

Attendance Card

KERRY

KERRY GROUP plc ANNUAL GENERAL MEETING

Brandon Hotel, Tralee, Co Kerry on Thursday 2 May 2019 at 2pm

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

SRN:

PIN:

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.

To vote online Go to www.kerrygroup.com/proxy

You will be asked to enter your Shareholder Reference Number (SRN) and PIN. You will also be asked to agree to certain terms and conditions. To view the notice and related documents online go to www.kerrygroup.com/agma

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 **30 April 2019**. (see notes overleaf)

I/We hereby appoint the Chairman of the Meeting OR _____ (see note 3 overleaf) 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 2 May 2019 at 2pm and at any adjournment thereof. I/We direct my/our proxy to vote on the resolutions set out in the Notice convening the Meeting as instructed and in respect of other resolutions that may arise at the Meeting as the proxy thinks fit. This proxy may be exercised in respect of all/_____ (see note 4 overleaf) shares registered in my/our name(s).

Please tick here only if this proxy appointment is one of multiple appointments being made (see note 6 overleaf)

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

Ordinary Business

	For	Against	Withheld
1 To receive and consider the Financial Statements and the Directors and Auditors Reports thereon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To declare a final Dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To elect the following Directors			
(a) Ms Marguerite Larkin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Mr Christopher Rogers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect the following Directors			
(a) Mr Gerry Behan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Dr Hugh Brady	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Mr Gerard Culligan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) Dr Karin Dorrepaal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) Ms Joan Garahy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) Mr James C Kenny	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(g) Mr Tom Moran	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(h) Mr Con Murphy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(i) Mr Edmond Scanlon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(j) Mr Philip Toomey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Withheld
5 Authority to determine the Auditors remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Business

6 Consideration of Directors' Remuneration Report (excluding Section C)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Authority to issue Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Authority to disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Authority to disapply pre-emption rights for an additional 5% for specified transactions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Authority to make market purchases of the Company's own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SRN:

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 / /
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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).

Explanatory notes:

1. 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.
2. A shareholder who is entitled to attend, speak, ask questions and vote at the Annual General Meeting is entitled to appoint a proxy of their choice who need not be a shareholder, to exercise all or any of his/her rights, to attend, speak, ask questions and vote on their behalf at the meeting.
3. If you wish to appoint a person other than the Chairman, please insert his/her name and address in the space provided and delete “the Chairman of the meeting OR” and initial the changes.
4. If the proxy is being appointed in relation to less than your full voting entitlement, please enter into the space provided 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 Form of Proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for the designated account.
5. 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.
6. 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. To appoint more than one proxy, please contact the Share Registration Department, Kerry Group plc, Prince's Street, Tralee, Co Kerry (+353 66 718 2000) for additional proxy forms. Please indicate in the space provided 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.
7. To be effective, the completed Form of Proxy together with any power of attorney or other authority under which it is executed, or a notorially 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/proxy. Details of the requirements are set out overleaf. 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.
8. 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 Kerry Group plc (ID No: 7RA87) not later than 2pm on 30 April 2019. 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 Kerry Group plc 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 (as amended).
9. 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.
10. Pursuant to Section 1105 of the Companies Act 2014 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 30 April 2019 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.
11. 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.
12. The completion and return of the Form of Proxy (or the submission of proxy instructions electronically) will not preclude a member from attending the meeting and voting in person.
13. Any alterations made to this Form of Proxy should be initialled.
14. Kerry Group plc is committed to protecting the privacy and security of your personal data and it is only used for the purpose for which it is provided. For details on how we use your personal data please refer to Kerry's Shareholder Privacy Policy on <https://www.kerrygroup.com/help/kerry-group-shareholder/>

To be effective, 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 30 April 2019.