
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the course of action to take, please consult your stockbroker, bank manager, solicitor, accountant or other independent professional financial adviser who, if you are taking advice in Ireland, is authorised or exempted under the Investment Intermediaries Act 1995 or the European Communities (Markets in Financial Instruments) Regulations (Nos. 1 to 3) 2007 (as amended), and, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000 (as amended) of the United Kingdom. If you have sold all of your ordinary shares in Smurfit Kappa Group plc, please forward this document and the Form of Proxy to the agent through whom the sale was effected for transmission to the purchaser.

Smurfit Kappa Group plc

A letter from the Chairman of Smurfit Kappa Group plc is set out on pages 2 to 6 of this document.

Your attention is drawn to the Notice of the Annual General Meeting to be held at 10.00 am on 6 May 2016 at The Herbert Park Hotel, Ballsbridge, Dublin 4, D04 R2T2, Ireland, which is set out on pages 7 to 11 of this document.

A Proxy Form in connection with the resolutions to be proposed at the meeting is enclosed and, if you wish to appoint a proxy, the form should be completed and returned in accordance with the instructions set out thereon to the Company's Registrars, Capita Asset Services, 2 Grand Canal Square, Dublin 2, D02 A342, Ireland so as to be received no later than 10:00 am on 4 May 2016 or 48 hours before the time appointed for the holding of any adjourned meeting.

Alternatively, you may appoint a proxy electronically by visiting the website of the Company's Registrars at www.capitashareportal.com and entering the Company name, Smurfit Kappa. Shareholders will need to register for the share portal by clicking on "Registration Section" (if you have not registered previously) and following the instructions thereon. To submit a proxy on-line, shareholders will need their surname and Investor Code (IVC) both of which are printed on the enclosed Proxy Form.

If you hold your shares in CREST, you may also appoint a proxy via the CREST system by following the procedures described in the CREST manual.

1 April 2016

Dear Shareholder,

The purpose of this letter is to convene this year's Annual General Meeting ("AGM") of Smurfit Kappa Group plc (the "Company") which will be held at the Herbert Park Hotel, Ballsbridge, Dublin 4, D04 R2T2, Ireland on Friday, 6 May 2016 at 10:00 am.

I enclose the Notice of the AGM together with a Proxy Form and a copy of the Company's 2015 Annual Report. The following briefly explains the business to be transacted at the AGM.

Resolution 1 deals with receiving and considering the financial statements for the year ended 31 December 2015.

Resolution 2 deals with receiving and considering the Directors' Remuneration Report (excluding the Remuneration Policy, which was subject to an advisory vote at the 2014 AGM) as set out on pages 48 to 57 of the Annual Report. There is no legal obligation on the Company to put such a resolution to shareholders, so it is an 'advisory' resolution and is not binding on the Company. The Board, being committed to good corporate governance practices, believes that such a resolution is best practice and is an acknowledgement of shareholders' right to have a 'say on pay'.

Resolution 3 proposes the approval and payment of a final dividend on the ordinary shares in issue in the capital of the Company in respect of the year ended 31 December 2015. The Board has recommended the payment of a final dividend of EUR 48.0c per share to the holders of Ordinary Shares on the register of members at close of business on 15 April 2016 and to be paid on 13 May 2016. This represents a 20% increase on last year.

Resolution 4 relates to the election of Mr. Gonzalo Restrepo and Mr. James Lawrence who were appointed to the Board as additional directors since the last AGM of the Company in accordance with Article 86 of the Company's Articles of Association. Article 86 provides that a director appointed since the last AGM is required to retire at the next AGM and may then be considered for election.

Having undergone a process of careful review and selection with the assistance of external advisors prior to their appointment, and based on Mr. Restrepo's and Mr. Lawrence's effective performance since their appointment, the Board considers that Mr. Restrepo and Mr. Lawrence will continue to make a valuable contribution to the role. Mr. Restrepo and Mr. Lawrence are each committed to their respective roles and will devote sufficient time to them, including attendance at Board and Committee meetings.

The biographical details of Mr. Restrepo and Mr. Lawrence are set out in Appendix 2 to this letter.

Resolution 5 proposes the re-election of directors. As recommended by the UK Corporate Governance Code, all of the directors (apart from Mr. Restrepo and Mr. Lawrence who are proposed for election under Resolution 4) will retire from office and seek re-election at the AGM. A formal evaluation of the performance of each of these directors has been conducted and I am confident that each director being proposed for re-election continues to perform effectively and to make a valuable contribution to the role. I am satisfied that each director has demonstrated commitment to the role and ensures he/she devotes sufficient time to it, including by attendance at Board and Committee meetings. I believe that the varied and extensive experience of each of the directors will continue to be invaluable to the Company. The re-election of each director will be considered separately. The biographical details of each of the directors seeking re-election are set out in Appendix 2 to this letter.

Resolution 6 relates to the authority of the directors to determine the remuneration of the auditors.

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Smurfit Kappa Group plc. Registered in Ireland No. 433527. Registered office: Beech Hill, Clonskeagh, Dublin 4, D04 N2R2.

Directors: L O'Mahony Chairman, APJ Smurfit Chief Executive Officer, G McGann, GPF Beurskens (Netherlands),

R Thorne (UK), T Brodin Senior Independent Director (Sweden), R Newell (Mexico), I Finan, C Borjes (France),

JJ Moloney, G Restrepo (Colombia), J Lawrence (USA).

Secretary: M O'Riordan.

Resolution 7 seeks to renew the directors' authority to allot and issue shares in the Company up to an aggregate nominal value of €78,770, representing 33.33% of the total issued ordinary share capital of the Company (excluding treasury shares) on 29 March 2016 (the latest practicable date prior to the publication of this letter). No treasury shares are held by the Company. The directors have no current intention of exercising this authority. The authority will remain in place until the earlier of the 2017 AGM or 6 August 2017, unless previously renewed, revoked or varied.

Resolution 8 seeks to renew the disapplication of statutory pre-emption rights. This Resolution grants the directors the authority to allot shares for cash without being required first to offer such shares to existing shareholders pro-rata. The authority will remain in place until the earlier of the 2017 AGM or 6 August 2017, unless previously renewed, revoked or varied. The authority is limited to issuances up to an aggregate nominal value of €11,815 which represents 5% of the total issued ordinary share capital of the Company on 29 March 2016 (the latest practicable date prior to the publication of this letter).

Resolution 9 seeks to renew the directors' authority to allow the Company, or any subsidiary thereof, to purchase any of the Company's shares and to set the price at which treasury shares may be re-issued. No more than 10% of the issued share capital of the Company may be acquired under this authority, being approximately 23,631,000 ordinary shares. The minimum price which may be paid for each share is the nominal value thereof and the maximum price will be the higher of: (i) the nominal value, (ii) the higher of the price of the last independent trade and the highest current bid as stipulated by Article 5 (1) of Commission Regulation (EC) No. 2273/2003, (iii) 105% of the average price of the shares of the same class in respect of each of the five dealing days prior to the date of purchase by the Company and (iv) 105% of the average price of the middle market prices for shares of the same class, as derived from the Irish Stock Exchange Daily Official List or the London Stock Exchange Daily Official List in respect of each of the five dealing days prior to the date of purchase by the Company.

The authority will remain in place until the earlier of the 2017 AGM or 6 August 2017, unless previously renewed, revoked or varied. The authority will provide flexibility in the evaluation of alternative uses of capital and the directors will only use the authority if they consider it to be in the best interests of the Company and its shareholders generally. The Company has made no decision as to whether any shares purchased under this authority will be cancelled or held in treasury.

As at 29 March 2016 (the latest practicable date prior to the publication of this letter): (i) the total number of convertible shares (which may be converted into ordinary shares in the Company) in issue in the Company and (ii) the maximum number of ordinary shares issuable, in certain circumstances, pursuant to the vesting of share awards under the Smurfit Kappa Group 2011 Deferred Annual Bonus Plan amount to 737,080 and 2,628,712 respectively, which together represent 1.4% of the issued ordinary share capital of the Company on 29 March 2016. This percentage would increase to 1.6% if the full authority to buy shares is used.

Resolution 10 relates to the convening of an extraordinary general meeting on 14 clear days notice where the purpose of the meeting is to consider an ordinary resolution. If this resolution is passed it will maintain the existing authority in the Articles of Association of the Company which shall expire at the conclusion of the 2017 AGM unless previously reviewed, varied or revoked by the Company in general meeting. As a matter of policy, the 14 day notice will only be utilised where the directors believe that it is merited by the business of the meeting and the circumstances surrounding the business.

Resolutions 11 and 12 seek to amend the Memorandum of Association of the Company and to approve and adopt new Articles of Association of the Company to take account of certain changes to Irish company law resulting from the new Companies Act 2014 and some further changes. A summary of the material proposed changes is set out in Appendix 1 attached to this letter. A copy of the Memorandum and Articles of Association in the form amended by this resolution (marked to highlight the proposed changes) is available on the Company's website www.smurfitkappa.com, and will also be available for inspection at the registered office of the Company during business hours on any business day from the date of the Notice of AGM up to and including the date of the AGM as well as being available at the AGM on 6 May 2016.

Recommendation

The directors believe that the proposals summarised in this letter are in the best interests of the Company and its shareholders as a whole and recommend you to vote in favour of the Resolutions as they are set out in the Notice of AGM, as the directors intend to do themselves in respect of their own ordinary shares.

Yours faithfully,



Liam O'Mahony
Chairman

APPENDIX 1

Summary of the material amendments to the Articles of Association of the Company (the "Articles")

Amendment	Reason
Replacement of references to provisions of the previous Companies Acts with the equivalent provisions in the Companies Act 2014 (the "Act").	To ensure consistency between the Articles and the statutory references in the Act.
Various administrative tidy up changes, for example "Irish Stock Exchange Limited" is to be changed to "Irish Stock Exchange plc" and updating definition of "Auditors" to refer to the <u>statutory</u> auditors for the time being of the Company.	To ensure the Articles are up to date and reflect the Act and terms currently in use.
Various administrative tidy up changes to reflect the Company's transfer to a premium listing on the Official List of the London Stock Exchange, for example, the definition of "RIS" will be broader so that it no longer only reflects the definition in the Irish Stock Exchange Listing Rules, the determination of the value of Ordinary Shares allotted in lieu of a dividend may be by reference to dealings on the Irish Stock Exchange or on the London Stock Exchange.	To ensure the Articles reflect the current status of the Company and to align the Articles with those of comparable companies.
Insert references to "undenominated capital".	To reflect the terminology used in the Act.
Amend Article 7 to remove superfluous references to Section 20 of the Companies (Amendment) Act 1983 which arise as a matter of law.	To reflect the Act and to align the Articles with those of comparable companies.
Allow directors to convert a share over which the Company has a lien from uncertificated to certificated form.	To simplify the manner in which the Company may exercise the power it already has to sell such shares.
Expand provisions relating to transmission of shares to cover insolvency or other entitlements to a share arising from operation of law.	To simplify the operation of the Articles and to align the Articles with those of comparable companies.
Clarify that the directors may use the Company's property, subject to restrictions that the Company may impose.	Section 228(1)(d) of the Act provides that the directors may not use the Company's property unless permitted by the Articles.
Clarify that, notwithstanding Section 228, a director may enter into any commitment that has been approved by the Board and provide that a director must obtain the prior approval of the Board before entering into certain commitments permitted by Section 228 of the Act.	Section 228 of the Act prohibits directors from entering into certain types of commitments which restrict their power to exercise independent judgement, unless authorised by the Articles.
Various amendments in relation to payment of dividends, including to update references to payment by electronic transfer.	To ensure the Articles are up to date and to align them with the articles of comparable companies.
Include additional provisions relating to electronic communications.	To ensure the Articles are up to date and to align them with the articles of comparable companies.

APPENDIX 2

Biographies of directors standing for election and re-election

Liam O'Mahony – Chairman

Liam O'Mahony joined the Board upon the Company being admitted to trading on the Irish Stock Exchange and the London Stock Exchange in March 2007. He was appointed Chairman in December 2008. He is a Director of Project Management Limited and was previously Chairman of IDA Ireland. He was the Chief Executive Officer of CRH plc from January 2000 until his retirement in December 2008, prior to which in a 37 year executive career within the CRH Group he held a number of senior management positions including Chief Executive of its US operations and Managing Director, Republic of Ireland and UK companies. He retired from the Board of CRH plc in 2011. (Age 69)

Anthony Smurfit – Chief Executive Officer

Anthony Smurfit has served as a Director since 1989 and was appointed Group Chief Executive Officer in September 2015. He has worked in various parts of the Smurfit Group both in Europe and the United States since he joined the Group. He was Group Chief Operations Officer from November 2002 to September 2015 and Chief Executive of Smurfit Europe from October 1999 to 2002 prior to which he was Deputy Chief Executive of Smurfit Europe and previously Chief Executive Officer of Smurfit France. (Age 52)

Frits Beurskens – Non-Executive Director

Frits Beurskens has served as a Director of the Group since December 2005. He joined the Kappa Group in 1990 and held various Managing Director positions until his appointment as its President in 1996 which he held until the merger with Smurfit. He is a member of the Board of Sappi Limited. He is a former Chairman of both the Confederation of European Paper Industries and the International Corrugated Cases Association. In December 2007 he was appointed by the Dutch Queen as Officer in the Order of Oranje Nassau. (Age 68)

Christel Bories – Non-Executive Director

Christel Bories joined the Board in November 2012. Ms. Bories was Deputy Chief Executive Officer of Ipsen SA from March 2013 to March 2016. She was President and Chief Executive Officer of Constellium (formerly Engineered Products, Rio Tinto) from 2007 to the end of 2011 prior to which she was a senior executive in both Pechiney Packaging and Alcan for 14 years of which eight years was as the General Manager of the Packaging business. Ms. Bories spent seven years in strategic consulting prior to her industrial experience. She is a non-executive Director of Legrand SA. (Age 51)

Thomas Brodin – Senior Independent Executive Director

Thomas Brodin joined the Board in April 2008. He is a partner at Swedish investment management firm Cliens Kapitalförvaltning since November 2013. He was Head of Equities and Head of Equity Research and a member of the executive management team at Erik Penser Bankaktiebolag, a privately owned Swedish bank from 2007 to 2011. He was previously a European paper and packaging research analyst and Managing Director at Citigroup between 1995 and 2007. Prior to that, he was a paper and packaging research analyst at Credit Suisse First Boston from 1992 to 1995 and at Svenska Handelsbanken from 1990 to 1992. Between 1998 and 2007 Mr. Brodin was ranked as the leading European analyst covering the paper and packaging sector by Extel and Institutional Investor Surveys. (Age 51)

Irial Finan – Non-Executive Director

Irial Finan joined the Board in February 2012. He is currently Executive Vice President of The Coca-Cola Company and President of the Bottling Investments Group. He is also responsible for the stewardship of The Coca-Cola Company's Equity Investments. He joined the Coca-Cola System in 1981. Prior to his appointment to his current role in 2004, Mr. Finan served as Chief Executive Officer of Coca-Cola Hellenic Bottling Company SA. Mr. Finan is a Fellow of the Institute of Chartered Management Accountants. (Age 58)

James Lawrence – Non-Executive Director

James Lawrence joined the Board in October 2015. He is currently Chairman of Great North Star LLC, an investment and advisory firm. He served as Chairman of Rothschild North America from 2012 to 2015 and previously served as Chief Executive Officer of Rothschild North America from 2010 to 2012. Prior to this, Mr. Lawrence served as Chief Financial Officer and an executive Director of Unilever plc. Mr. Lawrence joined Unilever from General Mills where he was Vice-Chairman and Chief Financial Officer. He previously also held senior positions with Northwest Airlines and Pepsico Inc. He is a non-executive Director of Avnet, Inc. and International Consolidated Airlines Group S.A. (Age 63)

Gary McGann – Non-Executive Director

Gary McGann has served as a Director since 2000. He was previously Group Chief Executive Officer of SKG from November 2002 until his retirement in August 2015 and President and Chief Operations Officer of SKG from 2000 to 2002. He joined the Smurfit Group in 1998 as Chief Financial Officer. He had held a number of senior positions in both the private and public sectors over the previous 20 years, including Chief Executive of Gilbeys of Ireland and Aer Lingus Group. He is Chairman of Paddy Power Betfair plc, Aon Ireland and Sicon Ltd (Sisk Group). He is a non-executive Director of MPS Ltd (Multi-Packaging Solutions), Green REIT plc and the Irish Business and Employers' Confederation. (Age 65)

John Moloney – Non-Executive Director

John Moloney joined the Board in December 2013. He is the former Group Managing Director of Glanbia plc, a global performance nutrition and ingredients company. He served as Group Managing Director of Glanbia plc from 2001 until he retired from this position in November 2013. He joined Glanbia plc in 1987 and held a number of senior management positions before he was appointed Deputy Group Managing Director in 2000. He is Chairman of Coillte Teo and Chairman of DCC plc and a non-executive Director of Greencore Group plc. (Age 61)

Roberto Newell – Non-Executive Director

Roberto Newell joined the Board in June 2010. He is Vice Chairman of the Board of the Instituto Mexicano para la Competitividad, A.C. ('IMCO'), an independent think-tank in Mexico, established to develop policies to enhance Mexico's competitiveness. Prior to joining IMCO, Mr. Newell served Mexico's Federal Government, most recently as Deputy Secretary for Agriculture. Between 1984 and 2001, Mr. Newell worked for McKinsey & Co., where he served clients in North America and Latin America. At McKinsey, Mr. Newell advised large corporations and national governments with a focus on the financial and telecommunications sectors. Mr. Newell serves on the Board of a number of institutions in Mexico. (Age 68)

Gonzalo Restrepo – Non-Executive Director

Gonzalo Restrepo joined the Board in June 2015. He is the former Chief Executive Officer of Almacenes Exito SA, a leading retail company in Latin America and a subsidiary of the French company, Casino Group. He served as the Chief Executive Officer of Almacenes Exito from 1990 until he retired from this position in 2013. He is a non-executive Director of Cardif Colombia Seguros Generales SA. He is a member of the Entrepreneurs Council of Proantioquia in Colombia. (Age 65)

Rosemary Thorne – Non-Executive Director

Rosemary Thorne joined the Board in March 2008. She was most recently Group Finance Director for Ladbrokes plc from 2006 to April 2007. Prior to that she was Group Finance Director at Bradford and Bingley plc from 1999 to 2005 and at J Sainsbury plc from 1992 to 1999. Ms. Thorne has extensive experience as a non-executive Director and currently serves as a non-executive Director of Solvay S.A. and First Global Trust Bank plc. Ms. Thorne is a Fellow of the Institute of Chartered Management Accountants and a Fellow of the Association of Corporate Treasurers. (Age 64)

SMURFIT KAPPA GROUP PUBLIC LIMITED COMPANY

Notice of Annual General Meeting

NOTICE is hereby given that the Annual General Meeting of Smurfit Kappa Group Public Limited Company (the "Company") will be held at the Herbert Park Hotel, Ballsbridge, Dublin 4, D04 R2T2, Ireland on Friday, 6 May 2016 at 10:00 am for the following purposes:

1. To receive and consider the financial statements of the Company for the year ended 31 December 2015 together with the reports of the directors and auditors thereon.
2. To receive and consider the Directors' Remuneration Report (excluding the Remuneration Policy) as set out on pages 48 to 57 of the Annual Report for the year ended 31 December 2015.
3. To declare a final dividend of EUR 48.0c per Ordinary Share for the year ended 31 December 2015 payable to the holders of Ordinary Shares on the register of members at close of business on 15 April 2016 and to be paid on 13 May 2016.
4. To elect, each by way of separate resolution, as directors the following persons who were appointed to the Board since the last general meeting and who are recommended to the Board for election.
 - (a) Mr. Gonzalo Restrepo
 - (b) Mr. James Lawrence
5. To re-elect, each by way of separate resolution, as directors the following persons who are seeking re-election on an annual basis in accordance with the UK Corporate Governance Code and who are recommended by the Board for re-election:
 - (a) Mr. Liam O'Mahony (Resolution No. 4(a))
 - (b) Mr. Anthony Smurfit (Resolution No. 4(b))
 - (c) Mr. Frits Beurskens (Resolution No. 4(c))
 - (d) Ms. Christel Bories (Resolution No. 4(d))
 - (e) Mr. Thomas Brodin (Resolution No. 4(e))
 - (f) Mr. Irial Finan (Resolution No. 4(f))
 - (g) Mr. Gary McGann (Resolution No. 4(g))
 - (h) Mr. John Moloney (Resolution No. 4(h))
 - (i) Mr. Roberto Newell (Resolution No. 4(i))
 - (j) Ms. Rosemary Thorne (Resolution No. 4(j))
6. To authorise the directors to fix the remuneration of the auditors.
7. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of Section 1021 of the Companies Act 2014, the directors be and are generally and unconditionally authorised to exercise all the powers of the Company to allot and issue relevant securities (as defined by Section 1021 of that Act (including, without limitation, any treasury shares, as defined by Section 106 of that Act)) up to an aggregate nominal amount equal to €78,770. This authority shall expire at close of business on the earlier of the next Annual General Meeting of the Company or 6 August 2017 but may be previously revoked or varied by the Company in General Meeting and may be renewed by the Company in General Meeting for a further period not to exceed 15 months from the date of such renewal. The Company may make an offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired."

8. To consider and, if thought fit, pass the following resolution as a special resolution:

“That the directors be empowered for the purposes of Article 7 of the Articles of Association to allot equity securities (as defined by Section 1023 of the Companies Act 2014) for cash as if Section 1022 of the Companies Act 2014 did not apply to any such allotment and that, for the purpose of Article 7 of the Articles of Association, the Section 1023 Amount (as defined in Article 7 of the Articles of Association) shall, for the current Allotment Period (as defined in Article 7 of the Articles of Association) or such part thereof up to expiry of this authority, be an aggregate nominal amount equal to €11,815. The authority conferred by this resolution shall expire at close of business on the earlier of the date of the next Annual General Meeting of the Company or 6 August 2017, unless previously renewed, revoked or varied; provided that (i) the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power hereby conferred had not expired and (ii) if Resolution 12 is not passed the authority conferred by this resolution shall be applied as if the references to Section 1023 Amount in this resolution are deemed to refer to Section 24 Amount in Article 7 of the existing Articles of Association.”

9. To consider and, if thought fit, pass the following resolution as a special resolution:

“That:

- (a) the Company and/or any subsidiary (as such expression is defined by Section 7 of the Companies Act 2014) of the Company be generally authorised to make market purchases or overseas market purchases (each as defined by Section 1072 of the Companies Act 2014) of shares of any class of the Company on such terms and conditions and in such manner as the directors may from time to time determine in accordance with and subject to the provisions of the Companies Act 2014 and to the restrictions and provisions set out in Article 9.4 of the Articles of Association;
- (b) the re-issue price range at which any treasury shares (as defined by Section 106 of the Companies Act 2014) held by the Company may be re-issued off-market shall be the price range set out in Article 10 of the Articles of Association; and
- (c) the authorities hereby conferred shall expire at close of business on the earlier of the date of the next Annual General Meeting of the Company or 6 August 2017 unless previously revoked or renewed in accordance with the provisions of the Companies Act 2014, provided that the Company may after such expiry make a market purchase where the contract of purchase was concluded before the expiry which would or might be executed wholly or partly after the expiry and the directors may purchase shares in pursuance of such contract as if the power hereby conferred had not expired.”

10. To consider and, if thought fit, pass the following resolution as a special resolution:

“That a general meeting, other than an annual general meeting or a meeting called for the passing of a special resolution, may be called on not less than fourteen clear days' notice.”

11. To consider and, if thought fit, pass the following as a special resolution:

“That the Memorandum of Association of the Company be amended by:

- (a) the insertion of the words “registered under Part 17 of the Companies Act 2014 (the “Act”)” at the end of clause 2; and
- (b) the deletion of the words “Section 155 of the Companies Act, 1963” in clause 3(ii)(iii) and the substitution therefor of the words “Sections 7 and 8 of the Act”.

12. To consider and, if thought fit, pass the following resolution as a special resolution:

“That the Articles of Association of the Company, which have been signed by the Chairman of this Annual General Meeting for identification purposes and which have been available for inspection at the registered office of the Company since the date of the Notice of this Annual General Meeting, be approved and adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.”

BY ORDER OF THE BOARD

M O’Riordan
Secretary

Registered Office

Beech Hill
Clonskeagh
Dublin 4
D04 N2R2
Ireland

1 April 2016

Notes:

1. Resolution 2 is an advisory resolution and is not binding on the Company.
2. Only holders of the Ordinary Shares in the capital of the Company are entitled to vote on the resolutions.
3. Where used in this Notice the expression “treasury shares” means any shares in the capital of the Company purchased by the Company and/or any subsidiary (as such expression is defined by the EC (Public Limited Companies Subsidiaries) Regulations 1997) of the Company pursuant to the provisions of Part 3, Chapter 6 of the Companies Act 2014 and held as treasury shares (as defined therein).
4. Pursuant to Section 1105 of the Companies Act 2014 and Regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996 (as amended), the Company hereby specifies that only those shareholders on the register of members of the Company as at 6:00 p.m. on 4 May 2016 will be entitled to attend and vote at the Annual General Meeting and may only vote in respect of the number of shares registered in their name at that time.
5. A shareholder entitled to attend, speak, ask questions and vote at the meeting is entitled to appoint a proxy by electronic means or in writing to attend, speak, ask questions and vote on his or her behalf and may appoint more than one proxy to attend on the same occasion in respect of shares held in different securities accounts. A 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 shares differently from other shares held by it. A Proxy Form is enclosed. If you wish to appoint more than one proxy please contact the Company’s Share Registrar, Capita Asset Services, Shareholder solutions (Ireland) (the “Registrar”) on +353 (1) 553 0050. A proxy need not be a shareholder of the Company. The appointment of a proxy will not preclude a shareholder from attending, speaking, asking questions and voting at the meeting should the shareholder wish to do so.
6. To be effective, Proxy Forms and any power of attorney or other authority under which it is signed, must be received by the Registrar either electronically or to P.O. Box 7117, Dublin 2 (if delivered by post) or to Capita Asset Services, 2 Grand Canal Square, Dublin 2, D02 A342 (if delivered by hand) not later than 10:00 am on 4 May 2016 or 48 hours before the time appointed for the holding of any adjourned meeting.
7. Shareholders who wish to submit proxies by electronic means may do so any time up to 10:00 am on 4 May 2016, by accessing the Registrar’s website, www.capitashareportal.com and entering the Company name, Smurfit Kappa. Shareholders will need to register for share portal by clicking on “Registration Section” (if you have not registered previously) and following the instructions thereon. To submit a proxy on-line, shareholders will need their surname and Investor Code (IVC) both of which are printed on the enclosed Proxy Form.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in accordance with CRESTCo’s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Registrar (ID 7RA08) by 10:00 a.m. on 4 May 2016. For this purpose, this time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act 1990 (Uncertificated Securities) Regulations 1996.

9. Pursuant to Section 1104(1)(a) of the Companies Act 2014 and subject to any contrary provision in company law, shareholders, holding at least 3% of the Company's issued share capital, or at least 3% of the voting rights, have the right to put an item on the agenda, or to table a draft resolution for inclusion on the agenda of an annual general meeting. In the case of the 2016 Annual General Meeting, the latest date for submission of such requests/resolutions was 25 March 2016.
10. Pursuant to Section 1104(1)(b) of the Companies Act 2014 and subject to any contrary provision in company law, shareholders, holding at least 3% of the Company's issued share capital, or at least 3% of the voting rights, have the right to table a draft resolution relating to an item on the agenda of a general meeting. In the case of the 2016 Annual General Meeting, the latest date for submission of such resolutions is 8 April 2016 (being 28 days prior to the date of the meeting). Draft resolutions should be submitted in hard copy form to the Company Secretary, Smurfit Kappa Group p.l.c., Beech Hill, Clonskeagh, Dublin 4, D04 N2R2, Ireland or electronically by email to ir@smurfitkappa.com. Requests submitted in hard copy should be signed by the shareholder(s) and all submissions should state the full name(s) and address(es) of the shareholder(s) together with their Investor Code(s). Any resolution submitted must not be such as would be incapable of being passed or otherwise be ineffective whether by reason of inconsistency with any enactment of the Company's Memorandum and Articles of Association, company law or otherwise. A draft resolution must not be defamatory of any person.
11. Shareholders entitled to attend the Annual General Meeting have the right to ask questions relating to items on the agenda of the Annual General Meeting and to have such questions answered by the Company subject to any reasonable measures the Company may take to ensure the identification of the shareholder and unless:
 - a) answering the question would interfere unduly with the preparation for the Annual General Meeting or the confidentiality and business interests of the Company; or
 - b) the answer has already been given on the Company's website in a question and answer forum; or
 - c) it appears to the Chairman of the Annual General Meeting that it is undesirable in the interests of good order of the Annual General Meeting that the question be answered.
12. Section 186(b) of the Companies Act 2014 requires that at the annual general meeting of a company, the members "review the affairs of the Company". The Company will continue the practice of making a presentation on the Company's affairs at the AGM which, together with the consideration by shareholders of the directors' report and financial statements for the year ended 31 December 2015, will allow shareholders to review the affairs of the Company.
13. A copy of this Notice, details of the total number of shares at the date of this Notice, and copies of documentation relating to the 2016 Annual General Meeting, including Proxy Forms, can be obtained from the Company's website www.smurfitkappa.com.

