



Signature(s) of Member

Signature of Proxy\*

\* If appointed.



Shareholders are politely requested to bring no more than one guest to the Meeting except by prior written arrangement with the Company Secretary.



**DS Smith Plc**  
Annual General Meeting 2019  
Proxy Card

Voting ID	Task ID	Shareholder Reference Number

Please tick here if this proxy instruction is one of multiple instructions being given (see note 3)		
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<b>Number of shares being voted (see note 2 and 3)</b>	
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I/We being a Member/Members of DS Smith Plc hereby appoint the Chairman of the Meeting, or the following person (see note 2)

Name \_\_\_\_\_

Signature \_\_\_\_\_ Date \_\_\_\_\_


Please mark 'X' to indicate how you wish your proxy to vote (see note 6).

Ordinary Business		For	Against	Vote Withheld			For	Against	Vote Withheld
1	To receive and adopt the Annual Report and Accounts	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	12	To re-appoint Deloitte LLP as Auditors of the Company	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
2	To declare a Final Dividend	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	13	To authorise the Audit Committee to determine the remuneration of the Auditors	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
3	To approve the Annual Report on Remuneration	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	14	To authorise the Directors to allot shares	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
4	To re-elect Mr Davis as a Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	15	To authorise Directors' general powers to disapply pre-emption rights up to five per cent of the issued share capital	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
5	To re-elect Mr Roberts as a Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	16	To authorise Directors' additional powers to disapply pre-emption rights for an additional five per cent for certain transactions	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
6	To re-elect Mr Marsh as a Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	17	To renew the authority for the Company to purchase its own ordinary shares	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
7	To re-elect Mr Britton as a Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	18	To maintain the notice period for general meetings	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
8	To re-elect Ms O'Donovan as a Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>					
9	To elect Mr Robbie as a Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>					
10	To re-elect Ms Smalley as a Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>					
11	To elect Mr Soames as a Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>					

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Freepost RTHJ-CLLL-KBKU  
Equiniti  
Aspect House  
Spencer Road  
LANCING  
BN99 8LU

Map of Directions



Notes on completing the Form of Proxy

- 1
- To be valid, the Form of Proxy must reach Equiniti, Aspect House, Spencer Road, Lancing BN99 8LU by 12 noon on Sunday 1 September 2019.
- 2
- You have the right to appoint some other person(s) of your choice, who need not be a Member, as your proxy to exercise all or any of your rights, to attend, speak and vote on your behalf at the Meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided. If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act in the box provided. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement.
- 3
- You may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. Additional proxy form(s) may be obtained by contacting the Registrars or by photocopying this form. Please indicate in the box provided the number of shares in relation to which the proxy is authorised to act. All forms must be signed and should be returned together in the same envelope.
- 4
- Corporations must execute this form under their Common Seal or under the hand of an authorised officer or attorney.
- 5
- In the case of joint holders, the signature of any one holder will be sufficient, but the names of all the joint holders should be stated.
- 6
- If no specific instructions are given, the proxy will vote or abstain from voting as they think fit on the specified resolutions and, unless instructed otherwise, the person appointed proxy may also vote or abstain from voting as they think fit on any other business (including amendments to resolutions) which may properly come before the meeting.
- 7
- Completion of the Form of Proxy will not preclude a Member from attending and voting in person.
- 8
- The “Vote Withheld” option is not a vote in law and will not be counted in the calculation of votes “For” and “Against” a resolution.
- 9
- If you prefer to return the Form of Proxy in an envelope, then please do so using the following address: FREEPOST RTHJ-CLLL-KBKU, Equiniti Limited, Aspect House, Spencer Road, Lancing, BN99 8LU. A stamp is NOT required if posted in Great Britain, Channel Islands or Northern Ireland.