

This document is important and requires your immediate attention. If you are in any doubt about the course of action to take you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser.

If you have sold all your shares in Kerry Group plc please forward this document to the agent through whom the sale was effected for transmission to the purchaser.

Kerry Group plc

Notice of Annual General Meeting and Letter from the Chairman

Notice of the Annual General Meeting of Kerry Group plc to be held on Wednesday 2 May 2012 at the Brandon Hotel, Tralee, Co Kerry is set out on page 2 of this document.
A Form of Proxy relating to the meeting is enclosed.



Notice of Annual General Meeting

To each member

Notice is hereby given that the Annual General Meeting of Kerry Group plc will be held at the Brandon Hotel, Tralee, Co Kerry on Wednesday 2 May 2012 at 2pm for the following purposes:

As Ordinary Business

1. *To receive and consider the accounts for the year ended 31 December 2011 and the Directors' and Auditors' Reports thereon.*
2. *To declare a final dividend as recommended by the Directors.*
3. *To re-elect the following Directors who were appointed to the Board since the previous Annual General Meeting and who, in accordance with Article 102 of the Articles of Association of the Company, retire and being eligible, offer themselves for re-election:*
 - (a) Ms. Joan Garahy
 - (b) Mr. James C. Kenny
 - (c) Mr. Michael Teahan
 - (d) Mr. Philip Toomey
4. *To re-elect the following Directors who retire by annual rotation and who, being eligible, offer themselves for re-election:*
 - (a) Mr. Denis Buckley
 - (b) Mr. Gerry Behan
 - (c) Mr. Kieran Breen
 - (d) Mr. Denis Carroll
 - (e) Mr. Michael Dowling
 - (f) Mr. Patrick G. Flahive
 - (g) Mr. Noel Greene
 - (h) Mr. Flor Healy
 - (i) Mr. Stan McCarthy
 - (j) Mr. Brian Mehigan
 - (k) Mr. Gerald O'Hanlon
 - (l) Mr. Denis Wallis
5. *To authorise the Directors to fix the remuneration of the Auditors.*

As Special Business

6. *To consider and, if thought fit, pass the following ordinary resolution:*

To receive and consider the Remuneration Report for the year ended 31 December 2011.
7. *To consider and, if thought fit, pass the following ordinary resolution:*

That the Directors are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities within the meaning of Section 20 of the Companies (Amendment) Act, 1983. The maximum amount of the relevant securities which may be allotted under the authority hereby conferred shall be 17,000,000 unissued A Ordinary Shares in the capital of the Company. The authority hereby conferred shall expire on 2 August 2013 unless and to the extent that such authority is renewed, revoked or extended prior to such date. The Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement, notwithstanding that the authority hereby conferred has expired.

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

That the Directors are hereby empowered pursuant to Sections 23 and 24 (1) of the Companies (Amendment) Act, 1983 to allot equity securities within the meaning of the said Section 23 for cash as if Section 23(1) of the said Act did not apply to any such allotment provided that this power shall expire on 2 August 2013 unless and to the extent that such authority is renewed, revoked or extended prior to such date, save 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 an offer or agreement as if the power conferred by this paragraph had not expired and provided that the maximum amount of equity securities (within the meaning of the said Section 23) which may be allotted under this authority shall not exceed in aggregate the equivalent of 5% of the issued A Ordinary Share Capital of the Company at the date hereof.

9. *To consider, and, if thought fit, pass the following special resolution:*

That the Company be and is hereby authorised to purchase A Ordinary shares on the market (as defined in Section 212 of the Companies Act 1990), in the manner provided for and within the price ranges set out in Article 13A of the Articles of Association of the Company, up to a maximum of 5% of the A Ordinary shares in issue at the date of the passing of this resolution. This authority shall expire at the close of business on the date of the Annual General Meeting in 2013.

By order of the Board

Brian Durran
Group Secretary

Registered Office: Prince's Street, Tralee, Co Kerry, Ireland
2 April 2012

Notes:

- (a) Every member of the Company entitled to attend and vote at the above meeting may appoint a proxy (who need not be a member of the Company) to attend, speak and vote on his/her behalf. For this purpose an instrument of proxy is enclosed with the notice. Shareholders may also cast their vote(s) electronically and the procedure for this is set out on page 4 of this letter and in the notes contained in the proxy form accompanying this letter. Appointment of a proxy will not preclude a member from attending and voting at the meeting.
- (b) There are no contracts of service which are required to be available for inspection at the meeting.
- (c) The Registers required to be maintained by the Company under Section 59 and 80 of the Companies Act, 1990 will be available for inspection to any person attending the Annual General Meeting for fifteen minutes prior to and until the conclusion of the meeting.
- (d) Copies of the Directors' appointment letters will be available for inspection to any person attending the Annual General Meeting for fifteen minutes prior to and until the conclusion of the meeting.

Letter from the Chairman to Shareholders

2 April 2012

Dear Shareholder

Please find enclosed a copy of the 2011 Annual Report together with Proxy form, Attendance Card and the Notice convening the Annual General Meeting of the Company to be held at the Brandon Hotel on Wednesday 2 May 2012 at 2pm. The purpose of this letter is to explain the various resolutions to be considered by shareholders at the meeting.

Ordinary Business

1. Report and Accounts

This is a resolution to consider the audited financial statements of the Company for the year ended 31 December 2011.

2. Dividend

The Board has recommended a final dividend of 22.4 cent per share which is in addition to the interim dividend of 9.8 cent per share paid in November 2011. Subject to approval by shareholders at the AGM the final dividend will be paid on 11 May 2012 to shareholders registered on the record date 13 April 2012.

3. Re-election of (a) Ms. Joan Garahy, (b) Mr. James C. Kenny, (c) Mr. Michael Teahan and (d) Mr. Philip Toomey

Each of the above Directors were appointed to the Board since the previous AGM. Under the provisions of Article 102 of the Company's Articles of Association they are required to retire at the forthcoming Annual General Meeting at which they will be offering themselves for re-election.

4. Re-election of (a) Mr. Denis Buckley, (b) Mr. Gerry Behan, (c) Mr. Kieran Breen, (d) Mr. Denis Carroll, (e) Mr. Michael Dowling, (f) Mr. Patrick G. Flahive, (g) Mr. Noel Greene, (h) Mr. Flor Healy, (i) Mr. Stan McCarthy, (j) Mr. Brian Mehigan, (k) Mr. Gerard O'Hanlon, (l) Mr. Denis Wallis

In accordance with the provisions of the UK Corporate Governance Code the aforementioned Directors are required to retire by rotation at the AGM and, being eligible, they are offering themselves for re-election.

The performance of all Directors has been formally evaluated and the Board considers that the performance of each continues to be effective and they individually demonstrate commitment to their roles as Directors.

The biographical details of the Directors, the subject of re-election, are set out in the Annual Report. The Board recommends the re-election of all Directors seeking re-election.

5. To authorise the Directors to fix the remuneration of the Auditors

This is a resolution authorising the Board to fix the remuneration of the Auditors in line with agreed terms of engagement as approved by the Audit Committee.

Special Business

6. Remuneration Report (Ordinary Resolution)

Resolution 6 is to receive and consider the Remuneration Report as set out on pages 60 to 67 in the Annual Report. The resolution is an advisory resolution only and is being put to shareholders in accordance with the Company's commitment to best corporate governance practice.

7. Section 20 Authority to allot shares (Ordinary Resolution)

This resolution proposes to grant authority to the Board of Directors to allot shares in the Company up to a maximum of 17,000,000 shares which authority shall expire on the 2 August 2013 unless and to the extent that it is renewed, revoked or extended prior to such date.

8. Disapplication of pre-emption rights (Special Resolution)

This resolution proposes to renew the power given to the Board of Directors to allot shares in the Company for cash on a non pro-rata basis should it so decide provided that the maximum number of shares to be allotted under the authority shall not exceed in aggregate the equivalent of 5% of the issued ordinary shares at the date the resolution is passed. The authority shall likewise expire on the 2 August 2013 unless and to the extent that it is renewed, revoked or extended prior to that date.

9. Purchase of own shares (Special Resolution)

This resolution proposes to grant authority to the Company to make market purchases of its own shares in accordance with the provisions and at the price ranges contained in the Company's Articles of Association. The authority will expire on the date of the Annual General Meeting in 2013. The maximum amount of shares that may be purchased by the Company under this authority is 5% of the issued share capital at the date of the passing of the resolution.

The Directors believe that the resolutions to be proposed at the meeting are in the best interests of the Company and its shareholders as a whole and recommend that you vote in favour of the resolutions. The Directors intend to vote in favour of the resolutions in respect of their own beneficial holdings of A Ordinary Shares, amounting in total, at 1 March 2012, to 449,792 A Ordinary Shares, representing approximately 0.26% of the issued A Ordinary share capital of the Company.

Every shareholder of the Company entitled to attend and vote at the Annual General Meeting may appoint a Proxy (who need not be a shareholder of the Company) to attend, speak and vote on his/her behalf. A personalised Proxy form is enclosed with the Annual Report. If you decide to appoint a Proxy it will not preclude you from attending and voting at the meeting.

Should you have any queries in relation to the contents of the correspondence enclosed please contact:

Kerry Group plc
Share Registration Department
Prince's Street
Tralee
Co. Kerry
Tel: + 353 66 718 2000
or by email to registrar@kerry.ie

Yours faithfully



Denis Buckley
Chairman

Attendance at Meeting

Attached to the Proxy Form is an Attendance Card which should be brought with you to the meeting to ensure ease of admission. Failure to bring this card may result in you being asked to provide identification in order to gain entry to the meeting and access may be delayed or refused as a result.

Electronic Proxy Voting

Voting via the Internet

An easy to use service to access your share account details and vote on-line is available on Kerry Group's website at www.kerrygroup.com/shareholder.

To log in simply enter your surname and your Shareholder Reference Number (SRN) as quoted on the accompanying Proxy Form. If shares are held electronically in CREST you will need to insert your Crest Participant ID and sub-account number.

To vote click the 'Vote' button and follow the on-screen prompts to record your vote. When you complete your voting input your PIN number (as quoted on the accompanying Proxy Form) and click the 'Submit' button.

Voting via CREST

CREST participants may also submit their votes through the CREST system.