



Preliminary Results for the year ended 30 September 2016
And proposed acquisition of Peacock Foods

Disclaimer (1)



THIS DOCUMENT IS STRICTLY CONFIDENTIAL AND IS BEING PROVIDED TO YOU SOLELY FOR YOUR INFORMATION AND FOR USE AT A PRESENTATION TO BE HELD IN CONNECTION WITH THE PROPOSED ACQUISITION] BY GREENCORE GROUP PLC (THE "COMPANY") OF [PEACOCK FOODS] ("PEACOCK") (THE "ACQUISITION"), THE PROPOSED RIGHTS ISSUE OF NEW ORDINARY SHARES (THE "SHARES") IN THE COMPANY TO FUND THE ACQUISITION AND THE PROPOSED ADMISSION OF THE SHARES AND NIL PAID RIGHTS AND FULLY PAID RIGHTS (TOGETHER, THE "SECURITIES") TO THE OFFICIAL LIST OF THE LONDON STOCK EXCHANGE AND TO TRADING ON THE MAIN MARKET FOR LISTED SECURITIES OF THE LONDON STOCK EXCHANGE (THE "TRANSACTION"). THIS DOCUMENT MAY NOT BE REPRODUCED IN ANY FORM OR FURTHER DISTRIBUTED TO ANY OTHER PERSON OR PUBLISHED, IN WHOLE OR IN PART, FOR ANY PURPOSE. FAILURE TO COMPLY WITH THIS RESTRICTION MAY CONSTITUTE A VIOLATION OF APPLICABLE SECURITIES LAWS.

This presentation does not constitute or form part of, and should not be construed as, an offer, solicitation or invitation to purchase, subscribe for, or otherwise acquire, any securities of the Company, nor shall it or any part of it nor fact of its distribution form the basis of or be relied on in connection with any contract or commitment whatsoever. This presentation is an advertisement and not a prospectus. The merit and suitability of an investment in the Company should be independently evaluated and any person considering such an investment in the Company is advised to obtain independent advice as to the legal, tax, accounting, financial, credit and other related advice prior to making an investment. Investors should not subscribe for or purchase any Securities except on the basis of information in the prospectus to be published by the Company in due course in connection with the Transaction pursuant to European Parliament and Council Directive 2003/71/EC of 4 November 2003 (as amended) (the "Prospectus Directive"), which prospectus will be approved by the Financial Conduct Authority in the UK and passported into Ireland (the "Prospectus"). Copies of the Prospectus will, following publication, be available in electronic form on the Company's corporate website. The Prospectus may contain information different from the information contained in this presentation. This presentation is subject to amendment and speaks as of its date. Neither the delivery of this presentation nor any further discussions with the Company with any of the recipients shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since such date.

This presentation has been prepared by, and is the sole responsibility of, the Company. The information contained in this presentation has not been independently verified and neither the Company nor any other party is under any duty to update or inform you of any changes to such information. No representation or warranty, express or implied, is made as to the fairness, accuracy, reasonableness or completeness of the information contained herein by any of Greenhill & Co International LLP, HSBC Bank plc, Goodbody Stockbrokers UC, trading as Goodbody, Jefferies International Limited or Coöperatieve Rabobank U.A. (together, the "Managers"), the existing shareholders of the Company, connected persons of the Company or any of their respective parent or subsidiary undertakings, the subsidiary undertakings of any such parent undertakings and any of such person's respective directors, officers, employees, agents, affiliates or advisers and no responsibility or liability for any loss howsoever arising, directly or indirectly, from this presentation or its contents is assumed by any such persons. The Managers and their respective affiliates are acting for the Company and no one else in connection with the matters referred to in this presentation and will not regard any other person as their respective clients in relation to such matters and will not be responsible to any other person for providing the protections afforded to their respective clients, or for providing advice in relation to such matters.

No recipient of or attendee at this presentation should deal in or attempt to deal in or otherwise engage in any behaviour in relation to financial instruments (as defined in the Market Abuse Regulation ("MAR")), which would or might amount to "market abuse" for the purposes of MAR, based on the information in this presentation (and any related materials) until after the information has been made generally available. Nor should the recipient use the information in this presentation (and any related materials) in any way which would constitute market abuse. This presentation contains information which is, or may be, inside information in relation to the Company's listed securities. Accordingly, any person who receives this presentation must not deal in the Company's securities or encourage anyone else to do so and must not disclose this presentation to any other person until such time as the information ceases to be inside information. Breach of UK and Irish insider dealing rules may be a criminal offence and may constitute market abuse and this presentation is given on the basis that all recipients of this presentation understand their legal and regulatory obligations with respect to inside information.

This presentation may not be provided to any person in a member state of the European Economic Area ("EEA") which has implemented the Prospectus Directive (each, a "relevant member state") (except for the United Kingdom and Ireland), who is not a "qualified investor" (as that term is defined in Article 2(l)(e) of the Prospectus Directive). This presentation must not be acted on or relied on in any member state of the EEA by persons who are not qualified investors. In any member state of EEA, any investment or investment activity to which this presentation relates is available only to qualified investors. In addition, in the United Kingdom, this presentation is being distributed only to, and is directed only at, qualified investors (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), and/or (ii) who are high net worth entities falling within Article 49(2)(a) to (d) of the Order, and other persons to whom it may otherwise lawfully be communicated (all such persons together, "relevant persons"). Any investment activity to which this presentation relates is available only to and will be engaged in only with, relevant persons.

Disclaimer (2)



The Securities have not been and will not be registered under the US Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold in the United States absent registration under the Securities Act or an exemption from the registration requirement thereof. The Company does not intend to conduct a public offering of the Securities in the United States. Neither this presentation (including any materials distributed in connection with this presentation) nor any part or copy of it may be taken or transmitted into the United States, its territories or possessions or distributed, directly or indirectly, in the United States, its territories or possessions, save to "qualified institutional buyers" as defined in Rule 144A of the Securities Act. Neither this presentation nor any copy of it may be taken or transmitted in or to Australia, Japan or South Africa. Any failure to comply with this restriction may constitute a violation of United States, Australian, Japanese or South African securities law. The distribution of this presentation in other jurisdictions may be restricted by law and persons into whose possession this presentation comes should inform themselves about, and observe, any such restrictions. The Securities have not been and will not be registered under the applicable securities laws of Australia, Japan or South Africa and, subject to certain exceptions, may not be offered or sold within Australia, Japan or South Africa or to any national, resident or citizen of Australia, Japan or South Africa.

In Ireland, this presentation is being made only to, and is intended for distribution only to, persons (i) who are authorised and exempted under the Investment Intermediaries Act 1995 of Ireland (as amended) or the European Communities (Markets in Financial Instruments) Regulations 2007 of Ireland (as amended); or (ii) to whom it can otherwise be lawfully distributed. Other persons should not rely on or act upon this presentation or any of its contents.

This presentation and any material distributed in connection with it include forward-looking statements. All statements other than statements of historical facts included in this presentation may be forward looking statements. Without limitation, any statements preceded or followed by or that include the words "targets", "should", "continue", "plans", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "estimates", "projects" or words or terms of similar substance or the negative thereof, are forward looking statements. Forward looking statements include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, future capital-raising activities, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of the operations of the Company, Peacock or the combined Greencore and Peacock corporate groups following completion of the Acquisition (the "Combined Group") and potential synergies resulting from the Acquisition; and (iii) the effects of government regulation on the business of the Company, Peacock or the Combined Group.

By their nature, forward looking statements involve risks and uncertainties (including, without limitation, the risks and uncertainties that will be described in the Prospectus) because they relate to future events and circumstances that are difficult to predict and outside of Greencore's, and after completion of the Acquisition, the Combined Group's, ability to control. Forward-looking statements are not guarantees of future performance and the actual results of the operations of the Combined Group, and the development of the markets and the industries in which the Combined Group operates, may differ materially from those described in, or suggested by, the forward looking statements contained in this presentation. In addition, even if the Combined Group's results of operations, financial position and/or prospects, and the development of the markets and the industries in which the Combined Group operates, are consistent with the forward looking statements contained in this presentation, those results or developments may not be indicative of results or developments in future periods.

The Company does not undertake any obligation to update or revise any forward-looking statements that may arise due to any change in its or the Combined Group's expectations or to reflect events that may occur or circumstances that may arise after the date of this presentation. You should not place undue reliance on forward-looking statements which speak only as of the date of this presentation.

By attending any meeting where this presentation is made or receiving or accessing this presentation, you will be deemed to have represented and warranted to the Company that (i) you are a person to whom this presentation may lawfully be communicated and (ii) you have read, agree to and will comply with the contents of this disclaimer including, without limitation, the obligation to keep this presentation and its content confidential.

HSBC Bank plc is authorised by the Prudential Regulation Authority (the "PRA") and regulated by the PRA and the Financial Conduct Authority (the "FCA") in the United Kingdom. Greenhill & Co International LLP and Jefferies International Limited are authorised and regulated by the FCA in the United Kingdom. Goodbody is regulated by the Central Bank of Ireland, and in the United Kingdom is authorised by and subject to limited regulation by the FCA. Coöperatieve Rabobank U.A., is authorised and regulated by De Nederlandsche Bank and the Netherlands Authority for the Financial Markets, and in the United Kingdom, is authorised by the PRA and subject to limited regulation by the FCA and the PRA.



Patrick Coveney
Chief Executive Officer



Eoin Tonge
Chief Financial Officer



Gary Kennedy
Chairman



Peter Haden
Chief Development Officer

Business delivery

- Strong growth across key financial metrics
- Substantial commercial momentum
- Investments in capability and capacity on track in UK and US

Financial highlights

- Group revenue up +10.6%, +5.9% on a Like-for-Like* basis
- Operating Profit* +11.2%
- Adjusted EPS* +8.3%

Well placed to deliver further progress in FY17 and beyond

*Note: The Group uses a number of non-IFRS measures, these are set out in Appendix 1

1. Greencore's financial information in this presentation for the financial year ended 30 September 2016 is based on unaudited preliminary results

Executive summary– strategic acquisition of Peacock Foods



Proposed acquisition of Peacock Foods – a fast-growing US convenience food leader with revenue of \$993.1m and Adjusted EBITDA* of \$72.1m

Consideration of \$747.5m on a debt free cash free basis, an Adjusted EBITDA* multiple of 10.0x after acquired tax assets

Funded by a fully underwritten rights issue of £439m and new bank facilities. Pro forma net debt / Adjusted EBITDA* leverage of 2.5x**

Acquisition expected to significantly enhance earnings and targeted to exceed cost of capital from first full year after acquisition

*Note: The Group uses a number of non-IFRS measures, these are set out in Appendix 1

**2.6x applying the average US dollar to pounds sterling exchange rate for the year to 30 September 2016 to the Peacock Group's earnings

FY16 Preliminary Results

FY16 Preliminary Results – financial summary

	FY16 <i>(unaudited)</i>	Versus FY15
Revenue*	£1,481.9m	+10.6%, +5.9% LFL
Operating profit*	£102.0m	+11.2%
Operating margin*	6.9%	+10 bps
Adjusted PBT*	£85.9m	+10.1%
Adjusted earnings per share*	19.5p	+8.3%
Leverage*	2.4x	+0.4 turn
ROIC*	13.8%	-30 bps

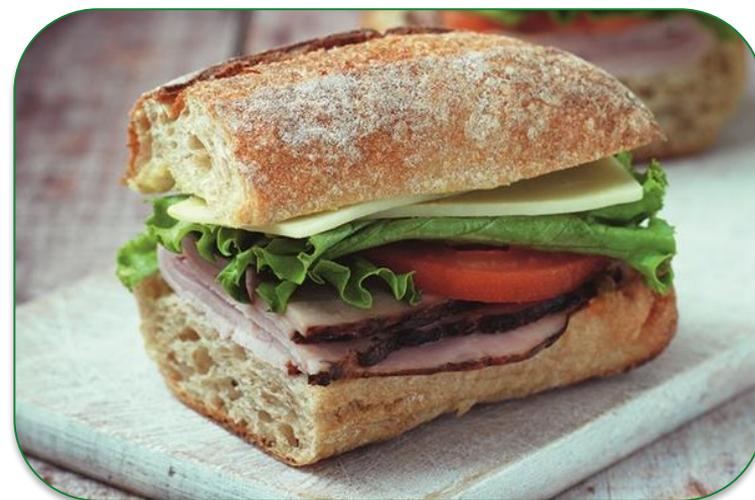
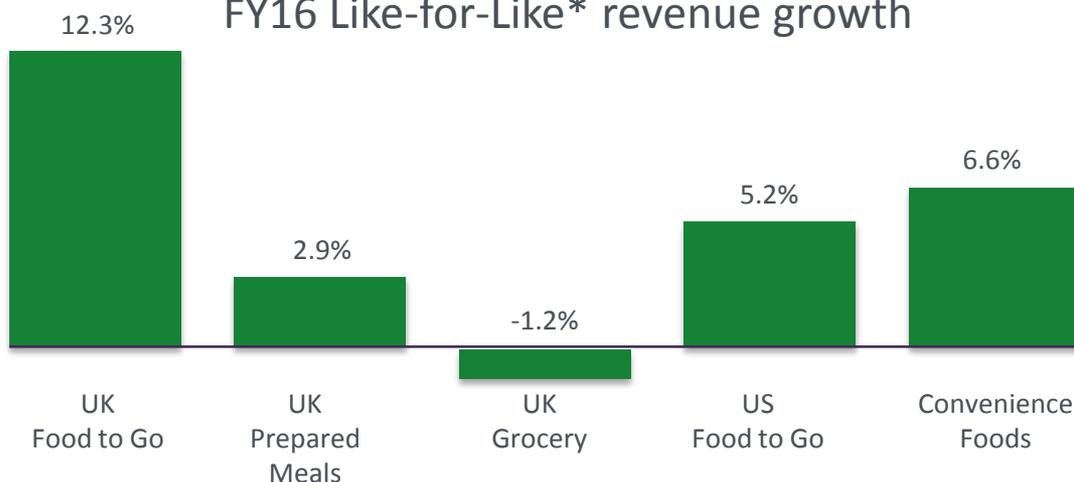
*Note: The Group uses a number of non-IFRS measures, these are set out in Appendix 1

FY16 Preliminary Results - Convenience Foods division

	FY16 £m <i>(unaudited)</i>	FY15 £m	% change
Revenue*	1,435.2	1,290.2	+11.2% +6.6% LFL
Operating Profit*	100.0	89.6	+11.6%
Operating Margin*	7.0%	6.9%	+10 bps



FY16 Like-for-Like* revenue growth



*Note: The Group uses a number of non-IFRS measures, these are set out in Appendix 1

FY16 Preliminary Results – Convenience Foods division highlights

UK Food to Go model driving strong growth

- Growth underpinned by customer & consumer trends
 - Food to go market growing at 5.6% vs. 2.3% for UK food
- Partnership model building share with customers
- Capacity, capability and reach enhanced



US network built and primed for growth

- New sites fully commissioned
- Profitable in H2

Well placed to deliver further progress in FY17 and beyond

Proposed acquisition of Peacock Foods

Our vision is to be a fast-growing, international convenience food leader



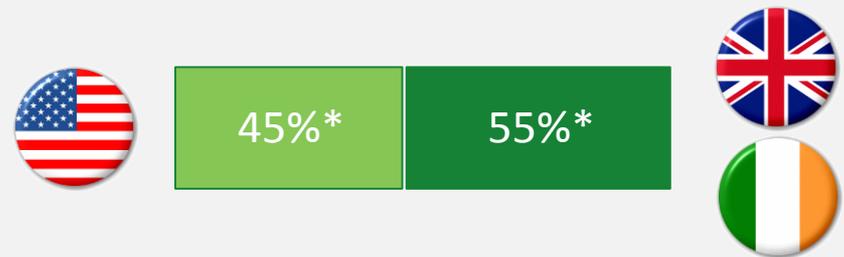
Fast-growing...

FY16 revenue growth



...international...

Pro forma FY16 sales**



...convenience food...



...leader

Pro forma FY16**
US revenue



*Peacock Foods figures translated using GBP/USD rate of 1.2577 and are based on unaudited financial statements for the last 12 months September 2016. Using an average GBP/USD exchange rate through the income statement period of 1.4172 would derive a split of 58% in UK and Ireland, and 42% in US

** Based on Peacock revenues for last 12 months September 2016 and Greencore US and non-US revenues for FY16. Other countries account for 3%

Peacock is a fast-growing convenience food leader



Products & customers

- Focused on fast-growing categories: frozen breakfast sandwiches, kids' snack meals and salad kits
- Growth supported by industry trend towards outsourcing
- Deep, long-standing relationships with CPG leaders including Tyson, Kraft Heinz and Dole (25 years in some cases)



Capabilities, culture & team

- Headquartered in Chicago with seven well-invested facilities covering four times Greencore's US manufacturing footprint
- Track record of quality and safety with expertise in automation, project engineering and packaging
- Experienced management team, committed to Greencore



Financial results

- 2016 revenue of \$993.1m and Adjusted EBITDA* of \$72.1m
- 2013-15 revenue CAGR of 31.7% and Adjusted EBITDA* CAGR of 30.7%, accelerated by the acquisition of L&L Foods in 2015

Peacockfoods
we engineer trust

Investment rationale – platform for sustained profitable growth and returns in US

1 Operating scale in the US

Step change in revenues, key categories and manufacturing scale

2 Leading market positions

Increase in exposure to leading brands in fast-growing categories

3 New channels and new customers

Relationships with new customers in complementary channels

4 Enhanced manufacturing footprint

Combined network with 5x Greencore's current US manufacturing footprint

5 Enhanced capabilities

Adds capability in automation, project engineering and packaging

6 Strengthened leadership team

Greater management depth

7 Compelling financial returns

Creates significant shareholder value



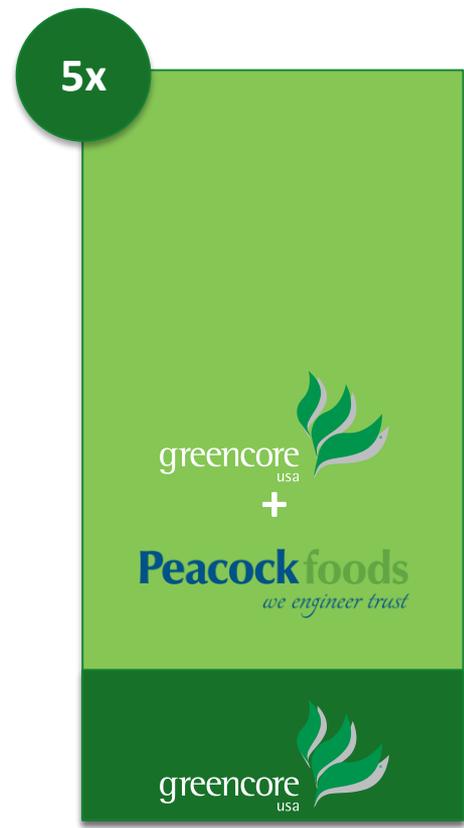
Combined scale will transform Greencore in the US



Total US sales¹

Frozen breakfast sandwich sales¹

Manufacturing footprint



¹ Based on internal management data for the last 12 months to September 2016

Leading market positions in fast-growing convenience food categories



Category	% of combined revenue ¹	Category growth ^{2/3}	Market position ²
Frozen breakfast sandwiches 	30%	6% ²	1
Kids' snack meals 	13%	6% ²	1
Salad kits 	13%	16% ²	1
Fresh pre-packaged food to go 	13%	8% ³	N/A

¹ Based on internal management data for the last 12 months to September 2016

² Nielsen data 52 weeks ending 23/4/16

³ Fresh pre-packaged food to go growth rate based upon combined growth rates of Assembled Sandwiches (Nielsen data 52 weeks ending 27/8/16), Salads (Nielsen data 52 weeks ending 27/8/16) and Cold/Fresh Snacks (CS News 52 weeks ending April 2016)

Growth underpinned by supportive industry trends



Underlying category growth



Changing industry structure



- Consumer trends: snacking, protein, organic, natural, free-from, on-the-go
- Preference for fresh and chilled formats
- Shift to convenience store formats

- CPG leaders outsourcing production to focus on marketing and innovation

1 Euromonitor 2015-2020 Estimated CAGR %, 27 October 2016
 2 Convenience Food is comprised of the major categories in which the Peacock group competes, Frozen Breakfast Sandwiches and Kids' Snack Meals, Nielsen data 52 weeks ending 23/4/16
 3 Fresh pre-packaged food to go growth rate based upon combined growth rates of Assembled Sandwiches (Nielsen data 52 weeks ending 27/8/16), Salads (Nielsen data 52 weeks ending 27/8/16) and Cold/Fresh Snacks (CS News 52 weeks ending April 2016)
 4 Source: McKinsey 2015-2020 Estimated CAGR %, 2016 report

Peacock brings new long-standing relationships with leading customers



- Multi-year, senior level, strategic relationships with large customers
- Supply 40-100% of their manufacturing requirements
- Collaborative model with flexible contracts
- Enlarged contract with Kraft Heinz from 2017

Customer (ranked by size)	Category	Relationship length
	Breakfast sandwiches	12 years +
	Kids' chilled meals	27 years +
	Salad kits	7 years +
	Food service breakfast	25 years +
	Baby convenience meals	25 years +
	Kids' convenience meals	10 years +
	Salad kits	5 years +

Largest customers are supportive of Greencore ownership

Enhanced production capabilities and manufacturing scale

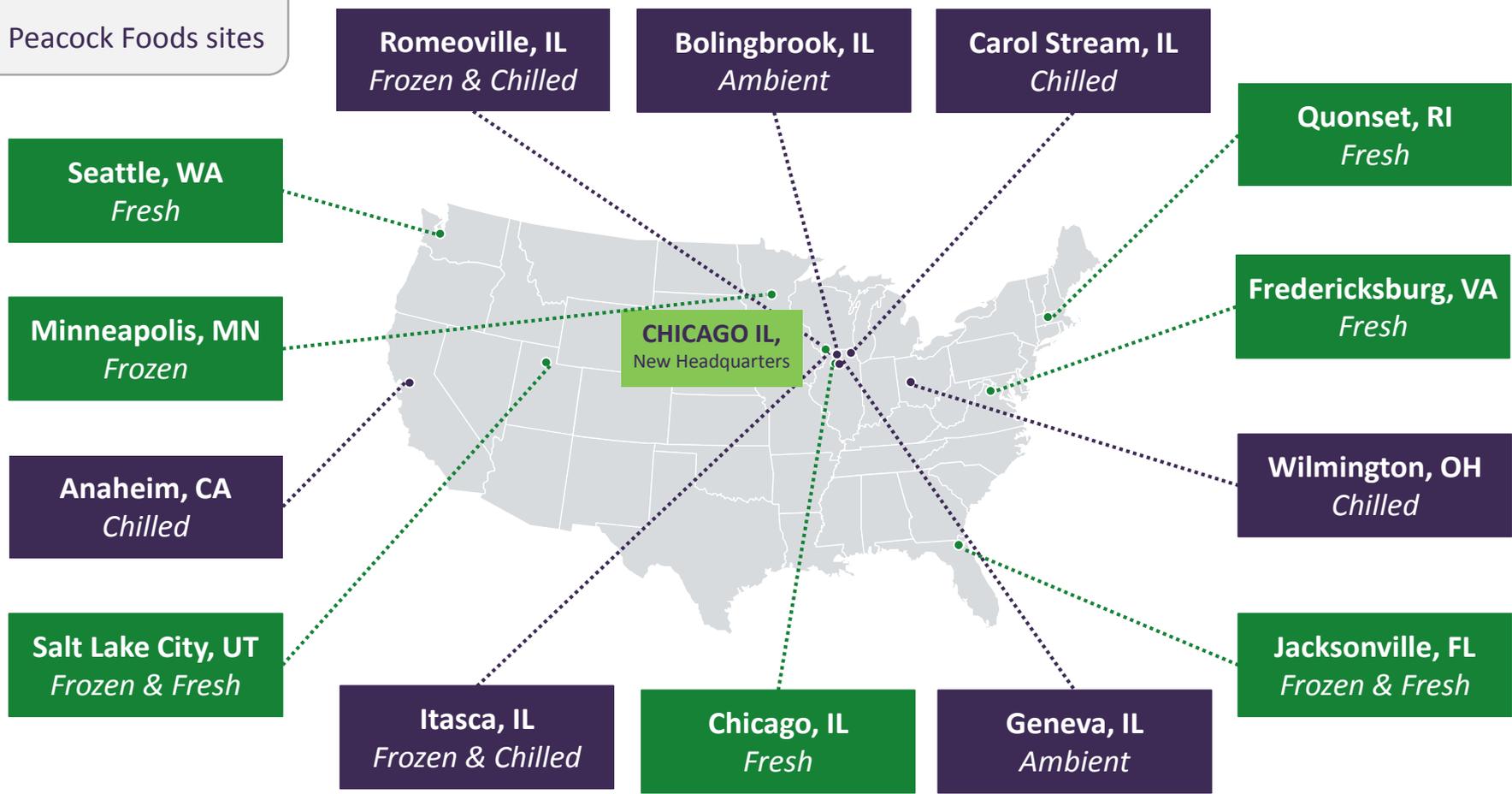
- Seven leased sites with balance of capabilities (frozen, chilled, ambient)
- Excellent standards in food safety
- Well-invested: Peacock and its customers have invested significant capex in the facilities
- Large scale production; Peacock has over 2m sq. ft. of production space versus Greencore at c.0.5m in the US
- Available capacity for future growth across the network



Combined business will have geographic breadth and enhanced network



- Greencore sites
- Peacock Foods sites



Complementary capabilities with increasing relevance for existing and potential new customers



- Building of deep long term relationships with core customers
- Management of large number of front line colleagues
- Assembly food manufacture
- Management of regulators (USDA, FDA)

- Fresh food expertise
- Industry leader in technical/ food safety
- Fresh/short-shelf-life manufacture
- Innovation and new product development

- Project management, engineering, automation
- Scale manufacturing
- Packaging formats and variety
- US supply chain expertise

US leadership team and comprehensive integration plan in place



Leadership team for new business

- New business to be led by Chris Kirke, CEO Greencore USA
- Retention terms agreed with top five of Peacock’s senior team
- Strengthened leadership team to comprise ‘best of both’

Integration plan in place

- Integration to be led by Peter Haden, CDO for Greencore Group
- Operational integration expected to complete within 12 months
- Creation of US Advisory Board introduced to support local team and wider Greencore strategy



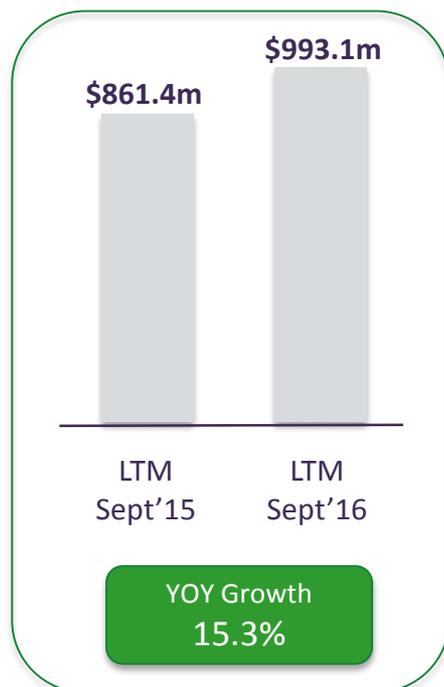
Key features of the Peacock financial model

- Strong revenue growth underpinned by category growth and contract wins
- Profit stability due to pass through contracts
- History and culture of efficiency underpinning profitability
- Co-investment capital model with customers
- Strong cash conversion

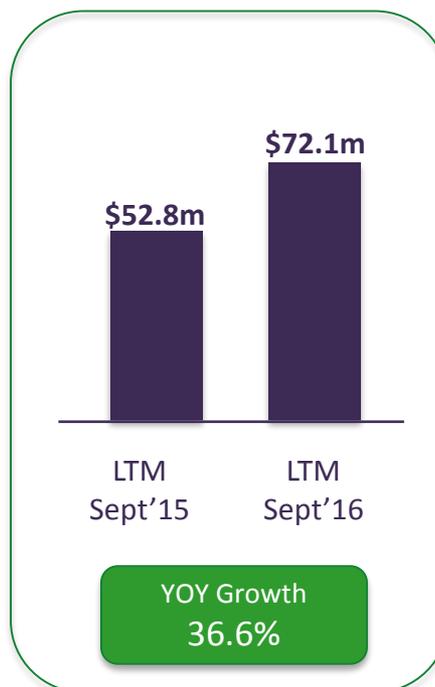


Peacock financials: Strong recent growth trajectory

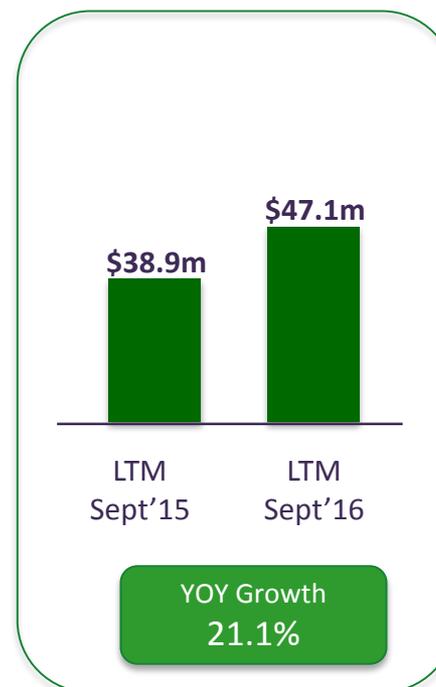
Revenue



Adjusted EBITDA*



Adjusted Cashflow*



Attractive combination benefits

Pro forma financials for the combined Group

(Greencore 12 months to 30 September 2016, Peacock 12 months to 25 September 2016, £m)

			Combined
Revenue*	1,481.9	789.6	2,271.5
Adjusted EBITDA*	138.4	57.3	195.7
Operating Profit*	102.0	39.0	141.0

*Note: The Group uses a number of non-IFRS measures, these are set out in Appendix 1

Note: Peacock Foods figures translated using GBP/USD rate of 1.2577. Using an average GBP/USD exchange rate through the income statement period of 1.4172, the revenue, Adjusted EBITDA and Operating Profit of Peacock Foods would be £700.7m, £50.9m and £34.6m respectively (see Prospectus).

Growth

- Strong growth trajectory for both businesses

Synergies

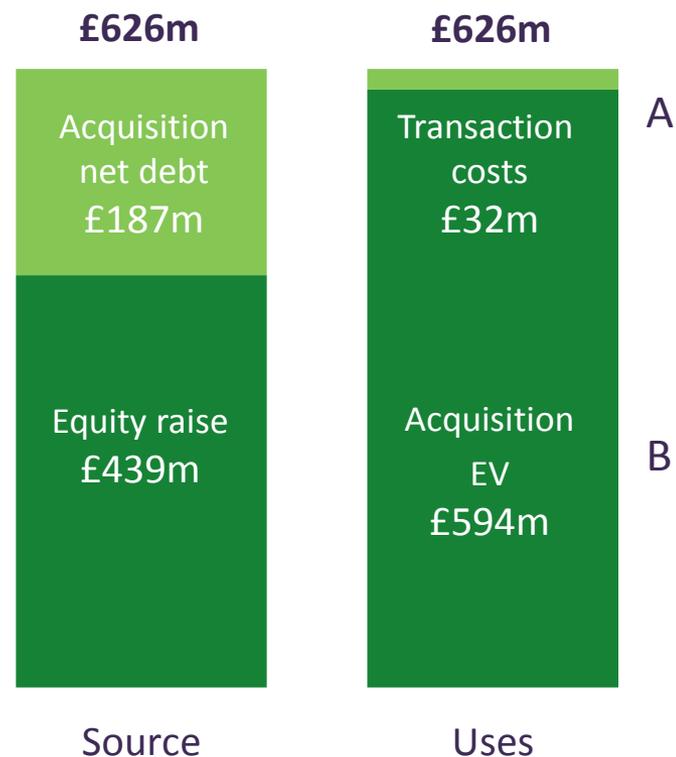
- Annual cost synergies of at least \$15m by FY19
- Expected one-off costs of up to \$20m, 70% of which will be incurred in FY17

Tax attributes

- Peacock tax assets of at least \$65m
- These assets plus utilisation of Greencore tax attributes leads to limited US cash tax in medium term

- Pro forma net debt / EBITDA leverage multiple of 2.5x
- Fully underwritten rights issue of £439m
 - Rights issue of 9 for 13 at 153p/share to raise £439m
 - 34.9% discount to TERP
- Additional \$250m of debt facilities
 - Fully underwritten financing with new debt package to be put in place with existing lenders at existing terms

Sources and uses of funds



Note: Assumes USD/GBP exchange rate of 1.2577 as of 11 November 2016; Implied debt raise and equity issue includes transaction costs and equity issuance costs

A: Estimated total transaction costs

B: Enterprise Value remains subject to any purchase price adjustments post closing

Value creation for Greencore shareholders; The Directors expect...

Significantly enhanced earnings from first full year

Target return on capital to exceed cost of capital from the first full year

Significantly increased operating cash generation and strong deleveraging

Note: This slide does not constitute a profit forecast nor should it be interpreted to mean that the future Adjusted EPS, profits, margins and/or cashflow of the Greencore Group or the Combined Group will necessarily match or exceed the historic published Adjusted EPS, profits, margins and/or cashflow of the Greencore Group.

Shareholder meeting to approve the transaction on 7 December

Expected timetable

Announcement acquisition, rights issue, FY16 preliminary results Publication of Prospectus and Circular	14 November
Publication of Greencore 2016 Annual Report with audited FY16 result and related supplemental Prospectus	5 December
Shareholder meeting	7 December
First day of rights trading	8 December
Last day of rights trading	21 December
Announcement of take-up, admission of new shares and rump placing	22 December
Completion of acquisition	30 December

Note: These dates are indicative and assume that the requisite regulatory clearances have been obtained and the other conditions to completion have been satisfied before the date estimated for completion. Dates remain subject to change

UK business targeting continued strong growth
behind food to go model



Transformational acquisition will establish a scaled
and profitable platform for future growth in the US



VISION

Accelerates Greencore towards its vision of becoming a
fast-growing, international convenience food leader

APPENDIX 1

APPENDIX 1: Non-IFRS financial measures



The Greencore Group uses a number of non-IFRS measures to measure the performance of its operations as outlined below. These supplemental measures used by management are not measures of performance or liquidity under IFRS and should not be considered by investors in isolation, as a measure of profit, or as a substitute for, or as an indicator of, operating performance or earnings per share as determined in accordance with IFRS.

The non-IFRS financial measures are included as a supplemental disclosure because the Directors believe that these measures provide useful historical financial information to investors, help investors evaluate the performance of the underlying business and are measures commonly used by certain investors and securities analysts for evaluating performance. The Greencore Group's definition, presentation or calculation of each of the non-IFRS financial measures may be different from definitions, presentations and calculations used by other companies and therefore comparability may be limited. Investors should therefore exercise caution in comparing non-IFRS financial measures reported by the Greencore Group to similar measures of other companies. Greencore Group 2016 figures are presented as the year ending 30 September 2016. Peacock Foods 2016 figures are presented as the year ending 25 September 2016. Both are unaudited.

Like-For-Like Sales Growth

Like-For-Like Sales Growth measures the change in revenue between two years after adjusting each year to exclude the impact of business acquisitions and disposals in either year and is calculated on a local currency basis (i.e. on a constant currency basis), exclude the impact of the 53rd week in a 53 week financial year. The Greencore Group Like-For-Like measure excludes the impact of the acquisition of The Sandwich Factory in July 2016. Peacock Like-For-Like measure excludes the impact of the acquisition of L&L Foods in July 2015. The Greencore Group measures Like-For-Like Sales Growth for the Group as a whole, by segment and by division.

Operating Profit, Operating Margin and Adjusted EBITDA

The Greencore Group calculates Operating Profit as statutory profit before taxation, net finance costs, share of profit of associates after tax, exceptional items and amortisation of acquisition related intangibles. The Greencore Group calculates Operating Margin by dividing Operating Profit by reported revenue. The Greencore Group calculates Adjusted EBITDA as Operating Profit excluding depreciation and amortisation.

ROIC

The Greencore Group calculates ROIC as net operating profit after tax (NOPAT) divided by average invested capital. NOPAT is calculated as Operating Profit plus share of profit of associates before tax, less tax at the effective rate in the income statement. Invested capital is calculated as net assets (total assets less total liabilities), plus Net Debt and the balance sheet value of derivatives not designated as fair value hedges and retirement benefit obligations (net of deferred tax asset). Average invested capital is calculated by adding together the invested capital from the opening and closing balance sheets and dividing by two.

Adjusted EPS and Adjusted Earnings

The Greencore Group calculates Adjusted EPS by dividing Adjusted Earnings by the weighted average number of Ordinary Shares in issue during the year, excluding Ordinary Shares purchased by Greencore and held in trust in respect of the Deferred Award Scheme, the Performance Share Plan and the Executive Share Option Scheme. Adjusted Earnings is calculated as statutory profit attributable to equity holders (as shown on the Greencore Group's income statement) adjusted to exclude exceptional items (net of tax), the effect of foreign exchange (FX) on inter-company and external balances where hedge accounting is not applied, the movement in the fair value of all derivative financial instruments and related debt adjustments, the amortisation of acquisition related intangible assets (net of tax) and the interest expense relating to defined benefit pension liabilities (net of tax).

Net Debt

The Greencore Group calculates Net Debt as current and non-current borrowings less net cash and cash equivalents. It does not include derivative financial instruments, but does include the proportion of the fair value of the hedging adjustment on the Private Placement Notes which is included in their carrying value on the balance sheet.

APPENDIX 1: Non-IFRS financial measures



Adjusted Cash Flow

The Greencore Group defines Adjusted Cash Flow as net cash inflow from operating activities before tax paid/(received), interest paid and cash outflow related to exceptional items, less cash outflow from investing activities excluding cash inflow/(outflow) from acquisitions and disposals

Adjusted PBT

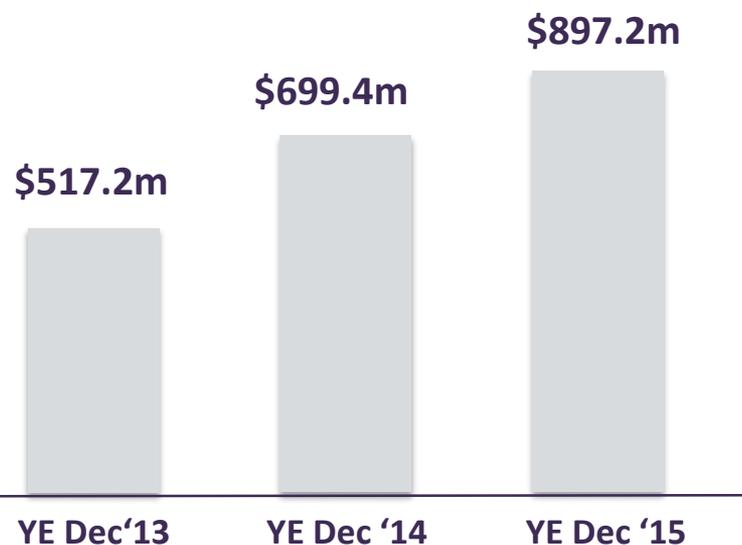
Adjusted PBT and adjusted earnings measures are stated before exceptional items, pension finance items, acquisition related amortisation, FX on inter-company and certain external balances and the movement in the fair value of all derivative financial instruments and related debt adjustments

Leverage

Net debt / EBITDA leverage as measured under financing agreements

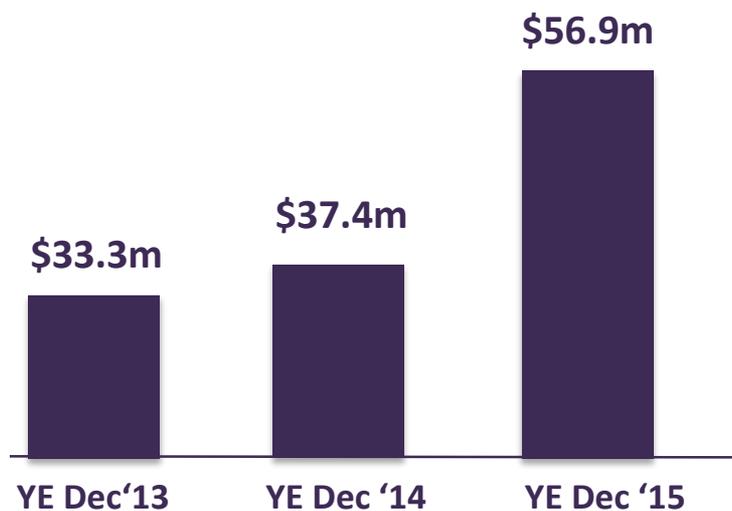
APPENDIX 2

Peacock Revenue*



CAGR 31.7%

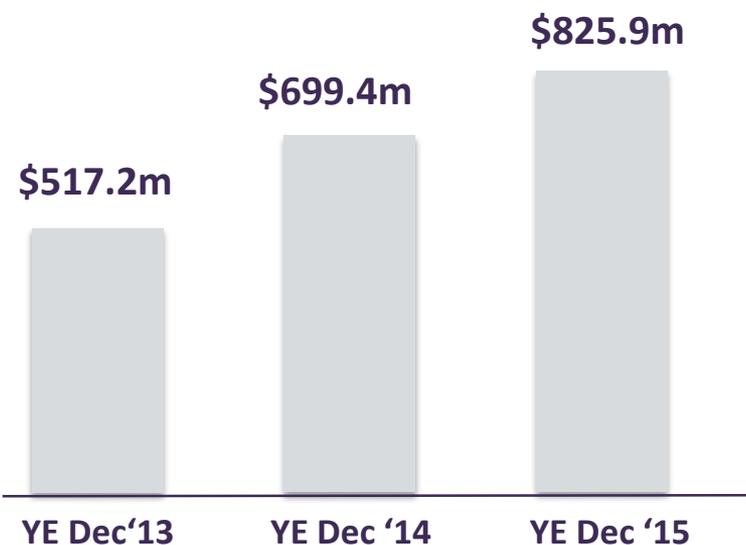
Peacock Adjusted EBITDA*



CAGR 30.7%

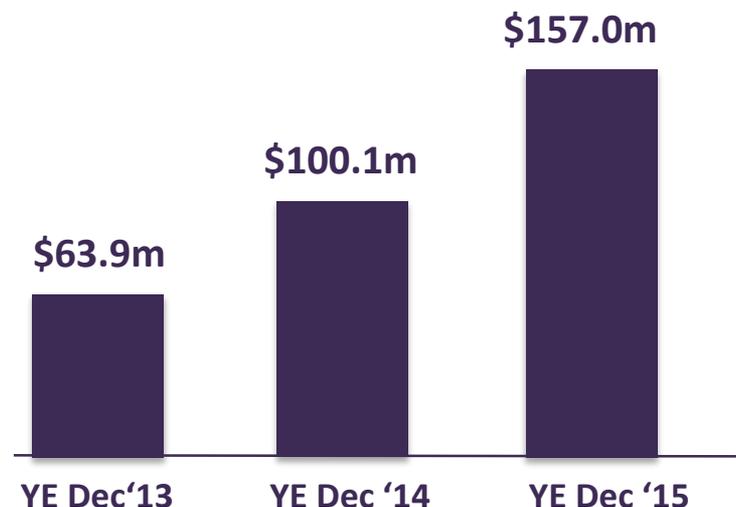
Peacock financials: Strong historical revenue growth

Peacock LFL Revenue*



CAGR 26.4%

L&L Standalone Revenue¹



CAGR 56.7%

* Note: The Group uses a number of non-IFRS measures, these are set out in Appendix 1

¹ This is presented on a stand-alone basis and does not fully consolidate into Peacock; The business was acquired on 27 July 2015 and contribution from this business is included in Peacock financials from this date

Acquisition multiple analysis for Peacock Foods

<i>\$m</i>	Unadjusted multiple	Tax-adjusted multiple	Tax- and synergy-adjusted multiple
EV	747.5	747.5	747.5
Tax adjustment		(26.0)	(26.0)
Implementation cost adjustment			20.0
EBITDA	72.1	72.1	72.1
Synergy adjustment			15.0
Multiple	10.4x	10.0x*	8.5x

Note: *\$65 million multiplied by an assumed US tax rate of 40%

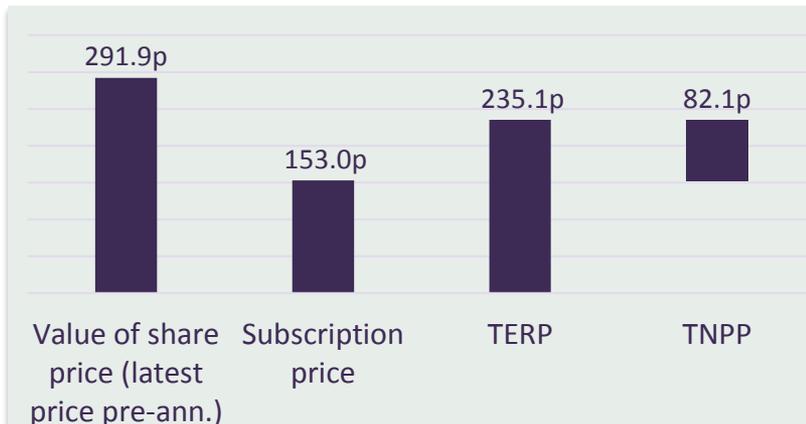
Rights issue summary

Proposed gross proceeds (£m)	439.4
Rights issue terms	9 for 13
Latest closing price	291.9p
Issue price	153.0p
13 Current shares at 291.9p	3794.7p
9 Current shares at 153.0p	1377.0p
22 Total shares	5171.7p
Theoretical ex right price (TERP)	235.1p
Theoretical nil paid price (TNPP)	82.1p
Discount to TERP	34.9%
Discount to last closing price	-47.6%

Bonus factor adjustment (IAS 33)

A: Share price as of 11 November (cum rights)	291.9p
B: TERP	235.1p
C: Indicative bonus factor ¹ (C = B / A)	0.81
D: Historic Adjusted EPS (2016)	19.5p
Indicative bonus adjusted historic EPS (D x C)	15.7p
E: Historic Adjusted DPS (2016)	6.65p
Indicative bonus adjusted historic DPS (E x C)	5.36p

(1) The actual bonus factor will be calculated at close on 7 December 2016 (last day when shares trade cum rights)



Value for 1 share held pre rights issue: **291.9p**

Number of rights issued per share: $9 / 13 = 0.69$

Value of rights received per 1 share held: $82.1p * 0.69 = 56.8p$

Total value post rights detached for 1 share held pre rights issue: $235.1p + 56.8p = \mathbf{291.9p}$

APPENDIX 3

FY16 Preliminary Results - financial summary

	FY16	Versus FY15
Revenue ¹	£1,481.9m	+10.6%, +5.9% LFL
Operating profit ²	£102.0m	+11.2%
Operating margin ²	6.9%	+10 bps
Adjusted PBT ³	£85.9m	+10.1%
Adjusted earnings per share ³	19.5p	+8.3 %
Leverage ⁴	2.4x	+0.4 turn
ROIC	13.8%	-30 bps

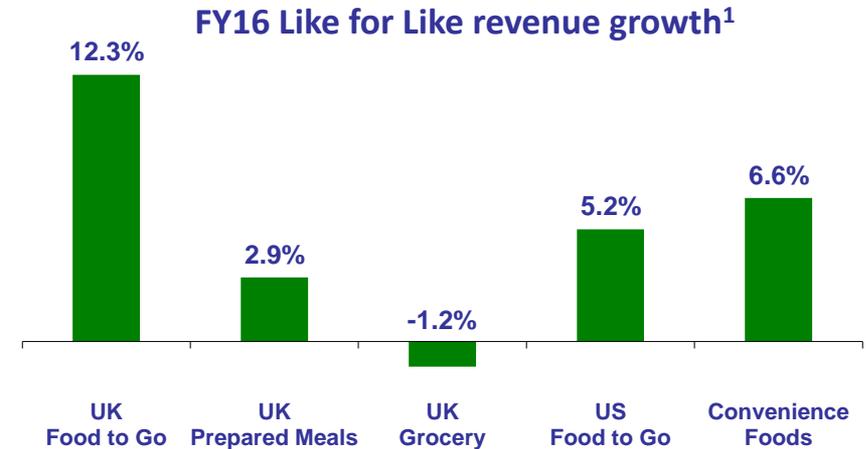
1. References to like for like ("LFL") revenue growth exclude revenue from The Sandwich Factory which was acquired in July 2016, the effect of the 53rd week in FY16, and are expressed in constant currency

2. EBITDA, operating profit and operating margin are stated before exceptional items and acquisition related amortisation

3. Adjusted PBT and adjusted earnings measures are stated before exceptional items, pension finance items, acquisition related amortisation, FX on inter-company and certain external balances and the movement in the fair value of all derivative financial instruments and related debt adjustments

4. Net debt / EBITDA leverage as measured under financing agreements

	FY16 £m	FY15 £m	% change
Revenue ¹	1,435.2	1,290.2	+11.2%, +6.6% LFL
Operating profit ²	100.0	89.6	+11.6%
Operating margin ²	7.0%	6.9%	+10 bps



- Strong performance driven by:

- Positive consumer and channel trends – UK food to go categories growing at 5.6% versus 2.3% for UK food
- Significant market share gains with several new long-term contracts delivered
- Good operational performance and tight cost control enabling sustained margins expansion

	FY16 £m	FY15 £m	% change	
			Actual currency	Constant currency
Revenue ¹	46.7	50.1	-6.8%	-12.0%
Operating profit ²	2.0	2.1	-4.8%	

Division
represents less
than 5% of Group
activity

- Revenue decline driven mainly by weak global dairy markets
- Operating profit broadly in line with prior year

Exceptional Charge

- £15.9m after tax exceptional charge recognised in relation to:
 - (1) new plant commissioning costs, (2) reorganisation costs largely in UK Food to Go, (3) land remediation costs, and (4) transaction & integration costs of acquisitions

Financing

- Bank interest payable of £17.1m (FY15: £15.1m): higher average net debt related to the Group's capital investment programme

Tax

- Group effective tax rate of 2% (FY15: 1%)
- Effective tax rate continues to benefit from historic tax losses

Pensions

- Net IAS19 pension deficit of £134.7m, net of related deferred tax asset, an increase of £45.3m from September 2015
- Cash requirement for FY17 expected to remain around £15m

EPS

	FY16	FY15
Adjusted earnings ³	£79.7m	£72.8m
Denominator for earnings per share	409.3m	405.5m
Adjusted earnings per share ³	19.5p	18.0p

- Adjusted earnings 9.5% ahead
- Adjusted earnings per share up 8.3%

Dividend

	FY16	FY15
Total dividend distribution	£27.5m	£25.3m
Interim dividend per share	2.55p	2.40p
Final dividend per share	4.10p	3.75p
Dividend per share	6.65p	6.15p

- Recommended final dividend of 4.10 pence per share
- Growth in dividend distribution broadly in line with growth in adjusted EPS - 34% of adjusted earnings distributed

Net debt at 30 September 2016 of £331.8m - 2.4 Net Debt / EBITDA*

£m	FY16	FY15
EBITDA²	138.4	121.5
Working capital movement	13.2	(7.6)
Net capex	(103.1)	(93.1)
Interest & tax	(15.7)	(16.9)
Operating cashflow	32.8	3.9
Pension financing	(14.0)	(13.5)
Exceptional items	(9.9)	(9.2)
Net dividends paid	(19.3)	(17.4)
Other including FX	(37.8)	(8.8)
Cashflow before acquisitions/disposals	(48.2)	(45.0)
Seattle investment	(2.4)	(8.8)
The Sandwich Factory Acquisition	(15.8)	-
Other disposals/(acquisitions)	0.1	0.4
Change in net debt	(66.3)	(53.4)

Key features of net debt movement:

- Increase in capital expenditure behind major capacity and capability enhancement projects
- Modest working capital inflow following similar level of outflow in the prior year
- £15.8m relating to the acquisition of The Sandwich Factory

FY17 capital expenditure expected to be c.£90-100m – continued capacity expansion in Food to Go and Prepared Meals as well as capability enhancement across the Group

- During the year, \$100m of maturing private placement notes repaid
 - These notes were refinanced in June 2016 with \$74.5m and £18m of new notes with an average maturity of 8.5 years
- Primary bank facility of £300m extended for a further year to March 2021
- Total committed facilities at 30 September 2016 of £536m
- Weighted average debt maturity of 4.7 years as at 30 September 2016

Maturity profile	£m
< 1 year	0
1 – 5 years	411
> 5 years	125
Total facilities	536
Average maturity	4.7 years

Borrowings split	£m
Bank borrowings	350
Non bank borrowings	186
Total facilities	536

