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PLEASE SEE THE IMPORTANT NOTICE AT THE END OF THIS ANNOUNCEMENT.

14 November 2016

Greencore Group plc

(“**Greencore**” or the “**Company**”)

Publication of Prospectus and Circular

Further to the announcement earlier today by Greencore regarding the proposed \$747.5 million Acquisition of CB-Peacock Holdings Inc. (“**Peacock**”) and the fully underwritten Rights Issue to raise gross proceeds of approximately £439.4 million, the Company announces that the Circular and the Prospectus relating to the Acquisition, Rights Issue and Admission have been approved by the UK Listing Authority.

Copies of the Circular, along with the Form of Proxy, will be posted to Greencore Shareholders today. The Circular, the Form of Proxy and the Prospectus will be made available on Greencore’s website [www.greencore.com](http://www.greencore.com) and will be submitted to the National Storage Mechanism, where they will be available for inspection at [www.morningstar.co.uk/uk/NSM](http://www.morningstar.co.uk/uk/NSM). Copies of the Circular and the Prospectus will also be available for inspection during normal business hours on any weekday (Saturday, Sundays and public holidays excepted), free of charge, at the registered office of Greencore at No 2 Northwood Avenue, Northwood Business Park, Santry, Dublin D09 X5N9, at Greencore Group UK Centre, Midland Way, Barlborough Links Business Park, Barlborough, Chesterfield S43 4XA and on its website, [www.greencore.com](http://www.greencore.com) from the date of the Prospectus up to and including the date of Admission.

Enquiries

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#### IMPORTANT NOTICE

The defined terms set out in Part XIII of the Prospectus apply in this announcement. This announcement has been issued by and is the sole responsibility of Greencore.

This announcement is not a prospectus or a prospectus equivalent but an advertisement and investors should not acquire any Nil Paid Rights, Fully Paid Rights or New Greencore Shares referred to in this announcement except on the basis of the information contained in the Prospectus. The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. This announcement

cannot be relied upon for any investment contract or decision. The information in this announcement is subject to change.

A copy of the Prospectus when published will be available from the registered office of Greencore at No 2 Northwood Avenue, Northwood Business Park, Santry, Dublin D09 X5N9, at Greencore Group UK Centre, Midland Way, Barlborough Links Business Park, Barlborough, Chesterfield S43 4XA and on Greencore's website at [www.greencore.com](http://www.greencore.com) provided that the Prospectus will not, subject to certain exceptions, be available (whether through the website or otherwise) to Shareholders in the Excluded Territories or the United States.

Neither the content of Greencore's website nor any website accessible by hyperlinks on Greencore's website is incorporated in, or forms part of, this announcement. The Prospectus will give further details of the Nil Paid Rights, the Fully Paid Rights and the New Greencore Shares being offered pursuant to the Rights Issue.

This announcement is for information purposes only and is not intended to and does not constitute or form part of any offer or invitation to purchase or subscribe for, or any solicitation to purchase or subscribe for, New Greencore Shares or to take up any entitlements to New Greencore Shares in any jurisdiction in which such an offer or solicitation is unlawful. The information contained in this announcement is not for release, publication or distribution directly or indirectly in or into the United States or any of the Excluded Territories and should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of local securities laws or regulations.

This announcement does not contain, constitute, or form part of, an offer to sell or the solicitation of an offer or the solicitation of an offer to purchase or subscribe for any Company securities in the United States or any of the Excluded Territories. The Provisional Allotment Letters, the Nil Paid Rights, the Fully Paid Rights and the New Greencore Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "**Securities Act**") or under any securities laws of any state or other jurisdiction of the United States, and may not be offered, sold, taken up, exercised, resold, renounced, or otherwise transferred, directly or indirectly, in or into the United States absent registration under the Securities Act or pursuant to an available exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. The Company does not intend to register the securities or conduct a public offering in the United States.

There will be no public offering of the Provisional Allotment Letter, the Nil Paid Rights, the Fully Paid Rights or the New Greencore Shares in the United States or any of the Excluded Territories.

The distribution of this announcement into jurisdictions other than the United Kingdom and Ireland may be restricted by law, and, therefore, persons into whose possession this announcement comes should inform themselves about and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws of such jurisdiction. In particular, subject to certain exceptions, this announcement, the Prospectus and the Provisional Allotment Letter should not be distributed, forwarded to or transmitted in or into the United States or any of the Excluded Territories. Further this document is not for distribution in Japan, South Africa or Australia. The information in this document does not constitute an offer of securities for sale in South Africa, Japan or Australia.

This announcement does not constitute a recommendation concerning the Rights Issue. The price and value of securities can go down as well as up. Past performance is not a guide to future performance. The contents of this announcement are not to be construed as legal, business, financial or tax advice. Each Shareholder or prospective investor should consult his, her or its own legal adviser, business adviser, financial adviser or tax adviser for legal, financial, business or tax advice.

Each of Greenhill & Co. International LLP ("**Greenhill**") (which is authorised and regulated by the Financial Conduct Authority (the "**FCA**") acting as sole financial adviser and Joint Sponsor, HSBC Bank plc ("**HSBC**") (which is authorised by the Prudential Regulation Authority ("**PRA**") and regulated by the PRA and the FCA in the United Kingdom) acting as Joint Sponsor, Joint Global Co-ordinator, Joint Bookrunner, and Lead Underwriter, Goodbody Stockbrokers UC ("**Goodbody**") (which is regulated in Ireland by the Central Bank of Ireland and in the United Kingdom, is authorised and subject to limited regulation by the FCA) acting as Joint Global Co-ordinator, Joint Bookrunner, Corporate Broker and Underwriter, Jefferies International Limited ("**Jefferies**") (which is authorised and regulated by the FCA in the UK) acting as Joint Bookrunner, Corporate Broker and Underwriter and Coöperatieve Rabobank U.A. ("**Rabobank**") (which is authorised and regulated by the Dutch

Central Bank (*De Nederlandsche Bank*) and the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*), and in the United Kingdom, is authorised by the PRA and subject to limited regulation by the FCA and the PRA ) acting as Lead Manager and Underwriter, act exclusively for Greencore and no one else in connection with the Rights Issue, the Acquisition and/or other matters referred to in this document and will not regard any other person (whether or not a recipient of this document) as their respective clients in relation to the Rights Issue and/or the Acquisition, is not, and will not be, responsible to any person other than Greencore for providing the protections afforded to their respective clients, nor for providing advice in relation to the Acquisition, Rights Issue or any other matters referred to herein.

Apart from the responsibilities and liabilities, if any, which may be imposed on Greenhill, HSBC, Goodbody, Jefferies and Rabobank (together, the “**Banks**”) under Financial Services and Markets Act 2000, as amended, or the regulatory regime established thereunder, none of the Banks accepts any responsibility whatsoever for the contents of this announcement, including its accuracy, completeness or verification or for any other statement made or purported to be made by it, or on its behalf, in connection with Greencore, the Nil Paid Rights, the Fully Paid Rights, the New Greencore Shares, the Acquisition or the Rights Issue. Subject to applicable law, each of the Banks accordingly disclaims all and any liability whether arising in tort, contract or otherwise (save as referred to above) which it might otherwise have in respect of this announcement or any such statement.

The Banks may, in accordance with applicable laws and regulations, engage in transactions in relation to the Provisional Allotment Letter, the Nil Paid Rights, the Fully Paid Rights, the New Greencore Shares and/or related instruments for their own account for the purpose of hedging their underwriting exposure or otherwise. Except as required by applicable laws or regulations, the Banks do not propose to make any public disclosure in relation to such transactions.

**This announcement may include projections and other “forward-looking” statements within the meaning of applicable securities laws. These forward looking statements are subject to a number of risks and uncertainties, many of which are beyond Greencore’s control and all of which are based on the Directors’ current beliefs and expectations about future events. In some cases, these forward looking statements can be identified by the use of forward looking terminology, including the terms “targets”, “believes”, “estimates”, “anticipates”, “expects”, “intends”, “may”, “will” or “should” or, in each case, their negative or other variations or comparable terminology.**

**By their nature, forward looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward looking statements are not guarantees of future performance. Greencore’s actual performance, results of operations, internal rate of return, financial condition, distributions to Greencore Shareholders and the development of its financing strategies may differ materially from the impression created by the forward looking statements contained in this announcement.**

**Forward looking statements contained in this announcement apply only as at the date of this announcement. To the extent required by the FCA, the London Stock Exchange, the Central Bank, the Listing Rules, the Disclosure and Transparency Rules, Transparency Regulations and the Prospectus Rules, Irish Prospectus Law and other applicable regulations, Greencore will update or revise the information in this announcement. Otherwise, Greencore undertakes no obligation publicly to update or revise any forward looking statement, whether as a result of new information, future developments or otherwise.**