



Attendance at the Meeting

Attached to the Form of Proxy is an Attendance Card which should be brought with you to the meeting to ensure ease of admission. Failure to bring this card may result in you being asked to provide identification (Passport or Driving Licence) in order to gain entry to the meeting and access may be delayed or refused as a result.

Kerry Group plc

Notice of Annual General Meeting 2022

Thursday 28 April 2022 at 2pm

Brandon Hotel, Tralee, Co. Kerry, Ireland

This document and the accompanying Form of Proxy are important and require your immediate attention.

If you are in any doubt about the contents of this document and what action you should take, you are recommended to consult your independent professional adviser, who is authorised or exempted under the European Union (Markets in Financial Instruments) Regulations 2017 (as amended) or the Investment Intermediaries Act 1995 (as amended), if you are resident in Ireland, or who is authorised under the Financial Services and Markets Act 2000 (as amended), if you are resident in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside Ireland or the United Kingdom.

If you sell or otherwise transfer or have sold or otherwise transferred all of your Kerry Group plc

shares, please forward this document and any other documentation (with the exception of the personalised Form of Proxy) to the purchaser or transferee of such shares or to the stockbroker, or other agent through whom the sale or transfer is/was effected for onward transmission to the purchaser or transferee.

A Form of Proxy relating to the meeting accompanies this document. To be valid, Forms of Proxy for use at the Annual General Meeting may be completed electronically at www.kerrygroup.com/proxy or sent by post to Kerry Group plc, Share Registration Department, Prince's Street, Tralee, Co. Kerry, V92 EH11, Ireland, to be received no later than 2pm on Tuesday 26 April 2022.

COVID-19 Notice

The meeting will be held in accordance with prevailing Government COVID-19 related restrictions and public health guidance, if any. As the meeting arrangements could change at short notice any such change will be communicated to shareholders by way of Regulatory Information Service (RIS) and will be available on our website at www.kerrygroup.com/agm. Shareholders are also encouraged to keep up to date with, and follow, Government restrictions and public health guidance, if any, as circumstances may change at short notice.

Kerry Group plc

LETTER FROM THE CHAIRMAN TO SHAREHOLDERS, 25 MARCH 2022

Dear Shareholder

Please find enclosed a Form of Proxy and the Notice convening the Annual General Meeting (the "AGM") of the Company, to be held at the Brandon Hotel, Tralee, Co. Kerry, Ireland on 28 April 2022 at 2pm. The well-being of Kerry's shareholders and other stakeholders is a primary concern for the Board of Directors, the meeting will therefore be held in accordance with prevailing Government COVID-19 related restrictions and public health guidelines, if any.

The purpose of this letter is to explain the various resolutions to be considered by shareholders at the meeting.

Resolution 1

This resolution is to review the Company's affairs and to receive and consider the Financial Statements of the Company for the year ended 31 December 2021, together with the Reports of the Directors and Auditors thereon.

Resolution 2

This is a resolution to declare a final dividend of 66.7 cent per A Ordinary Share for the year ended 31 December 2021. If approved, the final dividend will be paid on 6 May 2022 to shareholders registered on the record date 8 April 2022. This dividend is in addition to the interim dividend of 28.5 cent per share paid to shareholders on 12 November 2021.

Resolution 3

This resolution relates to the election of Ms Fiona Dawson and Mr Michael Kerr, both of whom were appointed to the Board since the 2021 AGM. Under the provisions of the Articles of Association of the Company, the aforementioned Directors are required to submit themselves for election by shareholders (by separate resolutions).

The Board recommends that Ms Dawson and Mr Kerr be elected.

Resolution 4

This resolution relates to the re-election of Directors. Having served ten years on the Board, I will retire from the Board following the conclusion of the 2022 AGM and will not seek re-election at the meeting. All other Directors (apart from Mr Culligan and Mr Murphy) will, as recommended by the UK Corporate Governance Code, retire from the Board and will seek re-election (by separate resolutions) at the AGM. Mr Culligan and Mr Murphy will retire from the Board following the conclusion of the 2022 AGM and accordingly will not seek re-election at the meeting.

The performance of all Directors has been formally evaluated and the Board considers that the performance of each continues to be effective and they individually demonstrate commitment to their role as Directors. The biographical details of the Directors are set on pages 87 to 89 of the Annual Report.

The Board recommends that shareholders vote in favour of the resolutions to re-elect Directors.

Resolution 5

This resolution relates to the authority of the Directors to determine the remuneration of the Auditors in line with the agreed terms of engagement as approved by the Audit Committee.

Resolution 6

This resolution relates to the current maximum aggregate amount of fees payable to the Non-Executive Directors in any one year (currently €1,500,000 which was agreed by the shareholders in Annual General Meeting in 2008). This resolution proposes to increase the threshold to €2,000,000 in respect of the year ended 31 December 2022 and subsequent years unless otherwise determined by shareholders in General Meeting.

Resolution 7

This resolution is to receive and consider the Directors' Remuneration Report (excluding the Remuneration Policy in Section C) as set out on pages 121 to 151 of the Annual Report. The resolution is an advisory resolution only and is being put to shareholders in accordance with Section 1110N of the Companies Act 2014.

Resolution 8

This resolution proposes to authorise Directors to allot shares in the Company up to an aggregate nominal amount of €2,500,000. This represents approximately 11.3% of the A Ordinary Shares in issue as of the latest practicable date prior to the publication of this letter. The Company has no treasury shares in issue. This authority will expire on the earlier of the conclusion of the 2023 AGM and close of business on 27 July 2023 unless and to the extent that it is renewed, revoked or extended prior to such date. The Directors have no current intention to exercise the authority to be conferred by this resolution.

Resolution 9

This resolution proposes to renew the Directors' authority to allot shares in the Company for cash without first being required to offer such shares to existing shareholders on a pro-rata basis up to an aggregate nominal amount of €1,105,313 (representing 5% of the A Ordinary Shares in issue as of the latest practicable date prior to the publication of this letter). This authority will expire on the earlier of the conclusion of the 2023 AGM and close of business on 27 July 2023 unless and to the extent that it is renewed, revoked or extended prior to such date. The Directors have no current intention to exercise the power to be conferred by this resolution.

Kerry Group plc

LETTER FROM THE CHAIRMAN TO SHAREHOLDERS, 25 MARCH 2022

Resolution 10

This resolution proposes to renew the Directors' authority to allot additional shares up to an aggregate nominal amount of €1,105,313 (representing 5% of the A Ordinary Shares in issue at the latest practicable date prior to the publication of this letter), without first being required to offer such shares to existing shareholders on a pro-rata basis, but only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment. This authority will expire on the earlier of the conclusion of the 2023 AGM and close of business on 27 July 2023 unless and to the extent that it is renewed, revoked or extended prior to such date. The Directors have no current intention to exercise the power to be conferred by this resolution.

In recommending Resolutions 9 and 10, the Board intends to follow the Statement of Principles issued by the Pre-Emption Group (an advisory body representing listed companies, investors and intermediaries).

Resolution 11

This resolution proposes to renew the authority of the Company to make market purchases of its own shares in accordance with the provisions and at the price ranges contained in the Company's Articles of Association. This authority will expire on the earlier of the conclusion of the 2023 AGM and close of business on 27 July 2023 unless and to the extent that it is renewed, revoked or extended prior to such date. The maximum number of shares that may be purchased by the Company under this authority is 5% of the A Ordinary Shares in issue at the date of the passing of the resolution. The Directors have no current intention to utilise the power to be conferred by this resolution and undertake to exercise this power only when they believe that such exercise is in the best interest of shareholders.

Resolution 12

Resolution 12 seeks to make layout and other minor housekeeping changes to the Memorandum of Association of the Company. A copy of the Memorandum of Association in the form amended by this resolution (marked to highlight the proposed changes) is available on the Company's website www.kerrygroup.com/agm and will also be available for inspection at the registered office of the Company and at the offices of Kerry Ingredients (UK) Ltd, Bradley Road, Royal Portbury Dock, Bristol, BS20 7NZ, United Kingdom during business hours on any business day from the date of the Notice of AGM up to and including the date of the AGM as well as being available at the AGM.

The Directors believe that the resolutions summarised in this letter are in the best interests of both the Company and its shareholders and recommend that you vote in favour of the resolutions as they are set out in the Notice of the AGM, as the Directors intend to do so themselves in respect of their own A Ordinary Shares.

Should you have any queries in relation to the contents of the correspondence enclosed, please contact:

Kerry Group plc

Share Registration Department

Prince's Street

Tralee

Co. Kerry

V92 EH11

Ireland

Tel: + 353 66 718 2000

Email: registrar@kerry.ie

Yours faithfully



Philip Toomey

Chairman

Kerry Group plc

NOTICE OF ANNUAL GENERAL MEETING

To each member

Notice is hereby given that the Annual General Meeting ("AGM") of Kerry Group plc (the "Company") will be held at the Brandon Hotel, Tralee, Co. Kerry, Ireland, on Thursday 28 April 2022 at 2pm for the following purposes:

As Ordinary Business

- 1. To review the Company's affairs and to receive and consider the Financial Statements for the year ended 31 December 2021, together with the reports of the Directors and the Auditors thereon.**
- 2. To declare a final dividend as recommended by the Directors.**
- 3. To elect the following Directors:**
 - a) Ms Fiona Dawson
 - b) Mr Michael Kerr
- 4. To re-elect the following Directors:**
 - a) Mr Gerry Behan
 - b) Dr Hugh Brady
 - c) Dr Karin Dorrepaal
 - d) Ms Emer Gilvarry
 - e) Ms Marguerite Larkin
 - f) Mr Tom Moran
 - g) Mr Christopher Rogers
 - h) Mr Edmond Scanlon
 - i) Mr Jinlong Wang
- 5. To authorise the Directors to determine the remuneration of the Auditors.**
- 6. To consider and, if thought fit, pass the following ordinary resolution:**

That until otherwise determined by the Company in General Meeting the Non-Executive Directors be paid as fees in respect of each year commencing with the year ended 31 December 2022 such sum not exceeding €2,000,000 in aggregate in any year, as the Directors shall determine, which sum shall be divided amongst them in such proportion as they shall determine.

As Special Business

- 7. To consider and, if thought fit, pass the following ordinary resolution:**

To receive and consider the Directors' Remuneration Report (other than the Remuneration Policy in Section C) as set out on pages 121 to 151 of the Annual Report for the year ended 31 December 2021.

- 8. To consider and, if thought fit, pass the following ordinary resolution:**

That the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 1021 of the Companies Act, 2014), to include the reissue of treasury shares, if any, provided that:

- the maximum amount of relevant securities which may be allotted under this authority shall not exceed an aggregate nominal amount of €2,500,000; and
- the authority conferred by this resolution will expire on the earlier of the conclusion of the 2023 AGM and close of business on 27 July 2023 unless and to the extent that it is renewed, revoked or extended prior to such date, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of such offer or agreement, as if such authority had not expired.

- 9. To consider and, if thought fit, pass the following special resolution:**

Subject to Resolution 8 herein being passed, that the Directors be and are hereby empowered pursuant to Article 5 of the Articles of Association of the Company and Sections 1022 and 1023 of the Companies Act, 2014 to allot equity securities (within the meaning of the said Section 1023) for cash, to include the reissue of treasury shares, if any, as if Section 1022(1) of the said Act did not apply to any such allotment, provided that:

Kerry Group plc

NOTICE OF ANNUAL GENERAL MEETING

- this power shall be limited to allotments of up to an aggregate nominal amount of €1,105,313 and allotments in connection with or pursuant to any rights issue, open offer or other invitation to or in favour of holders of shares in the Company in proportion as nearly as may be to such holders' holdings of such shares, subject to such limits, exclusions, adjustments or other arrangements as the Directors consider expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems under the laws of or the requirements of any relevant regulatory body, securities market or stock exchange, in any territory, or any matter whatsoever; and
- the authority conferred by this resolution will expire on the earlier of the conclusion of the 2023 AGM and close of business on 27 July 2023 unless and to the extent that it is renewed, revoked or extended prior to such date, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such an offer or agreement as if such power had not expired.

10. To consider and, if thought fit, pass the following special resolution:

That subject to Resolutions 8 and 9 herein being passed, the Directors be and are hereby empowered pursuant to Sections 1022 and 1023 of the Companies Act, 2014 to allot equity securities (within the meaning of the said Section 1023) for cash, to include the reissue of treasury shares, if any, as if Section 1022(1) of the said Act did not apply to any such allotment, provided that:

- this power shall be limited to allotments of additional shares up to an aggregate nominal amount of €1,105,313 in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which will have taken place in the preceding six-month period and is disclosed in the announcement of the allotment; and
- the authority conferred by this resolution shall expire on the earlier of the conclusion of the 2023 AGM and close of business on 27 July 2023 unless and to the extent that it is renewed, revoked or extended prior to such date, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such an offer or agreement as if such power had not expired.

11. To consider and, if thought fit, pass the following special resolution:

That the Company (and any subsidiary of the Company) be and is hereby authorised to make market purchases and overseas market purchases (as defined in Section 1072 of the Companies Act, 2014 and to include making a contract of purchase which is or may be executed wholly or partly after the expiry of this authority) of A Ordinary Shares in the capital of the Company in the manner provided for and within the price ranges set out in the Articles of Association of the Company provided that:

- the maximum number of A Ordinary Shares which may be acquired under this authority shall not exceed 5% of the A Ordinary Shares in issue at the date of the passing of this resolution; and
- the authority conferred by this resolution shall expire on the earlier of the conclusion of the 2023 AGM and close of business on 27 July 2023 unless and to the extent that it is renewed, revoked or extended prior to such date, save that the Company (or any subsidiary) may make such a purchase after such expiry pursuant to a contract of purchase concluded before such expiry.

12. To consider and, if thought fit, pass the following special resolution:

That the Memorandum of Association of the Company dated 28 April 2022, which has been available for inspection at the registered office of the Company, and on the Company's website since the date of the Notice of this Annual General Meeting, be and is hereby approved and adopted as the new Memorandum of Association of the Company in substitution for, and to the exclusion of, the existing Memorandum of Association of the Company.

By order of the Board

Ronan Deasy
Group Secretary

Kerry Group plc
Registered Office
Prince's Street
Tralee
Co. Kerry
V92 EH11
Ireland

25 March 2022

Shareholder Information

Conditions for participating in the meeting

Every shareholder, irrespective of how many Kerry Group plc shares he/she holds, has the right to attend, speak, ask questions and vote at the Annual General Meeting.

Record Date for AGM

The Company, pursuant to Section 1105 (as amended) of the Companies Act, 2014 has specified that only those shareholders registered in the Register of Members of the Company as at 6pm on 24 April 2022 (or in the case of an adjournment as at 6pm on the day before a date not more than 72 hours before the adjourned meeting) shall be entitled to participate and vote at the AGM. Changes in the register after this time will be disregarded in determining the right of any person to attend, speak, ask questions and/or vote at the meeting.

How to exercise voting rights

Exercising your voting rights will depend on the manner in which you hold your shares in the Company.

Certificated Shareholders

Shareholders may exercise their right to vote:

- by attending the AGM in person (in the case of a body corporate, a person duly authorised by its governing body).
- by appointing the Chairman or another person as a proxy to vote on their behalf.

In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members.

EB Participants/CDI Holders

Euroclear Bank participants should consult the Euroclear Bank Service Description.

CDI holders in CREST should consult Section 7 (Meetings and Proxy Voting) of the Euroclear UK & International services for Irish corporate securities in CREST Depository Interest form webpage at <https://my.euroclear.com/eui/en/reference/migration-of-irish-corporate-securities-from-euroclear-uk---irel.html>.

Appointment of Proxy

The process for appointing a proxy will depend on the manner in which you hold your shares in the Company.

Certificated Shareholders

- Any member entitled to attend and vote at the Annual General Meeting may appoint a proxy (or proxies) to attend, speak, ask questions and vote on their behalf. For this purpose the Form of Proxy has been sent to each shareholder. A shareholder may appoint the Chairman of the Company or other individual as his/her proxy. A proxy need not be a shareholder of the Company.
- To appoint a proxy, shareholders may submit their proxy by post, by completing the enclosed Form of Proxy making sure to sign and date the form and returning it in the pre-paid envelope provided to the Group Secretary, Kerry Group plc, Prince's Street, Tralee, Co. Kerry, V92 EH11, Ireland, to be received no later than 2pm on 26 April 2022.
- If a shareholder appoints someone other than the Chairman as proxy, the shareholder must fill in the details of his/her representative into the space provided following the wording "I/We hereby appoint" on the Form of Proxy.
- Shareholders may also appoint a proxy electronically by visiting our website www.kerrygroup.com/proxy and submitting their proxy details. They will be asked to enter their Shareholder Reference Number (SRN), and a PIN (both of which can be found on the Form of Proxy) and agree to certain terms and conditions.
- Completing and returning a Form of Proxy will not preclude a shareholder from attending and voting at the meeting should they so wish.

EB Participants/CDI Holders

Euroclear Bank participants should consult the Euroclear Bank Service Description.

CDI holders in CREST should consult Section 7 (Meetings and Proxy Voting) of the Euroclear UK & International services for Irish corporate securities in CREST Depository Interest form webpage at <https://my.euroclear.com/eui/en/reference/migration-of-irish-corporate-securities-from-euroclear-uk---irel.html>.

Shareholder Information

Shareholders' right to table draft resolutions and to put items on the agenda

Pursuant to Section 1104 of the Companies Act 2014 and subject to any contrary provision in company law, any shareholder or group of shareholders, who hold at least 3% of the issued share capital of the Company, have the right to:

- put an item on the agenda of an AGM; and
- table a draft resolution relating to an item on the agenda of a general meeting.

Such submissions must be received by the Group Secretary in writing at least 42 days before the AGM. All submissions must include evidence of shareholding i.e. SRN and full name(s) and address(es) of shareholder(s). Hard copy submissions must be signed by the shareholder(s) and sent to the Group Secretary, Kerry Group plc, Prince's Street, Tralee, Co. Kerry V92 EH11, Ireland. Electronic submissions should be sent by email to registrar@kerry.ie.

How to ask a question before or at the meeting

Shareholders have the right to ask questions related to items on the agenda of the AGM and have such questions answered by the Company, subject to any reasonable measures the Company may take to ensure the identification of shareholders. An answer is not required if:

- to give an answer would interfere unduly with the preparation for the meeting or the confidentiality and business interests of the Company;
- the answer has already been given on the Company's website www.kerrygroup.com/agm in the form of a 'Q&A'; or
- it appears to the Chairman of the meeting that it is undesirable in the interest of the good order of the meeting that the question is answered.

If you wish to submit a question before the AGM, we request that you send your questions by email to registrar@kerry.ie or by post to the Group Secretary, Kerry Group plc, Prince's Street, Tralee, Co. Kerry, V92 EH11, Ireland, with evidence of your identity and shareholding to be received no later than 4 days in advance of the AGM.

How to request/inspect documentation relating to the meeting.

All documents pertaining to the meeting are available on the Company's website at www.kerrygroup.com/agm. Should a shareholder not receive a Form of Proxy, or should a shareholder wish to be sent copies of these documents, he/she may request this by telephoning the Group Secretary's office on +353 66 718 2000, or by email to registrar@kerry.ie or by writing to the Group Secretary at Kerry Group plc, Prince's Street, Tralee, Co. Kerry, V92 EH11, Ireland.

Further information

This AGM notice, details of the total number of shares and voting rights at the date of giving this notice, the documents to be submitted to the meeting, copies of any draft resolutions and copies of the forms to be used to vote by proxy are available on the Company's website at www.kerrygroup.com/agm.

The Board reserves the right to withdraw any resolution contained in this Notice of AGM from the business of the AGM at any time in advance of the AGM. Any such withdrawal will be communicated to Shareholders by way of Regulatory Information Service (RIS) and will be available on the Company's website at www.kerrygroup.com/agm.

During the meeting, Shareholders (or their duly appointed proxies) may not use cameras, smart phones or other audio, video or electronic recording devices, unless expressly authorised by the Chairman of the meeting.



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www.kerrygroup.com