

21 December 2020



Greencore Group plc
Registered in Ireland company no. 170116

NOTICE OF ANNUAL GENERAL MEETING 2021

To be held on Tuesday, 26 January 2021 at 10.30 a.m.

**THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY
ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.**

If you are in any doubt about what action you should take, you are recommended to consult your independent professional adviser, who is authorised or exempted under the European Union (Markets in Financial Instruments) Regulations 2017 (as amended) or the Investment Intermediaries Act 1995 (as amended), if you are resident in Ireland, or who is authorised under the Financial Services and Markets Act, 2000 (as amended), if you are resident in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside Ireland or the United Kingdom. If you have sold or transferred some or all of your Ordinary Shares in Greencore Group plc please consult your stockbroker or agent through whom the sale or transfer was effected as soon as possible.

**YOUR ATTENTION IS DRAWN TO THE SPECIAL ARRANGEMENTS
FOR THE AGM IN RESPONSE TO COVID-19 SET OUT IN THIS
DOCUMENT.**

The Notice of the 2021 Annual General Meeting (the 'AGM') of Greencore Group plc ('Greencore' or the 'Company') is set out on pages 6 to 11 of this document.

Due to the continuation of the Irish Government's Coronavirus ('COVID-19') restrictions on gatherings and travel and to prioritise the health and safety of our shareholders, colleagues and other stakeholders, this year's AGM will be held at, No. 2 Northwood Avenue, Northwood Business Park, Santry, Dublin 9, D09 X5N9, Ireland, and is expected to proceed with the minimum number of shareholders necessary to establish a quorum in accordance with the Articles of Association of the Company.

A Form of Proxy relating to the meeting accompanies this document. To be valid, Forms of Proxy for use at the AGM must be completed and returned either electronically at www.eproxyappointment.com or to the Company's Registrar, Computershare Investor Services (Ireland) Limited, P.O. Box 13030, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland (the 'Registrar') as soon as possible, so as to reach the Registrar no later than 10.30 a.m. on Sunday, 24 January 2021.

Directors:

Gary Kennedy (Chairman)
Patrick Coveney (Chief Executive Officer)
Emma Hynes (Chief Financial Officer)
Sly Bailey (Non-Executive Director)
Paul Drechsler (Non-Executive Director)
Gordon Hardie (Non-Executive Director)
Heather Ann McSharry (Non-Executive Director)
Helen Rose (Non-Executive Director)
John Warren (Non-Executive Director)
Helen Weir (Non-Executive Director)

Registered Office:

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

To the holders of Ordinary Shares and the Special Shareholder

21 December 2020

Dear Shareholder,

The Annual General Meeting (the 'AGM') of Greencore Group plc ('Greencore' or the 'Company') will be held at 10.30 a.m. on Tuesday, 26 January 2021 at No. 2 Northwood Avenue, Northwood Business Park, Santry, Dublin 9, D09 X5N9, Ireland. The Notice of AGM is set out on pages 6 to 11 of this document (the 'Notice of AGM'). Consideration of resolutions proposed at the AGM is important.

An Extraordinary General Meeting (the 'EGM') of the Company will be convened at 11.00 a.m., or if later, as soon as possible following the conclusion of the AGM, on the same date and at the same venue. A separate Circular setting out the Notice of EGM will be made available to shareholders on 21 December 2020.

COVID-19

The wellbeing of all of our stakeholders, in particular our shareholders, colleagues and service providers is a primary concern for the Directors of the Company. Due to the ongoing restrictions on gatherings and travel, save for very limited purposes, under the regulations and the guidance issued by the Government of Ireland and the Department of Health relating to COVID-19, the AGM will proceed under very constrained circumstances and it is expected that the meeting will only be able to proceed with the minimum number of shareholders required to establish a quorum under the Company's Articles of Association. **Therefore, shareholders are requested not to attend the AGM in person and instead to appoint the Chairman of the meeting (or their substitute(s)) as their proxy by submitting a Form of Proxy accompanying the Notice of AGM to ensure they can vote and be represented at the AGM without attending in person.**

This can be done in advance of the AGM by availing of one of the ways you can appoint a proxy set out in the Notes section of the Notice of AGM on pages 9 to 11. Please note the deadlines for receipt of the proxy appointment for it to be valid. By submitting a Form of Proxy appointing the Chairman of the meeting (or their substitute(s)) you will be able to ensure that your vote on the proposed resolutions is cast at the AGM in accordance with your wishes without attending in person.

If you wish to listen live to the AGM proceedings, you can do so by availing of the telephone facility which you can access by dialling one of the following numbers at the time of the meeting*.

Ireland:	+353 (0)1 536 9584 or 1800 94 8271
UK:	+44 (0)20 3936 2999 or 0800 640 6441
All other locations:	+44 (0)20 3936 2999
Shareholder participation code:	475170

*Shareholders are advised to have their Shareholder Reference Number ('SRN') as set out on their Form of Proxy available and to check our website www.greencore.com for any updates.

Alternatively, shareholders will be able to listen live to the AGM through an audio webcast where there will be a facility to submit questions online during the AGM. Details of the audio webcast will be available in the Investor Relations section on our website www.greencore.com in advance of the AGM. To access the webcast, shareholders will be requested to confirm their SRN.

Shareholders availing of the telephone or audio webcast facilities should also please ensure that they submit their Form of Proxy by the relevant deadline in advance of the AGM, as it will not be possible to vote using these facilities.

We invite you to submit questions in writing in advance of the AGM either by email to investor.relations@greencore.com or by post to the Group Company Secretary, Greencore Group plc, No. 2 Northwood Avenue, Northwood Business Park, Santry, Dublin 9, D09 X5N9, Ireland. All correspondence should include sufficient information to identify a shareholder as registered on the Register of Members. We intend to respond to questions either directly or on our website, www.greencore.com.

Overall, we will be seeking to conduct the AGM as safely and efficiently as possible and in compliance with the applicable law and public health guidance in effect in connection with COVID-19 at the time of the meeting. In the event that it is not possible to convene and hold the AGM either in compliance with applicable law and public health guidance or where it is otherwise considered that proceeding with the AGM as planned poses an unacceptable health and safety risk, the AGM may be adjourned or postponed to a different time and/or venue, in which case notification of such adjournment or postponement will be given in accordance with the Company's Articles of Association. The Company will continue to monitor the impact of COVID-19 and any relevant updates regarding the AGM will be available on www.greencore.com including any changes to the arrangements for the AGM outlined in this letter. Shareholders are also encouraged to keep up to date with, and follow, the regulations and guidance from the Government of Ireland and the Department of Health as circumstances may change at short notice.

ANNUAL GENERAL MEETING – RESOLUTIONS

The resolutions proposed at the AGM are set out below, each of which the Board of Directors (the 'Board' or the 'Directors') consider to be in the best interests of shareholders as a whole and the Board is recommending for your approval.

Ordinary Business

Resolution 1 proposes, following a review of the Company's affairs, to receive and consider the Company's Financial Statements for the year ended 25 September 2020, together with the Directors' report and the auditor's report. A full copy of the 2020 Annual Report and Financial Statements is available on the Company's website, www.greencore.com.

Resolutions 2(a)-(k), which are proposed as separate resolutions, deal with the election and re-appointment of all Directors. In accordance with the UK Corporate Governance Code and the Company's Articles of Association, we continue our practice of requiring all eligible Directors to retire annually and to offer themselves for re-appointment, with the exception of Heather Ann McSharry and John Warren who will retire from the Board with effect from the conclusion of the AGM. The following Directors being eligible, are offering themselves for re-appointment, Gary Kennedy, Patrick Coveney, Emma Hynes, Sly Bailey, Paul Drechsler, Gordon Hardie, Helen Rose, and Helen Weir. Detailed biographies of the Directors including their areas of expertise relevant to their role as Director are set out on pages 68 and 69 of the 2020 Annual Report and Financial Statements, with details also available on our website. The Board undertakes a formal annual evaluation of the performance of each of the Directors and is satisfied that each Director standing for re-appointment continues to make an effective and valuable contribution to the Board and demonstrates commitment to the role. It is the Board's view that the Directors' biographies illustrate why each Director's contribution is, and continues to be, important to the Company's long term sustainable success.

During 2020, the Company further strengthened its Board through the appointment of three Non-Executive Directors. On 1 February 2020, Gordon Hardie and Helen Weir joined the Board as Non-Executive Directors while Paul Drechsler was appointed as Non-Executive Director with effect from 1 May 2020. Additionally, Emma Hynes was appointed as Executive Director and Chief Financial Officer with effect from 19 May 2020.

In December 2020, we announced that, in line with the Board refreshment and succession planning, John Amaechi, Linda Hickey and Anne O'Leary will be appointed as Non-Executive Directors with effect from 1 February 2021 and will be submitted for election to the Board at the AGM.

The Board as a whole strongly recommends the election and re-appointment of each of the Directors.

Resolution 3 is to receive and consider the Annual Report on Remuneration for the year ended 25 September 2020 which is set out on pages 103 to 115 of the 2020 Annual Report and Financial Statements. This is an advisory, non-binding resolution and is put to the members of the Company in accordance with section 1110N of the Irish Companies Act.

Shareholder confirmation is being sought in **Resolution 4** for Deloitte Ireland LLP's continuation as auditor up to the financial year ending 24 September 2021. On the recommendation of the Audit and Risk Committee, the Board proposes that Deloitte Ireland LLP continues as auditor of the Company. Deloitte Ireland LLP has indicated its willingness to continue as the Company's auditor for the current financial year ending

24 September 2021. This is an advisory resolution which is put to the members of the Company as a matter of good corporate governance practice; accordingly, it is not binding on the Company.

Resolution 5 is to authorise the Directors to fix the remuneration of the auditor for the 2021 financial year, ending 24 September 2021.

In addition to the ordinary business to be transacted at the AGM as set out in resolutions 1 to 5 in the Notice of AGM, the Board proposes, as special business, resolutions 6 to 9, which are also set out in the Notice of AGM.

Special Business

Resolution 6 is being proposed as an ordinary resolution to authorise the Directors to issue Ordinary Shares. In Resolution 6, shareholders are being asked to authorise the Directors to issue new Ordinary Shares up to a maximum nominal value of £1,737,497.51 representing approximately 33% of the issued share capital of the Company as at 15 December 2020 (the latest practicable date prior to the publication of this Notice) subject to statutory pre-emption rights where applicable. This authority shall expire at the close of business on the date of the next AGM of the Company to be held in 2022 or 26 April 2022, whichever is earlier.

In **Resolution 7**, shareholders are being asked to disapply statutory pre-emption rights by way of a special resolution. Under this Resolution 7, shareholders are asked to confer on the Directors, until the earlier of the date of the AGM to be held in 2022 or 26 April 2022, 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 of £263,257.19, being equal to approximately 5% of the nominal value of the Company's issued share capital (excluding treasury shares) as at 15 December 2020, being the last practicable date prior to the date of the Notice of AGM.

At the AGM of the Company held in January 2020, shareholders passed a resolution to give the Company, or any of its subsidiaries, the authority to purchase up to 10% of its own shares. In **Resolution 8**, which is being proposed as a special resolution, shareholders are being asked to renew this authority in respect of 10% of the nominal value of the Company's issued share capital as at 15 December 2020 (being the last practicable date prior to the date of the Notice of AGM) until the earlier of the date of the AGM to be held in 2022 or 26 April 2022. 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 3(2) of the EU Delegated Regulation on Regulatory Technical Standards on buy-back programmes and stabilisation measures (EU/2016/1052).

In **Resolution 9**, 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 to be held in 2022 or 26 April 2022.

Recommendation

The Directors believe that the above resolutions being proposed at the AGM are in the best interests of the Company and its shareholders as a whole and accordingly recommend that you vote in favour of them, as they intend to do in respect of their beneficial holdings.

Form of Proxy

To submit your votes please complete the Form of Proxy either electronically at www.eproxyappointment.com or return a completed signed Form of Proxy to the Company's Registrar, Computershare Investor Services (Ireland) Limited, P.O. Box 13030, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland as soon as possible, so as to reach the Registrar no later than 10.30 a.m. on Sunday, 24 January 2021.

GARY KENNEDY

Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the thirtieth Annual General Meeting (the 'AGM') of Greencore Group public limited company (the 'Company') will be held at No. 2 Northwood Avenue, Northwood Business Park, Santry, Dublin 9, D09 X5N9, Ireland at 10.30 a.m. on 26 January 2021.

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 2020 together with the reports of the Directors and the auditor thereon (**Resolution 1**).
2. By separate resolutions, to elect the following Directors, with effect from 1 February 2021:
 - (a) John Amaechi (**Resolution 2(a)**);
 - (b) Linda Hickey (**Resolution 2(b)**); and
 - (c) Anne O'Leary (**Resolution 2(c)**).

By separate resolutions, in accordance with the Articles of Association and the UK Corporate Governance Code and being eligible, the following Directors offer themselves for re-appointment:

- (d) Gary Kennedy (**Resolution 2(d)**);
 - (e) Patrick Coveney (**Resolution 2(e)**);
 - (f) Emma Hynes (**Resolution 2(f)**);
 - (g) Sly Bailey (**Resolution 2(g)**);
 - (h) Paul Drechsler (**Resolution 2(h)**);
 - (i) Gordon Hardie (**Resolution 2(i)**);
 - (j) Helen Rose (**Resolution 2(j)**); and
 - (k) Helen Weir (**Resolution 2(k)**).
3. To receive and consider the Annual Report on Remuneration for the year ended 25 September 2020 (**Resolution 3**).
 4. To consider the continuation in office of Deloitte Ireland LLP as auditor of the Company for the financial year ending 24 September 2021 (**Resolution 4**).
 5. To authorise the Directors to fix the remuneration of the auditor for the current financial year (**Resolution 5**).

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

6. 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 €1,737,497.51, being an amount equal to approximately 33% of the aggregate nominal value of the issued ordinary share capital of the Company as at 15 December 2020 and that this authority shall expire at the close of business on the date of the next AGM of the Company to be held in 2022 or 26 April 2022, 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 6**).
7. As a special resolution:

'That the Directors be and 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 6 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, open offer, or other pre-emptive 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

**NOTICE OF ANNUAL GENERAL MEETING
CONTINUED**

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 £263,257.19, being approximately 5% of the aggregate nominal value of issued ordinary share capital of the Company as at 15 December 2020 provided that any treasury shares re-allotted pursuant to Resolution 9 of this Notice of AGM 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 2022 or 26 April 2022, 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 7**).

8. As a special resolution:

'That the Company and/or any of its subsidiaries be and 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) in 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 not exceed £526,514.39, being approximately 10% of the aggregate nominal value of the issued ordinary share capital of the Company as at 15 December 2020;
- (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% 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 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 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 2022 or 26 April 2022, 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 8**).

9. As a special resolution:

'That for the purposes of Sections 109 and/or 1078 of the Companies Act 2014 (the 'Act') the re-allotment price range at which any treasury shares (as defined by Section 106 of the Act) for the time

**NOTICE OF ANNUAL GENERAL MEETING
CONTINUED**

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 or its equivalent.

The authority hereby conferred shall expire at the close of business on the day of the next AGM of the Company to be held in 2022 or 26 April 2022, 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 9**).

By order of the Board

JOLENE GACQUIN
Group Company Secretary

Greencore Group plc
No. 2 Northwood Avenue
Northwood Business Park
Santry
Dublin 9
D09 X5N9
Ireland

21 December 2020

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

NOTES

1. IMPORTANT NOTICE TO SHAREHOLDERS REGARDING COVID-19

The wellbeing of all of our stakeholders, in particular our shareholders, colleagues and service providers is a primary concern for the Directors of the Company. Due to the ongoing restrictions on gatherings and travel, save for very limited purposes, under the regulations and the guidance issued by the Government of Ireland and the Department of Health relating to COVID-19, the AGM will proceed under very constrained circumstances and it is expected that the meeting will proceed with the minimum number of shareholders required to establish a quorum under the Company's Articles of Association. The AGM will be as brief as possible, observing social distancing measures and therefore:

- **Shareholders are requested not to attend the AGM in person and instead to appoint the Chairman of the meeting (or their substitute(s)) as their proxy by submitting a Form of Proxy accompanying the Notice of AGM to ensure they can vote and be represented at the AGM without attending in person.** Instructions on how and when to submit proxies are set out in detail in Notes 3 to 6 below. By submitting a Form of Proxy appointing the Chairman of the meeting (or their substitute(s)) you will be able to ensure that your vote on the proposed resolutions is cast at the AGM in accordance with your wishes without attending in person.
- If you wish to listen live to the AGM proceedings, you can do so by availing of the telephone facility which you access by dialling one of the following numbers at the time of the meeting*:

Ireland: +353 (0)1 536 9584 or 1800 94 8271
UK: +44 (0)20 3936 2999 or 0800 640 6441
All other locations: +44 (0)20 3936 2999
Shareholder participation code: 475170

*Shareholders are advised to have their Shareholder Reference Number ('SRN') as set out on their Form of Proxy available and to check our website www.greencore.com for any updates.

Alternatively, shareholders will be able to listen live to the AGM through an audio webcast where there will be a facility to submit questions online during the AGM. Details of the audio webcast will be available in the Investor Relations section on our website www.greencore.com in advance of the meeting. To access the webcast, shareholders will be requested to confirm their SRN.

Shareholders availing of the telephone or audio webcast facilities should also please ensure to submit their Form of Proxy by the relevant deadline in advance of the AGM, as it will not be possible to vote using these facilities.

2. ENTITLEMENT TO ATTEND AND VOTE

Only those shareholders who are holders of fully paid shares of the Company and are registered on the Company's Register of Members at: 6.00 p.m. on 24 January 2021 (being the record date specified by the Company for eligibility for voting); or if the AGM is adjourned, at 6.00 p.m. on the day two days prior to the adjourned AGM shall be entitled to participate and vote at the AGM.

3. APPOINTMENT OF PROXIES

Any shareholder 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. 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 13030, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland 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.

The Company, pursuant to Section 1105 of the Companies Act 2014 and Regulation 14 of the Companies Act, 1990 of Ireland (Uncertificated Securities) Regulations, 1996, specifies that only those shareholders registered in the Register of Members of the Company as at 6.00 p.m. on 24 January 2021 (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 of Members after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting.

4. APPOINTMENT OF A PROXY BY A CREST MEMBER

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

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

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 10.30 a.m. on 24 January 2021. 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 (Ireland) Limited 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 of Ireland (Uncertificated Securities) Regulations, 1996.

5. CONDITIONS FOR PARTICIPATING IN THE MEETING

Every shareholder, irrespective of how many Greencore Group plc 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. 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 Company's AGM on 26 January 2021, the Record Date is 6.00 p.m. on 24 January 2021 (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.

You will need your control number, shareholder reference number and your PIN number, which can be found on your Form of Proxy, to lodge your vote online via the Registrar's website.

6. 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 of the meeting (or their substitute(s)) 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.

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

A copy of this Notice, the 2020 Annual Report and Financial Statements, details of the total number of shares and voting rights at the date of giving this Notice and copies of any other documentation relating to the 2021 AGM, including a Form of Proxy, are available on the Company's 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 (0) 1 431 9832 or by writing to the Group Company Secretary by email to investor.relations@greencore.com or by post to Greencore Group plc, No. 2 Northwood Avenue, Northwood Business Park, Santry, Dublin 9, D09 X5N9, Ireland.

8. 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 2021, the latest date for submission of such requests/resolutions was 15 December 2020.

In order to exercise this right, the text of the draft resolution and evidence of your shareholding must be received by email to investor.relations@greencore.com or by post to the Group Company Secretary at Greencore Group plc, No. 2 Northwood Avenue, Northwood Business Park, Santry, Dublin 9, D09 X5N9, Ireland at least 42 days before the date of the AGM. Shareholders are

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

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.

9. 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 Group Company Secretary by email to investor.relations@greencore.com or by post to Greencore Group plc, No. 2 Northwood Avenue, Northwood Business Park, Santry, Dublin 9, D09 X5N9, Ireland 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).

10. 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 in advance of the AGM by email to investor.relations@greencore.com or by post to the Group Company Secretary at Greencore Group plc, No. 2 Northwood Avenue, Northwood Business Park, Santry, Dublin 9, D09 X5N9, Ireland. We intend to respond to questions either directly or on our website, www.greencore.com.

11. EXPLANATORY NOTES TO THE RESOLUTIONS

- (a) No Director has a service contract not capable of termination on less than one month's notice. Biographical details, including a summary of competencies, for each of the Directors are set out on page 68 and 69 of the 2020 Annual Report and Financial Statements.
- (b) Resolutions 3 and 4 are advisory and are non-binding on the Company.
- (c) As at 15 December 2020 (the latest practicable date before the publication of this Notice), the Company's issued share capital consists of 526,514,398 Ordinary Shares and one Special Rights Preference Share. Each Ordinary Share carries one vote. Therefore, the total number of voting rights in the Company as at 15 December 2020 is 526,514,398.

