

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 2015

**The Brandon Hotel, Tralee, Co Kerry, Ireland
Thursday 30 April 2015 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.



1 April 2015

Dear Shareholder

Please find enclosed a copy of the 2014 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 30 April 2015 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 2014.

2. Dividend

The Board has recommended a final dividend of 31.5 cent per share which is in addition to the interim dividend of 13.5 cent per share paid in November 2014. Subject to approval by shareholders at the Annual General Meeting the final dividend will be paid on 15 May 2015 to shareholders registered on the record date 10 April 2015.

3. Re-election of

- (a) Mr Patrick Casey
- (b) Dr Karin Dorrepaal

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 Michael Ahern
- (b) Mr Gerry Behan
- (c) Dr Hugh Brady
- (d) Mr James Devane
- (e) Mr Michael Dowling
- (f) Ms Joan Garahy
- (g) Mr Flor Healy
- (h) Mr James Kenny
- (i) Mr Stan McCarthy
- (j) Mr Brian Mehigan
- (k) Mr John Joseph O'Connor
- (l) 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 30 July 2016 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 30 July 2016 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 2016. 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.

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 2 March 2015, to 354,435 A Ordinary Shares, representing approximately 0.20% 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



Michael Dowling
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 30 April 2015 at 2pm for the following purposes:

As Ordinary Business

- 1. To receive and consider the accounts for the year ended 31 December 2014 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 offer themselves for re-election**
 - (a) Mr Patrick Casey
 - (b) Dr Karin Dorrepaal
- 4. To re-elect the following Directors who retire by annual rotation and who, being eligible, offer themselves for re-election**
 - (a) Mr Michael Ahern
 - (b) Mr Gerry Behan
 - (c) Dr Hugh Brady
 - (d) Mr James Devane
 - (e) Mr Michael Dowling
 - (f) Ms Joan Garahy
 - (g) Mr Flor Healy
 - (h) Mr James Kenny
 - (i) Mr Stan McCarthy
 - (j) Mr Brian Mehigan
 - (k) Mr John Joseph O'Connor
 - (l) Mr Philip Toomey

- 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 2014.
- 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 20,000,000 unissued A Ordinary Shares in the capital of the Company. The authority hereby conferred shall expire on 30 July 2016 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 30 July 2016 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 2016.

By order of the Board Brian Durran Group Secretary

Registered office: Prince's Street, Tralee, Co. Kerry, Ireland.
1 April 2015

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 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.

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 28 April 2015. 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 28 April 2015. 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 28 April 2015 (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 18 March 2015 (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 18 March 2015 (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. 23 April 2015) 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 1 April 2015 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/aggm.