

## KERRY GROUP PLC

# Extraordinary General Meeting – Resolutions Passed

The following resolutions were passed at the Extraordinary General Meeting held on 19 December 2024.

### Resolution 1 (Ordinary Resolution)

1. **THAT** the Proposed Transaction, including the Share Exchange Steps, the Phase 1 Transaction and the Phase 2 Transaction, (in each case as described and defined in the Circular to the Shareholders of the Company dated 25 November 2024), be and is hereby approved and the Directors of the Company (or any duly authorised committee thereof) be and are hereby authorised to carry the same into effect and in connection therewith:
  - (i) to do, or procure to be done, all such acts and things on behalf of Kerry and any of its subsidiaries as the Directors of the Company (or any duly authorised committee thereof) consider necessary, desirable or expedient to implement, or otherwise in connection with, the Proposed Transaction; and
  - (ii) to agree such modifications, variations, revisions, waivers, extensions, additions or amendments to any of the terms and conditions of the Proposed Transaction and/or to any documents relating to it, as the Directors of the Company (or any duly authorised committee thereof) may in their absolute discretion think fit, provided such modifications, variations, revisions, waivers, extensions, additions or amendments are not of a material nature.

### Resolution 2 (Ordinary Resolution)

2. **THAT**, subject to and conditional on Resolution 1 herein being passed, in addition, and without prejudice, to all existing authorities given to the Directors for the purposes of section 1021 of the Companies Act, the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of Kerry to allot relevant securities (within the meaning of section 1021 of the Companies Act), up to an aggregate nominal amount of €2,380,675 (representing approximately 11.2% of Kerry's Existing Issued Share Capital), pursuant to the Share Exchange Steps (as described and defined in the Circular to the Shareholders of the Company dated 25 November 2024); and the authority hereby conferred shall expire on the date which is five years from the date of this resolution, save that Kerry 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.

### Resolution 3 (Special Resolution)

3. **THAT**, subject to and conditional on Resolutions 1 and 2 herein being passed, the articles of association of Kerry, with effect from immediately prior to Completion (as described and defined in the Circular to the Shareholders of the Company dated 25 November 2024), be amended by:
  - (i) the insertion of the following new definition to Article 1(a):  
“**Redeemable Shares**” means redeemable shares within the meaning of the Act”
  - (ii) the insertion of the following new Article 3(k):  
“(k) Where the Board specifically resolves to treat an acquisition of an A Ordinary Share or an interest in an A Ordinary Share as a redemption for the purposes of the Act, such A Ordinary Share shall be deemed to be a Redeemable Share on, and from the time of, the existence or creation of an agreement, transaction or trade between the Company and any third party pursuant to which the Company acquires or will acquire A Ordinary Shares or an interest in A Ordinary Shares, from such third party and the Company is hereby authorised to enter into any such agreement, transaction or

trade. In these circumstances, the acquisition of such shares or interest in shares by the Company shall constitute the redemption of a Redeemable Share in accordance with the Act. No resolution, whether special or otherwise, shall be required to be passed to deem such A Ordinary Share a Redeemable Share, or to authorise the redemption of such a Redeemable Share and once deemed to be a Redeemable Share such share shall be redeemable at the instance of the Company. The Company may cancel any shares so redeemed or hold them as Treasury Shares (as defined in the Act) and may reissue any such shares as shares of any class or classes.”

#### Resolution 4 (Special Resolution)

4. **THAT**, subject to and conditional on Resolutions 1 and 2 herein being passed and subject to the confirmation of the High Court of Ireland:
- (i) in accordance with the provisions of section 84 of the Companies Act, the company capital of the Company be reduced by the cancellation of the amount credited to the Company’s share premium account as a result of the issue of Kerry shares pursuant to the Share Exchange (the “**Authorised Amount**”), or such other lesser amount as the Directors of the Company (or any duly authorised committee thereof) or the High Court of Ireland may determine and that the reserve resulting from the cancellation of such share premium be treated as profits available for distribution as defined by section 117 of the Act (and/or any corresponding provision of any amended or replacement legislation); and
  - (ii) each of the Directors of the Company be and are hereby authorised to take all such actions as they see fit on behalf of the Company to seek the confirmation of the High Court of Ireland to a reduction of the company capital of the Company by the Authorised Amount or such other lesser amount as the Directors of the Company (or any duly authorised committee thereof) or the High Court of Ireland may determine.