

**Compliance Policy Statement of Smurfit Kappa Group plc**

**Section 225 Companies Act 2014**

## COMPLIANCE POLICY STATEMENT OF

### Smurfit Kappa Group plc (“Policy Statement”)

#### Adopted by Resolution of the Board on 4 February 2016

In accordance with Section 225 of the Companies Act 2014 (the “**Act**”), the Board of Directors (the “**Board**”) of Smurfit Kappa Group plc, company registration number 433527, (the “**Company**”) acknowledges that it is responsible for ensuring compliance by the Company with its “**Relevant Obligations**”. The term “**Relevant Obligations**” is defined in Section 225 of the Act, but in brief, they are a company’s obligations (1) under the Act, where failure to comply with any such obligation would be a category 1 or 2 offence,<sup>1</sup> or a serious Market Abuse, Prospectus or Transparency offence<sup>2</sup>, and (2) under tax law.

It is the policy of the Company to secure compliance with its Relevant Obligations and to foster an environment in the Company which raises awareness of, and promotes a culture of compliance with, those obligations (the “**Compliance Policies**”).

In order to give effect to the Compliance Policies, the Board and senior management, with the assistance of relevant employees and advisers, have identified the Relevant Obligations that they consider apply to the Company.

Arrangements and structures (“**Compliance Arrangements**”) have been put in place, which are aimed at securing material compliance by the Company with those obligations. Those arrangements include the communication of the Compliance Policies to all relevant personnel within the Company with a view to implementing the Compliance Policies.

This Policy Statement will be subject to periodic review and may be supplemented from time to time. The Compliance Arrangements will be subject to annual review, with the aim of establishing that they continue to provide a reasonable assurance of compliance, in all material respects, with the Company’s Relevant Obligations.

This document is a statement only of the Company’s Compliance Policies. Compliance itself is a dynamic and evolving process, involving the regular review as to implementation.

*Any queries relating to this Policy Statement should be directed to Michael O’Riordan, Group Company Secretary, email: Michael.ORiordan@smurfitkappa.com, phone: +353 1 2027160.*

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<sup>1</sup> Penalties on conviction on indictment of fines of up to €500,000 (Category 1) or €50,000 (Category 2). See Compliance Matrix of such offences.

<sup>2</sup> Penalties on conviction on indictment of fines of up to €1m (Prospectus & Transparency) or €10m (Market Abuse). Only applicable if company has listed securities.