

Notes on completing the Form of Proxy

These notes should be read in the light of the arrangements for this year's Annual General Meeting described in the Notice of Meeting, which include that anyone seeking to attend in person, other than those designated to form the quorum, will be refused entry.

- 1 To be valid, the Form of Proxy must reach Equiniti, Aspect House, Spencer Road, Lancing BN99 8LU by 9am on Sunday 6 September 2020.
- 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. A proxy need not be a member of the Company but, given the format of the meeting, members are strongly encouraged to appoint the Chairman of the meeting as their proxy, rather than a named person who will not be able to attend 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.

DS Smith Plc Annual General Meeting 2020 Form of Proxy

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Voting ID	Task ID	Shareholder Reference Number

You may submit your proxy electronically @ www.sharevote.co.uk

Please tick here if this proxy instruction is one of multiple instructions being given (see note 3) ☐

Please indicate how you wish to vote on each of the resolutions by marking X in the appropriate box.

Number of shares being voted (see note 2 and 3)

Member (Form of Proxy)

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

as my/our Proxy to attend, speak and vote on my/our behalf at the AGM to be held on 8 September 2020 at 9am and any adjournment thereof.

Signature

Date

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Resolutions

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 financial statements		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13	To re-appoint Deloitte LLP as Auditors of the Company		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	To approve the Remuneration Policy		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14	To authorise the Audit Committee to determine the remuneration of the Auditors		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To approve the Directors' Remuneration Report		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15	To adopt the DS Smith 2020 Sharesave Plan		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	To re-elect Mr Davis as a Director		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16	To adopt the DS Smith Stock Purchase Plan		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	To re-elect Mr Roberts as a Director		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17	To approve the French schedule to the Performance Share Plan		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	To re-elect Mr Marsh as a Director		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18	To authorise the Directors to allot shares		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	To elect Ms Baxter as a Director		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19	To authorise Directors' general powers to disapply pre-emption rights up to five percent of the issued share capital		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	To elect Mr Drabble as a Director		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20	To authorise Directors' additional powers to disapply pre-emption rights for an additional five per cent for certain transactions		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	To elect Ms Kessel as a Director		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	21	To renew the authority for the Company to purchase its own ordinary shares		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	To re-elect Mr Robbie as a Director		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	22	To maintain the notice period for general meetings		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	To re-elect Ms Smalley as a Director		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>						
12	To re-elect Mr Soames as a Director		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>						

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Business Reply Plus
Licence Number
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Equiniti
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