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 (7RA87) not later than 2pm on 2 May 2017. For this purpose, the time of receipt 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(3)(b) of the Companies Act 1990 (Uncertificated Securities) Regulations 1996.

6. The vote ‘Withheld’ option is not 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.

7. Pursuant to Section 1105 of the Companies Act 2006 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 4:30 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.

8. 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.

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.
### Poll Card

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

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**For Against Withheld**

1. Report & Accounts
2. Declaration of Dividend
3. To re-elect the following Directors
   - (a) Mr Gerry Behan
   - (b) Dr Hugh Brady  
   - (c) Dr Karin Dorrepaal
   - (d) Mr Michael Dowling
   - (e) Ms Joan Garahy
   - (f) Mr Flor Healy
   - (g) Mr James Kenny
   - (h) Mr Stan McCarthy
   - (i) Mr Brian Mehigan
   - (j) Mr Tom Moran
   - (k) Mr Philip Toomey

4. Remuneration of Auditors
5. Directors Remuneration Report
6. Authority to issue Ordinary Shares
7. Disapplication of pre-emption rights
8. Authority to make market purchases of the Company’s Ordinary Shares

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

**Signature**

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### 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 2 May 2017. (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, 4 May 2017 at 2pm and at any adjournment thereof.

**Signature**

Date

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* See Note 3 overleaf.

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

Shareholder Reference Number (SRN):

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For Information Only

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