

IMPORTANT INFORMATION FOR SHAREHOLDERS

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser who, if you are taking advice in Ireland, is authorised or exempted under the Investment Intermediaries Act, 1995 or the European Communities (Markets in Financial Instruments Directive) Regulations 2007 (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 some or all of your Ordinary Shares in Greencore Group plc please consult your stockbroker or agent through whom the sale was effected as soon as possible.



Greencore Group plc
(Registered in Ireland No. 170116)

Directors:

Gary Kennedy (*Chairman*)
Patrick Coveney (*Chief Executive Officer*)
Alan Williams (*Chief Financial Officer*)
Sly Bailey (*Non-Executive Director*)
John Herlihy (*Non-Executive Director*)
Heather Ann McSharry (*Non-Executive Director*)
John Moloney (*Non-Executive Director*)
Eric Nicoli (*Non-Executive Director*)
John Warren (*Non-Executive Director*)

Registered Office:

No. 2 Northwood Avenue
Northwood Business Park
Santry
Dublin 9
Ireland

To Greencore Shareholders and the Special Shareholder

18 December 2015

Dear Shareholder,

Notice of 2016 Annual General Meeting & 2015 Final Dividend - Scrip Dividend Offer

Introduction

The Annual General Meeting (“AGM”), of Greencore Group plc (the “Company”) will be held at the Crowne Plaza Hotel, Northwood Business Park, Santry, Dublin 9 at 10.30am on Tuesday, 26 January 2016. I am writing to you to outline the background to the resolutions to be proposed at the forthcoming AGM, all of which the Board of Directors (the “Board” or the “Directors”) consider to be in the best interests of shareholders as a whole and are recommending for your approval.

Consideration of resolutions proposed at the AGM is important. The AGM also provides the Directors the opportunity to discuss the Company’s performance and any important matters with shareholders.

If you are unable to attend the AGM, you may appoint a proxy or proxies to exercise all or any of your rights to attend, vote, speak and ask questions at the AGM. A Form of Proxy is enclosed with this document.

Annual General Meeting - Resolutions

In addition to the ordinary business to be transacted at the AGM, as set out in resolutions 1 to 6, in the notice of meeting, the Board proposes as special business resolutions 7 to 14 which are summarised below.

Ordinary Business

In accordance with the recommendation in the UK Corporate Governance Code regarding the re-election of Directors, Gary Kennedy, Patrick Coveney, Alan Williams, Sly Bailey, Heather Ann McSharry, John Moloney, Eric Nicoli and John Warren will retire from the Board and seek re-election at the AGM. John Herlihy will retire at the conclusion of the AGM and will not seek re-election. A formal evaluation of the performance of each of the Directors has been undertaken. The Company can confirm that each of the Directors, continue to perform effectively and demonstrate commitment to the role. The Board strongly recommends the re-election of the Directors who are standing for re-election.

Resolution 5 is to receive and consider the Annual Remuneration Report for the year ended 25 September 2015 which is set out on pages 56 to 64 of Annual Report. This is being proposed as an advisory resolution.

Resolution 6 is to authorise the Directors to fix the remuneration of the Non-Executive Directors from time to time, up to an aggregate amount not exceeding €850,000 in any financial year with the objective of giving the Board flexibility in making board appointments.

Special Business - Ordinary Resolution Authorising Directors to Issue Ordinary Shares

In Resolution 7, shareholders are being asked to renew until the earlier of the date of the AGM in 2017 or 26 April 2017, the Directors' authority to allot and issue up to an aggregate amount of £1,356,515.70 in nominal value of new ordinary shares, being equal to 33% of the nominal value of the Company's issued ordinary share capital of the Company (excluding treasury shares) as at the date of the Notice of the AGM.

Special Business - Special Resolution to Disapply Statutory Pre-emption Rights

In Resolution 8, shareholders are being asked to confer on the Directors, until the earlier of the AGM to be held in 2017 or 26 April 2017, the power to disapply the strict statutory pre-emption provisions relating to the issue of new equity securities for cash. The disapplication, which is being proposed as a special resolution will be limited to the allotment of equity securities in connection with any rights issue or any open offer to shareholders, the allotment of shares in lieu of dividends and, in addition, the allotment of shares for cash up to an aggregate nominal value equal to 5% of the nominal value of the Company's issued share capital (excluding treasury shares) as at the date of the Notice of the AGM.

Special Business – Special Resolution to Make Market Purchases of the Company's Ordinary Shares

At the AGM of the Company held in January 2015, shareholders passed a resolution to give the Company, or any of its subsidiaries, the authority to purchase up to 10% of its own shares as at the date of the Notice of AGM. In Resolution 9, which is being proposed as a special resolution, shareholders are being asked to renew this authority until the earlier of the AGM to be held in 2017 or 26 April 2017. The Directors do not have any current intention to exercise the power to purchase the Company's own shares.

Furthermore, such purchases would be made only at price levels which the Directors considered to be in the best interests of the shareholders generally, after taking into account the Company's overall financial position. In addition, 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 the higher of 105% of the average market price of such shares and the amount stipulated by Article 5(1) of the EU Market Abuse (Buyback and Stabilisation) Regulation.

Special Business – Authority to re-allot Treasury Shares

In Resolution 10, shareholders are also being asked to pass a resolution authorising the Company to re-allot shares purchased by it and not cancelled as treasury shares. If granted, the minimum price at which treasury shares may be re-allotted shall be set at the nominal value of the share where such a share is required to satisfy an obligation under an employees' share scheme or, in all other cases, an amount equal to 95% of the then market price of such shares and the maximum price at which treasury shares may be re-allotted shall be set at 120% of the then market price of such shares. This authority will expire on the earlier of the date of the AGM in 2017 or 26 April 2017.

Special Business – Confirmation of continuation of KPMG as Auditor

On the recommendation of the Audit Committee, the Board proposes that KPMG continue as Auditor of the Company. KPMG have indicated their willingness to continue as the Company's Auditor. Shareholder confirmation is being sought in Resolution 11 for KPMG's continuation as Auditor. This is being proposed as an advisory non-binding resolution.

Special Business - 2015 Final Dividend Scrip Dividend Offer

The Directors have decided to continue the Scrip Dividend Scheme, so that eligible shareholders are now being offered the opportunity of taking all or part of the 2015 Final Dividend of 3.75 pence per Ordinary Share in the form of fully paid new Ordinary Shares. The opportunity to receive new Ordinary Shares instead of a cash dividend is conditional on the adoption of Resolution 12 which, if adopted, will enable eligible shareholders to increase their holdings of Ordinary Shares without incurring stamp duty or dealing costs. The number of new Ordinary Shares receivable by each eligible shareholder is dependent on whether dividend withholding tax applies in relation to that shareholding. The terms of the 2015 Final Dividend Scrip Dividend Offer are set out on the enclosed Form of Election and Notice of Entitlement. The Form of Election and Notice of Entitlement in respect of the Scrip Dividend Scheme are also available on the Company's website www.greencore.com. Please note that the Directors reserve the right at any time prior to the payment of the Final Dividend to withdraw the offer without notice if it appears desirable for them to do so because of a change in circumstances and to pay the Final Dividend wholly in cash.

Special Business – Amendment of Memorandum and Articles of Association in line with Companies Act 2014

The Companies Act 2014 was commenced on 1 June 2015. The purpose of Resolutions 13 and 14 is to amend the Memorandum and Articles of Association of the Company in order to bring them into line with the provisions of the Companies Act 2014. A summary of the proposed changes and the rationale for each of them is set out in the Appendix attached to this letter. A copy of the Memorandum and Articles of Association in the form amended by this resolution is available on the Company's website www.greencore.com and will also be available for inspection at the registered office of the Company during business hours on any business day from the date of the Notice of AGM up to and including the date of the AGM as well as being available at the AGM on 26 January 2016.

Gary Kennedy
Chairman

APPENDIX

Resolutions 13 and 14

Explanation of Proposed Amendments to the Memorandum and Articles of Association

1. Introduction

The Companies Act 2014 came into effect on 1 June 2015 and as a result many provisions in the existing companies legislation in Ireland have been altered. The purpose of Special Resolutions 13 and 14 is to make certain amendments to the Memorandum and Articles of Association in order to ensure that these changes to Irish company law will not have an unintended effect on the Memorandum and Articles of Association by altering how the provisions in the Memorandum and Articles of Association are to be applied and to otherwise update the Memorandum and Articles to take into account the provisions of the new legislation.

As the changes described below are largely intended to preserve the status quo, it is therefore not considered necessary to vote separately on each amendment to the Memorandum and Articles of Association.

It is also proposed to use this opportunity to update some procedural aspects of the Articles of Association to bring them into line with current practice.

2. Special Resolution 13

This special resolution is being proposed in order to make minor amendments to Paragraph 2 and Paragraph 3(22) of the Memorandum of Association so as to update the statutory references in these paragraphs for consistency with the new Companies Act 2014. In addition, it is proposed that cross-references to the Articles of Association in Paragraph 4 be updated to take account of the revised numbering that will result from Special Resolution 14.

3. Special Resolution 14

Under this resolution, it is proposed to make the following amendments to the Articles of Association:

- (a) Articles 1, 7, 36, 57, 70, 73, 92 and 120 contain references to sections in the existing companies legislation. This resolution will amend these statutory references in order to ensure that they are consistent with the corresponding provisions in the Companies Act 2014.
- (b) The Companies Act 2014 adopts a new approach in regard to the articles of association of all companies. Instead of making provisions for a model set of articles of association as was done with Table A in the Companies Act 1963, the Companies Act 2014 now contains specific sections which apply to all companies unless the articles of association specifically exclude them. As these provisions deal with matters which are already specified in the Articles of Association of the Company, it is necessary to include a new provision in the opening clause of the articles in order to dis-apply these optional sections of the Companies Act 2014. A summary of each of the provisions which are therefore being specifically excluded by the new Article 1 is set out below:
 - (i) Sections 43(2) and (3) deal with the use of the common seal of the Company. These sub-sections are being disapplied as the matter is already dealt with by Articles 106 and 108;
 - (ii) Sections 65(2) to (7) deal with the power to convert shares into stock. These sub-sections are being disapplied as the matter is already covered by Articles 32 to 34;
 - (iii) Section 66(4) deals with the allotment of redeemable shares. This section is being disapplied as the matter is more substantively covered by Article 4;

- (iv) Sections 77 to 81 deal with the making of calls in respect of unpaid amounts due on shares issued by the Company. These sections are being disapplied as the matter is already covered by Articles 15 and 19 to 31;
- (v) Section 94(1) deals with instruments of transfer for shares. This section is being disapplied as the matter is already covered by Article 35;
- (vi) Section 95(1)(a) is being disapplied as the Directors' discretion to decline a transfer of shares is dealt with more restrictively in Article 37;
- (vii) Section 96 deals with the transmission of shares in the Company. This section is being disapplied as the matter is already covered by Articles 43 to 45;
- (viii) Section 124 deals with the declaration and payment of dividends by the Company. This section is being disapplied as the matter is already covered by Articles 109 to 118;
- (ix) Section 125(3) deals with the use of cheques, negotiable instruments and bank transfers for the payment of dividends by the Company. This section is being disapplied as the matter is already covered by Article 114;
- (x) Section 126 deals with the capitalisation of distributable profits. This section is being disapplied as the matter is already dealt with by Article 120;
- (xi) Sections 144(3) and 144(4) deal with the appointment of directors. These sections are being disapplied as the matter is already covered by Articles 88 to 91;
- (xii) Section 148(2) deals with how the office of a director may be vacated early. This section is being disapplied as the matter is already covered by Article 92;
- (xiii) Sections 158 to 165 deal with the management of the business of the company, appointment of a managing director, the establishment of board committees, matters relating to board procedure and the appointment of alternate directors. These sections are being disapplied as these matters are already covered by Articles 81 to 83, 85 to 87, 94, 96 and 98 to 104;
- (xiv) Section 181(1) deals with the notice period required to convene a meeting of the Company. This section is being disapplied as the matter is already covered by Article 55;
- (xv) Sections 182(2) and (5) deal with the quorum required for a meeting of the Company. These sections are being disapplied as the matter is already covered by Article 56;
- (xvi) Section 187 deals with the conduct of the meetings of the Company. This section is being disapplied as the matter is already covered by Articles 58, 60 and 61;
- (xvii) Section 188 deals with voting at the meetings of the Company. This section is being disapplied as the matter is already covered by Articles 64 to 69;
- (xviii) Section 218(5) deals with timing of a deemed receipt of a notice. This section is being disapplied as the matter is already covered by Articles 124 to 128;
- (xix) Section 229, 230 and 1113 deal with the interests of directors. These sections are being disapplied as the matter is already covered by Articles 94 to 97;
- (xx) Sections 338(5) and 338(6) deal with the delivery of the financial statements via the website of the Company. This sections is being disapplied as the matter is already covered by Article 119;
- (xxi) Section 618(1)(b) deals with the distribution of property on a winding up of the Company. This section is being disapplied as the matter is already covered by Article 129;
- (xxii) Section 620(8) stipulates timeframes regarding unclaimed dividends. This section is being disapplied as the Company has stipulated longer timeframes in Article 117;

- (xxiii) Section 1090 deals with the rotation of directors. This section is being disapplied as the matter is already covered by Articles 88 to 91;
 - (xxiv) Section 1092 deals with the remuneration of the directors. This section is being disapplied as the matter is already covered by Articles 78 to 80; and
 - (xxv) Section 193 and 1093 deal with unanimous written resolutions of members. This section is being disapplied on grounds of practicality.
- (c) The optional provisions of the Companies Act 2014 which are being specifically included are sections 83 and 84, which set out powers necessary to implement capital reductions.
 - (d) In various places in the articles of association, the expression “Stock Exchange Nominee” is being deleted as this is no longer a concept under the Companies Act 2014.
 - (e) In various places in the articles of association, the expression “undenominated capital” is being inserted as this expression is now used in the Companies Act 2014 to refer to that part of a company's issued share capital which is not represented by the nominal value paid up on the issued shares.
 - (f) The Articles are being amended to require that all of the directors (as opposed to one-third of the directors by rotation) retire at each annual general meeting of the Company. This amendment reflects the requirements of the UK Corporate Governance Code and the current practice of the Company whereby all of the directors retire and are subject to re-election at each annual general meeting. Articles 55, 57, 76, 81(d), 88, 89, 90 and 91 are being amended to reflect this change.
 - (g) Article 57(a) is being amended in order to ensure that it will be consistent with Section 186 which specifies what constitutes the ordinary business of the Company's annual general meeting.
 - (h) Article 57(b) is being amended in order to ensure that it will be consistent with Section 1104 which allows a member to table a draft resolution at a general meeting, subject to the Company receiving the request at least 42 days before the date of the meeting to which it relates.
 - (i) Articles 70 and 74 are being amended in relation the rights of stockholders to appoint a proxy or, in the case of a body corporate, an authorised representative in the event that the shares in the Company are converted into stock at some future time to reflect the current denomination of the Company's share capital.
 - (j) The time limits at the end of Article 75 in regard to the latest time within which a proxy may be revoked are being deleted as this is now governed by Section 183(10).
 - (k) The reference to an ordinary resolution in Article 82 is being deleted and replaced by the requirement for a special resolution in order to reflect Section 158(1)(c).
 - (l) The word “extended” is being removed in Article 93 as “extended notice” is not a term used in the Companies Act 2014 in relation to the removal of directors.
 - (m) Section 228(1)(d) is a new restriction regarding the use of company property by directors that has not previously been set out in statute, but is not intended to change the law in Ireland. To clarify this, a new Article 95(a) is therefore being adopted in order to ensure that directors can continue to use company property (e.g. laptops, etc.) in accordance with the Company's fair usage policies and their terms and conditions of employment.
 - (n) Sections 228(1)(e) and 228(2) are new statutory provisions, but are not intended to change the law on directors' duties. It is proposed to include a new Article 96(d) in order to make it clear that Section 228(1)(e) will not restrict anything which may be done by any director in accordance with the prior authorisation of the board or a board committee. In addition, the new article prohibits any individual director entering into any commitment which might otherwise be permitted by Section 228(2) without the prior approval of the board or a committee of the board.

- (o) Article 119 has been amended in order to take account of the new requirements regarding the maintenance of accounting records set out in Chapter 2 of Part 6 of the Companies Act 2014. In Article 119 the directors may use the power provided for in the Companies Act 2014 to send shareholders summary financial statements in lieu of the full statutory financial statements of the Company. If the directors elect to do so, any shareholder may still request a full copy of the financial statements of the Company to be sent to him or her. Article 119 has been amended to reflect this.
- (p) It is proposed to add a new Article 124(h) to the provisions of the Articles dealing with the giving of notices to members of the Company. The purpose of this provision is to reflect the practice whereby notices and other documents are delivered to members by means of electronic communications, and to confirm the right of a member to notify the Company that he or she wishes to receive communications in documented form.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the twenty fifth Annual General Meeting of Greencore Group public limited company (the “Company”) will be held at The Crowne Plaza Hotel, Northwood Business Park, Santry, Dublin 9 at 10.30am on 26 January 2016.

As ordinary business to consider and, if thought fit, pass the following ordinary resolutions:

1. Following a review of the Company’s affairs, to receive and consider the financial statements for the year ended 25 September 2015 together with the reports of the Directors and the Auditor thereon (**Resolution 1**).
2. To declare a final dividend of 3.75 pence per Ordinary Share of £0.01 each for the year ended 25 September 2015, payable to the holders thereof on the register at 5.00pm on 4 December 2015 and to be paid on 4 April 2016 (**Resolution 2**).
3. By separate resolutions, to re-appoint the following Directors who retire in accordance with the Articles of Association and the Corporate Governance Code and being eligible, offer themselves for re-appointment:
 - (a) Gary Kennedy (Resolution 3(a));
 - (b) Patrick Coveney (Resolution 3(b));
 - (c) Alan Williams (Resolution 3(c));
 - (d) Sly Bailey (Resolution 3(d));
 - (e) Heather Ann McSharry (Resolution 3(e));
 - (f) John Moloney (Resolution 3(f));
 - (g) Eric Nicoli (Resolution 3(g));
 - (h) John Warren (Resolution 3(h)).
4. To authorise the Directors to fix the remuneration of the Auditor for the current financial year (**Resolution 4**).
5. To receive and consider the Annual Remuneration Report for the year ended 25 September 2015 (**Resolution 5**).
6. To authorise the Directors to fix the ordinary remuneration of the Non-Executive Directors from time to time, up to an aggregate amount not exceeding €850,000 in any financial year (**Resolution 6**).

As special business to consider and, if thought fit, pass the following resolutions:

7. As an Ordinary Resolution:

“That the Directors of the Company be and are hereby generally and unconditionally authorised to exercise all the powers of the Company for the purposes of section 1021 of the Companies Act 2014, to allot relevant securities (within the meaning of section 1021 of the Companies Act 2014), up to a maximum nominal amount equal to £1,356,515.70 that this authority shall expire at the close of business on the date of the next Annual General Meeting of the Company to be held in 2017 or 26 April 2017, whichever is the earlier, save that the Company may before such expiry make 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 hereby had not expired.”

8. As a Special Resolution:

“That the Directors be and they are hereby empowered pursuant to Section 1022 and Section 1023 of the Companies Act 2014, to allot equity securities (within the meaning of Section 1023 of the Companies Act 2014) for cash pursuant to Resolution 7 as if sub-section (1) of the said Section 1022 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 or open offer in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with the laws of any territory or the requirements of any regulatory body or any stock exchange in any territory or in connection with fractional entitlements or otherwise);
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate maximum nominal value of £205,532.68 provided that any treasury shares re-allotted pursuant to Resolution 10 of this Notice of Meeting shall be included in the calculation of such aggregate maximum nominal value; and
- (c) the allotment of equity securities pursuant to Article 120(b) of the Company's Articles of Association.

This authority shall expire at the close of business on the date of the next Annual General Meeting of the Company to be held in 2017 or 26 April 2017, whichever is the earlier, save that the Company may before such expiry make 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 offer or agreement as if the power conferred hereby had not expired.”

9. **As a Special Resolution:**

“That the Company and/or any of its subsidiaries be and they are hereby generally authorised to make market purchases or overseas market purchases (as defined in Section 1072 of the Companies Act 2014), of shares of any class (except the Special Share) of the Company (the “Share” or “Shares”) on such terms and conditions and in such manner as the Directors may from time to time determine but subject to the provisions of the Companies Act 2014 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 £411,065.36.
 - (b) the minimum price which may be paid for any Share shall be the nominal value of the Share;
 - (c) the maximum price (excluding expenses) which may be paid for any Share in the Company (a “Relevant Share”) shall be the higher of:
 - (i) 5 per cent above the average of the closing prices of a Relevant Share taken from the Official List of the London Stock Exchange for the five business days prior to the day the purchase is made; and
 - (ii) the amount stipulated by Article 5(1) of the Market Abuse (Buyback and Stabilisation) Regulation and any corresponding provision of any replacement legislation, (being the value of a Relevant Share calculated on the basis of the higher of the price quoted for:
 - (A) the last independent trade of; and
 - (B) the highest current independent bid or offer for,
- any number of Relevant Shares on the trading venue where the purchase pursuant to the authority conferred by this resolution will be carried out).

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 London Stock Exchange plc or its equivalent;

- (d) The authority hereby granted shall expire at the close of business on the date of the next Annual General Meeting of the Company to be held in 2017 or 26 April 2017, whichever is the earlier, unless previously varied, revoked or renewed by special resolution in accordance with the provisions of Section 1074 of the Companies Act 2014. The Company or any such subsidiary may before such expiry enter into a contract for the purchase of Shares which would or might be executed wholly or partly after such expiry and may complete any such contract as if the authority conferred hereby had not expired.”

10. **As a Special Resolution:**

“That for the purposes of Sections 109 and/or 1078 of the Companies Act 2014 the re-allotment price range at which any treasury shares for the time being held by the Company may be re-allotted (including by way of re-allotment off market) shall be as follows:

- (a) the maximum price at which a treasury share may be re-allotted shall be an amount equal to 120% of the “Appropriate Price”; and
- (b) the minimum price at which a treasury share may be re-allotted shall be the nominal value of the share where such a share is required to satisfy an obligation under an employees' share scheme (as defined by Section 64 of the Companies Act 2014) operated by the Company or, in all other cases, 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 share is to be re-allotted shall be appropriate in respect of each of the five business days immediately preceding the day on which the treasury share is re-allotted, as determined from information published on the London Stock Exchange 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 closing bid and offer prices for the day;

and if there shall be only a bid (but not an offer) or an offer (but not a bid) price reported, or if there shall not be any closing 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” is to be determined is altered or is replaced by some other means, then the “Appropriate Price” is to be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the London Stock Exchange plc or its equivalent.

The authority hereby conferred shall expire at the close of business on the day of the next Annual General Meeting of the Company in 2017 or 26 April 2017, whichever is the earlier, unless previously varied or renewed in accordance with the provisions of Sections 109 and/or 1078 of the Companies Act 2014 (as applicable) and is without prejudice or limitation to any other authority of the Company to re-allot treasury shares on-market.”

11. **As an Ordinary Resolution:**

As an advisory non-binding resolution, to confirm the continuation in office of KPMG as Auditor of the Company.

12. **As an Ordinary Resolution:**

“That the Directors be and they are hereby authorised, pursuant to Article 120(b) of the Articles of Association of the Company, to exercise the powers contained in the said Article so that the Directors may offer to holders of Ordinary Shares in the capital of the Company the right to elect to receive an allotment of additional Ordinary Shares, credited as fully paid, instead of cash in respect of all or part of any dividend or dividends falling to be declared or paid at this Annual General Meeting or at any time prior to the next following Annual General Meeting of the Company.”

13. **As a Special Resolution:**

“That the Memorandum of Association of the Company which have been signed by the Chairman of this Annual General Meeting for identification purposes and which have been available for inspection at the registered office of the Company since the date of the Notice of this Annual General Meeting be and are hereby adopted as the new Memorandum of Association of the Company in substitution for and to the exclusion of the existing Memorandum of Association of the Company”.

14. **As a Special Resolution:**

“That the Articles of Association of the Company which have been signed by the Chairman of this Annual General Meeting for identification purposes and which have been available for inspection at the registered office of the Company since the date of the Notice of this Annual General Meeting be and are hereby adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company”.

By order of the Board

Conor O’Leary
Group Company Secretary

Greencore Group plc
No. 2 Northwood Avenue
Northwood Business Park
Santry
Dublin 9

18 December 2015

Notes

- (a) A member entitled to attend, speak, ask questions and vote is entitled to appoint a proxy to attend, speak, ask questions and vote on their behalf. A proxy need not be a member of the Company. Appointment of a proxy will not preclude a member from attending, speaking, asking questions and voting at the meeting should the member subsequently wish to do so. To be effective, the 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 at the registered office of the Company or, at the member's option, with the Registrar of the Company, Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18 not less than 48 hours before the time appointed for the holding of the meeting. Alternatively, you may appoint a proxy electronically, by visiting the website of the Company's Registrar at www.eproxyappointment.com. You will need your control number, shareholder reference number and your PIN number, which can be found on your Form of Proxy.
- (b) The Company, pursuant to Regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996, specifies that only those shareholders registered in the Register of Members of the Company as at 5.00 p.m. on 24 January 2016 (or in the case of an adjournment as at the close of business on the day which is two days before the date of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at the time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting.
- (c) No Director has a service contract not capable of termination on less than one month's notice. Biographical details for the Directors standing for re-election at the AGM are set out on page 34 and 35 of the Annual Report.
- (d) 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 10.30 am on 24 January 2016. 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 produce 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 Companies Act, 1990 (Uncertificated Securities) Regulations, 1996.

SHAREHOLDER RIGHTS DIRECTIVE INFORMATION

The following information is provided to shareholders in accordance with Sections 1099 to 1110 of the Companies Act 2014:

1. Conditions for Participating in the Meeting

Every shareholder, irrespective of how many Greencore 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 your right to attend, speak, ask questions and/ or vote at the meeting in person pursuant to Section 1105 of the Companies Act 2014. The right to participate in the AGM is subject to the registration of the shares prior to the date of the meeting (the “Record Date”). Shareholders not registered in the register of members of the Company on the Record Date will not be entitled to participate and vote at the AGM. For the Greencore AGM on 26 January 2016, the Record Date is 5.00 p.m. on 24 January 2016 (or in the case of an adjournment as at the close of business on the day which is two days before the date of the adjourned meeting). Changes to entries 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.

If you are a registered shareholder, your shareholder reference number is to be found on the enclosed Form of Proxy. You will need to use your shareholder reference number and your PIN number to lodge your vote online via the Registrar’s website.

2. Appointment of Proxy

If you cannot attend the AGM in person, you may appoint a proxy (or proxies) to attend, speak, ask questions and vote on your behalf. For this purpose the Form of Proxy is enclosed. A proxy need not be a member of the Company. You may appoint the Chairman of the Company or another individual as your proxy. You may appoint a proxy by completing the Form of Proxy which has been sent to you, making sure to sign and date the form at the bottom and return it in the pre-paid envelope provided, to the Company’s Registrar, Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland no later than 10.30am on 24 January 2016. If you are appointing someone other than the Chairman as your proxy, then you must fill in the details of your representative at the meeting in the box located underneath the wording “I/We hereby appoint the Chairman of the AGM OR the following person” on the Form of Proxy.

Alternatively, you may appoint a proxy electronically, by visiting the website of the Company’s Registrar at www.eproxyappointment.com. You will need your control number, shareholder reference number and your PIN number, which can be found on your Form of Proxy.

If you appoint the Chairman or another person as a proxy to vote on your behalf, please make sure to indicate how you wish your votes to be cast by ticking the relevant boxes on the Form of Proxy.

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

3. How to exercise your voting rights

As a shareholder, you have several ways to exercise your right to vote:

- (a) by attending the AGM in person;
- (b) by appointing the Chairman or another person as a proxy to vote on your behalf; or
- (c) by appointing a proxy via the CREST System if you hold your 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.

4. Tabling Agenda Items

If you or a group of shareholders hold at least 3% of the issued share capital of the Company, representing at least 3% of the total voting rights of all of the shareholders having a right to vote at the forthcoming AGM, you or the group of shareholders acting together have the right to put an item on the agenda of the AGM. In order to exercise this right, written details of the item you wish to have included in the AGM agenda together with a written explanation why you wish to have the item included in the agenda and evidence of your shareholding must be received by the Company Secretary at Greencore Group plc, No. 2 Northwood Avenue, Northwood Business Park, Santry, Dublin 9, Ireland or by email to contact.us@greencore.com at least 42 days before the date of the AGM. An item cannot be included in the AGM agenda unless it is accompanied by the written explanation and received at either of these addresses sufficiently in advance of the date of the AGM so as to enable other members to appoint a proxy (where the agenda item involves a modification of the agenda for the AGM).

5. Tabling Draft Resolutions

Pursuant to Section 1104 of the Companies Act 2014 and subject to any contrary provision in company law, shareholders, holding at least 3% of the Company's issued share capital, representing at least 3% of the total voting rights of all of the shareholders having a right to vote at the AGM, have the right to table a draft resolution for an item on the agenda, of a general meeting. In the case of the AGM to be held on 26 January 2016, the latest date for submission of such requests/ resolutions is 28 December 2015.

In order to exercise this right, the text of the draft resolution and evidence of your shareholding must be received by post by the Company Secretary at Greencore Group plc, No. 2 Northwood Avenue, Northwood Business Park, Santry, Dublin 9, Ireland or by email to contact.us@greencore.com at least 30 days before the date of the AGM. 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.

6. Right to ask questions

Pursuant to section 1107 of the Companies Act 2014, shareholders have a right to ask questions related to items on the AGM agenda and to have such questions answered by the Company subject to any reasonable measures the Company may take to ensure the identification of shareholders. An answer is not required if:

- (a) an answer has already been given on the Company's website in the form of a "Q&A";
- (b) it would interfere unduly with preparation for the meeting or the confidentiality and business interests of the Company; or
- (c) it appears to the Chairman that it is undesirable in the interests of good order of the meeting that the question be answered.

If you wish to submit a question in advance of the AGM, please send your question(s) in writing with evidence of your identity and shareholding to be received no later than 4 days in advance of the AGM by post to the Company Secretary at Greencore Group plc, Company Secretary, No. 2 Northwood Avenue, Northwood Business Park, Santry, Dublin 9, Ireland.

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

The annual financial statements, auditor's report and the Annual Remuneration Report which is contained in the Report on Directors' Remuneration contained in the Company's Annual Report and is also available on the Company's website.

Should you not receive a Form of Proxy, or should you wish to be sent copies of documents relating to the meeting, you may request this by telephoning the Company's Registrar on (01) 431 9832 or by writing to the Company Secretary at the address set out above.

8. 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, copies of the forms to be used to vote by proxy and copies of the forms in respect of the Scrip Dividend Scheme are available on the Company's website at www.greencore.com.

