

## Corporate Governance Policy

As outlined in our Code of Ethics and Business Conduct, Greencore Group plc and its subsidiaries ("Greencore" or the "Group") are committed, in accordance with our values and culture and our overall approach to respect the laws of the countries within which we operate, to conducting our business with the highest standards.

### 1. Liquidations

- (a) Greencore must seek independent external advice in the event of being wound up, having been dissolved or a liquidation scenario for Greencore or any Greencore entity;
- (b) Greencore must not obstruct the exercise of any right conferred on any person by a court in respect of entry search and seizure or a right to take possession of any money, property or books and papers of any Greencore company in wind up; and
- (c) Greencore must not act as a receiver or a liquidator.

### 2. Merger or division

- (a) In the event of a merger or division of Greencore or any Greencore entity, the Group shall ensure that appropriate external advisors are engaged to ensure compliance with the relevant legislation and/ or regulative governing the merger or division.

### 3. Complying with requests and investigations by relevant authorities

- (a) Greencore shall ensure that it:
  - i. complies with any requests for information received from the Office of the Director of Corporate Enforcement;
  - ii. cooperates promptly and in full with any investigation(s) by the Office of the Director of Corporate Enforcement; and
  - iii. follows all instructions and directions given by the Office of the Director of Corporate Enforcement.

### 4. Prohibited Practises

- (a) Greencore shall not pawn or pledge the property of another company where the property has been obtained by the other company on credit which has not been paid for and the property is being pawned, pledged or disposed of within the 12 months prior to the commencement of that other company's winding up, unless such pawning or pledging is in the ordinary course of the business which is being wound up;
- (b) Greencore shall not make a loan or quasi-loan or enter into a credit transaction as creditor or enter into a guarantee or provide any security in connection with a loan, quasi-loan or credit transaction for a Director of Greencore or any holding

company, or a person connected with a Director of Greencore or of its holding company, or take part in any arrangement where another person enters into such a transaction and in pursuance of that transaction, the other person obtains any benefit from any Greencore company;

- (c) Greencore shall not act as an officer of another body corporate; and
- (d) Greencore and any of its officers, directors and employees are expressly forbidden from falsely and/ or deceitfully impersonating any owner of any share or interest in any body corporate and thereby obtaining or attempting to obtain any such (i) share or interest; (ii) any money due to such owner; or (iii) vote at any meetings as the owner.

## **5. Dealing in Company Securities**

- (a) Greencore shall not give financial assistance in relation to the acquisition of Greencore's own shares, or the shares in its holding company except where permitted under the Companies Act;
- (b) Greencore shall only acquire its own shares in accordance with the provisions of the Companies Act;
- (c) In the event that Greencore intends to issue a prospectus or offer securities to the public in Ireland, external advisors must be engaged to ensure that all the relevant legislation and regulation is complied with;
- (d) Greencore shall ensure that, via the Compliance Officer, (i) the Greencore Group Share Dealing Policy is kept up-to-date, reflecting current legislation and regulation; and (ii) each of the provisions contained within the Greencore Group Share Dealing Policy are complied with in relation to market abuse and market manipulation;
- (e) Greencore shall ensure that directors, certain employees and persons connected with them do not abuse, and do not place themselves under suspicion of abusing, unpublished price sensitive information that they may have or be thought to have, especially in periods leading up to an announcement of results. This is achieved by:
  - providing for a pre-dealing clearance procedure for directors and certain employees wishing to deal in Stock Exchange Securities; and
  - imposing a blanket prohibition on dealing by directors and certain employees during certain closed periods except in exceptional circumstances.
- (f) In the event that Greencore or the Group is investigated by an authorised officer in relation to its shares the Group shall engage its external legal advisors and shall not obstruct or interfere with such an authorised officer in the exercise of his or her powers under the UK Market Abuse Regulation (596/2014/EU).

*\* Please note that this policy should be read in conjunction with all other policies of the Group.*