

Attendance Card

Please bring this card with you to the Meeting and present it at Shareholder registration/accreditation.

MR SAM SAMPLE
DESIGNATION (IF ANY)
MR JOINT HOLDER 1
ADD1
ADD2
ADD3
ADD4

99999

000001

SG328

Greencore Group plc ("the Company") invites you to attend the Extraordinary General Meeting ("EGM") of the Company to be held at the **Conrad Hotel, Earlsfort Terrace, Dublin 2** on 31 January 2011 at 11.00 am.

Shareholder Reference Number

C01235456789

J N T



Form of Proxy - Extraordinary General Meeting ("EGM") to be held on 31 January 2011

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 accept no liability for any instruction that does not comply with these conditions.

Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his 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 below. A Shareholder wishing to appoint a proxy by electronic means may do so on the Registrar's website www.computershare.com/ie/voting/greencore. Details of the requirements are set out in the box below. 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 134A of the Companies Act 1963 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 5.00p.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 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 11.00 am on 29 January 2011. 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.

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, Sandford Industrial Estate, Dublin 18 by 29 January 2011 at 11.00 am.

LODGE YOUR PROXY VOTE USING THE INTERNET 24 HOURS A DAY 7 DAYS A WEEK

All Named Holders:

MR SAM SAMPLE
DESIGNATION (IF ANY)
MR JOINT HOLDER 1
ADD1
ADD2
ADD3
ADD4



To Vote Using the Internet

Go to the following website:
www.computershare.com/ie/voting/greencore

You will be asked to enter the Shareholder Reference Number and PIN Number as printed opposite and agree to certain terms and conditions.

To View the Circular and Notice of Meeting Online

Go to the following website:
www.greencore.com

SRN. C1234567890

PIN. 1234

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

Resolutions	For	Against	Vote Withheld
1. To approve: (i) the Merger on the basis of the Common Draft Terms of Merger and the conditions in the Circular to Shareholders, (ii) the issue of the New Greencore Shares, (iii) the grant of the Replacement Awards, and (iv) the making of a share for share offer as an alternative to the Merger.	☐	☐	☐
2. To authorise the increase in the authorised share capital.	☐	☐	☐
3. To authorise the change of the name of the Company to Essenta Foods plc.	☐	☐	☐
4. To authorise the reduction of the share capital of the Company by the cancellation of the aggregate of entire amounts standing to the credit of the Company's share premium account and the Company's capital conversion reserve fund as at the date of the meeting.	☐	☐	☐
5. To authorise (i) the adoption of the Essenta Foods Long Term Incentive Plan 2011 and (ii) its implementation by the Directors with such modifications as they may consider appropriate.	☐	☐	☐
6. To authorise the Directors to allot shares.	☐	☐	☐
7. To authorise the allotment of equity securities otherwise than in accordance with statutory pre-emption rights.	☐	☐	☐
8. To authorise market purchases of the Company's own shares.	☐	☐	☐
9. To determine the price range for the re-issue of treasury shares off-market.	☐	☐	☐
10. To amend the articles of association by the deletion of all references to Article 11.	☐	☐	☐

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

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 Conrad Hotel, Earlsfort Terrace, Dublin 2** on 31 January 2011 at 11.00 am, and at any adjourned 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		For	Against	Vote Withheld
1. To approve: (i) the Merger on the basis of the Common Draft Terms of Merger and the conditions in the Circular to Shareholders, (ii) the issue of the New Greencore Shares, (iii) the grant of the Replacement Awards, and (iv) the making of a share for share offer as an alternative to the Merger.	☐	☐	☐	5. To authorise (i) the adoption of the Essenta Foods Long Term Incentive Plan 2011 and (ii) its implementation by the Directors with such modifications as they may consider appropriate.	☐	☐	☐
2. To authorise the increase in the authorised share capital.	☐	☐	☐	6. To authorise the Directors to allot shares.	☐	☐	☐
3. To authorise the change of the name of the Company to Essenta Foods plc.	☐	☐	☐	7. To authorise the allotment of equity securities otherwise than in accordance with statutory pre-emption rights.	☐	☐	☐
4. To authorise the reduction of the share capital of the Company by the cancellation of the aggregate of entire amounts standing to the credit of the Company's share premium account and the Company's capital conversion reserve fund as at the date of the meeting.	☐	☐	☐	8. To authorise market purchases of the Company's own shares.	☐	☐	☐
				9. To determine the price range for the re-issue of treasury shares off-market.	☐	☐	☐
				10. To amend the articles of association by the deletion of all references to Article 11.	☐	☐	☐

☐ 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 instruct my/our proxy 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

Date

DD / MM / YY

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



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