

Glanbia plc (the "Company") 2017 Annual General Meeting

Each of resolutions 1 to 9 proposed at the Company's Annual General Meeting held on 26 April 2017 (save as provided otherwise herein) were carried on a show of hands. Results of the proxy votes received for each resolution are outlined below. Resolutions 3(m) to 3(p) were passed on a poll both by all the shareholders present and voting and all the independent shareholders present and voting (that is the shareholders of the Company entitled to vote on the election of the Directors who are not controlling shareholders (i.e. those shareholder(s) that exercise or control more than 30% of the voting rights of the Company). The results of the voting, on each resolution on each basis, are outlined below.

| | | For | | Against | | Total excluding withheld* | | Withheld | | Total including withheld | |
|---|---|--------------|---------|--------------|--------|---------------------------|---------|--------------|-------|--------------------------|---------|
| Resolution Number | Resolution | Votes/Shares | % | Votes/Shares | % | Votes/Shares | % | Votes/Shares | % | Votes/Shares | % |
| 1 | To review the Company's affairs and receive and consider the financial statements for the year ended 31 December 2016 together with the reports of the Directors and the Auditors thereon | 198,307,910 | 99.96% | 76,180 | 0.04% | 198,384,090 | 100.00% | 16,800 | 0.01% | 198,400,890 | 100.00% |
| 2 | To declare a final dividend of 7.94 cent per share on the ordinary shares for the year ended 31 December 2016 | 198,383,775 | 100.00% | 315 | 0.00% | 198,384,090 | 100.00% | 16,800 | 0.01% | 198,400,890 | 100.00% |
| <i>To re-appoint the following Directors, in accordance with the provisions of the UK Corporate Governance Code, who retire and, being eligible, offer themselves for re-appointment:</i> | | | | | | | | | | | |
| 3a | Patsy Ahern | 186,132,762 | 96.07% | 7,606,724 | 3.93% | 193,739,486 | 100.00% | 4,661,404 | 2.35% | 198,400,890 | 100.00% |
| 3b | Henry Corbally | 150,406,132 | 75.84% | 47,922,242 | 24.16% | 198,328,374 | 100.00% | 72,516 | 0.04% | 198,400,890 | 100.00% |
| 3c | Jer Doherty | 186,132,120 | 96.07% | 7,607,366 | 3.93% | 193,739,486 | 100.00% | 4,661,404 | 2.35% | 198,400,890 | 100.00% |
| 3d | Mark Garvey | 196,464,333 | 99.03% | 1,918,757 | 0.97% | 198,383,090 | 100.00% | 17,800 | 0.01% | 198,400,890 | 100.00% |
| 3e | Vincent Gorman | 186,136,620 | 96.08% | 7,602,866 | 3.92% | 193,739,486 | 100.00% | 4,661,404 | 2.35% | 198,400,890 | 100.00% |
| 3f | Martin Keane | 149,910,815 | 75.59% | 48,412,559 | 24.41% | 198,323,374 | 100.00% | 72,516 | 0.04% | 198,400,890 | 100.00% |
| 3g | Michael Keane | 186,127,458 | 96.07% | 7,607,028 | 3.93% | 193,734,486 | 100.00% | 4,666,404 | 2.35% | 198,400,890 | 100.00% |
| 3h | Hugh McGuire | 196,678,471 | 99.14% | 1,704,619 | 0.86% | 198,383,090 | 100.00% | 17,800 | 0.01% | 198,400,890 | 100.00% |
| 3i | John Murphy | 186,131,916 | 96.07% | 7,607,570 | 3.93% | 193,739,486 | 100.00% | 4,661,404 | 2.35% | 198,400,890 | 100.00% |
| 3j | Patrick Murphy | 149,917,294 | 75.59% | 48,411,080 | 24.41% | 198,328,374 | 100.00% | 72,516 | 0.04% | 198,400,890 | 100.00% |
| 3k | Brian Phelan | 196,677,863 | 99.14% | 1,705,227 | 0.86% | 198,383,090 | 100.00% | 17,800 | 0.01% | 198,400,890 | 100.00% |
| 3l | Siobhán Talbot | 197,161,296 | 99.38% | 1,222,794 | 0.62% | 198,384,090 | 100.00% | 16,800 | 0.01% | 198,400,890 | 100.00% |
| 3m | Patrick Coveney (All Shareholders) | 198,458,215 | 99.63% | 733,026 | 0.37% | 199,191,241 | 100.00% | 16,800 | 0.01% | 199,208,041 | 100.00% |
| 3n | Patrick Coveney (Independent Shareholders) | 90,017,065 | 99.19% | 733,026 | 0.81% | 90,750,091 | 100.00% | 16,800 | 0.02% | 90,766,891 | 100.00% |
| 3o | Donard Gaynor (All Shareholders) | 193,297,091 | 97.05% | 5,883,824 | 2.95% | 199,180,915 | 100.00% | 22,126 | 0.01% | 199,203,041 | 100.00% |
| 3p | Donard Gaynor (Independent Shareholders) | 84,855,941 | 93.52% | 5,883,824 | 6.48% | 90,739,765 | 100.00% | 22,126 | 0.02% | 90,761,891 | 100.00% |
| 3q | Paul Haran (All Shareholders) | 188,504,709 | 96.90% | 6,034,012 | 3.10% | 194,538,721 | 100.00% | 4,664,320 | 2.34% | 199,203,041 | 100.00% |
| 3r | Paul Haran (Independent Shareholders) | 80,063,559 | 92.99% | 6,034,012 | 7.01% | 86,097,571 | 100.00% | 4,664,320 | 5.14% | 90,761,891 | 100.00% |
| 3s | Dan O' Connor (All Shareholders) | 193,298,645 | 97.05% | 5,881,645 | 2.95% | 199,180,290 | 100.00% | 22,751 | 0.01% | 199,203,041 | 100.00% |
| 3t | Dan O' Connor (Independent Shareholders) | 84,857,495 | 93.52% | 5,881,645 | 6.48% | 90,739,140 | 100.00% | 22,751 | 0.03% | 90,761,891 | 100.00% |
| 4 | To authorise the Directors to fix the remuneration of the Auditors for the 2017 financial year | 197,904,301 | 99.76% | 469,754 | 0.24% | 198,374,055 | 100.00% | 26,835 | 0.01% | 198,400,890 | 100.00% |
| 5 | To receive and consider the Remuneration Committee report for the year ended 31 December 2016 (excluding the part containing the Directors' remuneration policy) | 188,674,128 | 97.43% | 4,986,103 | 2.57% | 193,660,231 | 100.00% | 4,740,659 | 2.39% | 198,400,890 | 100.00% |
| 6 | Ordinary resolution: Authority to allot relevant securities | 198,367,050 | 99.99% | 20,113 | 0.01% | 198,387,163 | 100.00% | 13,727 | 0.01% | 198,400,890 | 100.00% |
| 7 | Special resolution: Disapplication of pre-emption rights | 194,274,266 | 97.93% | 4,106,516 | 2.07% | 198,380,782 | 100.00% | 20,108 | 0.01% | 198,400,890 | 100.00% |
| 8 | Special resolution: Authority to allot on a non-pre-emptive basis and for cash up to a further 5% of the issued share capital in connection with an acquisition or a capital investment | 181,763,739 | 91.62% | 16,616,017 | 8.38% | 198,379,756 | 100.00% | 21,134 | 0.01% | 198,400,890 | 100.00% |
| 9 | Special resolution: Authorisation to retain the power to hold EGMs on 14 days notice | 194,668,433 | 98.13% | 3,708,933 | 1.87% | 198,377,366 | 100.00% | 23,524 | 0.01% | 198,400,890 | 100.00% |

* As votes withheld are not votes in law, they are not taken into account in the calculation of the proportion of the votes For and Against or in the Total Votes