

# Attendance Card



## Kerry Group plc

Kerry Group plc Annual General Meeting  
Brandon Hotel, Tralee, Co Kerry on 10 May 2011 at 2pm

Barcode



Shareholder Reference Number:

Number

2nd Shareholder

3rd Shareholder

4th Shareholder

(Detach here)

# Proxy Form

## Annual General Meeting to be held on 10 May 2011

(See Notes Overleaf)



Number of Shares:

(See Note 3 Overleaf)

I/We being a member/members of Kerry Group plc hereby appoint the Chairman of the meeting or failing him..... 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 Tuesday 10 May 2011 at 2pm and at any adjournment thereof.

Please indicate with an 'X' in the spaces below how you wish the proxy to vote (see note 4 overleaf).

		Vote For	Vote Against	Vote Withheld
1	Report & Accounts			
2	Declaration of Dividend			
3	(a) (i) Re-election of Mr Kieran Breen (in accordance with Article 102)			
	(ii) Re-election of Mr Patrick Flahive (in accordance with Article 102)			
3	(b) (i) Re-election of Mr Denis Buckley <sup>§</sup> (in accordance with Combined Code)			
	(ii) Re-election of Mr Gerry Behan (in accordance with Combined Code)			
	(iii) Re-election of Mr Denis Carroll <sup>‡</sup> (in accordance with Combined Code)			
	(iv) Re-election of Mr Michael Dowling <sup>§</sup> (in accordance with Combined Code)			
	(v) Re-election of Mr Michael Fleming (in accordance with Combined Code)			
	(vi) Re-election of Mr Noel Greene (in accordance with Combined Code)			
	(vii) Re-election of Mr Flor Healy (in accordance with Combined Code)			
	(viii) Re-election of Mr Kevin Kelly <sup>§</sup> (in accordance with Combined Code)			
	(ix) Re-election of Mr Stan McCarthy (in accordance with Combined Code)			
	(x) Re-election of Mr Brian Mehigan (in accordance with Combined Code)			
	(xi) Re-election of Mr Gerard O'Hanlon (in accordance with Combined Code)			
	(xii) Re-election of Mr Denis Wallis <sup>‡</sup> (in accordance with Combined Code)			
4	Remuneration of Auditors			
5	Ordinary Resolution (Remuneration Report)			
6	Ordinary Resolution (Section 20 Authority)			
7	Special Resolution (Disapplication of Section 23)			
8	Special Resolution (To authorise the company to make market purchases of its own shares)			

<sup>‡</sup> Denotes member of Audit Committee. <sup>§</sup> Denotes member of Remuneration and Nomination Committee.

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

Signature .....

# Proxy Voting through the Internet

Shareholders may vote on-line 24 hours a day 7 days a week.

To vote go to [www.kerrygroup.com/shareholder](http://www.kerrygroup.com/shareholder). You will be asked to enter your Surname and Shareholder Reference Number to login.

To register your vote you will be asked to agree to certain terms and conditions and to input your PIN number.

Your Shareholder Reference Number and PIN number are set out to the right.

Barcode

Shareholder Reference Number:

PIN Number:

# Poll Card (To be completed only at the meeting if a poll is called)

		Vote For	Vote Against	Vote Withheld
1	Report & Accounts			
2	Declaration of Dividend			
3	(a) (i) Re-election of Mr Kieran Breen (in accordance with Article 102)			
	(ii) Re-election of Mr Patrick Flahive (in accordance with Article 102)			
3	(b) (i) Re-election of Mr Denis Buckley <sup>§</sup> (in accordance with Combined Code)			
	(ii) Re-election of Mr Gerry Behan (in accordance with Combined Code)			
	(iii) Re-election of Mr Denis Carroll <sup>‡</sup> (in accordance with Combined Code)			
	(iv) Re-election of Mr Michael Dowling <sup>§‡</sup> (in accordance with Combined Code)			
	(v) Re-election of Mr Michael Fleming (in accordance with Combined Code)			
	(vi) Re-election of Mr Noel Greene (in accordance with Combined Code)			
	(vii) Re-election of Mr Flor Healy (in accordance with Combined Code)			
	(viii) Re-election of Mr Kevin Kelly <sup>§‡</sup> (in accordance with Combined Code)			
	(ix) Re-election of Mr Stan McCarthy (in accordance with Combined Code)			
	(x) Re-election of Mr Brian Mehigan (in accordance with Combined Code)			
	(xi) Re-election of Mr Gerard O'Hanlon (in accordance with Combined Code)			
	(xii) Re-election of Mr Denis Wallis <sup>‡</sup> (in accordance with Combined Code)			
4	Remuneration of Auditors			
5	Ordinary Resolution (Remuneration Report)			
6	Ordinary Resolution (Section 20 Authority)			
7	Special Resolution (Disapplication of Section 23)			
8	Special Resolution (To authorise the company to make market purchases of its own shares)			

<sup>‡</sup> Denotes member of Audit Committee. <sup>§</sup> Denotes member of Remuneration and Nomination Committee.

(Detach here) 

Signature .....

## Notes in relation to the completion and return of the Proxy Form

- 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.
- 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 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 1 share is not required to cast all their votes in the same way.
- 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.
- 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](http://www.kerrygroup.com/shareholder). 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](mailto:registrar@kerry.ie).
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However it should be noted that a 'Vote Withheld' 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.
- Pursuant to Section 134A of the Companies Act 1963 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 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.
- 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 the 8 May 2011. 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 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.
- 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.
- The appointment of a proxy will not preclude a member from attending the meeting and voting in person.
- Any alterations made to this form should be initialled.
- Overleaf is how your address appears on the register of members. If this information is incorrect please contact the Company on +353 66 7182000 to request a change of address form or go to [www.kerrygroup.com/shareholder](http://www.kerrygroup.com/shareholder) to download a copy of the form.

**To be effective, all votes must be lodged via the website as set out overleaf, through CREST or at:**

Kerry Group plc  
Share Registration Department  
Prince's Street  
Tralee  
Co Kerry

not later than 2pm on 8 May 2011.