

# Smurfit Kappa Group plc

Please indicate with an "X" in the boxes below how you wish your votes to be cast.

Resolutions to be voted on are set out in detail in the Notice of the Meeting.				<b>Smurfit Kappa Group plc</b> <b>Form of Proxy for Annual General Meeting</b>	
	For	Against	Vote Withheld See Note (3)		
1. Consideration of financial statements and Reports of the Directors and Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	I/We being (a) member(s) of the Company HEREBY APPOINT the Chairman of the meeting or*	
2. Consideration of the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	_____	
3. Declaration of a dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	_____	
4. Re-election of Directors:				to act as my/our proxy and to vote for me/us on my/our behalf at the annual general meeting of the Company to be held at 10.00 a.m. on Friday, 1st May 2015 and at any adjournment thereof. I/We direct my/our proxy to vote on the resolutions set out in the Notice convening the Meeting as instructed and in respect of other resolutions that may arise at the Meeting as the proxy thinks fit. This proxy may be exercised in respect	
(a) Mr. Liam O'Mahony	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	of all/ _____ ** shares registered in my/our name(s).	
(b) Mr. Gary McGann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Signed: _____	
(c) Mr. Anthony Smurfit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Date: _____	
(d) Mr. Ian Curley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
(e) Mr. Frits Beurskens	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
(f) Ms. Christel Borjes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
(g) Mr. Thomas Brodin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
(h) Mr. Irial Finan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
(i) Mr. Samuel Menco	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
(j) Mr. John Moloney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
(k) Mr. Roberto Newell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
(l) Mr. Paul Stecko	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
(m) Ms. Rosemary Thorne	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
5. Remuneration of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
6. Authority to issue shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
7. Disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
8. Authority to purchase own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
9. Convening an Extraordinary General Meeting on 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		

**Notes on completing proxy form:**

- A member who is entitled to attend, speak, ask questions and vote at the Annual General Meeting is entitled to appoint a proxy to attend, speak, ask questions and vote on his or her behalf. A proxy need not be a member of the Company but must attend the meeting to represent you.
- \*If you desire to appoint a proxy other than the Chairman of the meeting please insert his/her name and address and delete "the Chairman of the meeting or" and initial the changes.
- Please indicate how you wish your proxy to vote by placing an "x" in the appropriate box. The Vote Withheld option is provided to enable you to abstain on any particular resolution. It should be noted, however, that it is not a vote in law and will not be counted in the calculation of the proportion of votes for and against the resolution. Unless otherwise directed and in respect of any other resolutions moved during the meeting, the proxy will vote as he/she thinks fit or abstain from voting.
- A member may appoint more than one proxy to attend and vote at the Annual General Meeting in respect of shares held in different securities accounts. A member acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees provided each proxy is appointed to exercise rights attached to different shares held by that member. If you wish to appoint more than one proxy, please contact the Company's registrar, Capita Asset Services, Shareholder solutions (Ireland) at +353 (1) 553 0050.
- \*\*Where a proxy is not to have the authority to vote all shares registered in the name of the Shareholder, the Shareholder should specify the number of shares which may be voted by the proxy, where indicated above. Where the number of shares is not inserted, a proxy will be deemed to have authority to vote all of the shares registered in the Shareholder's name.
- To be effective this proxy form and any power of attorney or other authority under which it is signed, if any, must be received by the Company's registrars, Capita Asset Services, Shareholder solutions (Ireland), either electronically or to P.O. Box 7117, Dublin 2 (if delivered by post) or to 2 Grand Canal Square, Dublin 2 (if delivered by hand) not later than 10.00 am on 29 April 2015 or 48 hours before the time appointed for the holding of any adjourned meeting.
- The proxy form must (i) in the case of an individual, be signed by the appointer or by his/her attorney; and (ii) in the case of a body corporate, be given either under its common seal or be signed on its behalf by its duly authorised officer or attorney.
- In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders, seniority for this purpose being determined by the order in which the names stand on the register of members in respect of the joint holding.
- A Shareholder wishing to appoint a proxy by electronic means may do so any time up to 10.00 am on 29 April 2015. To appoint a proxy electronically access the Company Registrars' website at [www.capitashareportal.com](http://www.capitashareportal.com), entering the Company name, Smurfit Kappa. You will need to register for share portal by clicking on "Registration Section" (if you have not registered previously) and following the instructions thereon. Shareholders will need their Surname/Corporate name and Investor Code (IVC) as printed on this proxy form.
- CREST members who wish to vote electronically should refer to the notes to the Notice of Annual General Meeting.
- The return of a proxy form will not preclude any member from attending the Meeting, speaking, asking questions and voting in person should he/she wish to do so.

## Smurfit Kappa Group plc Annual General Meeting 2015

The Herbert Park Hotel, Ballsbridge, Dublin 4.  
1st May 2015 at 10.00 a.m.

### Attendance Form

Please do not post this section of the form but hand in at the AGM reception desk.

Holder Ref: \_\_\_\_\_

Signature of person attending: \_\_\_\_\_

If attending as a proxy please tick this box  and print full name below