

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent professional financial adviser immediately (being, in the case of Shareholders in Ireland, an organisation or firm authorised or exempted under the Investment Intermediaries Act, 1995 of Ireland (as amended) or the European Communities (Markets in Financial Instruments) Regulations 2017 or, in the case of Shareholders in the UK, an adviser authorised pursuant to the Financial Services and Markets Act 2000, or from another appropriately authorised independent financial adviser if you are in a territory outside Ireland or the UK).

If you sell or have sold or otherwise transferred your entire holding of Ordinary Shares, subject to comments below in respect of a Restricted Jurisdiction, before 1.00 pm on 29 January 2019, please send the Circular dated 20 December 2018 (the “Circular”) (but not this Tender Form or Form of Proxy) to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you sell, have sold, or otherwise transferred only part of your holding of Ordinary Shares, you should retain the Circular, the Form of Proxy and this Tender Form and immediately consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

Unless otherwise determined by the Company and Goldman Sachs International (“Goldman Sachs”) and permitted by applicable law and regulation, neither the Circular nor this Tender Form or any related documents may be, directly or indirectly, mailed, transmitted or otherwise forwarded, distributed, or sent in, into or from any Restricted Jurisdiction, and persons receiving the Circular, this Tender Form and/or any related documents (including without limitation, trustees, nominees or custodian) must not mail or otherwise forward, distribute or send it in, into or from such Restricted Jurisdiction, as to do so may invalidate any purported participation in the Tender Offer. Any person (including, without limitation, trustees, nominees or custodians) who would or otherwise intends to, or who may have a contractual or legal obligation to, forward the Circular together with the accompanying Tender Form and/or any related document to any jurisdiction outside Ireland or the United Kingdom, should seek appropriate advice before taking any action.

This Tender Form should be read in conjunction with the Circular, the terms and conditions of which form part of this Tender Form. Unless the context otherwise requires, the definitions used in the Circular apply in this Tender Form. For Qualifying Shareholders who have elected, or who are deemed to have consented, to receive shareholder communications in electronic form, a copy of the Circular is available at www.greencore.com. For Shareholders who have not made such an election, or who are not deemed to have consented to receive shareholder communications in electronic form, a copy of the Circular accompanies the Tender Forms. Further copies of the Circular and the Tender Forms may be obtained on request from Computershare Investor Services (Ireland) Limited by telephone on +353 (0)1 431 9832. Lines are open from 8.30 am to 5.30 pm Monday to Friday (except Irish public holidays). The Shareholder Helpline cannot provide advice on the merits of the Tender Offer nor give any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

Each of Greenhill & Co. International LLP (“Greenhill”) (which is authorised and regulated in the UK by the FCA), acting as joint financial adviser and Sponsor, Goldman Sachs which is authorised by the Prudential Regulation Authority and regulated by the FCA and the Prudential Regulation Authority in the UK), acting as joint financial adviser, Goodbody Stockbrokers UC (which is regulated by the Central Bank of Ireland, and in the UK is authorised and subject to limited regulation by the FCA) acting as joint financial adviser, and Jefferies International Limited (which is authorised and regulated in the UK by the FCA) acting as joint financial advisor, is acting exclusively for Greencore and no one else in connection with the Circular and the Tender Offer and will not regard any other person (whether or not a recipient of the Circular) as its client in relation to the Circular or the Tender Offer and accordingly will not be responsible to anyone other than Greencore for providing the protections afforded to its clients, or for providing advice in connection with the Tender Offer, the contents of the Circular or any other transaction, arrangement or other matter referred to in the Circular as relevant.

GREENCORE GROUP PLC

(Incorporated and registered in Ireland under the Irish Companies Act with registered number 170116)

Proposed Return of up to £509 million by way of Tender Offer at 195 pence per Ordinary Share

Tender Form

**DO NOT COMPLETE OR RETURN THIS TENDER FORM IF YOU DO NOT WISH TO TENDER
ANY ORDINARY SHARES**

**Completed Tender Forms must be received by 1.00 pm (Irish time)
on 29 January 2019**

The Tender Offer will open on 20 December 2018. The Tender Offer will close at 1.00 pm on 29 January 2019, unless extended by means of an announcement through a Regulatory Information Service. The Tender Offer is being made available to all Qualifying Shareholders in respect of Ordinary Shares registered in their names on the Register at 6.00 pm on 29 January 2019.

To participate in the Tender Offer in respect of Ordinary Shares held in certificated form, please complete page 3 of this Tender Form by following the corresponding instructions set out on pages 2 and 4 of this Tender Form. A Tender Form, once received by the Receiving Agent, will be irrevocable. The full terms and conditions of the Tender Offer are set out in the Circular. Please send this Tender Form duly completed, signed and accompanied by your share certificate(s) and/or other document(s) of title and/or letter of indemnity in respect of lost share certificate(s) in respect of the Ordinary Shares tendered by post using the enclosed pre-paid envelope provided or by hand (during normal business hours only) to Computershare Investor Services (Ireland) Limited at Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland as soon as possible but, in any event, so as to be received no later than 1.00 pm on 29 January 2019.

Please read Part IV (Terms and Conditions of the Tender Offer) of the Circular, the terms of which are incorporated into and form part of this Tender Form.

A Tender Form sent in an envelope postmarked in a Restricted Jurisdiction or otherwise appearing to Goldman Sachs or Computershare Investor Services (Ireland) Limited to have been sent from a Restricted Jurisdiction may be rejected as an invalid tender.

If your Ordinary Shares are in uncertificated form (that is, in CREST), you should not complete or return a Tender Form, but take action as set out in paragraph 4.3 (*Ordinary Shares in uncertificated form (that is, in CREST)*) of Part IV (*Terms and Conditions of the Tender Offer*) of the Circular.

If you hold Ordinary Shares in both certificated and uncertificated form, you should complete a Tender Form in relation to the certificated holding(s) only. Similarly, if you hold Ordinary Shares in certificated form but under different designations you should complete a separate Tender Form in respect of each designation. You can obtain further Tender Forms by contacting Computershare Investor Services (Ireland) Limited on +353 (0)1 431 9832.

If you hold Ordinary Shares jointly with others, you must arrange for all your co-holders to sign this Tender Form.

If in Goldman Sachs’s determination (in its absolute discretion), the Tender Form has not been validly completed, the tender may not be accepted as a valid tender.

Please read the Circular and this Tender Form carefully. If you have any questions with regard to the Tender Offer or on how to complete the Tender Form, please phone Computershare Investor Services (Ireland) Limited on +353 (0)1 431 9832. The Shareholder Helpline is available from 8.30 am to 5.30 pm (Irish time) Monday to Friday (except Irish public holidays). The Shareholder Helpline will not be able to provide advice on the merits of the Tender Offer or to provide legal, financial or taxation advice, and accordingly for such advice you should consult your stockbroker, solicitor, accountant, bank manager, tax adviser or other independent professional adviser.

DO NOT DETACH ANY PART OF THIS TENDER FORM

HOW TO COMPLETE THE TENDER FORM ON PAGE 3

The provisions of Part IV (*Terms and Conditions of the Tender Offer*) of the Circular are deemed to be incorporated in and form part of this Tender Form.

1 SHAREHOLDER INFORMATION

If your address details in Box 1 on page 3 have changed or are incomplete please tick the Box and insert the updated information, in BLOCK CAPITALS using BLACK INK.

Please provide a daytime telephone number including country code, in case of queries relating to the completion of the Tender Form.

If you have any queries regarding the completion of this form, please contact Computershare Investor Services (Ireland) Limited on +353(0)1 431 9832 between 8.30 am to 5.30 pm (Irish time) Monday to Friday (except Irish public holidays).

2 THE TENDER OFFER

To participate in the Tender Offer, insert in Box 2 on page 3, the total number of Ordinary Shares you wish to tender into the Tender Offer. You must also sign Box 3 in accordance with the instructions set out below, which will constitute your irrevocable offer to sell to Goldman Sachs the total number of Ordinary Shares inserted in Box 2 or the total number of Ordinary Shares you will be deemed to have tendered.

If no number of Ordinary Shares in certificated form is inserted in Box 2, and you sign Box 3, you will be deemed to have tendered your Individual Basic Entitlement. If a number greater than your entire holding of Ordinary Shares is inserted in Box 2 and you have signed Box 3, you will be deemed to have tendered the whole of your registered holding of Ordinary Shares in certificated form on the Tender Offer Record Date.

Each Qualifying Shareholder is entitled to tender some or all of the Ordinary Shares registered in his or her name as at 6.00 pm on 29 January 2019, with an Individual Basic Entitlement to tender 36.61% of the Ordinary Shares held by him or her at 6.00 pm on 29 January 2019 rounded down to the nearest whole number of Ordinary Shares.

Please refer to Part IV (*Terms and Conditions of the Tender Offer*) of the Circular for further information.

PLEASE REMEMBER TO SEND US YOUR VALID SHARE CERTIFICATE(S) (PLEASE SEE PAGE 4 IN RELATION TO LOST SHARE CERTIFICATES). VALID SHARE CERTIFICATES MAY INCLUDE THOSE WITH A NOMINAL VALUE OF IR€1.00, IR€0.50, €0.63, €0.01 or £0.01. PLEASE NOTE THAT CERTIFICATES WITH A NOMINAL VALUE OF IR€1.00 REPRESENT DOUBLE THE STATED NUMBER OF SHARES.

3 SIGNATURES

To participate in the Tender Offer you must sign Box 3 on page 3 and, in the case of a joint holding, arrange for ALL joint holders to do likewise. All registered holders, including joint holders, who are individuals must sign Box 3 in the presence of a witness who must also sign Box 3 where indicated. If these instructions are not followed, this Tender Form will be invalid. The witness must be over 18 years of age and should not be another joint holder signing the Tender Form or otherwise have any financial interest in the relevant Ordinary Shares or in the proceeds resulting from the completion of the Tender Offer. The same witness may witness the signature of each joint holder. The witness should also print his/her name and address where indicated. If the Tender Form is not signed by the registered holder(s), insert the name(s) and capacity (e.g. executor(s)) of the person(s) signing the Tender Form. You should deliver evidence of your authority in accordance with the section headed "Additional Notes Regarding the Completion of the Tender Form" on page 4.

A body corporate incorporated in Ireland must execute this Tender Form under seal, the seal being affixed in accordance with its constitution or equivalent regulations and in accordance with applicable legislation. A body corporate incorporated outside Ireland should execute this Tender Form in accordance with the laws of the territory in which the relevant body corporate is incorporated and with the provisions of its constitution or equivalent regulations or organisational documents. Any person signing this Tender Form on behalf of a body corporate should state the office which he/she holds in the relevant body corporate.

This Tender Form should not be signed in a Restricted Jurisdiction. This Tender Form shall, when executed, take effect as a deed.

4 ALTERNATIVE ADDRESS

Complete Box 4 on page 3 if you wish the Tender Offer proceeds and/or other documents to be sent to someone other than the sole or first-named registered holder at the address set out in Box 1 (e.g. your bank manager or stockbroker).

Kindly Note: This form is issued only to the addressee(s) and is specific to the class of security and the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; (ii) classes of security; or (iii) uniquely designated accounts. None of Greencore, Goldman Sachs or Computershare Investor Services (Ireland) Limited accepts any liability for any instruction that does not comply with these conditions.

PLEASE COMPLETE AS EXPLAINED ON PAGE 2 AND 4 (To be completed in BLOCK CAPITALS)

The provisions of Part IV (*Terms and Conditions of the Tender Offer*) of the Circular are deemed to be incorporated in and form part of this Tender Form.

1 SHAREHOLDER INFORMATION

Please tick this box if your address details in Box 1 have changed or are incomplete and update below in BLOCK capitals:

House Number: Post Code:

Street/Road Name
(BLOCK CAPITALS)

Town/City.....
(BLOCK CAPITALS)

Country
(BLOCK CAPITALS)

For information purposes only:
Number of Ordinary Shares held by you
as at the close of business on 17 December 2018

Please enter here a daytime telephone number (including country code) where you can be contacted in the event of any query arising from completion of this Tender Form.

Tel:

2 TO PARTICIPATE IN THE TENDER OFFER

Complete Boxes 2, 3 and, if appropriate Box 4

Note: If you tender all of your Ordinary Shares and other Shareholders do not take up their full entitlement, all of your Ordinary Shares could potentially be purchased. Therefore, if you only wish for a certain portion of your holding to be sold, only tender that portion of your holding.

Number of **Ordinary Shares** you are tendering into the Tender Offer

3 ALL SHAREHOLDERS TO SIGN HERE TO PARTICIPATE IN THE TENDER OFFER

Execution as a deed by individuals: Signed and delivered as a deed by:

N.B. ALL INDIVIDUAL SIGNATURE(S) MUST BE WITNESSED

	Signature(s) of Shareholder(s)	Name of Witness	Signature of Witness	Address of Witness
1	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
2	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
3	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
4	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

NOTE: The witness must be a person who is over 18 years of age who is not another joint holder or otherwise has any financial interest in the relevant Ordinary Shares or in the proceeds resulting from the completion of the Tender Offer. The same witness may witness on behalf of all or any registered holders

Execution as a deed by a company: The common seal was affixed/executed as a deed on behalf of the company named above in the presence of:

Affix Company Seal Here	Signature <input type="text"/>	Name of Director <input type="text"/>
	Signature <input type="text"/>	Name of Director/Secretary/ Witness (if applicable) <input type="text"/>

4 ALTERNATIVE ADDRESS FOR DISPATCH OF TENDER OFFER PROCEEDS

Address outside a Restricted Jurisdiction to which the Tender Offer proceeds are to be sent, if not as specified above.

Name

Address.....

..... Postcode

PLEASE REMEMBER TO SEND YOUR VALID SHARE CERTIFICATE(S)
 If you have lost your certificate(s) and have already applied for a letter of indemnity, place a cross in this box
VALID SHARE CERTIFICATES MAY INCLUDE THOSE WITH A NOMINAL VALUE OF IR€1.00, IR€0.50, €0.63, €0.01 or £0.01.
PLEASE NOTE THAT CERTIFICATES WITH A NOMINAL VALUE OF IR€1.00 REPRESENT DOUBLE THE STATED NUMBER OF SHARES.

ADDITIONAL NOTES REGARDING THE COMPLETION OF THE TENDER FORM

In order to be effective, this Tender Form must, except as mentioned below, be signed by the registered holder or, in the case of a joint holding, by ALL the joint holders or under a power of attorney. A body corporate incorporated in Ireland must execute this Tender Form under seal, the seal being affixed in accordance with its constitution or equivalent regulations and in accordance with applicable legislation. A body corporate incorporated outside Ireland should execute this Tender Form in accordance with the laws of the territory in which the relevant body corporate is incorporated and with the provisions of its constitution or equivalent organisational documents or regulations. Any person signing this Tender Form on behalf of a body corporate should state the office which he/she holds in the relevant body corporate.

In order to avoid inconvenience and delay, the following points may assist you:

1. If a holder is away from home (e.g. abroad or on holiday):

Send this Tender Form by the quickest means (e.g. airmail) to the holder (but not in or into a Restricted Jurisdiction) for execution or, if he has executed a power of attorney, have this Tender Form signed by the attorney. In the latter case, the original power of attorney (or a copy thereof duly certified) must be lodged with this Tender Form. No other signatures are acceptable.

2. If you have sold or transferred all, or wish to sell or transfer part, of your holding of Ordinary Shares:

If you sell or have sold or otherwise transferred your entire holding of Ordinary Shares before 1.00 pm on 29 January 2019, please send the Circular (but not this Tender Form or Form of Proxy) to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee (but not in or into a Restricted Jurisdiction). If you sell or have sold or otherwise transferred only part only of your holding of Ordinary Shares, you should retain the Circular and this Tender Form and immediately consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

If your Ordinary Shares are in certificated form, and you wish to sell or transfer part of your holding of Ordinary Shares and to participate in the Tender Offer in respect of the balance but are unable to obtain the balance share certificate in time to participate in the Tender Offer by 1.00 pm on 29 January 2019, you should ensure that the stockbroker, bank or other agent through whom you make the sale or transfer obtains the appropriate endorsement or indication, signed on behalf of Greencore's registrars, Computershare Investor Services (Ireland) Limited, in respect of the balance of your holding of Ordinary Shares.

3. If the sole holder has died:

A grant of probate or letters of administration must be obtained in respect of the relevant Ordinary Shares. If the grant of probate or letters of administration has/have been registered with Greencore or its registrars, Computershare Investor Services (Ireland) Limited, this Tender Form must be signed by the personal representative(s) of the deceased holder each in the presence of an independent witness who must also sign this Tender Form. This Tender Form should then be lodged with Computershare Investor Services (Ireland) Limited at the address given on the cover page of this Tender Form, together with the relevant share certificate(s) and/or other document(s) of title. If the grant of probate or letters of administration has/have not been registered with Computershare Investor Services (Ireland) Limited, the personal representative(s) or the prospective personal representative(s) should sign this Tender Form and forward it to Computershare Investor Services (Ireland) Limited at the address given on the cover page of this Tender Form, together with the relevant share certificate(s) and/or other document(s) of title. However, once obtained, the grant of probate or letters of administration must be lodged before the consideration due under the Tender Offer can be forwarded to the personal representative(s).

4. If one of the joint holders has died:

This Tender Form is valid if signed by the surviving holder(s) (each in the presence of an independent witness) and lodged with the share certificate(s) and/or other document(s) of title and, in all cases, death certificate(s), and an office copy grant of probate or letters of administration of the deceased holder. These documents will be returned as directed.

5. If your Ordinary Shares are in certificated form and the certificate(s) are held by your stockbroker, bank or other agent:

(a) If your share certificate(s) and/or other document(s) of title is/are with your stockbroker, bank or other agent, you should complete this Tender Form and, if the certificate(s) is/are readily available, arrange for this Tender Form to be lodged by such agent with Computershare Investor Services (Ireland) Limited at the address given on the cover page of this Tender Form, accompanied by the share certificate(s) and/or other document(s) of title.

(b) If the certificate(s) is/are not readily available, lodge this Tender Form with Computershare Investor Services (Ireland) Limited at the address given on the cover page of this Tender Form, duly completed together with a note saying e.g. "certificate(s) to follow", and arrange for the certificate(s) to be forwarded as soon as possible thereafter and, in any event, so as to arrive not later than 1.00 pm on 29 January 2019.

6. If your Ordinary Shares are in certificated form and you have lost any of your share certificate(s) and/or other document(s) of title:

Complete and execute this Tender Form and lodge it, together with a letter of explanation and any share certificate(s) and/or other document(s) of title which are available, with Computershare Investor Services (Ireland) Limited at the address given on the cover page of this Tender Form. At the same time you should phone the Shareholder Helpline or write to Greencore's registrars, Computershare Investor Services (Ireland) Limited, requesting a letter of indemnity for the lost share certificate(s) and/or other document(s) of title. When completed in accordance with the instructions given, you should return the letter of indemnity to Computershare Investor Services (Ireland) Limited at the address given on the cover page of this Tender Form and, in any event, so as to arrive by no later than 1.00 pm on 29 January 2019.

7. If the Tender Form is signed under a power of attorney:

The completed Tender Form, together with any share certificate(s) and/or other document(s) of title, should be lodged with Computershare Investor Services (Ireland) Limited at the address set out on the cover page of this Tender Form, accompanied by the original power of attorney (or a copy thereof duly certified). The power of attorney will be duly noted by Computershare Investor Services (Ireland) Limited and returned as directed.

8. If your full name or other particulars differ from those appearing on your share certificate(s):

(a) Incorrect name e.g.:

Name on the certificate(s)..... John Smith
Correct name Jon Smyth

complete this Tender Form with the correct name and lodge it, accompanied by a letter from your bank, stockbroker or solicitor confirming that the person described on the share certificate and the person who has signed this Tender Form are one and the same.

(b) Incorrect address: insert the correct address in Box 1 of this Tender Form.

(c) Change of name: lodge your marriage certificate or the deed poll with this Tender Form for noting. These documents will be returned as directed.

9. If you are outside Ireland or the United Kingdom:

The attention of Overseas Shareholders is drawn to paragraph 11 of Part IV (*Terms and Conditions of the Tender Offer*) of the Circular. Without prejudice to paragraph 11 of Part IV (*Terms and Conditions of the Tender Offer*) of the Circular, Goldman Sachs and/or its agents reserve the right to treat as valid any Tender Form which is not entirely in order. Shareholders resident in the US, should also read the additional information set out in paragraph 3 (*US Holders*) of Part V (*Tax Aspects of the Tender Offer*) of the Circular, without prejudice to paragraph 11 (*Overseas Shareholders*) of Part IV (*Terms and Conditions of the Tender Offer*) of the Circular.

10. Payment of Consideration:

The consideration payable under the Tender Offer will be paid in Sterling but cannot be sent to you until all relevant documents have been properly completed and sent by post or delivered by hand (during normal business hours) to Computershare Investor Services (Ireland) Limited at the address set out on the cover page of this Tender Form.

11. Backup Withholding:

As discussed in paragraph 2.21 of Part II (*Questions and Answers in relation to the Tender Offer*) of the Circular, US Holders of Ordinary Shares in certificated form may need to provide an IRS Form W-9 to the Receiving Agent in order to prevent backup withholding. IRS Form W-9, in addition to instructions for completing such form, can be obtained online at <http://www.irs.gov/pub/irs-pdf/fw9.pdf>.

12. Incomplete Forms:

Without prejudice to paragraph 8 of Part IV (*Terms and Conditions of the Tender Offer*) of the Circular, Goldman Sachs reserves the right, in its sole discretion, to treat as valid, in whole or in part, any Tender Form which is not entirely in order or (where required) is not accompanied by the relevant share certificate(s) and/or other document(s) of title. No consideration due under the Tender Offer will be sent until after the relevant share certificate(s) and/or other document(s) of title or indemnities satisfactory to Goldman Sachs has/have been received.