



Glanbia plc

Notice of Annual General Meeting 2010

This document is important and requires your immediate attention.

If you are in doubt about the action you should take, you are recommended immediately to obtain your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent professional adviser, who if you are taking advice in Ireland, is authorised or exempted pursuant to the European Communities (Markets in Financial Instruments) Regulations (Nos. 1 to 3) 2007 of Ireland or the Investment Intermediaries Act, 1995 of Ireland (as amended), or, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000 of the United Kingdom.

If you have sold or transferred all your Glanbia shares, please send this document, together with the accompanying form of proxy at once to the purchaser or transferee, or to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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A letter from the Chairman of Glanbia plc is set out on pages 5 and 6 of this document.

Your attention is drawn to the Notice of the Annual General Meeting ("AGM") to be held at 2:00 pm on 25 May 2010 at Lyrath Estate Hotel, Dublin Road, Kilkenny which is set out on pages 7 to 11 of this document.

A form of proxy for use at the meeting has been posted to all shareholders and, if you wish to appoint a proxy, the form should be returned to the Company's Registrars, Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland so as to be received no later than 2:00 pm on 23 May, 2010. Alternatively, you may appoint a proxy electronically by visiting the dedicated AGM voting webpage at www.computershare.com/ie/voting/glanbia and submitting your proxy details. You will need your shareholder identification number and PIN number, which can be found on the top of your form of proxy, to submit your appointment.

Expected timetable of events

Record date:

5:00 pm on Sunday 23 May 2010

Latest time for return of proxies for AGM:

2:00 pm on Sunday 23 May 2010

AGM:

2:00 pm on Tuesday 25 May 2010

Agenda

Ordinary business

1. To receive and consider the financial statements for the year ended 2 January 2010
 2. Declaration of Dividend
 3. Re-appointment of Directors retiring by rotation
 4. Re-appointment of Directors who have each served in excess of nine years on the Board
 5. Re-appointment of Directors appointed since last AGM
 6. Authorisation to fix the remuneration of the Auditors
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Special business

7. Authorisation to allot equity securities shares for cash
 8. Authorisation to allot equity securities otherwise than in accordance with statutory pre-emption rights
 9. Authorisation of market purchases of the Company's own shares
 10. Determination of the price range for the re-issue of treasury shares off-market
 11. Authorisation to retain the power to hold EGMs on 14 days notice
 12. Amendments to the Articles of Association
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Glanbia plc

(Registered in Ireland No. 129933)

Directors

L Herlihy (Chairman)
 V Quinlan (Non-Executive, Vice-Chairman)
 J Fitzgerald (Non-Executive, Vice-Chairman)
 J Moloney (Group Managing Director)
 J Callaghan (Non-Executive Director)
 H Corbally (Non-Executive Director)
 N Dunphy (Non-Executive Director)
 E Fitzpatrick (Non-Executive Director)
 J Gannon (Non-Executive Director)
 J Gilsenan (Non-Executive Director)
 P Gleeson (Non-Executive Director)
 P Haran (Non-Executive Director)
 C Hill (Non-Executive Director)

M Keane (Non-Executive Director)
 J Liston (Non-Executive Director)
 M Merrick (Non-Executive Director)
 W Murphy (Non-Executive Director)
 A O'Connor (Non-Executive Director)
 R Prendergast (Non-Executive Director)
 S Talbot (Group Finance Director)
 K Toland (CEO and President of Glanbia USA and Global Nutritionals)

Group Secretary

M Horan

Registered Office

Glanbia House, Kilkenny

Dear Shareholder,

I am writing to you to explain the resolutions to be proposed as special business at the forthcoming Annual General Meeting (the "**AGM**"), all of which the Board is recommending for your approval.

Your attention is drawn to the notice of the AGM which will be held at the Lyrath Estate Hotel, Dublin Road, Kilkenny at 2:00 pm on 25 May 2010 which is set out on pages 7 to 11 of this document. In addition to the ordinary business to be transacted at the AGM, there are various items of special business which are described further below.

Special business at AGM

Authority to allot relevant securities – Resolution 7

Shareholders are being asked to renew the Directors' authority to allot relevant securities, within the meaning of Section 20 of the Companies (Amendment) Act, 1983, up to an amount equal to the nominal amount of the authorised but unissued share capital as at the date and time of the AGM.

Disapplication of pre-emption rights – Resolution 8

Shareholders are being asked to renew the authority to disapply the strict statutory pre-emption provisions in the event of a rights issue or in any other issue up to an aggregate amount equal to 4.24% of the nominal value of the Company's issued ordinary share capital as at 25 May 2010. This authority will expire on the earlier of the close of business on 24 August 2011 or the date of the AGM of the Company in 2011.

Authority to purchase up to 10% of its own shares – Resolution 9

At the last AGM of the Company shareholders passed a resolution to give the Company, or any of its subsidiaries, the authority to purchase up to 10% of its own shares. This authority will expire on 25 May 2010. Under this resolution shareholders are being asked to extend this authority until the earlier of the close of business on 24 August 2011 or the date of the AGM of the Company in 2011. Such purchases would be made only at price levels which it considered to be in the best interests of the shareholders generally, after taking into account the Company's overall financial position. Furthermore the authority being sought from shareholders will provide that the minimum price which may be paid for such shares shall not be less than the nominal value of the shares and the maximum price will be 105% of the then

market price of such shares. While the Directors do not have any current intention to exercise this power, this authority is being sought as it is common practice for public companies.

Authority to reissue treasury shares – Resolution 10

Shareholders are also being asked to pass a resolution authorising the maximum and minimum prices at which the Company may reissue off-market such shares as it may purchase and not cancelled.

Approval to call an EGM on 14 days notice and to amend the Articles of Association – Resolutions 11 & 12

Your Board is proposing two special resolutions (i.e. Resolutions 11 and 12) to reflect the implementation of the Shareholders' Rights (Directive 2007/36/EC) Regulations 2009 (the "Regulations") and give the Company flexibility regarding payment methods of dividends and other amounts.

If adopted, Resolution 11 will maintain the existing authority in the Articles of Association which permits the Company to convene an extraordinary general meeting on 14 days notice in writing where the purpose of the meeting is to consider an ordinary resolution.

If adopted Resolution 12 will amend the Company's Articles of Association so as to:

- (a) update the Articles of Association in order to make them consistent with the Regulations by incorporating the following changes:
 - (i) allow for the convening of shareholder meetings to consider an ordinary resolution with 14 days notice period provided that the Company offers its members the facility to vote electronically and provided that the members agree to this at a general meeting. Members' consent must be sought by way of a special resolution and this may be done as part of the ordinary business at an AGM. Any consent given is valid only up to the next AGM, and must therefore be renewed every year;
 - (ii) remove the casting vote of the Chairman at general meetings of the Company;
 - (iii) allow for procedures for the appointment of proxies electronically;

- (iv) permit shareholders to appoint more than one proxy or corporate representative and, in doing so, to designate the shares which relate to such an appointment;
 - (v) require that all proxy instructions allow for the three way voting on substantive resolutions and require any proxy to vote as directed in the proxy instruction;
 - (vi) allow for the fixing of the record date and time which shall determine the eligibility of shareholders to participate and vote at the shareholders' meeting;
 - (vii) require any request by a member to table a draft resolution under Section 133(1)(b) of the Companies Act 1963 to be received by the company in hard copy form or in electronic form at least 30 days before the meeting to which it relates; and
 - (viii) allow the Directors to implement procedures for voting electronically or by correspondence and for the real time transmission of shareholder meetings via the internet.
- (b) update the Articles of Association to give the Company flexibility regarding payment methods of dividends and other amounts and provide that amounts due to shareholders who provide no, or invalid, account details may be held in a non-interest bearing account in the Company's name until such shareholder nominates a valid account.

If resolution 12 is adopted, in order to further the Company's desire to improve the security of dividend payments to shareholders and reduce costs, the Company proposes that after payment of the final dividend in May 2011, it will pay future dividend payments on its ordinary shares by credit transfer into a nominated bank or building society account.

Shareholders will continue to receive tax vouchers in respect of dividend payments. The Company takes data security issues very seriously. Required bank account details supplied to the Company and its Registrars will be used only for dividend distribution and the information will not be used for any other purpose or supplied to any third party.

A copy of the Articles of Association of the Company showing the amendments that would be made if Resolution 12 is passed is available at www.glanbia.com and may also be inspected at the registered office of the Company. A copy showing these amendments may also be inspected at the AGM.

Further action

A form of proxy for use at the AGM is enclosed. To be valid, the form of proxy must be completed and returned to the Company's Registrars, Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland no later than 2:00 pm on 23 May 2010. Alternatively, you may appoint a proxy electronically, by visiting the website of Computershare Investor Services (Ireland) Limited at www.computershare.com/ie/voting/glanbia. You will need your shareholder identification number and your PIN number, which can be found on the top of your form of proxy. The completion and lodging of a form of proxy will not prevent you from attending and voting in person at the meeting should you so wish.

Recommendation

Your Board considers that the proposals set out above are in the best interests of shareholders as a whole and, accordingly, your Board recommends that you vote in favour of the resolutions at the AGM.

Yours sincerely,



Liam Herlihy
Chairman
9 March 2010

Notice of Annual General Meeting

Notice is hereby given that the Twenty Second Annual General Meeting of Glanbia plc will be held at Lyrath Estate Hotel, Dublin Road, Kilkenny on 25 May, 2010 at 2:00 pm for the following purposes:

1. To receive and consider the financial statements for the year ended 2 January 2010 together with the reports of the Directors and the auditors thereon. **(Resolution No. 1)**
2. To declare a final dividend of 3.95 cent per share on the ordinary shares for the year ended 2 January 2010 **(Resolution No. 2)**.
3. To re-appoint the following Directors who retire in accordance with the Articles of Association of the Company and, being eligible, offer themselves for re-appointment:

Mr J Callaghan	(Resolution 3(a))
Mr P Gleeson	(Resolution 3(b))
Mr C Hill	(Resolution 3(c))
Mr M Keane	(Resolution 3(d))
Mr J Moloney	(Resolution 3(e))
Mr W Murphy	(Resolution 3(f))

4. To re-appoint the following Directors who have each served in excess of nine years on the Board and who, in accordance with the provisions of the 2008 Combined Code of The Irish Stock Exchange Limited and the London Stock Exchange plc, retire and, being eligible, offer themselves for re-appointment:

Mr H Corbally	(Resolution 4(a))
Mr J Fitzgerald	(Resolution 4(b))
Mr E Fitzpatrick	(Resolution 4(c))
Mr J Gilsenan	(Resolution 4(d))
Mr L Herlihy	(Resolution 4 (e))
Mr V Quinlan	(Resolution 4 (f))

5. To re-appoint the following Directors who were appointed as Directors since the last Annual General Meeting and who, in accordance with the Articles of Association of the Company, retire and, being eligible, offer themselves for re-appointment:

Ms S Talbot	(Resolution 5(a))
Mr J Gannon	(Resolution 5(b))

Biographical information on the directors eligible for re-election is set out on page 34 to 35 of the 2009 Annual Report.

6. To authorise the Directors to fix the remuneration of the auditors for the 2010 financial year. **(Resolution No. 6)**

As special business:

7. **To consider and, if thought fit, pass the following resolution as an ordinary resolution:**

"That the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company for the purposes of section 20 of the Companies (Amendment) Act, 1983 to allot relevant securities (within the meaning of section 20 of that Act) up to an amount equal to the authorised but as yet un-issued share capital of the Company as at the date and time of the adoption of this resolution. The power hereby conferred shall expire at close of business on the earlier of the next Annual General Meeting or 24 August 2011 unless and to the extent that such power is renewed, revoked or extended prior to such date, save the Company may make before such expiry an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired." **(Resolution No. 7)**

8. **To consider and, if thought fit, pass the following as a special resolution:**

"That the Directors of the Company are hereby empowered, pursuant to Section 24(1) of the Companies (Amendment) Act, 1983, to allot equity securities (as defined by Section 23 of that Act) for cash pursuant to the authority conferred by the ordinary resolution of the Company passed as Resolution 7 in the Notice of this meeting as if Section 23(1) of that Act did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with any rights issue in favour of ordinary shareholders (other than those holders with registered addresses outside the State to whom an offer would, in the opinion of the Directors, be impractical or unlawful in any jurisdiction) and/or any person having a right to subscribe for or convert securities into ordinary shares in the capital of the Company (including without limitation any holders of options under any of the Company's share option schemes for the time being in force) where the equity securities respectively attributable to the interests of such ordinary shareholders or such persons are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them or for which they are entitled to subscribe or convert into and subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with regulatory requirements, legal or practical problems in respect of overseas shareholders, fractional elements or otherwise; and
- (b) the allotment of equity securities (other than pursuant to any such issue as aforesaid) up to a maximum aggregate nominal value equal to 4.24% of the aggregate nominal value of the issued ordinary share capital of the Company on the date of the Annual General Meeting.

Provided that

- (i) the power hereby conferred shall expire at the close of business on the earlier of the date on which the Annual General Meeting of the Company is held in the year 2011 and the date which is fifteen months after the date on which this resolution is passed or deemed to have been passed, unless and to the extent that such authority is renewed, revoked or extended prior to such date; and
- (ii) the Company may make before such expiry an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement notwithstanding that the power hereby conferred has expired; and
- (iii) any power conferred on the Directors to allot equity securities in accordance with Section 24(1)(a) of that Act which is in force immediately before this resolution is passed or deemed to be passed is hereby revoked." **(Resolution No. 8)**

9. **To consider and, if thought fit, pass the following resolution as a special resolution:**

"That the Company and/or any of its subsidiaries (as defined by Section 155 of the Companies Act, 1963) be and are hereby generally authorised to make market purchases (as defined in Section 212 of the Companies Act, 1990) of shares of any class in the Company ("the Shares") on such terms and conditions and in such manner as the Directors may from time to time determine but subject, however, to the provisions of the Companies Act, 1990 and to the following restrictions and provisions:

- (a) the maximum number of Shares authorised to be acquired pursuant to the terms of this resolution shall be such number of Shares whose aggregate nominal value shall equal 10 per cent of the aggregate nominal value of the issued share capital of the Company as at the close of business on the date of the passing of this resolution;
- (b) the minimum price, which may be paid for any Share, shall be the nominal value of the Share;
- (c) the maximum price which may be paid for any Share (a "Relevant Share") shall be an amount equal to 105% of the average of the five amounts resulting from determining whichever of the following ((i), (ii) or (iii) specified below) in relation to the Shares of the same class as the Relevant Share shall be appropriate for each of the five business days immediately preceding the day on which the Relevant Share is purchased, as determined from the information published by or under the authority of The Irish Stock Exchange Limited reporting the business done on each of those five business days;
 - (i) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or
 - (ii) if there shall be only one dealing reported for the day, the price at which such dealing took place; or

- (iii) if there shall not be any dealing reported for the day, the average of the high and low market guide prices for that day;

and if there shall be only a high (but not a low) or a low (but not a high) market guide price reported, or if there shall not be any market guide price reported, for any particular day then that day shall not count as one of the said five business days for the purposes of determining the maximum price. If the means of providing the foregoing information as to dealings and prices by reference to which the maximum price is to be determined is altered or is replaced by some other means, then a maximum price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on The Irish Stock Exchange Limited or its equivalent;

- (d) the authority conferred by this resolution shall include authority to make market purchases of Shares on the London Stock Exchange plc, provided that (A) any such purchase shall be subject to any requirements of the laws of the United Kingdom of Great Britain and Northern Ireland as shall apply thereto and (B) the maximum price which may be paid for any Shares so purchased shall be determined in accordance with paragraph (c) of this resolution but deleting from that paragraph the reference to The Irish Stock Exchange Limited and inserting instead reference to the London Stock Exchange plc and deleting from that paragraph sub-paragraph (iii) thereof and the words appearing after sub-paragraph (iii) and forming the rest of the first sentence of paragraph (c) and inserting instead the following :

"(iii) if there shall not be any dealing reported for the day, the average of the prices quoted under the heading "Quotation" in respect of that share for that day, and if there shall not be any Quotation reported for any particular day then that day shall not count as one of the said five business days for the purposes of determining the maximum price."

and deleting from the last line thereof the reference to The Irish Stock Exchange Limited and inserting instead reference to the London Stock Exchange plc.

The authority hereby conferred shall expire at the close of business on the earlier of the date on which the next Annual General Meeting of the Company is held in the year 2011 and the date which is fifteen months after the date on which this resolution is passed or deemed to have been passed, unless and to the extent that such authority is previously varied, revoked or renewed in accordance with the provisions of Section 215 of the Companies Act, 1990. The Company or any such subsidiary may enter before such expiry into a contract for the purchase of Shares which would or might be wholly or partly executed after such expiry and may complete any such contract as if the authority conferred hereby had not expired." **(Resolution No. 9)**

10. **To consider and, if thought fit, pass the following resolution as a special resolution:**

"That for the purposes of Section 209 of the Companies Act, 1990 the re-issue price range at which any treasury shares (as defined by the said Section 209) for the time being held by the Company may be re-issued off-market shall be as follows:

- (a) the maximum price at which a treasury share may be re-issued off-market shall be an amount equal to 120% of the Appropriate Price; and
- (b) the minimum price at which a treasury share may be re-issued off-market shall be an amount equal to 95% of the Appropriate Price;

For the purposes of this resolution the expression "Appropriate Price" shall mean the average of the five amounts resulting from determining whichever of the following ((i), (ii) or (iii) specified below) in relation to shares of the class of which such treasury shares to be re-issued shall be appropriate in respect of each of the five business days immediately preceding the day on which the treasury share is re-issued, as determined from information published by or under the authority of The Irish Stock Exchange Limited reporting the business done on each of these five business days:

- (i) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or
- (ii) if there shall be only one dealing reported for the day, the price at which such dealing took place; or
- (iii) if there shall not be any dealing reported for the day, the average of the high and low market guide prices for the day;

and if there shall be only a high (but not a low) or a low (but not a high) market guide price reported, or if there shall not be any market guide price reported, for any particular day, then that day shall not count as one of the said five business days for the purposes of determining the Appropriate Price. If the means of providing the foregoing information as to dealings and prices by reference to which the Appropriate Price shall be determined is altered or is replaced by some other means, then the Appropriate Price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on The Irish Stock Exchange Limited or its equivalent.

The authority hereby conferred shall expire at the close of business on the earlier of the date on which the next Annual General Meeting of the Company is held in the year 2011 and the date which is fifteen months after the date on which this resolution is passed or deemed to have been passed, unless and to the extent that such authority is previously varied or renewed in accordance with the provisions of Section 209 of the Companies Act, 1990." **(Resolution No. 10)**

11. **To consider and, if thought fit, pass the following resolution as a special resolution:**

"That it is hereby resolved the provision in Article 54(a) allowing for the convening of an Extraordinary General Meeting by at least fourteen Clear Days' notice (where such meetings are not convened for the passing of a special resolution) shall continue to be effective." **(Resolution No. 11)**

12. **To consider and, if thought fit, pass the following resolution as a special resolution:**

"That the Articles of Association be and are hereby amended by:

- the deletion of the existing Article Nos. 1, 7, 13, 54, 56, 62, 63, 64, 69, 70, 72, 73, 86, 87, 89, 93, 98, 100, 101, 103, 105, 109, 113, 123 and 124;
- the insertion of new Articles Nos. 1, 7, 13, 54, 56, 62, 63, 68, 69, 71, 72, 85, 86, 88, 92, 97, 99, 100, 102, 104, 108, 112, 122 and 123 which are set out in the form of Articles of Association which have been signed for identification by the Chairman of the meeting and which has been available for inspection at the registered office of the Company since the date of this Notice; and
- the re-numbering of the existing articles to reflect the above deletions and insertions." **(Resolution No. 12)**

Michael Horan
Group Secretary
Glanbia plc
Glanbia House
Kilkenny
Ireland
9 March 2010

Note

As at 9 March 2010, the outstanding share options issued by the Company would result in the issue of 2,308,000 new ordinary shares if such share options were to be exercised. Further, the issue of all of these shares will represent approximately 0.78% of the enlarged equity (including treasury shares) or 0.87% (excluding treasury shares), if the Company were to exercise in full the proposed authority being sought in Resolution 9 above to purchase its own shares.

Shareholders' Rights Directive information

The following information is provided to shareholders in accordance with the Shareholders' Rights (Directive 2007/36/EC) Regulations 2009:

1. Conditions for participating in the meeting

Every shareholder, irrespective of how many Glanbia shares he/she holds, has the right to attend, speak, ask questions and vote at the AGM. Completion of a form of proxy will not affect his/her right to attend, speak, ask questions and/or vote at the meeting in person.

A registered shareholder's shareholder identification number may be found on the attached form of proxy. Shareholders will need to use their shareholder identification number and password to enter the Company's AGM website.

2. Record date for AGM

The Company, pursuant to Section 134A of the Companies Act 1963, specifies that only those shareholders registered in the register of members of the Company as at 5:00 pm on 23 May 2010 (or in the case of an adjournment as at 48 hours before the time appointed for the holding of the adjourned meeting) shall be entitled to attend, speak, ask questions and vote at the meeting in respect of the number of shares registered in their names at the time. Changes in the register after that time will be disregarded in determining the right of any person to attend, speak, ask questions and/or vote at the meeting.

3. Appointment of proxy

Where a shareholder is unable to attend the AGM in person, a proxy (or proxies) may be appointed to attend, speak, ask questions and vote on their behalf. For this purpose the form of proxy has been sent to each shareholder. A proxy need not be a member of the Company. A shareholder may appoint the Chairman of the Meeting or another individual as his/her proxy. A shareholder may appoint a proxy by completing the enclosed form of proxy, making sure to sign and date the form at the bottom and return it to the Company's Registrars, Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland no later than 2:00 pm on 23 May, 2010. If a shareholder appoints someone other than the Chairman as proxy, the shareholder must fill in the contact details of his/her representative at the meeting beside the box ☐ "I hereby appoint" on the form of proxy.

Alternatively, a shareholder may appoint a proxy electronically, by visiting the website of Computershare Investor Services (Ireland) Limited at www.computershare.com/ie/voting/glanbia. Shareholders will need their shareholder identification number and PIN number, which can be found on the top of the form of proxy.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Computershare Services (Ireland) Limited (ID 3RA50) by 2:00 pm on 23 May 2010. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Computershare Investor Services PLC is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.

If a shareholder appoints the Chairman or another person as a proxy to vote on his/her behalf, the shareholder should make sure to indicate how he/she wishes his/her votes to be cast by ticking the relevant boxes on the form of proxy.

Completing and returning a form of proxy will not preclude a shareholder from attending and voting at the meeting should he/she so wish.

4. How to exercise voting rights

Shareholders have several ways to exercise their right to vote:

- 4.1 by attending the AGM in person;
- 4.2 by appointing the Chairman or another person as a proxy to vote on their behalf;
- 4.3 by appointing a proxy via the CREST System if they hold their shares in CREST.

In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members.

5. Tabling Agenda items

A shareholder, or group of shareholders acting together, who hold at least 3% of the issued share capital of the Company has the right to put an item on the agenda of the Annual General Meeting. In order to exercise this right, written details of the item to be included in the AGM agenda together with a written explanation why the item is to be included in the agenda and evidence of the shareholding must be received by the Group Secretary at Glanbia plc, Glanbia House, Kilkenny, Ireland or by email or by email to ir@glanbia.ie /info@glanbia.ie no later than 2:00 pm on 14 April 2010 (i.e. 42 days before the AGM meeting). An item cannot be included in the AGM agenda unless it is accompanied by the written explanation and received at either of these addresses by this deadline.

6. Tabling draft resolutions

A shareholder, or group of shareholders acting together, who hold at least 3% of the issued share capital of the Company has the right to table a draft resolution for inclusion in the agenda of the AGM subject to any contrary provision in company law

In order to exercise this right, the text of the draft resolution and evidence of the shareholding by no later than 2:00 pm on 14 April 2010 (i.e. 42 days before the AGM meeting) must be received by post by the Group Secretary at Glanbia plc, Glanbia House, Kilkenny, Ireland or by email to ir@glanbia.ie /info@glanbia.ie. A resolution cannot be included in the AGM agenda unless it is received at either of these addresses by this deadline. Furthermore, shareholders are reminded that there are provisions in company law which impose other conditions on the right of shareholders to propose resolutions at the general meeting of a company.

7. How to ask a question before or at the meeting

The AGM is an opportunity for shareholders to put questions to the Chairman during the question and answer session. Before the AGM, a shareholder may also submit a question in writing by sending a letter, and evidence of the shareholding at least four business days before the AGM (i.e. 19 May 2010) to Mr Michael Horan, Group Secretary, Glanbia plc, Glanbia House, Kilkenny, Ireland or by email to ir@glanbia.ie /info@glanbia.ie.

8. How to request/ inspect documentation relating to the meeting

The annual financial statements, auditor's report and report of Directors are contained in the Company's Annual Report which will be despatched to shareholders on or around 22 April 2010 and is also available on the Company's website.

Should a shareholder not receive a form of proxy, or should a shareholder wish to be sent copies of these documents, they may request this by telephoning the Company's Registrars on 01 2475349 (within Ireland), 00353 1 247 5349 (outside Ireland), or by logging on to www.investorcentre.com/ie/contactus or by writing to the Group Secretary at the address set out above.

The Memorandum and Articles of Association of the Company as well as copy of the Memorandum and Articles of Association of the Company showing the amendments that would be made if Resolution 12 is passed is available at www.glanbia.com and may also be inspected during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Company (i.e. Glanbia plc, Glanbia House, Kilkenny, Ireland), up to and including the date of the Annual General Meeting and at the Annual General Meeting itself.

9. Further information

This AGM notice, details of the total number of shares and voting rights at the date of giving this notice, the documents to be submitted to the meeting, copies of any draft resolutions and copies of the forms to be used to vote by proxy are available on the Company's website at www.glanbia.com

