

# Form of Proxy



## KERRY GROUP plc ANNUAL GENERAL MEETING 2021

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

Thursday 29 April 2021 at 2pm

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.

### To vote using the internet

Go to [kerrygroup.com/proxy](https://kerrygroup.com/proxy)

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

### To join the AGM via webcast

Go to [kerrygroup.com/agm](https://kerrygroup.com/agm)

You will be asked to enter your Shareholder Reference Number (SRN) (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 27 April 2021**

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 the Company to be held on **Thursday 29 April 2021** at 2pm at Kerry Global Technology & Innovation Centre, Millennium Park, Naas, Co Kildare, W91 W923, 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 ☒

### Ordinary Business

	For	Against	Withheld
<b>1 To receive and consider the Financial Statements for the year ended 31 December 2020 and the Directors and Auditors Reports thereon</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2 To declare a final dividend</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>3 To elect the following Directors</b>			
(a) Ms Emer Gilvarry	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Mr Jinlong Wang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>4 To re-elect the following Directors</b>			
(a) Mr Gerry Behan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Dr Hugh Brady	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Mr Gerard Culligan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) Dr Karin Dorrepaal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) Ms Marguerite Larkin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) Mr Tom Moran	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(g) Mr Con Murphy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(h) Mr Christopher Rogers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(i) Mr Edmond Scanlon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(j) Mr Philip Toomey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Withheld
<b>5 Authority to determine the Auditors remuneration</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Business</b>			
<b>6 To receive and consider the Directors' Remuneration Report (excluding Section C)</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>7 To receive and consider the Directors' Remuneration Policy</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>8 Authority to issue Ordinary Shares</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>9 Authority to disapply pre-emption rights</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>10 Authority to disapply pre-emption rights for an additional 5% for specified transactions</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>11 Authority to make market purchases of the Company's own shares</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>12 Approve Kerry Group plc 2021 Long Term Incentive Plan</b>	<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 / /
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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).

# Explanatory notes

**In light of restrictions in connection with COVID-19, shareholders are requested not to attend the AGM in person and instead to appoint the Chairman of the Meeting as their proxy to ensure their votes count at the meeting**

- 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 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) 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.kerrygroup.com/proxy](http://www.kerrygroup.com/proxy). You will be asked to enter your shareholder reference number (SRN) and PIN (both printed overleaf).
- Euroclear Bank participants and CDI holders in CREST should consult the Euroclear Bank Services Description and the CREST International Manual.
- 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.

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 [www.kerrygroup.com/help/kerry-group-shareholder//](http://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, Ireland, or via the website not later than 2pm on 27 April 2021.**