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Greencore Group plc
(Registered in Ireland No. 170116)

Directors:

Ned Sullivan (*Chairman*)
Patrick Coveney (*Chief Executive Officer*)
Geoff Doherty (*Chief Financial Officer*)
Diane Walker (*Executive Director*)
John Herlihy (*Non-Executive Director*)
Gary Kennedy (*Non-Executive Director*)
Patrick McCann (*Non-Executive Director*)
Eric Nicoli (*Non-Executive Director*)
David Simons (*Non-Executive Director*)
David Sugden (*Non-Executive Director*)

Registered Office:

No. 2 Northwood Avenue
Northwood Business Park
Santry
Dublin 9
Ireland

22 December 2010

To Greencore Shareholders and the Special Shareholder

Dear Shareholder,

**Notice of 2011 Annual General Meeting
2010 Final Dividend - Scrip Dividend Offer
at €1.41 per Ordinary Share**

Introduction

I am writing to you to outline the background to the resolutions to be proposed at the forthcoming Annual General Meeting ("AGM"), all of which the board of Directors ("the Board" or "the Directors") considers to be in the best interests of shareholders as a whole and are recommending for your approval.

Your attention is drawn to the Notice of the AGM of the Company, which will be held at The Conrad Hotel, Earlsfort Terrace, Dublin 2 on Monday, 31 January 2011 at the later of the conclusion of the extraordinary general meeting of the Company, which is due to commence at 11.00 a.m. on the same day and 12.30 p.m., which is enclosed with this letter.

Annual General Meeting - Resolutions

In addition to the ordinary business to be transacted at the AGM, as set out in resolutions 1 to 6, in the notice of meeting, the Board proposes, as special business, resolution 7 which is summarised below.

Ordinary Business

In accordance with the Company's Articles of Association and best practice in relation to the re-election of Directors Patrick Coveney, Gary Kennedy, Eric Nicoli and David Sugden will retire from the Board and seek re-

election at the AGM. Eric Nicoli is required to retire and seek re-election at the AGM as Eric was co-opted to the Board on 14 May 2010. The chairman has conducted a formal evaluation of the performance of Patrick Coveney, Gary Kennedy, Eric Nicoli and David Sugden and the Company can confirm that these four Directors and indeed their colleagues, continue to perform effectively and to demonstrate commitment to the role. The Board strongly recommends the re-election of these four Directors.

Resolution 5 is to receive and consider the Report on Directors' Remuneration for the year ended 24 September 2010 which is set out on pages 40 to 45 of the Annual Report. This is being proposed as an advisory resolution.

If adopted, Resolution 6 will maintain the existing authority in the Articles of Association which permits the Company to convene an extraordinary general meeting on 14 days notice in writing where the purpose of the meeting is to consider an ordinary resolution. As a matter of policy, the 14 day notice will only be utilised where the Directors believe that it is merited by the business of the meeting and the circumstances surrounding the business.

Special Business - 2011 Scrip Dividend Offer – Value of each New Ordinary Share €1.41

The Directors have decided to continue the Scrip Dividend Scheme reactivated in February, 2003, so that eligible Shareholders are now being offered the opportunity of taking all or part of the 2010 Final Dividend of 4.5 cent per Ordinary Share in the form of fully paid new Ordinary Shares. The opportunity to receive new Ordinary Shares instead of a cash dividend is conditional on the adoption of Resolution 7 and, if adopted, will enable eligible Shareholders to increase their holdings of Ordinary Shares without incurring stamp duty or dealing costs. The price at which the new Ordinary Shares are being offered is €1.41 per Ordinary Share and the number of new Ordinary Shares receivable by each eligible Shareholder is dependent on whether dividend withholding tax applies in relation to that shareholding. The terms of the 2011 Final Dividend Scrip Dividend Offer are set out on the enclosed Form of Election and Notice of Entitlement. The Form of Election and Notice of Entitlement in respect of the Scrip Dividend Scheme are also available on the Company's website www.greencore.com.

Yours faithfully,
Ned Sullivan
Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the twentieth Annual General Meeting of Greencore Group public limited company will be held at The Conrad Hotel, Earlsfort Terrace, Dublin 2 at the later of the conclusion of the extraordinary general meeting of the Company, which is due to commence at 11.00 a.m. on the same day and 12.30 p.m., for the following purposes:

As ordinary business to consider and, if thought fit, pass the following ordinary resolutions:

1. To receive and consider the financial statements for the year ended 24 September 2010 together with the reports of the Directors and the auditors thereon (**Resolution 1**).
2. To declare a final dividend of 4.5 cent per share on the ordinary shares for the year ended 24 September 2010 (**Resolution 2**).
3. By separate resolutions, to re-appoint the following Directors who retire in accordance with the Articles of Association and, being eligible, offer themselves for re-appointment:
 - (a) Patrick Coveney (**Resolution 3(a)**);
 - (b) Gary Kennedy (**Resolution 3(b)**);
 - (c) Eric Nicoli (**Resolution 3(c)**);
 - (d) David Sugden (**Resolution 3(d)**).
4. To authorise the Directors to fix the remuneration of the auditors for the current financial year. (**Resolution 4**).
5. To receive and consider the Remuneration Report for the year ended 24 September 2010 (**Resolution 5**).
6. **As ordinary business to consider and, if thought fit, pass the following special resolution (Resolution 6):**

“That it is hereby resolved the provision in Article 54(a) allowing for the convening of an Extraordinary General Meeting by at least fourteen Clear Days’ notice (where such meetings are not convened for the passing of a special resolution) shall continue to be effective.”

As special business to consider and, if thought fit, pass the following resolution:

7. As an ordinary resolution (Resolution 7):

“That the Directors be and they are hereby authorised, pursuant to Article 120(b) of the Articles of Association of the Company, to exercise the powers contained in the said Article so that the Directors may offer to holders of Ordinary Shares in the capital of the Company the right to elect to receive an allotment of additional Ordinary Shares, credited as fully paid, instead of cash in respect of all or part of any dividend or dividends falling to be declared or paid at this Annual General Meeting or at any time prior to the next following Annual General Meeting of the Company.”

By order of the Board
Conor O’Leary
Group Company Secretary

Greencore Group plc
No. 2 Northwood Avenue
Northwood Business Park
Santry
Dublin 9.
22 December 2010.

Notes

- (a) A member entitled to attend, speak, ask questions and vote is entitled to appoint a proxy to attend, speak, ask questions and vote on his behalf. A proxy need not be a member of the Company. Appointment of a proxy will not preclude a member from attending, speaking, asking questions and voting at the meeting should the member subsequently wish to do so. To be effective, the 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 at the registered office of the Company or, at the member's option, with the Registrar of the Company, Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18 not less than 48 hours before the time appointed for the holding of the meeting.
- (b) The Company, pursuant to Regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996, specifies that only those shareholders registered in the Register of Members of the Company as at 5.00 p.m. on 29 January 2011 (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) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at the time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting.
- (c) No Director has a service contract of more than one year's duration. Biographical details for the Directors standing for re-election at the AGM are set out on pages 32 and 33 of the Annual Report.
- (d) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Computershare Services (Ireland) Limited (ID **3RA50**) by 12.30 p.m. on 29 January 2011. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Computershare Investor Services PLC is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to produce that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996.

SHAREHOLDER RIGHTS DIRECTIVE INFORMATION

The following information is provided to shareholders in accordance with the Shareholders Rights (Directive 2007/36/EC) Regulations 2009:

1. Conditions for Participating in the Meeting

Every shareholder, irrespective of how many Greencore shares he/ she holds, has the right to attend, speak, ask questions and vote at the AGM. Completion of a form of proxy will not affect your right to attend, speak, ask questions and/ or vote at the meeting in person. The right to participate in the AGM is subject to the registration of the shares prior to the date of the meeting (the "**Record Date**"). For the Greencore AGM on 31 January

2011, the Record Date is 5.00 p.m. on 29 January 2011 (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 in the register after that time will be disregarded in determining the right of any person to attend, speak, ask questions and/ or vote at the meeting.

If you are a registered shareholder, your shareholder reference number is to be found on the enclosed Form of Proxy. You will need to use your shareholder reference number and your PIN number to lodge your vote online via the Registrar's website.

2. Appointment of Proxy

If you cannot attend the AGM in person, you may appoint a proxy (or proxies) to attend, speak, ask questions and vote on your behalf. For this purpose the Form of Proxy is enclosed. A proxy need not be a member of the Company. You may appoint the Chairman of the Company or another individual as your proxy. You may appoint a proxy by completing the Form of Proxy which has been sent to you, making sure to sign and date the form at the bottom and return it in the pre-paid envelope provided, to the Company's Registrar, Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland no later than 12.30 p.m. on 29 January 2011. If you are appointing someone other than the Chairman as your proxy, then you must fill in the details of your representative at the meeting in the box located underneath the wording "I/We hereby appoint the Chairman of the AGM OR the following person" on the Form of Proxy.

Alternatively, you may appoint a proxy electronically, by visiting the website of the Company's Registrar at www.computershare.com/ie/voting/greencore. You will need your shareholder reference number and your PIN number, which can be found on the lower section of your Form of Proxy.

If you appoint the Chairman or another person as a proxy to vote on your behalf, please make sure to indicate how you wish your votes to be cast by ticking the relevant boxes on the Form of Proxy.

Completing and returning a form of proxy will not preclude you from attending and voting at the meeting should you so wish.

3. Record Date for AGM

The Company, pursuant to Section 134A of the Companies Act 1963, specifies that only those shareholders registered in the register of members of the Company as at 5.00 p.m. on 29 January 2011 (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) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at the time. Changes in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting.

4. How to exercise your voting rights

As a shareholder, you have several ways to exercise your right to vote:

- (a) by attending the AGM in person;
- (b) by appointing the Chairman or another person as a proxy to vote on your behalf;
- (c) by appointing a proxy via the CREST System if you hold your shares in CREST.

In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members.

5. Tabling Agenda Items

If you or a group of shareholders hold at least 3% of the issued share capital of the Company, you or the group of shareholders acting together have the right to put an item on the agenda of the annual general meeting. In order to exercise this right, written details of the item you wish to have included in the AGM agenda together with a written explanation why you wish to have the item included in the agenda and evidence of your shareholding must be received by the Company Secretary at Greencore Group plc, Company Secretary, No. 2

Northwood Avenue, Northwood Business Park, Santry, Dublin 9, Ireland or by email to contact.us@greencore.com. An item cannot be included in the AGM agenda unless it is accompanied by the written explanation and received at either of these addresses by this deadline.

6. Tabling Draft Resolutions

If you or a group of shareholders hold at least 3% of the issued share capital of the Company, you or the group of shareholders acting together have the right to table a draft resolution for inclusion in the agenda of the AGM subject to any contrary provision in company law.

In order to exercise this right, the text of the draft resolution and evidence of your shareholding must be received by post by the Company Secretary at Greencore Group plc, No. 2 Northwood Avenue, Northwood Business Park, Santry, Dublin 9, Ireland or by email to contact.us@greencore.com. A resolution cannot be included in the AGM agenda unless it is received at either of these addresses by this deadline. Furthermore, shareholders are reminded that there are provisions in company law which impose other conditions on the right of shareholders to propose resolutions at the general meeting of a company.

7. Right to ask questions

Pursuant to section 134C of the Companies Act 1963, shareholders have a right to ask questions related to items on the AGM agenda and to have such questions answered by the Company subject to any reasonable measures the Company may take to ensure the identification of shareholders. An answer is not required if

- (a) an answer has already been given on the Company's website in the form of a "Q&A" or
- (b) it would interfere unduly with preparation for the meeting or the confidentiality or business interests of the Company or
- (c) it appears to the Chairman that it is undesirable in the interests of good order of the meeting that the question be answered.

If you wish to submit a question in advance of the AGM, please send your question(s) in writing with evidence of your identity and shareholding to be received no later than 4 days in advance of the AGM by post to the Company Secretary at Greencore Group plc, Company Secretary, No. 2 Northwood Avenue, Northwood Business Park, Santry, Dublin 9, Ireland.

8. How to request/ inspect documentation relating to the meeting

The annual financial statements, auditor's report and report of the Remuneration Committee are contained in the Company's Annual Report and is also available on the Company's website.

Should you not receive a Form of Proxy, or should you wish to be sent copies of documents relating to the meeting, you may request this by telephoning the Company's Registrar on (01) 216 3100 or by writing to the Company Secretary at the address set out above.

9. Further Information

This AGM notice, details of the total number of shares and voting rights at the date of giving this notice, the documents to be submitted to the meeting, copies of any draft resolutions, copies of the forms to be used to vote by proxy and copies of the forms in respect of the Scrip Dividend Scheme are available on the Company's website at www.greencore.com.

