

Attendance Card



KERRY GROUP PLC ANNUAL GENERAL MEETING 2023

Brandon Hotel, Tralee, Co. Kerry, Ireland.

Thursday 27 April 2023 at 2pm

Registration opens at 1.30p.m. **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 incorrect please contact Kerry Group plc, Share Registration Department on +353 66 718 2000.

Form of Proxy

RETURN THIS SECTION OF THE FORM ONLY



To vote using the internet

Go to www.kerry.com/shareholder/proxy

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

To be effective, votes must be lodged with Kerry Group plc, Share Registration Department, Prince's Street, Tralee, Co. Kerry, V92 EH11, Ireland, or via the website not later than 2pm on 25 April 2023.

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 Annual General Meeting of Kerry Group plc (the "**Company**") to be held on **Thursday 27 April 2023** at 2pm at the Brandon Hotel, Tralee, Co. Kerry, Ireland and 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/ _____ shares registered in my/our name(s).

Please tick here only if this proxy appointment is one of multiple appointments being made ☐

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

	For	Against	Withheld		For	Against	Withheld
1 To review the Company's affairs and to receive and consider the Financial Statements for the year ended 31 December 2022, together with the reports of the Directors and the Auditors thereon.	☐	☐	☐	5 Authority to determine the Auditors remuneration.	☐	☐	☐
2 To declare a final dividend.	☐	☐	☐	6 Authority to convene an Extraordinary General Meeting on 14 days notice for the passing of an Ordinary Resolution.	☐	☐	☐
3 To elect the following Director:				7 To receive and consider the Directors' Remuneration Report (excluding Section C).	☐	☐	☐
(a) Mr Patrick Rohan	☐	☐	☐	8 Authority to issue Ordinary Shares.	☐	☐	☐
4 To re-elect the following Directors:				9 Authority to disapply pre-emption rights.	☐	☐	☐
(a) Mr Gerry Behan	☐	☐	☐	10 Authority to disapply pre-emption rights for an additional 5% for specified transactions.	☐	☐	☐
(b) Dr Hugh Brady	☐	☐	☐	11 Authority to make market purchases of the Company's own shares.	☐	☐	☐
(c) Ms Fiona Dawson	☐	☐	☐	12 To approve the Kerry Global Employee Share Plan.	☐	☐	☐
(d) Dr Karin Dorrepaal	☐	☐	☐				
(e) Ms Emer Gilvarry	☐	☐	☐				
(f) Mr Michael Kerr	☐	☐	☐				
(g) Ms Marguerite Larkin	☐	☐	☐				
(h) Mr Tom Moran	☐	☐	☐				
(i) Mr Christopher Rogers	☐	☐	☐				
(j) Mr Edmond Scanlon	☐	☐	☐				
(k) Mr Jinlong Wang	☐	☐	☐				

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/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).

Poll card ONLY TO BE COMPLETED AT THE AGM IF A POLL IS CALLED

	For	Against	Withheld
1 To review the Company's affairs and to receive and consider the Financial Statements for the year ended 31 December 2022, together with the reports of the Directors and the Auditors thereon.	☐	☐	☐
2 To declare a final dividend.	☐	☐	☐
3 To elect the following Director:			
(a) Mr Patrick Rohan	☐	☐	☐
4 To re-elect the following Directors:			
(a) Mr Gerry Behan	☐	☐	☐
(b) Dr Hugh Brady	☐	☐	☐
(c) Ms Fiona Dawson	☐	☐	☐
(d) Dr Karin Dorrepaal	☐	☐	☐
(e) Ms Emer Gilvarry	☐	☐	☐
(f) Mr Michael Kerr	☐	☐	☐
(g) Ms Marguerite Larkin	☐	☐	☐
(h) Mr Tom Moran	☐	☐	☐
(i) Mr Christopher Rogers	☐	☐	☐
(j) Mr Edmond Scanlon	☐	☐	☐
(k) Mr Jinlong Wang	☐	☐	☐

	For	Against	Withheld
5 Authority to determine the Auditors remuneration.	☐	☐	☐
6 Authority to convene an Extraordinary General Meeting on 14 days notice for the passing of an Ordinary Resolution.	☐	☐	☐
7 To receive and consider the Directors' Remuneration Report (excluding Section C).	☐	☐	☐
8 Authority to issue Ordinary Shares.	☐	☐	☐
9 Authority to disapply pre-emption rights.	☐	☐	☐
10 Authority to disapply pre-emption rights for an additional 5% for specified transactions.	☐	☐	☐
11 Authority to make market purchases of the Company's own shares.	☐	☐	☐
12 To approve the Kerry Global Employee Share Plan.	☐	☐	☐

Signature: _____

EXPLANATORY NOTES

- 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.
- A shareholder who is entitled to attend, speak, ask questions and vote at the Annual General Meeting ("AGM") 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. 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".
- 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 of their votes in the same way.
- 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.
- 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.
- 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, V92 EH11, Ireland (+353 66 718 2000) or by email to registrar@kerry.ie 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.
- 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 AGM. A shareholder wishing to appoint a proxy by electronic means may do so on www.kerry.com/shareholder/proxy. You will be asked to enter your shareholder reference number (SRN) and PIN (both printed overleaf).
- Euroclear Bank participants and those who hold their interests in the Company as CREST Depository Interests should consult with their stockbroker or other intermediary, as applicable, at the earliest opportunity, for further information on the processes and timelines for appointing a proxy and/or voting at the AGM through the respective systems.
- 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.
- 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 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.
- Any alterations made to this Form of Proxy should be initialled.
- Only those shareholders registered on the Company's register of members at the record date specified in the Notice of the AGM shall be entitled to attend and vote at the AGM or, if relevant, any adjournment thereof. Changes to entries on the Company's register of members after that time will be disregarded in determining the rights of any person to attend and vote at the AGM.
- 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 Privacy Policy on our website at www.kerry.com/kerry-privacy-policy.

To be effective, votes must be lodged with Kerry Group plc, Share Registration Department, Prince's Street, Tralee, Co. Kerry, V92 EH11, Ireland, or via the website not later than 2pm on 25 April 2023.