



DS Smith Plc Annual General Meeting 2022

The Annual General Meeting to be held on Tuesday 6 September 2022 at No. 4 Hamilton Place London W1J 7BQ, commencing at 12 noon.

Signature(s) of Member

Name of Proxy*

(Please use block capitals)

Signature of Proxy*

If attending the Meeting, you or your Proxy should sign this card and present it at the entrance to the Meeting Room.

* If appointed.



DS Smith Plc Annual General Meeting 2022 Admittance Card

To be held on Tuesday 6 September 2022 at No. 4 Hamilton Place London W1J 7BQ, commencing at 12 noon.

Nearby tube stations: Hyde Park Corner and Green Park

Shareholders are reminded that only members and proxy holders will be admitted to the Meeting, except by prior written arrangement with the Company Secretary.

DS Smith Plc Annual General Meeting 2022 Proxy Card

Voting ID

Task ID

Shareholder Reference Number

You may submit your proxy electronically at 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 Chair 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 6 September 2022 at 12 noon and any adjournment thereof.

Signature

Date

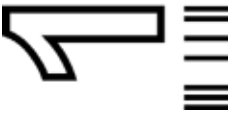
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Resolutions

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"/>		11	To re-elect Ms Smalley as a Director		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2	To declare a final dividend		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		12	To appoint Ernst & Young LLP as Auditors of the Company		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3	To approve the Annual Report on Remuneration		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		13	To authorise the Audit Committee to determine the remuneration of the Auditors		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4	To re-elect Mr Drabble as a Director		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		14	To authorise the Directors to allot shares		<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"/>		15	To authorise Directors' general powers to disapply pre-emption rights up to five per cent of the issued share capital		<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"/>		16	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"/>	
7	To re-elect Ms Baxter as a Director		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		17	To renew the authority for the Company to purchase its own ordinary shares		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
8	To elect Mr Johnson as a Director		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		18	To maintain the notice period for general meetings		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
9	To re-elect Ms Kessel as a Director		<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"/>								

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.



Business Reply Plus
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Equiniti
Aspect House
Spencer Road
LANCING
BN99 8EG

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 4 September 2022.
- 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 Chair of the Meeting, 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.

Members have the right to request information to enable them to determine that their vote was validly recorded and counted. If you wish to receive this information please contact our Registrars, Equiniti, on 0371 384 2197 if calling from the UK or +44 (0)121 415 7047 if calling from overseas. Lines are open from 8.30am to 5.30pm Monday to Friday, excluding bank holidays in England and Wales. Alternatively you can write to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.

The Annual Report for the year ended 30 April 2022 is now available on the Company’s website at www.dssmith.com For direct access to this document, please type the following link into your web browser: www.dssmith.com/investors/annual-reports

If you wish to receive a further hard copy of the Company’s Annual Report or other shareholder documentation, please call 0371 384 2197 or write to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, stating your name, shareholding and shareholder reference number.