

# Smurfit Kappa Group plc

Please indicate with an "X" in the boxes below how you wish your votes to be cast.

Resolutions to be voted on are set out in detail in the Notice of the Meeting.				Smurfit Kappa Group plc Form of Proxy for Annual General Meeting
	For	Against	Vote Withheld See Note (3)	I/We being (a) member(s) of the Company HEREBY APPOINT the Chair of the meeting or*
1. Review of the Company's affairs and consideration of the financial statements and reports of the Directors and Statutory Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	_____
2. Consideration of the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	_____
3. Consideration of the Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4. Declaration of a dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
5. To elect Ms. Kaisa Hietala as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
6. Re-election of Directors				
(a) Mr. Irial Finan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
(b) Mr. Anthony Smurfit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
(c) Mr. Ken Bowles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
(d) Ms. Anne Anderson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
(e) Mr. Frits Beurskens	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
(f) Ms. Carol Fairweather	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
(g) Mr. James Lawrence	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
(h) Dr. Lourdes Melgar	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
(i) Mr. John Moloney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
(j) Mr. Jørgen Buhl Rasmussen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
(k) Mr. Gonzalo Restrepo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
7. Remuneration of the Statutory Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
8. Authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
9. Disapplication of pre-emption rights (Re allotment of up to 5% for cash)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
10. Disapplication of pre-emption rights (Re allotment of up to 5% for cash in connection with acquisitions / specified investments)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
11. Authority to purchase own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
12. Convening an Extraordinary General Meeting on 14 days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
13. To increase the maximum award opportunity in the rules of the 2018 Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

to act as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 10.00 a.m. on Friday, 30th April 2021 and at any adjournment thereof. I/We direct my/our proxy to vote on the resolutions set out in the Notice convening the Meeting as instructed and in respect of other resolutions that may arise at the Meeting as the proxy thinks fit. This proxy may be exercised in respect of all/ \_\_\_\_\_ \*\* shares registered in my/our name(s).

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

The Company is acutely aware of the very challenging and continuously evolving situation currently faced by society in dealing with the COVID-19 pandemic and we are closely monitoring the situation and the measures advised by the Irish Government and the Irish Health Service Executive. In light of the Irish Government's COVID-19 restrictions in relation to public gatherings, and to prioritise the health and safety of our Shareholders and other stakeholders who would ordinarily chose to attend the Annual General Meeting ("AGM"), the Board has decided that the AGM will be held at the offices of Smurfit Kappa Group plc, Beech Hill, Clonskeagh, Dublin 4, D04 N2R2, Ireland with the minimum quorum in accordance with the Articles of Association of the Company.

Regretfully, Shareholders are requested not to attend the AGM in person but are encouraged to join the AGM via online broadcast and to submit a Form of Proxy to ensure they can vote and be represented at the AGM. Details of the online broadcast are set out in the Notice of AGM under the subheading "Instructions for accessing the Virtual Meeting Platform" and further information contained in the Virtual Meeting Guide will also be posted on our website at [www.smurfitkappa.com/investors/agm](http://www.smurfitkappa.com/investors/agm).

### Notes on completing Form of Proxy:

1. A member who is entitled to attend, speak, ask questions and vote at the AGM is entitled to appoint a proxy to attend, speak, ask questions and vote on his or her behalf. A proxy need not be a member of the Company but must attend the AGM to represent you.
2. \*In the unique circumstances of the COVID-19 pandemic, physical attendance by members or their appointed proxies is unfortunately not possible, and we encourage you to appoint the Chair of the meeting as your proxy. If you desire to appoint a proxy other than the Chair of the meeting please insert his/her name and address and delete "the Chair of the meeting or" and initial the changes.
3. Please indicate how you wish your proxy to vote by placing an "x" in the appropriate box. The Vote Withheld option is provided to enable you to abstain on any particular resolution. It should be noted, however, that it is not a vote in law and will not be counted in the calculation of the proportion of votes for and against the resolution. Unless otherwise directed and in respect of any other resolutions moved during the meeting, the proxy will vote as he/she thinks fit or abstain from voting.
4. A member may appoint more than one proxy to attend and vote at the AGM in respect of shares held in different securities accounts. A member acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees provided each proxy is appointed to exercise rights attached to different shares held by that member. If you wish to appoint more than one proxy, please contact the Company's Registrar, Link Registrars Limited at +353 (1) 553 0050.
5. \*\*Where a proxy is not to have the authority to vote all shares registered in the name of the member, the member should specify the number of shares which may be voted by the proxy, where indicated above. Where the number of shares is not inserted, a proxy will be deemed to have authority to vote all of the shares registered in the member's name.
6. To be effective this Form of Proxy and any power of attorney or other authority under which it is signed, if any, must be received by the Company's Registrars, Link Registrars Limited, either electronically (see note 9) or to Link Registrars Limited, P.O. Box 1110, Maynooth, Co. Kildare, Ireland (if delivered by post) or to Link Registrars Limited, Block C, Maynooth Business Campus, Maynooth, Co. Kildare, W23 F854, Ireland (if delivered by hand) not later than 10.00 am on 28th April 2021 or 48 hours before the time appointed for the holding of any adjourned meeting.
7. The Form of Proxy must (i) in the case of an individual, be signed by the appointer or by his/her attorney; and (ii) in the case of a body corporate, be given either under its common seal or be signed on its behalf by its duly authorised officer or attorney.
8. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), seniority for this purpose being determined by the order in which the names of the joint holders stand on the register of members in respect of the share.
9. A member wishing to appoint a proxy by electronic means may do so any time up to 10.00 am on 28th April 2020 or 48 hours before the time appointed for the holding of any adjourned meeting. To appoint a proxy electronically access the Company Registrar's website at [www.signalshares.com](http://www.signalshares.com), entering the Company name, Smurfit Kappa. You will need to register for share portal by clicking on "Register" (if you have not registered previously) and following the instructions thereon. Members will need their Surname/Corporate name and Investor Code (IVC) as printed on this Form of Proxy.
10. Euroclear Bank participants and those who hold their interests in the ordinary shares in the Company as CREST Depository Interests should consult with their stockbroker or other intermediary, as applicable, for further information on the processes and timelines for submitting proxy votes for the AGM through the respective systems. Please refer to Note 5 of the Notice of AGM.
11. Absent the COVID-19 restrictions, the return of a proxy form will not preclude any member from attending the AGM, speaking, asking questions and voting in person should he/she wish to do so. However, you are reminded of the special arrangements for the AGM, Shareholders and proxies are requested not to attend in person. In light of the Irish Government's COVID-19 restrictions in relation to public gatherings, and to prioritise the health and safety of our Shareholders and other stakeholders who would ordinarily chose to attend the AGM, the Board has decided that the AGM will be held at the Company's head office, Beech Hill, Clonskeagh, Dublin 4, D04 N2R2, Ireland with the minimum quorum in accordance with the Articles of Association of the Company. Shareholders are requested not to attend the AGM in person but are encouraged to attend the AGM via online broadcast and to submit a Form of Proxy to ensure they can vote and be represented at the AGM. Details of the online broadcast are set out in the Notice of AGM under the subheading "Instructions for accessing the Virtual Meeting Platform" and further information contained in the Virtual Meeting Guide will also be posted on our website at [www.smurfitkappa.com/investors/aggm](http://www.smurfitkappa.com/investors/aggm).