

**COMPANIES ACTS ~~1963 TO 2013~~ 2014**

**A PUBLIC COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

(as amended by special resolution passed on ~~the 30<sup>th</sup> th~~ day of May 2000)  
(as amended by special resolutions passed on ~~the 24<sup>th</sup>th~~ day of May 2005)  
(as amended by special resolution passed on 1<sup>st</sup> day of May 2013)  
(as amended by special resolution passed on the 28<sup>th</sup> day of April 2022)

**KERRY GROUP public limited company**

1. The name of the Company is "Kerry Group public limited company".
2. The Company is to be a public limited company.
3. The objects for which the Company is established are:
  - (1) (a) To act as an investment and/or holding company and to acquire by way of purchase, gift, exchange, part exchange, subscription, tender or otherwise and on such terms and conditions as it considers appropriate shares, stocks, investments, debentures, debenture stocks, securities, bonds, notes, instruments, obligations, unit trusts and investments of every description in or of any body corporate, friendly, agricultural or provident society, statutory body, financial or investment institution, trust or fund wheresoever incorporated or carrying on business or established.
  - (b) To expand the business of the company either directly or indirectly through any subsidiary, associated or related company or corporation and whether by way of organic growth and/or the acquisition of shares, stocks, bonds, securities, investments, financial or other instruments in or of bodies corporate, joint ventures, business enterprises, capital and other funds or otherwise.
- (2) To directly or indirectly carry on all or any of the businesses of manufacturers, processors, distributors, canners, packers, bottlers, wholesalers and retailers of all types of food products, dairy products, protein products, food ingredients, pig meat products, beef products, fish products, bakery products, confectionery products, ice-cream products, eggs, liquid foods and drinks, food substitutes and pharmaceutical products, animal feed products and the doing of all such things as are incidental or conducive to the attainment of the above.
- (3) To carry on the businesses of cold storage and warehouse operators, transport operators, food store operators, caterers, grocers and provision merchants.
- (4) To carry on business as breeders of and dealers in pigs, sheep and cattle, and of dealers in and utilisers of pig, sheep and cattle products (including without prejudice to the

generality of the foregoing), hides, skins, fats, bones, offals, and as processors of meat of all kinds, and to carry on farming in all its branches and fruit growing.

- (5) To manufacture and deal in boxes, bottles, lines, containers, cans, receptacles for food and foodstuffs and packing materials of all kinds.
- (6) To facilitate and encourage the creation, issue or conversion of and to offer for public subscription debentures, debenture stocks, bonds, obligations, shares, stocks, and securities and to act as trustees in connection with any such securities and to take part in the conversion of business concerns and undertakings into companies.
- (7) To purchase or by any other means acquire any freehold, leasehold or other property and in particular lands, tenements and hereditaments of any tenure, whether subject or not to any charges or encumbrances, for any estate or interest whatever, and any rights privileges or easements over or in respect of any property, and any buildings, factories, mills, works, wharves, roads, machinery, engines, plant, live and dead stock, barges, vessels or things, and any real or personal property or rights whatsoever which may be necessary for, or may conveniently be used with, or may enhance the value of property of the Company, and to hold or to sell, let, alienate, mortgage, charge or otherwise deal with all or any such freehold, leasehold, or other property, lands, tenements or hereditaments, rights, privileges or easements.
- (8) To sell or otherwise dispose of any of the property or investments of the Company but so that any profit arising on the sale of any shares, stocks, debentures or other investments may be distributed by way of dividend or may be carried to a capital reserve fund.
- (9) To grant convey transfer or otherwise dispose of any property or asset of the Company of whatever nature or tenure for such price consideration sum or other return whether equal to or less than the market value thereof and whether by way of gift or otherwise as the directors shall deem fit and to grant any fee farm grant or lease or to enter into any agreement for letting or hire of any such property or asset for a rent or return equal to or less than the market or rack rent therefor or at no rent and subject to or free from covenants and restrictions as the directors shall deem appropriate.
- (10) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, or for cooperation, or for limiting competition or for mutual assistance with any such person firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain or sell, mortgage or deal with any shares, debentures, debenture stock or securities so received.
- (11) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (12) To lend money to and guarantee the performance of the contracts or obligations of any

company, firm or person, and the repayment of the capital and principal of and dividends, interest or premiums payable on, any stock, shares and securities of any body corporate, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.

- (13) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (both present and future) and uncalled capital of the Company, or by both such methods, the performance of the obligations of, and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of, any person, firm or body corporate including (without prejudice to the generality of the foregoing) any body corporate which is for the time being the Company's holding company as defined by section ~~155~~8 of the Companies Act, ~~1963~~-2014 (or would be if such body corporate was a company) or a subsidiary as therein defined (or would be if such subsidiary body corporate was a company) of any such holding company or otherwise associated with the Company in business.
- (14) To borrow or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures, debenture stocks, bonds, obligations and securities of all kinds, either perpetual or terminable and either redeemable or otherwise and to secure the repayment of any money borrowed raised or owing by trust deed, mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also by a similar trust deed, mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (15) To draw, make, accept, endorse, discount, execute, negotiate and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (16) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in, or securities of any other body corporate having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (17) To hold in trust as trustees or as nominees and to deal with, manage and turn to account, any real or personal property of any kind, and in particular shares, stocks, debentures, securities, policies, book debts, claims and choses in actions, lands, buildings, hereditaments, business concerns and undertakings, mortgages, charges, annuities, patents, licences, and any interest in real or personal property, and any claims against such property or against any person or company.
- (18) To constitute any trusts with a view to the issue of preferred and deferred or other special stocks or securities based on or representing any shares, stocks and other assets specifically appropriated for the purpose of any such trust and to settle and regulate and if thought fit to undertake and execute any such trusts and to issue dispose of or hold any such preferred, deferred or other special stocks or securities.
- (19) To give any guarantee in relation to the payment of any debentures, debenture stock, bonds, obligations or securities and to guarantee the payment of interest thereon or of

dividends on any stocks or shares of any company.

- (20) To construct, erect and maintain buildings, houses, flats, shops and all other works, erections, and things of any description whatsoever either upon the lands acquired by the Company or upon other lands and to hold, retain as investments or to sell, let, alienate, mortgage, charge or deal with all or any of the same and generally to alter, develop and improve the lands and other property of the Company.
- (21) To provide for the welfare of persons in the employment of or holding office under or formerly in the employment of or holding office under the Company or any parent or subsidiary body corporate including Directors and ex-Directors of the Company or the said body corporate and the wives, widows and families, dependents or connections of such persons by grants of money, pensions or other payments and by forming and contributing to pension, provident or benefit funds or profit sharing or co-partnership schemes for the benefit of such persons and to form, subscribe to or otherwise aid charitable, benevolent, religious, scientific, national or other institutions, exhibitions or objects which shall have any moral or other claims to support or aid by the Company by reason of the locality of its operation or otherwise.
- (22) To remunerate by cash payments or allotment of shares or securities of the Company credited as fully paid up or otherwise any person or company for services rendered or to be rendered to the Company or any parent or subsidiary body corporate whether in the conduct or management of its business, or in placing or assisting to place or guaranteeing the placing of any of the shares of the Company's capital, or any debentures or other securities of the Company or in or about the formation or promotion of the Company.
- (23) To enter into and carry into effect any arrangement for joint working in business or for sharing of profits or for amalgamation with any other company or association or any partnership or person carrying on any business within the objects of the Company.
- (24) To distribute in specie or otherwise as may be resolved, any assets of the Company among its members and in particular the shares, debentures or other securities of any other company belonging to this Company or of which this Company may have the power of disposing.
- (25) To vest any real or personal property, rights or interest acquired or belonging to the Company in any person or body corporate on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- (26) To transact or carry on any business which may seem to be capable of being conveniently carried on in connection with any of these objects or calculated directly or indirectly to enhance the value of or facilitate the realisation of or render profitable any of the Company's property or rights.
- (27) To accept stock or shares in or debentures, mortgages or securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company, whether such shares shall be wholly or partly paid up.
- (28) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company or which the Company shall consider to be preliminary

thereto and to issue shares as fully or in part paid up, and to pay out of the funds of the Company all brokerage and charges incidental thereto.

- (29) To procure the Company to be registered or recognised in any foreign country or in any colony or dependency of any such foreign country.
- (30) To do all or any of the matters hereby authorised in any part of Ireland or in any foreign country or in any colony or dependency of any foreign country or in conjunction with or as trustee or agent for any other company or person or by or through any factors, trustees or agents.
- (31) To make gifts or grant bonuses or share options to the Directors or any other persons who are or have been in the employment of the Company or any parent or subsidiary body corporate including substitute and alternate Directors.
- (32) To do all such other things that the Company may consider incidental or conducive to the attainment of the above objects or as are usually carried on in connection therewith.

The objects set forth in any sub-clause of this clause shall be regarded as independent objects and shall not, except, where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other sub-clause, or by the name of the Company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world notwithstanding, that the business, property or acts proposed to be transacted, acquired or performed do not fall within the objects of the first sub-clause of this clause.

**NOTE:** It is hereby declared that the word "company" in this clause, except where used in reference to this Company shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in Ireland or elsewhere and the intention is that the objects specified in each paragraph of this clause shall except where otherwise expressed in such paragraph be in no way limited or restricted by reference to or inference from the terms of any other paragraph.

- 4. The liability of the members is limited.
- 5. The share capital of the Company is €35,000,000 divided into 280,000,000 A Ordinary Shares of €0.125 each.
- 6. The shares forming the capital, increased or reduced, may be increased or reduced and be divided into such classes and issued with any special rights, privileges and conditions or with such qualifications as regards preference, dividend, capital, voting or other special incidents, and be held upon such terms, as may be attached thereto or as may from time to time be provided by the original or any substituted or amended Articles of Association and Regulations of the Company for the time being, but so that where shares are issued with any preferential or special rights attached thereto such rights shall not be alterable otherwise than pursuant to the provisions of the Company's Articles of Association for the time being.

We, the several persons whose names, address and description are subscribed, wish to be formed into a company in pursuance of this Memorandum of Association, and we agree to take the number of shares in the capital of the Company set opposite our respective names.

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Names, Address and Description of Subscribers	Number of Shares Taken by each Subscriber
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*Catherine Ryan*  
9 HOLLY PARK AVENUE  
BLACKROCK  
CO DUBLIN  
*Lawyer*

*One*

*Sandra Walker*  
76, MONKSTOWN AVE

MONKSTOWN,

Co Dublin.  
*Secretary*

*one*

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Total Shares taken:

*Two*

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Dated the *2nd* day of *December* 1985

WITNESS to the above Signatures:

*John Gerard Ryan*  
7 HOLLY PARK AVENUE  
BLACKROCK  
CO DUBLIN

*Barrister at Law*