

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)
Eoin Tonge (Chief Financial Officer)
Sly Bailey (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
D09 X5Ng
Ireland

To the holders of Ordinary Shares and the Special Shareholder

22 December 2016

Dear Shareholder,

NOTICE OF 2017 ANNUAL GENERAL MEETING & 2016 FINAL DIVIDEND – SCRIP DIVIDEND OFFER

INTRODUCTION

The Annual General Meeting ('AGM'), of Greencore Group plc (the 'Company') will be held at the InterContinental Dublin Hotel, Simonscourt Road, Ballsbridge, Dublin 4, D04 AgK8 at 11.00a.m. on Tuesday, 31 January 2017. 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 would like to vote on the resolutions but 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 the Meeting, the Board proposes, as special business, resolutions 7 to 15 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, Sly Bailey, Heather Ann McSharry, John Moloney, Eric Nicoli and John Warren will retire from the Board and seek re-election at the AGM. A formal evaluation of the performance of each of the aforementioned Directors has been undertaken. The Company can confirm that each of the Directors continue to perform effectively and demonstrate commitment to the role. On 3 October 2016 Alan Williams resigned from his position as Chief Financial Officer and Director, on the same date Eoin Tonge was appointed Chief Financial Officer and was co-opted to the Board and therefore he will also seek re-election at the forthcoming AGM. The Board strongly recommends the re-election of each of the Directors.

Resolution 5 is to receive and consider the Annual Remuneration Report for the year ended 30 September 2016 (excluding the Remuneration Policy Report) which is set out on pages 71 to 80 of the 2016 Annual Report. This is being proposed as an advisory resolution.

Resolution 6 is to receive and consider the Remuneration Policy Report which is set out on pages 61 to 70 of the 2016 Annual Report. The Remuneration Policy Report was last approved by shareholders at the Company's 2015 AGM. The Remuneration Policy Report is being submitted to shareholders as an advisory resolution. The remuneration policy will provide the framework for remuneration decisions made by the Remuneration Committee from the date of the 2017 AGM. It is the Company's intention that this will apply until the 2020 AGM, unless the Company seeks shareholder approval for a renewed policy at an earlier date.

Special Business – Ordinary Resolution increasing the authorised number of Directors from ten to twelve

In accordance with the Company's Articles of Association, under Resolution 7 shareholders are being asked for their approval to increase the authorised number of directors from ten to twelve.

Special Business – Ordinary Resolution authorising Directors to issue Ordinary Shares

In Resolution 8, shareholders are being asked to renew until the earlier of the date of the AGM in 2018 or 30 April 2018, the Directors' authority to allot and issue up to an aggregate amount of £2,316,919.06 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 enlarged by the issuance of shares pursuant to the rights issue approved by the Company's shareholders at the Extraordinary General Meeting held on 7 December 2016.

Special Business – Special Resolution to disapply statutory pre-emption rights

In Resolution 9, shareholders are being asked to confer on the Directors, until the earlier of the AGM to be held in 2018 or 30 April 2018, 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 enlarged by the issuance of shares pursuant to the rights issue approved by the Company's shareholders at the Extraordinary General Meeting held on 7 December 2016.

Special Business – Special Resolution to make market purchases of the Company's Ordinary Shares

At the AGM of the Company held in January 2016, 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 enlarged by the issuance of shares pursuant to the rights issue approved by the Company's shareholders at the Extraordinary General Meeting held on 7 December 2016. In Resolution 10, 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 2018 or 30 April 2018. 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 – Special Resolution to authorise the re-allotment of treasury shares

In Resolution 11, shareholders are also being asked to pass a special 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 2018 or 30 April 2018.

Special Business – Ordinary Resolution to confirm the 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 for the forthcoming financial year ending 29 September 2017. Shareholder confirmation is being sought in Resolution 12 for KPMG's continuation as Auditor up to financial year ending 29 September 2017. This is being proposed as an advisory non-binding resolution.

Special Business – Ordinary Resolution to authorise the 2016 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 to take all or part of the FY16 Final Dividend of 4.10 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 13 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 FY16 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 – Ordinary Resolution to approve the amendments to the Rules of the 2013 Performance Share Plan

In 2013, shareholders approved the introduction of the Greencore Group plc 2013 Performance Share Plan (the 'Plan'). The Remuneration Committee, in conjunction with the Company's external remuneration consultants, undertook a review of the Rules of the Plan during FY16 to ensure that the incentive opportunities remain in line with market and at the appropriate level to reflect the calibre and performance of the Executive Directors. Following on from the review of the Plan and consultation with the Company's largest shareholders, the Board are seeking shareholders' approval to amend the Rules of the Plan by:

- increasing the maximum individual limit under the Plan in respect of a particular financial year to 200% of annual salary from 100% of annual salary; and
- adopting a two-year holding period on vested awards under the Plan for Executive Directors.

Resolution 14 therefore proposes the amendment of the Rules of the Plan. The Directors believe that the revised Plan will create further alignment between the interests of executives and those of shareholders.

A copy of the proposed revised Rules of the Plan is available for inspection at the registered office of the Company and will be available for inspection at the AGM of the Company.

Special Business – Special Resolution to amend the Articles of Association in line with Companies Act 2014

The Companies Act 2014 commenced on 1 June 2015. At the AGM on 26 January 2016, shareholders passed a resolution to amend the Memorandum of Association and also passed a resolution to amend the Articles of Association of the Company in order to bring them into line with the provisions of the Companies Act 2014. A copy of the Memorandum and Articles of Association in the form amended is available on the Company's website www.greencore.com. Amendments to other clauses set out in the Articles of Association require prior written consent from the Minister for Agriculture, Food and the Marine (the 'Minister') as the holder of the Special Share. Written consent was obtained from the Minister on 22 December 2015 in relation to these proposed changes. Further to receipt of the Minister's approval, the purpose of Resolution 15 is to authorise the adoption of the new Articles of Association to take account of these further amendments. 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 updated Articles of Association in the form amended by this resolution is also available from 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 the AGM up to and including the date of the AGM as well as being available at the AGM on 31 January 2017.

GARY KENNEDY

Chairman

APPENDIX RESOLUTION 15

Explanation of Proposed Amendments to the Articles of Association

1. INTRODUCTION

The Companies Act 2014 (the 'Act') came into effect on 1 June 2015 and at the Company's AGM on 26 January 2016 the shareholders passed a resolution to update the Memorandum and Articles of Association to bring them into line with the Act and current practice. The current Memorandum and Articles of Association are available on the Company's website.

Amendments to other clauses set out in the Articles of Association require the prior written consent of the Minister for Agriculture, Food and the Marine as the holder of the Special Share. Written consent was obtained from the Minister for Agriculture, Food and the Marine on 22 December 2015 in relation to the proposed changes to the Articles of Association. The purpose of special Resolution 15 is to make the further amendments effective.

2. SPECIAL RESOLUTION 15

Under this resolution, it is proposed to make the following amendments to the Articles of Association (including consequential cross-referencing updates):

- (a) Article 1(c) defines 'the Minister' as 'the Minister for Agriculture and Food of the Government of the State'. This resolution will update this definition to 'the Minister for Agriculture, Food and the Marine of the Government of the State' to reflect the current title of the Minister discharging these duties.
- (b) Article 2 contains reference to 'Siucire Eireann, c.p.t.'. This resolution will update this reference to 'Irish Sugar Designated Activity Company' (formerly known as 'Irish Sugar Limited'), which is the current name of the legal entity.
- (c) Article 2(ii) refers to 'books of account or other accounting records'. To bring this reference in line with the replacement terminology used in the Act this resolution will update this reference to 'accounting records'.
- (d) Article 2(iii) describes the 'Ordinary Shares' of the Company as 'Ordinary Shares of IR£1 each'. This resolution will update this description to 'Ordinary Shares of £0.01 each', which describes the current nominal value of the shares of the Company currently in issue.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the twenty sixth Annual General Meeting ('AGM') of Greencore Group public limited company (the 'Company') will be held at the InterContinental Dublin Hotel, Simmonscourt Road, Ballsbridge, Dublin 4, D04 AgK8 at 11.00a.m. on 31 January 2017.

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 30 September 2016 together with the reports of the Directors and the Auditor thereon (**Resolution 1**).
2. To declare a final dividend of 4.10 pence per Ordinary Share of £0.01 each for the year ended 30 September 2016, payable to the holders thereof on the register at 5.00p.m. on 2 December 2016 and to be paid on 4 April 2017 (**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-election:
 - (a) Gary Kennedy (**Resolution 3(a)**);
 - (b) Patrick Coveney (**Resolution 3(b)**);
 - (c) Eoin Tonge (**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)**); and
 - (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 30 September 2016 (**Resolution 5**).
6. To receive and consider the Remuneration Policy Report (**Resolution 6**).

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

7. As an Ordinary Resolution:
'That, in accordance with Article 76 of the Company's Articles of Association, the maximum number of Directors of the Company be increased from ten to twelve' (**Resolution 7**).
8. 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 £2,316,919.06 that this authority shall expire at the close of business on the date of the next AGM of the Company to be held in 2018 or 30 April 2018, 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' (**Resolution 8**).
9. 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 8 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 entitlement, securities laws or otherwise);
 - (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate maximum nominal value of £351,048.34 provided that any treasury shares re-allotted pursuant to Resolution 11 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 AGM of the Company to be held in 2018 or 30 April 2018, 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' (**Resolution 9**).

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

10. 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 £702,096.69;
- (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 AGM of the Company to be held in 2018 or 30 April 2018, 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' (**Resolution 10**).

11. 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 AGM of the Company in 2018 or 30 April 2018, 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' (**Resolution 11**).

12. As an Ordinary Resolution:

As an advisory non-binding resolution, to confirm the continuation in office of KPMG as Auditor of the Company (**Resolution 12**).

13. 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 AGM or at any time prior to the next following AGM of the Company' (**Resolution 13**).
14. As an Ordinary Resolution:
'That the adoption by the Company of the amended Rules of the Greencore Group plc 2013 Performance Share Plan in accordance with its terms be and is hereby approved and that the Directors be authorised to adopt further plans based on the amended Rules of the Greencore Group plc 2013 Performance Share Plan but modified to take account of local tax, exchange control or securities laws in any jurisdiction, provided that any shares made available under such further plans are treated as counting towards the limits on individual or overall participation in the Greencore Group plc 2013 Performance Share Plan' (**Resolution 14**).
15. As a Special Resolution:
'That the Articles of Association of the Company which have been signed by the Chairman of this AGM 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 AGM 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' (**Resolution 15**).

By order of the Board
CONOR O'LEARY
Group Company Secretary

Greencore Group plc
No. 2 Northwood Avenue
Northwood Business Park
Santry
Dublin 9
D09 X5Ng
Ireland

22 December 2016

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

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, D18 Y2X6 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 6.00p.m. on 29 January 2017 (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 each of the Directors are set out on page 46 and 47 of the 2016 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 Investor Services (Ireland) Limited (ID 3RA50) by 11.00a.m. on 29 January 2017. 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 31 January 2017, the Record Date is 6.00p.m. on 29 January 2017 (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, D18 Y2X6, Ireland no later than 11.00a.m. on 29 January 2017. 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, D09 X5N9, 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 31 January 2017, the latest date for submission of such requests/ resolutions was 20 December 2016.

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, D09 X5N9, Ireland or by email to contact.us@greencore.com at least 42 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.

SHAREHOLDER RIGHTS DIRECTIVE INFORMATION CONTINUED

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, No. 2 Northwood Avenue, Northwood Business Park, Santry, Dublin 9, D09 X5N9, Ireland.

7. HOW TO REQUEST/ INSPECT DOCUMENTATION RELATING TO THE MEETING

A copy of this Notice, the 2016 Annual Report and Financial Statements and copies of any other documentation relating to the 2017 AGM, including a Form of Proxy, are available on the Greencore website, www.greencore.com.

Alternatively, should you wish to be sent copies of documents relating to the meeting, you may request this by telephoning the Company's Registrar on +353 (1) 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.

