

SMURFIT KAPPA GROUP PLC

MEETING DATE	Fri, 03 May 2019 10:00 am	TYPE	AGM	ISSUE DATE	Tue, 30 Apr 2019
MEETING LOCATION	Herbert Park Hotel, Ballsbridge, Dublin 4, D04 R2T2, Ireland				 
CURRENT INDICES	FTSE 100				
SECTOR	Containers & Packaging				

	PROPOSALS	ADVICE
1	<p>Receive the Annual Report Strategic report meets guidelines. Adequate employment and environmental policies are in place and relevant, up-to-date, quantified, environmental reporting is disclosed.</p>	For
2	<p>Approve the Remuneration Report Disclosure: Disclosure is lacking, as the remuneration report received 11.62% opposition at last year's AGM. There is no mention of measures taken to address the reasons behind the significant opposition to the report. Balance: The change in the CEO's salary is in line with the rest of the Company, as the CEO's salary increased by 0.6% while employee salaries rose by 1.6%. However, the CEO's salary is in the upper quartile of the Company's comparator group. The balance of CEO realised pay with financial performance is considered acceptable as the change in CEO total pay over five years is commensurate with the change in TSR over the same period. Total variable pay for the year under review was acceptable at approximately 182% of salary. The ratio of CEO pay compared to average employee pay is not acceptable at 77:1; it is recommended that the ratio does not exceed 20:1. Rating: CC Based on this rating Triodos abstains on this resolution.</p>	Abstain
3	<p>Approve the Dividend A final dividend of EUR 72.2 cent per share is proposed, which brings the total dividend for the year under review to EUR 97.6 cent per share. This payment is covered by earnings.</p>	For
4	<p>Elect Ms Anne Anderson Newly appointed independent Non-Executive Director.</p>	For
5(a)	<p>Re-elect Mr Irial Finan Chair. Independent on appointment.</p>	For
5(b)	<p>Re-elect Mr Anthony Smurfit Chief Executive Officer. 12 months rolling contract.</p>	For
5(c)	<p>Re-elect Mr Ken Bowles Chief Financial Officer. 12 months rolling contract.</p>	For
5(d)	<p>Re-elect Mr Frits Beurskens Non-Executive Director. Not considered independent as he was President and Managing Director of Kappa Group before its merger with Smurfit. However, there is sufficient independent representation on the Board.</p>	For
5(e)	<p>Re-elect Ms Christel Bories Independent Non-Executive Director.</p>	For
5(f)	<p>Re-elect Ms Carol Fairweather Independent Non-Executive Director.</p>	For

5(g)	Re-elect Mr James Lawrence Independent Non-Executive Director.	For
5(h)	Re-elect Mr John Moloney Independent Non-Executive Director.	For
5(i)	Re-elect Mr Roberto Newell Senior Independent Director. Considered independent. Chair of the Nomination Committee more than 20% of the board is female (25%).	For
5(j)	Re-elect Mr Jorgen Buhl Rasmussen Independent Non-Executive Director.	For
5(k)	Re-elect Mr Gonzalo Restrepo Independent Non-Executive Director.	For
6	Allow the Board to Determine the Auditor's Remuneration Standard proposal.	For
7	Issue Shares with Pre-emption Rights The authority is limited to 33% of the Company's issued share capital and expires at the next AGM. Within acceptable limits.	For
8*	Issue Shares for Cash Authority is limited to 5% of the Company's issued share capital and will expire at the next AGM. Within acceptable limits.	For
9*	Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment The Board is seeking approval to issue up to an additional 5% of the Company's issued share capital for cash for use only in connection with an acquisition or a specified capital investment. Such a proposal is not supported as it is considered that the 5% limit sought under the general authority above is sufficient. Best practice would be to seek a specific authority from shareholders in relation to a specific transactions if such situation arises. Triodos opposes this resolution.	Oppose
10*	Authorise Share Repurchase The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.	Oppose
11*	Meeting Notification-related Proposal Proposal to call general meetings on 14 days notice. All companies should aim to provide at least 20 working days notice for general meetings in order to give shareholders sufficient time to consider what are often complex issues. Although the proposed change is permissible by the Companies Act, Triodos does not support this resolution.	Oppose

*** = Special resolution**

SUPPORTING INFORMATION FOR RESOLUTIONS

Proposal 11 - Meeting Notification-related Proposal

The proposed resolution reflects the implementation of the EU Shareholder Rights Directive into English law, which took place on 3 August 2009 as implemented by the company in its Articles of Association. Under the regulations, the minimum notice period for general meetings (other than Annual General Meetings) will increase to 21 days unless shareholders agree on a shorter notice period, in which case it may be 14 days. Shareholder approval is sought to call general meetings on 14 clear days notice.

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Researcher: Laith Jawad
Email: pircresearch@pirc.co.uk

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Pensions & Investment Research Consultants Limited
8th Floor, Suite 8.02, Exchange Tower
2 Harbour Exchange Square
E14 9GE

Tel: 020 7247 2323
Fax: 020 7247 2457
<http://www.pirc.co.uk>

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