

Notice of Extraordinary General Meeting

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Smurfit Kappa Group PLC
12 January 2021

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Smurfit Kappa Group plc
("Smurfit Kappa" or the "Company")

Notice of Extraordinary General Meeting and Publication of Circular

An Extraordinary General Meeting of Smurfit Kappa Group plc will be held at the Company's registered office, Beech Hill, Clonskeagh, Dublin 4, D04 N2R2, Ireland on Friday, 5 February 2021 at 10:00 am (the "**EGM**").

The business of the EGM will be to consider and, if thought fit, approve certain resolutions relating to the replacement of the CREST system with a system operated by Euroclear Bank SA/NV for the electronic settlement of trading in the Company's ordinary shares (the "**Migration Resolutions**"). Approval of the Migration Resolutions is necessary to ensure the Company's shares can continue to be settled electronically when they are traded on Euronext Dublin and the London Stock Exchange and remain eligible for continued admission to trading and listing on those exchanges, which is crucial to the interests of the Company and its shareholders as a whole.

The circular which includes the notice of the EGM (the "**Circular**"), and a Form of Proxy have been made available to shareholders today. The Board strongly urges shareholders to review the contents of the Circular in its entirety, including the documents referred to therein, and consider the Board's recommendation to vote in favour of the Migration Resolutions.

The Circular, the Form of Proxy, the Articles of Association in the proposed amended form and copies of the other documents which are referred to in the Circular are available for inspection on the Company's website, at www.smurfitkappa.com/investors/egm2021, and will be available for inspection during normal business hours on any business day from the date of this announcement until the EGM at the Company's registered office and at Matheson's London office at 1 Love Lane EC2V 7JN, London, United Kingdom and will also be available at the EGM for at least fifteen (15) minutes before, and for the duration of, the EGM.

In accordance with applicable regulations and public health guidelines in force in Ireland and the UK in connection with COVID-19, we request that shareholders do not attend at the Company's office or Matheson's London office but instead to inspect the Articles of Association, and other documents relevant to the Migration Resolutions, on the Company's website.

Public Health Guidelines and the EGM

The well-being of our shareholders, our people and the general public is a primary concern for the Board. We are closely monitoring the COVID-19 situation and any advice by the Government of Ireland in relation to the pandemic.

In line with the current Irish Government restrictions in relation to travel and public gatherings, which were introduced to control the spread of COVID-19 and to limit and mitigate risks to the health and safety of our shareholders, our people and the general public, the EGM will be held with the minimum quorum in accordance with the Articles of Association and the Migration Act. Under the Migration Act the quorum for the EGM is at least three (3) persons holding, or representing by proxy, at least one-third in nominal value of the issued shares in the Company.

Shareholders are therefore requested not to attend the meeting in person but are encouraged to listen live to the EGM proceedings via the broadcast by conference call. Details of the conference call will be posted on our website at www.smurfitkappa.com/investors/egm2021. As the conditions for the holding of the EGM may change at short notice shareholders are encouraged to consult the Company's website and to keep up to date with Government announcements.

The Board encourages shareholders to appoint the Chair of the EGM as their proxy rather than another person who may not be

permitted to attend the EGM in person, by submitting a Form of Proxy not less than 48 hours before the time appointed for the EGM, in order to ensure their vote is counted and to be represented at the EGM without attending in person. Instructions on how to appoint a proxy are set out on the Form of Proxy and in the Circular.

Shareholder Questions

Shareholders can submit questions in advance of the EGM by email to egm@smurfitkappa.com. When submitting a question you are required to include your name and Investor Code (as printed on the accompanying Form of Proxy and on your share certificate or obtained through the Company's Registrar, Link Registrars Limited). Any questions should be submitted by 10:00 am on 3 February 2021.

Further Information in relation to the EGM

In accordance with Irish Listing Rule 6.1.59 and UK Listing Rule 9.6.1, the Circular and the Articles of Association, in the proposed amended form, will be submitted to the Irish Stock Exchange t/a Euronext Dublin and the UK's National Storage Mechanism and will be available for inspection at the following locations:

- **Euronext Dublin** - Company Announcements Office, The Irish Stock Exchange t/a Euronext Dublin, 28 Anglesea Street, Dublin 2 (T: +353 1 617 4200); and
- **UK National Storage Mechanism** - <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

Any relevant updates regarding the EGM, including any changes to the arrangements outlined in the Circular, will be announced via a Regulatory Information Service and will be available on www.smurfitkappa.com.

For further information on the announcement, please contact:

Group Secretary

Gillian Carson-Callan

T: +353 1 202 7152

E: Gillian.Carson-Callan@smurfitkappa.com

Important Note

Announcements relating to the EGM contain (or may contain) certain forward-looking statements with respect to certain of the Company's current expectations and projections about future events, including Migration, and the Company's future financial condition and performance. These statements, which sometimes use words such as "*aim*", "*anticipate*", "*believe*", "*may*", "*will*", "*should*", "*intend*", "*plan*", "*assume*", "*estimate*", "*expect*" (or the negative thereof) and words of similar meaning, reflect the directors' current beliefs and expectations and involve known and unknown risks, uncertainties and assumptions, many of which are outside the Company's control and difficult to predict (certain of which are set out in the Circular with respect to Migration).

Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date hereof. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements in this announcement may not occur. The information contained in this announcement, including the forward-looking statements, speaks only as of the Latest Practicable Date and is subject to change without notice and the Company does not assume any responsibility or obligation to, and does not intend to, update or revise publicly or review any of the information contained in the Circular or in this announcement, except to the extent required by Euronext Dublin, the Central Bank of Ireland, the UK Financial Conduct Authority, the London Stock Exchange or by applicable law.

The defined terms set out in Part 9 of the Circular have the same meaning herein.

END

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