

Glanbia plc (the “Company”) invites you to attend the Annual General Meeting (“AGM”) of the Company to be held at Hotel Kilkenny, College Road, Kilkenny, R95 XD74, Ireland at 11.00 a.m. (Irish time) on Thursday 5 May 2022.

Shareholder Reference Number

Form of Proxy - Annual General Meeting (“AGM”) to be held on Thursday 5 May 2022



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

www.eproxyappointment.com

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

Control Number: 917756

SRN:

PIN:



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

To be effective, all proxy appointments must be lodged with the Company's Registrar at: Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82 or through www.eproxyappointment.com by 11.00 a.m. (Irish time) on 3 May 2022 (or in the case of an adjournment 48 hours before the time of the adjourned meeting). To access the AGM remotely visit www.meetnow.global/GLANBIAAGM22. Detailed instructions on voting and any updates or announcements regarding the AGM in the event that circumstances change due to the ongoing COVID -19 pandemic may be accessed on www.glanbia.com/agm.

Explanatory Notes:

- Every shareholder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his/her proxy to exercise all or any of his/her rights, to attend, speak, ask questions and vote on his/her behalf at the meeting. If you wish to appoint a person other than the Chairman of the meeting, please insert the name of your chosen proxy holder in the space provided (see reverse).
- A shareholder may appoint more than one proxy to attend, speak, ask questions and vote at the meeting provided each proxy is appointed to exercise rights attached to different shares held by that shareholder. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on +353 1 247 5349 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). All forms must be signed and should be returned together in the same envelope. Where a poll is taken at the AGM, a shareholder, present in person or proxy, holding more than one share is not required to cast all their votes in the same way.
- To be effective, the completed Form of Proxy together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, must be deposited with the Registrar of the Company before the deadline set out above. A shareholder wishing to appoint a proxy by electronic means may do so on www.eproxyappointment.com. Details of the requirements are set out in the box above. A shareholder who wishes to appoint more than one proxy by electronic means must contact the Registrar by sending an email to clientservices@computershare.ie.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Section 1087G of the Companies Act 2014, only those shareholders registered in the register of members of the Company as at close of business on 1 May 2022 (or in the case of an adjournment as at close of business on the day which is four days before the holding of the adjourned meeting) shall be entitled to attend the AGM or access the live web-cast of the AGM or to attend, speak, ask questions and vote at the meeting in respect of the number of shares registered in their names at that time. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- Persons who hold their interests in ordinary shares as Belgian law rights through the Euroclear Bank system or as Crest Depository Interests should refer to the notes to the Notice of Annual General Meeting and to the Glanbia website www.glanbia.com/agm.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on +353 1 247 5349 to request a change of address form or go to www.investorcentre.com/ie to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The appointment of a proxy will not preclude a member from attending the meeting and voting in person.
- You can access the AGM remotely either by (a) audio webcast on the Virtual Meeting Platform which can be accessed by logging onto www.meetnow.global/GLANBIAAGM22 on the day of the AGM; or (b) dialling the conference line, details of which can be accessed by logging onto the Virtual Meeting Platform. Once you have accessed www.meetnow.global/GLANBIAAGM22, you will be able to join the meeting by selecting 'Join Meeting Now'. You will then be prompted to enter your unique shareholder reference number (SRN) and PIN. These can be found printed above on this Form of Proxy. Access to the AGM via the audio webcast or by telephone on the Virtual Meeting Platform will be available from 10 a.m. (Irish time) on 5 May 2022.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Ireland) Limited accept no liability for any instruction that does not comply with these conditions.

All Holders

Poll Card To be completed **only** at the Annual General Meeting when the Poll is called.

Ordinary Business	Vote		
	For	Against	Withheld
1. To review the Company's affairs and receive and consider the Financial Statements for the year ended 1 January 2022 together with the reports of the Directors and the Auditor thereon.	☐	☐	☐
2. To declare a final dividend of 17.53 cent per share on the ordinary shares for the year ended 1 January 2022.	☐	☐	☐
3. By separate resolutions, to re-elect the following Directors who, in accordance with the provisions of the UK Corporate Governance Code, retire and, being eligible, offer themselves for re-election:			
(a) Patsy Ahern	☐	☐	☐
(b) Mark Garvey	☐	☐	☐
(c) Brendan Hayes	☐	☐	☐
(d) John G. Murphy	☐	☐	☐
(e) John Murphy	☐	☐	☐
(f) Patrick Murphy	☐	☐	☐
(g) Siobhán Talbot	☐	☐	☐
(h) Róisín Brennan	☐	☐	☐
(i) Paul Duffy	☐	☐	☐
(j) Donard Gaynor	☐	☐	☐
(k) Jane Lodge	☐	☐	☐
(l) Dan O'Connor	☐	☐	☐

	Vote		
	For	Against	Withheld
4. To authorise the Directors to fix the ordinary remuneration of the Non-Executive Directors up to an aggregate amount not exceeding €1,500,000 in any financial year.	☐	☐	☐
5. To authorise the Directors to fix the remuneration of the Auditor for the 2022 financial year.	☐	☐	☐
6. To receive and consider the Remuneration Committee Report for the year ended 1 January 2022 (excluding the part containing the 2022-2024 Directors' Remuneration Policy) which is set out on pages 118 to 142 of the Annual Report.	☐	☐	☐
7. To receive and consider the proposed 2022-2024 Directors' Remuneration Policy.	☐	☐	☐
8. Special Resolution: Approval to call an Extraordinary General Meeting on 14 days' notice.	☐	☐	☐
Special Business			
9. Ordinary Resolution: Authority to allot relevant securities.	☐	☐	☐
10. Special Resolution: Routine dis-application of pre-emption rights.	☐	☐	☐
11. Special Resolution: Dis-application of pre-emption rights for an additional 5% for specific transactions.	☐	☐	☐
12. Special Resolution: Authorisation of market purchases of the Company's own shares.	☐	☐	☐
13. Special Resolution: Determination of the price range for the re-issue of treasury shares off-market.	☐	☐	☐
14. Ordinary Resolution: Rule 37 waiver resolution in respect of market purchases of the Company's own shares.	☐	☐	☐
15. Ordinary Resolution: Rule 9 waiver resolution in respect of share acquisitions by Directors.	☐	☐	☐

Signature

Form of Proxy

Please use a **black** pen. Mark with an **X** inside the box as shown in this example. You can also instruct your proxy not to vote on a resolution by inserting an "X" in the vote withheld box. In the exceptional circumstances of the COVID-19 situation the Company urges all shareholders to vote by proxy by appointing the Chairman of the AGM as their proxy to vote on their behalf. The appointment of a proxy will not preclude a member from attending the meeting and voting in person. I/We hereby appoint the Chairman of the Meeting OR the following person

Please leave this box blank if you have selected the Chairman. Do not insert your own name(s). If you are appointing the proxy in relation to less than your full voting entitlement, please insert the number of shares in relation to which they are authorised to act.

as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf on any matter at the Annual General Meeting of Glanbia plc to be held at Hotel Kilkenny, College Road, Kilkenny, R95 XD74, Ireland at 11.00 a.m. (Irish time) on Thursday 5 May 2022, and at any adjournment thereof. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an X in the appropriate box.

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

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

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	For	Against	Withheld
1. To review the Company's affairs and receive and consider the Financial Statements for the year ended 1 January 2022 together with the reports of the Directors and the Auditor thereon.	☐	☐	☐
2. To declare a final dividend of 17.53 cent per share on the ordinary shares for the year ended 1 January 2022.	☐	☐	☐
3. By separate resolutions, to re-elect the following Directors who, in accordance with the provisions of the UK Corporate Governance Code, retire and, being eligible, offer themselves for re-election:			
(a) Patsy Ahern	☐	☐	☐
(b) Mark Garvey	☐	☐	☐
(c) Brendan Hayes	☐	☐	☐
(d) John G. Murphy	☐	☐	☐
(e) John Murphy	☐	☐	☐
(f) Patrick Murphy	☐	☐	☐
(g) Siobhán Talbot	☐	☐	☐
(h) Róisín Brennan	☐	☐	☐
(i) Paul Duffy	☐	☐	☐
(j) Donard Gaynor	☐	☐	☐
(k) Jane Lodge	☐	☐	☐
(l) Dan O'Connor	☐	☐	☐

	Vote		
	For	Against	Withheld
4. To authorise the Directors to fix the ordinary remuneration of the Non-Executive Directors up to an aggregate amount not exceeding €1,500,000 in any financial year.	☐	☐	☐
5. To authorise the Directors to fix the remuneration of the Auditor for the 2022 financial year.	☐	☐	☐
6. To receive and consider the Remuneration Committee Report for the year ended 1 January 2022 (excluding the part containing the 2022-2024 Directors' Remuneration Policy) which is set out on pages 118 to 142 of the Annual Report.	☐	☐	☐
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Special Business			
9. Ordinary Resolution: Authority to allot relevant securities.	☐	☐	☐
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11. Special Resolution: Dis-application of pre-emption rights for an additional 5% for specific transactions.	☐	☐	☐
12. Special Resolution: Authorisation of market purchases of the Company's own shares.	☐	☐	☐
13. Special Resolution: Determination of the price range for the re-issue of treasury shares off-market.	☐	☐	☐
14. Ordinary Resolution: Rule 37 waiver resolution in respect of market purchases of the Company's own shares.	☐	☐	☐
15. Ordinary Resolution: Rule 9 waiver resolution in respect of share acquisitions by Directors.	☐	☐	☐

I/We direct my/our proxy to vote on the resolutions proposed at the Meeting as indicated on this form. Where no instruction appears above as to how the proxy should vote the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a body corporate, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).