



MEETING DATE	Thu, 29 Apr 2021 14:00	TYPE	AGM	ISSUE DATE	Thu, 15 Apr 2021
MEETING LOCATION	Kerry Global Technology & Innovation Centre, Millennium Park, Naas, Co Kildare W91 W923. Due to COVID-19 pandemic, shareholders are requested not to attend the AGM in person, but are encouraged to appoint the Chairman as their proxy.				
CURRENT INDICES	FTSE EuroFirst				
SECTOR	Food Products				
FYE	31 Dec 2020				

	PROPOSALS	ADVICE
1	<p>Approve Financial Statements Disclosure is adequate. The financial statements were made available sufficiently before the meeting and have been audited and certified. Triodos supports this resolution. PIRC Issue: there are serious concerns over the company's sustainability policies and practice, it is considered that the financial statements may not reflect accurately the material and financial impact of non-traditionally financial risks.</p>	For
2	<p>Approve the Dividend The Board proposes a dividend of EUR 0.606 per share. The dividend is covered by earnings. This dividend is in addition to the interim dividend of EUR 25.9 cent per share paid to shareholders on 13 November 2020. Acceptable proposal.</p>	For
3a	<p>Elect Emer Gilvarry Independent Non-Executive Director, Member of the Audit Committee. Triodos supports this resolution.</p>	For
3b	<p>Elect Jinlong Wang Independent Non-Executive Director.</p>	For
4a	<p>Elect Gerry Behan Executive Director.</p>	For
4b	<p>Elect Hugh Brady Independent Non-Executive Director.</p>	For
4c	<p>Elect Gerard Culligan Non-Executive Director.</p>	For
4d	<p>Elect Karin Dorrepaal Independent Non-Executive Director.</p>	For
4e	<p>Elect Marguerite Larkin Executive Director.</p>	For
4f	<p>Elect Tom Moran Designated non-executive director workforce engagement. It would be preferred that companies appoint directors from the workforce rather than designate a non-executive director (NED). Support will be recommended for the election or re-election of designated NEDs provided that no significant employment relations issues have been identified. Considered independent. Triodos supports this resolution.</p>	For
4g	<p>Elect Con Murphy Independent Non-Executive Director.</p>	For

4h	Elect Christopher Rogers Independent Non-Executive Director.	For
4i	Elect Edmond Scanlon Chief Executive.	For
4j	Elect Philip Toomey Chair (Non Executive), Chair of the Nomination Committee. Gender balance on the Board is under 33%, which is considered as best practice in this market. Regardless of the level of independence, it is considered that it is the responsibility of the most senior Board members, and members of the Nomination Committee, to ensure that there is adequate gender diversity on the Board. Although there are no specific legal requirements or recommendations in this market, it is considered that companies should not rely on minimum standards, but aim to best practice, including in gender diversity. Triodos abstains this resolution.	Abstain
5	Allow the Board to Determine the Auditor’s Remuneration Standard proposal.	For
6	Approve the Remuneration Report It is proposed to approve the implementation of the remuneration report. The payout is in line with best practice, being under 200% of the fixed salary. There are claw back clauses in place over the entirety of the variable remuneration, which is welcomed. The company has disclosed quantified targets against which the achievements and the corresponding variable remuneration has been calculated. Triodos supports this resolution.	For
7	Approve Remuneration Policy It is proposed to approve the remuneration policy. Variable remuneration appears to be consistently capped, although the pay-out may exceed 200% of the fixed remuneration for the highest paid director. There are claw back clauses in place over the entirety of the variable remuneration, which is welcomed. However, the company has not disclosed quantified targets for performance criteria for its variable remuneration component, which may lead to overpayment against underperformance. Triodos opposes this resolution.	Oppose
8	Issue Shares with Pre-emption Rights It is proposed to issue new shares with pre-emptive rights. The proposed authority is less than 50% of the current share capital lasts and until the next AGM. Meets guidelines. Triodos supports this resolution.	For
9	Authorise Issue of Equity without Pre-emptive Rights It is proposed to authorize the Board to issue shares without pre-emptive rights until next AGM. The proposed amount of shares issued is less than 10% of the current share capital and the maximum authorized discount is 10% of the share price. Meets guidelines.	For
10	Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment Proposed authority to issue up to 10% of the share capital to be used in exchanges in times of public offer initiated by the company. At this time, the company has not disclosed specific plans to future exchange offers. The proposed authority exceeds guidelines and the company has not provided a specific justification. Triodos opposes this resolution.	Oppose
11	Authorise Market Purchase of A Ordinary Shares It is proposed to authorise the Board to purchase Company’s shares until next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders and no clear justification was provided by the Board. Triodos opposes this resolution.	Oppose

12 Approve Long Term Incentive Plan

Oppose

The Board proposes the approval of a new equity-based incentive plan. Under the plan, participants will be allotted shares that will vest over a three-year period. Performance targets have been quantified at this time, which is above market practice. However, the potential total reward raises excessiveness concerns (together with other incentives) and the vesting period of three years is considered to be short term. In addition, there are concerns over some of the criteria, such as EPS that can be boosted artificially via share repurchase.

LTIP based schemes are inherently flawed. There is the risk that they are rewarding volatility rather than the performance of the company (creating capital and - lawful - dividends). They act as a complex and opaque hedge against absolute Company underperformance and long-term share price falls. They are also a significant factor in reward for failure.

Triodos opposes this resolution.

For Private Circulation only

©Copyright 2021 PIRC Ltd

Researcher: Francesco Navarrini
Email: pircresearch@pirc.co.uk

Information is believed to be correct but cannot be guaranteed. Opinions and recommendations constitute our judgement as of this date and are subject to change without notice. The document is not intended as an offer, solicitation or advice to buy or sell securities. Clients of Pensions & Investment Research Consultants Ltd may have a position or engage in transaction in any of the securities mentioned.



Pensions & Investment Research Consultants Limited
8th Floor, Suite 8.02, Exchange Tower
2 Harbour Exchange Square
E14 9GE

Tel: 020 7247 2323
Fax: 020 7247 2457
<http://www.pirc.co.uk>

Regulated by the Financial Conduct Authority