

30 April 2021

Regulatory Announcement

Smurfit Kappa Group plc

(“Smurfit Kappa” or the “Company”)

Results of Annual General Meeting

Smurfit Kappa announces that all resolutions proposed at the Annual General Meeting (“AGM”) of the Company held today, 30 April 2021, were duly passed by way of a poll.

Resolutions 1 to 8 (inclusive) and Resolution 13 were passed as ordinary resolutions and resolutions 9 to 12 (inclusive) were passed as special resolutions. The full text of each resolution was set out in the Notice of AGM which was posted and made available to shareholders on 29 March 2021 (the “Notice”). The Notice is available on the Company’s website at <https://www.smurfitkappa.com/investors/agm>

The results of the poll in respect of each resolution are as follows:

Resolution	FOR	%	AGAINST	%	TOTAL VOTES	VOTES WITHHELD*
Resolution 1 Consideration of financial statements and reports of Directors and Statutory Auditor thereon	155,921,074	100.00	0	0.00	155,921,074	1,342,026
Resolution 2 Consideration of the Directors’ Remuneration Report	150,927,438	96.17	6,020,064	3.83	156,947,502	315,598
Resolution 3 Consideration of the Remuneration Policy	146,576,022	93.96	9,420,688	6.04	155,996,710	1,266,390
Resolution 4 Declaration of dividend	156,977,058	99.82	283,680	0.18	157,260,738	2,362
Resolution 5 Election of Ms. Kaisa Hietala as a Director of the Company	156,742,877	99.67	517,861	0.33	157,260,738	2,362
Resolution 6(a) Re-election of Irial Finan	145,640,064	92.62	11,620,674	7.38	157,260,738	2,362
Resolution 6(b) Re-election of Anthony Smurfit	154,832,632	98.46	2,427,319	1.54	157,259,951	3,149
Resolution 6(c) Re-election of Ken Bowles	154,482,764	98.23	2,777,974	1.77	157,260,738	2,362
Resolution 6(d) Re-election of Anne Anderson	156,738,597	99.67	522,141	0.33	157,260,738	2,362
Resolution 6(e) Re-election of Frits Beurskens	151,365,023	96.25	5,895,715	3.75	157,260,738	2,362
Resolution 6(f) Re-election of Carol Fairweather	156,425,371	99.47	835,367	0.53	157,260,738	2,362
Resolution 6(g) Re-election of James Lawrence	153,202,267	97.42	4,057,684	2.58	157,259,951	3,149
Resolution 6(h) Re-election of Lourdes Melgar	156,739,799	99.67	520,939	0.33	157,260,738	2,362
Resolution 6(i) Re-election of John Moloney	153,888,573	98.03	3,095,479	1.97	156,984,052	279,048
Resolution 6(j) Re-election of Jørgen Buhl Rasmussen	153,768,857	98.55	2,257,753	1.45	156,026,610	1,236,490
Resolution 6(k) Re-election of Gonzalo Restrepo	149,645,091	95.16	7,615,647	4.84	157,260,738	2,362

Resolution 7 Remuneration of the Statutory Auditor	157,260,668	100.00	0	0.00	157,260,668	2,432
Resolution 8 Authority to issue shares	155,913,476	99.14	1,347,192	0.86	157,260,668	2,432
Resolution 9 Renewal of the dis-application of statutory pre-emption rights in respect of the allotment of shares for cash up to an aggregate nominal value equal to 5% of SKG's total issued ordinary share capital	156,775,334	99.69	485,334	0.31	157,260,668	2,432
Resolution 10 Grant additional authority for the disapplication of statutory pre-emption rights in respect of the allotment of shares for cash up to an aggregate nominal value equal to a further 5% of SKG's total issued ordinary share capital in connection with an acquisition or specified capital investment	151,913,281	96.60	5,347,375	3.40	157,260,656	2,444
Resolution 11 Renewal of the authority to make market purchases of the Company's own shares up to a maximum of 10% of the number of SKG's total issued ordinary share capital	155,496,848	98.92	1,705,915	1.08	157,202,763	60,337
Resolution 12 Renewal of the authority to convene an extraordinary general meeting of shareholders of SKG on not less than 14 days' notice, where the purpose of the meeting is to consider an ordinary resolution	141,740,014	90.14	15,520,724	9.86	157,260,738	2,362
Resolution 13 To increase the maximum award opportunity in the rules of the 2018 Performance Share Plan	153,662,853	97.71	3,597,815	2.29	157,260,668	2,432

* As a "Vote Withheld" is not a vote in law, it is not taken account in the calculation of the proportion of votes for and against the resolution or in the Total Votes shown.

In accordance with the listing rules of the Euronext Dublin and the London Stock Exchange, copies of all resolutions other than resolutions concerning ordinary business will shortly be submitted to the Euronext Dublin and to the UK's National Storage Mechanism and will be available for inspection at the following locations:

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

For further information on the announcement, please contact:

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