

Glanbia plc (the "Company") invites you to attend the Extraordinary General Meeting ("EGM") of the Company to be held at **Glanbia House, Kilkenny, R95 E866** at 11.00 am on Thursday 11 February 2021.

Shareholder Reference Number

## Form of Proxy - Extraordinary General Meeting ("EGM") to be held on Thursday 11 February 2021



Cast your Proxy online...**It's fast, easy and secure!**

**www.eproxyappointment.com**

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 916897

SRN:

PIN:



To view the notice and related documents online log on to: **www.glanbia.com/egm**

To be effective, all proxy appointments must be lodged with the Company's Registrar at:  
Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82 or  
through **www.eproxyappointment.com** by 11.00 am on Tuesday 9 February 2021.

### Explanatory Notes:

- 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, ask questions and vote on his/her behalf at the meeting. If you wish to appoint a person other than the Chairman of the meeting, 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, speak, ask questions 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, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on +353 1 247 5349 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. If the proxy is being appointed in relation to less than your full voting entitlement, please enter 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. 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 that designated account). All forms must be signed and should be returned together in the same envelope. Where a poll is taken at the EGM, a shareholder, present in person or proxy, holding more than one share is not required to cast all their votes in the same way.
- 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 Registrar of the Company before the deadline set out above. A shareholder wishing to appoint a proxy by electronic means may do so on [www.eproxyappointment.com](http://www.eproxyappointment.com). Details of the requirements are set out in the box above. A shareholder who wishes to appoint more than one proxy by electronic means must contact the Registrar by sending an email to [clientservices@computershare.ie](mailto:clientservices@computershare.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' and 'Against' a resolution.
- Pursuant to Regulation 14 of the Companies Act 1990 (Uncertificated Securities) Regulations 1996 and Section 1105 of the Companies Act, 2014, only those shareholders registered in the register of members of the Company as at close of business on 9 February 2021 (or in the case of an adjournment as at close of business on the day which is two days before the holding of the adjourned meeting) shall be entitled to access the live audio-cast of the EGM or to attend, speak, ask questions and vote at the meeting in respect of the number of shares registered in their names at that time. 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 issuer's agent (ID number 3RA50) not later than 11.00 am on Tuesday 9 February 2021. 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 issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on +353 1 247 5349 to request a change of address form or go to [www.investorcentre.com/ie](http://www.investorcentre.com/ie) to use the online Investor Centre service.
- Any alterations made to this form should be initialled.

**Kindly Note:** 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. The Company and Computershare Investor Services (Ireland) Limited accept no liability for any instruction that does not comply with these conditions.

All Holders

# Poll Card

To be completed **only** at the EGM when the Poll is called.

## Resolutions

|  | For                      | Against                  | Withheld                 |
|--|--------------------------|--------------------------|--------------------------|
| 1. To approve the Migration of the Migrating Shares to Euroclear Bank's central securities depository. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To amend and adopt the Articles of Association of the Company.                                      | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To authorise the Company to take all actions to implement the Migration.                            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signature

## Form of Proxy

In the exceptional circumstances of the current COVID-19 situation, the Company strongly encourages shareholders not to attend the EGM in person, which is likely to be held as a closed meeting. Instead, the Company urges all shareholders to vote by proxy by appointing the Chairman of the Meeting as their proxy to vote on their behalf.

Please use a black pen. Mark with an X

Inside the box as shown in this example.



I/We hereby appoint the Chairman of the Meeting, with full power of substitution, or the following person,

|  |  |
|--|--|
|  |  |
|--|--|

Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).

If you are appointing the proxy in relation to less than your full voting entitlement, please insert the number of shares in relation to which they are authorised to act.

as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement\* on my/our behalf on any matter at the EGM of the Company to be held in **Glanbia House, Kilkenny, R95 E866** on 11 February 2021 at 11.00 a.m. and at any adjourned meeting thereof.

I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an X in the appropriate box.

Detailed instructions on proxy voting and how to access the EGM remotely are set out in the Notice convening the EGM. You can access the Notice of the EGM, Shareholder Circular, a redline of the Articles of Association showing the proposed changes and the other documents being placed on display in connection with the EGM by visiting the Company's website: [www.glanbia.com/egm](http://www.glanbia.com/egm) which will also include any updates or announcements regarding the EGM in the event that circumstances change.

\* For the appointment of more than one proxy, please refer to Explanatory Notes 2 and 6 (see front).

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

## Resolutions

|  | For                      | Against                  | Withheld                 |
|--|--------------------------|--------------------------|--------------------------|
| 1. To approve the Migration of the Migrating Shares to Euroclear Bank's central securities depository. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To amend and adopt the Articles of Association of the Company.                                      | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To authorise the Company to take all actions to implement the Migration.                            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

I/We would like my/our proxy to vote on the resolutions proposed at the EGM as indicated on this form. Unless otherwise instructed, the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

In the case of a corporation, 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)

Signature

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|--|
|  |
|--|

Date

DD/ MM/ YY

