

ANNUAL GENERAL MEETING HELD ON 31 JANUARY 2017

POLL RESULTS

At the Annual General Meeting of Greencore Group plc (the 'Company') held on Tuesday, 31 January 2017, all the resolutions were voted upon by poll and were passed by shareholders. As at 29 January 2017, the total number of Ordinary Shares in issue was 702,109,205. The total number of votes cast represent 64.95% of the total issued share capital. The results of the poll for each resolution are as follows:

	<u>Resolution</u>	<u>VOTES FOR</u>		<u>VOTES AGAINST</u>		<u>TOTAL VOTES*</u>	<u>VOTES WITHHELD*</u>	<u>TOTAL (inc. withheld)</u>
		Number	%	Number	%			
<u>1</u>	To receive and consider the financial statements and reports	454,835,484	99.73	1,213,197	0.27	456,048,681	0	456,048,681
<u>2</u>	To declare a final ordinary dividend	455,227,692	99.83	774,921	0.17	456,002,613	5,198	456,007,811
<u>3</u>	To re-appoint the following directors:							
	(a) Gary Kennedy	413,176,394	90.81	41,818,083	9.19	454,994,477	1,012,301	456,006,778
	(b) Patrick Coveney	454,832,730	99.75	1,150,138	0.25	455,982,868	4,505	455,987,373
	(c) Eoin Tonge	454,820,895	99.75	1,146,686	0.25	455,967,581	36,025	456,003,606
	(d) Sly Bailey	454,576,293	99.70	1,356,051	0.30	455,932,344	44,193	455,976,537
	(e) Heather Ann McSharry	415,730,703	91.17	40,260,808	8.83	455,991,511	30,977	456,022,488
	(f) John Moloney	454,848,175	99.76	1,117,002	0.24	455,965,177	6,163	455,971,340
	(g) Eric Nicoli	412,835,745	90.55	43,101,393	9.45	455,937,138	17,150	455,954,288
	(h) John Warren	452,386,852	99.31	3,159,562	0.69	455,546,414	20,504	455,566,918
<u>4</u>	To authorise the Directors to fix the Auditor's remuneration	452,418,407	99.22	3,567,929	0.78	455,986,336	13,242	455,999,578
<u>5</u>	To receive and consider the Annual Remuneration Report	446,878,860	98.00	9,109,780	2.00	455,988,640	14,096	456,002,736
<u>6</u>	To receive and consider the Remuneration Policy Report	267,426,265	59.90	179,053,880	40.10	446,480,145	7,914	446,488,059
<u>7</u>	To increase the maximum number of authorised Directors from ten to twelve	440,660,110	96.66	15,244,243	3.34	455,904,353	29,865	455,934,218
<u>8</u>	To authorise the Directors to issue shares	440,794,554	96.69	15,086,590	3.31	455,881,144	20,516	455,901,660
<u>9</u>	To disapply statutory pre-emption rights	454,830,938	99.76	1,083,688	0.24	455,914,626	20,562	455,935,188
<u>10</u>	To authorise market purchases of the Company's shares	438,049,615	96.08	17,867,500	3.92	455,917,115	15,680	455,932,795
<u>11</u>	To authorise the re-allotment of treasury shares	455,067,692	99.82	807,021	0.18	455,874,713	55,384	455,930,097
<u>12</u>	To confirm the continuation in office of KPMG as Auditor	447,678,940	98.17	8,330,486	1.83	456,009,426	28,647	456,038,073
<u>13</u>	To authorise the Directors to offer Scrip dividends	454,857,468	99.76	1,105,730	0.24	455,963,198	1,844	455,965,042
<u>14</u>	To adopt the amended Greencore Group plc 2013 Performance Share Plan	276,794,486	60.70	179,192,954	39.30	455,987,440	36,584	456,024,024
<u>15</u>	To approve the adoption of the Company's new Articles of Association	454,816,850	99.83	766,535	0.17	455,583,385	355,063	455,938,448

*As "Votes Withheld" are not votes in law, they are not taken into account in the calculation of the proportion of the votes For and Against or in the Total Votes shown.