

Smurfit Kappa Group plc ("the Company") invites you to attend the Annual General Meeting ("AGM") of the Company to be held in the **Minerva Suite, RDS, Merrion Road, Ballsbridge, Dublin 4, D04 AK83, Ireland** on 26 April 2024 at 10.00 a.m.

Shareholder Reference Number

Form of Proxy - Annual General Meeting ("AGM") to be held on 26 April 2024 at 10.00 a.m.



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

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: 919033

SRN:

PIN:



To view the AGM Documentation online log on to www.smurfitkappa.com/investors/aggm

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 10.00 a.m. on 24 April 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. on 22 April 2024 or if the AGM is adjourned, at 6.00 p.m. on the day that falls 4 days before the time appointed for the adjourned AGM. 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 AGM, 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 AGM or any adjournment thereof.
- A certificated shareholder who is entitled to attend, speak, ask questions and vote at the AGM of the Company is entitled to appoint a proxy to attend, speak, ask questions and vote on their behalf at the AGM or any adjournment thereof. A certificated shareholder may appoint more than one proxy to attend, speak, ask questions and vote at the AGM 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 AGM 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 AGM 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 AGM 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). Please note that a proxy may be required to provide identification to attend the AGM.
- 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 notorally 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 AGM or any adjournment thereof or (in the case of a poll taken otherwise than at or on the same day as the AGM 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 AGM or any adjournment thereof or (in the case of a poll taken otherwise than at or on the same day as the AGM 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. You will need your control number, shareholder reference number and you 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 appointer 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 AGM 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 AGM 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 AGM 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 AGM (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 AGM.

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 AGM.

Ordinary Resolutions

	For	Against	Withheld <small>(See Note 9)</small>
1. To review the Company's affairs and consider the financial statements of the Company for the year ended 31 December 2023 together with the reports of the Directors and Statutory Auditor thereon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To receive and consider the Directors' Remuneration Report for the year ended 31 December 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To receive and consider the Remuneration Policy.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To declare a final dividend on the Ordinary Shares of the Company in respect of the year ended 31 December 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect:			
(a) Irial Finan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Anthony Smurfit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Ken Bowles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) Anne Anderson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) Frits Beurskens	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) Carol Fairweather	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(g) Mary Lynn Ferguson-McHugh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(h) Kaisa Hietala	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(i) James Lawrence	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Withheld <small>(See Note 9)</small>
(j) Lourdes Melgar	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(k) Jørgen Buhl Rasmussen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorise the Directors to fix the remuneration of the statutory auditor for the year ending 31 December 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To authorise the Directors to allot and issue relevant securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolutions

8. To renew the Directors' authority to issue Ordinary Shares on a non-pre-emptive basis of up to 5% for cash.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To approve the Directors' additional authority to issue Ordinary Shares on a non-pre-emptive basis of up to 5% for cash in the case of an acquisition or specified capital investments.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To authorise the Company and/or any subsidiary to make market purchases of its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To authorise the convening of an EGM on 14 days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature _____

Form of Proxy

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 AGM 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 AGM of **Smurfit Kappa Group plc to be held in the Minerva Suite, RDS, Merrion Road, Ballsbridge, Dublin 4, D04 AK83, Ireland** on 26 April 2024 at 10.00 a.m. 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.

Ordinary Resolutions

	For	Against	Withheld <small>(See Note 9)</small>
1. To review the Company's affairs and consider the financial statements of the Company for the year ended 31 December 2023 together with the reports of the Directors and Statutory Auditor thereon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To receive and consider the Directors' Remuneration Report for the year ended 31 December 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To receive and consider the Remuneration Policy.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To declare a final dividend on the Ordinary Shares of the Company in respect of the year ended 31 December 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect:			
(a) Irial Finan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Anthony Smurfit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Ken Bowles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) Anne Anderson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) Frits Beurskens	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) Carol Fairweather	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(g) Mary Lynn Ferguson-McHugh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Withheld <small>(See Note 9)</small>
(h) Kaisa Hietala	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(i) James Lawrence	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(j) Lourdes Melgar	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(k) Jørgen Buhl Rasmussen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorise the Directors to fix the remuneration of the statutory auditor for the year ending 31 December 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To authorise the Directors to allot and issue relevant securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolutions

8. To renew the Directors' authority to issue Ordinary Shares on a non-pre-emptive basis of up to 5% for cash.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To approve the Directors' additional authority to issue Ordinary Shares on a non-pre-emptive basis of up to 5% for cash in the case of an acquisition or specified capital investments.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To authorise the Company and/or any subsidiary to make market purchases of its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To authorise the convening of an EGM on 14 days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/we direct my/our proxy to vote on the resolutions proposed at the AGM (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 AGM. My/our proxy shall decide on how to vote on my/our behalf in respect of any procedural resolutions moved at the AGM.

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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