

New Issues Acceptance Department

**Euroclear Bank SA/NV**

Boulevard Roi Albert II 1,

1210 Bruxelles,

Belgium

**By email:** [newissues@euroclear.com](mailto:newissues@euroclear.com)

**9 December 2020**

**Re Notifications and Statements required by Section 5 Migration of Participating Securities Act 2019 (the "Migration Act")**

Dear Sirs,

We hereby notify you for the purpose of Section 5(5)(a) of the Migration Act of the proposal that the relevant participating securities in Smurfit Kappa Group plc (the "**Company**"), with ISIN code IE00B1RR8406, are to be the subject of Migration in accordance with the Migration Act to Euroclear Bank, which has been authorised as a central securities depository by the National Bank of Belgium.

We hereby request:

- (i) the statement specified in Section 5(6)(a) of the Migration Act following consideration by Euroclear Bank of Article 23 of the CSD Regulation as it relates to the proposed provision of the services of the settlement system concerned to the Company; and
- (ii) the statement specified in Section 5(6)(b) of the Migration Act to the effect that, following (a) such inquiries as have been made of the Company by Euroclear Bank, and (b) the provision of such information by or on behalf of the Company, in writing, to Euroclear Bank as the latter specifies, Euroclear Bank is satisfied that the relevant participating securities in the Company meet the criteria stipulated by Euroclear Bank for what is commonly referred to as the entry of the participating securities into the settlement system operated by Euroclear Bank.

As part of the information to be provided to Euroclear Bank as mentioned in (ii) above, we confirm that the following matters will be done in time for the Migration and that this will be confirmed before then in writing to Euroclear Bank:

- (i) the Company confirms that it has an issuer agent which meets or will by the time of Migration meet Euroclear Bank's requirements for being an issuer agent in respect of the Irish issuer CSD service;
- (ii) nothing in the Company's articles of association will prevent a shareholder from voting in the manner permitted by Section 190 of Companies Act 2014;

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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.

- (iii) nothing in the Company's articles of association would prevent voting at meetings from being conducted on the basis of a poll; and
- (iii) electronic proxy voting with respect to meetings of the Company may occur through the use of a secured mechanism to exchange electronic messages (as agreed with Euroclear Bank).

Unless otherwise defined all terms and expressions used in this letter shall have the same meaning as in the Migration Act.

Yours faithfully,

A handwritten signature in blue ink that reads 'Gillian Carson-Callan'.

Gillian Carson-Callan

**Company Secretary**

For and on behalf of Smurfit Kappa Group plc