DIRECTORS' REPORT

BOARD OF DIRECTORS
Chairman & Executive Directors

MR. TOM MORAN
(68)(M)
Chairman of the Board

Experience:
Tom is an experienced leader who brings extensive knowledge of the food and agriculture industries, combined with a broad range of international diplomacy skills. He has been a member of numerous Irish Government food strategy committees including the most recent Agri-Food 2030 Strategy Group.

Tom had a long and distinguished career within the Irish Public Sector where he served for 10 years as Secretary General of the Irish Department of Agriculture, Food and the Marine and also held a number of international policy and trade negotiation leadership roles.

Tom is currently a Vice Chair of the Origin Green Global Sustainability Council. He is also Chairman of the Irish Government Public Appointments Service. Tom is a registered Chartered Director.

Tom was a Board member of Bord Bia, the Irish Dairy Board, for 8 years and chaired its Dairy Subsidiary Board.

Tom joined the Board in September 2015 and was appointed Chairman in April 2022. He is Chairman of the Governance and Nomination Committee having previously served as Chairman of the Remuneration Committee, member of the Audit Committee and as the designated Workforce Engagement Director.

Appointed:
29 September 2015 and as Chairman 28 April 2022

Committee Membership
G

MR. EDMOND SCANLON
(50)(M)
Executive Director
Chief Executive Officer

Experience:
Edmond is a highly experienced leader in the global food and beverage industry having spent over 20 years in senior roles across the Group. Edmond brings a strategic mindset to drive Group performance and growth as well as significant financial and operational expertise.

Edmond joined Kerry's graduate programme in Ireland in 1996. Over his career he has held leadership roles in the Group's Flavours and Applied Health and Nutrition businesses as well as heading up the Group's activities in China and the Asia Pacific region.

Edmond was appointed Executive Director and Group Chief Executive Officer in October 2017.

Appointed:
1 October 2017

MS. MARGUERITE LARKIN
(52)(F)
Executive Director
Chief Financial Officer

Experience:
Marguerite brings extensive financial knowledge and risk management expertise as well as being a highly experienced business leader.

Marguerite has almost 30 years' international experience having served as lead client partner at Deloitte Ireland for a number of multinationals operating in a broad range of industries including food and beverage, pharma and technology.

During her career with Deloitte, Marguerite served as a senior partner and held a number of leadership roles within Deloitte Ireland.

Marguerite is a Fellow of Chartered Accountants Ireland and holds a Bachelor of Commerce degree and a Masters degree in Accountancy.

Marguerite was appointed Executive Director and Group Chief Financial Officer in September 2018.

Appointed:
30 September 2018

MR. GERRY BEHAN
(59)(M)
Executive Director
President and CEO
Kerry Taste & Nutrition

Experience:
Gerry has over 35 years' experience in the Group and has extensive knowledge of the global food and beverage industry.

He has a wealth of business leadership experience, financial and operational expertise and brings a strategic mindset to the advancement of Kerry's leading taste and nutrition capabilities and unique positioning.

Gerry joined Kerry's graduate programme in 1986 and has held a number of senior financial and business management roles, primarily in the Americas region, including regional Chief Operating Officer and regional Chief Executive Officer.

He was appointed President and Chief Executive Officer of Kerry's Global Taste & Nutrition business in 2011.

Gerry has served as an Executive Director on the Board since 2008.

Appointed:
13 May 2008

Committee Membership Key

Audit Committee	A
Governance and Nomination Committee	G
Remuneration Committee	R
Sustainability Committee	S
Indicates Committee Chair	☐

Non-Executive Directors

DR. HUGH BRADY
(64)(M)
Senior Independent Non-Executive Director

Experience:
Hugh's biomedical research and academic background brings an invaluable science, technology and innovation perspective to the Board particularly in the areas of nutrition, health and wellbeing. He also brings a broad range of international and leadership experience.

He is President of Imperial College London, a role he took up on 1 August 2022.

Hugh had a successful career as a physician and biomedical research scientist in the US where he served on the faculty of Harvard Medical School for almost a decade prior to returning to his alma mater as Professor of Medicine and Therapeutics in University College Dublin (UCD).

He was previously President and Vice Chancellor of the University of Bristol in the UK from 2015 to 2022 and was President of UCD from 2004 to 2013.

Hugh joined the Board in 2014 and the Audit and Governance and Nomination Committees in 2015. He was appointed Senior Independent Director in April 2021.

Appointed:
24 February 2014

Committee Membership
G A

DR. GENEVIEVE BERGER
(69)(F)
Independent Non-Executive Director

Experience:
Genevieve is a global science leader having served as Director General of the Centre National de la Recherche Scientifique, one of the world's largest research organisations, and who during her executive career held roles as the Chief Science Officer at Firmenich International SA as well as the Chief Research & Development Officer and Chief Science Officer at Unilever plc. In addition to being a medical doctor, she holds two other doctorates, a PhD in Physics and one in Human Biology.

Genevieve brings to the Board expertise in the areas of human health, nutrition and food ingredients.

Genevieve is currently a non-Executive Director of Dassault Systèmes SE and previously served on the boards of Air Liquide SA, AstraZeneca plc and Smith & Nephew plc.

Genevieve joined the Board on 1 November 2023.

Appointed:
1 November 2023

MS. FIONA DAWSON
(57)(F)
Independent Non-Executive Director

Experience:
Fiona has over 30 years of experience in the consumer food and beverage sector having retired after a long and successful career with Mars Inc. culminating in her final role as Global President Food, Customers and Multisales Markets.

She brings to the Board a deep knowledge of the consumer food and beverage sector, an understanding of global markets, customers and general management experience on a global scale.

Fiona also has a strong track record in sustainability, health and wellbeing, particularly in the areas of women's entrepreneurship and human rights. In May 2021, Fiona was awarded a CBE for services to women and the UK economy.

Fiona is currently a non-Executive director of Lego Group A/S and Marks and Spencer Group plc where she sits on the Remuneration and Nomination Committee. She is on a number of advisory Boards including Trinity Business School in Dublin, and The Social Mobility Foundation.

Fiona joined the Board in January 2022 and was appointed to the Remuneration Committee in February 2022.

Fiona was appointed as a member and Chairperson of the Sustainability Committee on 1 August 2023.

Appointed:
4 January 2022

Committee Membership
R S

DR. KARIN DORREPAAL
(62)(F)
Independent Non-Executive Director

Experience:
Karin is an experienced business leader who also brings extensive pharmaceutical market knowledge. She has wide ranging experience as a non-Executive Director on an international basis.

During her career she was an Executive Director on the Board of Schering AG in Berlin with responsibility for the Diagnostic Imaging business as well as worldwide manufacturing and procurement and was a partner at the New York and Amsterdam office of an international consultancy firm (formerly known as Booz Allen & Hamilton) where she specialised in the pharmaceutical industry. Karin holds a Ph.D. and an MBA.

She is currently a non-Executive Director on the Boards of Gerresheimer AG, Paion AG (vice Chairperson) and Almirall S.A. Karin is also a director of a number of private companies.

Karin joined the Board and both the Remuneration and Governance and Nomination Committees in 2015. She was appointed the designated Workforce Engagement Director in April 2022 and to the Sustainability Committee on 1 August 2023.

Appointed:
1 January 2015

Committee Membership
G R S

Non-Executive Directors

MS. EMER GILVARRY
(66)(F)
Independent
Non-Executive Director

Experience:
Emer is a highly experienced professional who brings legal, business, governance and climate expertise to the Board.

Emer is a former senior partner of law firm Mason Hayes and Curran where she served as Head of the Litigation group from 2001 to 2008, Managing Partner from 2008 to 2014 and Chair from 2014 to 2017.

Emer is currently the Senior Independent Director at Greencoat Renewables plc and is Chair of its Remuneration Committee. She is also a director of a number of private companies.

She previously served as a non-Executive Director of Aer Lingus plc from 2014 to 2015 and as a Council Member of The Economic and Social Research Institute from 2014 to 2020.

Emer brings experience on climate impact through her patronage of Chapter Zero Ireland, the Irish Chapter of the Climate Governance Initiative, developed in collaboration with the World Economic Forum.

Emer joined the Board and the Audit Committee in November 2020 and the Remuneration Committee in June 2021. Emer was appointed Chairperson of the Remuneration Committee on 28 April 2022.

Appointed:
1 November 2020

Committee Membership
A R

PROF. CATHERINE GODSON
(62)(F)
Independent
Non-Executive Director

Experience:
Catherine has an international reputation in scientific research gained through a long and successful academic career in the US, Switzerland and at University College Dublin (UCD).

She brings to the Board knowledge across human health and is a global expert on diabetes as well as inflammation, cardiovascular and kidney diseases.

Catherine is the Associate Dean, Research and Innovation at UCD's School of Medicine as well as being Director of the Diabetes Complications Research Centre at the UCD Conway Institute and the UCD School of Medicine. During her time with UCD she held a variety of senior management roles including Vice President, Innovation. She currently serves on the board of the Irish Research Council and as a Trustee of Barts Charity, London.

Catherine was appointed to the Board on 1 November 2023.

Appointed:
1 November 2023

MR. MICHAEL KERR
(64)(M)
Independent
Non-Executive Director

Experience:
Michael has over 36 years of investment management experience having retired after a long and successful career with Capital Group, one of the world's oldest and largest investment management organisations.

He brings to the Board a detailed knowledge of global equity capital markets, finance knowledge, extensive business leadership skills and insights into the North American market.

Michael is currently a non-Executive director with EOG Resources Inc, which is listed on the New York Stock Exchange.

Michael joined the Board in May 2021 and was appointed to the Audit Committee in November 2021 and to the Governance and Nomination Committee in August 2022.

Appointed:
3 May 2021

Committee Membership
A G

Non-Executive Directors

MR. CHRISTOPHER ROGERS
(63)(M)

Independent Non-Executive Director

Experience:
Christopher is an experienced non-Executive Director with a broad business leadership background who also brings extensive knowledge of the foodservice industry together with financial and risk management expertise.

He was formerly an Executive Director of Whitbread plc for 11 years, serving as Finance Director for 7 years and then as Global Managing Director of Costa Coffee.

Christopher is currently Chairman of Wickes plc and a non-Executive Director at Sanderson Design Group plc.

Christopher is a Fellow of Chartered Accountants England and Wales.

Christopher joined the Board and was appointed Chairman of the Audit Committee in May 2018. He joined the Remuneration Committee in April 2020 and was appointed to the Sustainability Committee on 1 August 2023.

Appointed:
8 May 2018

Committee Membership

A R S

MR. PATRICK ROHAN
(49)(M)

Independent Non-Executive Director

Experience:
Patrick has considerable experience in the food industry, in particular the dairy and agribusiness sectors. He has held a number of local and national roles in a leading Irish dairy representation body through which he has knowledge in dealing with environmental sustainability matters relevant to the dairy sector. He brings insights to the Board that are reflective of the Group's heritage.

Patrick joined the Board in January 2023 and was appointed to the Sustainability Committee on 1 August 2023.

Appointed:
16 January 2023

Committee Membership

S

MR. JINLONG WANG
(66)(M)

Independent Non-Executive Director

Experience:
Jinlong is an experienced leader with more than 30 years experience in global business development, consumer branding and general management. His in-depth understanding of Asian markets, coupled with his extensive knowledge of the food and beverage industry, brings a key set of skills to the Board.

Jinlong holds a Bachelor's degree in international economics and trade from the University of International Economics and Trade in Beijing and a Juris Doctor degree from Columbia University School of Law.

He was formerly President of Starbucks Coffee Asia Pacific having served as Chairman and President of Starbucks Greater China Region. He also served as Operating Partner of Hony Capital Limited and as Group Chairman and Chief Executive Officer of PizzaExpress.

He was previously a non-Executive Director on the Boards of Sonova Holdings AG and Swire Properties Limited.

Jinlong joined the Board in January 2021 and was appointed to the Audit Committee in May 2021.

Appointed:
5 January 2021

Committee Membership

A

REPORT OF THE DIRECTORS
Directors and Other Information

Directors

Tom Moran, Chairman
Edmond Scanlon, Chief Executive Officer*
Marguerite Larkin, Chief Financial Officer*
Gerry Behan, President & CEO Kerry Taste & Nutrition*
Hugh Brady
Genevieve Berger
Fiona Dawson
Karin Dorrepaal
Emer Gilvarry
Catherine Godson
Michael Kerr
Christopher Rogers
Patrick Rohan
Jinlong Wang

*Executive Director

Secretary and Registered Office

Ronan Deasy
Kerry Group plc
Prince's Street
Tralee
Co. Kerry
V92 EH11
Ireland

Registrar and Share Transfer Office

Ronan Deasy
Registrar's Department
Kerry Group plc
Prince's Street
Tralee
Co. Kerry
V92 EH11
Ireland

Website

kerry.com

The Directors submit their Annual Report together with the audited Consolidated Financial Statements for the year ended 31 December 2023.

Principal Activities

Kerry is a world-leading taste and nutrition partner for the food, beverage and pharmaceutical markets and a leading Irish provider of value-add dairy ingredients and consumer products. Kerry innovates with its customers to create great tasting products, with improved nutrition and functionality, while ensuring better impact for the planet. At Kerry, we are driven to be our customers' most valued partner, creating a world of sustainable nutrition.

Listed on the Euronext Dublin and London Stock Exchanges, Kerry has an international presence with 137 manufacturing facilities across the world.

Results and Review of the Business

The Directors are pleased to report a good performance across our financial metrics and non-financial measures for 2023.

Group reported revenue was **€8.0bn** (2022: €8.8bn) and EBITDA was **€1.2bn** (2022: €1.2bn) reflecting an EBITDA margin of **14.5%** (2022: 13.9%). This resulted in growth in adjusted EPS on a constant currency basis of **1.2%** (2022: 7.3%). The Basic EPS at **410.4c** (2022: 341.9c) has increased year on year as the Basic EPS in 2023 benefited from the profit earned on the sale of the Sweet Ingredients Portfolio. The free cash flow generated was **€701m** (2022: €640m) and from a balance sheet perspective Shareholders equity increased to **€6.5bn** (2022: €6.2bn) and Return on Average Capital Employed (ROACE) was **10.0%** (2022: 10.3%). Our main non-financial measures showed our nutritional reach increased to **1.25bn** (2022: 1.2bn). The absolute carbon reduction was **48%** (2022: 45%) and the food waste reduction was **39%** (2022: 41%).

Further details of the financial results for the year are set out in the Consolidated Financial Statements and further details of the non-financial results are set out in the Sustainability Review on pages 46-91. The Group's financial and non-financial key performance indicators are discussed on pages 34-35.

The Chairman's Statement, the Chief Executive Officer's Review, the Business Reviews and the Financial Review, which are included in the Strategic Report on pages 8-45, report on the assets and liabilities and financial position as well as the performance of the Group's business, including M&A activity during the year and on future developments.

Dividends

On 14 February 2024, the Directors recommended a final dividend totaling 80.8 cent per share in respect of the year ended 31 December 2023 (see note 10 to the financial statements). This final dividend per share is an increase of 10.1% over the final 2022 dividend per share paid on 12 May 2023. This dividend is in addition to the interim dividend of 34.6 cent per share paid to shareholders on 10 November 2023.

The payment date for the final dividend is 10 May 2024 to shareholders registered on the record date of 12 April 2024.

Principal Risks and Uncertainties

In accordance with Section 327(1)(b) of the Companies Act 2014 and the Central Bank (Investment Market Conduct) Rules, a description of the principal risks and uncertainties facing the Group are outlined in the Risk Management Report on pages 92-105.

Research and Development

The Group is fully committed to ongoing technological innovation in all sectors of its business, providing technology and integrated customer-focused product development and application support by leveraging our global technology capabilities and expertise. To facilitate this, the Group has invested in leading research, development and application centres of excellence with a strategically located Global Innovation Centre, based in Naas, Ireland, which is supported by Regional Technology & Innovation Centres and a global knowledge management infrastructure. Expenditure on research and development applications and technical support amounted to **€301.3m** in 2023 (2022: €303.2m).

Sustainability

The Group's *Beyond the Horizon* sustainability strategy underpins Kerry's future growth as we continue to partner with our customers across the globe to create a world of sustainable nutrition. As part of our *Beyond the Horizon* sustainability strategy Kerry works with customers to promote healthier and more sustainable diets aiming to reach over two billion people by 2030. The strategy also includes ambitions to deliver for people, society and the planet with targets across material topics including climate change, circular economy and responsible sourcing. The Board, through the newly constituted Sustainability Committee, is responsible for governance and oversight of the Group's sustainability strategy and its implementation. Details regarding the Group's sustainability strategy, targets, performance, policies and programmes are outlined in the Sustainability Review on pages 46-69.

Details of our climate-related risks, opportunities and other climate-related disclosures relating to the Task Force on Climate-related Financial Disclosures (TCFD) are outlined on pages 70-83.

The 2023 Sustainability Report details the Group's progress against its sustainability strategy and targets with reference to Global Reporting Initiative (GRI) standards and is available for review on the Group's website kerry.com.

Share Capital

Details of the share capital are shown in note 27 of the financial statements. The authorised share capital of the Company is €35,000,000 divided into 280,000,000 A ordinary shares of 12.5 cent each, of which 175,792,661 shares were in issue as at 31 December 2023.

The A ordinary shares rank equally in all respects. There are no limitations on the holding of securities in the Company.

There are no restrictions on the transfer of fully paid shares in the Company, but the Directors have the power to refuse the transfer of shares that are not fully paid. There are no deadlines for exercising voting rights other than proxy votes, which must be received by the Company at least 48 hours before the time of the meeting at which a vote will take place. There are no restrictions on voting rights except:

- where the holder or holders of shares have failed to pay any call or instalment in the manner and at the time appointed for payment; or
- the failure of any shareholder to comply with the terms of Article 14 of the Company's Articles of Association (disclosure of beneficial interest).

The Company is not aware of any agreements between shareholders which may result in restrictions on the transfer of securities or on voting rights.

The Directors have the authority to issue new shares in the Company up to a maximum aggregate nominal value of €7,300,785 (representing approximately 33% of the A Ordinary Shares in issue as at the date of the 2023 Annual General Meeting). This authority will expire on the earlier of the conclusion of the 2024 Annual General Meeting (AGM) and close of business on 26 July 2024 and it is intended to seek shareholder approval to renew the authority at the AGM to be held on 2 May 2024.

Shareholders approved the authority for the Directors to allot shares for cash on a non-pro rata basis up to an aggregate nominal amount of €1,106,179 (representing approximately 5% of the A Ordinary Shares in issue) at the AGM held on 27 April 2023. Shareholders also approved an authority to allot additional shares up to an aggregate nominal amount of €1,106,179 (representing approximately 5% of the A Ordinary Shares in issue) for cash on a non-pro rata basis provided the additional authority will only be used for the purpose of an acquisition or specified capital investment announced contemporaneously with the issue or which has taken place in the preceding six-month period and is disclosed with the announcement of the issue. Neither authority has been exercised to date and both authorities will expire on the earlier of the conclusion of the 2024 AGM and close of business on 26 July 2024. It is intended to seek shareholder approval for their renewal at the 2024 AGM.

During 2023, 179,441 shares were allotted pursuant to the Company's Short and Long-Term Incentive Plans as a result of shares which vested and options which were exercised. Further details are shown in note 28 to the financial statements.

The Company may purchase its own shares in accordance with the Companies Act 2014 and the Company's Articles of Association. At the 2023 AGM, shareholders passed a resolution authorising the Company to purchase up to 10% of its own issued share capital as at the date of the AGM. On 26 October 2023, the Company announced its intention to launch a share buyback programme of up to €300m representing approximately 2.3% of its shares in issue at that date. The buyback programme is underpinned by the Company's strong balance sheet and cashflow and is aligned to its capital allocation policy. The buyback programme commenced on 1 November 2023 and is expected to be completed by the end of April 2024. In the period from 1 November 2023 to 31 December 2023 the Company purchased 1,373,261 shares returning a total of €101.7m to shareholders. Since the year end, and up to 31 January 2024, the Company has purchased an additional 749,081 shares returning an additional €58.9m to shareholders. All shares purchased under the buyback programme are cancelled immediately. This authority is due to expire on the earlier of the conclusion of the 2024 AGM and close of business on 26 July 2024 and it is intended to seek shareholder approval for its renewal at the 2024 AGM.

Substantial Interests

The Directors have been notified of the following shareholdings of 3% or more in the issued share capital of the Company:

Shareholder	Number Held	%
Kerry Co-operative Creameries Limited	19,701,211	11.3%
Blackrock Investment Management	8,833,317	5.0%

Apart from the aforementioned, the Company has not been notified of any interest of 3% or more in the issued share capital of the Company.

Directors

The Board, at the date of this report, consists of a Chairman, three Executive and ten independent non-Executive Directors. The names and biographical details of the Directors are set out on pages 108-111. In accordance with the Company's Articles of Association and Provision 18 of the Code, each of the Directors individually retire at the AGM of the Company and, where appropriate, submit themselves for re-election.

No reappointment is automatic and all Directors who intend to submit themselves for re-election are subject to a full and rigorous evaluation. One of the main purposes of the evaluation is to assess each Director's suitability for re-election. If a Director is not deemed to be effective in carrying out his or her required duties, the Board will not recommend that Director for re-election. Following the individual performance evaluation of all Directors, as outlined in the Corporate Governance Report on page 132, the Board recommends the election and re-election of all Directors seeking election and re-election.

The Directors' and Company Secretary's interests in shares and debentures are included in the Remuneration Report on page 178.

Board and Committee Changes

Mr. Patrick Rohan was appointed to the Board on 16 January 2023.

Dr. Genevieve Berger and Professor Catherine Godson joined the Board on 1 November 2023.

Ms. Liz Hewitt will join the Board and the Audit Committee with effect from 1 March 2024.

A standalone Sustainability Committee was established on 1 August 2023. Four independent non-Executive Directors; Ms. Fiona Dawson (Chairperson), Dr. Karin Dorrepaal, Mr. Christopher Rogers and Mr. Patrick Rohan were appointed to the Committee on the same date.

Following the establishment of the Sustainability Committee, the Governance, Nomination and Sustainability Committee was renamed the Governance and Nomination Committee.

The Articles of Association empower the Board to appoint Directors, but also require such Directors to retire and submit themselves for re-election at the next AGM following their appointment. For the purposes of the European Communities (Takeover Bids (Directive 2004/25/EC)) Regulations 2006 specific rules regarding the appointment and re-election of Directors are referred to in the Governance and Nomination Committee Report.

Corporate Governance

The Corporate Governance Report on pages 118-134 sets out the Company's application of the Principles, and compliance with the Provisions of the UK Corporate Governance Code and the Irish Corporate Governance Annex (the Code).

Non-Financial Information

Pursuant to the European Union (Disclosure of Non-Financial and Diversity Information by certain large undertakings and groups) Regulations 2017, the Group is required to report on certain non-financial information to provide an understanding of its development, performance, position and the impact of its activities, relating to, at least, environmental matters, social matters, employee matters, respect for human rights and anti-bribery & corruption. Information on these matters can be found in the following sections of the Annual Report, which are deemed to form part of this Report: Sustainability Review on pages 46-91, Our Business Model on pages 24-25, the Risk Management Report on pages 92-105. Information on diversity can be found in the Governance and Nomination Committee Report on pages 141-147, Our People on pages 14-23 and the Sustainability Review on page 59.

Going Concern and Long-Term Viability Statements

The going concern and longer-term viability statements in the Risk Management Report on pages 104-105 set out the Company's basis for the adoption of the going concern basis of accounting in preparing the Consolidated Financial Statements and the basis for the Directors' conclusion that they have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the next three years.

Directors' Responsibility Statement

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable laws and regulations.

Irish Company Law requires the Directors to prepare financial statements for each financial year, which give a true and fair view of the assets, liabilities and financial position of the Company and the Group, and of the profit or loss of the Group for that period. Under that law the Directors have elected to prepare Group financial statements in accordance with International Financial Reporting Standards as issued by the IASB ('IFRS Accounting Standards') and International Financial Reporting Standards (IFRS) as adopted by the European Union and Article 4 of the IAS Regulation and have also chosen to prepare the parent company financial statements under IFRS Accounting Standards and IFRS as adopted by the European Union. In preparing the financial statements, the Directors are required to:

» select suitable accounting policies and then apply them consistently;
» make judgements and estimates that are reasonable and prudent;
» state that the financial statements comply with IFRS Accounting Standards and IFRS as adopted by the European Union; and
» prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

The Directors are responsible for ensuring that the Company keeps adequate accounting records which correctly explain and record the transactions of the Company, enabling at any time the assets, liabilities, financial position and profit or loss of the Company to be determined with reasonable accuracy and ensuring that the financial statements are prepared in accordance with IFRS Accounting Standards and IFRS as adopted by the European Union, comply with the Companies Act 2014 and as regards to the Group financial statements, Article 4 of the IAS Regulation and enable the financial statements to be audited.

The Directors are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Group's website kerry.com. Irish legislation governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

In accordance with the Central Bank (Investment Market Conduct) Rules, the Directors are required to include a management report containing a fair review of the business and a description of the principal risks and uncertainties facing the Group. The Directors are also required by applicable law and the Listing Rules issued by Euronext Dublin and the UK Listing Authority to prepare a Directors' Report and reports relating to Directors' remuneration and corporate governance.

Each of the Directors, whose names and functions are listed on page 112, confirms that, to the best of their knowledge and belief:

- the Consolidated Financial Statements for the year ended 31 December 2023 have been prepared in accordance with IFRS Accounting Standards and IFRS as adopted by the European Union and as applied in accordance with the Companies Act 2014. They give a true and fair view of the assets, liabilities, and financial position of the Group and the undertakings included in the consolidation, taken as a whole, as at that date and its profit for the year then ended;
- the Company financial statements, prepared in accordance with IFRS Accounting Standards and IFRS as adopted by the European Union and as applied in accordance with the Companies Act 2014, give a true and fair view of the assets, liabilities and financial position of the Company as at 31 December 2023;
- the Financial and Business Reviews on pages 36-45 include a fair review of the development and performance of the business for the year ended 31 December 2023 and the position of the Company and the Group at the year end;
- the Risk Management Report provides a description of the principal risks and uncertainties which may impact the future performance of the Company and the Group at the year end; and
- the Annual Report and Consolidated Financial Statements, taken as a whole, provides the information necessary for shareholders to assess the Company's and Group's position and performance, business model and strategy and is fair, balanced and understandable.

Directors' Compliance Policy Statement

It is the policy of the Company to comply with its relevant obligations (as defined in the Companies Act 2014). The Directors have drawn up a compliance policy statement (as defined in section 225(3)(a) of the Companies Act 2014) and arrangements and structures are in place that are, in the Directors' opinion, designed to secure material compliance with the Company's relevant obligations. The Directors confirm that these arrangements and structures were reviewed during the financial year. As required by Section 225(2) of the Companies Act 2014, the Directors acknowledge that they are responsible for the Company's compliance with the relevant obligations. In discharging their responsibilities under Section 225, the Directors relied on the advice both of persons employed by the Company and of third parties who the Directors believe have the requisite knowledge and experience to advise the Company on compliance with its relevant obligations.

Accounting Records

To ensure that proper accounting records are kept for the Company in accordance with sections 281 to 285 of the Companies Act 2014, the Directors employ appropriately qualified accounting personnel and maintain appropriate accounting policies and systems. The accounting records of the Company are maintained at the Company's registered office.

Accountability and External Audit

A statement relating to the Directors' responsibilities in respect of the preparation of the financial statements is set out on pages 115-116 with the responsibilities of the Company's external Auditors outlined on pages 184-191.

The Financial Statements on pages 192-268 have been audited by PricewaterhouseCoopers (PwC), Chartered Accountants.

The external Auditors, PwC who were appointed in March 2016, will continue in office in accordance with Section 383(2) of the Companies Act 2014. A resolution authorising the Directors to determine their remuneration will be proposed at the Annual General Meeting.

Disclosure of Information to the External Auditors

Each of the Directors, who were members of the Board at the date of approval of this Report of the Directors, confirms that:

- so far as they are aware there is no relevant audit information of which the Company's external auditors are unaware; and
- they have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's external auditors are aware of that information.

Memorandum and Articles of Association

The Company's Memorandum and Articles of Association set out the objects and powers of the Company. The Articles of Association of the Company may only be amended by way of special resolution approved by shareholders in a general meeting.

A copy of the Memorandum and Articles of Association can be obtained from the Company's website kerry.com.

Change of Control Provisions

The Group's revolving credit facility includes a 'Change of Control' provision which requires the Group to notify the lending institutions of a change of control event occurring. Each lender has the option to withdraw their facilities in the event of a change of control occurring.

Public senior bond notes issued by the Group contain a provision that may require the Group to repurchase the notes in the event that a change of control occurs which leads to a downgrading of the credit rating assigned to the notes to below investment grade.

Other than the 'Change of Control' provisions in those arrangements, the Group is not a party to any other significant agreements which contain such a provision.

Events After the Balance Sheet Date

Since the financial year end, the Group has:

- entered into a definitive agreement to acquire part of the global lactase enzyme business of Chr. Hansen Holding A/S and Novozymes A/S on a carve out basis. See note 34 in the financial statements for further details;
- repurchased 749,081 shares at a cost of €58.9m up to 31 January 2024; and
- proposed a final dividend of 80.80 cent per A Ordinary Share.

Political Donations

During the year, the Company made no political contributions which require disclosure under the Electoral Act, 1997.

Group Entities

The principal subsidiaries and associated undertakings are listed in note 36 to the financial statements.

Financial Instruments

The financial risk management objectives and policies, along with a description of the use of financial instruments are set out in note 24 to the financial statements.

Information Required to be Disclosed by Listing Rule 6.1.77, Republic of Ireland Listing Authority

For the purposes of Listing Rule 6.1.77, the information required to be disclosed can be found in the following locations:

Section	Topic	Location
(1)	Interest capitalised	Statement of accounting policies
(2)	Publication of unaudited financial information	Supplementary information
(3)	Details of small related party transactions	Note 33 to the financial statements
(4)	Details of long-term incentive schemes	Remuneration Committee Report
(5) – (14)	Section 5 - 14 of Listing Rule 6.1.77	Not applicable

Cross References

All information cross-referenced in this report forms part of the Report of the Directors.

Signed on behalf of the Board:

Tom Moran
Chairman
14 February 2024

Edmond Scanlon
Chief Executive Officer
14 February 2024

GOVERNANCE REPORT
Corporate Governance Report

Dear Shareholder,

I am pleased to present the Kerry Group Corporate Governance Report for the year ended 31 December 2023.

The Corporate Governance Report describes how we apply the main Principles of good governance as set out in the UK Corporate Governance Code and the Irish Corporate Governance Annex (together the Code). On behalf of the Board, I can confirm that for the year under review, the Group has complied with all Provisions of the Code. For further information refer to the Compliance Statement on page 122.

The Board sets the tone and shared values for the way in which the Group operates and recognises the importance of culture to the success of the business model. During 2023, the Board continued to assess and monitor the Group's culture to ensure that it is aligned with the Group's strategy and values and is adequately embedded across the Group.

As a Board, we recognise the benefits of understanding the views of all our stakeholders and we ensure that their interests are taken into account in Board discussions and decision making. Details of stakeholder engagement activities during the year, including the work of the designated Workforce Engagement Director, are outlined on pages 123-128.

The Board, in conjunction with the Governance and Nomination Committee, ensures that there are robust plans in place to facilitate Board, Executive and senior management succession. During 2023, following the appointment of Mr. Patrick Rohan in January, the Board appointed two additional non-Executive Directors in November; Dr. Genevieve Berger and Professor Catherine Godson, who bring skills and experience that are reflective of the Group's strategic priorities. Details of the non-Executive Director and Committee changes that occurred during the year, are set out in the Governance and Nomination Committee Report on page 146.

The Board recognises its role in providing guidance and strategic oversight in relation to the implementation of the Group's *Beyond the Horizon* sustainability strategy. During the year, a separate Sustainability Committee was constituted. This Committee monitored how the implementation of the *Beyond the Horizon* sustainability strategy is progressing, reviewed performance achieved versus agreed sustainability-related commitments and targets, and together with the Audit Committee, approved the sustainability-related reporting disclosures included in the 2023 Annual Report as well as the 2023 Sustainability Report, which is available for review on kerry.com. The Committee also considered the increasing stakeholder expectations and enhanced reporting requirements relating to ESG matters that need to be addressed now and into the future.

Diversity at Board level has been a focus for the Governance and Nomination Committee for a number of years and also continues to be a key factor when considering Board and Committee refreshment. During 2023, the Committee also monitored the progress made against the diversity targets at senior management level to ensure the appropriate level of skills and diversity exist, to support the delivery of the Group's strategy and financial targets. Diversity at Board level, in terms of gender, nationality and ethnic background have all improved in recent years. I am pleased to say that the Board now has 43% female representation and plans to maintain female representation at a minimum level of 40% going forward.

The Group has committed to achieving equal gender representation across all senior management roles by 2030. Improving and monitoring diversity beyond gender, and below Board level will continue to be a key area of focus for the Board and the Executive Leadership Team in 2024.

Each year, the Board undertakes a formal evaluation of its effectiveness and that of its Committees. In 2023, the evaluation was an internal self-assessment and the outcome of this review is that the Board and its Committees consider that they are performing effectively. Details of the process and the resulting actions from this review are outlined on page 132.

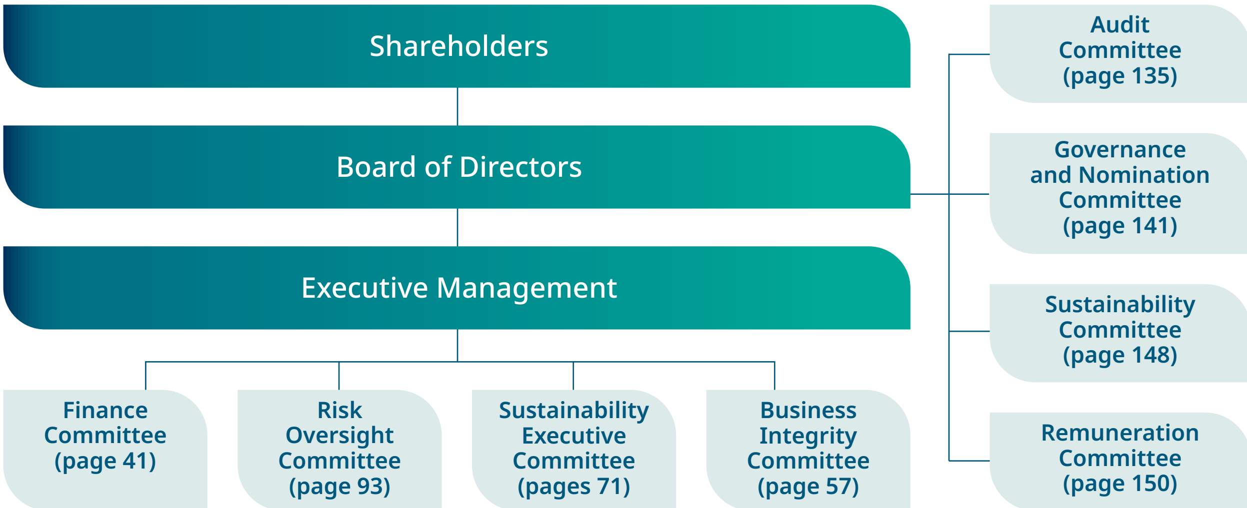
Details of the Group's activities and the operations of the Board, contained in the following report, outline the manner in which the Group has achieved compliance with the Code through the activities and operations of the Board and its Committees during the year.

Tom Moran
Chairman of the Board

Board Leadership and Company Purpose

Kerry Group Governance Framework

Kerry Group has a clear Governance Framework with defined responsibilities and accountabilities as outlined in the diagram below. This Governance Framework is designed to safeguard long-term shareholder value and ensure that the Group contributes to wider society.



Board Role and Operations

The Board currently comprises 14 members: a non-Executive Chairman, Chief Executive Officer, Chief Financial Officer, one other Executive Director, and ten non-Executive Directors.

The Directors are of the opinion that the composition of the Board provides the extensive, relevant business experience needed to oversee the effective operation of the Group's activities and that the individual Directors bring a diverse range of skills, knowledge and experience, including financial as well as industry, scientific and international experience necessary to provide effective governance and oversight of the Group.

The Board's role is to promote the long-term sustainable success of the Company, generating value for all its stakeholders, including shareholders, employees, customers, suppliers and the communities in which it operates, while developing and monitoring strategy, and ensuring that the risks that face the organisation are appropriately managed. It is also responsible for embedding the Company's purpose, instilling the appropriate values and behaviours and monitoring and assessing culture across the organisation.

Schedule of Matters Reserved for the Board

- Appointments to the Board;
- Ensuring compliance with corporate governance, legal, statutory and regulatory requirements;
- Approval of the overall Group strategic and operating plans;
- Monitoring and reviewing risk management and internal control systems;
- Monitoring and assessing culture;
- Reviewing and assessing the adequacy of the Group's whistleblowing arrangements;
- Approval of acquisitions and divestitures;
- Approval of significant capital expenditure;
- Approval of Treasury policy including changes to the Group's capital structure;
- Approval of dividend policy and dividends;
- Approval of annual budgets;
- Approval of preliminary results, interim management statements and interim financial statements;
- Assessment of the long-term viability of the Group and the going concern assumption; and
- The preparation of, and confirmation that the annual report and financial statements present a fair, balanced and understandable assessment of the Company's position, performance and prospects.

Information Flow

The Chairman ensures that all Directors have full and timely access to the information they require to discharge their responsibilities fully and effectively. Board papers are issued to each Director at least one week in advance of Board meetings and include the meeting agenda, minutes of the previous Board meeting and all papers relevant to the agenda. The Chairman, in conjunction with the Company Secretary, has primary responsibility for setting the agenda for each meeting. All Directors continually receive comprehensive reports and documentation on all matters for which they have responsibility to enable them to fulfil their duties as a Director. All Directors participate in strategy discussions, trading updates, financial performance, significant risks and operational activities, in addition to discussions on the Group's purpose, vision, values and culture. Board meetings are of sufficient duration to ensure that all agenda items and any other material non-agenda items that may arise are adequately addressed. In addition to formal meetings, the Chairman and Chief Executive Officer maintain regular contact with all Directors. The Chairman also holds informal meetings and calls with non-Executive Directors without the Executive Directors present to discuss issues affecting the Group.

All Directors have access to the advice and services of the Company Secretary, who is responsible for advising the Board on governance matters. In accordance with an agreed procedure, in the furtherance of their duties, each Director has the authority to engage independent professional advice at the Company's expense.

Strategy

The Board collaborated with Executive Management in the development of the Group's updated strategy and associated mid-term financial targets which were published in late 2021. During 2023, the Board monitored progress, implementing the strategies for volume growth, margin expansion and return on investment that underpin the strategic plan.

The Board also oversaw and approved the strategic M&A transactions completed during the year. M&A transactions have been a significant factor in recent years as the Group evolves its technology portfolio, investing in businesses more aligned with the Group's strategic growth priorities and exiting non-strategic businesses. As a result of this M&A activity, the Group has further strengthened its sustainable nutrition capabilities and has better positioned itself for long-term organic growth.

Presentations were received from the Company's advisors throughout the year on matters such as digital risks and opportunities, geopolitical, macroeconomic and emerging markets updates, corporate governance developments, the general M&A landscape as well as corporate defence and shareholder activism. Through these reviews and ongoing discussions on strategy, the Board is confident that Kerry's strategic priorities will continue to be the key drivers of growth and investment in the future.

The Board ensures that the decisions it makes are aligned with the achievement of the Group's strategy, are made in the long-term interest of the Group and its stakeholders and are aligned with the Group's sustainability strategy. This is particularly the case when deciding how to prioritise the allocation of resources (human and financial capital) across competing research and development activities, acquisition opportunities and major capital expenditure projects.

During the year, the Board also reviewed the business model and how it is executed. The Board is satisfied that the business model is both sustainable in the long-term and optimally structured to enable delivery of the Group's strategy. Details of the Group's strategy are outlined in Strategy and Financial Targets on pages 28-33.

Purpose, Values and Culture

Our Purpose, *Inspiring Food, Nourishing Life* underpins our culture and is reflected in our values. The Group's purpose is guided by the Group's Vision to be our customers' most valued partner, creating a world of sustainable nutrition. The Board is satisfied that the current strategy is aligned to the Group's purpose which is also guided by our Values of Courage, Enterprising Spirit, Inclusiveness, Open-mindedness and Ownership. The Board is led by the Group's purpose during its discussions and when making decisions on the matters that are reserved for its consideration. The Group's values, and in particular the values of Ownership, Inclusiveness and Enterprising Spirit, were very much in mind when we made the decision to seek shareholder approval to launch an All Employee Share Plan. Our Purpose of *Inspiring Food, Nourishing Life* guided our actions as we approved acquisitions and divestitures, further focusing our portfolio and capabilities behind our sustainable nutrition ambitions. Our purpose also guided our capital allocation decisions to expand our Taste capability in Asia and Africa. Further details of the Group's purpose and values are outlined on pages 14-23.

The Group's culture is based on a common understanding of our values, underpinned by our practices of Safety First, Quality Always and a robust risk management framework consisting of policies and procedures, including a Code of Conduct which defines business conduct standards for anyone working for, or on behalf of the Group. The Board is satisfied that the Group's purpose, values and strategy are aligned to the Group's culture.

The Board recognises the importance of its role in setting the tone for Kerry's culture and embedding it across the Group. In addition to the Board, the Executive Team have responsibility to ensure that the policies and behaviours set at Board level are effectively communicated and implemented throughout the Group. The Group's Code of Conduct aligns with the Group's purpose and values and the MyKerry internal website provides a platform for employees to access the Group's policies.

The Board monitors and assesses the culture of the Group through a number of mechanisms including compliance with Group policies, internal audit, formal and informal channels for employees wishing to raise concerns, including Leader Pulse Checks, town halls, the OurVoice employee engagement survey, the Group's Speak Up arrangements and feedback from the designated Workforce Engagement Director. Arising from the assessments, the Board agreed to the establishment of an executive Business Integrity Committee which now oversees compliance with expected ethical standards including those set out in the Group's Code of Conduct. The Board also determined that the enhanced Speak Up procedures and channel, introduced in 2021 continue to operate effectively.

Board Activities

The Board's activities during the year included the items set out below:

Strategy

- monitored progress against the Group's strategic plan and the mid-term financial targets;
- reviewed and approved the Group's digital strategy as well as receiving updates on cybersecurity risks and on the risks and opportunities associated with Generative AI initiatives;
- reviewed and approved the Group's strategy relating to mergers, acquisitions and divestitures; and
- monitored the implementation of the Group's *Beyond the Horizon* sustainability strategy.

Operational/Commercial

- received regular updates from the Executive Directors on the mitigating actions taken to counter ongoing input cost inflation and the impacts of the uncertain and challenging macro-economic environment;
- received updates from the Chief Operations Officer and FSQ and EHS teams on the structures, processes and controls in place to ensure that Kerry operates to the highest standards from a food safety as well as a health and safety perspective;
- received an update from the Chief Operations Officer and Head of Supply Chain on process improvements implemented in response to global supply chain challenges;
- approved M&A transactions and considered the learnings from completed acquisitions; and
- approved significant capital expenditure projects, considering impacts on financial and sustainability performance criteria.

Financial/Non-Financial

- received reports from the Chief Financial Officer at each meeting in respect of the Group's financial performance including how the Group was navigating through the uncertain and challenging macroeconomic environment;
- monitored the progress against the targets included in the *Beyond the Horizon* sustainability strategy;
- received updates on the progress being made under the Group's Accelerate Operational Excellence programme;
- received regular reports from the Chief Financial Officer on Investor Relations activities and share price performance;
- approved the Group's Preliminary Results, Annual Report and Accounts, Interim Financial Statements and Interim Management Statements;
- approved the payment of an interim dividend and recommended the payment of a final dividend;
- approved a share buyback programme of up to €300m;
- approved the going concern basis of accounting and the long-term viability statement; and
- approved the Group Budget for the 2024 financial year including both financial and non-financial targets.

Internal Controls and Risk Management

- confirmed that a robust assessment of the Group's principal risks and uncertainties, including emerging risks, was completed and approved the risk appetite for each of the principal risks;
- received regular reports from the Chairman of the Audit Committee on its oversight of internal controls, risks and risk management;
- received regular reports from business and functional leaders on the Group's key risks; and
- confirmed the effectiveness of the internal control and risk management framework.

Governance and Stakeholders

- received regular reports from the Chairman of the Governance and Nomination Committee on its activities;
- approved the appointment of a new Senior Independent Director and a new designated Workforce Engagement Director;
- approved the appointment of Mr. Patrick Rohan, Dr. Genevieve Berger and Professor Catherine Godson as non-Executive Directors;
- approved the establishment of a new, dedicated Sustainability Committee as well as changes to the composition of other Board Committees;
- conducted an internal self-assessment Board evaluation and considered its outcome;
- considered compliance with the UK Corporate Governance Code and the Irish Corporate Governance Annex;
- reviewed and approved the Corporate Governance Policy and the Board Diversity Policy;
- confirmed that appropriate arrangements and structures are in place to ensure material compliance with the relevant obligations under Section 225 of the Companies Act 2014;
- confirmed that appropriate structures are in place for the proportionate and independent investigation and follow-up of matters raised through the Group's whistleblowing arrangements; and
- received updates and training on a range of corporate governance and regulatory matters from external advisors.

People and Culture

- received regular reports from the Chairperson of the Remuneration Committee on its activities;
- approved the changes to the new Remuneration Policy to be put to an advisory vote at the 2024 AGM;
- approved the terms of an All-Employee Share Plan which was adopted by shareholders at the 2023 AGM;
- received and considered reports from the designated Workforce Engagement Director on her activities during the year. Details are outlined in Governance in Action on page 128;
- received and considered presentations from the Chief Executive Officer and the Chief Human Resources Officer on talent and succession planning;
- received regular updates on the actions taken to support lower-paid employees through the cost-of-living crisis; and
- monitored and assessed the culture of the Group to ensure it promotes integrity and openness, values diversity and is responsive to the views of shareholders and wider stakeholders.

The UK Corporate Governance Code and the Irish Corporate Governance Annex – Compliance Statement

Kerry applied the main Principles of the UK Corporate Governance Code and the Irish Corporate Governance Annex (together the "Code") and complied with all the Provisions throughout FY23.

The Board recognises the importance of good corporate governance in providing confidence in our ability to deliver our strategic goals and also in building trust with our key stakeholders, both of which are essential for the long-term sustainable success of the Group. The table below outlines the main Principles of the Code and where in the Annual Report there is further information on the application of the Principles.

Main Principles	Pages
Board leadership and company purpose	119-122
Division of responsibilities	108-111 and 129-130
Composition, succession and evaluation	131-133 and 141-147
Audit, risk and internal control	133-140
Remuneration	150-181

Stakeholder Engagement

The Board acknowledges the importance of considering the interests of all stakeholders in their discussions and decision making. Enhanced engagement with stakeholders enables better, informed decision making, thereby increasing the likelihood of long-term sustainable success for the Group. The Board also recognises the need to maintain high standards of business conduct in its actions and decisions. Details of our stakeholder engagement are set out below.

Shareholders

Why We Engage

Active engagement with shareholders ensures they are aware of the Group's business environment, strategy, business model, performance and sustainability commitments. The views of our shareholders help to inform the strategic decision making of the Board.

How We Engage

The Board ensures it has an effective channel of communication with existing and potential shareholders.

The Investor Relations team and Executive Directors maintain ongoing engagement with the investment community, through a variety of different mediums including investor meetings and conferences, investor events, ongoing investor calls and correspondence.

During 2023, meetings were held with over 1,000 investors. Kerry's Investor Relations team and Executives participated at 17 investor conferences and external investor events as well as hosting five investor events at Kerry facilities. Shareholders were also invited to participate in Kerry's updated materiality assessment, helping to determine sustainability areas of priority for the Group and supporting our preparation for disclosures under the Corporate Sustainability Reporting Directive (CSRD).

In addition, a significant amount of published material including results releases, presentations, share price information and news releases are accessible to all shareholders on the Group's website kerry.com.

Shareholder presentations are made at the time of release of the Group's full year, half year and interim management statements, following which, the Chief Executive Officer and Chief Financial Officer provide the Board with an update on feedback received.

The Company's Annual General Meeting (AGM) provides an opportunity for the Directors to deliver presentations and to answer questions from shareholders, both institutional and private.

Key Outputs from the Engagement

Key topics for shareholders included progress on the execution of the Group's strategic plan and related portfolio developments, Group performance and outlook, managing the elevated inflationary environment, capital allocation decision making in light of higher interest rates, share price performance, marketplace dynamics and industry consolidation, in addition to sustainability strategy and ESG matters.

Our Actions and their Impacts

Regular updates are provided by the Chief Financial Officer and Head of Investor Relations to the Board on matters raised by the investment community during the year, as well as updates on the composition of the Group's share register.

The Chairman engaged with various institutional shareholders across the year to discuss governance-related matters. When necessary, Committee Chairs engage with shareholders on specific topics. During the year, the Remuneration Committee Chairperson engaged with a number of large institutional shareholders in relation to Executive Director remuneration policy. Arising from the matters discussed, feedback is provided to the Directors to inform decision making.

The 2023 AGM was held in Tralee Co. Kerry. All Committee Chairs attended the AGM. At the meeting shareholders were able to engage with the Directors in person, ask questions, provide feedback and raise matters of interest.

The ongoing investor engagement programme is reviewed throughout the year by the Board. The programme this year included the hosting of five tailored investor events at the Group's Global Innovation Centre in Naas and Regional Technology and Innovation Centre in Beloit. These immersive customer-type experiences facilitate investors gaining a deeper understanding of Kerry's business model, as well as its unique positioning within the industry.

The Board continues to monitor the industry landscape and the Group's positioning within the industry. The Board also monitors the progress made in the execution of the Group's strategy. All capital allocation decisions made by the Board are aligned to strategy and the Group's strategic priorities of Taste, Nutrition and Emerging Markets. The Board approved acquisitions aligned to these priorities during the year, while overseeing the disposal of the Sweet Ingredients Portfolio. The Board also approved the share buyback programme, which commenced in November. Successful delivery of the Group's strategy promotes the long-term success of the Group and also benefits shareholders, employees and the communities in which it operates.

Employees

Why We Engage

Consistently connecting with employees is crucial for attracting, nurturing, and retaining a skilled, committed, inspired and diverse workforce. This, in turn, guarantees the effective execution of our strategy and the fulfillment of our purpose.

How We Engage

Dr. Karin Dorrepaal, the designated Workforce Engagement Director, directly interacted with employees through a variety of channels, including participation in Kerry employee events and site visits. Details of these activities are outlined on page 128.

Each year, the Group conducts routine two-way communication initiatives with our 21,000+ employees, such as Townhall meetings and discussions on career development. This included several CEO specific engagements, fostering a transparent and communicative culture that extends across all levels of our organisation. The primary purpose of our CEO engagements is to align our people with Kerry's vision, purpose and values and ensure our people feel part of our journey towards creating a world of sustainable nutrition. Furthermore, CEO engagements provide a platform for our colleagues to voice their ideas, perspectives and provide feedback. This sets the tone for a collaborative and inclusive workplace environment where innovation and continuous improvement can thrive. Ultimately, these engagements contribute to a more motivated and connected workforce, working together to drive the success of Kerry.

Examples of some of these events included sharing Group results, Inspiring People awards, and strategy updates. In addition, our CEO takes the opportunity to meet with a range of employees in-person, when travelling to sites across our regions.

Kerry's Speak Up channel enables employees and other stakeholders to report concerns confidentially and safely, allowing for timely and suitable actions to be taken.

In line with our engagement strategy, we completed a Plant Leader Pulse survey to understand key areas of focus for this population and continued to provide ongoing support for people leaders and employees through our Learning and Leadership Academies.

Our Health and Wellbeing framework is underpinned by a balanced set of programmes accessible to our employees across our four wellbeing pillars; Emotional, Physical, Nutritional and Financial.

In 2023, the Group continued to build improved communication channels with employees through our dedicated, digital employee communication platform. In addition, employees provided input on areas of sustainability impact, risk and opportunities for our business as part of our materiality assessment process.

Key Outputs from the Engagement

Key topics for employees included Diversity, Inclusion and Belonging (DI&B) and understanding how employees' roles contribute to the Group's success, helping to make Kerry a better place to work for employees at all levels.

Our Actions and their Impacts

Continuing in her tenure as designated Workforce Engagement Director, Dr. Karin Dorrepaal visited two foundational technology sites to meet with employees and management, and to get a closer insight into how our strategy and values come to life as well as receiving feedback on the onboarding process for employees who join the Group by way of an acquisition. Karin consistently shared feedback with the Board regarding employee engagement initiatives and overall employee sentiment, contributing valuable insights to inform decision making.

The Board also received regular updates from the Chief Executive Officer, Chief Human Resources Officer and Chief Operations Officer on the health, safety and wellbeing of employees. In line with our Safety First, Quality Always ethos, the Board ensured that appropriate structures, processes and controls are in place to reinforce a culture of safety at work particularly given the loss of a colleague to a workplace fatality during the year. The Board monitored the level of workplace incidents that occurred during 2023, and noted the reduction of the Total Incident Rate to below 1.

The Board again requested and received feedback on how the Group is supporting employees, in particular those in lower-paid positions or based in inflationary economies, through the cost-of-living crisis and took this into account when approving the 2024 budget.

The Board continues to prioritise DI&B which is a key imperative, and in 2023, it was pleased to see positive momentum towards the Group's commitment to nurturing a highly-inclusive workplace where all our people can be at their best, contribute to our success and excel personally and professionally. The Board monitors gender representation across leadership levels and gender pay equity at all levels across the organisation. It also reviews progress on improving the number of leaders from diverse backgrounds in leadership roles. If sufficient progress is not being made to achieve the agreed DI&B goals, the Board ensures that corrective action is taken.

During the year, the Board received updates on the Women in Leadership programme, launched initially in Europe in 2023, in line with its objective of ensuring that the Group accelerates the development of female talent to build a more balanced succession and future talent pipeline. The Board also approved Kerry becoming a signatory of the Women's Empowerment Principles established by the United Nations (UN) Global Compact and UN Women.

Finally, the Board also ensured that appropriate resources were available for training and development, internal communications and initiatives that help to simplify the Group's ways of working.

Details of employee engagement activities are outlined in Our People on pages 14-23, the Sustainability Review on pages 46-91 and the separate Sustainability Report which can be found on the Group's website.

Customers and Consumers

Why We Engage

Strong engagement with customers and consumers enables Kerry to operate a customer-centric business model and helps Kerry achieve our Vision to become our customers' most valued partner, creating a world of sustainable nutrition.

How We Engage

Kerry operates a proven customer-centric business model that enables us to work side-by-side with customers as their co-creation partner of choice.

The Group interacts with customers on a daily basis, at multiple levels, from dedicated relationship and account managers, custom-designed digital interfaces, customer and industry conferences as well as tailored innovation forums and customer engagement sessions at the Group's Technology and Innovation Centres. Kerry also engages with customers through the annual Voice of Customer Survey, a personal and anonymous request to customers to indicate their loyalty (NPS – Net Promotor Score) and provide constructive feedback, which enables Kerry to identify opportunities to improve our products, solutions, service and overall customer experience.

Our market research and consumer insight teams study consumer behaviours and perceptions and share these insights with our customers. By way of example, Kerry's *Left on the Shelf* research concluded that 87% of global consumers are actively trying to reduce waste, a concern that has intensified over the past two years, prompting a pressing call to action for the food and beverage industry.

In 2023, customers across different regions and channels were invited to share their views on the most material sustainability topics for Kerry, helping to inform priority areas within our updated materiality assessment.

The Kerry Health and Nutrition Institute® shares Kerry's scientific expertise with those within the sector as they explore challenges in the food and beverage industry.

Key Outputs from the Engagement

Rapidly evolving, consumer dynamics and the changing marketplace set a backdrop for ongoing customer engagement. Increased demand for innovative, sustainable nutrition solutions, including those that enhance health and wellbeing, plant protein options, and products addressing a diverse range of environmental and sustainability criteria.

Key topics for customers and consumers included the management of the elevated inflationary cost environment, the ongoing impact of global end-to-end supply chain challenges, changing consumer needs and preferences as well as regulatory changes, particularly in relation to sustainable nutrition and food systems.

Our customers want innovative sustainable nutrition solutions that enhance health and wellbeing while reducing the impact that their production activities have on the planet and in particular on climate change and food waste. These topics were reinforced through input received during our materiality assessment process.

Our Actions and their Impacts

Feedback from customer engagement activities was discussed at each Board meeting as part of the business updates provided by the Executive Directors and informed the decisions made by the Board.

The Board approved the Group's expenditure of €301m on research and development and technical support. Together with the management team, the Board ensures that this resource is focused on those projects that can best meet customers' needs and thereby enable the Group to achieve its purpose and strategic objectives in relation to revenue growth, margin expansion and return on investment. A strategically-resourced Kerry R&D team helps customers to create healthier more nutritious products that taste great, assists them to navigate through periods of heightened inflation and enables them to produce food products in a more environmentally-sustainable manner.

The Board also approved investment in the Group's digital strategy, various supply chain function initiatives and employee training programmes to improve the overall customer experience through real time information sharing, automation, reduced product development and delivery lead times as well as enhanced service levels. By way of example, the Board approved an investment in a global customer care portal which provides real-time visibility of customer information to safeguard against potential issues and empower Customer Care Teams to be more proactive and responsive to deliver customer service excellence.

As a result of these investments, the Group has improved its fulfillment reliability (as measured by OTIF - On Time in Full) and has seen an increase in NPS.

During 2023, the Board approved acquisitions with a total cost of €210m and gross capital expenditure of €310m. All of these decisions are aligned to the Group's strategic priorities and support the development of our business to best meet our customer's needs.

The Board received regular updates on the divestment process for the Sweet Ingredients Portfolio and was satisfied that the transfer of the customer base was completed smoothly and successfully thereby helping to ensure a successful transition of the business to its new owner.

With the increasing importance of environmental and social issues for our customers, the Board ensures that the Group's sustainability strategy is appropriately funded, resourced and integrated into our value proposition.

Further details are outlined in Our Business Model on pages 24-25, Strategy and Financial Targets on pages 32-33, the Sustainability Review on pages 46-91 and the 2023 Sustainability Report on the Group's website.

Suppliers

Why We Engage

By engaging with suppliers, we can ensure they continue to meet Kerry's high standards in product safety, quality, and business ethics, whilst respecting human rights and the environment.

How We Engage

Kerry engages with suppliers on a daily basis to manage commercial and operational activities through a dedicated procurement and supply chain function, two-way communication, supplier meetings, multistakeholder forums and participation at industry conferences. Suppliers can also raise matters of concern via the Group's Speak Up whistleblowing service.

In 2023, selected suppliers were also invited to share their views on the importance of key sustainability topics, as part of the Group's updated materiality assessment.

The Group takes a risk-based approach to supplier assessments to ensure ongoing safety, quality and responsible sourcing.

The Board receives updates from the CEO, Chief Procurement Officer and the Group Head of Sustainability in relation to the quality and reliability of the Group's supply chain and on matters of interest to suppliers.

Key Outputs from the Engagement

Key topics for suppliers included human rights, quality and food safety, service levels, business continuity, capacity, cost, innovation and responsible sourcing requirements.

Our Actions and their Impacts

The Board ensures that long-term sustainable relationships are established with key suppliers on mutually agreed and acceptable terms.

Through the Group's *Beyond the Horizon* sustainability strategy, the Board directs that the organisation works with suppliers who provide raw materials to the required safety and quality standards, produced on a sustainable basis and with proper consideration of the fair treatment of workers across the supply chain. In 2023, this included training for suppliers in our APMEA and LATAM regions relating to the Group's requirements on social compliance and focused engagement in multi-stakeholder platforms, to understand supplier challenges and develop collaborative solutions to deliver on our climate objectives.

During the year, the Board approved additional funding for the *Evolve* Dairy Sustainability Programme which supports the accelerated adoption of science-based, sustainable actions and best practice on the farms of our suppliers in Ireland. The impact of this initiative will be to assist our dairy suppliers in Ireland to achieve a reduction in their carbon footprint, in support of targets set for agriculture by the Irish Government.

Throughout the year the Board received updates on compliance with the Group's Code of Conduct thus ensuring sound decision making in line with the highest ethical standards including in relation to responsible sourcing.

Further details on our responsible sourcing strategy are outlined in the Sustainability Review on pages 46-91 and the 2023 Sustainability Report on the Group's website.

Community

Why We Engage

By fostering strong relationships with the communities in which we operate, we can help support livelihoods and create a better society whilst protecting the environment.

How We Engage

Kerry engages with community representative bodies, charities and leading non-governmental organisations in all regions in which it operates.

In 2023, a number of these organisations participated in our materiality assessment, providing expert input and representing the views of community stakeholders on important social and environmental topics.

The Group directly supports a range of community projects through its MyCommunity programme and encourages employees to participate in local initiatives through paid volunteer hours.

Key Outputs from the Engagement

Outputs include employment and local economic development, social inclusion, access to nutrition, food security and sustainable food production, as well as the opportunity for organisations like Kerry to play a lead role in environmental protection and community support.

Our Actions and their Impacts

The Board considers local community engagements as part of the overall Group sustainability strategy.

As a leader in the food and beverage industry, the Board ensures that the Group is in a position to play a vital role in the global supply chain, providing positive and balanced nutrition solutions for over a billion consumers in a way that protects people and the environment around us. The Board also prioritises the approval of capital expenditure projects that have a positive environmental impact.

During 2023, the Board approved the 2023 MyCommunity programme which provided financial aid to those carrying out disaster relief efforts in Turkey and Syria; supported the Selo Amor Espresso programme in Campinas, Brazil, which empowers women in vulnerable situations by providing work opportunities through barista training; provided funding and volunteering to support the local community in Mozzo, Italy, that were affected by deadly floods; packed almost 800,000 meals by over 100 volunteers from our site in Beloit, US, for children in Zambia, Dominican Republic and Equador; and provided volunteers and monetary support to Eat Up, a charity in Australia that makes and delivers lunches directly to schools for vulnerable children.

The Board also approved funding for Kerry's Project Amata in Burundi and Kerry's ALIVE Programme with Concern Worldwide.

Further details of these engagements and the Group's MyCommunity programme are outlined in the Sustainability Review on pages 46-91.

Consideration of Stakeholder Views in the Decision-Making Process

By understanding the matters of importance to our stakeholders, the Board can consider their needs and concerns in its decision making. The Board ensures that material decisions, which could impact on stakeholder groups, are taken with due regard to their interests.

Governance in Action

Designated Workforce Engagement Director – Activities in 2023

Dr. Karin Dorrepaal continued in the role of designated Workforce Engagement Director in 2023. Following on the success of her 2022 tenure, Karin continued her focus on employee-related matters. In order to assess employee sentiment at various employee levels, Karin participated in numerous Kerry employee events and visited manufacturing plants as follows:

- Attendance and involvement in regional and global events focused on equality, including joining the panel for the International Day of Women & Girls in Science, sharing her perspective on the ‘Embracing Equity’ theme during the International Women’s Day webinar and participating in the graduation of Kerry’s first Women in Leadership programme;
- Plant visits to Barcelona, Spain and Tiel, the Netherlands, continuing Karin’s focus on “Engagement through the lens of a Kerry Manufacturing Plant”. During these visits, Karin had the opportunity to meet employees, understand how the plant is executing Kerry’s strategy and making progress against their employee engagement actions for the year;
- Joining the annual Inspiring People awards, which celebrated a diverse representation of both nominees and winners across functions and regions; and
- Meeting with Kerry’s third-party employee engagement survey provider, to better understand Kerry’s progress in the space and to identify key focus areas ahead of kicking off engagement activities for 2024.

Global Priorities for Employee Engagement in 2023

This year we continued to make progress against our three engagement pillars: ‘Making it Better, Making it Clearer and Making it Easier’. These pillars set the foundation for action plans across Kerry to continue to make Kerry a great place to work.

Making it Better encompasses the actions that impact the working life of everyone at Kerry. Learning and development opportunities, our Diversity, Inclusion and Belonging agenda, as well as wellbeing, reward and recognition initiatives all fall under this pillar. Through our global and regional talent agendas, we have made marked progress against this pillar in 2023.

Making it Clearer focuses on Kerry’s vision, brand and strategy. Through our continued efforts to drive awareness and clarity on our strategy, we ensure Kerry’s vision and purpose are at the heart of all decision making.

Our final pillar, Making it Easier, focuses on our ambition to simplify and optimise our ways of working. Following the success of our business transformation activities and focus on digital, we continue to improve at all levels.

Dr. Karin Dorrepaal held regular meetings with the Chief Human Resources Officer and the Group Human Resources Team. The Board received two scheduled updates from the designated Workforce Engagement Director during the year on the activities conducted and the feedback received from employees. In addition, the Workforce Engagement Director provided input from an employee perspective during all Board discussions and when the Board made key decisions.

Annual General Meeting
All Directors attend the AGM and are available to meet with shareholders and answer questions as required. Notice of the AGM, Form of Proxy and the Annual Report and financial statements are sent to shareholders at least 20 working days before the meeting. A separate resolution is proposed at the AGM on each substantially separate matter including a particular resolution relating to the adoption of the Directors' and Auditors' reports and the financial statements. Details of the proxy votes received for and against each resolution, together with details of votes withheld are announced after the result of the votes by hand. These details are published on the Group's website following the conclusion of the AGM. At the AGM held on 27 April 2023, there were no material votes cast against any resolutions.

Whistleblowing Arrangement
The Group's whistleblowing arrangement includes an externally-facilitated multi-lingual reporting service "Speak Up" through which all employees and third parties can raise concerns in confidence about possible wrong doings in financial reporting and other matters. These facilities are available 24 hours a day by phone or online.

All whistleblowing incidents are reviewed by the Business Integrity Committee as well as by the Legal and Ethical Compliance team and formally investigated by the relevant functional heads depending on the nature of the concern raised.

In 2023, the Audit Committee reviewed the whistleblowing incidents and outcomes and provided updates to the Board which enabled the Board to assess the adequacy of the whistleblowing arrangements and to review the reports arising from its operation. The Board is satisfied that the Group's whistleblowing arrangements are operating effectively.

Division of Responsibilities

Chairman and Chief Executive Officer
The roles of the Chairman and Chief Executive Officer are separate and the division of duties between them is formally established, set out in writing and agreed by the Board. The Chairman is responsible for leadership of the Board and ensuring its effectiveness in all respects. The Executive Directors, led by the Chief Executive Officer, are responsible for the management of the Group's business and the implementation of Group strategy and policy.

Senior Independent Director
The principal role of the Senior Independent Director (SID) is to provide a sounding board for the Chairman and to act as an intermediary for other Directors as required. The SID is responsible for the appraisal of the Chairman's performance throughout the year. The SID is also responsible for leading a formal succession process for the role of Chairman. The SID is available to meet shareholders upon request, in particular if they have concerns that cannot be resolved through the Chairman or the Chief Executive Officer.

Non-Executive Directors
The non-Executive Directors' main responsibilities are to review the performance of management and the Group's financial information, assist in strategy development, and ensure that appropriate and effective systems of internal control and risk management are in place. The non-Executive Directors review the relationship with external auditors through the Audit Committee and monitor the remuneration structures and policy through the Remuneration Committee.

The non-Executive Directors bring a valuable breadth of experience and independent judgement to Board discussions.

Company Secretary
Each Director has access to the advice and services of the Company Secretary, whose responsibilities include ensuring that Board procedures are followed, assisting the Chairman in relation to corporate governance matters, ensuring the Company complies with its legal and regulatory obligations and facilitating appropriate information flows between the business and the Board.

Commitments
Under the terms of their appointment all Directors agreed to the time commitment schedule which requires them to allocate sufficient time to discharge their responsibilities effectively. This matter is considered by the Governance and Nomination Committee on an ongoing basis in accordance with its Terms of Reference.

All Directors must seek prior approval of the Board in advance of undertaking any additional external appointments. Before approving any additional external appointment, the Board considers the time commitment required for the role. Each proposed external appointment is reviewed independently.

Independence
The Board, as a whole, has assessed the non-Executive Directors' independence and confirmed that, in its opinion, all non-Executive Directors are independent in judgement and character.

Dr. Hugh Brady has served in excess of nine years as a Director with effect from 23 February 2023. Having conducted a rigorous review, the Board unanimously agreed that Dr. Brady should remain on the Board until the conclusion of the AGM in May 2024. His re-election as a non-Executive Director was strongly supported by shareholders at the 2023 AGM. Dr. Karin Dorrepaal has served on the Board for nine years with effect from 31 December 2023. Having conducted a rigorous review, the Board unanimously agreed that Dr. Dorrepaal should also remain on the Board until the conclusion of the AGM in May 2024. The Board is satisfied that Dr. Brady and Dr. Dorrepaal, given their personal attributes and the challenges they bring to Board discussions, continue to apply objective and independent judgement to act in the best interest of the Company.

As disclosed in note 33 to the Financial Statements, Mr. Patrick Rohan, in the ordinary course of business as a farmer, trades on standard commercial terms with the Group's Dairy Ireland business. Given the small quantum involved, the fact that all trading is on standard commercial terms and Mr. Rohan's personal attributes, the Board, having conducted a rigorous review, is satisfied that Mr. Rohan applies objective and independent judgement to act in the best interest of the Company.

Conflicts of Interest
Under the terms of their appointment all Directors have continuing obligations to update the Chairman as soon as they become aware of a situation that could give rise to a conflict or a potential conflict of interest.

Board Committees
The Board has four Committees, the Audit Committee, the Governance and Nomination Committee, the Sustainability Committee and the Remuneration Committee, which support the operation of the Board through their focus on specific areas of governance.

Each Committee is governed by its Terms of Reference, available from the Group's website kerry.com or upon request, which sets out how it should operate including its role, membership, authority and duties.
Reports on the activities of the individual Committees are presented to the Board by the respective Committee Chairs.

Further details on the duties, operation and activities of all Board Committees can be found in their respective reports on pages 135-181 and these reports form part of the Governance Report.

Meetings and Attendance
The Board meets regularly to ensure that all its duties are discharged effectively. All Directors are expected to prepare for and attend meetings of the Board, the Committees of which they are members and the AGM.

In the event that a Board member cannot attend or participate in the meeting, the Director may discuss and share opinions on agenda items with the Chairman, Chief Executive Officer, Senior Independent Director or Company Secretary in advance of the meeting.

A total of 14 Board meetings were held in 2023. Individual attendance at the Board and Committee meetings is set out in the following table.

Directors	Board	Audit Committee	Governance and Nomination Committee	Sustainability Committee	Remuneration Committee
Tom Moran	14/14	–	6/6	–	–
Edmond Scanlon[1]	14/14	–	–	–	–
Marguerite Larkin[1]	14/14	–	–	–	–
Gerry Behan[1]	14/14	–	–	–	–
Hugh Brady	14/14	6/6	6/6	–	–
Genevieve Berger[2]	1/1				
Fiona Dawson	14/14	–	–	2/2	5/5
Karin Dorrepaal[3]	13/14	–	6/6	2/2	5/5
Emer Gilvarry	14/14	6/6	–	–	5/5
Catherine Godson[2]	1/1				
Michael Kerr[3]	13/14	6/6	6/6	–	–
Christopher Rogers	14/14	6/6	–	2/2	5/5
Patrick Rohan	14/14	–	–	2/2	–
Jinlong Wang[3,4]	13/14	5/6	–	–	–

1 Executive Directors.
2 Genevieve Berger and Catherine Godson were appointed on 1 November 2023.
3 Karin Dorrepaal, Michael Kerr and Jinlong Wang were each unable to attend one Board meeting due to diary conflicts.
4 Jinlong Wang missed one Audit Committee meeting due to a diary conflict.

Attendance statistics represent: Total number of meetings attended by the Director/ Total number of meetings held during the year which they were eligible to attend.

Composition, Succession and Evaluation

Board Induction and Development

On appointment to the Board, each new non-Executive Director undergoes a full formal induction programme organised by the Chairman and supported by the Company Secretary. The purpose of the induction programme is to enable new Directors to gain a full understanding of the Group, governance-related matters and Directors' duties and responsibilities. The induction programme includes presentations on the Group's operations and results, meetings with Executive Management and an outline of the principal risks and uncertainties facing the Group. Details of the induction programme undertaken by Mr. Patrick Rohan are included below:

Governance in Action (Example):

New Director Induction

Mr. Patrick Rohan was appointed to the Board on 16 January 2023. Following his appointment, Mr. Rohan underwent a formal induction programme which was tailored to his individual requirements and included the following induction activities.

Induction Activities

- provision of a detailed information pack including key corporate governance policies, Board papers, financial and strategic documents and information on directors' duties and responsibilities;
- meetings with the Executive Directors;
- meetings with the Chairman, the Senior Independent Director, Remuneration Committee Chairperson, and the Audit Committee Chairman;
- meetings with functional leaders on matters such as Board and corporate governance, internal audit, strategy, investor relations, human resources and sustainability; and
- meetings with business leaders of the Taste & Nutrition and the Dairy Ireland businesses to obtain an overview of each business.

Future Induction Activities

- site visits to see first-hand the Group's operations while engaging with employees and senior management.

Dr. Genevieve Berger and Professor Catherine Godson, who were appointed to the Board on 1 November 2023, are in the process of completing a full, formal, induction programme tailored to their individual needs.

Throughout the year, the Board engages in development through a series of consultations with subject matter experts on a range of topics including corporate governance and strategy. Presentations are also made by Executive Directors and senior management on various topics throughout the year in relation to their areas of responsibility.

On an annual basis, an 'off-site' Board meeting is scheduled at a Group location and is combined with a comprehensive schedule of activities over a week-long period, to enable non-Executive Directors to further develop their understanding of the Group's activities and to meet with local senior management and emerging talent. In June 2023, the 'off-site' Board meeting took place in Indonesia. During the visit the Board had the opportunity to meet and engage with the Asia Pacific Middle East & Africa (APMEA) Leadership team and emerging talent in both formal and informal settings. The Board attended the official opening of the newly built, state of the art taste manufacturing facility just outside Jakarta, during which the Board members saw first-hand the positive impact of the capital investment they had approved. During the visit, the Board also received presentations on the dynamics and priorities of the APMEA market and participated in a customer immersion experience which showcased the Group's capabilities in helping customers to solve industry challenges with differentiated solutions.

As part of their personal development plans, individual non-Executive Directors are also afforded the opportunity to visit a number of the Group's international facilities and operations. Individual Board members training requirements are reviewed with the Chairman and Company Secretary and training is provided to address these needs.

Board Performance Evaluation

In accordance with provisions of the Code, a performance evaluation of the Board is carried out annually and facilitated externally every third year. In 2023, the Board conducted an internal self-evaluation of the performance of the Board, Board Committees, the Chairman and Individual Directors against a set of pre-defined key criteria. The review was led by the Chairman of the Board and the Senior Independent Director and was facilitated by the Company Secretary. The review was undertaken using Thinking Board, Independent Audit Limited's governance self-assessment process. Independent Audit Limited, based in the UK, is recognised as a leading firm of board reviewers, and has no other connections to the Group.

Topics covered during the Board Performance Evaluation included development and implementation of strategy, Board composition, succession planning at Board and senior management level, financial oversight, risk management, people and culture, Board meetings and papers, Board training, Committee performance and stakeholder engagement.

The Chairman met each of the non-Executive Directors individually and appraised their performance. The key areas reviewed were independence, contribution and attendance at Board meetings, interaction with Executive Directors and other non-Executive Directors, the Company Secretary and senior management, ability to communicate issues of importance and concern, their knowledge and effectiveness at meetings and the overall time and commitment to their role on the Board.

In addition, the Senior Independent Director formally appraised the performance of the Chairman. This appraisal was similar to the non-Executive Director evaluation process and included feedback from all Directors on the Chairman's performance during the year.

During the year, the non-Executive Directors met without the presence of the Executive Directors and led by the Chairman, undertook a formal review of the performance of each Executive Director.

Overall, the Board concluded that the outcomes of the evaluation process have been positive and have confirmed to the Chairman that the Board and its Committees operate effectively and that each Director contributes to the overall effectiveness and success of the Group. The actions identified from the 2023 performance evaluation included recommendations relating to Board training, Board and executive succession planning, stakeholder engagement and the appropriate time allocation between strategic priorities and other matters at Board meetings.

Progress against recommendations from the previous external evaluation were also considered and the Board is satisfied that improvements have been made which have enhanced the operation and effectiveness of both the Board and its Committees.

The Chairman, along with the Company Secretary, will ensure that areas for improvement identified from the 2023 evaluation report, and areas for consideration arising from the Directors' appraisal where identified, will be considered during 2024.

In line with the requirements of the Code, the next externally-facilitated performance evaluation of the Board will occur in 2025, three years after the last externally-facilitated evaluation in 2022.

Audit, Risk and Internal Control

Risk Management and Internal Controls

The internal control framework in the Group encompasses the policies, processes, tasks and behaviours, which together facilitate the Group's effective and efficient operation by enabling it to respond appropriately to significant business, operational, financial, compliance and other risks to achieve its business objectives.

The systems which operate in Kerry Group provide reasonable, but not absolute, assurance on:

- the safeguarding of assets against unauthorised use or disposition; and
- the maintenance of proper accounting records and the reliability of the financial information produced.

The Board has delegated certain duties to the Audit Committee in relation to the ongoing monitoring and review of risk management and internal control systems. The work performed by the Audit Committee is described in its report on pages 135-140.

Full details of the risk management systems are described in the Risk Management Report on pages 92-105.

The principal risks and uncertainties facing the Group, including those that could threaten the business model, future performance, solvency or liquidity are described on pages 97-103. Emerging risks are also identified, analysed and managed as part of the same process as the Group's other principal risks as described on pages 95-96. The Directors confirm that they have carried out a robust assessment of these risks and the actions that are in place to mitigate them.

The Directors confirm that they have also reviewed the effectiveness of the systems of risk management and internal control which operated during the period covered by these financial statements and up to the date of this report. Based on the review performed, the Directors concluded that for the year ended 31 December 2023, the Group's systems of risk management and internal control were effective. The procedures adopted comply with the guidance contained in Guidance on Risk Management, Internal Control and Related Financial and Business Reporting as published by the Financial Reporting Council in the UK.

Features of Internal Control in Relation to the Financial Reporting Process

The main features of the internal control and risk management systems of the Group in relation to the financial reporting process include:

- the Board review and approve a detailed annual budget and monitor performance against the budget through periodic Board reporting;
- prior to submission to the Board with a recommendation to approve, the Audit Committee review the Interim Management Statements, the Interim and Annual Consolidated Financial Statements and all formal announcements relating to these statements;
- adherence to the Group Code of Conduct and Group policies published on the Group's intranet ensures the key controls in the internal control system are complied with;
- monthly reporting and financial review meetings are held to review performance at business level ensuring that significant variances between the budget and detailed management accounts are investigated and that remedial action is taken as necessary;
- the Group has a Financial Compliance function to establish compliance policies and monitor compliance across the countries in which the Group operates;
- the Group operates an internal control self-assessment process covering material finance, operational and compliance controls across the Group;
- a well-resourced and appropriately skilled Finance function is in place throughout the Group;
- completion of key account reconciliations at reporting unit and Group level;
- centralised Taxation and Treasury functions and two Global Shared Service Centres established to facilitate appropriate segregation of duties;
- the Group Finance Committee has responsibility for raising finance, reviewing foreign currency risk, making decisions on foreign currency and interest rate hedging and managing the Group's relationship with its finance providers;
- the Board, through the Audit Committee, completes an annual review of the effectiveness of risk management and control systems;
- appropriate ICT security environment; and
- the Internal Audit function continually reviews the internal controls and systems and makes recommendations for improvement which are reported to the Audit Committee.

Fair, Balanced and Understandable

The Directors have concluded that the Annual Report and Consolidated Financial Statements, taken as a whole, provide the information necessary for shareholders to assess the Group's and Company's position and performance, business model and strategy and is fair, balanced and understandable. This assessment was completed by the Audit Committee and the activities undertaken in reaching this conclusion are outlined on page 137.

GOVERNANCE REPORT
Audit Committee Report

Dear Shareholder,

On behalf of the Audit Committee, I am pleased to present our report for the year ended 31 December 2023. The purpose of the report is to summarise the work of the Committee during the year and set out our priorities for the year ahead.

The Committee supports the Board in meeting a number of its corporate governance responsibilities including oversight of the Group's external reporting, reviewing and monitoring the effectiveness of the Group's risk management and internal control processes, overseeing the relationship with the Group's external auditor and monitoring, reviewing and assessing the effectiveness of the Group's internal audit function.

During the year, the Committee supported the Board in monitoring and assessing the principal and emerging risks facing the Group. This included consideration of the impact of climate-related risks on the Group's accounting judgements, disclosures and financial statements. The Committee also considered an assessment of the Group's risk management and internal control systems including financial, operational and compliance controls and concluded that the Group's internal control environment continues to be effective. Each regular meeting included deep-dive updates on risk and compliance related activities and further details with regard to these matters are set out on page 136.

A key area of responsibility and focus for the Committee each year is to monitor the integrity of the Group's Financial Statements and announcements relating to the Group's financial and non-financial performance.

The Committee reviewed the work completed by management in respect of the Going Concern and Viability Statements, including a consideration of ongoing uncertainty in the geopolitical and macroeconomic environment, as well as the potential impact of climate-related risks and concluded that there was no threat to the Group's prospects or viability. The Committee, in conjunction with the Sustainability Committee, also considered the Group's readiness to meet more extensive sustainability reporting obligations, including the Corporate Sustainability Reporting Directive (CSRD), which will come into effect from 2024 onwards. The significant matters that the Committee considered in relation to the financial statements and how these were addressed are set out on page 137.

The Committee has satisfied itself, and advised the Board accordingly, that the Annual Report and Consolidated Financial Statements, when taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's and the Company's position, performance, business model and strategy.

The Committee oversaw the relationship with the external auditor, including monitoring all matters associated with their appointment, remuneration, performance and independence.

Following a detailed planning process, PwC conducted a hybrid working model for the 2023 external audit, working both on site and virtually, and the Committee reviewed the scope and results of the audit and the effectiveness of the process. The work completed in this regard is outlined on page 139.

As outlined on page 140, the Committee considered the requirements of the Companies Act 2014 in relation to the Directors' Compliance Statement and is satisfied that appropriate steps have been undertaken by the Company to ensure that it is materially compliant with its relevant obligations.

Looking ahead to 2024, the Committee's primary focus will remain consistent with those for the year under review: providing effective oversight of the Group's risk management and internal control processes, monitoring the Group's external financial and non-financial reporting and supporting the work of the Group's internal and external auditors. The Committee will also take a proactive approach in anticipating and preparing for upcoming legislative and regulatory changes, particularly in the area of climate change and sustainability.

I trust you will find this report useful and informative, and, as ever, I welcome any feedback from shareholders on the report.

Christopher Rogers
Chairman of the Audit Committee

Roles and Responsibilities

The main roles and responsibilities of the Committee, which reflect the UK Corporate Governance Code and the Irish Annex and the Guidance on Audit Committees, are set out in its written Terms of Reference which are available from the Group's website kerry.com or upon request.

Committee Membership

The Audit Committee currently comprises five independent non-Executive Directors; Dr. Hugh Brady, Ms. Emer Gilvarry, Mr. Jinlong Wang, Mr. Michael Kerr and is chaired by Mr. Christopher Rogers.

The Committee Chairman, Mr. Christopher Rogers, is a Fellow of Chartered Accountants England and Wales and has significant financial experience in several sectors. Both he and Mr. Michael Kerr are considered to meet the specific requirements for recent and relevant financial experience as set out in the Code.

The Board is also satisfied that together, the members of the Committee, as set out in their biographical details on pages 108-111, bring a broad range of relevant skills, experience and expertise, from a wide variety of industries and backgrounds, and as a whole have competence relevant to the sectors in which the Group operates. The Company Secretary is the Secretary of the Committee.

Committee Meetings

The Committee met six times during the year and attendance at these meetings is outlined on page 131. Typically, the Chief Executive Officer, the Chief Financial Officer, the Group Financial Controller, the Company Secretary and the Head of Internal Audit, as well as representatives of the external auditor are invited to attend meetings of the Committee. In addition, the Chairman of the Board attends meetings at the invitation of the Committee. When required, other key executives and senior management are invited to attend, to present and provide deeper insight on various topics as are required by the Committee to discharge its duties.

The external auditor and the Head of Internal Audit have direct access to the Committee Chairman at all times and meet with the Committee, without other Executive Management being present, on a formal basis at least annually in order to provide an additional opportunity for open dialogue and feedback.

Meetings are scheduled to align with the Group's reporting cycle and after each Committee meeting, the Chairman of the Committee reports to the Board on the key matters which have been discussed.

Committee Evaluation

As outlined in detail on page 132, an internal evaluation of Board effectiveness included a review by the Committee of its own effectiveness. The output was discussed by the Committee and it was concluded that the Committee continued to operate effectively throughout the year as well as identifying ongoing areas of focus for the 2024 financial year.

Financial Reporting and Significant Areas of Focus

The Audit Committee reviewed the Interim Management Statements, the Interim and Annual Consolidated Financial Statements and all formal announcements relating to these statements before submitting them to the Board of Directors with a recommendation to approve. These reviews focused on, but were not limited to:

- the appropriateness and consistency of accounting policies and practices;
- the going concern assumption;
- compliance with applicable financial reporting standards and corporate governance requirements as well as the clarity and completeness of disclosures; and
- considering the significant areas of complexity, management judgement and estimation that had been applied in the preparation of the Consolidated Financial Statements in accordance with the accounting policies.

The Committee considered the impact of climate change on the Group's Consolidated Financial Statements and agreed that the disclosures outlined on pages 70-83 made in response to the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD) and the EU Taxonomy are appropriate and that the assumptions used in the financial statements as outlined in note 1 are consistent with these disclosures.

The Committee has, with the support of PwC as external auditor, reviewed the suitability of the accounting policies which have been adopted and whether management have made appropriate judgements and disclosures. The table below sets out the significant matters considered by the Committee in relation to the Consolidated Financial Statements for the year ended 31 December 2023.

SIGNIFICANT AREAS OF FOCUS

Impairment of Goodwill and Indefinite Life Intangible Assets	Goodwill and indefinite life intangible assets, as disclosed in note 12 to the Consolidated Financial Statements, represents the largest number on the Group balance sheet at €5.0 billion. The Committee considered the process to complete the annual impairment review of the Group's goodwill and indefinite life intangible assets and specifically the assumptions used for the future cash flows, discount rates, terminal values and growth rates. This included consideration of the impact of climate change and other external and macroeconomic risks on such assessments and a consideration of the sensitivity analysis run by management. Following discussions with senior management and the external auditor, the Committee found that the methodology used for the above valuation and annual impairment review is appropriate and no impairment was identified.
Going Concern and Viability Statement	The Committee assessed the effectiveness of the process undertaken by management to evaluate going concern and longer-term viability, which included reviewing and challenging management's assumptions and modelling of projected cash flows and in particular, those related to climate-related risks and their potential impact on future profitability and liquidity. The Committee also considered the Group's financing facilities and future funding plans. Based on this, the Committee confirmed there were no material uncertainties that cast a significant doubt on the Group or the Company's ability to continue as a going concern and therefore the application of the going concern basis for the preparation of the financial statements continued to be appropriate and recommended the approval of the viability statement.
Taxation	Significant judgement and a high degree of estimation is required when arriving at the Group's tax charge and liability. The Committee, in conjunction with tax professionals, reviewed and discussed the basis for the judgments in relation to uncertain tax positions and challenged management on their assertions and also considered the outcome of the external auditors' review of the tax charge and liability. As a result, the Committee believes the impact of uncertain tax positions has been appropriately reflected in the tax charge and liability.

Fair, Balanced and Understandable

As in previous years, at the request of the Board, the Audit Committee undertook a review of the content of the Annual Report and Consolidated Financial Statements to ensure that it is fair, balanced and understandable, and provides the information necessary for shareholders to assess the Group's and the Company's position, performance, business model and strategy.

In fulfilling this responsibility, the Committee considered the following:

- the timetable for the co-ordination and preparation of the Annual Report and Consolidated Financial Statements, including key milestones as presented at the December Audit Committee meeting;
- the governance structure and systematic approach to review and sign-off carried out by senior management with a focus on consistency and balance; and
- a detailed report from senior finance management outlining the process through which they assessed the narrative and financial sections of the 2023 Annual Report to ensure that the criteria of fair, balanced and understandable has been achieved.

Management ensured that the draft Annual Report and Consolidated Financial Statements were available to the Audit Committee in sufficient time for review in advance of the Committee meeting to facilitate adequate discussion at the meeting. The Committee also received confirmation that the other Board Committees had signed off on each of its respective Committee reports and reviewed other sections for which it has responsibility under its Terms of Reference.

Having considered the above, in conjunction with the consistency of the various elements of the reports, the narrative reporting and the language used, the Committee provided assurance to the Board to assist it in making the fair, balanced and understandable statement required of it under the Code, which is set out on page 116.

Internal Control and Risk Management

The Audit Committee supports the Board in its duties to review and monitor, on an ongoing basis, the effectiveness of the Group's risk management and internal control systems. A detailed overview of the Group's risk management framework is set out in the Risk Management Report on pages 92-93.

Throughout the year, the Committee:

- reviewed and approved the assessment of the principal risks and uncertainties, including climate change and other emerging risks, that could impact the achievement of the Group's strategic objectives as described on pages 97-103;
- reviewed and approved the risk appetite for each of the Group's principal risks and recommended the risk appetites as outlined for approval by the Board;
- received presentations from senior executives on a selection of principal risks, which included updates on cyber and information systems security, portfolio management and supply chain resilience;
- reviewed quarterly reports from the Head of Internal Audit based on internal audits completed outlining non-compliances with Group controls and managements' action plans to address them;
- considered reports from the Head of Internal Audit and the Group Financial Controller on fraud investigations or other significant control matters which occurred during the year and approved plans to address and remediate the issues identified;
- received updates from the Ethics and Compliance team in relation to the operation of the Group's whistleblowing arrangements;
- received updates regarding upcoming regulatory changes in sustainability reporting and the Group's readiness to meet more extensive reporting obligations, including the CSRD, which will come into effect in the coming years;
- considered the results of the Kerry Control Self-Assessment (the internal control self-assessment review of material finance, operational and compliance controls) and concluded that the controls are operating effectively;
- received a detailed report from the Head of Internal Audit outlining the Group's risk management and internal control framework in line with the FRC Guidance on Risk Management, Internal Control and Related Financial and Business Reporting and incorporating all material financial, operational and compliance controls; and
- reviewed the report from the external auditor in respect of significant financial accounting and reporting issues, together with internal control weakness observations.

In addition to the above, the Board also received an update from ICT management with regard to the Group's ICT governance and information security programme and its ability to address cybersecurity risks particularly in the context of the criticality of ICT to the business and the ever-evolving nature of cybersecurity threats. Further detail with regard to the Group's information systems and cybersecurity controls are outlined on page 101 of the Risk Report.

The Audit Committee, having assessed the above information, is satisfied that the internal control and risk management framework is operating effectively and has reported this opinion to the Board.

Internal Audit

The Audit Committee is responsible for monitoring and reviewing the operation and effectiveness of the Group Internal Audit function including its focus, plans, activities and resources. To fulfil these duties the Committee:

- reviewed and approved the Group Internal Audit function's charter and annual plan;
- considered and were satisfied that the competencies, experience and level of resources within the Internal Audit team were adequate to achieve the proposed plan;
- considered the role and effectiveness of Internal Audit in the overall context of the Group's risk management framework and was satisfied that the function has appropriate standing within the Group;
- received quarterly updates from the Head of Internal Audit on the delivery of the 2023 plan and on the principal findings from the work of Internal Audit and the status of management's actions to remediate issues identified;
- received updates on the nature and extent of non-audit activity performed by Internal Audit;
- ensured that the Head of Internal Audit had regular meetings with the Chairman of the Audit Committee and the Committee met with the Head of Internal Audit without the presence of Executive Management;
- ensured that the Head of Internal Audit had access to the Chairman of the Board if required; and
- ensured co-ordination between Group Internal Audit and the external auditor to maximise the benefits from clear communication and co-ordinated activities.

In order to comply with the Chartered Institute of Internal Auditors (CIIA) requirements, an External Quality Assessment (EQA) by an independent body is conducted at least every five years to confirm conformance with the International Standards for the Professional Practice Framework (IPPF) of the CIIA. The most recent EQA was performed in 2022 and the next review will be completed in 2027. On an annual basis, to ensure ongoing compliance with the IPPF, the Group Internal Audit function has an internal Quality Assurance and Improvement Program (QAIP) in place, the results of which are reported to the Audit Committee on a quarterly basis.

On the basis of the above, the Committee concluded that for 2023 the Group Internal Audit function operated effectively and is satisfied that the quality, experience and expertise of the function is appropriate for the Group.

External Auditor

On behalf of the Board, the Audit Committee has primary responsibility for overseeing the relationship with, and performance of, the external auditor. This includes making recommendations to the Board on the appointment, re-appointment and removal of the external auditor, assessing their independence and effectiveness and approving the audit fee.

During the year, the Committee met with the external auditor without management present to discuss any issues that may have arisen during the audit of the Group's Consolidated Financial Statements. In addition to this, the Committee Chairman meets with the external auditor quarterly and additional meetings or private sessions are available upon request.

Independence and Provision of Non-Audit Services

The Committee is responsible for ensuring that the external auditor is independent and for implementing appropriate safeguards where the external auditor also provides non-audit services to the Group.

PwC confirmed to the Audit Committee that they are independent from the Group under the requirements of the Irish Auditing and Accounting Supervisory Authority's Ethical Standards for Auditors. PwC were appointed as the Group's external auditor in 2016 and the Committee will ensure that in accordance with EU legislation in relation to Audit Reform as adopted in Irish legislation, the external auditor is rotated at least once every ten years. The audit lead engagement partner is rotated every five years and for the financial year ended 31 December 2023 is Paul Barrie who was appointed in July 2023 following the appointment of the previous partner, Enda McDonagh, to the role of Managing Partner, PwC Ireland. Enda was appointed as audit lead engagement partner in 2021 following the transition of the previous lead who had completed his five-year term.

In accordance with the Group's policy on the hiring of former employees of the current external auditor, the Committee reviews and approves any appointment of an individual, within three years of having previously been employed by the current external auditor, to a senior managerial position in the Group.

A formal policy governing the provision of non-audit services by the external auditor is in place and is reviewed and approved by the Audit Committee annually. This policy is in accordance with applicable laws and takes into account the relevant ethical guidance for auditors. This policy is designed to safeguard the objectivity and independence of the external auditor and to prevent the provision of services which could result in a potential conflict of auditor independence.

The policy outlines the services which can be provided by the external auditor, the relevant approval process for these services, and those services which the external auditor is prohibited from providing.

In 2023, all non-audit services and fees were approved by the Audit Committee in line with policy. The Committee is satisfied that the non-audit fees paid to PwC, which were minimal, did not compromise their independence or objectivity. Full details of the fees paid to the external auditor during the year for non-audit services are outlined in note 3 to the financial statements. Having considered all of the above, the Committee concluded that the Group's external auditor is independent.

Effectiveness

The Committee is committed to ensuring that the Group receives a high-quality and effective external audit. Post completion of the 2022 audit, in conjunction with PwC, review meetings were held with senior finance management across all regions and it was confirmed by both parties that no issues had arisen during the audit process. This review considered the process and technology changes which were implemented to support conducting a hybrid working model for the audit and they were satisfied that it did not compromise the quality of the audit.

At the October Audit Committee meeting, PwC outlined to the Committee in detail the 2023 external audit plan, which would be conducted on a hybrid basis with a blend of staff working both on site and virtually. The Committee discussed the significant audit risks and key audit matters, audit scope and materiality amongst other matters. The Audit Committee agreed that the plan and the materiality at which any misstatements should be reported by PwC to the Committee was appropriate.

Prior to the finalisation of the 2023 Consolidated Financial Statements, the Audit Committee received a detailed presentation and final report from PwC. The Committee also considered feedback from the lead partner and senior executives in concluding that PwC effectively delivered against the objectives of the agreed audit plan.

In assessing the effectiveness of the external auditor, the Audit Committee also considered the following:

- the quality of presentations to the Board and Audit Committee;
- the technical insights provided, relevant to the Group;
- key audit findings, including their robustness and perceptiveness in handling of key accounting and audit judgements; and
- their demonstration of a clear understanding of the Group's business and key risks.

On the basis of the above the Committee is satisfied with the effectiveness of the external auditors.

Appointment

Following a comprehensive tender process overseen by the Audit Committee, PwC were appointed as external auditor in March 2016 and commenced as statutory auditors for the Group for the financial year ended 31 December 2016. On an annual basis, the Committee reviews the appointment of the external auditor, taking into account the auditor's effectiveness and independence. On that basis, the Committee recommended to the Board that PwC should continue in office as the auditor to the Group in respect of the year ending 31 December 2024.

The Audit Committee also approved the remuneration of the external auditor, details of which are set out in note 3 to the Consolidated Financial Statements.

Directors' Compliance Statement

During the year, the Audit Committee reviewed the appropriateness of the Directors' Compliance Policy Statement and also received a report from senior management on the review undertaken during the financial year of the compliance structures and arrangements in place to ensure the Company's material compliance with its relevant obligations. On the basis of this review, the Committee confirmed to the Board that in its opinion the Company is in material compliance with its relevant obligations.

Whistleblowing and Fraud Arrangements

In accordance with the Provisions of the Code, the responsibility for overseeing whistleblowing is within the remit of the Board. During 2023, at the request of the Board, the Committee considered the Group's whistleblowing arrangements and assisted the Board in its assessment of the adequacy of these arrangements. Details of the Group's whistleblowing arrangements are outlined in the Corporate Governance Report on page 129 and are also described in our Code of Conduct, which is available from the Group's website kerry.com.

The Committee also considered the Group's procedures for fraud prevention and detection to ensure that these arrangements allow for the proportionate and independent investigation of such matters and appropriate follow up action. Following this review, the Audit Committee confirmed to the Board that it was satisfied that the Group's fraud prevention procedures were adequate.

GOVERNANCE REPORT

Governance and Nomination Committee Report

Dear Shareholder,

On behalf of the Governance and Nomination Committee, I am pleased to present our report for the year ended 31 December 2023. This report sets out the Committee's main areas of focus over the past financial year.

The Committee is responsible for evaluating the structure, size, composition and successional needs of the Board and its Committees. Additionally, the Committee is responsible for monitoring corporate governance developments.

During the year under review, the Committee continued to lead the Board refreshment process ensuring that the composition of the Board and its Committees has the appropriate balance of skills, knowledge, experience, diversity and independence. Mr. Patrick Rohan joined the Board on 16 January 2023, and he brings a detailed knowledge of the dairy and agribusiness industry reflective of the Group's heritage. To further progress Board diversity and to enhance the non-Executive Directors' skills in the areas of food ingredients, food nutrition, scientific research and finance, we engaged with an executive recruitment consulting firm to conduct a search for new independent non-Executive Directors with profiles that match the needs identified. This culminated in the appointment of Dr. Genevieve Berger and Professor Catherine Godson to the Board on 1 November 2023 and the announcement that Ms. Liz Hewitt will join the Board on 1 March 2024. Collectively these new Board members will bring relevant skills and experience to Board discussions particularly in relation to the Group's strategic growth priorities.

Dr. Hugh Brady and Dr. Karin Dorrepaal, each having served in excess of nine years, will not seek re-election and will retire from the Board at the conclusion of the AGM on 2 May 2024. Hugh will be succeeded as Senior Independent Director (SID) by Mr. Christopher Rogers, and Karin will be succeeded as designated Workforce Engagement Director by Ms. Emer Gilvarry. On behalf of the Board, I would like to thank Hugh and Karin for their significant contribution and service to the organisation over many years.

I will have served nine years as a Director, including less than three years as Chairman, on 28 September 2024. The Committee is aware of the Provisions of the Code in respect of Chairman tenure and a formal succession process will be led by Christopher as the incoming SID. Having conducted a rigorous review, the Committee and the Board have agreed, subject to shareholder approval, that I continue as Chairman until the AGM in 2026 to allow appropriate time for the new SID to identify a successor and to enable an orderly transition to the role. The Committee also noted the need for stability given the high level of Board refreshment that occurred in 2023 and the additional appointments/ retirements that will occur in 2024.

On the recommendation of the Committee, the Board established a standalone Sustainability Committee in 2023 which is chaired by Ms. Fiona Dawson. Other changes to the composition of the Board Committees are outlined on page 146.

During 2023 the Committee reviewed senior leadership development and succession plans with regard to business growth, geographic expansion and diversity goals below Board level. In addition, the Committee also reviewed the Company's corporate governance policy and processes and monitored developments in corporate governance best practice.

An externally facilitated self-assessment review of the effectiveness of the Board and its Committees was conducted during 2023 and the outcome of this review is that the Board and its Committees are operating effectively.

The Committee's priorities for 2024 will continue to focus on Board and Committee refreshment, including Chair succession, as well as senior leadership development and succession planning. Finally, the Committee will also keep up to date with evolving corporate governance requirements including upcoming changes to the UK Corporate Governance Code and to the Listing Rules.

Tom Moran
Chairman of the Governance and Nomination Committee

Roles and Responsibilities

The main roles and responsibilities of the Committee, which were reviewed and updated during 2023, are set out in written terms of reference, which are available in the governance section of the Group's website kerry.com or upon request. The Committee reviews and refers any proposed amendments to its Terms of Reference to the Board for approval annually.

Committee Membership

The Governance and Nomination Committee currently comprises four independent non-Executive Directors; Dr. Hugh Brady, Dr. Karin Dorrepaal, Mr. Michael Kerr and is chaired by Mr. Tom Moran. Biographical details for the members of the Committee are outlined on pages 108-111.

The quorum for Committee meetings is two and only Committee members are entitled to attend. No Director attends discussions relating to their own appointment. The Governance and Nomination Committee may extend an invitation to other persons to attend meetings or to be present for specific agenda items as required. The Company Secretary acts as Secretary of the Committee.

During 2023, the Committee continued to work with Korn Ferry, an executive recruitment consulting firm, to assist with Board refreshment. Korn Ferry acted as the advisor to the Remuneration Committee until April 2023 and has also provided leadership and talent consulting services to the Group during the year through a separate part of their business.

Committee Meetings

The Committee met six times during the year and attendance at these meetings is outlined on page 131.

Board Refreshment Policy

On an ongoing basis, the Governance and Nomination Committee reviews and assesses the structure, size, composition, diversity and overall balance of the Board and makes recommendations to the Board regarding refreshment.

Appointments to the Board are for an initial three-year term, subject to shareholder approval and annual re-election, after consideration of annual performance evaluation and statutory provisions relating to the removal of a Director. The Board may appoint such Directors for a further term not exceeding three years and may consider an additional term if deemed appropriate.

During the year, the Chairman conducted a rigorous review of all other non-Executive Directors as part of the Board evaluation process, considering the need for progressive refreshment of the Board. The Board explains to shareholders, in the papers accompanying the resolutions to elect and re-elect the non-Executive Directors, why it believes each individual Director should be re-elected based on the results of the formal performance evaluation. Details of Board refreshment activities during the year are outlined on pages 146-147.

Nomination Process

There is a formal, rigorous and transparent procedure in appointing new Directors to the Board. Details of this process are outlined in the Governance in Action table.

The Committee also makes recommendations to the Board concerning the re-appointment of any non-Executive Director at the conclusion of their specified term and the re-election of all Directors at the AGM. The terms and conditions of appointment of non-Executive Directors are set out in formal letters of appointment, which are available for inspection at the Company's registered office during normal office hours and at the AGM.

Governance in Action (example)

Non-Executive Director Appointment

Dr Genevieve Berger and Professor Catherine Godson were appointed to the Board with effect from 1 November 2023. The key stages of the nomination process are outlined below.

1. Assessment	The Committee assessed the skill set, experience and diversity on the Board, the requirements to meet the Group's future growth plans, together with the planned retirements from the Board over the coming years.
2. Requirement	The Committee prepared a detailed role profile; identifying the need for new non-Executive Directors with food ingredients, food nutrition and scientific research skills and experience, and the capabilities to align with the Group's purpose, values and culture. The Committee also considered the Board's commitment to enhance the gender profile of the Board in line with developing best practice and new regulatory requirements.
3. Search	The Committee instructed Korn Ferry to conduct a search for appropriate candidates for appointment to the Board based on the profile and skillset agreed by the Committee
4. Screening	The Committee assessed a long list of candidates identified by Korn Ferry as having met the criteria.
5. Interview	A shortlist of potential candidates was interviewed by Korn Ferry, the Chairman, the Committee and the Chief Executive Officer.
6. Approval	A formal recommendation was made by the Committee to the Board proposing the appointment of Dr. Genevieve Berger and Professor Catherine Godson as non-Executive Directors. The Board approved the appointment of Dr. Genevieve Berger and Professor Catherine Godson noting that they had a balance of skills, knowledge and experience that matched the requirements set. Appointment terms were drafted and agreed with them.

Succession Planning

The Governance and Nomination Committee reviews the succession plans for the Board and its Committees on an ongoing basis to ensure an orderly refreshment of membership, taking into account Group strategy, challenges and opportunities facing the Group and the skills, knowledge and experience required of Board members.

The Committee also reviews succession plans for senior leadership, which form part of the Group's overall annual approach to succession planning and agrees these with the Chief Executive Officer before being presented to the Board. The succession planning process includes defining success criteria for key roles, identifying and evaluating candidate pools and aligning successor development activities with individual and business needs to ensure leadership continuity and to strengthen the quality of the leadership succession pipeline.

This process is fully documented and monitored throughout the year in conjunction with the Committee. Details of succession planning activities during the year are outlined in Our People on page 20.

Sustainability

During 2023, the Committee provided guidance and oversight on the implementation of the Group's *Beyond the Horizon* sustainability strategy until the standalone Sustainability Committee was established on 1 August 2023 and took over this responsibility from that date.

Details of the Group's sustainability strategy, targets and performance, policies and programmes are outlined in the Sustainability Committee Report on pages 148-149, the Sustainability Review on pages 46-91 and in the 2023 Sustainability Report that has been published alongside the Annual Report and is available for review on the Group's website kerry.com.

Corporate Governance Developments

During 2023, the Committee also continued to keep up to date with existing and evolving corporate governance requirements and ensured that Board and Committee agendas were appropriately drafted to include same.

Diversity, Inclusion and Belonging Policy

We are proud of our rich diversity at Kerry and strive to ensure that we reflect the communities in which we operate, across the globe. We embrace, celebrate and harness our differences, seeking to foster an inclusive and supportive work environment which is positive and productive, and respectful of everyone. We recognise the value that different perspectives and cultures bring to Kerry and encourage individuals to fully participate and contribute meaningfully to the overall success of the Group.

The Group's Diversity, Inclusion and Belonging Policy is an integral part of the Group's Code of Conduct ensuring that diversity and inclusion are embedded in Kerry Group's core values.

Within this, the Group seeks to recruit and retain the best talent from diverse backgrounds who bring the skills and experience necessary to drive innovative thinking to enable Kerry to maintain a sustained competitive advantage.

The Board believes in the benefits of having a diverse Board and the value that it can bring to its effective operation. In accordance with the Board Diversity Policy, which was updated during the year to include reference to the Board Committees, differences in background, gender, skills, experiences, nationality, ethnicity and other attributes are considered in determining the optimum composition of the Board and its Committees with the aim being to balance it appropriately with different views and perspectives. All Board appointments are made on merit, with due regard to diversity. The Board currently has a 43% female representation, and this will increase to 46% post announced appointments and planned retirements following the conclusion of the 2024 AGM. Diversity at Board level in terms of gender, nationality and ethnic background have all improved in recent years. In line with its diversity policy, and recommended best practice, the Board is committed to maintaining a minimum of 40% female representation on the Board. It has an ambition to increase the representation of members with diverse backgrounds such as nationality, ethnicity and other attributes and to have an appropriate diverse representation on each of its Committees. As at 31 December 2023 and the date of this report, the Company has met the UK Listing Rule requirements in relation to Board diversity, as at least 40% of the Board members are women, at least one of the senior Board positions is held by a woman and at least one Board member is from an ethnic minority background.

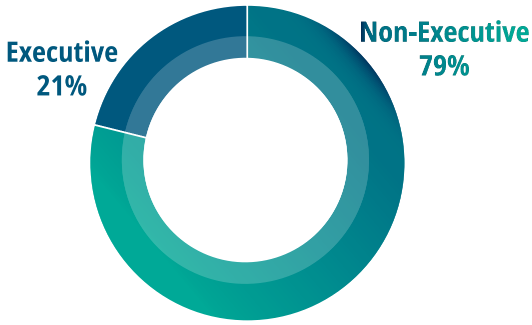
In reviewing Board composition and agreeing a job specification for new non-Executive Director appointments, the Committee considers the benefits of all aspects of diversity including, but not limited to, those described above, to make appointments that complement the range and balance of skills, knowledge and experience on the Board. As part of the identification process, executive recruitment consultants present a list of potential candidates who meet the stated specification and diversity requirements, for consideration by the Committee.

In 2021, diversity goals were agreed for senior leadership succession pools with the Executive Directors and approved by the Board to improve the diversity profile of senior leadership teams and ensure internal candidate pools better reflect the broader mix of capabilities and cultural diversity within the Group. The Group is committed to achieving the highest levels of inclusion, diversity, engagement and belonging and has a stated ambition to achieve equal gender representation in senior management roles by 2030. The Committee reviews progress against these diversity goals each year, whilst taking account of business growth and geographic expansion within the organisation.

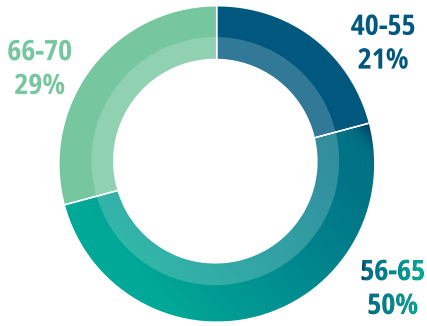
Further details of the Group's approach to Diversity, Inclusion and Belonging, including our broader organisational goals focused on building an inclusive and diverse workplace are outlined in our Sustainability Report and in Our People on page 19.

A summary of the Group's current position relating to Board and Executive Management diversity, in line with the new listing requirements, is provided in the table overleaf:

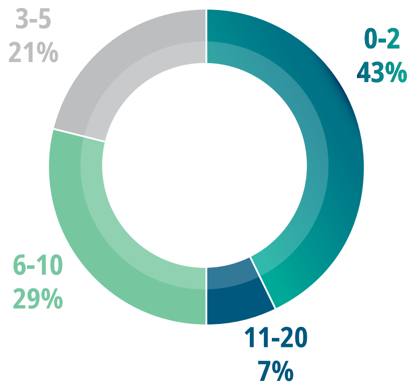
Executive/non-Executive Split



Board Age Profile (years)



Board Tenure Years



Disclosure Table in the Format Prescribed by the UK Listing Rules

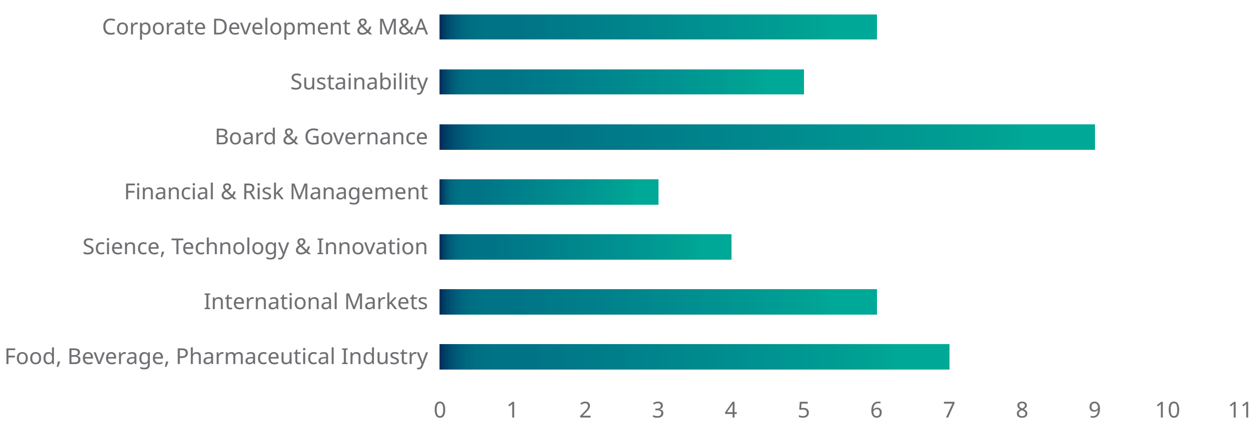
Gender identity of sex	Number of Board Members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number in Executive Management	Percentage of Executive Management
Men	8	57%	3	13	76%
Women	6	43%	1	4	24%
Not Specified/prefer not to say	-	-	-	-	-

	Number of Board Members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number in Executive Management	Percentage of Executive Management
White British or other White (Including minority-white Groups)	13	93%	4	17	100%
Mixed/Multiple Ethnic Groups	-	-	-	-	-
Asian/Asian British	1	7%	-	-	-
Black/African/Caribbean/ Black British	-	-	-	-	-
Other Ethnic group, including Arab	-	-	-	-	-
Not Specified/prefer not to say	-	-	-	-	-

1. The reference date for the disclosures in this table is 31 December 2023. There has been no change in the data disclosed since that date.
2. For the purpose of this disclosure Executive Management represents the Executive Leadership Team plus the Company Secretary.
3. The data in the table above was collected on the basis of self-reporting by the individuals concerned. When providing the data, the individuals were asked to select the gender and ethnicity background applicable to them by selecting from the list in the table above.

A summary of the non-Executive Directors skills and experiences is provided below:

Non-Executive Directors' Skills & Experience



Changes to the composition of the Board and its Committees for the year ended 31 December 2023

Mr. Patrick Rohan
Appointed to the Board on 16 January 2023 and the Sustainability Committee on 1 August 2023.

Ms. Fiona Dawson
Appointed as Chairperson of the Sustainability Committee on 1 August 2023.

Dr. Karin Dorrepaal
Appointed to the Sustainability Committee on 1 August 2023.

Mr. Christopher Rogers
Appointed to the Sustainability Committee on 1 August 2023.

Dr. Genevieve Berger
Appointed to the Board on 1 November 2023.

Professor Catherine Godson
Appointed to the Board on 1 November 2023.

Ms. Liz Hewitt
To be appointed to the Board and the Audit Committee with effect from 1 March 2024.

Key Activities

The key activities of the Committee throughout the year are detailed below:

Subject	Committee Activity
Board Size and Composition	In 2023, as part of its remit, the Committee considered the size and composition of the Board. On 31 December 2023, the Board comprised 14 members following the appointment of Dr. Genevieve Berger and Professor Catherine Godson on 1 November 2023. The Board size will increase to 15 on 1 March 2024 with the appointment of Ms. Liz Hewitt and it will reduce to 13 members following the planned retirements at the conclusion of the 2024 AGM. The Committee will continue to consider both Board size and composition during 2024.
Chairman Succession	During 2023, the Committee, chaired by Dr. Hugh Brady in his role as Senior Independent Director, recommended to the Board that Mr. Tom Moran continue as Chairman until the Annual General Meeting in 2026 and this was formally approved by the Board. The Committee will undertake a formal succession process that will be led by Mr. Christopher Rogers when he assumes the Senior Independent Director role post the AGM on 2 May 2024.
Senior Independent Director	Dr. Hugh Brady will retire as Senior Independent Director and from the Board at the conclusion of the AGM to be held on 2 May 2024. The Committee has completed a formal process and has recommended to the Board the appointment of Mr. Christopher Rogers as Senior Independent Director at the conclusion of the 2024 AGM.
Board Refreshment	Dr. Genevieve Berger and Professor Catherine Godson were appointed to the Board as non-Executive Directors on 1 November 2023, following searches conducted by the Committee in conjunction with an executive recruitment consulting firm. The Committee and the Board agreed that both had a balance of skills, knowledge and experience that matched the requirements set.
Committee Refreshment	On 1 August 2023, on the recommendation of the Committee, the Board agreed to establish a standalone Sustainability Committee to assume responsibility for overseeing the implementation of the Group’s Sustainability Strategy. The composition of the Committee is outlined overleaf. There were no other changes to the composition of the Board Committees during the year. Following the planned retirements of Dr. Hugh Brady and Dr. Karin Dorrepaal as Directors at the conclusion of the AGM to be held on 2 May 2024, the Board, on the recommendation of the Committee, has agreed to the following changes in Committee composition, all of which will take effect at the conclusion of the 2024 AGM: Mr. Christopher Rogers and Ms. Emer Gilvarry will join the Governance and Nomination Committee; Mr. Michael Kerr will join the Remuneration Committee; Ms. Fiona Dawson will join the Audit Committee and Dr. Genevieve Berger and Professor Catherine Godson will join the Sustainability Committee. Mr. Christopher Rogers will resign from the Sustainability Committee and Ms. Emer Gilvarry will resign from the Audit Committee. The Committee will continue to consider Committee refreshment in 2024.

Subject	Committee Activity
Designated Workforce Engagement Director	Dr. Karin Dorrepaal will retire from the Board and as the designated Workforce Engagement Director at the conclusion of the AGM on 2 May 2024. The Committee completed a formal process and recommended to the Board the appointment of Ms. Emer Gilvarry as the designated Workforce Engagement Director effective from the conclusion of the 2024 AGM.
Re-appointment of non-Executive Directors	During the year, Mr. Tom Moran, Dr. Hugh Brady, Dr. Karin Dorrepaal and Ms. Emer Gilvarry each completed terms as non-Executive Directors. Following a rigorous review of their skills, knowledge, experience and independence, the Board on the recommendation of the Committee, agreed that they continue to be effective and independent and make a valuable contribution to the Board, and re-appointed them to serve additional terms.
Board and Committees Effectiveness	As outlined in detail on page 132, an internal evaluation of the Board and its Committees took place in 2023 in line with the provisions of the UK Corporate Governance Code. The Committee considered the outcome of this review. Each recommendation was assessed, and an action plan was developed to address areas for potential improvement. These recommendations will be reviewed and considered by the Committee in 2024. The conclusion from the evaluation process is that the Board and its Committees are operating effectively.
Senior Leadership Development and Succession	During the year, the Committee reviewed senior leadership development and succession plans having regard to agreed diversity goals to ensure the appropriate level of skills and diversity will exist to support the delivery of the Group's strategy.
Corporate Governance Review	During 2023, the Committee reviewed and updated the Company's corporate governance related policies. In addition, the Committee monitored the Company's compliance with the UK Corporate Governance Code and the Irish Corporate Governance Annex and also reviewed developments in corporate governance best practice.
Sustainability Strategy	Prior to the establishment of the standalone Sustainability Committee on 1 August 2023, the Committee provided guidance and oversight on the implementation of the Group's *Beyond the Horizon* sustainability strategy and monitored performance against targets.
Terms of Reference	During the year, the Committee reviewed and updated its Terms of Reference. A copy of these terms is available on the Group's website kerry.com

GOVERNANCE REPORT
Sustainability Committee Report

THE COMMITTEE THANKS ALL OUR PEOPLE FOR THEIR COMMITMENT TO OUR SUSTAINABILITY STRATEGY

Dear Shareholder,

On behalf of the Sustainability Committee, I am pleased to present Kerry's first standalone Sustainability Committee Report.

The Sustainability Committee was established in August 2023 and is responsible for overseeing the Group's sustainability objectives and performance, including the delivery of the Group's *Beyond the Horizon* sustainability strategy as well as providing progress updates on sustainability matters to the Board. The governance of sustainability had been within the remit of the Governance, Nomination and Sustainability Committee in previous years. This standalone Committee was established to ensure enhanced emphasis is given to this important and evolving area. Membership of the Committee includes Board members with deep experience across food and beverage, as well as other sectors heavily impacted by climate change.

The Group, through portfolio evolution coupled with scientific research and strategic capital investments, has evolved its leadership position in Taste & Nutrition and continues to invest in its vision of creating a world of sustainable nutrition.

During 2023 we made further progress versus the commitments included in our *Beyond the Horizon* sustainability strategy. Kerry now reaches 1.25bn people with positive and balanced nutrition solutions. Our Scope 1 and Scope 2 carbon emissions have decreased by 48% and we reduced food waste across our operations by 39% versus our base year.

As Chairperson of the Sustainability Committee, I have been impressed with the passion that all Kerry employees have shown to enable Kerry to be a leader in sustainability by promoting more sustainable practices internally and by helping our customers to address their sustainability needs through our innovative solutions. In addition, I am pleased with the continued external recognition of our efforts by independent observers, particularly the World Benchmarking Alliance's ranking of Kerry amongst the top ten most influential companies taking action on food systems transformation. Please see the Sustainability Review for more detail on how Kerry has been recognised externally for its sustainability-related achievements.

This report sets out how the Sustainability Committee discharged its responsibilities during 2023. Further details in relation to the Group's sustainability strategy, targets and performance are available in the Sustainability Review on pages 46 to 91 and in the Sustainability Report available on the Group's website kerry.com.

On behalf of the Committee, I wish to thank all Kerry employees for their commitment to our sustainability strategy. I look forward to further candid and constructive meetings with my fellow Committee members in 2024.

Fiona Dawson
Chairperson of the Sustainability Committee

Roles and Responsibilities

The main roles and responsibilities of the Committee are set out in written terms of reference which were approved by the Board during 2023. The Terms of Reference are available in the governance section of the Group's website kerry.com or upon request.

Committee Membership

The Sustainability Committee currently comprises four independent non-Executive Directors; Dr. Karin Dorrepaal, Mr. Christopher Rogers. Mr. Patrick Rohan and is chaired by Ms. Fiona Dawson. Biographical details for the members of the Committee are outlined on pages 108-111.

The quorum for Committee meetings is two and only Committee members are entitled to attend. The Committee may extend an invitation to other persons to attend meetings or to be present for specific agenda items. The Company Secretary acts as secretary of the Committee.

Committee Meetings

The newly formed Committee met twice during the period and attendance at these meetings is outlined on page 131.

Key Activities

The key activities of the Committee throughout the period are detailed below:

Subject	Committee Activity
Oversight of the Group's Sustainability Strategy	The Committee provided guidance and oversight on the continued implementation of the Group's *Beyond the Horizon* sustainability strategy. The Committee was supported in this work by the Sustainability Executive Committee, whose members are invited to Committee meetings to share their expertise on key sustainability topics and to update the Committee on the implementation of the sustainability strategy.
Performance Versus Sustainability Commitments	The Committee monitored progress against all the commitments included in the Group's *Beyond the Horizon* sustainability strategy and provided insight and feedback as appropriate.
Sustainability Reporting	The Committee, in conjunction with the Audit Committee, considered and approved the sustainability-related reporting in the 2023 Annual Report and in the 2023 Sustainability Report.
CSRD Readiness	The Committee reviewed the Group's preparations for reporting under the Corporate Sustainability Reporting Directive (CSRD) framework which will be applicable for accounting periods beginning on or after 1 January 2024. The Committee worked with management to ensure that an appropriate and adequately resourced action plan is in place.
Climate Related Risks and the Path to Net Zero	The Committee reviewed and approved the material climate related risks and opportunities facing the Group. The Committee also considered the Group's Roadmap to Net Zero which continues to evolve.
Committee Training	Since the establishment of the Committee, training materials have been shared with the Committee including the Group's Sustainability Essentials education modules for their general update on sustainability matters as relevant to Kerry. A training programme for 2024 is in development.
Committee Evaluation	As outlined in detail on page 132, an internal evaluation of the Board and its Committees took place in 2023. The outcome of the review is that the Sustainability Committee is considered to be operating effectively.
Terms of Reference and Ways of Working	The Committee agreed its Terms of Reference before they were formally approved by the Board. The Committee also agreed priorities and ways of working, including cadence of meetings and how it will interact with other Board Committees. It also designed roadmaps and agreed delivery plans.

GOVERNANCE REPORT
Remuneration Committee Report

Section A
Chairperson's Annual Statement

Dear Shareholder,

On behalf of the Remuneration Committee, I am pleased to present the Remuneration Committee Report for the year ended 31 December 2023 which contains:

- The proposed Directors' Remuneration Policy, to be put to an advisory vote at the 2024 AGM; and
- The annual Directors' Remuneration Report, describing how the new policy will be implemented in 2024 and how our existing policy has been put into practice during 2023.

During 2023, and through the course of our current Remuneration Policy, our Executive Directors have continued to shape and lead the execution of our strategy, delivering a significant evolution of our sustainable nutrition portfolio, combined with strong organic growth in an exceptionally challenging macroeconomic, geopolitical and sectoral environment.

We could not have achieved this without the continued and excellent leadership of our Executive Directors, our leadership teams and our entire global workforce who continue to demonstrate tremendous commitment and agility.

Remuneration Policy Review

During 2023, consistent with our three-year review cycle, the Committee completed a comprehensive review of the Group's Directors' Remuneration Policy in conjunction with our external advisors, Ellason. Arising from this review a new policy will be put to an advisory vote at the 2024 AGM. Our current policy was submitted for shareholder approval in 2021 and received a high level of support from shareholders, with a 96% vote in favour.

OUR EXECUTIVE DIRECTORS HAVE CONTINUED TO SHAPE AND LEAD THE EXECUTION OF OUR STRATEGY... COMBINED WITH STRONG ORGANIC GROWTH

Proposed Remuneration Policy

As we look forward to the next three years, this year's policy review provided the Committee with the opportunity to ensure our 2024 Directors' Remuneration Policy continues to:

- incentivise our Executive Directors to deliver our growth strategy;
- preserve the current strong alignment between our incentive metrics and the key drivers of shareholder return; and
- be competitive in attracting and retaining the best executive talent across the sector.

Consistent with our approach in previous policy reviews, our proposals were also framed by the context of our approach to remuneration across the wider workforce, shareholders' expectations and governance requirements.

The Committee also reviewed its proposals through a lens of ensuring an appropriate level of competitiveness for relevant talent markets, primarily against FTSE 100 listed companies of comparable scale and complexity, and also against US and European sector peer companies (as secondary sources) given the markets in which we compete for leadership talent. The Committee concluded from this assessment that its proposals were appropriate; the changes we are proposing bring our variable pay opportunity levels into line with current median levels in the FTSE 50 (as of 31 December 2023, Kerry's market capitalisation would have ranked 35th in the constituents of the FTSE 100 index).

Kerry's Remuneration Principles

Delivery of Group Purpose, Values and Strategy
The Group's Executive Director short and long-term remuneration philosophy is to ensure that Executive remuneration is aligned to the Group's purpose, values and culture, supports strategy and promotes the long-term success of the Group.

Creating Sustainable, Long-Term Performance
Remuneration includes performance-related elements designed to align Directors' interests with those of shareholders and to promote long-term sustainable growth and performance at the highest levels, in line with the Group's strategy.

Attract, Motivate and Retain Talent
Market-competitive total remuneration is structured to attract, motivate and retain individuals of the highest quality on an international basis.

Stakeholder Interests
By linking a high proportion of Executive Directors' potential remuneration to short-term and long-term performance metrics with robust share ownership requirements, the Remuneration Committee believes that the interests and risk appetite of the Executive Directors are properly aligned with the interests of shareholders and other stakeholders.

Pay For Performance
The Committee ensures alignment with shareholders' long-term interests by aligning remuneration metrics with the Group's business model and strategic objectives.

During our review, the Committee examined all aspects of the Remuneration Policy and considered several alternative iterations of package design and policy changes, including whether there was a role for restricted shares, either instead of, or alongside the existing Long-Term Incentive Plan (LTIP). Ultimately, we concluded that currently there is no compelling rationale to depart from the core substance of our existing policy and package structure, which continues to be strongly aligned with our business strategy, key drivers of shareholder return, our remuneration principles and corporate governance requirements. Whilst there are no substantive changes proposed to the pay model approved in 2021, we are proposing some carefully considered adjustments to policy limits with effect from 2024, to ensure our new policy continues to incentivise the delivery of our growth strategy whilst keeping pace with evolving competitive practices.

Full details of the proposed changes to our Remuneration Policy are provided on page 160, with the key proposals summarised as follows:

- Retain the overall structure of the current Remuneration Policy, which is strongly aligned to our strategy and remuneration principles;
- Retain the current performance measures in our incentive plans to preserve strong alignment to the key drivers of shareholder return;
- Adjust variable pay opportunity levels to deliver competitive reward, consistent with our pay-for-performance culture:
    - LTIP: Adjust the maximum opportunity on a phased basis over two years to 375% of basic salary by 2025 for the CEO (currently 300%), and 300% of basic salary by 2025 for the CFO and CEO T&N (currently 250%);
    - STIP: No change to the CEO at 200% of basic salary. Harmonise the STIP opportunity across all Executive Directors by adjusting the maximum opportunity for the CFO and CEO T&N to 200% of basic salary (currently 175%).
- Increase the shareholding requirement for all three Executive Directors to align with the new LTIP opportunity; and
- Continue with our strong record of rigour and discipline in target-setting across our incentive plans.

The Committee believes the proposed changes to the Remuneration Policy are required and justified for the following reasons:

- **We have a well-established and highly effective Executive Team, driving industry leading volume growth.**
  Since the CEO's appointment in 2017, the Executive Team has effectively navigated the Group through unprecedented global market challenges, including the impact and aftermath of COVID-19, heightened geo-political tensions and the resulting macroeconomic uncertainty. Since the last policy review was completed in 2020, Group revenues have increased by €1.1bn (+15%) and Group EBITDA has increased by €167m (+17%).

  The Executive Team, has in parallel, delivered significant progress against Kerry's sustainability commitments by reducing our scope 1 and 2 carbon emissions by 48%, reducing food waste by 39% versus our base year and increasing Kerry's nutritional reach of positive and balanced solutions to 1.25 billion consumers globally.

- **Our Executive Team has led significant transformation of the Group's portfolio, fully aligned with our strategic priorities of taste, nutrition and emerging markets.**
  Since 2017, we have rotated over €2.5bn of Group revenues, or approximately 40% of our corporate portfolio, while at the same time growing revenues organically by €2bn to €8bn in 2023. This portfolio rotation reflects the successful execution of strategic acquisitions (35 in total), with revenues of €1.1bn, and the divestment of non-strategic businesses (notably Consumer Foods Meat & Meals and the Sweet Ingredients Portfolio) with revenues of €1.4bn.

  In executing on this extensive portfolio rotation, the Executive Team has better positioned the Group for future growth, margin expansion and delivery of enhanced shareholder return, which is reflected in the incentive targets we continue to set. The Executive Team has broadened and deepened Kerry's science, technology and innovation capabilities for positive and meaningful impact on our rapidly-evolving food and beverage markets; enabling customers to improve the nutritional profile of their products, without compromising on taste, whilst at the same time reducing the environmental impact of food production. Kerry is now creating science-backed sustainable nutrition that delivers global impact.

- **Our Executive Team has allocated capital in a disciplined and agile way to support growth, future development and shareholder value creation.**
  Through targeted and strategically aligned capital investment, the Executive Team has strengthened Kerry's global manufacturing footprint and capability to deliver on future growth and business development. Since the last policy review in 2020 the Group has, for example, invested in new and expanded manufacturing facilities in the USA, Indonesia, South Africa, East Africa, the Middle East and China. The Group now has a presence in over 55 countries globally with manufacturing capability in 34 countries (versus 31 in 2020), including 7 countries in Africa where Kerry has established a foothold from which to grow in this strategically important continent. This increase in scale also brings increased complexity which the Executive Team is successfully managing.

  In 2023 the Executive Team commenced a Share Buyback Programme with the objective of returning €300m of cash to shareholders, reflecting the Group's strong balance sheet and cash flows.

We are confident that our proposed changes, which are wholly focused on incentives that will be conditional on achievement of stretching targets, further incentivise delivery of our growth strategy and creation of long-term value for our shareholders. They are reflective of the calibre, experience, and sustained performance of our Executive Team, and ensure we are competitively positioned to attract, incentivise and retain the very best talent across the sector. As mentioned earlier, the proposed changes, when fully implemented, will bring the variable pay opportunity for our Executive Directors in line with the current median opportunity available to Executive Directors in the FTSE 50.

Shareholder Consultation

On behalf of the Remuneration Committee, during the year I had the opportunity to consult with our major shareholders and proxy voting advisors, as we developed our proposals for the 2024 Directors' Remuneration Policy. I would like to take this opportunity to thank all those who met with me for the valuable comments, perspectives, and specific feedback provided. This has been very helpful and constructive in shaping the final policy approved by the Committee and which is now being submitted for shareholder approval.

The Committee is conscious of the need to apply restraint in executive remuneration at all times and recognises the particular sensitivity at the current time, given recent shareholder experience. The Committee notes that many factors affecting business valuation, including challenging macro, market and sector dynamics, have weighed on Kerry's share price and that of many of its closest sector peers in recent times. The Committee is also mindful that during this same timeframe Kerry has delivered a robust operational performance with volume growth ahead of its peers, while also making significant strategic progress to better position the Group for long-term success.

Having considered all of these factors in the round, and having listened to the feedback from shareholders during our consultation meetings, the Committee decided to phase the proposed adjustments to the LTIP opportunity over a two-year period.

We have also taken on board shareholder feedback on the importance of demonstrating the discipline and rigour we continue to apply to target setting and performance assessment across our incentive plans. Therefore, the Committee recently back-tested its approach to target setting to assess if the EPS and ROACE performance ranges set for recent LTIP cycles were sufficiently stretching. Further details are included in the Pay for Performance section on page 154. Based on this empirical analysis, the Committee concluded that Kerry's targets have represented an appropriately stretching level of required performance for the opportunity offered. The Committee will maintain its approach and strong record of rigour and discipline going forward, to ensure the targets it sets across our incentive plans remain appropriately stretching and representative of outperformance.

Supporting our Colleagues

Throughout 2023, the Committee continued to monitor the impact of the ongoing volatile economic environment, global inflationary challenges, and higher interest rates on our people. In the 2022 Remuneration Report we shared a summary of the targeted actions taken to support our people. We have continued to build on these actions in 2023 with the additional measures and benefits highlighted below:

- We were delighted that 99% of our shareholders, who voted at last year's AGM, voted in favour of our intention to launch Kerry's first All Employee Share Plan, supporting us in our long-held ambition of making share ownership possible for all Kerry employees. In September 2023 we proudly and successfully launched this plan, now called OurShare, to colleagues in eight Phase 1 countries across two regions. I am very happy to inform you that more than one in five eligible employees (21%) chose to join OurShare in its inaugural year to become proud Kerry shareholders. In 2024 we will extend OurShare to all regions, and the vast majority of countries, with all Kerry employees across all geographies being eligible to participate by 2025;
- We were formally accredited as a Real Living Wage employer in the UK in 2023, and have established a partnership with the global Fair Wage Network to actively expand our accreditation to major markets globally in 2024; and
- We further strengthened our employee wellbeing measures during 2023 with the development of a structured, emotional wellbeing training program for all people leaders at Kerry, coupled with the launch of our global sabbatical leave policy for all employees.

Salary increases for the wider workforce in 2024 will again be aligned to market movements on a country-by-country basis. We will continue to have flexibility in our pay review process to facilitate higher increases for lower-paid positions and to allow for more frequent reviews in inflationary economies.

Remuneration Outturn 2023

In determining the Executive Directors' remuneration outturns for the financial year, the Committee maintained a clear and rigorous focus on aligning pay with performance in the context of difficult market conditions globally.

2023 Short-Term Incentive Plan Outturn

For Executive Directors, the 2023 STIP was based on financial metrics aligned to the Group's strategy with 30% based on Volume Growth, 25% on EBITDA Margin Expansion and 25% on Cash Conversion. Performance against key Strategic Objectives formed the remaining 20% of the overall STIP weighting.

The calculated outturn on the STIP for 2023 was 71% of the maximum available opportunity as outlined in further detail on page 170.

The Committee reviewed the formulaic outcome of the quantitative metrics, and its assessment of the strategic component, and is satisfied that the overall outturn is reflective of the Group's and the Executives' performance during the year. In line with the Directors' Remuneration Policy, one-third of the STIP payout will be deferred into shares/options to be held for two years.

Long-Term Incentive Plan 2021-2023 Outturn

The three-year performance period in respect of the 2021-2023 LTIP award ended on 31 December 2023. The 2021 LTIP award was subject to growth in Adjusted Earnings per Share (EPS), Total Shareholder Return (TSR), Return on Average Capital Employed (ROACE) and Sustainability Measures; with weightings of 40%, 25%, 15% and 20% respectively. This is the first award to include three sustainability metrics, as introduced following our last policy review in 2021.

The final outturn of the 2021-2023 LTIP award was 61% of maximum opportunity as outlined in further detail on pages 174-176.

The Committee reviewed the formulaic outcome of the LTIP metrics and is satisfied that the overall outturn is reflective of the Group's underlying performance during the three-year performance period. In line with the Directors' Remuneration Policy, 100% of the vested award will be deferred into shares/options to be held for two years.

Remuneration Policy Implementation 2024

Basic Salary

In reviewing the basic salaries for the Executive Directors, the Committee was again mindful of the broader external environment, the strong performance of our Executive team, and in particular our wider workforce experience as outlined previously.

For 2024 the basic salaries of the Executive Directors will be increased by 3.5% (Ireland based) and 3.75% (US based). In line with the approach taken last year, the increases for the Executive Directors are again below the 2024 average increases available for the wider workforce population in Ireland (3.75%) and the US (4.0%), with higher increases available for lower-paid employees or where market adjustments are required to maintain appropriate competitive positioning.

Pension

Executive Directors' pension contributions will remain aligned to those of Kerry's wider workforce in Ireland.

Incentive Plans

We have consistently ensured there is a very strong alignment between our short-term and long-term incentive metrics and the Group's business strategy and financial targets. During 2023 the Remuneration Committee reviewed the incentive plan metrics and weightings to ensure full alignment with the Group's purpose, values, culture, strategy and mid-term targets.

2024 Short-Term Incentive Plan

A review of the STIP design and metrics was completed to ensure they are aligned to strategy, consistent with best practice, and the targets are appropriately stretching. The 2024 STIP will continue to operate on a similar basis to 2023 with no change to the metrics or weightings.

No change in STIP opportunity is proposed for the CEO which will remain at 200% of basic salary. As previously outlined, to better balance the focus on shorter-term drivers of success and to harmonise the STIP opportunity across the Executive Directors, a proposed increase to STIP opportunity will, subject to shareholder approval, be implemented in 2024 for the CFO and CEO T&N, whereby their maximum STIP opportunity will be increased from 175% to 200% of basic salary.

2024 Long-Term Incentive Plan

A review of the LTIP design, metrics, weightings and targets was also completed in 2023. The Committee concluded that the current metrics and weightings continue to be closely aligned with key value drivers for the Group (see page 163) and will therefore remain unchanged for 2024. Consistent with the Committee's proven track record of demonstrating rigour and discipline when setting targets, and in light of the increased opportunity available under the proposed new policy, the Committee decided to add additional stretch by increasing the targets for the EPS and ROACE metrics, and to adjust the target range for the sustainability metrics as the Group moves another year closer to the targets included in the *Beyond the Horizon* sustainability strategy. The threshold and maximum levels for TSR remain as per 2023, with minor revisions to the TSR peer group for 2024 to improve overall relevance.

In consideration of shareholder feedback, we are phasing the proposed increase to the LTIP opportunity over two years. Therefore, the maximum LTIP opportunity for 2024 will, subject to shareholder approval, be increased from 300% to 340% of basic salary for the CEO, and from 250% to 275% of basic salary for the CFO and CEO T&N.

Pay for Performance

Kerry has a strong track record of demonstrating appropriate rigour and discipline when setting stretching targets as described earlier.

To back-test its approach to target setting, the Committee determined the equivalent percentile rank of the EPS and ROACE performance ranges set for recent LTIP cycles in the context of actual outcomes delivered over the relevant three-year period by Kerry's TSR peers.

This analysis indicated that the targets set by the Committee for Kerry have represented stretching performance, with the top end of the performance ranges consistently representing market outperformance, particularly in the context of award opportunities that are currently below FTSE 50 competitive norms. Our disciplined approach to target setting is further demonstrated by the levels of STIP and LTIP outturns achieved historically (See Table 10 on page 179). We will maintain our approach of setting targets that are stretching in the context of our strategic plan and external market conditions, and appropriate in the context of the award opportunities on offer. Our proposed adjustments to award opportunities for 2024 onward seek to keep pace with competitive market norms, rather than being set materially ahead of market.

The Committee is satisfied that the targets set for the 2024 STIP and LTIP awards are appropriately stretching given the current challenging environment, overall market growth rates, the level of capital expenditure required to support future growth ambitions and the Group's medium-term targets.

Non-Executive Director Fees for 2024

The Chairman and non-Executive Directors' fees were reviewed as part of the overall policy review, and it was determined that the existing policy is working well; therefore no material changes are proposed. For 2024, in line with the Remuneration Policy, an annual increase of 3.5% will be applied to the base fee paid to the Chairman and non-Executive Directors. This increase is lower than the increase available to the wider workforce in Ireland. No increases will be applied to Committee membership fees, Committee Chair fees or any other fees.

Other Matters

Appointment of Remuneration Committee Advisors

During 2023, the Committee completed a formal tender process for the appointment of its independent advisors which included a number of leading specialist remuneration advisory firms. Following the conclusion of this process, the Committee selected Ellason as its Remuneration Advisors and they assumed the role with effect from 4 April 2023. Ellason reports directly to me in my capacity as Chairperson of the Remuneration Committee.

Amendment of LTIP Rules

Arising from the policy review, the 2021 LTIP rules, as approved by shareholders at the 2021 AGM, will be resubmitted for approval at the 2024 AGM. The only change will be to update clause 9 of Part A of the rules as it pertains to the maximum individual limit which is to be increased to 375% in line with the proposal for the CEO LTIP award opportunity from 2025. All other terms remain unchanged.

Committee Performance

An internal review of the Remuneration Committee's performance was undertaken by the Committee during 2023 and the outcome of this review is that the Committee is operating effectively.

Conclusion

As noted earlier, the new Remuneration Policy for the period 2024 to 2026, and the report detailing how the existing policy was implemented in 2023 (and how the new Policy is proposed to be implemented in 2024), will be put to two separate advisory votes at this year's AGM. Last year 95% of our shareholders who voted, voted in favour of the Directors' Remuneration Report.

I would like to express again my appreciation to those shareholders who engaged with us as part of the policy review. I believe that what we have proposed, and refined based on shareholder feedback, reflects a continuation and improvement of the policy implemented in 2021 as well as the calibre, experience and sustained performance of our Executive Directors. We are confident they will continue to deliver significant long-term value for our shareholders through the course of the new policy.

Finally, I would like to take this opportunity to thank the members of the Remuneration Committee for their commitment, input and support during the year.

Emer Gilvarry
Chairperson of the Remuneration Committee

Section B

Remuneration Committee and Key Activities

Committee Membership

During 2023, the Remuneration Committee comprised four independent non-Executive Directors; Ms. Fiona Dawson, Dr. Karin Dorrepaal, Mr. Christopher Rogers and Ms. Emer Gilvarry, who chaired the Committee. Details of the skills and experience of the Directors are contained in the Directors' biographies on pages 108-111.

Role and Responsibilities

On behalf of the Board, the Remuneration Committee is responsible for determining the Remuneration Policy for the CEO, other Executive Directors and senior management on an annual basis. The CEO is invited to attend Remuneration Committee meetings but does not attend Committee meetings when his own remuneration is discussed. The Committee also has access to internal and external professional advice as required. The Committee follows an annual and tri-annual calendar with matters scheduled and planned well in advance. Decisions are made within agreed reference terms, with additional meetings held as required. In considering the agenda, the Committee gives due regard to overall business strategy, the interests of shareholders, employees, other stakeholders and the performance of the Group. The main responsibilities of the Committee, which were reviewed during 2023, are set out in written terms of reference which are available from the Group's website Kerry.com or upon request.

Remuneration Committee Meetings and Activities 2023

The Committee held five meetings during 2023. Attendance at these meetings is outlined on page 131.

The key activities undertaken by the Committee in discharging its duties during 2023 are set out below:

Subject	Remuneration Committee Activity
Remuneration Report	A review of best practice remuneration reporting was completed during 2023 to ensure ongoing compliance with relevant legislation and reporting requirements.
Remuneration Policy Review	In line with the normal three-year cycle the Committee completed a review of the existing Remuneration Policy during 2023. Arising from this review a new policy will be put to an advisory vote at the 2024 AGM. See Remuneration Policy Review and Implementation sections for proposed changes.
Basic Salary	The Committee continued to monitor the level of basic salaries of the CEO and Executive Directors in line with market practice.
STIP	The STIP was reviewed during 2023 to ensure that the metrics are aligned with Group strategy, purpose and values, the weightings are appropriate, and the associated targets are appropriately stretching.
LTIP	The Committee considered the overall effectiveness of the LTIP in 2023 to ensure that it is structured appropriately to incentivise Executive Directors and senior managers across the Group. The Committee also assessed the vesting values under the 2021 LTIP for windfall gains due to share price movements since the date of grant in 2021.
Chairman & non-Executive Directors Fees	A detailed benchmark review of the Chairman and non-Executive Directors' fees was undertaken during 2023 with the assistance of Ellason. Following that review no material changes to fees are proposed. As provided in the Remuneration Policy, the base fees for the Chairman and non-Executive Directors are reviewed annually.
Senior Management	In accordance with the terms of the Code, the Committee set the remuneration arrangements for senior management and the Company Secretary.
Appointment of the Remuneration Committee Advisor	During 2023, the Committee conducted a formal tender process for the appointment of its principal advisor. The process involved a request for proposal, submissions by a number of leading remuneration advisory firms and presentations to the Committee Chair. Following the conclusion of this process, the Committee selected Ellason as its Remuneration Advisor and they assumed the role with effect from 4 April 2023, replacing Korn Ferry.
Workforce Remuneration and Related Policies	During the year, the Committee was provided with regular updates on pay policies and procedures for the wider workforce to ensure alignment with the Executive Directors' Remuneration Policy. Updates included an overview of the approach for the annual pay reviews in all the countries in which the Group operates including measures taken in response to the cost-of-living crisis. Other agenda items included updates on gender pay gap reporting, the timeline for global living wage accreditation, the launch of a global sabbatical leave policy and updates on employee wellbeing and recognition programmes.

Subject	Remuneration Committee Activity
All Employee Share Plan	The Committee received regular updates on Kerry's first All Employee Share Plan ('OurShare') ahead of and following its launch in September 2023.
Workforce Engagement Activity	The Committee was updated by the Chief Human Resources Officer and the designated Workforce Engagement Director (who is also a member of the Committee) in relation to the dialogue with the workforce concerning executive and workforce remuneration policies. The feedback received informed the Committee's decision making in relation to the 2024 Remuneration Policy, executive remuneration outcomes for 2023, as well as the level of salary increases for Executive Directors and fee increase for non-Executive Directors applicable in 2024.
Shareholder Consultation	The Committee reviewed the results of the shareholder vote on the Remuneration Report at the 2023 AGM, noting that 95% of shareholders who voted supported the Report. The Committee also reviewed the additional feedback received from the proxy voting advisors. In late 2023, the Chairperson of the Committee consulted with a number of the Group's major institutional shareholders and with proxy voting advisors regarding the proposed 2024 Remuneration Policy. The Committee welcomed the engagement and the shareholders consulted provided important input and commentary which was considered by the Committee. These inputs, together with inputs from shareholder representative bodies and governance groups, informed the final Remuneration Policy, including the proposal to phase the adjustments in LTIP opportunity over 2 years.
Committee Evaluation	As outlined on page 132 an internal review of the Board and its Committees was conducted during 2023. The outcome of the review is that the Remuneration Committee is operating effectively.
Terms of Reference	During the year, the Committee reviewed and updated its Terms of Reference. A copy of these terms is available on the Group website Kerry.com.

Work of the Committee in Determining Executive Director Remuneration

The Committee considers the appropriateness of the Executive Directors' remuneration not only in the context of overall business performance and environmental, social and governance (ESG) matters but also in the context of wider workforce pay conditions (taking into account workforce policies and practices) and external market data to ensure that it is fair and appropriate for the role, experience of the individual, responsibilities and performance delivered.

Remuneration Committee Advisors

The Remuneration Committee is authorised by the Board to appoint external advisors. Following a formal tender process, Ellason were appointed as Remuneration Committee Advisor in 2023.

The fees incurred with Ellason and Korn Ferry for advising the Committee in 2023 were €197,556 (2022: €nil) and €22,979 (2022: €62,588) respectively.

Statement on Shareholder Voting

Below is an overview of the voting which took place at the most recent AGM to approve the Directors' Remuneration Policy and the Directors' Remuneration Report.

Votes on Remuneration

Total Votes Cast	Votes For	Votes Against	Votes Withheld/ Abstained
Directors' Remuneration Policy (2021 AGM)			
108,924,838	105,041,472	3,883,366	1,242,809
	96.4%	3.6%	
Directors' Remuneration Report (2023 AGM)			
108,273,820	103,195,158	5,078,662	94,472
	95.3%	4.7%	

The Committee appreciates the level of support shown by the shareholders for the Remuneration Policy and the Remuneration Reports since the policy was approved and is committed to continued consultation with shareholders on this subject matter.

Section C

Remuneration Policy

Remuneration Principles

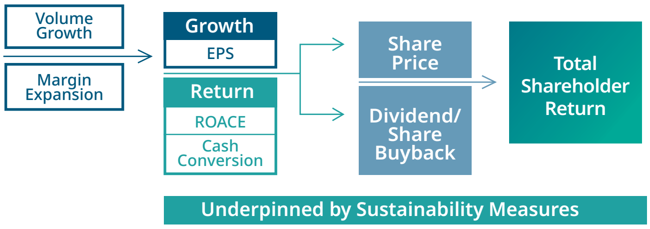
The Group's Executive Director remuneration philosophy is to ensure that executive remuneration is: aligned to the Group's purpose, values and culture; supports strategy; promotes the long-term success of the Group; properly reflects the duties and responsibilities of the Executives; and is structured to attract, retain and motivate individuals of the highest quality from its international talent market. Remuneration includes performance-related elements designed to align Directors' interests with those of shareholders and to promote long-term sustainable growth and performance at the highest levels in line with the Group's strategy.

A significant proportion of Executive Directors' potential remuneration is based on short-term and long-term performance-related incentive programmes. By incorporating these elements, the Remuneration Committee believes that the interests and risk appetite of the Executive Directors are properly aligned with the interests of the shareholders and other stakeholders. When approving remuneration outturns, the Committee exercises independent judgement and discretion, taking account of Group and individual performance as well as the shareholder experience, environmental, governance and social matters and wider workforce pay conditions to ensure that it is fair and appropriate for the role, experience of the individual, responsibilities and performance delivered.

Drivers of Shareholder Return

As outlined in the Strategic Report on page 33, Volume Growth and Margin Expansion are the main drivers of Adjusted Earnings Per Share (EPS) which is the key performance metric for measuring growth. Return on Average Capital Employed (ROACE) is a key measure of how efficiently the Group employs its available capital. Cash Conversion is an important indicator of the cash the Group generates for reinvestment or for return to shareholders.

Drivers of Shareholder Return



These are the main Group metrics included in the Executive Directors' Short-Term Incentive Plan (STIP) and Long-Term Incentive Plan (LTIP) underpinned by the Group's sustainability metrics. Together these metrics drive positive Total Shareholder Return which aligns the interests of the Executive Directors with those of shareholders. Our remuneration philosophy also supports our long-term approach by deferring a significant part of short and long-term variable remuneration into share awards, which provides clear alignment with the long-term interests of shareholders, together with requiring Executive Directors to acquire and maintain significant shareholdings in the Group.

In line with best practice, malus and clawback provisions apply to the Executive Directors' STIP and LTIP awards.

Remuneration Policy Review

Under the Shareholders' Rights Directive, which was transposed into Irish Law in March 2020, Kerry is not obliged to submit its Remuneration Policy to shareholders for a non-binding advisory vote until the 2025 Annual General Meeting. As an Irish incorporated company Kerry is not obliged to comply with the UK legislation which requires UK companies to submit their remuneration policies to a binding shareholder vote every three years or earlier if changes are required prior to this. However, consistent with the Group's commitment to comply with best corporate governance practice and our existing three year cycle, a new policy will be brought to shareholders at the 2024 AGM and be submitted to a non-binding advisory vote.

Similarly, Kerry is not required to comply with the remuneration reporting regulation contained in the UK Companies (Miscellaneous Reporting) Regulations 2018 but follows the requirements as a matter of best practice unless they conflict with Irish or other legal requirements or there are other reasons where it is considered not practical to do so.

In designing the Remuneration Policy, the Committee considered the best practice features detailed in the UK Corporate Governance Code as follows:

Matters	Examples
Clarity	The Committee is committed to having a transparent approach to pay, by engaging regularly with Executives, shareholders and their representative bodies in order to explain the approach to executive pay and how it links to the Kerry strategy. We are also committed to clear and transparent disclosure on all aspects of executive remuneration. The Committee is informed of the feedback from the workforce in relation to executive and workforce remuneration matters through regular updates provided by the Chief Human Resources Officer and the designated Workforce Engagement Director.
Simplicity	The Committee considers that the proposed Remuneration Policy is simple and easy to understand. The Remuneration Policy is aligned with the strategy and business model of the Group. The Committee has purposefully avoided any complex structures which have the potential to be misunderstood and deliver unintended outturns.
Risk	The Remuneration Policy is designed to discourage inappropriate risk taking and ensure that this is not rewarded. This is achieved by (i) the balanced use of both short-term and long-term incentive plans which employ a blend of financial, non-financial and shareholder return targets (ii) the significant role played by equity in our incentive plans together with shareholding requirements (iii) malus and clawback provisions and (iv) the ability of the Committee to utilise discretion to adjust formulaic outturns to ensure outturns are aligned to, and are reflective of, the underlying business performance of the Group.
Predictability	Executive Directors' remuneration is subject to individual participation caps, with our share-based plans also subject to market standard dilution limits. The scenario charts on page 166 illustrate how the rewards potentially receivable by our Executive Directors vary based on performance delivered and share price growth.
Proportionality	There is a clear link between individual rewards, delivery of strategy and long-term performance. In addition, the significant role played by 'at risk' pay delivered through the STIP and LTIP, together with the structure of the Executive Directors' service contracts, ensures that poor performance is not rewarded.
Alignment to Culture	Kerry has a relentless focus on delivering for our shareholders and other stakeholders and this is fully aligned with our Remuneration Policy in that employee personal success is directly linked to the success of the Group through the short-term and long-term incentive plans and targets we operate. The Committee is satisfied the Remuneration Policy is fully aligned with the Group's diverse, entrepreneurial and results focused culture which is underpinned by our Values of Courage, Enterprising Spirit, Inclusiveness, Open-mindedness and Ownership.

The overall design of the new policy was informed by a combination of reviewing the current policy against best practice features as noted above, the evolution of the Group's strategy, relevant talent markets, wider workforce remuneration policy and practices, shareholder expectations, and taking into account feedback from our shareholders during the review process.

Following consideration of these factors, the Committee concluded on the policy changes detailed overleaf.

Remuneration Policy – Summary of Proposed Changes

Following a detailed review, the Remuneration Committee agreed to retain the overall structure of the current Remuneration Policy as it is aligned to our strategy, remuneration principles and corporate governance requirements. In addition, the current performance measures in our incentive plans will be retained to preserve the strong alignment with the key drivers of shareholder return.

The table below summarises the key changes arising from the policy review conducted during the year. These changes, as described earlier in the Chairperson's Annual Statement, have been embedded in the Remuneration Policy that is proposed to apply for the three years 2024 to 2026.

Element	Current Policy	Proposed Policy
Short-Term Incentive Plan (STIP)		
Maximum Opportunity (% of basic salary)	CEO: 200% (target: 100%) CFO and CEO T&N: 175% (target: 87.5%)	CEO: 200% (target: 100%) - No change Increase maximum STIP opportunity as follows: CFO and CEO T&N: 200% (target: 100%)
Long-Term Incentive Plan (LTIP)		
Maximum Opportunity (% of basic salary)	CEO: 300% CFO and CEO T&N: 250%	Increase maximum LTIP opportunity on a phased basis over two years as follows: CEO: 340% in 2024, 375% in 2025 CFO and CEO T&N: 275% in 2024, 300% in 2025
Other		
Share Ownership Requirements (% of basic salary)	CEO: 300% CFO and CEO T&N: 250%	Increase in-service shareholding requirement as follows: CEO: 375% CFO and CEO T&N: 300%

Remuneration Policy Table

The following table details the proposed Remuneration Policy for the Executive Directors for the period 2024 to 2026:

Purpose and Link to Strategy	Operation	Opportunity	Performance Metrics
Basic Salary			
Reflects the value of the individual, their skills and experience Competitive salaries are set to promote the long-term success of the Group and attract, retain and motivate Executive Directors to deliver strong performance for the Group in line with the Group's strategic objectives	» Remuneration Committee sets the basic salary and benefits of each Executive Director » Determined after taking into account a number of elements including the Executive Directors' performance, experience and level of responsibility » Paid monthly in Ireland and bi-weekly in the US » Salary is referenced to job responsibility and internal/external market data	» Set at a level to attract, retain and motivate Executive Directors » Typically reviewed annually with increases normally set by reference to the wider workforce in the relevant market » Full review undertaken every three years	» Not applicable
Benefits			
To provide a competitive benefit package aligned with the role and responsibilities of Executive Directors	» These benefits primarily relate to the use of a company car or a car allowance	» Not applicable	» Not applicable
Pension			
To provide competitive retirement benefits to attract and retain Executive Directors	» Pension arrangements may vary based on the Executive Director's location » Irish resident Executive Directors participate in the general employee defined contribution pension scheme or receive a contribution to an after-tax savings scheme (where the lifetime earnings cap has been reached) or receive a taxable cash alternative based on a percentage of basic salary » The existing Executive Director in the US participates in the Group's defined benefit and defined contribution pension schemes	» The pension contribution rates for incumbent Executive Directors are set at 10% of basic salary, in line with Kerry's Irish wider workforce rate » The maximum company pension contribution rate for new Executive Director appointments is aligned to that of the wider workforce rate	» Not applicable

Purpose and Link to Strategy	Operation	Opportunity	Performance Metrics
Short-term Incentive Plan (STIP)			
To incentivise the achievement, on an annual basis, of key performance metrics and short- term goals beneficial to the Group, the delivery of the Group's strategy and value creation for all stakeholders One third of the award is deferred in shares/ options providing a two-year retention element and aligns Executive Directors interests with shareholders' interests	» Achievement of predetermined performance targets set by the Remuneration Committee » Performance targets aligned to the Group's published strategic goals with the targets and weightings for financial and non-financial metrics subject to annual review » Two thirds of the award is payable in cash » One third of the award is awarded by way of shares/options to be issued two years after vesting following a deferral period » Malus and clawback provisions are in place for awards under the STIP (see page 164)	» Maximum opportunity is 200% of basic salary » Target opportunity is 50% of maximum opportunity for on-target performance » Threshold performance results in a STIP payable at 0% of maximum	For FY 2024 » Volume Growth » Margin Expansion » Cash Conversion » Strategic Objectives
Long-term Incentive Plan (LTIP)			
Retention of key personnel and incentivisation of sustained performance against key Group strategic metrics over a longer period of time Share-based to provide alignment with shareholder interests A two-year post vesting deferral requirement aligns Executive Directors' interests with shareholders' interests	» Conditional awards over shares or share options » The awards vest depending on a number of performance metrics being met over a performance period of at least three years » Following vesting, 100% of the earned award is deferred for a period of up to two years (i.e. to ensure a combined performance period and deferral period of five years) » Malus and clawback provisions are in place for awards under LTIP (see page 164)	» Maximum opportunity is up to 375% of basic salary	For FY 2024 » Adjusted Earnings Per Share "EPS" » Total Shareholder Return "TSR" » Return on Average Capital Employed "ROACE" » Sustainability Metrics
Shareholding Requirement			
Maintain alignment of the interests of the shareholders and the Executive Directors, and demonstrate commitment over the long-term	» Executive Directors are required to build and to hold shares in the Company to a minimum level set in relation to the LTIP opportunity and expressed as a percentage of their basic salary » Shareholding requirement to be satisfied through retention of a minimum of 50% of vested STIP and LTIP shares (excluding the sale of shares to cover tax on vesting), until the shareholding requirement is met » A post-employment shareholding requirement obliges Executive Directors to hold the lower of (i) their actual shareholding and (ii) their in-service shareholding requirement for two years post-employment. Applies to shares acquired from awards granted after 2021 and does not apply to own purchased shares	» 300% - 375% of basic salary	» Not applicable

Selection of performance targets

STIP

Financial performance targets under the STIP are set by the Remuneration Committee with reference to the prior year, current year budget, prevailing market conditions and medium-term financial targets. They align with the Group's strategic objectives while also ensuring the long-term operational and financial stability of the Group. Targets are set at appropriately stretching levels to achieve threshold, target and maximum payout levels. Performance targets are based predominately on the financial metrics of Volume Growth, Margin Expansion and Cash Conversion (amounting to 80% of maximum opportunity).

Volume Growth and Margin Expansion are key performance metrics as they are the main drivers of Adjusted EPS Growth. Cash Conversion is key to ensuring there are sufficient funds available for reinvestment or for return to shareholders.

Strategic objectives (amounting to 20% of maximum opportunity) are relevant to each Executive Director's specific area of responsibility and are key in ensuring focus on the strategic and functional priorities of the business including relevant sustainability priorities.

Due to commercial sensitivity, the Committee believes it would be detrimental to the Company to disclose targets in advance of or during the relevant performance period. The Committee will disclose the targets and performance against them in the Remuneration Report following the end of the performance year.

LTIP

The performance targets under the LTIP are set to reflect the Group's longer-term growth objectives and at a level where maximum vesting represents genuine outperformance. The performance measures are currently based on Adjusted EPS Growth, TSR, ROACE and Sustainability metrics.

Adjusted EPS Growth is a key performance metric encompassing all the components of growth important to the Group's stakeholders. EPS Growth is driven by the STIP metrics, Volume Growth and Margin Expansion. TSR is an important indicator of how successful the Group has been in terms of shareholder value creation. ROACE represents a good perspective on the Group's internal rate of return and financial added value for shareholders. ROACE supports the strategic focus on growth and margins through ensuring cash is reinvested to generate appropriate returns. Sustainability metrics are core to maintaining our strategy and long-term sustainable performance and are reviewed at the time of each award.

How Remuneration Links with Strategy

Performance Measure	Strategic Priority	Incentive Scheme
Volume Growth	Key driver of revenue growth	STIP
Margin Expansion	Key driver of profit growth	STIP
Cash Conversion	Cash generation for reinvestment or return to shareholders	STIP
Strategic Objectives	Development and execution of business strategies	STIP
Adjusted EPS Growth	Delivery of the Group's long-term growth strategy	LTIP
TSR	Delivery of shareholder value	LTIP
ROACE	Balance growth and return	LTIP
Sustainability	Core to our strategy and long-term sustainable performance	LTIP

Malus/Clawback

The Committee has the discretion to reduce or impose further conditions on the STIP and LTIP awards prior to vesting (malus). The Committee further has the discretion to recover incentives paid within a period of two years from vesting (clawback).

The key trigger events for the use of malus and clawback provisions include material misstatement of the Group's audited financial results, serious wrongdoing, payment made on the basis of erroneous data, gross misconduct, serious reputational damage and corporate failure.

Any recalculation of the award shall be effected in such manner and subject to such procedures as the Group determines to be measured and appropriate, including repayment of any excess incentive or offset against any amounts due or potentially due to the participant under any vested or unvested incentive awards.

The Company retains the right to apply the malus and clawback provisions to STIP and LTIP awards held or vested to former directors. Other elements of remuneration are not subject to malus or clawback provisions.

Committee Discretion

The Committee has discretion to adjust the formulaic outturns under STIP and LTIP, both upwards and downwards, to ensure outturns are aligned to and are reflective of the underlying business performance of the Group.

In line with plan rules, the Committee may, at its discretion, amend or vary the performance metrics of the STIP and LTIP, the calculation methodology for those performance metrics and the composition of the TSR peer group when appropriate, in the interest of alignment and fairness.

Service Contracts

The CEO and Executive Directors have service contracts in place which can be terminated by either party giving 12 months' notice. In addition, all service contracts include pay in lieu of notice, non-compete and non-solicitation provisions of up to 12 months post departure, accompanied by such payments as are considered necessary or appropriate to sustain such provisions, in order to protect the Group's customer base, employees and intellectual property.

No ex-gratia severance payments are provided for in respect of the CEO or Executive Directors.

Payments for Loss of Office

In the event of a Director's departure, the Group's policy on termination is as follows:

- » the Group will pay any amounts it is required to make in accordance with or in settlement of a Director's statutory employment rights and in line with their employment agreement;
- » the Group will seek to ensure that no more is paid than is warranted in each individual case;
- » STIP and LTIP awards will be paid out in line with plan rules on exit (i.e. for good leavers as defined in the LTIP rules), with awards normally prorated to reflect the proportion of the performance period that has elapsed on the date of cessation, and subject to performance and a two year deferral requirement; and
- » other payments, such as legal or other professional fees, repatriation or relocation costs and/or outplacement fees, may be paid if it is considered appropriate and at the discretion of the Committee.

A Director's service contract may be terminated without notice and without any further payment or compensation, except for sums accrued up to the date of termination, on the occurrence of certain events such as gross misconduct.

Remuneration Policy for Recruitment of New Executive Directors

The Remuneration Committee will determine the contractual terms for new Executive Directors, subject to appropriate professional advice to ensure that these reflect best practice and are subject to the limits specified in the Group's approved Policy as set out in this report.

Salary levels for new Executive Directors will take into account the experience and calibre of the individual. Where it is appropriate to offer a lower salary initially, a series of increases to the desired salary positioning may be made over subsequent years (even if higher than the average increase awarded to the wider workforce), subject to individual performance and development in the role.

Pension and benefits will be provided in line with the approved policy, with relocation, travel or other expenses provided if necessary.

The structure of the variable pay element will be in accordance with and subject to the limits set out in the Group's approved Policy detailed above. Different performance metrics may be set initially for STIP in the year an Executive Director joins the Group taking into account the responsibilities of the individual and the point in the financial year they join the Board. Subject to the rules of the scheme, an LTIP award may be granted after joining the Group.

If it is necessary to buyout incentive or benefit arrangements (which would be forfeited on leaving the previous employer) in the case of an external appointment, this would be provided for taking into account the payment vehicle (cash or shares), as well as the timing and expected value (i.e. likelihood of meeting any existing performance criteria) of the remuneration being forfeited. The general policy is that payment should be no more than the Committee considers is required to provide reasonable compensation for remuneration being forfeited. The Group's policy is that the period of notice for new Executive Directors should not exceed 12 months and should include pay in lieu of notice, non-compete and non-solicitation provisions to protect the Group.

The Committee will ensure that any arrangements agreed will be in the best interests of the Group and shareholders.

Change of Control

Outstanding STIP and LTIP shares/options would normally vest and become exercisable on a change of control, subject to plan rules, including the satisfaction of any performance conditions and pro-rating. The Committee may exercise its discretion to vary the level of vesting having regard to the circumstances and reasons for the events giving rise to the change of control.

Alignment with Workforce Pay and Policies

There is strong alignment between how we set pay for our Executive Directors and the wider workforce, as well as clear alignment in the mechanics of how we operate our pay review process and design our benefit and incentive plans. The key difference in remuneration structures is that, overall, the Remuneration Policy for the Executive Directors is more heavily weighted towards variable pay compared to other employees.

An update on wider workforce remuneration is tabled as a specific agenda item at every Remuneration Committee meeting to enable the Committee to consider the wider workforce experience when setting the Remuneration Policy for Executive Directors and making executive remuneration decisions.

The Remuneration Policy provides an overview of the structure that operates for the Group's Executive Directors and senior management. Differences in quantum will depend on size of the role and responsibility, the location of the role and local market practice. Senior management are invited to participate in both the STIP and LTIP to incentivise performance through the achievement of short-term and long-term objectives and through the holding of shares in the Group.

To further strengthen the alignment between Executive Directors and the wider workforce, employees can participate in an All Employee Share Plan ('OurShare') which was launched in 2023 and is being rolled out across the Group. The Committee and the Board believe that share ownership is a powerful and important way of creating an ownership culture and mindset. OurShare will be extended to all regions and the vast majority of countries in 2024, with all employees eligible by 2025. See page 22 for further details on the OurShare All Employee Share Plan.

Consultation with Employees

Our approach to employee engagement is set out in detail on page 124 including the approach to understanding the views of our wider workforce. Dr. Karin Dorrepaal, a member of the Remuneration Committee, is our current designated Workforce Engagement Director, and she works closely with our Chief Human Resources Officer (CHRO) to provide the Committee with regular updates on engagement with, and feedback from, employees. When setting remuneration for Executive Directors the Committee takes into account the remuneration structures, policies and practices in the Group as a whole, the feedback from employee engagement activities and the information provided by our external advisors. The Group has a number of different channels for engagement including an engagement survey, targeted pulse checks with specific employee groups, regular town halls, a dedicated digital employee communication platform and our Speak Up facility. The Committee continually reviews and enhances these channels to enable the Committee to engage more effectively with the workforce to explain the alignment between Executive Directors' Remuneration Policy and the pay policy and practices applicable to the wider workforce. In addition, through OurShare employees are able to become shareholders in Kerry and exercise their voting rights as shareholders on all resolutions submitted for approval at the Annual General Meeting.

Consultation with Shareholders

The Committee considers the guidelines issued by the major institutional shareholders and the bodies representing them, the guidelines and feedback provided by proxy voting advisors and direct feedback from shareholders, when completing its annual and triennial review of the Group's Executive Remuneration policies and practices.

The Committee is committed to continued consultation with shareholders regarding the Remuneration Policy and its implementation.

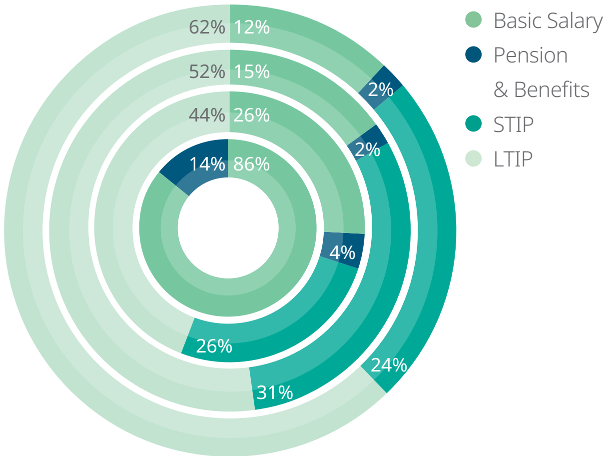
Non-Executive Directors' Remuneration Policy

Non-Executive Directors' fees, (other than the Board Chair's fee, which is determined by the Committee), are determined by the Executive Directors to fairly reflect the responsibilities and time spent by the non-Executive Directors on the Group's affairs. In determining the fees, which are set within the limits approved by shareholders, consideration is given to both the complexity of the Group and the level of fees paid to non-Executive Directors in comparable companies. Fees are reviewed on an annual basis and the base fee is usually increased in line with the increase available to the wider workforce in Ireland. A detailed benchmark review is carried out on a three-year basis and any recommendations are presented to the Executive Directors for approval. Non-Executive Directors do not participate in the Group's incentive plans, pension arrangements or other elements of remuneration provided to the Executive Directors. Non-Executive Directors are reimbursed for travel and accommodation expenses (and any personal tax that may be due on those expenses). Non-Executive Directors are encouraged to build up a shareholding in the Company.

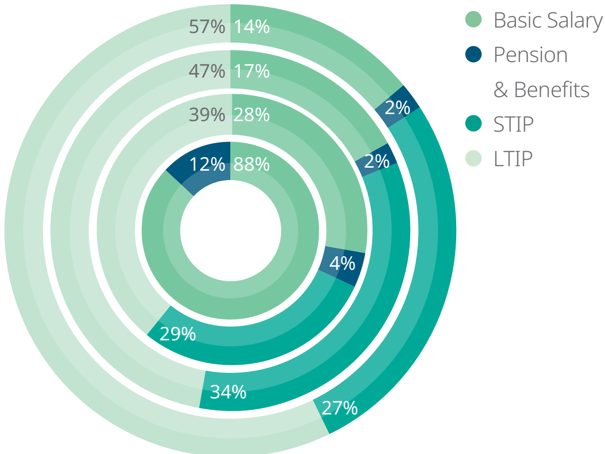
Illustration of Remuneration Policy

The following diagrams show the minimum, target, maximum and maximum +50% share appreciation, composition balance between the fixed and variable remuneration components for each Executive Director, effective for 2024. For illustration purposes, target performance for LTIP is reflected as 50% of maximum opportunity. The inner most circle represents the minimum potential scenario for remuneration, with the second circle representing target, the third circle representing maximum potential and the outer circle representing maximum potential plus 50% increase in the LTIP share value.

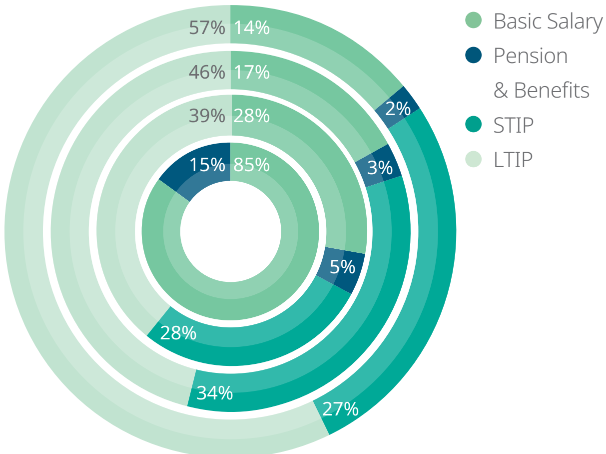
Edmond Scanlon



Marguerite Larkin



Gerry Behan



The charts above exclude the effect of any Company share price appreciation except in the 'maximum +50%' scenario.

Section D

Remuneration Policy Implementation

Part I: Remuneration Policy Implementation 2024

This part of the report sets out how the proposed Remuneration Policy as described on pages 158-166 will operate in 2024.

Basic Salary and Benefits

The salaries of the Executive Directors effective for the year commencing on 1 March 2024, together with the comparative figures for 2023, are as follows:

Directors	2024 €'000*	2023 €'000*	% Increase
Edmond Scanlon	1,335	1,289	3.5%
Marguerite Larkin	825	797	3.5%
	$'000*	$'000*	% Increase
Gerry Behan	1,100	1,060	3.75%

* The numbers above reflect rounding.

For 2024 the basic salaries of the Executive Directors will be increased by 3.5% (Ireland based) and 3.75% (US based). In line with the approach taken last year, the increases for the Executive Directors are again below the 2024 average increases available for the wider workforce population in Ireland (3.75%) and the US (4.0%), with higher increases available for lower-paid employees or where market adjustments are required to maintain appropriate competitive positioning.

Benefits relate primarily to the use of a company car/car allowance. Any travel arrangements or travel costs required for business purposes will also be met by the Group, on a net of tax basis.

Pensions

The CEO participates in the general employee Irish defined contribution scheme and the CFO receives a taxable cash allowance based on a percentage of basic salary, in lieu of pension. The CEO T&N participates in a US-defined contribution scheme and a US-defined benefit pension scheme.

The pension contribution rate for Executive Directors has been aligned to that of Kerry's wider workforce in Ireland (currently a rate of 10%) with effect from 1 January 2023.

Short-Term Incentive Plan (STIP)

A review of the STIP metrics was completed in 2023 to ensure that they remain appropriate, are linked to strategy, consistent with best practice and that the targets are appropriately calibrated.

The Committee concluded that no changes are required to the metrics and weightings for 2024. To better balance the focus on shorter-term drivers of success it is proposed to harmonise the STIP opportunity across the Executive Directors (while continuing to differentiate the LTIP opportunity).

The maximum STIP opportunity remains unchanged for the CEO at 200% of basic salary. The maximum STIP opportunity for the CFO and CEO T&N will, subject to shareholder approval, be increased from 175% to 200% of basic salary for 2024.

2024 STIP – Performance Metrics and Weightings

	% of award	
Performance Metrics	Target	Max
Volume Growth	15%	30%
Margin Expansion	12.5%	25%
Cash Conversion	12.5%	25%
Strategic Objectives	10%	20%
Total	50%	100%

The Committee is of the view that a 50% of maximum award payout for on target performance is appropriate, taking into account the level of stretch in the targets set. Due to the commercial sensitivity of the financial metrics and strategic objectives, the Committee believes it would be detrimental to the Company to disclose the targets in advance of, or during, the relevant performance period. The Committee will disclose the targets and performance against them in next year's Remuneration Report.

Long-Term Incentive Plan (LTIP)

A review of the LTIP metrics was completed in 2023 to ensure that they remain appropriate, linked to strategy and that targets are appropriately stretching. The Committee concluded that no changes are required to the metrics and weightings for 2024.

The maximum LTIP opportunity for 2024 will, subject to shareholder approval, be increased from 300% to 340% of basic salary for the CEO. For the CFO and CEO T&N, the maximum LTIP opportunity will, subject to shareholder approval, be increased from 250% to 275% of basic salary for 2024.

LTIP Award Year	2024	
Performance Metrics	**Threshold**	**Maximum**
EPS (40% weighting)[1]		
Kerry's EPS growth per annum	5%	11%
% of award which vests	25%	100%
ROACE (15% weighting)		
ROACE achieved	9%	13%
% of award which vests	25%	100%
Relative TSR (25% weighting)		
Position of Kerry in peer group[2]	Median	Above 75th percentile
% of award which vests	25%	100%
Sustainability (20% weighting)[3]		
Nutrition Reach Goal	1.25bn	1.5bn
Carbon Reduction	48%	51%
Food Waste Reduction	39%	42%
% of award which vests	25%	100%

Note 1: Adjusted EPS growth is measured on a constant currency basis.
Note 2: The TSR Peer Group companies are listed on page 174.
Note 3: Please see pages 34-35 for further details in relation to sustainability metrics.

Consistent with the Committee's proven track record of demonstrating rigour and discipline when setting targets, and in light of the increased opportunity levels in the 2024 award, the Committee decided to add additional stretch by increasing the target ranges for the EPS and ROACE metrics versus those applicable for the 2023 award. The top end of the target range set for the ROACE metric is now higher than the upper end of the Group's medium-term target of 10% - 12%. This is considered to be appropriately stretching recognising the Committee's intention, by including ROACE in the LTIP, is to incentivise a consistently good level of returns rather than maximising performance over the short-term at the expense of sustainable value creation longer-term.

The Committee also increased the target ranges for the sustainability metrics as the Group moves another year closer to the targets included in the *Beyond the Horizon* sustainability strategy. The threshold and maximum levels for the TSR metric remains as per 2023 with minor revisions to the TSR peer group for awards granted in 2024 to improve overall relevance.

The Committee is satisfied that the target ranges above are appropriately stretching particularly given the current uncertain macroeconomic environment and challenging trading conditions which are constraining overall market growth rates. When setting the targets, the Committee also considered market expectations for future performance, the impact of historically high M&A multiples on return-on-investment outcomes, the level of capital expenditure required to support future growth ambitions, performance achieved against the previous targets set and the medium-term targets included in the latest strategic plan (see pages 32-33).

See Group Key Performance Indicators (KPIs) on pages 34-35 for more information on the link between the performance metrics used for incentive purposes and the Group's Strategic Plan.

Non-Executive Director Remuneration Review

Following a detailed review completed in 2023 there will be no material changes to non-Executive Director fees. In line with the Remuneration Policy, an annual increase of 3.5% will be applied to the base fee paid to the Chairman and non-Executive Directors. This increase is lower than the increase available to the wider workforce in Ireland (3.75%).

The following increases will be applied effective 1 March 2024:

Fee Type[1]	2024 Fees €'000	2023 Fees €'000
Chairman's fee	422	407
Non-Executive Director Base fee	92	89

Note 1: There are no changes to the Committee membership, Committee Chair fees or any other fees. The numbers above reflect rounding.

Part II: Remuneration Policy Outturn 2023

Disclosures regarding Directors' remuneration have been drawn up on an individual Director basis in accordance with the requirements of the 2014 Irish Companies Act, the EU Shareholders' Rights Directive, the UK Corporate Governance Code, the Irish Corporate Governance Annex, the Euronext Dublin Stock Exchange and the UK Listing Authority.

The information in the tables 1, 4, 5, 6 and 7 below including relevant footnotes (identified as audited) forms an integral part of the audited consolidated financial statements, as described in the basis of preparation on page 200. All other information in the Remuneration Report is additional disclosure and does not form an integral part of the audited consolidated financial statements.

Executive Directors' Remuneration

Table 1: Individual Remuneration for the year ended 31 December 2023 (Audited)

	Irish Based Directors Euros				US Based Director US Dollars	
	Edmond Scanlon CEO		Marguerite Larkin CFO		Gerry Behan[6] CEO T&N	
	2023 €'000	2022 €'000	**2023 €'000**	2022 €'000	**2023 $'000**	2022 $'000
Basic Salary[1]	**1,283**	1,244	**793**	770	**1,053**	1,014
Benefits[2]	**74**	74	**35**	35	**80**	81
Pensions[3]	**128**	224	**79**	139	**103**	226
Total Fixed Remuneration	**1,485**	1,542	**907**	944	**1,236**	1,321
% Fixed v Total	***32%***	*40%*	***35%***	*42%*	***36%***	*44%*
STIP[4]	**1,822**	1,941	**986**	1,050	**1,308**	1,384
LTIP[5]	**1,287**	416	**716**	231	**848**	307
Total Variable Remuneration	**3,109**	2,357	**1,702**	1,281	**2,156**	1,691
% Variable v Total	***68%***	*60%*	***65%***	*58%*	***64%***	*56%*
Total Remuneration	**4,594**	3,899	**2,609**	2,225	**3,392**	3,012
					€'000	€'000
					3,112	2,869

Note 1: Annual pay increases are effective from 1st March each year.
Note 2: These benefits primarily relate to the use of a company car or a car allowance.
Note 3: The pension figure for Edmond Scanlon relates to Irish defined contribution pension benefits. Marguerite Larkin received a taxable cash payment in lieu of pension benefits. The employer pension contribution in 2023 for all Executive Directors was 10% of their basic salaries. The pension figure for Gerry Behan includes both defined benefit and defined contribution retirement benefits.
Note 4: The 2023 STIP amount represents two thirds delivered in cash with one third delivered by way of shares/share options which are deferred for two years.
Note 5: The share price used to calculate the value of the LTIP is the average share price for the three months up to the end of the year being reported. The negative share price movement versus that applicable at the date the conditional awards were granted has decreased the valuation of the awards (that will vest in 2024) over the three years by (€572k) for Edmond Scanlon, (€318k) for Marguerite Larkin and by (€346k) for Gerry Behan. The LTIP included in this table for 2023 was awarded in 2021.
Note 6: The table shows the Executive Director's pay in the currency of payment to ensure clarity in reflecting the year-on-year payment comparisons.
Note 7: The total remuneration for Executive Directors was €10,315k (2022: €8,993k) using a US dollar exchange rate of 1.09 (2022: 1.05).

Basic Salary Increases

Edmond Scanlon's basic salary as CEO was increased by 3.2% and the basic salaries of Marguerite Larkin and Gerry Behan were increased by 3.2% and 4% respectively, effective from 1 March 2023, which were below the increases for the wider workforce in Ireland (3.5%) and the US (4.5%) respectively.

Annual Incentive Outturns (STIP)

Table 2: STIP Achievement Against Targets
Financial Metrics (CEO, CFO, and CEO T&N – 80% weighting)

Metric		1. Volume Growth[1] (30% weighting)	2. Margin Expansion[2] (25% weighting)	3. Cash Conversion (25% weighting)
		Taste & Nutrition	Group	Group
Targets	Threshold	0%	0 bps	70%
	Target	1.5%	+40 bps	80%
	Max	3.5%	+60 bps	85%
Actual performance		1.1%	+50 bps	92%
Bonus outturn		11%	19%	25%
Link to strategy		Volume Growth is a key performance metric as it is one of the main drivers of Adjusted EPS Growth	EBITDA Margin Expansion is a key performance metric as it is also a main driver of Adjusted EPS Growth	Cash Conversion is key to ensuring there are sufficient funds available for reinvestment or for return to shareholders

Note 1: The 2023 target for the Volume Growth metric was set at the Taste & Nutrition segment level which accounts for 86% of Group revenues. The target excludes volume performance in the Dairy Ireland segment as the key performance measure for this business segment is EBITDA, given the impact of raw material supply variability on volumes each year.
Note 2: The targets and actual performance for the EBITDA Margin Expansion metric excludes the mathematical effect of implementing selling price increases/decreases to maintain cash margin in light of input cost inflation/deflation (+10 bps).

When setting the targets above, the Committee considered them to be appropriately stretching and, if achieved, reflective of a good underlying performance.

The target level set for the volume metric took account of an anticipated flat to declining market volume growth rate in 2023 (versus a historical growth rate of ~2%) due to customer inventory management dynamics, as well as the impact of the inflationary environment and higher interest rates on consumer demand. The actual volume growth rate achieved of 1.1%, in the Committee's opinion, represents a good market outperformance.

The targets also took account of the targets in the medium-term plan, planned investments (both capital and operational) that the Group is making to enable revenue growth and margin expansion, as well as necessary working capital investments to mitigate ongoing global supply chain challenges.

Strategic Objectives – 20% weighting

The Executive Directors are also measured against strategic objectives. Performance against these objectives is determined by the Committee by reference to key targets agreed with the Executives at the start of the year. The table below sets out the performance outturn for the strategic element of the STIP.

Metric		4. Strategic Objectives (All – 20% weighting)		
		CEO	CFO	CEO T&N
Targets	Threshold	0	0	0
	Target	10	10	10
	Max	20	20	20
Actual performance		16	16	16
Metric outturn		16%	16%	16%
Link to strategy		Specific to the Executive Directors' responsibility, linked to strategic plan implementation and talent management.		

Details of Strategic Objectives

The Committee reviewed progress against these objectives and concluded that strong progress was made by the Executive Directors against the objectives outlined below,which resulted in an above target award.

Strategic Objective	Performance Assessment
CEO	**Achievement: 16% (80%)**
Portfolio & Strategy	Significant strategic portfolio, technology and footprint evolution and expansion: » Divestment of Kerry's Sweet Ingredients Portfolio in further refinement of Taste & Nutrition portfolio; » Definitive agreement to acquire part of the global lactase enzyme business of Chr. Hansen and Novozymes on a carve out basis, to further enhance Kerry's biotechnology solutions capability; » Further enhancement of Emerging Market capability through acquisitions and investments across APMEA and LATAM, including Shanghai Greatang Orchard Food Co., Ltd in China and Proexcar S.A.S. in Colombia; and » Taste & Nutrition capability further enhanced through investment in new and expanded facilities: – Customer Co-Creation Centre opened in Barcelona, Spain; – New state-of-the-art Taste manufacturing facility in Karawang, Indonesia; Kerry's largest greenfield investment in South-East Asia; – East Africa manufacturing capability expanded; first manufacturing facility in Tanzania; – New facilities in South Africa and the Middle East.
Operating Model & Digital Enablement	Strong progress in driving further alignment of Kerry's Operating Model to embed capability for strategy execution: » Focused uplift in manufacturing and process capability, coupled with enhanced supply-chain agility and plant leadership capability building; » Significant progress on digitisation and automation for enhanced customer experience and operational effectiveness. Chief Digital Officer appointed, Digital Transformation office established; and » Commercial capability further strengthened in priority areas of focus, including customer innovation partnerships, enhanced commercial insights and reporting, targeted sales team development.
Stakeholder Engagement	Strong programme of stakeholder engagement during 2023: » Extensive shareholder and customer engagement; » Kerry All-Employee Share Plan launched in eight phase 1 countries, achieving above-industry engagement rates; » Award-winning Sustainability Essentials programme launched and completed by 7,000 employees; and » Ongoing focus on MyCommunity programme and global partnerships including Concern Worldwide and World Food Programme.
Leadership Team and Succession Planning	Strong progress in building strength, depth and diversity of the leadership team and talent pipeline: » Group General Counsel appointed; » Senior leadership capability further strengthened through rigorous succession planning, targeted development, and strategic sourcing; and » Senior leadership gender diversity further enhanced (now 34% v 2025 ambition of 35%). Gender equity commitments strengthened through signature to UN Women's Empowerment Principles (WEPs). Women in Leadership programme successfully piloted for global roll-out.

Strategic Objective	Performance Assessment
CFO	**Achievement: 16% (80%)**
Portfolio & Strategy	Significant strategic portfolio, technology and footprint evolution and expansion: » Divestment of Kerry's Sweet Ingredients Portfolio in further refinement of Taste & Nutrition portfolio; » Definitive agreement to acquire part of the global lactase enzyme business of Chr. Hansen and Novozymes on a carve out basis, to further enhance Kerry's biotechnology solutions capability; » Further enhancement of Emerging Market capability through acquisitions and investments across APMEA and LATAM, including Shanghai Greatang Orchard Food Co., Ltd in China and Proexcar S.A.S. in Colombia; and » Taste & Nutrition capability further enhanced through investment in new and expanded facilities across South-East Asia, Southern Europe, East Africa, South Africa and the Middle East.
Operating Model & Digital Enablement	Strong progress in driving further alignment of Kerry's Operating Model to embed capability for strategy execution: » Global Business Services (GBS) organisation further expanded and strengthened with improvements in all service levels and delivery of enterprise savings and efficiencies; » Further optimisation of Finance function leveraging GBS and digital enablement; and » Significant progress in enhancing and embedding digital tools to drive consistency, efficiency and transparency e.g., predictive pipeline analytics, enhanced commercial reporting tool, procure-to-pay process and solutions.
Stakeholder Engagement	Strong programme of engagement with all key stakeholders during 2023: » Extensive engagement with shareholders, financial institutions and business schools; » Share Buyback programme commenced with objective of returning €300m of cash to shareholders; » Kerry All-Employee Share Plan launched in eight phase 1 countries, achieving above-industry engagement rates; and » Strong progress on sustainability performance management and reporting (including GRI and CSRD).
Leadership Team and Succession planning	Strong progress in building strength, depth and diversity of the leadership team and talent pipeline: » Strength and diversity of global Finance Leadership Team further strengthened through rigorous succession planning, targeted development and strategic sourcing; » Executive sponsor of a range of key global people initiatives including: SEEN employee network group (supporting Race, Ethnicity and Cultural Belonging); International Women's Day; All-Employee Share Plan; and » Strong progress in gender diversity in senior leadership (now 34% v 2025 ambition of 35%).

Strategic Objective	Performance Assessment
CEO T&N	**Achievement: 16% (80%)**
Portfolio & Strategy	Significant strategic portfolio, technology and footprint evolution and expansion: » Divestment of Kerry's Sweet Ingredients Portfolio in further refinement of Taste & Nutrition portfolio; » Definitive agreement to acquire part of the global lactase enzyme business of Chr. Hansen and Novozymes on a carve out basis, to further enhance Kerry's biotechnology solutions capability; » Further enhancement of Emerging Market capability through acquisitions and investments across APMEA and LATAM, including Shanghai Greatang Orchard Food Co., Ltd in China and Proexcar S.A.S. in Colombia; and » Taste & Nutrition capability further enhanced through investment in new and expanded facilities across South-East Asia, Southern Europe, East Africa, South Africa and the Middle East.
Operating Model & Digital Enablement	Strong progress in driving further alignment of Kerry's Operating Model to embed capability for strategy execution: » Technology portfolio effectively leveraged for customer innovation partnerships; » ProActive Health technology portfolio aligned to consumer need states for meaningful customer engagement and focused commercial execution; » Significant progress on digitisation and automation for enhanced customer experience and operational effectiveness; and » Strong progress in building further process technology expertise.
Stakeholder Engagement	Strong programme of engagement with all key stakeholders during 2023: » Kerry's trade and external Board presence further enhanced, with a focus on technology leadership and specialism in key growth platforms; » Academic partnerships and collaboration in food research further built out; and » Targeted internal learning agenda to enhance depth of expertise of commercial leadership.
Leadership Team and Succession Planning	Strong progress in building strength, depth and diversity of leadership team and talent pipeline: » Technology leadership further strengthened through rigorous succession planning, targeted development and strategic sourcing; » Taste leadership development programme launched; and » Strong progress in gender diversity in senior leadership (now 34% v 2025 ambition of 35%). Strong Technology leadership representation in Kerry Women in Leadership programme.

Discretion

The Committee concluded that there was no requirement to exercise discretion as the 2023 STIP outturns reflected the underlying performance of the business, the broader stakeholder experience and the strong performance of the Executive Directors against strategic objectives.

Final Outturn for 2023

The targets for the Executive Directors, which were set by the Remuneration Committee, were challenging and stretching in the context of the uncertain and volatile economic and inflationary environment. For 2023 a pay-out of 71% of maximum opportunity was achieved by each Director.

Under the Remuneration Policy, two thirds of the award is payable in cash and one third is awarded by way of shares/options to be issued two years after vesting following a deferral period.

Long-Term Incentive Plan (LTIP)

LTIP Approved in 2021 (LTIP 2021)

The terms and conditions of the plan were approved by shareholders at the 2021 AGM. The Remuneration Committee approves the terms, conditions and allocation of conditional awards under the Group's LTIP to Executive Directors and senior management. Under this plan, Executive Directors and senior management are invited to participate in conditional awards over shares or share options in the Company.

The first conditional awards under this scheme were made to Executive Directors in 2021. Subject to performance metrics being met over a three-year performance period, the LTIP award will vest in March of 2024, 100% of which will be subject to a two year deferral period. This provides for a combined performance period and deferral period of five years for the full award that vests.

An award may lapse if a participant ceases to be employed within the Group before the vesting date. The market price of the shares on the date of each award is disclosed in note 28 to the financial statements.

The proportion of each conditional award which vests will depend on the Adjusted EPS Growth, TSR, ROACE and Sustainability performance during the relevant three-year performance period.

2021 LTIP Awards

Set out below is the performance against targets for the 2021 LTIP award where the three-year performance period ended on 31 December 2023 and the award vests in March 2024.

EPS Performance Test

40% of the award vests according to the Group's average adjusted EPS growth ('EPS metric') over the performance period. This measurement is determined by reference to the Group's adjusted EPS growth calculated on a constant currency basis in each of the three financial years in the performance period in accordance with the vesting schedule outlined in the following table:

	Average Adjusted EPS Growth	Percentage of the Award Which Vests
Threshold	6%	25%
Maximum	12%	100%

Below 6% none of the award vests. Vesting between threshold and maximum points is on a straight line basis.

Vesting Level for EPS Metric

The outturn of the EPS performance test is an average adjusted EPS growth of 11.5% which results in an award outcome of 37% out of a possible maximum of 40%. When calculating the outturn for this metric, the adjusted EPS growth % achieved used for 2021, 2022 and 2023 excludes the dilutive effect which the significant business disposals (Consumer Foods Meat and Meals, the Russian business and the Sweet Ingredients Portfolio) completed during those years had on the reported result for the adjusted EPS growth metric as the disposals were not anticipated when the targets were originally set three years ago. The reported adjusted EPS growth for 2021 at 12.1%, 2022 at 7.3% and 2023 at 1.2% recognised a dilution impact of these disposals of 3.2%, 7.6% and 3.0% respectively.

TSR Performance Test

25% of the award vests according to the Group's TSR performance over the period measured against the TSR performance of a peer group of listed companies over the same three-year performance period. The peer group consists of Kerry and the following companies:

Chr. Hansen*	Givaudan
Kellogg's	Sensient Technologies
Barry Callebaut	Glanbia
McCormick & Co.	Symrise
Corbion	Greencore*
Nestlé	Tate & Lyle
Ingredion	Danone
Novozymes*	Unilever
General Mills	IFF
Premier Foods*	

* For awards granted in 2024 the following companies will be removed from the peer group: Chr. Hansen, Novozymes, Greencore and Premier Foods. DSM-Firmenich and Novonesis (formerly Novozymes/Chr. Hansen) will be added.

The awards vest in line with the following table:

Position of Kerry in the Peer Group	Percentage of the Award Which Vests
Below median	0%
Median	25%
Greater than 75th percentile	100%

Below Median none of the award vests. Vesting between median and 75th percentile is on a straight line basis.

Vesting Level for TSR Metric
The outturn of the measurement of the TSR metric in relation to the 2021 awards is below median, resulting in an award outturn of 0% out of a possible maximum of 25% as the threshold performance level for this metric was not achieved.

ROACE Performance Test
15% of the award vests according to the Group's ROACE over the performance period. ROACE represents a good perspective on the Group's internal rate of return and financial added value for shareholders. ROACE supports the strategic focus on growth and margins through ensuring cash is reinvested to generate appropriate returns. This measurement is determined by reference to the ROACE in each of the three financial years included in the performance period:

	Return on Average Capital Employed	Percentage of the Award Which Vests
Threshold	10%	25%
Maximum	14%	100%

Below 10% none of the award vests. Vesting between threshold and maximum points is on a straight line basis.

Vesting Level for ROACE Metric
The outturn of the measurement of the ROACE metric in relation to the 2021 award is a ROACE of 10.3% resulting in an award outturn of 5% out of a maximum of 15%.

Sustainability Performance Test
The 2021-2023 LTIP is the first award to include sustainability measures following the approval of the 2021 Remuneration Policy at the 2021 AGM.

20% of the award vests according to the Group's performance versus the commitments set out in its *Beyond the Horizon* sustainability strategy. This measurement is determined by reference to three key sustainability metrics over the three-year performance period:

		Sustainability Metrics	Percentage of the Award Which Vests
Nutrition Reach	Threshold	1.11 bn	25%
	Maximum	1.27 bn	100%
Carbon Reduction	Threshold	19%	25%
	Maximum	23%	100%
Food Waste Reduction	Threshold	14%	25%
	Maximum	22%	100%

Below threshold none of the award vests. Vesting between threshold and maximum points is on a straight line basis.

Vesting Level for Sustainability Metrics
The outturn of the measurement of the sustainability metrics over the three year period period is an award outturn of 19% out of a maximum of 20%. This was achieved through above maximum performance for Carbon Reduction (48%) and Food Waste Reduction (39%) and achieving an above target performance on our Nutrition Reach measure (1.25bn).

The targets for the Sustainability metrics in the 2021 LTIP award were aligned to the Group's original *Beyond the Horizon* sustainability commitments which were set in 2020. Since then, the Group has accelerated its commitments on emissions reduction, aligning its Scope 1 and 2 target with the 1.5 degree pathway under the Paris Accord. The Group also fast-tracked certain activities, including transition to renewable electricity, all of which improved the Group's performance in relation to Carbon Reduction versus the target set. In addition, the targeted deployment of our Reduce, Reuse, Repurpose, Recycle strategy improved our performance in relation to Food Waste versus the anticipated progress in 2020.

The strong outcomes achieved reflects the significant progress being made against our *Beyond the Horizon* sustainability commitments.

Table 3: Overall Outturn of the 2021 LTIP Award Vesting in 2024

LTIP Metric	Weighting %	Actual Vesting %
EPS	40%	37%
TSR	25%	0%
ROACE	15%	5%
Sustainability	20%	19%
Total	100%	61%

The Committee was satisfied that the Executive Directors did not benefit from a windfall gain taking into account the share price at grant and share price performance over the performance period.

Discretion
The Committee concluded that there was no requirement to exercise discretion as the 2021-23 LTIP outturn reflected the underlying business performance and the broader stakeholder experience during the three year performance period.

Summary of outstanding LTIP awards

The following table shows the Executive Directors' and Company Secretary's interests under the LTIP. Conditional awards at 1 January 2023 relate to awards made in 2020, 2021 and 2022 which have a three-year performance period. The 2020 awards vested in 2023. The 2021 and 2022 awards will potentially vest in 2024 and 2025 respectively. The market price of the shares on the date of each award is disclosed in note 28 to the financial statements.

Executive Directors' and Company Secretary's Interests in Long-Term Incentive Plan

Table 4: Individual Interest in LTIP (Audited)

LTIP Vesting and Conditional Awards

	LTIP Schemes	Conditional Awards at 1 January 2023	Share Awards Vested During the Year	Share Option Awards Vested During the Year	Share/ Option Awards Lapsed During the Year	Conditional Awards Made During the Year	Conditional Awards at 31 December 2023	Share Price at Date of Conditional Award Made During the Year
Directors								
Edmond Scanlon[1]	2013/21	93,604	–	(9,422)	(17,173)	42,388	109,397	€91.26
Marguerite Larkin	2013/21	47,843	–	(2,587)	(9,558)	21,844	57,542	€91.26
Gerry Behan	2013/21	56,011	(3,270)	–	(12,084)	27,391	68,048	€91.26
Company Secretary								
Ronan Deasy	2013/21	12,237	–	(3,855)	(2,068)	3,740	10,054	€91.26

Note 1: In the case of Edmond Scanlon the share options vested includes 4,774 Career Share options granted prior to his appointment as an Executive Director. These options had a combined seven year performance and deferral period.

Conditional LTIP awards made on 8 March 2023, under the 2021 LTIP Plan, have a three-year performance period and will potentially vest in March 2026. Under the 2021 LTIP Plan, 100% of the shares/share options which potentially vest under the LTIP are issued to participants following a two-year deferral period in March 2028.

For awards made prior to 2021, 50% of the shares/share options which potentially vest under the LTIP, are issued immediately upon vesting with the remaining 50% of the award issued to participants following a two-year deferral period.

The following table shows the share options which are held by the Executive Directors and the Company Secretary under the STIP and LTIP:

Table 5: Share Options Held Under the STIP and LTIP (Audited)

	Share Options Outstanding at 1 January 2023	Share Options Exercised During the Year	Share Options Vested During the Year[1]	Share Options Outstanding at 31 December 2023	Exercise Price Per Share
Directors					
Edmond Scanlon	54,380	(20,195)	16,513	50,698	€0.125
Marguerite Larkin	10,752	–	6,424	17,176	€0.125
Company Secretary					
Ronan Deasy	3,593	–	3,855	7,448	€0.125

Note 1: Share Options which vested in March 2023 related to 2020 LTIP awards and 33% of the 2022 STIP (paid in March 2023). 50% of share options vested under the LTIP are subject to a two-year deferral period and 33% of the STIP payments which are delivered in share options are subject to a two-year deferral period.

Once vested, share options under the LTIP can be exercised for up to seven years before they lapse. For share options subject to the two-year deferral period, they can be exercised for up to five years following the end of the two-year deferral period, before they lapse i.e., seven years following the vest date.

Executive Directors' Pensions

The pension benefits under defined benefit pension plan for Gerry Behan during the year are outlined in the following table.

Table 6: Defined Benefit – Pensions Individual Summary (Audited)

	Accrued Benefits on Leaving Service at End of Year		
	Annual Pension Accrued During the Year (Excluding Inflation) $'000	Total Annual Accrued Pension at End of Year $'000	Transfer Value of Increase in Accrued Pension $'000
Gerry Behan			
2023	**134**	**851**	**2,130**
2022	117	717	1,752

Note: The table shows the Executive Director's pension in the currency of payment to ensure clarity in reflecting the year-on-year payment comparisons.

Note: Contributions were made to an Irish defined contribution plan in respect of Edmond Scanlon. Marguerite Larkin receives a taxable cash payment in lieu of pension benefits. These contributions are reflected in the single figure table (table 1) on page 169.

Payments to Former Directors

No payments were made to former Directors during 2023 (2022: €nil) in respect of their duties as Directors.

Vested 2018 LTIP awards which were subject to a two-year deferral period and delivered in 2023 in respect of former Executive Directors, were disclosed in previous annual reports when earned and therefore are not disclosed separately.

Payment for Loss of Office

There were no payments for loss of office in 2023 (2022: €nil).

Non-Executive Director Remuneration and Shareholdings

Table 7: Remuneration paid to non-Executive Directors in 2023 and Shareholdings (Audited)

	Fees 2023 €'000[1]	Fees 2022 €'000[1]	**31 Dec 2023 Ordinary Shares Number[1]**	31 Dec 2022 Ordinary Shares Number
Tom Moran	**405**	307	1,029	1,029
Hugh Brady	**123**	121	6,850	6,850
Genevieve Berger	**15**	-		
Gerard Culligan	**-**	28	-	-
Fiona Dawson	**109**	95	167	167
Karin Dorrepaal	**125**	114	-	-
Emer Gilvarry	**123**	116	850	850
Catherine Godson	**15**	-		
Michael Kerr	**138**	130	10,000	10,000
Con Murphy	**-**	28	-	7,728
Christopher Rogers	**128**	121	1,640	1,640
Patrick Rohan	**93**	-	3,289	-
Philip Toomey	**-**	130	-	9,000
Jinlong Wang	**128**	126	-	-
	1,402	1,316		

Note 1: Non-Executive Directors fees are reflective of when the individuals were appointed to or retired from the Board (see page 146). Year-on-year fee level variances arise due to annual fee increases in line with the wider workforce and additional fees paid for appointment to different Committees/Chair roles. Shareholdings for retired non-Executive Directors are reflected as of their date of retirement.

Non-Executive Directors are reimbursed for travel and accommodation expenses and any personal tax that may be due on those expenses. The gross amount of these expenses that were deemed to be taxable is €27,000.

Directors' and Company Secretary's Interests

There have been no contracts or arrangements with the Company or any subsidiary during the year, in which a Director of the Company was materially interested and which were significant in relation to the Group's business. The interests of the Executive Directors and the Company Secretary of the Company and their spouses and minor children in the share capital of the Company, all of which were beneficial unless otherwise indicated, are shown below:

Table 8: Executive Directors and Company Secretary Shareholdings

	31 December 2023 Ordinary Shares Number	**31 December 2023 Share Options Number**	**31 December 2023 Total Number**	31 December 2022 Ordinary Shares Number	31 December 2022 Share Options Number	31 December 2022 Total Number
Directors						
Edmond Scanlon	**39,806**	**32,633**	**72,439**	19,611	41,566	61,177
- Deferred[1]	**–**	***18,065***	***18,065***	–	*12,814*	*12,814*
Marguerite Larkin	**4,335**	**7,324**	**11,659**	4,335	4,887	9,222
- Deferred[1]	**–**	***9,852***	***9,852***	–	*5,865*	*5,865*
Gerry Behan	**65,644**	**–**	**65,644**	69,147	–	69,147
- Deferred[1]	***12,098***	**–**	***12,098***	*8,604*	–	*8,604*
Company Secretary						
Ronan Deasy	**3,230**	**6,849**	**10,079**	3,230	2,518	5,748
- Deferred[1]	**–**	***599***	***599***	–	*1,075*	*1,075*

Note 1: The deferred shares and share options above, relate to 33% of the awarded amount of the Executive Directors 2021 and 2022 STIP awards and 50% of the 2019 and 2020 LTIP award (vested in March 2022 and 2023 respectively). These awards are subject to a two year deferral period and will be delivered in shares/share options in March 2024 and March 2025 respectively,

Shareholding Guidelines

The table below sets out the Executive Directors' shareholding at 31 December 2023 shown as a multiple of basic salary. Refer to the Remuneration Policy Table on page 162 in Section C for details of the Executive Director shareholding requirements.

Table 9: Individual Shareholding as a Multiple of Basic Salary

Executive Director	As a Multiple of Basic Salary[1]
Edmond Scanlon	5x
Marguerite Larkin[2]	2x
Gerry Behan	6x

Note 1: The share price used to calculate the above is the share price as at 31 December 2023 and the shareholding is based on all shares held and vested option awards (including deferred) reflected in table 8.
Note 2: Marguerite Larkin, in line with the current policy, will increase her shareholding to at least the minimum 3x basic salary through the retention of 50% of vested annual STIP and LTIP shares/options (after sales to meet taxes).

TSR Performance and Chief Executive Officer Remuneration

The graph below illustrates the TSR performance of the Group over the past ten years showing the increase in value of €100 invested in Group's shares from 31 December 2013 to 31 December 2023. Also outlined in the table on page 180, the remuneration of the Chief Executive Officer is calculated in line with the methodology captured under legislation which was enacted for UK incorporated companies.

The indices below have been selected as appropriate indices as they comprise other companies within the same broad sector as Kerry.

10 Year Total Shareholder Return (Value of €100 Invested on 31/12/2013)

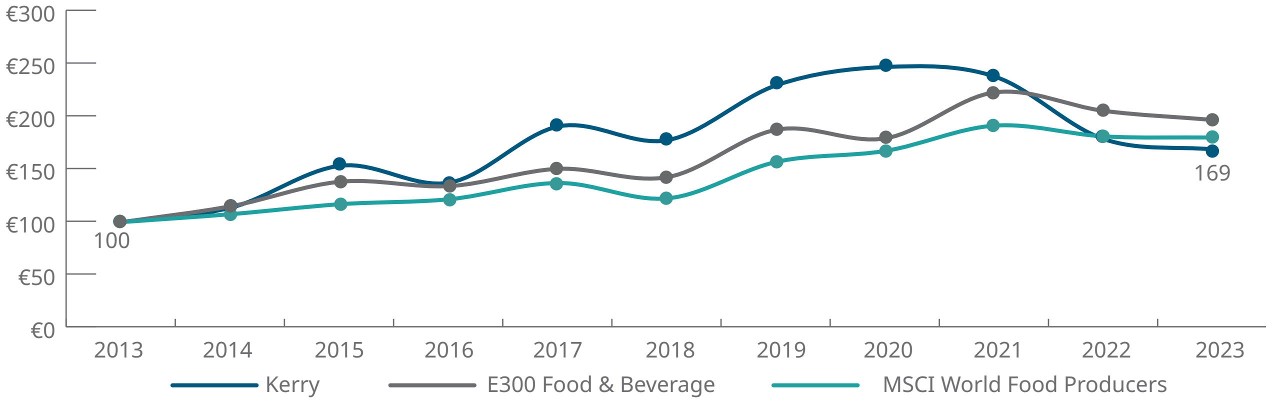


Table 10: Remuneration Paid to the CEO 2014 – 2023

The Committee believes that the Policy and the supporting reward structure provide a clear alignment with the strategic objectives and performance of the Group. To maintain this relationship, the Committee regularly reviews the business priorities and the environment in which the Group operates. The table below shows the CEO's total remuneration over the last 10 years and the achieved annual variable and long-term incentive pay awards as a percentage of the plan maximum.

	Total remuneration €'000	Annual incentive achieved as a % of maximum	LTIP achieved as a % of maximum
CEO – Stan McCarthy			
2014	3,283	57%	91.9%
2015	4,161	58%	61.8%
2016	3,625	62%	29.4%
2017	5,285	75%	62.3%
CEO – Edmond Scanlon			
2017[1]	808	75%	62.3%
2018	2,577	60%	63.7%
2019	3,991	76%	62.8%
2020	2,323	0%	32.5%
2021	3,855	72%	22.0%
2022	3,899	78%	21.3%
2023	4,594	71%	61.0%

Note 1: Edmond Scanlon was appointed CEO and to the Board on 1 October 2017 and his remuneration reflected in the table above relates to remuneration from that date.

Table 11: Annual change in pay for Directors and all Employees

In line with the implementation of Articles 9a and 9b of European Directive 2017/828/EC1 (commonly known as the Revised Shareholder Rights Directive or SRDII) into the Irish Companies Act 2014, the table below shows the percentage change in each Director's total remuneration and the global average total remuneration of an employee from the year ended 31 December 2022 to the year ended 31 December 2023.

Year-on-year change in pay for Directors compared to the global average employee

Executive Directors	2023 €'000	2022 €'000	2022 to 2023 Change %	2021 to 2022 Change %	2020 to 2021 Change %	2019 to 2020 Change %
Edmond Scanlon*	4,594	3,899	18%	1%	66%	(42%)
Marguerite Larkin*	2,609	2,225	17%	1%	98%	(28%)
	$,000	$,000				
Gerry Behan *	3,392	3,012	13%	(0.1%)	44%	(47%)
Non-Executive Directors[1]	€,000	€,000				
Hugh Brady	123	121	2%	6%	24%	(6%)
Genevieve Berger	15	-	100%			-
Gerard Culligan	-	28	(100%)	(67%)	15%	(6%)
Fiona Dawson	109	95	15%	100%	-	-
Karin Dorrepaal	125	114	10%	10%	13%	(6%)
Joan Garahy						(6%)
Emer Gilvarry	123	116	6%	16%	581%	100%
Catherine Godson	15	-	100%			-
Michael Kerr	138	130	6%	67%	-	-
Tom Moran	405	307	32%	144%	22%	(2%)
Con Murphy	-	28	(100%)	(67%)	15%	(6%)
Christopher Rogers	128	121	6%	2%	17%	(1%)
Patrick Rohan	93	-	100%	-	-	-
Philip Toomey	-	130	(100%)	(66%)	15%	(6%)
Jinlong Wang	128	126	2%	5%	-	-
All Group Employees[2]	55	54	2%	19%	2%	1.2%

* The table shows the Executive Director's pay in the currency of payment to ensure clarity in reflecting the year-on-year payment comparisons.

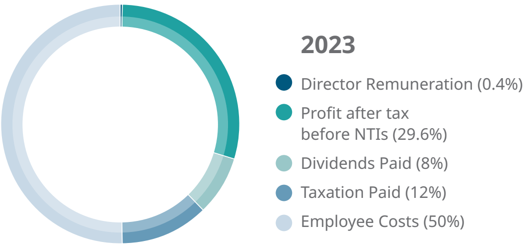
Note 1: Non-Executive Directors' fees are reflective of when the individuals were appointed to or retired from the Board (see page 146). Year-on-year fee level variances arise due to annual increases in line with the wider workforce and additional fees paid for appointment to different Committees/Chair roles.

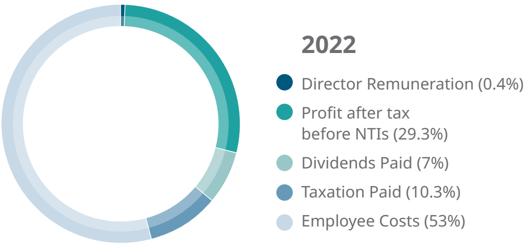
Note 2: Calculated by dividing the aggregate payroll costs of employees in 2023 (excluding social welfare costs and costs related to Executive Directors) by the average number of employees in 2023, as disclosed in note 4 to the consolidated financial statements. The value disclosed for 2022 has been represented on a constant currency basis.

Note 3: The Company performance can be seen in the 10 Year Total Shareholder Return graph on page 179.

Relative Importance of Spend on Pay

The total amount spent on Executive Director remuneration (including Long-Term Incentive Plan) and overall employee pay is outlined below in relation to retained profit, dividends paid and taxation paid.





Dilution

The Group offers Executive Directors and senior management the opportunity to participate in share-based schemes as part of the Group's Remuneration Policy. In line with best practice guidelines, the Company ensures that the level of share awards granted under all share schemes does not exceed 10% of the Group's share capital over a rolling ten-year period, with a further limitation of 5% in any ten-year period in respect of discretionary schemes. The dilution resulting from all vested share awards/share options for the ten-year period to 31 December 2023 is 1.1%. This level of dilution is well below the maximum dilution level recommended for executive share-based incentive plans.

The potential future dilution level from unvested share awards/share options as a result of these schemes is a further 0.9%.

Table 12: CEO Ratio

The UK Companies (Miscellaneous Reporting) Regulations 2018 require certain UK incorporated companies to publish the ratio of CEO remuneration to UK staff pay. Although not a requirement for Irish incorporated companies, the ratio of the CEO's total remuneration to that of the median Irish employee is disclosed in the table below, in line with the Group's commitment to ensure that its remuneration policies, practices and reporting reflect best corporate governance practices.

In providing the CEO ratio we have used Method C as set out in the regulations but have applied the principles of Method A.

	2023 €'000*	2022 €'000*
Chief Executive Officer's: Total remuneration	**€4,594**	€3,899
Median Irish employee: Total remuneration	**€55**	€50
Median Irish employee: Salary only	**€51**	€47
Median pay ratio – Total remuneration	**84x**	77x
Median pay ratio – excluding all variable short and long-term incentive	**27x**	31x

* The numbers above reflect rounding.

The Committee believes that our senior executives should have a significant proportion of their pay directly linked to Group performance in order to drive alignment with shareholders. A significant portion of the Chief Executive Officer's remuneration is therefore delivered through the Group's short-term and long-term incentive plans where awards are linked to Group performance and share price movements over time. This means that ratios will depend significantly on short-term and long-term incentive outturns and may fluctuate from year to year as a result.

The CEO pay ratio based on total remuneration for 2023 is higher than 2022 which is primarily due to the combined performance outturn under the short-term and long-term incentive plans being higher than the previous year.

As the median Irish employee does not participate in the Group's short-term or long-term performance-related incentive plans, the Committee has provided the median pay ratio excluding these variable pay elements again in 2023. This ratio has decreased year on year which is due to both an increase in the remuneration for the median employee and also reflects the reduction in pension for the CEO to the wider workforce rate with effect from 1 January 2023.