

Kerry Group plc Annual General Meeting

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

Registration opens at 1.30pm. Please bring this with you and present it personally to gain admittance to the meeting.

Shareholder Reference Number (SRN):

IMPORTANT: Above is how your address appears on the register of members. If this information is incorrect please contact Kerry Group plc Share Registration Department on +353 66 718 2000

FORM OF PROXY

TO VOTE USING THE INTERNET

Go to www.kerrygroup.com/shareholder

You will be asked to enter your Surname and Shareholder Reference Number (SRN) to login.

To Vote: You will be asked to agree to certain terms and conditions and to input your PIN.

To view the notice and related documents online go to www.kerrygroup.com/investors/agma

Shareholder Reference Number (SRN):

PIN Number:

EXPLANATORY NOTES:

- This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. Kerry Group plc accepts no liability for any instruction that does not comply with these conditions.
- Every shareholder has the right to appoint some other person(s) of their choice who need not be a shareholder as his/her proxy to exercise all or any of his/her rights, to attend, speak, ask questions and vote on their 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 (see reverse). A shareholder may appoint more than one proxy to attend and vote at the meeting provided each proxy is appointed to exercise rights attached to different shares held by that shareholder. If the proxy is being appointed in relation to less than your full voting entitlement, please enter into the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for the designated account. If this form is signed but without any indication as to how the person appointed proxy shall vote he/she will exercise his/her discretion as to how he/she votes and whether or not he/she abstains from voting. Where a poll is taken at the meeting, a shareholder, present in person or proxy, holding more than one share is not required to cast all their votes in the same way.
- To appoint more than one proxy, additional proxy forms may be obtained by contacting the Company on +353 66 7182000 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- To be effective, the completed Form of Proxy together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, must be deposited with the Company before the deadline set out below. A shareholder wishing to appoint a proxy by electronic means may do so on www.kerrygroup.com/shareholder. Details of the requirements are set out above. A shareholder who wishes to appoint more than one proxy by electronic means must contact the Company by sending an email to registrar@kerry.ie.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the Issuers Agent (7RAB7) not later than 2pm on 29 April 2014. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the Issuers Agent is able to retrieve the message. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act 1990 (Uncertificated Securities) Regulations 1996.
- The vote 'Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However it should be noted that a 'Withheld' vote is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' or 'Against' a resolution.
- Pursuant to Section 134A of the Companies Act 1963 and Regulation 14 of the Companies Act 1990 (Uncertificated Securities) Regulations 1996, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company at close of business on the day which is two days before the date of the meeting or in the case of an adjournment as at 48 hours before the time of the adjourned meeting. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- The appointment of a proxy will not preclude a member from attending the meeting and voting in person.
- Any alterations made to this form should be initialled.

Shareholders:

To be effective, all votes must be lodged with Kerry Group plc, Share Registration Department, Prince's Street, Tralee, Co Kerry or via the website as set out above or through CREST not later than 2pm on 29 April 2014.

POLL CARD ONLY TO BE COMPLETED AT THE AGM IF A POLL IS CALLED

	For	Against	Withheld
1 Report & Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Declaration of Dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-elect the following Directors (in accordance with Article 102)			
(a) Mr Michael Ahern	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Dr Hugh Brady	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Mr James Devane	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) Mr John Joseph O'Connor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect the following Directors (in accordance with the UK Corporate Governance Code)			
(a) Mr Denis Buckley § ¶	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Mr Gerry Behan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Mr Michael Dowling § †	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) Ms Joan Garahy † ¶	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) Mr Flor Healy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) Mr James Kenny § ¶	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(g) Mr Stan McCarthy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Withheld
(h) Mr Brian Mehigan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(i) Mr Philip Toomey †	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Remuneration of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Ordinary Resolution (Remuneration Report)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Ordinary Resolution (Section 20 Authority)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Special Resolution (Disapplication of Section 23)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Special Resolution (To authorise the company to make market purchases of its own shares)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Special Resolution (To approve the proposed amendments to the Articles of Association)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

† Denotes member of Audit Committee.
 § Denotes member of Nomination Committee.
 ¶ Denotes member of Remuneration Committee.

Signature _____

FORM OF PROXY

Return this section of the form only.

To be effective, all votes must be lodged with Kerry Group plc, Share Registration Department, Prince's Street, Tralee, Co Kerry or via the website or through CREST not later than 2pm on 29 April 2014. (see notes overleaf)

I/We hereby appoint the Chairman of the Meeting OR the following person (please leave the box blank if you have selected the Chairman)

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Shareholder Reference Number (SRN):

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company convened for the Brandon Hotel, Tralee, Co Kerry on Thursday 1 May 2014 at 2pm and at any adjournment thereof.

Mark with a tick inside the box as shown in this example

* See Note 3 overleaf.

Please tick here to indicate that this proxy appointment is one of multiple appointments being made

	For	Against	Withheld
1 Report & Accounts	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Declaration of Dividend	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-elect the following Directors (in accordance with Article 102)			
(a) Mr Michael Ahern	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Dr Hugh Brady	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Mr James Devane	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) Mr John Joseph O'Connor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect the following Directors (in accordance with the UK Corporate Governance Code)			
(a) Mr Denis Buckley § ¶	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Mr Gerry Behan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Mr Michael Dowling § †	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) Ms Joan Garahy † ¶	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) Mr Flor Healy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) Mr James Kenny § ¶	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(g) Mr Stan McCarthy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(h) Mr Brian Mehigan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(i) Mr Philip Toomey †	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Remuneration of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Ordinary Resolution (Remuneration Report)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Withheld
7 Ordinary Resolution (Section 20 Authority)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Special Resolution (Disapplication of Section 23)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Special Resolution (To authorise the company to make market purchases of its own shares)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Special Resolution (To approve the proposed amendments to the Articles of Association)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

† Denotes member of Audit Committee.
 § Denotes member of Nomination Committee.
 ¶ Denotes member of Remuneration Committee.

I/We direct my/our proxy to vote on the resolutions proposed at the meeting as indicated on this form. Where no instruction appears above as to how the proxy should vote the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

	/ /
Signature	Date

In the case of a body corporate, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).