KERRY GROUP plc ANNUAL GENERAL MEETING

Brandon Hotel, Tralee, Co Kerry on Thursday 30 April 2015 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 your address as it appears on the register of members. If this information is incorrect please contact Kerry Group plc Share Registration Department on +353 66 7182000.

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/agm

Explanatory notes:

1. This form is issued only to the addressee(s) and is specific to the unique designated account printed herein. 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.

2. 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.

3. 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.

4. 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 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.

5. 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.

6. Pursuant to Section 134A of the Companies Act 1963 and Regulation 14 of the Companies Act 1986 (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.

7. 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.

8. The appointment of a proxy will not preclude a member from attending the meeting and voting in person.

9. The appointment of a proxy will not preclude a member from attending the meeting and voting in person.

10. 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 28 April 2015.
POLL CARD

ONLY to be completed at the AGM if a poll is called

1 Report & Accounts
2 Declaration of Dividend
3 To re-elect the following Directors (in accordance with Article 102)
   (a) Mr Patrick Casey
   (b) Dr Karin Dorrepaal
3 To re-elect the following Directors (in accordance with the UK Corporate Governance Code)
   (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

4 To re-elect the following Directors (in accordance with Article 102)
   (a) Mr Patrick Casey
   (b) Dr Karin Dorrepaal

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 28 April 2015. (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)

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 30 April 2015 at 2pm and at any adjournment thereof.

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

Signature

Date

FOR INFORMATION ONLY

FOR INFORMATION ONLY