
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are any doubt about the course of action to take, please consult your stockbroker, bank manager, solicitor, accountant or other independent professional financial adviser who, if you are taking advice in Ireland, is authorised or exempted under the European Communities (Markets in Financial Instruments) Regulations, 2007, or, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000 of the United Kingdom.

If you have sold all your ordinary shares in Smurfit Kappa Group plc, please forward this document and the Form of Proxy to the agent through whom the sale was effected for transmission to the purchaser.

Smurfit Kappa Group plc

Annual General Meeting
Friday, 9 May 2008 at 10:00 am
The Westbury Hotel, Grafton Street, Dublin 2.

Smurfit Kappa Group plc

Beech Hill, Clonskeagh,
Dublin 4, Ireland.
Tel: +353 (0)1 202 7000
Fax: +353 (0)1 269 4481
Web: www.smurfitkappa.com

11 April 2008

Dear Shareholder,

The first Annual General Meeting (“AGM”) of Smurfit Kappa Group plc (the “Company”) will be held at the Westbury Hotel, Grafton Street, Dublin 2 on 9 May 2008 at 10.00 a.m. I enclose the Notice of the AGM together with a Proxy Form and a copy of the Company’s 2007 Annual Report.

This letter explains the business to be transacted at the AGM.

Resolution 1 relates to receiving and considering the financial statements for the year ended 31 December 2007.

Resolution 2 relates to the approval and payment of a final dividend on the ordinary shares in the capital of the Company in respect of the year ended 31 December 2007. The directors have recommended the payment of a final dividend of EUR 16.05c per share.

Resolution 3 relates to the re-election of directors in accordance with Article 83 of the Company’s Articles of Association. Gary McGann, Anthony Smurfit and Ian Curley will each retire from office and, each being eligible, seek re-election at the AGM. A biography of each director is contained on pages 34 to 35 of the Annual Report.

Resolution 4 relates to the election of directors who were appointed to the Board as additional directors since the last general meeting of the Company in accordance with Article 86 of the Company’s Articles of Association. Article 86 provides that such directors shall hold office only until the following AGM and shall then be eligible for election. Sean Fitzpatrick, Liam O’Mahony, Nicanor Restrepo, Paul Stecko, Rosemary Thorne and Thomas Brodin were each appointed to the Board as a non-executive director since the last general meeting and, being eligible, offer themselves for election.

A formal evaluation of the performance and experience of each of the above non-executive directors has been conducted and the Board is confident that each director being proposed for election will make a valuable contribution to the role. A biography of each director standing for election is contained on pages 34 to 35 of the Annual Report.

Resolution 5 relates to the re-appointment of PricewaterhouseCoopers as auditors of the Company.

Resolution 6 relates to the authority of the directors to determine the remuneration of the auditors.

Resolution 7 is a renewal of the directors’ authority to allot and issue shares in the Company up to an aggregate nominal value of €72,669, representing 33.33% of the total issued ordinary share capital of the Company (excluding treasury shares) on 4 April 2008 (the latest practical date prior to the publication of this circular). No treasury shares are held by the Company. The directors have no current intention of exercising this authority. The authority will remain in place until 8 August 2013, unless previously renewed, revoked or varied.

Resolution 8 relates to the disapplication of statutory pre-emption rights. This Resolution grants the directors the authority to allot shares for cash without being required first to offer such shares to existing shareholders pro-rata. The authority will remain in place until the earlier of, the 2009 AGM or, 8 August 2009, unless previously renewed, revoked or varied. The authority is limited to issuances up to an aggregate nominal value of €10,900 which represents 5% of the total issued ordinary share capital of the Company on 4 April 2008 (the latest practical date prior to the publication of this circular).

Smurfit Kappa Group plc. Registered in Ireland No. 433527. Registered office: Beech Hill, Clonskeagh, Dublin 4.

Directors: SP FitzPatrick Chairman, GPF Beurskens (Neth) Deputy Chairman, G McGann Chief Executive Officer, APJ Smurfit President & Chief Operations Officer, IJ Curley Chief Financial Officer, SM Menco (US), CJ McGowan (US), G Moore (UK), LRJ van Rappard (Neth), L O’Mahony, N Restrepo (Col), P Stecko (US), R Thorne (UK), T Brodin (Swe).

Secretary: M O’Riordan.

Resolution 9 seeks to renew the directors' authority to allow the Company, or any subsidiary thereof, to purchase any of the Company's shares and to set the price at which treasury shares may be re-issued. No more than 10% of the issued share capital of the Company may be acquired under this authority, being approximately 21,800,700 ordinary shares. The minimum price which may be paid for each share is the nominal value thereof and the maximum price will be the higher of (i) the nominal value, (ii) the higher of the price of the last independent trade and the highest current bid as stipulated by Article 5 (1) of Commission Regulation (EC) No. 2273/2003, (iii) 105% of the average price of the shares of the same class in respect of each of the five dealing days prior to the date of purchase by the Company and (iv) (if any) 105% of the average price of the middle market prices for shares of the same class, as derived from the London Stock Exchange Daily Official List in respect of each of the five dealing days prior to the date of purchase by the Company.

The authority will remain in place until the earlier of, the 2009 AGM or, 8 August 2009, unless previously renewed, revoked or varied and shall be exercised only if the directors consider it to be in the best interests of the Company and shareholders generally. The directors do not have any current intention of exercising the authority. The Company has made no decision as to whether any shares purchased under this authority will be cancelled or held in treasury.

The total amount of convertible shares (which may, in certain circumstances, ultimately be converted into ordinary shares in the Company) in issue in the Company and the total amount of ordinary shares issuable pursuant to the conversion of warrants on 4 April 2008 (the latest practical date prior to the publication of this circular) amount to 15,326,648 and 329,080 respectively, which together represent 7.2% of the issued ordinary share capital of the Company on that date. This percentage would increase to 8% if the full authority to buy shares is used.

Resolution 10 relates to the authority of the Company to communicate with shareholders by electronic means and the adoption of amended Articles of Association of the Company to update the existing document in this regard. The Transparency Directive, which came into law in June 2007, authorises companies to use electronic means to convey information to shareholders, for example by emailing documentation directly to shareholders and/or by putting annual reports on the Company website. The current Articles of Association already permit the Company to communicate with its shareholders by electronic means. However, if this resolution is passed it will implement the provisions of the Transparency Directive and specifically allow for communication by email and/or on a section of the Company's website that will be specifically set up for that purpose and the address of which will be notified to shareholders in due course. These changes will also permit the Company to deem those shareholders who have not specifically requested to receive hard copies of documents as having consented to electronic communication. This may suit shareholders who no longer wish to receive bulky mail and allow more efficient communication between the Company and its shareholders.

A copy of the Articles of Association, amended to reflect the proposed changes, may be inspected by shareholders during normal business hours on any weekday (public holidays excepted) at the registered office of the Company at Beech Hill, Clonskeagh, Dublin and at the offices of William Fry, Fitzwilton House, Wilton Place, Dublin 2 from the date of this letter until the close of the AGM and at the location of the AGM for at least 15 minutes before and during the meeting.

Recommendation

The directors believe that the proposals summarised in this letter are in the best interests of the Company and its shareholders as a whole and recommend you to vote in favour of the Resolutions as they are set out in the Notice of AGM as they intend to do themselves in respect of their own ordinary shares.

Yours faithfully,



Sean Fitzpatrick,
Chairman.

Notice of Annual General Meeting

NOTICE is hereby given that the first Annual General Meeting of Smurfit Kappa Group plc will be held at the Westbury Hotel, Grafton Street, Dublin 2, Ireland on 9 May 2008 at 10:00 a.m. for the following purposes:

1. To receive and consider the financial statements of the Company for the year ended 31 December 2007 together with the reports of the directors and auditors thereon.
2. To declare a final dividend on the ordinary shares.
3. To re-elect as directors the following persons who are recommended by the Board for re-election:

Gary McGann (Resolution No. 3(a))
Anthony Smurfit (Resolution No. 3(b))
Ian Curley (Resolution No. 3(c))

4. To elect as a director the following persons who were appointed to the board since the last general meeting and who are recommended to the board for election:

Sean Fitzpatrick (Resolution No. 4(a))
Liam O'Mahony (Resolution No. 4(b))
Nicanor Restrepo (Resolution No. 4(c))
Paul Stecko (Resolution No. 4(d))
Rosemary Thorne (Resolution No. 4(e))
Thomas Brodin (Resolution No. 4(f))

5. To re-appoint PricewaterhouseCoopers as auditors of the Company.
6. To authorise the directors to fix the remuneration of the auditors.
7. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That the directors be and are generally and unconditionally authorised, for the purposes of Article 7.1 of the Articles of Association, to exercise all the powers of the Company to allot and issue relevant securities (as defined by Section 20 of the Companies (Amendment) Act 1983) up to an aggregate nominal amount equal to €72,669. The authority conferred by this resolution shall expire at close of business on 8 August 2013 unless previously renewed, revoked or varied."

8. To consider and, if thought fit, pass the following resolution as a special resolution:

"That, the directors be empowered for the purposes of Article 7.2 of the Articles of Association to allot equity securities (as defined by Section 23 of the Companies (Amendment) Act 1983) for cash as if Section 23(1) of the said 1983 Act did not apply to any such allotment and that, for the purpose of Article 7.2.2 of the Articles of Association, the Section 24 Amount shall, for the Allotment Period (as defined in Article 7.4 of the Articles of Association), be an aggregate nominal amount equal to €10,900. The authority conferred by this resolution shall expire at close of business on the earlier of the date of the next Annual General Meeting of the Company or 8 August 2009 unless previously renewed, revoked or varied; provided that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power hereby conferred had not expired."

9. To consider and, if thought fit, pass the following resolution as a special resolution

"That:

- (a) the Company and/or any subsidiary (as such expression is defined by the European Communities (Public Limited Companies Subsidiaries) Regulations 1997) of the Company be generally authorised to make market purchases (as defined by Section 212 of the Companies Act 1990) of shares of any class of the Company on such terms and conditions and in such manner as the Directors may from time to time determine in accordance with and subject to the provisions of the Companies Act 1990 and to the restrictions and provisions set out in Article 9.4 of the Articles of Association;

- (b) the re-issue price range at which any treasury shares (as defined by Section 209 of the Companies Act 1990) held by the Company may be re-issued off-market shall be the price range set out in Article 10 of the Articles of Association; and
- (c) the authorities hereby conferred shall expire at close of business on the earlier of the date of the next Annual General Meeting of the Company or 8 August 2009 unless previously revoked or renewed in accordance with the provisions of the Companies Act 1990; provided that the Company may after such expiry make a market purchase where the contract of purchase was concluded before the expiry which would or might be executed wholly or partly after the expiry and the directors may purchase shares in pursuance of such contract as if the power hereby conferred had not expired.”

10. To consider and, if thought fit, pass the following resolution as a special resolution:

“That:

- (a) the Company be authorised, subject to and in accordance with the provisions of the Transparency (Directive 2004/109/EC) Regulations, 2007 and the Articles of Association, to send, convey or supply all types of notices, forms, reports, documents, share certificates and other information to the members by means of electronic equipment for the processing (including digital compression), storage and transmission of data, employing wires, radio, optical technologies, or any other electromagnetic means including, without limitation, by sending such notices, documents or information by electronic email and/or by making such notices, forms, reports, documents and/or information available on a website accessible to members; and

- (b) the Articles of Association of the Company be altered in the manner set out below:

- (i) by removing the words “with the consent of the member” where it appears in the first and third lines of subsection 119.1.4 and including “; or” at the end of that subsection, so that it reads as follows:

“119.1.4 by sending it by means of electronic mail or other means of electronic communication approved by the Directors to the address of the member notified to the Company by the member for such purpose; or”;

- (ii) by the insertion of the following wording as new subsection 119.1.5 of the Articles of Association:

“119.1.5 by displaying it on a website (except a share certificate), the address of such shall be notified to the members in writing.”; and

- (iii) by the insertion of the following wording as new subsection 119.4A of the Articles of Association:

“119.4A if a notice or document (other than a share certificate) is displayed on a website pursuant to subsection 119.1.5 it is treated as being delivered when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

BY ORDER OF THE BOARD

M. O’Riordan,
Secretary

Registered Office

Beech Hill
Clonskeagh
Dublin 4
Ireland

11 April 2008

Notes:

1. *Only holders of the ordinary shares in the capital of the Company are entitled to vote on the resolutions.*
2. *Pursuant to Regulation 14 of the Companies Act 1990 (Uncertificated Securities) Regulations 1996, the Company hereby specifies that only those shareholders on the register of members of the Company as at 6:00 p.m. on 7 May 2008 will be entitled to attend and vote at the Annual General Meeting and may only vote in respect of the number of shares registered in their name at that time.*
3. *A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, speak and vote on his or her behalf. A proxy need not be a member of the Company.*
4. *Forms of proxy to be valid must reach the Company's Registrar, Capita Registrars at Unit 5, Manor Street Business Park, Manor Street, Dublin 7 not later than 48 hours before the time appointed for the holding of the meeting or adjourned meeting.*
5. *CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Capita Registrars (ID 7RA08) by 10:00 a.m. on 7 May 2008. For this purpose, this time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Capita Registrars is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act 1990 (Uncertificated Securities) Regulations 1996.*
6. *Where used in this Notice the expression "treasury shares" means any shares in the capital of the Company purchased by the Company and/or any subsidiary (as such expression is defined by the European Communities (Public Limited Companies Subsidiaries) Regulations 1997) of the Company pursuant to the provisions of Part XI of the Companies Act 1990 and held as treasury shares (as defined therein).*