
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the contents of this document and what action you should take, you are recommended to consult your independent professional adviser, who, if you are taking advice in Ireland, is authorised or exempted under the European Union (Markets in Financial Instruments) Regulations 2017 (as amended) or the Investment Intermediaries Act 1995 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 or, if you are in a territory outside Ireland or the United Kingdom, from another appropriately authorised independent financial adviser.

If you sell or otherwise transfer or have sold or otherwise transferred all of your Smurfit Kappa Group plc shares, please forward this document and the accompanying Form of Proxy to the purchaser or transferee or the stockbroker, or other agent through whom the sale or transfer is/was effected for onward transmission to the purchaser or transferee. The release, publication or distribution of this document in or into jurisdictions other than Ireland and the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. If you sell or have sold or otherwise transferred or disposed of only part of your holding of Smurfit Kappa Group plc shares, you should retain these documents and consult the person through whom the sale, transfer or disposal was effected.

Smurfit Kappa Group plc

NOTICE OF ANNUAL GENERAL MEETING

FRIDAY, 29 APRIL 2022

A letter from the Chair of Smurfit Kappa Group plc is set out on pages 2 to 4 of this document.

Your attention is drawn to the Notice of the AGM to be held at 10:00 a.m. on 29 April 2022 at the Herbert Park Hotel, Ballsbridge, Dublin 4, D04 R2T2, Ireland which is set out on pages 7 to 9 of this document.

Detailed instructions on how to vote or appoint a proxy at this year's AGM are set out in the Notes to this Notice of AGM on pages 10 to 12.

A Form of Proxy for certificated shareholders (i.e. those who hold their shares in paper form) in connection with the resolutions to be proposed at the AGM accompanies this document. If a certificated shareholder wishes to appoint a proxy, this form should be completed and returned in accordance with the instructions set out thereon to the Company's Registrars, Link Registrars Limited, P.O. Box 1110, Maynooth, County Kildare (if delivered by post) or Link Registrars Limited, Block C, Maynooth Business Campus, Maynooth, County Kildare, W23 F854, Ireland (if delivered by hand) so as to be received no later than 10:00 a.m. on 27 April 2022 or 48 hours before the time appointed for the holding of any adjourned meeting.

Alternatively, certificated shareholders may appoint a proxy electronically, to be received no later than 10:00 a.m. on 27 April 2022 or 48 hours before the time appointed for the holding of any adjourned meeting by visiting the website of the Company's Registrars at www.signalshares.com and entering the Company name, Smurfit Kappa. Shareholders will need to register for the share portal by clicking on "Register" (if you have not registered previously) and following the instructions thereon. To submit a proxy online, Shareholders will need their surname and Investor Code (IVC) both of which are printed on the enclosed Form of Proxy.

Persons holding interests in Ordinary Shares through the Euroclear Bank system or CREST (via a holding in CREST Depository Interests ('CDIs')), will need to comply with the voting instructions and voting deadlines imposed by the respective service offerings. Such persons are recommended to consult with their stockbroker or other intermediary, as applicable, at the earliest opportunity for further information on the processes and timelines for submitting third party proxy votes for the AGM through the respective systems.

28 March 2022

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, 29 April 2022 at 10:00 a.m.

I enclose the Notice of the AGM together with a Form of Proxy and a copy of the Company's 2021 Annual Report (the "**Annual Report**"). The following briefly explains the business to be transacted at the AGM.

Resolution 1 deals with reviewing the Company's affairs and considering the financial statements for the year ended 31 December 2021 together with the reports of the directors and statutory auditor thereon.

Resolution 2 deals with receiving and considering the Directors' Remuneration Report as set out on pages 92 to 109 of the Annual Report. The Company is required by the EU (Shareholders' Rights) Regulations 2020 to put this resolution to Shareholders, although this is an 'advisory' resolution and is not binding on the Company. The resolution is being put to Shareholders in accordance with the Company's commitment to best corporate governance practice.

Resolution 3 proposes the approval and payment of a final dividend on the Ordinary Shares in the capital of the Company ("**Ordinary Shares**") in issue in respect of the year ended 31 December 2021. The Board has recommended the payment of a final dividend of EUR 96.1 cent per share to the holders of Ordinary Shares on the register of members at close of business on 8 April 2022 and to be paid on 6 May 2022.

Resolution 4 proposes the re-election of Directors. As recommended by the UK Corporate Governance Code, all of the Directors 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 his/her 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, in addition to the geographic, gender and ethnic diversity of the Board, will continue to be invaluable to the Company and that each Director has, and will continue, to contribute significantly to the Company's long-term sustainable success.

With regard to my re-election, during 2021, the Board, led by the Senior Independent Director and Chair of the Nomination Committee, Gonzalo Restrepo, completed a detailed review to consider my tenure as Chair. Following careful consideration, the Board concluded that it was in the best interests of the Group and of all stakeholders to extend my tenure and that I too be re-elected. A clear explanation outlining the Board's rationale for the extension of my tenure has been set out in the Annual Report on pages 84 to 85.

The re-election of each Director will be considered separately. The biographical details of, and further relevant details relating to, each of the Directors seeking re-election are set out in the Appendix to this letter and on pages 78 to 81 and pages 83 to 85 of the Annual Report respectively.

Resolution 5 relates to the authority of the Directors to determine the remuneration of the statutory auditor. The Audit Committee participates in the negotiation of the audit fee arrangements to ensure that there is appropriate balance between the scope of work and the cost of assurance. Details of the audit fees are set out in Note 5 on page 146 of the Annual Report.

PAPER | PACKAGING | SOLUTIONS

Smurfit Kappa Group public limited company. Registered in Ireland No. 433527. Registered office: Beech Hill, Clonskeagh, Dublin 4, D04 N2R2.
Directors: I Finan Chair, APJ Smurfit Chief Executive Officer, K Bowles Chief Financial Officer, GPF Beurskens (Netherlands), JJ Moloney, G Restrepo Senior Independent Director (Colombia), J Lawrence (USA), JB Rasmussen (Denmark), C Fairweather (UK), A Anderson, MdeL Melgar (Mexico), K Hietala (Finland).
Secretary: G Carson-Callan.

Resolution 6 seeks to renew the Directors' authority to allot and issue shares in the Company up to an aggregate nominal value of €86,737 representing 33.33% of the total issued ordinary share capital of the Company (excluding treasury shares) on 22 March 2022 (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 outside the ordinary course of business. The Directors will exercise this authority only if they consider it to be in the best interests of Shareholders generally at the relevant time. The authority will remain in place until the earlier of the 2023 AGM or 28 July 2023, unless previously renewed, revoked or varied.

Resolution 7 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 2023 AGM or 28 July 2023, unless previously renewed, revoked or varied. The authority is limited to issuances up to an aggregate nominal value of €13,010, which represents 5% of the total issued ordinary share capital of the Company on 22 March 2022 (the latest practicable date prior to the publication of this letter).

Resolution 8 seeks to grant the Directors an additional authority to allot shares on a non-pre-emptive basis. This Resolution grants the Directors the authority to allot additional shares for cash up to a further 5% of the total issued ordinary share capital of the Company on 22 March 2022 (the latest practicable date prior to the publication of this letter) without being required first to offer such shares to existing Shareholders pro-rata but only in connection with an acquisition or a specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six month period and is disclosed in the announcement of the issue. The authority under this Resolution is limited to issuances up to a nominal value of €13,010, which represents 5% of the total issued ordinary share capital of the Company on 22 March 2022 (the latest practicable date prior to the publication of this letter). The authority will remain in place until the earlier of the 2023 AGM or 28 July 2023, unless previously renewed, revoked or varied.

The Company does not currently hold any treasury shares. However, if any treasury shares were to be reissued by the Company under the authority which is proposed in Resolution 9, such treasury shares will count towards the authorities granted pursuant to Resolutions 7 and 8.

The Directors confirm that in respect of Resolutions 7 and 8, they intend to follow the Statement of Principles issued by the Pre-Emption Group (an advisory body representing listed companies, investors and intermediaries to which the Financial Reporting Council acts as secretariat) by ensuring that allotments of shares for cash and the reissuance of treasury shares on a non-pre-emptive basis, other than for employees' share schemes or in connection with an acquisition or specified capital investment, will not exceed 7.5% of the issued ordinary share capital of the Company within a rolling three-year period without prior consultation with Shareholders.

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 26,021,000 Ordinary Shares as at 22 March 2022 (the latest practicable date prior to the publication of this letter). 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) 105% of the average of the Relevant Price (as defined in Article 9.4.4 of the Articles of Association of the Company) of the shares of the same class in respect of each of the five business days prior to the date of purchase by the Company, and (iii) (if there shall be any) 105% of the average of the middle market prices for shares of the same class, as derived from the London Stock Exchange Daily Official List in respect of each of the five business days prior to the date of purchase by the Company.

The authority will remain in place until the earlier of the 2023 AGM or 28 July 2023, unless previously renewed, revoked or varied. The Directors have no present intention of exercising this authority however it 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 22 March 2022 (the latest practicable date prior to the publication of this letter), the maximum number of Ordinary Shares issuable, in certain circumstances, pursuant to the vesting of share awards under the Smurfit Kappa Group 2018 Performance Share Plan amounts to 2,838,522, which represents 1.09% of the issued ordinary share capital of the Company on 22 March 2022 (the latest practicable date prior to the publication of this letter). This percentage would increase to 1.21% if the full authority to buy shares is used.

Resolution 10 relates to the convening of an extraordinary general meeting on 14 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 2023 AGM unless previously renewed, varied or revoked by the Company in general meeting. As a matter of policy, the 14 days' 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.

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 that you 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,

A handwritten signature in black ink, appearing to read 'Irial Finan', written in a cursive style.

Irial Finan
Chair

APPENDIX

Biographies of directors standing for re-election

Irial Finan – Non-executive Director and Chair

Irial Finan joined the Board in February 2012. He was appointed Chair in May 2019. He was Executive Vice President of The Coca-Cola Company and President of the Bottling Investments Group from 2004 until he stepped down from the role in December 2017 and retired in March 2018. Prior to this, Irial served as Chief Executive Officer of Coca-Cola Hellenic Bottling Company SA. He joined the Coca-Cola System in 1981. He also serves on the Boards of Coca-Cola European Partners plc, Coca-Cola Bottlers Japan Holdings Inc. and Fortune Brands Home & Security, Inc.

Anthony Smurfit – Group Chief Executive Officer

Anthony Smurfit has served as a Director of the Group since 1989. He worked in various parts of the Smurfit Kappa Group both in Europe and the United States since he joined the Group. He was appointed Group Chief Executive Officer in September 2015, prior to which he was the Group Chief Operations Officer from November 2002. He was also Chief Executive of Smurfit Europe from October 1999 to 2002. Prior to this role, he was Deputy Chief Executive of Smurfit Europe and previously Chief Executive Officer of Smurfit France. He is a Board member of CEPI (Confederation of European Paper Industries), and is also a member of the European Round Table of Industrialists.

Ken Bowles – Group Chief Financial Officer

Ken Bowles was appointed as a Director in December 2016. He joined the Group in 1994 and has occupied a number of finance roles in various parts of the Group. Ken was appointed Group Chief Financial Officer in April 2016, prior to which he was the Group Financial Controller from 2010. He was the Group's Head of Tax from 2007 to 2010 prior to which he was appointed as the Group's first Head of Compliance in 2004. Ken is an associate member of the Institute of Chartered Management Accountants and holds a first class MBA from the UCD Graduate School of Business.

Anne Anderson – Non-executive Director

Anne Anderson joined the Board in January 2019. She is an experienced international diplomat who most recently served as the Ambassador of Ireland to the United States from 2013 to 2017. Anne joined the Department of Foreign Affairs in 1972 and was appointed Assistant Secretary General in 1991 serving in this post until 1995. She was then appointed Ireland's Permanent Representative to the United Nations in Geneva after which she became Permanent Representative of Ireland to the European Union in 2001. Following this, Anne was appointed Ambassador of Ireland to France in 2005, where she served until 2009. In 2009 she became Permanent Representative of Ireland to the United Nations in New York. Anne chairs the Advisory Group for the Peacebuilding Fund at the United Nations. She is also a Board member of the Druid Theatre Galway.

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 and CEO in 1996, which he held until the merger with Smurfit. He is a former Chair of both the Confederation of European Paper Industries and the International Corrugated Cases Association and a former member of the Board of Sappi Limited. In December 2007, Frits was knighted and appointed by the Dutch Queen as Officer in the Order of Oranje Nassau.

Carol Fairweather – Non-executive Director

Carol Fairweather joined the Board in January 2018. Carol was Chief Financial Officer and an executive Director of Burberry Group plc from July 2013 to January 2017. Carol joined Burberry in June 2006 and prior to her appointment as CFO, she held the position of Senior Vice President, Group Finance. Prior to joining Burberry, Carol was Director of Finance at News International Limited from 1997 to 2005 and UK Regional Controller at Shandwick plc from 1991 to 1997. Carol currently serves as a non-executive Director of Segro plc. Carol is a Fellow of the Institute of Chartered Accountants.

Kaisa Hietala – Non-executive Director

Kaisa Hietala joined the Board in October 2020. She spent over twenty years at Neste Corporation where she was a key architect in the strategic transformation of the company to become the world's largest producer of renewable diesel and renewable jet fuel. She served as Executive Vice President, Renewable Products at Neste Corporation and as a member of the Neste Executive Board from 2014 to 2019. Prior to this, she held a number of senior positions including VP, Renewable Fuels at Neste Oil Corporation. Kaisa was previously a non-executive Director of Kemira Oyj and is currently a non-employee Director of Exxon Mobil Corporation.

James Lawrence – Non-executive Director

James Lawrence joined the Board in October 2015. He is currently Chair of Lake Harriet Capital, LLC, an investment and advisory firm. He served as Chair 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, James served as Chief Financial Officer and an executive Director of Unilever plc. James joined Unilever from General Mills where he was Vice-Chair and Chief Financial Officer. He previously held senior positions with Northwest Airlines and Pepsico Inc. He is also a non-executive Director of Avnet, Inc. and AerCap Holdings N.V.

Lourdes Melgar – Non-executive Director

Lourdes Melgar joined the Board in January 2020. She is a consultant and scholar, recognised for her expertise in the areas of energy, sustainability and public policy. During her career, she held a variety of positions in Mexico's foreign service and in the Ministry of Energy. During the design and implementation of Mexico's energy reform, Lourdes served as Vice-Minister for Electricity from 2012 to 2014 and also held the position of Vice-Minister for Hydrocarbons, a position she held until 2016. Lourdes is currently a Research Affiliate at the Centre for Collective Intelligence at MIT and a non-resident Fellow at the Center for Energy Studies at the Baker Institute. She currently serves on the Board of Grupo Financiero Santander Mexico.

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 currently serves on the board of Shorla Pharma.

Jørgen Buhl Rasmussen – Non-executive Director

Jørgen Buhl Rasmussen joined the Board in March 2017. He is the former Chief Executive Officer of Carlsberg A/S. He served as the Chief Executive Officer of Carlsberg A/S from 2007 until he retired from this position in 2015 having joined the company in 2006. He previously held senior positions in several global FMCG companies, including Gillette Group, Duracell, Mars and Unilever over the previous 28 years. He is Chair of Novozymes A/S, Chair of Uhrenholt A/S and Chair of the Executive Advisory Board in Blazar Capital.

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, and a member of the Entrepreneurs Council of Proantioquia in Colombia.

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, 29 April 2022 at 10:00 a.m. for the following purposes:

1. To review the Company's affairs and consider the financial statements of the Company for the year ended 31 December 2021 together with the reports of the Directors and statutory auditor thereon.
2. To receive and consider the Directors' Remuneration Report as set out on pages 92 to 109 of the Annual Report for the year ended 31 December 2021.
3. To declare a final dividend of EUR 96.1 cent per Ordinary Share for the year ended 31 December 2021 payable to the holders of Ordinary Shares on the register of members at close of business on 8 April 2022 and to be paid on 6 May 2022.
4. To re-elect the following Directors (in each case by separate resolution) who retire, and being eligible, offer themselves for re-election:
 - (a) Irial Finan (Resolution No. 4(a));
 - (b) Anthony Smurfit (Resolution No. 4(b));
 - (c) Ken Bowles (Resolution No. 4(c));
 - (d) Anne Anderson (Resolution No. 4(d));
 - (e) Frits Beurskens (Resolution No. 4(e));
 - (f) Carol Fairweather (Resolution No. 4(f));
 - (g) Kaisa Hietala (Resolution No. 4(g)).
 - (h) James Lawrence (Resolution No. 4(h));
 - (i) Lourdes Melgar (Resolution No. 4(i));
 - (j) John Moloney (Resolution No. 4(j));
 - (k) Jørgen Buhl Rasmussen (Resolution No. 4(k)); and
 - (l) Gonzalo Restrepo (Resolution No. 4(l)).
5. To authorise the Directors to fix the remuneration of the statutory auditor for the year ending 31 December 2022.
6. 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 €86,737 (which represents 33.33% of the total issued ordinary share capital of the Company (excluding treasury shares) on 22 March 2022). This authority shall expire at close of business on the earlier of the next AGM of the Company or 28 July 2023 but may be revoked or varied prior to then 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.”

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

“That, if Resolution 6 is passed, 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) pursuant to this Resolution 7 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 €13,010 (which represents 5% of the total issued ordinary share capital of the Company (excluding treasury shares) on 22 March 2022), except that this limit shall be reduced by the nominal value of all treasury shares reissued pursuant to Resolution 9. The authority conferred by this Resolution shall expire at close of business on the earlier of the date of the next AGM of the Company or 28 July 2023, unless renewed, revoked or varied prior to such time; provided that 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.”

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

“That, if Resolution 6 is passed and in addition to any authority granted under Resolution 7, the Directors be empowered for the purposes of Article 7 of the Articles of Association to allot additional 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 provided that:

- (a) 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) pursuant to this Resolution 8 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 €13,010 (which represents 5% of the total issued ordinary share capital of the Company (excluding treasury shares) on 22 March 2022), except that this limit shall be reduced by the nominal value of all treasury shares reissued pursuant to Resolution 9; and
- (b) the proceeds of any such allotment are to be used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

The authority conferred by this Resolution shall expire at close of business on the earlier of the date of the next AGM of the Company or 28 July 2023, unless renewed, revoked or varied prior to such time; provided that 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.”

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 AGM of the Company or 28 July 2023 unless renewed, revoked or varied prior to such time in accordance with the provisions of the Companies Act 2014, provided that the Company may after such expiry make a market purchase or overseas 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 days’ notice.”

BY ORDER OF THE BOARD

Gillian Carson-Callan
Secretary

Registered Office

Beech Hill
Clonskeagh
Dublin 4
D04 N2R2
Ireland

28 March 2022

Notes:

1. Voting Procedure

All votes will be by way of a poll. Every Shareholder shall have one vote for every Ordinary Share of which he or she is the holder. A Shareholder, whether present in person or by proxy, holding more than one Ordinary Share need not cast all votes in the same way.

An ordinary resolution requires a simple majority of votes cast by Shareholders voting in person or by proxy to be passed. A special resolution requires a majority of not less than 75% of votes cast by those who vote either in person or by proxy to be passed.

Subject to Note 2, only holders of the Ordinary Shares in the capital of the Company are entitled to vote on the resolutions.

Resolution 2 is an advisory resolution and is not binding on the Company.

2. Record Date for AGM

The Company, pursuant to Section 1105 of the Companies Act 2014 (as amended), specifies that only those Shareholders registered on the register of members of the Company at 6:00 p.m. (Irish time) on 25 April 2022 (or in the case of an adjournment as at 6:00 p.m. (Irish time) on the day before a date not more than 72 hours before the adjourned meeting) shall be entitled to participate and vote at the AGM in respect of the number of shares registered in their names at that time. Changes in the register after that time will be disregarded in determining the right of any person to participate and vote at the AGM.

3. Appointment of Proxy

The process for appointing a proxy depends on the manner in which you hold your Ordinary Shares in the Company.

A. Certificated Shareholders

For certificated shareholders, your proxy may be submitted:

- by post, by completing the enclosed Form of Proxy and returning it to the Company's Registrar, Link Registrars Limited, P.O. Box 1110, Maynooth, County Kildare (if delivered by post) or to Link Registrars Limited, Block C, Maynooth Business Campus, Maynooth, County Kildare, W23 F854, Ireland (if delivered by hand during normal business hours); or
- through the internet; instructions on how to do this are set out on the Form of Proxy by accessing the Link Registrar Limited website, www.signalshares.com and entering the Company name, Smurfit Kappa. Certificated shareholders will need to register for share portal by clicking on "Register" (if you have not registered previously) and following the instructions thereon. To submit a proxy online, certificated shareholders will need their surname and Investor Code ("IVC") both of which are printed on the enclosed Form of Proxy. Certificated shareholders who do not receive a Form of Proxy by post or who wish to be sent paper copies of documents relating to the AGM should contact the Company's Registrar (Tel. +353 1 553 0050).

A certificated shareholder 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 and may appoint more than one proxy to attend on the same occasion in respect of Ordinary Shares held in different securities accounts. If you wish to appoint more than one proxy please contact the Company's Registrar, Link Registrars Limited (Tel. +353 1 553 0050). A certificated shareholder may appoint the Chair or another person, who need not be a certificated shareholder of the Company, as a proxy. The appointment of a proxy will not preclude a certificated shareholder from attending, speaking, asking questions and voting at the AGM should the certificated shareholder wish to do so. Please note that a proxy may be required to provide identification to attend the meeting.

In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and, for this purpose, seniority will be determined by the order in which the names of the joint holders stand in the register of members in respect of the Ordinary Shares.

B. Euroclear Bank Participants

Persons who hold their interests in the Ordinary Shares of the Company through a participant account in the Euroclear Bank system ("**EB Participants**") can submit third party proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank in February 2021 and entitled "*Euroclear Bank as issuer CSD for Irish corporate securities – Service Description*".

EB Participants can either send:

- (a) electronic voting instructions to instruct the sole registered Shareholder of all Ordinary Shares held through the Euroclear Bank System, Euroclear Nominees Limited ("**Euroclear Nominees**"), to either itself or by appointing the Chair of the AGM as proxy to:
 - vote in favour of all or a specific resolution(s);
 - vote against all or a specific resolution(s);

- withhold their vote for all or a specific resolution(s); or
 - give discretionary vote to the Chair of the AGM for all or a specific resolution(s); or
- (b) a proxy voting instruction to appoint a third party (other than Euroclear Nominees or the Chair of the AGM) (who may be a corporate representative or the EB Participant themselves) to attend the AGM and vote for the number of Ordinary Shares specified in the proxy voting instruction can be provided to Euroclear Bank with the proxy details as requested in its notification (e.g. proxy first name, proxy last name, proxy address, nationality code). There is currently no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third party proxy appointment instructions.

Euroclear Bank will, wherever practical, aim to have a voting instruction deadline of one (1) hour prior to the Company's proxy appointment deadline (being 48 hours before the relevant meeting or any adjourned meeting). Voting instructions cannot be changed or cancelled after Euroclear Bank's voting deadline.

EB Participants are strongly encouraged to familiarise themselves with the arrangements with Euroclear Bank, including the voting deadlines and procedures.

C. CDI Holders

CDI holders should consult with their stockbroker or other intermediary, as applicable, at the earliest opportunity for further information on the processes and timelines for submitting third party proxy votes.

Euroclear UK & International Limited ("**EUI**"), the operator of CREST, has arranged for voting instructions relating to the CDIs held in CREST to be received via a third party service provider, Broadridge Financial Solutions Limited ("**Broadridge**"). Further details on this service are set out in the document entitled "*All you need to know about SRD II in Euroclear UK & Ireland*" on the EUI website (see section CREST International Service – Proxy voting).

If you are a CDI Holder you will be required to make use of the EUI proxy voting service facilitated by Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions as required.

To facilitate client set up, if you hold CDIs and wish to participate in the proxy voting service, you will need to complete the document entitled "*Meeting and Voting Client Set-Up Form (CRT408)*" on the EUI website.

Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: eui.srd2@euroclear.com.

Fully completed and returned application forms will be shared with Broadridge by EUI. This will enable Broadridge to contact you and share further detailed information on the service offering and initiate the process for granting your access to the Broadridge platform.

The Broadridge voting service will process and deliver proxy voting instructions received from CDI Holders on the Broadridge voting deadline date to Euroclear Bank, by its cut-off and to agreed market requirements. The same voting options as described above for EB Participants will be available (i.e. electronic votes by means of Chair proxy appointments or appointing a third party proxy).

Broadridge's voting deadline will be earlier than Euroclear Bank's voting instruction deadline (which is expected to be 49 hours before the AGM). Voting instructions cannot be changed or cancelled after Broadridge's voting deadline. There is no facility to offer a letter of representation other than through the submission of third party proxy appointment instructions.

CDI Holders should contact their stockbroker or other intermediary, as applicable, to ascertain Broadridge's voting deadline. CDI Holders are strongly encouraged to familiarise themselves with the arrangements with Broadridge, including the voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge before they can avail of this voting service.

Deadlines for Receipt by the Company of Proxy Voting Instructions

All proxy voting instructions (whether submitted directly or through the EB System or through CREST) must be received by the Company's Registrar, Link Registrars Limited, not less than 48 hours before the time appointed for the AGM or any adjournment of the AGM. However, EB Participants and CDI Holders will need to comply with earlier voting deadlines imposed by the relevant service offerings. Again, all persons affected should consult with their stockbroker or other intermediary at the earliest opportunity.

4. Tabling Draft Resolutions

Pursuant to Section 1104(1)(a) of the Companies Act 2014, and subject to any contrary provision in company law, certificated 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 of an AGM. Such item must be accompanied by stated grounds justifying its inclusion or a draft resolution to be adopted at the AGM. In the case of the 2022 AGM, the latest date for submission of such requests/resolutions was 18 March 2022 (being 42 days prior to the date of the AGM).

Pursuant to Section 1104(1)(b) of the Companies Act 2014, and subject to any contrary provision in company law, certificated 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 2022 AGM, the latest date for submission of such resolutions is 1 April 2022 (being 28 days prior to the date of the AGM).

Matters to be included under this Note 4 should be submitted in hard copy form to the Company Secretary, Smurfit Kappa Group plc, Beech Hill, Clonskeagh, Dublin 4, D04 N2R2, Ireland or electronically by email to agm@smurfitkappa.com. Requests submitted in hard copy should be signed by the certificated shareholder(s) and all submissions should state the full name(s) and address(es) of the certificated shareholder(s) together with their IVC(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.

5. Raising Questions

Shareholders can submit questions related to matters being considered at the AGM in advance of the AGM by emailing agm@smurfitkappa.com. Certificated shareholders should state their name and Investor Code (as printed on your share certificate or obtained through the Company's Registrar, Link Registrars Limited). EB Participants and CDI Holders must send evidence of their shareholding in this email. Any questions should be received by 10:00 a.m. on 27 April 2022.

Certificated shareholders have the right 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:

- answering the question would interfere unduly with the preparation for the AGM or the confidentiality and business interests of the Company;
- the answer has already been given on the Company's website in a question and answer forum; or
- it appears to the Chair of the AGM that it is undesirable in the interests of good order of the AGM that the question be answered.

6. Further Information

The Board reserves the right to withdraw any resolution contained in this Notice of AGM from the business of the AGM at any time in advance of the AGM. Any such withdrawal will be communicated to Shareholders by way of Regulatory Information Service (RIS) and will be available on www.smurfitkappa.com/investors/agm.

During the meeting, Shareholders (or their duly appointed proxies) may not use cameras, smart phones or other audio, video or electronic recording devices, unless expressly authorised by the Chair of the meeting. This prohibition shall not apply to equipment being used by the Company for the purpose of projecting information onto screens during the meeting or to photographs taken by accredited press photographers admitted to the meeting. Please note such equipment may capture personal data. Such personal data shall be used for the purpose of the meeting and in full compliance with applicable data protection law. In addition, we may process your personal data to meet further legal obligations.

A copy of this Notice, details of the total number of shares and voting rights at the date of this Notice, the Annual Report and Financial Statements and Forms of Proxy can be obtained from the Company's website www.smurfitkappa.com/investors/agm.

The ISIN for the Company's Ordinary Shares is IE00B1RR8406.

The unique identifier code of the AGM for the purposes of Commission Implementing Regulation (EU) 2018/1212 will shortly be available at www.smurfitkappa.com/investors/agm.