



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.				Smurfit Kappa Group plc
	For	Against	Vote Withheld See Note (3)	Form of Proxy for Extraordinary General Meeting
1. To approve the Migration of the Migrating Shares to Euroclear Bank's central securities depository.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	I/We being (a) member(s) of the Company HEREBY APPOINT the Chair of the meeting or*
2. To approve and adopt new Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	_____
3. To authorise the Company to take all actions to implement the Migration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	_____

to act as my/our proxy and to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at 10.00 a.m. on Friday, 5th February 2021 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

of all/_____ ** shares registered in my/our name(s).

Signed: _____

Date: _____

In light of the Irish Government's COVID-19 restrictions in relation to public gatherings, and to prioritise the health and safety of our shareholders and other stakeholders who would ordinarily chose to attend the meeting, the Board has decided that the EGM will be held at the Company's head office, Beech Hill, Clonskeagh, Dublin 4, with the minimum quorum in accordance with the Articles of Association of the Company and the Migration Act.

Shareholders are requested not to attend the meeting in person but are encouraged to attend a broadcast of the EGM by conference call and to submit a Form of Proxy to ensure they can vote and be represented at the EGM. Details of the conference call will be posted on our website at www.smurfitkappa.com/investors/egm2021.

Notes on completing proxy form:

1. A member who is entitled to attend, speak, ask questions and vote at the Extraordinary 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.
2. *In the unique circumstances of the COVID-19 pandemic, we encourage you to appoint the Chair of the meeting as your proxy. If you desire to appoint a proxy other than the Chair of the meeting please insert his/her name and address and delete "the Chair of the meeting or" and initial the changes.
3. 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.
4. A member may appoint more than one proxy to attend and vote at the Extraordinary 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, Link Registrars Limited at +353 (1) 553 0050.
5. **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.
6. 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, Link Registrars Limited, either electronically or to Link Registrars Limited, P.O. Box 1110, Maynooth, Co. Kildare, Ireland (if delivered by post) or to Link Registrars Limited, Block C, Maynooth Business Campus, Maynooth, Co. Kildare, W23 F854, Ireland (if delivered by hand) no later than 10.00 am on 3rd February 2021 or 48 hours before the time appointed for the holding of any adjourned meeting.
7. 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.
8. 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 holder(s), seniority for this purpose being determined by the order in which the names of the joint holders stand on the register of members in respect of the share.
9. A Shareholder wishing to appoint a proxy by electronic means may do so any time up to 10.00 am on 3rd February 2021 or 48 hours before the time appointed for the holding of any adjourned meeting. To appoint a proxy electronically access the Company Registrar's website at www.signalshares.com, entering the Company name, Smurfit Kappa. You will need to register for share portal by clicking on "Register" (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.
10. CREST members who wish to vote electronically should refer to the notes to the Notice of Extraordinary General Meeting.
11. 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. In light of the Irish Government's COVID-19 restrictions in relation to public gatherings, and to prioritise the health and safety of our shareholders and other stakeholders who would ordinarily chose to attend the meeting, the Board has decided that the EGM will be held at the Company's head office, Beech Hill, Clonskeagh, Dublin 4, with the minimum quorum in accordance with the Articles of Association of the Company and the Migration Act. Shareholders are requested not to attend the meeting in person but are encouraged to attend the broadcast by conference call and to submit a Form of Proxy to ensure they can vote and be represented at the EGM. Details of the conference call will be posted on our website at www.smurfitkappa.com/investors/egm2021.