

Greencore Group plc (the 'Company') would like to inform you that the Annual General Meeting (the 'AGM') of the Company will be held at Arthur Cox, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland on Thursday, 27 January 2022 at 10.30 a.m. (Irish time).

This card is for the purposes of registration and accreditation when attending the AGM. Every registered shareholder has the right to attend, speak, ask questions and vote at the AGM in-person. However, due to restrictions in connection with Coronavirus ('COVID-19'), shareholders are encouraged not to attend the AGM in person and instead, to appoint the Chair of the AGM (or their substitute(s)) as proxy using the Form of Proxy included below.

Shareholder Reference Number ('SRN'):

Form of Proxy - Annual General Meeting (the 'AGM') to be held on Thursday, 27 January 2022



Cast your Proxy online...It's fast, easy and secure!

www.eproxyappointment.com

You will be asked to enter the Control Number, SRN and PIN shown opposite and agree to certain terms and conditions.

Control Number: 917544

SRN:

PIN:



Resolutions to be voted on at the AGM are set out overleaf and in the Notice of AGM of the Company dated 20 December 2021.

To view the 2021 Annual Report and Financial Statements and the Notice of AGM, log on to www.greencore.com.

To submit a question in advance of the AGM, send an email to investor.relations@greencore.com or write to the Interim Group Company Secretary at the registered office of the Company.

To be effective, all votes must be lodged by 10.30 a.m. (Irish time) on Tuesday, 25 January 2022 either (1) via the website www.eproxyappointment.com; (2) at the office of the Company's Registrar at Computershare Investor Services (Ireland) Limited, P.O. Box 13030, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland; or (3) at the registered office of the Company.

Explanatory Notes:

- Any shareholder entitled to attend, speak and vote at the AGM is entitled to appoint one or more proxies (who need not be a member of the Company) to attend, speak and vote in his/her place. If you wish to appoint a person other than the Chair of the AGM, please insert the name and address of your chosen proxy holder in the space provided (see reverse). A shareholder may appoint more than one proxy to attend and vote at the meeting provided each proxy is appointed to exercise rights attached to different shares held by him or her. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a member, the full voting entitlement for that designated account). Where a poll is taken at the AGM, a member, present in person or proxy, holding more than one share is not required to cast all their votes in the same way. In light of restrictions and public health guidance in connection with COVID-19, shareholders are requested not to attend the AGM in person and instead to appoint the Chair of the AGM (or their substitute(s)) as their proxy. Persons appointed as a proxy or corporate representative for a shareholder, including EB Participants or CDI Holders (as defined in the Notice of AGM) who have appointed themselves as proxy as set out in Notes 7 and 8 of the Notice of AGM, 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 to access the AGM.
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Company's Registrar's helpline on +353 (0) 1 431 9832 or you may photocopy the **reverse only** of this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- To be effective, the completed 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 with the Company's Registrar before the deadline set out above. A shareholder wishing to appoint a proxy by electronic means may do so on the Company's Registrar's website www.eproxyappointment.com. Details of the requirements are set out in the box above. A shareholder who wishes to appoint more than one proxy by electronic means must contact the Company's Registrar by sending an email to clientservices@computershare.ie.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Section 1087G of the Companies Act 2014 (as amended), entitlement to attend and vote at the AGM and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company as at the close of business (deemed to be 6.00 p.m. (Irish time)) on Sunday, 23 January 2022 (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). Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the AGM.
- All proxy voting instructions whether submitted directly by way of a completed Form of Proxy in the case of holders of Ordinary Shares in certificated (i.e. paper) form or through the Euroclear System (in the case of participants in Euroclear Bank) or CREST (in the case of holders of CREST Depository Interests) must be received by the Company's Registrar by no later than 10.30 a.m. (Irish time) on Tuesday, 25 January 2022 (or, in the case of an adjournment, no later than 48 hours before the time fixed for holding the adjourned meeting). 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.
- The above is how your address appears on the Register of Members. If this information is incorrect, please phone the Company's Registrar's helpline on +353 (0) 1 431 9832 to request a change of address form or go to www.investorcentre.com/ie to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The appointment of a proxy will not preclude a registered member from attending the meeting and voting in person.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and the Company's Registrar, Computershare Investor Services (Ireland) Limited accept no liability for any instruction that does not comply with these conditions.

All Holders

Poll Card

To be completed at the AGM only if a Poll is called.

Resolutions	For	Against	Abstain
1. Following a review of the Company's affairs, to receive and consider the financial statements and reports.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-appoint the following Directors:			
2.(a) Gary Kennedy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.(b) Patrick Coveney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.(c) Emma Hynes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.(d) John Amaechi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.(e) Sly Bailey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.(f) Paul Drechsler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.(g) Gordon Hardie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.(h) Linda Hickey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.(i) Anne O'Leary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Abstain
2.(j) Helen Rose	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.(k) Helen Weir	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To receive and consider the Annual Report on Remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To consider the continuation of Deloitte Ireland LLP as auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To authorise the Directors to fix the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorise the Directors to issue shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To disapply statutory pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To authorise the Company to make market purchases of the Company's shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To authorise the re-allotment of treasury shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Form of Proxy

Whilst shareholders are permitted to attend the AGM, they are encouraged not to attend in person due to the risks associated with the COVID-19 pandemic and instead to appoint the Chair of the AGM (or their substitute(s)) as proxy.

Please use a black pen. Mark with an X inside the box as shown in this example. You can also instruct your proxy not to vote on a resolution by inserting an "X" in the abstain box.

I/We, being a shareholder/shareholders of Greencore Group plc hereby appoint the Chair of the AGM, with full power of substitution, OR the following person

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as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement on my/our behalf on any matter at the AGM of Greencore Group plc to be held at 10.30 a.m. (Irish time) on Thursday, 27 January 2022 at Arthur Cox, Ten Earsfort Terrace, Dublin 2, D02 T380, Ireland, and at any adjournment of that meeting.

* Please leave this box blank if you have selected the Chair. Do not insert your own name(s). Please include an address if you have selected a person other than the Chair.

** Please leave this box blank if you are appointing a proxy in respect of your full voting entitlement. If you are appointing the proxy in relation to less than your full voting entitlement, please insert the number of shares in relation to which they are authorised to act.

*** For the appointment of more than one proxy, please refer to Explanatory Notes 2 and 3 (see front).

I/We would like my/our proxy to vote on the resolutions proposed at the AGM as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Resolutions	For	Against	Abstain
1. Following a review of the Company's affairs, to receive and consider the financial statements and reports.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-appoint the following Directors:			
2.(a) Gary Kennedy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.(b) Patrick Coveney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.(c) Emma Hynes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.(d) John Amaechi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.(e) Sly Bailey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.(f) Paul Drechsler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.(g) Gordon Hardie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.(h) Linda Hickey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.(i) Anne O'Leary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Abstain
2.(j) Helen Rose	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.(k) Helen Weir	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To receive and consider the Annual Report on Remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To consider the continuation of Deloitte Ireland LLP as auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To authorise the Directors to fix the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorise the Directors to issue shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To disapply statutory pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To authorise the Company to make market purchases of the Company's shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To authorise the re-allotment of treasury shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

