
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 (Passport or Driving Licence) in order to gain entry to the meeting and access may be delayed or refused as a result.

Kerry Group plc

NOTICE OF ANNUAL GENERAL MEETING 2014

The Brandon Hotel, Tralee, Co Kerry, Ireland
Thursday 1 May 2014 at 2pm



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

Letter from the Chairman to Shareholders

3 April 2014

Dear Shareholder

Please find enclosed a copy of the 2013 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 Thursday 1 May 2014 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 receive and consider the audited financial statements of the Company for the year ended 31 December 2013.

2. *Dividend*

The Board has recommended a final dividend of 28 cent per share which is in addition to the interim dividend of 12 cent per share paid in November 2013. Subject to approval by shareholders at the Annual General Meeting the final dividend will be paid on 9 May 2014 to shareholders registered on the record date 11 April 2014.

3. *Re-election of (a) Mr Michael Ahern, (b) Dr Hugh Brady, (c) Mr James Devane and (d) Mr John Joseph O'Connor.*

The aforementioned Directors were appointed to the Board since the previous Annual General Meeting. 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 Michael Dowling, (d) Ms Joan Garahy, (e) Mr Flor Healy, (f) Mr James Kenny, (g) Mr Stan McCarthy, (h) Mr Brian Mehigan and (i) Mr Philip Toomey.*

In accordance with the provisions of the UK Corporate Governance Code the aforementioned Directors are required to retire by rotation at the Annual General Meeting 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)*

This resolution is to receive and consider the Remuneration Report as set out on 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 20,000,000 A Ordinary shares which authority shall expire on 1 August 2015 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 A ordinary shares in issue at the date the resolution is passed. The authority shall likewise expire on 1 August 2015 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 2015. The maximum amount of shares that may be purchased by the Company under this authority is 5% of the A ordinary shares in issue at the date of the passing of the resolution.

10. *To approve the proposed amendments to the Articles of Association of the Company (Special Resolution)*

The Board has proposed that 5 amendments be made to the Articles of Association of the Company. A copy of the Articles of Association showing the amendments that would be made if this resolution were to be approved by shareholders, will be available for inspection on the Company's website [www.kerrygroup.com/investors/Annual General Meeting](http://www.kerrygroup.com/investors/Annual%20General%20Meeting) and during normal business hours on any weekday (public holidays excepted) at the registered office of the Company at Prince's Street, Tralee, Co Kerry from the date of this letter to the close of business of the Annual General Meeting and at the location of the Annual General Meeting at least 15 minutes before and until the conclusion of the meeting.

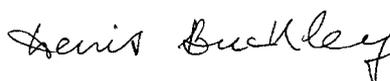
A summary of the amendments proposed is as follows:

1. To replace existing Regulation 73 with a new Regulation to give the Directors authority to approve the format of proxy forms as the sample proxy form contained in the existing Regulation 73 is obsolete.
2. It is proposed to extend the provisions of existing Regulation 127 to empower the Board to:-
 - (i) Permit dividends to be paid by electronic means.
 - (ii) Require shareholders (should the Board decide) to nominate an account into which dividends may be paid electronically. Should shareholders not provide such an account dividend monies payable to them will be held by the Company until such time as an account is nominated.
 - (iii) Allow the company use any dividends unclaimed after 1 year from the due payment date for the purpose of the Company's business until such time as the said dividends are claimed.
 - (iv) Provide for the forfeiture of any dividends remaining unclaimed after a period of 12 years from due payment date.
3. To insert a new Regulation to provide for the manner in which shares held by untraced members may be dealt with by the Board.
4. To insert a new Regulation permitting the company to destroy instruments of transfer after 6 years and likewise to destroy share certificates, dividend mandates and change of address notifications after 2 years subject to the provisions contained in the said Regulation.
5. To add a new Regulation to give authority to the Board to extend its use of electronic communication.

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 3 March 2014, to 491,594 A Ordinary Shares, representing approximately 0.28% of the issued A Ordinary share capital of the Company.

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, Ireland
Tel: + 353 66 718 2000
Email: registrar@kerry.ie



Yours faithfully
Denis Buckley
Chairman

Kerry Group plc

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 Thursday 1 May 2014 at 2pm for the following purposes:

As Ordinary Business

- To receive and consider the accounts for the year ended 31 December 2013 and the Directors' and Auditors' Reports thereon.*
- To declare a final dividend as recommended by the Directors.*
- 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 offer themselves for re-election*
 - Mr Michael Ahern
 - Dr Hugh Brady
 - Mr James Devane
 - Mr John Joseph O'Connor

- 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 Michael Dowling | (d) Ms Joan Garahy |
| (e) Mr Flor Healy | (f) Mr James Kenny |
| (g) Mr Stan McCarthy | (h) Mr Brian Mehigan |
| (i) Mr Philip Toomey | |

- To authorise the Directors to fix the remuneration of the Auditors.*

As Special Business

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

To receive and consider the Remuneration Report for the year ended 31 December 2013.

- 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 20,000,000 unissued A Ordinary Shares in the capital of the Company. The authority hereby conferred shall expire on 1 August 2015 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.

- 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 1 August 2015 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.

- 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 2015.

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

That the Articles of Association of the Company be and are hereby amended as follows:

- By the deletion of existing Regulation 73 thereof and the substitution thereof of the following:

73. An instrument of proxy shall be in such form as may be approved from time to time by the Board of Directors.

- That Regulation 127 be amended by the addition thereto of the paragraphs set out hereunder immediately following the final sentence of the existing Regulation:-

Any such dividend or other distribution may also be paid in a currency other than Euro and by any method (including electronic funds transfer, direct debit and bank transfer) which the Directors consider appropriate and any member who elects for such method of payment shall be deemed to have accepted all of the risks inherent therein. The debiting of the Company's account in respect of the relevant amount shall be evidence of good discharge of the Company's obligations in respect of any payment made by any such methods.

If the Directors decide that payment will be made by electronic transfer to an account (of a type approved by the Directors) nominated by a holder or joint holders, but no such account is nominated by the holder or joint holders or an electronic transfer into a nominated account is rejected or refunded, the Company may credit the amount payable to an account of the Company to be held until the holder nominates a valid account.

All dividends unclaimed for one year after having been declared may be invested or otherwise made use of by the Board for the benefit of the Company until claimed. If any dividend shall have remained unclaimed for at least twelve years after the same became payable the Board may forfeit the same, and after such forfeiture no member or other person shall have any right to or claim in respect of such dividend.

- By the insertion of new Regulations set out below immediately following existing Regulation 142:

143. The Company may sell any shares in the Company on behalf of a holder of, or person entitled by transmission or otherwise to, shares, if:-

- the shares have been in issue throughout the qualifying period and at least three cash dividends have become payable on the shares during the qualifying period; and
- no cash dividend payable on the shares has either been claimed by presentation to the paying bank of the relative cheque or warrant or been satisfied by the crediting of any account which the holder has with the Company, whether in the sole name of such holder or jointly with another person or persons, or by the transfer of funds to a bank account designated by the holder of, or person entitled by transmission or otherwise to, the shares at any time during the relevant period; and
- the Company has not at any time during the relevant period received, so far as the Company at the end of the relevant period is then aware, any written communication from the holder of, or person entitled by transmission or otherwise to, the shares; and
- the Company has caused advertisements giving notice of its intention to sell the shares to be published in a leading daily newspaper with a national circulation in the State and another in a newspaper circulating in the area of the address shown in the register of the holder of, or person entitled by transmission or otherwise to, the specified shares, and a period of three months has elapsed from the date of publication of both advertisements; and
- the Company has given written notice to the Irish and London Stock Exchanges of its intention to make the sale.

For the purposes of this Article:

"the qualifying period" means the period of twelve years immediately preceding the date of publication of the relevant advertisements referred to in sub-paragraph (d) above;

"the relevant period" means the period beginning at the commencement of the qualifying period and ending on the date when all the requirements of sub-paragraphs (a) to (e) above have been satisfied.

For the purposes of sub-paragraph (c) above, a statutory declaration made after the relevant period that the declarant is a Director of the Company or the Secretary and that the Company was not aware at the end of the relevant period of having at any time during the relevant period received any written communication from the holder of, or person entitled by transmission or otherwise to, the shares shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the shares.

If, after the publication of the advertisement referred to in sub-paragraph (d) above but before the Company has become entitled to sell the shares pursuant to this Article, the requirements of sub-paragraph (b) or (c) above cease to be satisfied, the Company may nevertheless become entitled to sell those shares after the requirements of sub-paragraphs (a) to (e) above have been satisfied afresh in relation to them.

If during the relevant period further shares have been issued in right of those held at the beginning of that relevant period or of any previously so issued during that relevant period and all the requirements of sub-paragraphs (b) to (e) above have been satisfied in regard to the further shares, the Company may also sell the further shares.

The manner, timing and terms of any sale of shares pursuant to this Article (including but not limited to the price or prices at which the sale is made shall be such as the Directors determine, based upon advice from such bankers, brokers or other persons as the Directors consider appropriate which are consulted by it for the purposes, to be reasonably practicable having regard to all the circumstances including the number of shares to be disposed of and the requirement that the disposal be made without delay, and the Directors shall not be liable to any person for any of the consequences of reliance on such advice.

To give effect to any sale of shares pursuant to this Article the Directors may take such steps as the Directors consider are necessary or desirable in order to effect such sale and, for this purpose, may authorise a specified person to transfer the shares in question and may enter the name of the transferee in respect of the transferred shares in the register notwithstanding the absence of any share certificate being lodged in respect thereof and may issue a new certificate to the transferee and an instrument of transfer executed by that specified person or such other method of transfer as is employed by that specified person shall be as effective as if it had been executed or employed by the holder of, or person entitled by transmission or otherwise to, the shares. The purchaser shall not be bound to see to the application of the purchase moneys nor shall his title to the shares be affected by any act or omission on the part of the Company, the Directors or the specified person in the proceedings relating to the sale.

The Company shall account to the holder or other person entitled to such shares for the net proceeds of such shares by carrying all moneys in respect thereof to a separate account which shall be a permanent debt of the Company and the Company shall be deemed to be a debtor and not a trustee in respect thereof for such holder or other person. Moneys carried to such separate account may be either employed in the business of the Company or invested in such investments as the Directors may, at their sole discretion, think fit, from time to time.

144. The Company shall be entitled to destroy all instruments of transfer which have been registered at any time after the expiration of six years from the date of registration thereof, all notifications of change of address howsoever received at any time after the expiration of two years from the date of recording thereof and all share certificates and dividend mandates which have been cancelled or ceased to have effect at any time after the expiration of two years from the date of such cancellation or cessation of effect. It shall be presumed conclusively in favour of the Company that every entry in the Register purporting to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made and every instrument duly and properly registered and every share certificate so destroyed was a valid and effective document duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company. Provided always that:-

- (a) the provision aforesaid shall apply only to the destruction of a document in good faith and without written notice of any claim (regardless of the parties thereto) to which the document might be of material relevance;
- (b) nothing herein contained shall be construed as imposing upon the Company any liability in respect of the destruction of any document earlier than as aforesaid or in any other circumstances which would not attach to the Company in the absence of this Article; and
- (c) references herein to the destruction of any document include references to the disposal thereof in any manner.

145.

1 Notwithstanding any other provision of these Articles, whenever any person (including without limitation the Company, a Director, the Secretary, any officer of the Company, a member or any other person) is required or permitted by these Articles or otherwise to give or receive information in

writing, such information may be given or received in electronic form, whether as an electronic communication or otherwise in such manner or form and subject to such restrictions as the Directors shall determine from time to time in their absolute discretion and subject to the following provisions of this Article.

- 2 Subject to paragraph 3 of this Article, the manner or form (including any relevant restrictions) of or relating to electronic communication between the Company, the Directors, the Secretary, the officers of the Company, the members or any other person shall be governed by such terms and conditions of electronic communications as may be made by the Directors at any time and from time to time. The Directors may at any time supplement, vary or revoke any such terms and conditions.
- 3 The Company and its Directors, Secretary or officers shall not be compelled to receive or to send electronic communications or information in electronic form under these Articles or otherwise until such time as the Directors shall have advised (pursuant to any terms and conditions of electronic communication or otherwise) the recipient or giver, as the case may be, in writing of the manner, form and restrictions (if any) by which such information may be sent or received.
- 4 The terms and conditions of electronic communication issued by the Directors pursuant to this Article may include, without limitation, provisions designed to:
 - (a) ensure the security of electronic communication;
 - (b) establish and authenticate the identity of the giver or recipient, as the case may be, of the information;
 - (c) record the consent of the giver or recipient, as the case may be, to the transmission of the information by electronic means or in electronic form; and
 - (d) prescribe the method of determining the date and time at which any electronic communication is to be treated as sent or received.
- 5 For the avoidance of doubt, any giver or recipient of information who has notified the Company in writing of his election to give or receive information in electronic form whether as an electronic communication or otherwise may at any time, by notice given in accordance with the terms and conditions of electronic communication issued by the Directors, elect to give or receive the information in any one of the other forms permitted by these Articles.
- 6 Without limitation of any other term of this Article, an electronic communication shall not be treated as received by the Company if it is rejected by computer virus protection arrangements.
- 7 Nothing in the preceding provisions of this Article shall affect any requirement of the Acts or any other laws that a particular offer, notice or other document be served in any particular manner.
- 8 The signature (whether electronic signature, an advanced electronic signature or otherwise) to any notice to be given by the Company may be written (in electronic form or otherwise) or printed.

By order of the Board

Brian Durran

Group Secretary

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

3 April 2014

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 in 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.
- (e) Copies of the proposed amended Articles of Association of the Company 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.

The following information is provided to shareholders in accordance with the Shareholders' Rights (Directive 2007/36/EC) Regulations 2009

1. Conditions for participating in the meeting

Every shareholder, irrespective of how many Kerry Group plc shares he/she holds, has the right to attend, speak, ask questions and vote at the Annual General Meeting. Completion of a Form of Proxy will not affect his/her right to attend, speak, ask questions and/or vote at the meeting in person.

2. Appointment of Proxy

Where a shareholder is unable to attend the Annual General Meeting in person, a proxy (or proxies) may be appointed to attend, speak, ask questions and vote on their behalf. For this purpose the Form of Proxy has been sent to each shareholder. A proxy need not be a shareholder of the Company. A shareholder may appoint the Chairman of the Company or another individual as his/her proxy. A shareholder may appoint a proxy by completing the enclosed Form of Proxy, making sure to sign and date the form and return it in the pre-paid envelope to the Group Secretary, Kerry Group plc, Prince's Street, Tralee, Co Kerry to be received no later than 2pm on 29 April 2014. If a shareholder appoints someone other than the Chairman as proxy, the shareholder must fill in the contact details of his/her representative underneath the wording "I /We hereby appoint" on the Form of Proxy.

Shareholders may also appoint a proxy electronically by visiting our website www.kerrygroup.com/shareholder and submitting their proxy details. They will be asked to enter their Surname together with a Shareholder Reference Number (SRN), a PIN (both of which can be found on the Form of Proxy) and agree to certain terms and conditions. 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. 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 the CREST system 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 Kerry Group plc (ID 7RA87) by 2pm on 29 April 2014. For this purpose, the 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 Kerry Group plc is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. If a shareholder appoints the Chairman or another person as a proxy to vote on his/her behalf, the shareholder should make sure to indicate how he/she wishes his/her votes to be cast by ticking the relevant boxes on the Form of Proxy.

Completing and returning a Form of Proxy will not preclude a shareholder from attending and voting at the meeting should he/she so wish.

3. Record Date for Annual General Meeting

The Company, pursuant to Section 134A of the Companies Act, 1963 and pursuant to Regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996, has specified that only those shareholders registered in the register of members of the Company as at 5pm on 29 April 2014 (or in the case of an adjournment as at 48 hours before the time appointed for the holding of the adjourned meeting) shall be entitled to attend, speak, ask questions and vote at the meeting in respect of the number of shares registered in their names at the time. Changes in the register after that time will be disregarded in determining the right of any person to attend, speak, ask questions and/or vote at the meeting or the number of votes any shareholder may have in the case of a poll vote.

4. How to exercise voting rights

Shareholders have several ways to exercise their right to vote:

- (a) by attending the Annual General Meeting in person;
- (b) by appointing the Chairman or another person as a proxy to vote on their behalf either in writing or electronically;
- (c) by appointing a proxy via the CREST System if they hold their shares in CREST.

In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members.

5. Tabling agenda items

A shareholder, or group of shareholders acting together, who hold at least 3% of the issued share capital of the Company has the right to put an item on the agenda of the Annual General Meeting. In order to exercise this right, written details of the item to be included in the Annual General Meeting agenda together with a written explanation why the item is to be included in the agenda and evidence of the shareholding must be received by post by the Group Secretary, Kerry Group plc, Prince's Street, Tralee, Co Kerry, or by email to registrar@kerry.ie no later than 2pm on 19 March 2014 (i.e. 42 days before the Annual General Meeting). An item cannot be included in the Annual General Meeting agenda unless it is accompanied by a written explanation and received at either of these addresses by the stated deadline.

6. Tabling draft resolutions

A shareholder, or group of shareholders acting together, who hold at least 3% of the issued share capital of the Company has the right to table a draft resolution for inclusion in the agenda of the Annual General Meeting subject to any contrary provision in company law. In order to exercise this right, the text of the draft resolution and evidence of the shareholding must be received by post by the Group Secretary, Kerry Group plc, Prince's Street, Tralee, Co Kerry, or by email to registrar@kerry.ie no later than 2pm on 19 March 2014 (i.e. 42 days before the Annual General Meeting). A resolution cannot be included in the Annual General Meeting agenda unless it is received at either of these addresses by this deadline. Shareholders are reminded that there are provisions in company law which impose other conditions on the right of shareholders to propose resolutions at a general meeting of a company.

7. How to ask a question before or at the meeting

The Annual General Meeting is an opportunity for shareholders to put questions to the Chairman during the question and answer session. Before the Annual General Meeting, a shareholder may also submit a question in writing by sending a letter and evidence of their shareholding at least four business days before the Annual General Meeting (i.e. 24 April 2014) by post to the Group Secretary, Kerry Group plc, Prince's Street, Tralee, Co Kerry, or by email to registrar@kerry.ie.

8. How to request/inspect documentation relating to the meeting.

The annual financial statements, Auditors' Report and Report of Directors are contained in the Company's Annual Report which will be despatched to shareholders on 3 April 2014 and will also be available on the Company's website. Should a shareholder not receive a Form of Proxy, or should a shareholder wish to be sent copies of these documents, they may request this by telephoning the Group Secretary's office on + 353 66 718 2000, or by email to registrar@kerry.ie or by writing to the Group Secretary at the address set out above.

9. Further information

This Annual General Meeting notice, details of the total number of shares and voting rights at the date of giving this notice, the documents to be submitted to the meeting, copies of any draft resolutions and copies of the forms to be used to vote by proxy are available on the Company's website at www.kerrygroup.com/investors/agma.