





# SMURFIT KAPPA GROUP PLC

Triodos Bespoke Service

MEETING DATE	Fri, 05 Feb 2021 10:00 am	TYPE	EGM	ISSUE DATE	Tue, 26 Jan 2021
MEETING LOCATION	Beech Hill, Clonskeagh, Dublin 4 D04 N2R2. Due to COVID-19 pandemic, physical attendance will not be possible at the meeting. Electronic and Proxy voting are encouraged.				 
CURRENT INDICES	FTSE 100				
SECTOR	Containers & Packaging				
FYE	31 Dec 2019				

## COMPANY OVERVIEW

Smurfit Kappa Group plc is a global provider of paper-based packaging head-quartered in Dublin. Following a merger of the Jefferson Smurfit Group and Kappa Packaging in 2005, the newly-named Smurfit Kappa Group successfully listed on the Dublin and London Stock Exchanges in 2007.

## MEETING SPECIFIC INFORMATION

The minimum quorum is three members entitled to vote. Resolutions under ordinary business are approved by simple majority of the votes cast.

Special resolutions require support from 75% of the voting capital represented at the meeting.

PROPOSALS	CLIENT ADVICE	PIRC ADVICE
<b>1* Approve Migration of the Migrating Shares to Euroclear Bank's Central Securities Depository</b> Because of Brexit, the settlement system relating to trading in the company's Shares needs to move from CREST in London to Euroclear Bank in Belgium. This will occur by way of participation of the Shares in Migration. Migration is expected to occur on 15 March 2021. However, the Shares will continue to trade in London - assuming the resolutions proposed for the EGM are passed. For legal reasons (principally, the Migration Act); the Migration needs shareholder approval at the EGM. Shareholder approval, and the participation in Migration, are a necessity as there is no real choice between the Migration and no Migration (or any alternative to Migration). There is no meaningful alternative to Migration and failure to migrate would, we expect; damage fatally the company's ability to retain its stock exchange listing and, importantly, a market for the company's Shares. Therefore, the company are asking all Shareholders to support the resolutions proposed for the EGM. This is considered to be a technical item and shareholders' interest is largely unaffected by Migration.	For	For
<b>2* Adopt New Articles of Association</b> This proposal is considered to be a technical item in order to publish a new version of the Articles, including the proposed amendments. Support is recommended.	For	For
<b>3 Authorise Company to Take All Actions to Implement the Migration</b> Standard resolution.	For	For

\* = *Special resolution*

**COMPANY ENGAGEMENT**

A draft copy of this report was sent to the company.  
The company did not respond to engagement.

## BOARD AND COMMITTEE COMPOSITION (post-Meeting)

### BOARD CHANGES

No changes on the Board since last meeting.

DIRECTOR	GENDER	INDEPENDENT BY		BOARD	AC	RC	NC	SC	TENURE
		PIRC	COMPANY						
Irial Finan	M	No	Yes	Ch	-	M	M	-	9
Anthony Smurfit	M	No	No	CEO	-	-	-	-	18
Ken Bowles	M	No	No	Exec	-	-	-	-	4
Gonzalo Restrepo	M	Yes	Yes	SID	M	M	C	-	5
Anne Anderson	F	Yes	Yes	NED	M	-	M	M	2
Frits Beurskens	M	No	No	NED	-	-	M	-	15
James Lawrence	M	Yes	Yes	NED	M	-	M	-	5
Carol Fairweather	F	Yes	Yes	NED	C	M	-	-	3
John Moloney	M	Yes	Yes	NED	M	C	-	-	7
Jorgen Buhl Rasmussen	M	Yes	Yes	NED	M	M	-	C	3
Mar'a de Lourdes Melgar Palacios	F	Yes	Yes	NED	-	-	-	M	1
Kaisa Hietala	F	Yes	Yes	NED	-	-	-	-	<1
Number of Meetings									
Number of NED only Meetings									

PIRC assesses a non-executive director's independence according to PIRC's shareholder guidelines. Comments represent PIRC's analysis based on information in the report and accounts. AC = Audit Committee, RC = Remuneration Committee, NC = Nomination Committee, SC = Sustainability Committee, C = Chair of Committee, M = Member of Committee.

### BOARD OF DIRECTORS (post-Meeting)

<b>IRIAL FINAN</b>					<b>CHAIR</b>				
<b>AGE</b>	63	<b>TENURE</b>	9 Years	<b>COMMITTEES</b>	R,N				
<b>OTHER POSITION</b>	Institute of Chartered Management Accountants [Mem]; ex-Bottling Investments Group [Pres]; ex-Coca-Cola Hellenic Bottling Company SA [CE]; ex-The Coca-Cola Company [EVP]								
<b>INDEPENDENT BY PIRC</b>	N	<b>INDEPENDENT BY COMPANY</b>			Y				
<b>COMMENT</b>	Appointed Chair at the 2019 AGM. Not considered independent owing to a tenure of over nine years.								
<b>ANTHONY SMURFIT</b>					<b>CHIEF EXECUTIVE</b>				
<b>AGE</b>	57	<b>TENURE</b>	18 Years	<b>COMMITTEES</b>	None				
<b>OTHER POSITION</b>	CEPI [NED]; European Round Table of Industrialists [Member]; ex-C&C Group plc [NED]; ex-Smurfit Europe [CE, DCE]; ex-Smurfit France [CE]								
<b>INDEPENDENT BY PIRC</b>	N	<b>INDEPENDENT BY COMPANY</b>			N				
<b>SEVERANCE</b>	12 months rolling contract.								
<b>COMMENT</b>	Appointed Group CEO in September 2015.								

<b>KEN BOWLES</b>			<b>EXECUTIVE DIRECTOR</b>		
<b>AGE</b>	49	<b>TENURE</b>	4 Years	<b>COMMITTEES</b>	None
<b>OTHER POSITION</b>	Institute of Chartered Management Accounts [Mem]				
<b>INDEPENDENT BY PIRC</b>	N	<b>INDEPENDENT BY COMPANY</b>		N	
<b>SEVERANCE COMMENT</b>	12 months rolling contract. Chief Financial Officer				
<b>GONZALO RESTREPO</b>			<b>SENIOR INDEPENDENT DIRECTOR</b>		
<b>AGE</b>	70	<b>TENURE</b>	5 Years	<b>COMMITTEES</b>	A,R,N*
<b>OTHER POSITION</b>	Cardif Colombia Seguros Generales SA [NED]; ex-Almacenes Exito SA [CEO]				
<b>INDEPENDENT BY PIRC</b>	Y	<b>INDEPENDENT BY COMPANY</b>		Y	
<b>COMMENT</b>	Appointed Senior Independent Director on December 6, 2019.				
<b>ANNE ANDERSON</b>			<b>NON-EXECUTIVE DIRECTOR</b>		
<b>AGE</b>	67	<b>TENURE</b>	2 Years	<b>COMMITTEES</b>	A,N,SC
<b>OTHER POSITION</b>	Druid Theatre Galway [NED]; ex-Ambassador of Ireland to France;; ex-Ambassador of Ireland to the United States; ex-Department of Foreign Affairs [Assistant Secretary General]; ex-Representative of Ireland to the European Union; ex-Representative of Ireland to the United Nations				
<b>INDEPENDENT BY PIRC</b>	Y	<b>INDEPENDENT BY COMPANY</b>		Y	
<b>FRITS BEURSKENS</b>			<b>NON-EXECUTIVE DIRECTOR</b>		
<b>AGE</b>	73	<b>TENURE</b>	15 Years	<b>COMMITTEES</b>	N
<b>OTHER POSITION</b>	ex-Confederation of European Paper Industries [Ch, Dir]; ex-International Corrugated Cases Association [Ch]; ex-Kappa Group [Pres, MD]; ex-Sappi Limited [NED]				
<b>INDEPENDENT BY PIRC</b>	N	<b>INDEPENDENT BY COMPANY</b>		N	
<b>COMMENT</b>	Not considered independent as he was former President and Managing Director of Kappa Group before its merger				
<b>JAMES LAWRENCE</b>			<b>NON-EXECUTIVE DIRECTOR</b>		
<b>AGE</b>	67	<b>TENURE</b>	5 Years	<b>COMMITTEES</b>	A,N
<b>OTHER POSITION</b>	Aercap Holdings N.V [NED]; Avnet. Inc [NED]; Lake Harriet Capital, LLC [Ch]; ex-Great North Star LLC [Ch]; ex-International Consolidated Airlines Group S.A [NED]; ex-Northwest Airlines [Snr Position]; ex-Pepsico Inc [Snr Position]; ex-Rothschild North America [Ch, CEO]; ex-Unilever plc [Exec]				
<b>INDEPENDENT BY PIRC</b>	Y	<b>INDEPENDENT BY COMPANY</b>		Y	
<b>CAROL FAIRWEATHER</b>			<b>NON-EXECUTIVE DIRECTOR</b>		
<b>AGE</b>	59	<b>TENURE</b>	3 Years	<b>COMMITTEES</b>	A*,R
<b>OTHER POSITION</b>	Segro plc [NED]; ex-Burberry Group plc [CFO]; ex-New International Ltd [Fin Dir]; ex-Shandwick plc [MD]				
<b>INDEPENDENT BY PIRC</b>	Y	<b>INDEPENDENT BY COMPANY</b>		Y	
<b>JOHN MOLONEY</b>			<b>NON-EXECUTIVE DIRECTOR</b>		
<b>AGE</b>	66	<b>TENURE</b>	7 Years	<b>COMMITTEES</b>	A,R*
<b>OTHER POSITION</b>	DCC plc [Ch]; ex-Coillte [Ch]; ex-Glanbia Plc [MD]; ex-Greencore Group plc [NED]				
<b>INDEPENDENT BY PIRC</b>	Y	<b>INDEPENDENT BY COMPANY</b>		Y	

<b>JORGEN BUHL RASMUSSEN</b>				<b>NON-EXECUTIVE DIRECTOR</b>	
<b>AGE</b>	65	<b>TENURE</b>	3 Years	<b>COMMITTEES</b>	A,R,SC*
<b>OTHER POSITION</b>	Blazar Capital [Adv]; Novozymes AS [Ch]; Unhreholt AS [Ch]; ex-Carlsberg AS [CEO]				
<b>INDEPENDENT BY PIRC</b>	Y	<b>INDEPENDENT BY COMPANY</b>		Y	

<b>MAR'A DE LOURDES MELGAR PALACIOS</b>				<b>NON-EXECUTIVE DIRECTOR</b>	
<b>AGE</b>	58	<b>TENURE</b>	1 Year	<b>COMMITTEES</b>	SC
<b>OTHER POSITION</b>	DAI [Cons]; Grupo Financiero Santander Mexico [NED]; ex-Federal Electricity Commission [NED]; ex-Petroleos Mexicanos [NED]				
<b>INDEPENDENT BY PIRC</b>	Y	<b>INDEPENDENT BY COMPANY</b>		Y	

<b>KAISA HIETALA</b>				<b>NON-EXECUTIVE DIRECTOR</b>	
<b>AGE</b>	n/d	<b>TENURE</b>	<1 Years	<b>COMMITTEES</b>	None
<b>OTHER POSITION</b>	Gaia Consulting [Partner]; Kemira Oyj [NED]; ex-Neste Corporation [VP]				
<b>INDEPENDENT BY PIRC</b>	Y	<b>INDEPENDENT BY COMPANY</b>		Y	

## BOARD COMPOSITION

### BOARD COMPOSITION FOLLOWING THE EGM

	Number	% of Board
Executive Director	2	16.67
Independent NEDs	8	66.67
Connected NEDs	1	8.33
Other	1	8.33

### BOARD COMMITTEES FOLLOWING THE EGM

	Number of Members	% Women	% Independent by PIRC	% Independent by Company
Whole Board	12	33.33	66.67	75.0
Audit	6	33.33	100.0	100.0
Remuneration	5	20.0	80.0	100.0
Nomination	5	20.0	60.0	80.0
CSR	3	66.67	100.0	100.0

**For Private Circulation only**

©Copyright 2021 PIRC Ltd

Researcher: Adam Garside  
Email: [pircresearch@pirc.co.uk](mailto:pircresearch@pirc.co.uk)

Information is believed to be correct but cannot be guaranteed. Opinions and recommendations constitute our judgement as of this date and are subject to change without notice. The document is not intended as an offer, solicitation or advice to buy or sell securities. Clients of Pensions & Investment Research Consultants Ltd may have a position or engage in transaction in any of the securities mentioned.



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>

**Regulated by the Financial Conduct Authority**