be used. Any alteration to the form must be initialled by the person who signs it.
- Alternatively, subject to the articles of association of the Company and provided it is received not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof or (in the case of a poll taken otherwise than at or on the same day as the EGM or any adjournment thereof) at least 48 hours before the taking of the poll at which it is to be used, the appointment of a proxy may be submitted electronically, subject to the terms and conditions of electronic voting, via the internet by accessing the Company's Registrar's website [www.eproxyappointment.com](http://www.eproxyappointment.com). You will need your control number, shareholder reference number and your PIN number, which can be found above on this Form of Proxy.
- Persons who hold interests in the Company's shares through the Euroclear Bank system or as CREST depository interests ("CDIs") through the CREST system, wishing to appoint a proxy or submit voting instructions, should consult with their stockbroker, custodian or other intermediary at the earliest opportunity for further information on the processes and timelines of the respective systems.
- This Form of Proxy must (i) in the case of an individual certificated shareholder be signed by the appointor or by their attorney or submitted electronically by the certificated shareholder or their attorney; or (ii) in the case of a body corporate be executed either under its common seal or signed on its behalf by a duly authorised officer or attorney or submitted electronically in accordance with notes 3 and 4 above.
- In the case of joint certificated shareholders, the vote of the senior certificated shareholder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint certificated shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- If you desire to appoint a proxy other than the Chair of the EGM or any adjournment thereof, please insert the proxy's name in block capitals in the space provided and delete the words "the Chair of the EGM or".
- Please indicate how you wish your proxy to vote by marking the appropriate box. You may direct your proxy to vote "For", "Against", or "Withheld". If no such specific instructions are given, the proxy will vote or withhold from voting at their discretion. The Withheld option is provided to enable you to abstain on any particular resolution. **It should be noted that a vote cast as Withheld is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" the resolutions.**
- On any other business which may properly come before the EGM or any adjournment thereof, and whether procedural and/or substantive in nature (including, without limitation, any motion to amend a resolution or adjourn the general meeting) not specified in the Notice of Meeting or this Form of Proxy, the proxy will act at their discretion.
- The completion and return/submission of this Form of Proxy will not preclude a certificated shareholder from attending and voting in person.
- If you are appointing a proxy other than the Chair of the EGM (or any adjournment thereof) or any other officer of the Company, please provide them with the Attendance Card attached hereto to facilitate their attendance.
- Should you (or your duly appointed proxies) attend in person, you may not use cameras, smart phones or other audio, video or electronic recording devices, unless expressly authorised by the Chair of the EGM.

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Ireland) Limited accept no liability for any instruction that does not comply with these conditions.

All Holders

# Poll Card

To be completed **only** at the EGM.

## Resolutions to be voted on are set out in detail in the Notice of EGM and Circular to Shareholders.

	For	Against	Withheld (See Note 9)
1. Ordinary Resolution: Approval of the Combination	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ordinary Resolution: Approval of the Scheme of Arrangement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Special Resolution: Approval of the LSE Listing Change	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Special Resolution: Approval of the Amendment to Smurfit Kappa Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Non-Binding Advisory Resolution: Approval of the Share Capital Reduction of Smurfit WestRock	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature \_\_\_\_\_

## Form of Proxy - EGM

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



You can also instruct your proxy not to vote on a resolution by inserting an "X" in the Withheld box.

I/We hereby appoint the Chair of the EGM OR the following person

*	**
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\* Please leave this box blank if you have selected the Chair. Do not insert your own name(s).

\*\* Please leave this box blank if you are appointing a proxy in respect of your full voting entitlement. If you are appointing the proxy in relation to less than your full voting entitlement, please insert the number of shares in relation to which they are authorised to act.

\*\*\* For the appointment of more than one proxy, please refer to Notes 2 & 3 (see front).

as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement on my/our behalf on any matter at the EGM of **Smurfit Kappa Group plc to be held in the Minerva Suite, RDS, Merrion Road, Ballsbridge, Dublin 4, D04 AK83, Ireland** on 13 June 2024 at 10.15 a.m. (Irish time) and at any adjournment thereof. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an X in the appropriate box.

Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

## Resolutions to be voted on are set out in detail in the Notice of EGM and Circular to Shareholders.

	For	Against	Withheld (See Note 9)
1. Ordinary Resolution: Approval of the Combination	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ordinary Resolution: Approval of the Scheme of Arrangement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Special Resolution: Approval of the LSE Listing Change	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Special Resolution: Approval of the Amendment to Smurfit Kappa Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Non-Binding Advisory Resolution: Approval of the Share Capital Reduction of Smurfit WestRock	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/we direct my/our proxy to vote on the resolutions proposed at the EGM (and any adjournment thereof) as indicated on this form. Where no instruction appears above as to how the proxy should vote the proxy may vote as they see fit or abstain in relation to any business of the EGM. My/our proxy shall decide on how to vote on my/our behalf in respect of any procedural resolutions moved at the EGM.

Signature

Date

DD / MM / YY

In the case of a body corporate, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

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