

Greencore Group plc ("the Company") invites you to attend the Extraordinary General Meeting ("EGM") of the Company to be held at The Westin Dublin Hotel, College Green, Westmoreland Street, Dublin, D02 HR67, Ireland on 7 December 2016 at 11.00am.

Shareholder Reference Number

Form of Proxy – Extraordinary General Meeting ("EGM") to be held on 7 December 2016



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

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

Control Number: 914003

SRN:

PIN:



View the Circular and Notice of Meeting and Prospectus relating to the Acquisition and the Rights Issue, each as defined therein, online: **www.greencore.com**

Register at **www.investorcentre.com/ie** – elect for electronic communications & manage your shareholding online!

To be effective, all votes must be lodged via the website of the Company's Registrars set out below or at the office of the Company's Registrars at: Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin, D18 Y2X6 or at the registered office of the Company by 5 December 2016 at 11.00am.

To view the Circular and Notice of Meeting and Prospectus relating to the Acquisition and the Rights Issue, each as defined therein, online log on to **www.greencore.com**

Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as their proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name 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 that Shareholder. 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 shareholder, the full voting entitlement for that designated account). Where a poll is taken at the EGM, a Shareholder, present in person or proxy, holding more than one share is not required to cast all their votes in the same way.
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on +353 1 431 9832 or you may photocopy 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 Registrar of the Company before the deadline set out above. A Shareholder wishing to appoint a proxy by electronic means may do so on the 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 Registrars 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 1105 of the Companies Act 2014 and regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996, entitlement to attend and vote at the meeting 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 6.00pm on 5 December 2016 (or in the case of an adjournment as at the close of business on the day which is two 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 meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 11.00am on 5 December 2016. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5) (a) of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the registrar's helpline on +353 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 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 Computershare Investor Services (Ireland) Limited accepted no liability for any instruction that does not comply with these conditions.

All Named Holders

Poll Card To be completed **only** at the EGM if a Poll is called.

	For	Against	Vote Withheld
1. Ordinary Resolution to approve the acquisition by the Company of CB-Peacock Holdings, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ordinary Resolution to approve the increase in the authorised share capital of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ordinary Resolution to authorise the Directors to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Special Resolution to authorise the disapplication of statutory pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Special Resolution to approve the reduction of the share premium account to create distributable reserves.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Form of Proxy

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.

I/We hereby appoint the Chairman of the Meeting OR the following person

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Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).

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 Extraordinary General Meeting of Greencore Group plc to be held at The Westin Dublin Hotel, College Green, Westmoreland Street, Dublin, D02 HR67, Ireland at 11.00am on 7 December 2016, and at any adjournment of that meeting.

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

Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

Resolutions

	For	Against	Vote Withheld
1. Ordinary Resolution to approve the acquisition by the Company of CB-Peacock Holdings, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ordinary Resolution to approve the increase in the authorised share capital of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ordinary Resolution to authorise the Directors to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Special Resolution to authorise the disapplication of statutory pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Special Resolution to approve the reduction of the share premium account to create distributable reserves.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please tick here to indicate that this proxy instruction is in addition to a previous instruction. Otherwise it will overwrite any previous instruction.

I/We would like my/our proxy to vote on the resolutions proposed at the Meeting 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.

Signature

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Date

DD / MM / YY

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