

## KERRY GROUP PLC

# Annual General Meeting – Special Business

The following items of Special Business were passed at the Annual General Meeting held on 29 April 2021.

### Resolution 6 (Ordinary Resolution)

To receive and consider the Directors' Remuneration Report (other than the Remuneration Policy in Section C) as set out on pages 119 to 149 of the Annual Report for the year ended 31 December 2020.

### Resolution 7 (Ordinary Resolution)

To receive and consider the Remuneration Policy contained in Section C of the Directors' Remuneration Report as set out on pages 126 to 133 of the Annual Report for the year ended 31 December 2020.

### Resolution 8 (Ordinary Resolution)

That the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 1021 of the Companies Act, 2014), to include the reissue of treasury shares, if any, provided that:

- > the maximum amount of relevant securities which may be allotted under this authority shall be 20,000,000 unissued A Ordinary Shares in the capital of the Company; and
- > the authority conferred by this resolution will expire on the earlier of the conclusion of the 2022 AGM and close of business on 28 July 2022 unless and to the extent that it 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 relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of such offer or agreement, as if such authority had not expired.

### Resolution 9 (Special Resolution)

Subject to Resolution 8 herein being passed, that the Directors be and are hereby empowered pursuant to Article 5 of the Articles of Association of the Company and Sections 1022 and 1023 of the Companies Act, 2014 to allot equity securities (within the meaning of the said Section 1023) for cash, to include the reissue of treasury shares, if any, as if Section 1022(1) of the said Act did not apply to any such allotment, provided that:

- > this power shall be limited to allotments of up to 8,835,899 A Ordinary Shares and allotments in connection with or pursuant to any rights issue, open offer or other invitation to or in favour of holders of shares in the Company in proportion as nearly as may be to such holders' holdings of such shares, subject to such limits, exclusions, adjustments or other arrangements as the Directors consider expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems under the laws of or the requirements of any relevant regulatory body, securities market or stock exchange, in any territory, or any matter whatsoever; and
- > the authority conferred by this resolution will expire on the earlier of the conclusion of the 2022 AGM and close of business on 28 July 2022 unless and to the extent that it 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 such power had not expired.

### **Resolution 10 (Special Resolution)**

That subject to Resolutions 8 and 9 herein being passed, the Directors be and are hereby empowered pursuant to Sections 1022 and 1023 of the Companies Act, 2014 to allot equity securities (within the meaning of the said Section 1023) for cash, to include the reissue of treasury shares, if any, as if Section 1022(1) of the said Act did not apply to any such allotment, provided that:

- > this power shall be limited to allotments of up to an additional 8,835,899 A Ordinary Shares in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which will have taken place in the preceding six-month period and is disclosed in the announcement of the allotment; and
- > the authority conferred by this resolution shall expire on the earlier of the conclusion of the 2022 AGM and close of business on 28 July 2022 unless and to the extent that it 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 such power had not expired.

### **Resolution 11 (Special Resolution)**

That the Company (and any subsidiary of the Company) be and is hereby authorised to make market purchases and overseas market purchases (as defined in Section 1072 of the Companies Act, 2014 and to include making a contract of purchase which is or may be executed wholly or partly after the expiry of this authority) of A Ordinary Shares in the capital of the Company in the manner provided for and within the price ranges set out in the Articles of Association of the Company provided that:

- > the maximum number of A Ordinary Shares which may be acquired under this authority shall not exceed 5% of the A Ordinary Shares in issue at the date of the passing of this resolution; and
- > the authority conferred by this resolution shall expire on the earlier of the conclusion of the 2022 AGM and close of business on 28 July 2022 unless and to the extent that it is renewed, revoked or extended prior to such date, save that the Company (or any subsidiary) may make such a purchase after such expiry pursuant to a contract of purchase concluded before such expiry.

### **Resolution 12 (Ordinary Resolution)**

That the rules of the Kerry Group plc 2021 Long-Term Incentive Plan (the 'LTIP') produced to the AGM and initialled by the Group Secretary for the purpose of identification, be approved and the directors of the Company be authorised to:

- (a) make such modifications to the LTIP as they may consider appropriate, to take account of best practice and for the implementation of the LTIP, and to adopt the LTIP as so modified, and to do all such other acts and things as they may consider appropriate to implement the LTIP; and
- (b) establish further plans based on the LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any A Ordinary Shares made available under such plans are treated as counting against the limits on individual participation and the overall dilution limits applicable to the LTIP.