

Kerry Group plc Extraordinary General Meeting 2021

Kerry Global Technology & Innovation Centre, Millennium Park, Naas, Co. Kildare, W91 W923

Thursday 28th January 2021 at 2pm

SRN:

PIN:

Important Note

Kerry Group plc ("the Company") will hold the Extraordinary General Meeting ("EGM") at the Company's Global Technology & Innovation Centre which is located in Millennium Park, Naas, Co. Kildare. In line with the Irish Government Restrictions* to control the spread of COVID-19 and to limit and mitigate risks to the health and safety of our shareholders, employees and directors, the EGM will be held with the minimum necessary quorum of 3 shareholders present in person, (which will be facilitated by the Chairman of the meeting). While no other shareholder may attend the EGM in person, all shareholders are invited to join the EGM via webcast. Please note that while the webcast will enable shareholders to join the meeting it will not facilitate shareholder voting. As the conditions for the holding of the EGM may change at short notice shareholders are encouraged to consult the Company's website and to keep up to date with Government announcements.

ENSURE YOUR VOTE IS COUNTED: All resolutions at the EGM will be put to a poll (which includes proxy votes received prior to the EGM). Shareholders are therefore encouraged to submit their proxy votes as soon as possible but in any event no later than 48 hours before the scheduled start time of the EGM to ensure their vote is counted. **The Board recommend that shareholders appoint the Chairman of the meeting as their proxy** rather than another person who may not be permitted to attend the EGM in person. Proxy voting can be carried out by availing of one of the following options: 1) postal voting by completing this Form of Proxy; 2) via the Company's website at www.kerrygroup.com/proxy; or 3) via the CREST system for those shareholders who hold their shares in CREST.

*Government Framework for Restrictive Measures, Resilience and Recovery 2020-2021 : Living with COVID-19.

To be effective, votes must be lodged with Kerry Group plc, Share Registration Department, Prince's Street, Tralee, Co. Kerry, V92 EH11 or via the website or through CREST not later than 2pm on 26th January 2021.

To vote using the internet

Go to kerrygroup.com/proxy

You will be asked to enter your Shareholder Reference Number (SRN) and PIN (printed above).

To join the EGM via webcast

Go to kerrygroup.com/investors/investor-centre/egm

You will be asked to enter your Shareholder Reference Number (SRN) (printed above).

Form of Proxy (PLEASE RETURN THIS FORM TO ENSURE YOUR VOTE IS COUNTED)

I/We hereby appoint the Chairman of the Meeting OR _____ as my/our proxy to vote for me/us on my/our behalf at the EGM of the Company to be held on the 28th January 2021 at 2pm at the Company's Global Technology & Innovation Centre, Millennium Park, Naas, Co. Kildare, W91 W923 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. This proxy may be exercised in respect of all/_____ shares registered in my/our name(s) (see note 4 overleaf).

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

Special Resolutions

	For	Against	Withheld
1 Consent to the Migration from CREST to Euroclear Bank's central securities depository	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Amendment of the Articles of Association of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Ordinary Resolution

3 Authorisation to the Company to take all necessary steps to effect the Migration	<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 / /
-----------	----------

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 Extraordinary General Meeting ("EGM") 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". As physical attendance at the EGM may not be possible due to Irish Government Restrictions*, the Board recommend that shareholders appoint the Chairman of the meeting as their proxy. Where a poll is taken at the meeting, a shareholder, present in person or by proxy, holding more than one share is not required to cast all their votes in the same way.
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.
6. 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 not later than 48 hours before the scheduled start time of the EGM. A shareholder wishing to appoint a proxy by electronic means may do so on www.kerrygroup.com/proxy. You will be asked to enter your shareholder reference number (SRN) and PIN (both printed overleaf). To appoint 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 48 hours before the scheduled start time of the EGM. 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).
7. 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.
8. 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 6pm on the 26th January 2021 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.
9. 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.
10. Any alterations made to this Form of Proxy should be initialled.
11. Before the EGM, Shareholders may submit questions by email to registrar@kerry.ie or by post to Kerry Group plc, Share Registration Department, Prince's Street, Tralee, Co. Kerry, V92 EH11, to be received no later than 4 days before the scheduled start time of the EGM. The shareholder's SRN must be quoted on all questions. Any questions received by the due date, relating to the business of the meeting, will be summarised and published, together with their answers, on the Company's website on the day of the EGM.

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 our website at <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, V92 EH11 or via the website or through CREST not later than 2pm on 26th January 2021.