

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 for transmission to the purchaser or transferee.



Greencore Group plc
Registered in Ireland company no. 170116

CHAIR'S LETTER AND NOTICE OF ANNUAL GENERAL MEETING 2022

To be held at 10.30 a.m. (Irish time) on Thursday, 27 January 2022 at
Arthur Cox, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland

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 2022 Annual General Meeting (the 'AGM') of Greencore Group plc ('Greencore' or the 'Company') is set out on pages 7 to 14 of this document.

The AGM will be held at 10.30 a.m. (Irish time) on Thursday, 27 January 2022 at Arthur Cox, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland. Due to the continuation of the Irish Government's Coronavirus ('COVID-19') restrictions and public health guidance on gatherings and travel and to prioritise the health and safety of our shareholders, colleagues and other stakeholders, there is expected to be limited ability to facilitate attendance in person. Shareholders are encouraged to submit their proxy voting instructions in advance of the AGM to ensure that they can vote and be represented at the AGM without the need to attend in person.

A Form of Proxy for certificated shareholders for the AGM accompanies this document. To be valid, all proxy instructions (whether submitted directly by way of a completed Form of Proxy or electronically via **www.eproxyappointment.com** in the case of holders of Ordinary Shares in certificated (i.e. paper) form, or through the Euroclear System (in the case of Euroclear Bank participants) or through CREST (in the case of holders of CREST Depository Interests ('CDIs')) must be submitted as soon as possible so as to reach the Company's Registrar, Computershare Investor Services (Ireland) Limited, no later than 10.30 a.m. (Irish time) on Tuesday, 25 January 2022.

Persons holding interests in Ordinary Shares through the Euroclear System or CREST (via a holding in CDIs), will also need to comply with any additional voting deadlines imposed by the respective service offerings. All persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity.

CHAIR'S LETTER TO SHAREHOLDERS

Directors:

Gary Kennedy (Chair)
 Patrick Coveney (Chief Executive Officer)
 Emma Hynes (Chief Financial Officer)
 John Amaechi (Non-Executive Director)
 Sly Bailey (Non-Executive Director)
 Paul Drechsler (Non-Executive Director)
 Gordon Hardie (Non-Executive Director)
 Linda Hickey (Non-Executive Director)
 Anne O'Leary (Non-Executive Director)
 Helen Rose (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

20 December 2021

Dear Shareholder,

The Annual General Meeting (the 'AGM') of Greencore Group plc ('Greencore' or the 'Company') will be held at 10.30 a.m. (Irish time) on Thursday, 27 January 2022 at Arthur Cox, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland. The Notice of AGM is set out on pages 7 to 14 of this document (the 'Notice of AGM'). Consideration of resolutions proposed at the AGM is important.

Shareholder participation

In light of the ongoing impact of the COVID-19 pandemic, we encourage shareholders not to attend this year's AGM in person but to submit proxy instructions to ensure you can vote and be represented at the AGM without attending in person. You can participate in the AGM as follows:

Listen: You will be able to listen live to the AGM by:

- telephone; or
- an audio webcast on the Virtual Meeting Platform.

Details of how to dial-in by telephone, or to access the audio webcast on the Virtual Meeting Platform, are set out on pages 10 and 11 of this document.

Ask questions: You will be able to ask questions by:

- writing in advance of the AGM either by email to investor.relations@greencore.com or by post to the Interim Group Company Secretary, Greencore Group plc, No. 2 Northwood Avenue, Northwood Business Park, Santry, Dublin 9, D09 X5N9, Ireland; or
- writing questions in the Q&A on the Virtual Meeting Platform during the AGM.

Vote/Appoint a Proxy: Following the migration of the Company's Ordinary Shares from the CREST securities settlement system ('CREST') to the securities settlement system operated by Euroclear Bank SA/NV ('Euroclear Bank') ('EB System') on 15 March 2021, the process for voting and/or appointing a proxy at the AGM will depend on the manner by which you hold your Ordinary Shares as follows:

- If you are a certificated shareholder, you can vote by attending the AGM in person (subject to compliance with applicable public health guidelines relating to the ongoing COVID-19 pandemic), or by appointing a proxy electronically or by returning a completed Form of Proxy in respect of the Chair of the AGM or another person as a proxy to vote on your behalf;
- If you hold your interests in the Company's Ordinary Shares as CREST Depository Interests ('CDIs') in CREST by,
 - (a) sending electronic voting instructions to Euroclear Bank via Broadridge Financial Solutions Limited ('Broadridge'), a third-party service provider; or
 - (b) appointing a proxy via the Broadridge Global Proxy Voting service to attend and vote at the meeting; or

- If you hold your interest in the Company's Ordinary Shares through a participant account in the EB System by,
 - (a) sending electronic voting instructions via SWIFT to Euroclear Bank or to EasyWay Corporate Actions; or
 - (b) sending a proxy voting instruction to Euroclear Bank to appoint a third party (other than Euroclear Nominees or the Chair of the AGM) to attend and vote in person at the meeting.

Persons who hold their interests in the Company's Ordinary Shares as a Belgian law right through the EB System or as CDIs through CREST should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes for the AGM through the respective systems. Detailed instructions on appointing a proxy and voting are set out on pages 11 to 13 and 15 to 17 of this document.

Please note that it will not be possible to vote or appoint a proxy by telephone or on the Virtual Meeting Platform during the AGM.

COVID-19

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 AGM. 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 the Company's website (www.greencore.com) including any changes to the arrangements for the AGM outlined in this letter. Shareholders are also encouraged to follow the regulations and guidance from the Government of Ireland and the Department of Health as circumstances may change at short notice.

AGM 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 24 September 2021, together with the Directors' report and the auditor's report. A full copy of the 2021 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 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. The following Directors, being eligible, are offering themselves for re-appointment: Gary Kennedy, Patrick Coveney, Emma Hynes, John Amaechi, Sly Bailey, Paul Drechsler, Gordon Hardie, Linda Hickey, Anne O'Leary, 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 60 and 61 of the 2021 Annual Report and Financial Statements, with details also available on our website. The Board undertakes an 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 in the short term and to its long term sustainable success.

During 2021, the Company further strengthened its Board through the appointment of three Non-Executive Directors. On 1 February 2021, John Amaechi, Linda Hickey, and Anne O'Leary joined the Board as Non-Executive Directors, having been elected at the 2021 AGM.

On 25 November 2021, Patrick Coveney informed the Board that he was stepping down from his role as Chief Executive Officer ('CEO'). Patrick has been an outstanding leader at Greencore since he joined the business in 2005, initially as Chief Financial Officer and then as CEO since 2008. He has contributed enormously to the strategic transformation of the Group over the period, building an excellent executive and senior leadership team around him to deliver the growth and leadership positions that we enjoy today. In line with the Board's existing contingency plan, I will take a more active role in the business and will assume the role of Executive Chair from 31 March 2022. Our Chief Commercial Officer, Kevin Moore assumed the role of Deputy Chief Executive with effect from 25 November 2021. In the intervening period, Patrick will continue as Executive Director and lead the executive team as CEO.

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

Resolution 3 is to receive and consider the Annual Report on Remuneration for the year ended 24 September 2021 which is set out on pages 94 to 105 of the 2021 Annual Report and Financial Statements. This is an advisory, non-binding resolution.

Shareholder confirmation is being sought in Resolution 4 for Deloitte Ireland LLP's continuation as auditor up to the financial year ending 30 September 2022. 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 30 September 2022. 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 2022 financial year ending 30 September 2022.

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 £1,737,612.71 representing approximately 33% of the issued share capital of the Company as at 15 December 2021 (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 2023 or 27 April 2023, 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 2023 or 27 April 2023, 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 £263,274.65, being equal to approximately 5% of the nominal value of the Company's issued share capital (excluding treasury shares) as at 15 December 2021, being the last practicable date prior to the date of the Notice of AGM.

At the AGM of the Company held in January 2021, 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 2021 (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 2023 or 27 April 2023. 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 2023 or 27 April 2023.

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.

Urgent action required- Appointment of Proxy

The migration of the Company's Ordinary Shares from CREST to the EB System on 15 March 2021 has affected the process for appointing a proxy and/or voting on the resolutions to be proposed at the AGM. The process to be followed will depend on the manner in which a shareholder holds their Ordinary Shares. In particular, persons who hold their interests in Ordinary Shares as Belgian law rights through the EB System or as CDIs through CREST should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes for the AGM through the respective systems. Detailed instructions on voting and/or appointing a proxy are set out on pages 11 to 13 and 15 to 17 of the Notice of AGM.

GARY KENNEDY
Chair

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the thirty-first Annual General Meeting (the 'AGM') of Greencore Group public limited company (the 'Company') will be held at 10.30 a.m. (Irish time) on Thursday, 27 January 2022 at Arthur Cox, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland.

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 24 September 2021, together with the reports of the Directors and the auditor thereon (**Resolution 1**).
2. 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:
 - (a) Gary Kennedy (**Resolution 2(a)**);
 - (b) Patrick Coveney (**Resolution 2(b)**);
 - (c) Emma Hynes (**Resolution 2(c)**);
 - (d) John Amaechi (**Resolution 2(d)**);
 - (e) Sly Bailey (**Resolution 2(e)**);
 - (f) Paul Drechsler (**Resolution 2(f)**);
 - (g) Gordon Hardie (**Resolution 2(g)**);
 - (h) Linda Hickey (**Resolution 2(h)**);
 - (i) Anne O'Leary (**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 24 September 2021 (**Resolution 3**).
4. To consider the continuation in office of Deloitte Ireland LLP as auditor of the Company for the financial year ending 30 September 2022 (**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 £1,737,612.71, 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 2021 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 2023 or 27 April 2023, 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 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 £263,274.65, being approximately 5% of the aggregate nominal value of issued Ordinary Share capital of the Company as at 15 December 2021 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 2023 or 27 April 2023, 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 £526,549.31, being approximately 10% of the aggregate nominal value of the issued Ordinary Share capital of the Company as at 15 December 2021;
- (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 2023 or 27 April 2023, 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 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 2023 or 27 April 2023, 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 Greencore Group plc

NATASHA MERCER
Interim Group Company Secretary

No. 2 Northwood Avenue
Northwood Business Park
Santry
Dublin 9
D09 X5N9
Ireland
20 December 2021

NOTES

1. IMPORTANT NOTICE TO SHAREHOLDERS REGARDING COVID-19

We are closely monitoring the situation and the measures advised by the Government of Ireland in relation to the ongoing COVID-19 pandemic and will endeavour to take all recommend actions into account in the conduct of the AGM. There will be limited ability to facilitate attendance in person, the AGM will be as brief as possible, observing social distancing measures, the venue will be vacated promptly after the AGM and refreshments will not be provided. Shareholders are encouraged to submit their proxy voting instructions in advance of the AGM to ensure that they can vote and be represented at the AGM without the need to attend in person.

In the event that it is not possible to hold the AGM either in compliance with public health guidelines or applicable law or where it is otherwise considered that proceeding with the AGM as planned poses an unacceptable risk to health and safety, the AGM may be held with the minimum necessary quorum in attendance in accordance with the Articles of Association, or 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.

2. ENTITLEMENT TO ATTEND AND VOTE

Pursuant to Section 1087G of the Companies Act 2014, only those shareholders who are holders of fully paid shares of the Company and are registered in the Register of Members of the Company as at close of business (which shall be deemed to be 6.00 p.m. (Irish time) on Sunday, 23 January 2022 (the 'Record Date') (or in the case of an adjournment as at the close of business on the day which is four days before the date of the adjourned meeting) shall be entitled to attend and vote at the AGM 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 AGM.

3. SHAREHOLDER PARTICIPATION

In addition to attendance in person by holders of certificated shares and duly appointed proxies, shareholders can participate in the meeting as follows:

Listen

Shareholders can listen live to the AGM by:

- telephone, which a shareholder can access by dialling one of the following numbers at the time of the AGM:
 - Ireland: +353 (0) 153 695 84 or 1800 94 8271
 - United Kingdom: +44 (0) 20 3936 2999 or 0800 640 6441
 - All other locations: +44 (0) 20 3936 2999
 - **Participant access code: 051638**
- audio webcast on the Virtual Meeting Platform. If a shareholder wishes to access the AGM using this method, they should please go to www.meetnow.global/GCGB22 on the day of the AGM. Once they have accessed www.meetnow.global/GCGB22 from their web browser, they will be able to join the meeting once it is open by selecting 'Join Meeting Now'. They will then be prompted to enter their unique Shareholder Reference Number ('SRN') and PIN. These can be found printed on the Form of Proxy. Access to the AGM via the audio webcast on the Virtual Meeting Platform will be available from 9.30 a.m. (Irish time) on Thursday, 27 January 2022.

The Virtual Meeting Platform can be accessed online on a shareholder's device operating a compatible browser using the latest version of Chrome, Firefox, Edge or Safari (whether by smart phone, tablet or computer). Please note that Internet Explorer is not supported. It is highly recommended that shareholders check their system capabilities in advance of the meeting day.

To access the audio webcast on the Virtual Meeting Platform, shareholders or their duly appointed proxies, are advised to have their SRN and PIN as set out on their Form of Proxy available and to check our website (www.greencore.com) for any updates.

Persons appointed as a proxy or corporate representative for a shareholder, including EB Participants or CDI Holders (as defined below) who have appointed themselves as proxy as set out in Notes 7 and 8 below, should contact the Company's Registrar, Computershare, before 9.30 a.m. (Irish time) on Wednesday, 26 January 2022 by emailing clientservices@computershare.ie for unique log-in credentials in order to access the AGM. If documentation supporting the appointment of the corporate representative is supplied later than the deadline stated, issuance of unique credentials to access the meeting will be issued on a best endeavours basis.

Ask questions

- Shareholders may ask questions related to items on the AGM agenda and 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:
 - an answer has already been given on the Company's website in the form of a 'Q&A';
 - it would interfere unduly with preparation for the AGM or the confidentiality and business interests of the Company; or
 - it appears to the Chair that it is undesirable in the interests of good order of the AGM that the question be answered.
- Shareholders can submit questions in writing in advance of the AGM either by email to investor.relations@greencore.com or by post to the Interim Group Company Secretary, Greencore Group plc, No. 2 Northwood Avenue, Northwood Business Park, Santry, Dublin 9, D09 X5N9, Ireland.
- Shareholders may ask questions online during the AGM via the Q&A function on the Virtual Meeting Platform by typing and submitting their question in writing by selecting the Q&A icon from within the navigation bar and selecting a topic from the choices available, then typing their question, and once finished, pressing the 'send' icon to the right of the message box to submit their question. The Q&A function on the Virtual Meeting Platform will be accessible from 9.30 a.m. (Irish time) on Thursday, 27 January 2022.

Vote

- Depending on the manner by which a shareholder holds their shares, they can vote by attending the AGM in person or by appointing a proxy by the relevant deadline in advance of the AGM. It will not be possible to vote by telephone or on the Virtual Meeting Platform. Please refer to 'How to Exercise Voting Rights' and the voting instructions in Notes 5 to 8 below.

4. 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. A shareholder may appoint more than one proxy to attend on the same occasion in respect of separate share(s) held by him or her. A shareholder acting as an intermediary on behalf of one or more clients may grant a proxy to each of its client or their nominees and such intermediary may cast votes attaching to some of the shares differently from other shares held by it. If a shareholder wishes to appoint more than one proxy, please contact the Company's Registrar, Computershare Investor Services (Ireland) Limited at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland or telephone +353 (0)1 431 9832. Whilst it is preferable that shareholders appoint the Chair of the AGM as proxy, shareholders may appoint any individual as their proxy. Holders of CREST Depository Interests ('CDIs') ('CDI Holders') and/or investors who hold their interests in Ordinary Shares through a participant account in the securities settlement system operated by Euroclear Bank SA/NV ('Euroclear Bank') (the 'EB System') ('EB Participants') wishing to attend, speak, ask questions and vote at the AGM must arrange to have themselves appointed as their own proxy as explained in Notes 7 and 8 below.

5. HOW TO EXERCISE VOTING RIGHTS

Following the migration of the Company's Ordinary Shares from the CREST to the EB System on 15 March 2021, shareholders have several ways to exercise their right to vote, depending on the manner by which they hold their Ordinary Shares as follows:

- If they are a certificated shareholder, they can vote by attending the AGM in person, subject to compliance with applicable public health guidelines relating to the ongoing COVID-19

pandemic, or by appointing a proxy, either electronically or by returning a completed Form of Proxy in respect of the Chair of the AGM or another person to vote on their behalf;

- If they are CDI Holders, they can vote by:
 - sending electronic voting instructions to Euroclear Bank via Broadridge Financial Solutions Limited ('Broadridge'), a third-party service provider; or
 - appointing a proxy via the Broadridge Global Proxy Voting service to attend and vote at the meeting.
- If they are EB Participants, they can vote by:
 - sending electronic voting instructions via SWIFT to Euroclear Bank or to EasyWay Corporate Actions; or
 - sending a proxy voting instruction to Euroclear Bank to appoint a third party (other than Euroclear Nominees Limited (i.e. the nominee of Euroclear Bank) ('Euroclear Nominees') or the Chair of the AGM) to attend and vote in person.

Persons who hold their interests in the Ordinary Shares of the Company as Belgian law rights through the EB System or as CDIs should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxies and voting instructions for the AGM through the respective systems.

For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, shareholders should please contact their custodian.

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.

6. PROXY VOTING BY CERTIFICATED HOLDERS

Shareholders who are registered members and hold Ordinary Shares in certificated (i.e. paper) form and who wish to appoint a proxy should complete the Form of Proxy in accordance with the instructions printed thereon. 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 Company's Registrar, 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, shareholders may appoint a proxy electronically, by visiting the website of the Company's Registrar at www.eproxyappointment.com. They will need their control number, SRN and PIN number, which can be found on their Form of Proxy.

7. PROXY VOTING BY CDI HOLDERS¹

In respect of CDI Holders, Euroclear UK & Ireland Limited ('EUI'), the operator of CREST has arranged for voting instructions relating to CDIs held in CREST to be received via Broadridge. Further details on this service are set out on the "All you need to know about SRD II in Euroclear UK & Ireland" webpage of the Euroclear Bank website (www.euroclear.com) which is accessible to CREST participants (see section CREST International Service – Proxy voting).

CDI Holders will be required to use the EUI proxy voting service facilitated by the Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions, as required. To facilitate client set up, CDI Holders who wish to participate in the proxy voting service, will need to complete a Meetings and Voting Client Set-up Form (CRT408), a copy of which is available on the Euroclear Bank website www.euroclear.com which is accessible to CREST participants. Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: eui.srd2@euroclear.com.

Fully completed and returned application forms will be shared with Broadridge by EUI. This will enable Broadridge to contact a shareholder and share further detailed information on the service offering and initiate the process for granting their access to the Broadridge platform.

¹ Please note that all expected times and dates referenced in this note are indicative only. CDI Holders should please consult with their stockbroker or other intermediary to confirm voting instruction deadlines.

Once CDI Holders have access to the Broadridge platform, they can complete and submit proxy appointments (including voting instructions) electronically. Broadridge will process and deliver proxy voting instructions received from CDI Holders by the Broadridge voting deadline date to Euroclear Bank by its cut-off and to agreed market requirements. Alternatively, a CDI Holder can send a third-party proxy voting instruction through the Broadridge platform in order to appoint a third party (who may be a corporate representative or the CDI Holder themselves) to attend and vote at the meeting the number of Ordinary Shares specified in the proxy instruction (subject to the Broadridge voting deadline). There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third-party proxy appointment instructions through Broadridge. Broadridge's voting deadline is expected to be two business days prior to Euroclear Bank's voting instruction deadline as set out below i.e. expected to be on Friday, 21 January 2022. As stated above, CDI Holders should please consult with their stockbroker to confirm any relative Broadridge deadlines.

Notwithstanding that the Broadridge voting deadline is expected to occur on Friday, 21 January 2022, as the CDI voting deadline is expected to be before the Record Date, CDI holders that want to appoint and instruct the Chair of the AGM as their proxy and vote on their behalf at the AGM may need to make additional arrangements to send a TTE (transfer to-escrow) instruction to an EUI escrow account. If required, it is envisaged that the securities will be released from escrow, as soon as practicably possible, on the business day following the Record Date for the AGM, unless otherwise specified by Broadridge. TTE instructions are read in conjunction with the voting instructions formally lodged and on their own do not constitute voting instructions.

CDI Holders should pay close attention to any notices specifically relating to this AGM and are strongly encouraged to familiarise themselves with Broadridge's new arrangements, including the new voting deadlines and procedures and to take any further actions required by Broadridge before they can avail of the Broadridge voting service as soon as possible.

CDI holders are additionally advised that any purchases which are expected to settle after the Broadridge voting deadline and before the Record Date will be settled on the basis that the purchaser may be unable to exercise any underlying voting or attendance rights.

Broadridge will use best endeavours to accept late votes, changes and cancellations from a CDI Holder after the voting deadline but there is no guarantee that these will be processed within the requisite timeframes.

8. PROXY VOTING BY EB PARTICIPANTS²

EB Participants can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank in February 2021 and entitled "Euroclear Bank as issuer CSD for Irish corporate securities" and available on the Euroclear Bank website (www.euroclear.com).

EB Participants can either send:

- electronic voting instructions to instruct Euroclear Nominees to either itself, or by appointing the Chair of the AGM as a proxy:
 - vote in favour of all or a specific resolution(s);
 - vote against all or a specific resolution(s);
 - abstain in respect of all or a specific resolution(s);
 - give a discretionary vote to the Chair of the AGM for all or a specific resolution(s); or
- a proxy voting instruction to appoint a third party (other than Euroclear Nominees or the Chair of the AGM), who may be a corporate representative or the EB Participant themselves, to attend the meeting and vote the number of Ordinary Shares specified in the proxy voting instruction by providing Euroclear Bank with the proxy details as requested in its notification (e.g. proxy first name, proxy last name, proxy address). There is no facility to offer a letter of representation or to appoint a corporate representative other than through submission of third party proxy appointment instructions.

² Please note that all expected times and dates referenced in this note are indicative only. EB Participants should please consult with their stockbroker or other intermediary to confirm voting instruction deadlines.

Euroclear Bank's voting instruction deadline is expected to be 9.30 a.m. (Irish time) on Tuesday, 25 January 2022. Voting instructions cannot be changed or cancelled after Euroclear Bank's voting deadline.

9. HOW TO REQUEST/INSPECT DOCUMENTATION RELATING TO THE AGM

A copy of this Notice of AGM, the 2021 Annual Report and Financial Statements, details of the total number of shares and voting rights at the date of giving this Notice of AGM and copies of any other documentation relating to the 2022 AGM, including a Form of Proxy, are available on the Company's website (www.greencore.com).

Alternatively, should a shareholder wish to be sent copies of documents relating to the AGM, they may request this by telephoning the Company's Registrar on +353 (0) 1 431 9832 or by writing to the Interim 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.

10. EXPLANATORY NOTES TO THE RESOLUTIONS

- 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 60 and 61 of the 2021 Annual Report and Financial Statements.
- Resolutions 3 and 4 are advisory and are non-binding on the Company.
- As at 15 December 2021 (the latest practicable date before the publication of this Notice), the Company's issued share capital consists of 526,549,306 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 2021 is 526,549,306.

VOTING AND PROXY APPOINTMENT INSTRUCTIONS

Following the migration of the Company's Ordinary Shares from the CREST to the EB System on 15 March 2021, shareholders have several ways to exercise their right to vote, depending on the manner by which they hold their Ordinary Shares as follows:

Overview

Depending on the manner in which shareholders hold their interests in the Company, they can exercise their right to vote and/or appoint a proxy at the AGM in the following ways:

- If they are a certificated shareholder, they can vote by attending the AGM in person, subject to compliance with applicable public health guidelines relating to the ongoing COVID-19 pandemic, or by appointing a proxy, either electronically or by returning a completed Form of Proxy in respect of the Chair of the AGM or another person to vote on their behalf;
- If they are CDI Holders, they can vote by:
 - (a) sending electronic voting instructions to Euroclear Bank via Broadridge Financial Solutions Limited ('Broadridge'), a third-party service provider; or
 - (b) appointing a proxy via the Broadridge Global Proxy Voting service to attend and vote at the meeting.
- If they are EB Participants, they can vote by:
 - (a) sending electronic voting instructions via SWIFT to Euroclear Bank or to EasyWay Corporate Actions; or
 - (b) sending a proxy voting instruction to Euroclear Bank to appoint a third party (other than Euroclear Nominees Limited (i.e. the nominee of Euroclear Bank) ('Euroclear Nominees') or the Chair of the AGM) to attend and vote in person.

Persons who hold their interests in the Ordinary Shares of the Company as Belgian law rights through the EB System or as CDIs should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxies and voting instructions for the AGM through the respective systems.

For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, shareholders should please contact their custodian.

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.

Voting/appointment of proxy methods for each type of shareholder

1. **Holders of Ordinary Shares in certificated (i.e. paper) form**
 - a. **In person**

Every shareholder, who is a holder of fully paid shares of the Company and is registered on the Company's Register of Members at close of business (which shall be deemed to be 6.00 p.m. (Irish time)) on Sunday, 23 January 2022 (being the Record Date specified by the Company for eligibility for voting) (or if the AGM is adjourned, at close of business on the day four days prior to the adjourned AGM shall be entitled to participate and vote at the AGM), will have a right to vote at the AGM in person.
 - b. **Appoint a Proxy:**
 - i. **Form of Proxy**

Shareholders who are registered members and hold Ordinary Shares in certificated (i.e. paper) form and who wish to appoint a proxy should complete the Form of Proxy in accordance with the instructions printed thereon. 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 Company's Registrar, 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.

ii. **Electronically**

Alternatively, shareholders may appoint a proxy electronically, by visiting the website of the Company's Registrar at www.eproxyappointment.com. Shareholders will need their control number, SRN and PIN number, which can be found on their Form of Proxy.

2. **Holders of Ordinary Shares as CDIs in CREST ('CDI Holders')³**

In respect of CDI Holders, Euroclear UK & Ireland Limited ('EUI'), the operator of CREST, has arranged for voting instructions relating to CDIs held in CREST to be received via Broadridge. Further details on this service are set out on the "All you need to know about SRD II in Euroclear UK & Ireland" webpage of the Euroclear Bank website (www.euroclear.com) which is accessible to CREST participants (see section CREST International Service – Proxy voting).

CDI Holders will be required to use the EUI proxy voting service facilitated by the Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions, as required. To facilitate client set up, CDI Holders who wish to participate in the proxy voting service, will need to complete a Meetings and Voting Client Set-up Form (CRT408), a copy of which is available on the Euroclear Bank website (www.euroclear.com) which is accessible to CREST participants. Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: eui.srd2@euroclear.com.

Fully completed and returned application forms will be shared with Broadridge by EUI. This will enable Broadridge to contact CDI Holders and share further detailed information on the service offering and initiate the process for granting their access to the Broadridge platform.

Once CDI Holders have access to the Broadridge platform, they can complete and submit proxy appointments (including voting instructions) electronically. Broadridge will process and deliver proxy voting instructions received from CDI Holders by the Broadridge voting deadline date to Euroclear Bank, by its cut-off and to agreed market requirements. Alternatively, a CDI Holder can send a third-party proxy voting instruction through the Broadridge platform in order to appoint a third party (who may be a corporate representative or the CDI Holder themselves) to attend and vote at the meeting the number of Ordinary Shares specified in the proxy instruction (subject to the Broadridge voting deadline). There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third-party proxy appointment instructions through Broadridge.

Broadridge's voting deadline is expected to be two business days prior to Euroclear Bank's voting instruction deadline as set out below i.e. expected to be on Friday, 21 January 2022. As stated above, CDI Holders should please consult with their stockbroker to confirm any relative Broadridge deadlines.

Notwithstanding that the Broadridge voting deadline is expected to occur on Friday, 21 January 2022, as the CDI voting deadline is expected to be before the Record Date, CDI holders that want to appoint and instruct the Chair of the AGM as their proxy and vote on their behalf at the AGM may need to make additional arrangements to send a TTE (transfer to-escrow) instruction to an EUI escrow account. If required, it is envisaged that the securities will be released from escrow, as soon as practicably possible, on the business day following the Record Date for the AGM, unless otherwise specified by Broadridge. TTE instructions are read in conjunction with the voting instructions formally lodged and on their own do not constitute voting instructions.

CDI Holders should pay close attention to any notices specifically relating to this AGM and are strongly encouraged to familiarise themselves with Broadridge's new arrangements, including the new voting deadlines and procedures and to take any further actions required by Broadridge before they can avail of the Broadridge voting service as soon as possible.

CDI Holders are additionally advised that any purchases which are expected to settle Notwithstanding that the Broadridge voting deadline is expected to occur on Friday, 21 January 2022, as and before the Record Date will be settled on the basis that the purchaser may be unable to exercise any underlying voting or attendance rights.

³ Please note that all expected times and dates referenced in this note are indicative only. CDI Holders should please consult with their stockbroker or other intermediary to confirm voting instruction deadlines.

Broadridge will use best endeavours to accept late votes, changes and cancellations from a CDI Holder after the voting deadline but there is no guarantee that these will be processed within the requisite timeframes.

3. Holders of Ordinary Shares through the EB System⁴

EB Participants can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank in February 2021 and entitled "Euroclear Bank as issuer CSD for Irish corporate securities" and available on the Euroclear Bank website (www.euroclear.com).

EB Participants can either send:

- a. electronic voting instructions to instruct Euroclear Nominees to either itself, or by appointing the Chair of the AGM as a proxy:
 - i. vote in favour of all or a specific resolution(s);
 - ii. vote against all or a specific resolution(s);
 - iii. abstain in respect of all or a specific resolution(s);
 - iv. give a discretionary vote to the Chair of the AGM for all or a specific resolution(s); or
- b. a proxy voting instruction to appoint a third party (other than Euroclear Nominees or the Chair of the AGM), who may be a corporate representative or the EB Participant themselves, to attend the meeting and vote the number of Ordinary Shares specified in the proxy voting instruction by providing Euroclear Bank with the proxy details as requested in its notification (e.g. proxy first name, proxy last name, proxy address). There is no facility to offer a letter of representation or to appoint a corporate representative other than through submission of third party proxy appointment instructions.

Euroclear Bank's voting instruction deadline is expected to be 9.30 a.m. (Irish time) on Tuesday, 25 January 2022. Voting instructions cannot be changed or cancelled after Euroclear Bank's voting deadline.

Deadlines for receipt by the Company of proxy voting instructions

All proxy voting instructions (whether submitted directly by way of a completed Form of Proxy, or electronically at www.eproxyappointment.com, in the case of holders of Ordinary Shares in certificated (i.e. paper) form, or through the EB System (in the case of EB Participants) or CREST (in the case of CDI Holders)), must be received by the Company's Registrar no later than 10.30 a.m. (Irish time) on Tuesday, 25 January 2022 (or, in the case of any adjournment, no later than 48 hours before the time fixed for holding the adjourned AGM). Persons holding interests in Ordinary Shares through the EB System or CREST (as CDI Holders) will also need to comply with any additional voting deadlines imposed by the respective service offerings. All persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity.

⁴ Please note that all expected times and dates referenced in this note are indicative only. EB Participants should please consult with their stockbroker or other intermediary to confirm voting instruction deadlines.

EXPECTED TIMETABLE OF EVENTS

Latest date for return of voting instructions by CDI Holders:

Expected to be on Friday, 21 January 2022*

Record date for AGM:

(The 'Record Date' as described on page 10: close of business (deemed to be 6.00 p.m. (Irish time)) on Sunday, 23 January 2022

Latest time and date for return of voting instructions by EB Participants:

Expected to be 9.30 a.m. (Irish time) on Tuesday, 25 January 2022*

Latest time for return of voting instructions by holders of certificated shares by post or via www.eproxyappointment.com:

10.30 a.m. (Irish time) on Tuesday, 25 January 2022

Latest time to obtain unique credentials to access the AGM via telephone and audio webcast/Q&A on the Virtual Meeting Platform:

9:30 a.m. (Irish time) on Wednesday, 26 January 2022

Access to AGM via Virtual Meeting Platform opens for log in:

9:30 a.m. (Irish time) on Thursday, 27 January 2022

AGM:

10.30 a.m. (Irish time) on Thursday, 27 January 2022 at Arthur Cox, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland

Endnotes

*Please note that all expected times and dates referenced in this timetable are indicative only. CDI Holders and EB Participants should please consult with their stockbroker or other intermediary to confirm voting instruction deadlines.

