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Greencore Group plc
(Registered in Ireland No. 170116)

Directors:

Ned Sullivan (*Chairman*)
Patrick Coveney (*Chief Executive Officer*)
Alan Williams (*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

9 January 2012

To Greencore Shareholders and the Special Shareholder

Dear Shareholder,

**Notice of 2012 Annual General Meeting
2011 Final Dividend - Scrip Dividend Offer**

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 Crowne Plaza Hotel, Northwood Business Park, Santry, Dublin 9 at 11.00am on Thursday 9 February 2012.

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, resolutions 7 to 15 which are summarised below.

Ordinary Business

In accordance with the recommendation in the UK Corporate Governance Code regarding the re-election of Directors, Ned Sullivan, Patrick Coveney, Alan Williams, Diane Walker, John Herlihy, Gary Kennedy, Pat McCann, Eric Nicoli and David Simons will retire from the Board and seek re-election at the AGM. The chairman

has conducted a formal evaluation of the performance of each of the Directors and the Senior Independent Director has conducted an evaluation on the performance of the Chairman and the Company can confirm that these each of the 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 Directors. David Sugden will retire from the Board after the AGM following nine years of exceptional contributions as a Non Executive Director.

Resolution 5 is to receive and consider the Report on Directors' Remuneration for the year ended 30 September 2011 which is set out on pages 42 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 – Renominalisation of the Capital of the Company

On 12 July, 2011, the Company announced that in order to facilitate entry in to the FTSE UK Index Series, the Company intended to apply for the cancellation of the Greencore Shares on the Official list of the Irish Stock Exchange and also for the trading of Greencore Shares on the regulated market of the Irish Stock Exchange. The Company announced on 20 December, 2011 that with effect from the close of business on 20 January 2012, Greencore's Ordinary Shares would be cancelled on the Irish Stock Exchange's Main Securities Market. As the Company's shares will only be quoted in sterling after the cancellation, the Board believes that the nominal value of the Company's Ordinary Shares should also be in sterling. Resolutions 7, 8, 9, 10 and 14 deal with the requirements necessary to affect such a change and include the recommended bonus issue of the new Ordinary Shares of Stg£0.01 each on the basis of one share for every Ordinary Share of €0.01 each, the conversion of the existing Ordinary Shares of the Company into deferred shares, the increase in the authorised capital of the company to create the new sterling shares and the amendments to the Memorandum and Articles of Association of the Company to replace all references to €0.01 ordinary shares with stg£0.01 ordinary shares. If resolutions 7, 8, 9 and 10 are not adopted, resolution 14 will still be proposed (without the changes to the share capital) as it is required to make amendments to the Memorandum and Articles of Association of the Company in order to reflect the fact that the Company will only have a listing on the London Stock Exchange.

Special Business – Authority to Allot Relevant Securities

In Resolution 11, shareholders are being asked to renew until the date of the AGM to be held in 2013 or 9 August 2013, the Directors' authority to allot the unissued share capital of the Company up to the unissued authorised share capital of the Company.

Special Business – Authority to Disapply Statutory Pre-emption Rights

In Resolution 12, shareholders are being asked to confer on the Directors, until the date of the Annual General Meeting to be held in 2013, the power to disapply the strict statutory pre-emption provisions relating to the issue of new equity for cash. The disapplication will be limited to the allotment of equity securities in connection with any rights issue or any open offer to shareholders, the allotment of shares in lieu of dividends and, in addition, the allotment of shares for cash up to an aggregate nominal value equal to 5 per cent of the nominal value of the Company's issued share capital.

Special Business – Authority to Make Market Purchases of the Company's Ordinary Shares

At the Extraordinary General Meeting of the Company held in January, 2011, shareholders passed a resolution to give the Company, or any of its subsidiaries, the authority to purchase up to 10 per cent of its own shares. In Resolution 13, shareholders are being asked to renew this authority until the date of the AGM to be held in 2013 or 9 August 2013, whichever is the earlier. The Directors do not have any current intention to exercise the power to purchase the Company's own shares.

Special Business - 2011 Final Dividend Scrip Dividend Offer

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 2011 Final Dividend of 2.4 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 10 and, if adopted, will enable eligible Shareholders to increase their holdings of Ordinary Shares without incurring stamp duty or dealing costs.

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. Please note that the Directors reserve the right at any time prior to the payment of the Final Dividend to withdraw the offer without notice if it appears desirable for them to do so because of a change in circumstances and to pay the Final Dividend wholly in cash. If the renominalisation resolutions are approved at the 2012 AGM, the new Ordinary Shares will be Ordinary Shares of Stg£0.01.

Yours faithfully,

Ned Sullivan
Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the twenty first Annual General Meeting of Greencore Group public limited company will be held at The Crowne Plaza Hotel, Northwood Business Park, Santry, Dublin 9 at 11.00am on 9 February 2012.

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 30 September 2011 together with the reports of the Directors and the auditors thereon **(Resolution 1)**.
2. To declare a final dividend of 2.4 cent per Ordinary Share of €0.01 each for the year ended 30 September 2011 payable to the holders thereof on the register at 5.00pm on 16 December 2011 and to be paid on 30 March 2012 **(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) Ned Sullivan (Resolution 3(a));
 - (b) Patrick Coveney (Resolution 3(b));
 - (c) Alan Williams (Resolution 3(c));
 - (d) Diane Walker (Resolution 3(d));
 - (e) John Herlihy (Resolution 3(e));
 - (f) Gary Kennedy (Resolution 3(f));
 - (g) Pat McCann (Resolution 3(g));
 - (h) Eric Nicoli (Resolution 3(h));
 - (i) David Simons (Resolution 3(i)).
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 30 September 2011 **(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 resolutions:

7. As a Special Resolution:

“That, subject to Resolutions 8, 9 and 10 in the Notice of this Annual General Meeting being duly passed and the new Ordinary Shares of Stg£0.01 each being issued in accordance with Resolution 10, each of the Ordinary Shares of €0.01 each in the capital of the Company be converted into one Deferred Share of €0.01 in the capital of the Company each carrying the rights and obligations, including special rights and obligations, set out in the new Memorandum and Articles of Association of the Company proposed for adoption pursuant to Resolution 14 and the holders of the Ordinary Shares hereby approve such conversion for all purposes, including to the extent they constitute the amendment of the rights attaching to the Ordinary Shares.”

8. As an Ordinary Resolution:

“That, subject to Resolutions 7, 9 and 10 in the Notice of this Annual General Meeting being duly passed, the authorised capital of the Company be and is hereby enlarged by Stg£5,000,000 comprising 500,000,000 new Ordinary Shares of Stg£0.01 each subject to the new Memorandum and Articles of Association of the Company proposed for adoption pursuant to Resolution 14.”

9. As a Special Resolution:

“That, subject to Resolutions 7 and 8 in the Notice of this Annual General Meeting being duly passed: (a) the capital clause in the Memorandum of Association of the Company which has been signed by the Chairman of this Annual General Meeting for identification purposes and which has been available for inspection at the registered office of the Company since the date of the Notice of this Annual General Meeting (reflecting the amendment to the share capital of the Company pursuant to Resolutions 7 and 8 set out in the Notice of this Annual General Meeting) be and is hereby adopted as clause 6 in the Memorandum of Association of the Company in substitution for the existing clause 6 in the Memorandum of Association of the Company; and (b) Article 2 in the Articles of Association of the Company which has been signed by the Chairman of this Annual General Meeting for identification purposes and which has been available for inspection at the registered office of the Company since the date of the Notice of this Annual General Meeting (reflecting the amendment to the share capital of the Company pursuant to Resolutions 7 and 8 set out in the Notice of this Annual General Meeting) be and is hereby adopted as Article 2 in the Articles of Association of the Company in substitution for the existing Article 2 in the Articles of Association of the Company;”

10. As an Ordinary Resolution:

“That, subject to Resolutions 7, 8 and 9 in the Notice of this Annual General Meeting being duly passed, the Directors are authorised to capitalise such amount in Sterling standing to the credit of any of the Company’s reserve accounts or to the credit of the profit and loss account which is not available for distribution by issuing Ordinary Shares of Stg£0.01 each as a fully paid bonus shares to the members of the Company who would have been entitled to that sum if it were distributable and had been distributed by way of dividend on the basis that each such member shall receive one new Ordinary Share of Stg£0.01 each for every Ordinary Share of €0.01 each held by such member on such date and time as the Directors shall resolve.”

11. As an Ordinary Resolution:

“That the Directors of the Company be and are hereby generally and unconditionally authorised to exercise all the powers of the Company for the purposes of section 20 of the Companies (Amendment) Act, 1983 (the “1983 Act”) to allot relevant securities (within the meaning of section 20 of the 1983 Act) up to a maximum nominal amount equal to Stg£1,282,719, if Resolution 10 in the Notice of this Annual General Meeting has been duly passed, or €1,282,719, if such Resolution 10 has not been duly passed, provided that this authority shall expire at the close of business on the date of the next Annual General Meeting of the Company to be held in 2013 or 9 August, 2013, whichever is the earlier.”

12. As a Special Resolution:

“That the Directors be and they are hereby empowered pursuant to Section 23 and Section 24(1) of the Companies (Amendment) Act, 1983 to allot equity securities (within the meaning of Section 23 of the Companies (Amendment) Act, 1983) for cash pursuant to Resolution 11 as if sub-section (1) of the said Section 23 did not apply to any such allotment provided that this power shall be limited to:-

- (a) the allotment of equity securities in connection with any rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with the laws of any territory or the requirements of any regulatory body or any stock exchange in any territory or in connection with fractional entitlements or otherwise); and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate maximum nominal value of Stg£192,408, if Resolution 10 in the Notice of this Annual General Meeting has been duly passed, or €192,408, if such Resolution 10 has not been duly passed; and shall expire at the close of business on the date of the next Annual General Meeting of the Company to be held in 2013 or 9 August, 2013, whichever is the earlier, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.”

13. As a Special Resolution:

“That the Company and/or any of its subsidiaries be and they are hereby generally authorised to make market purchases (as defined in Section 212 of the Companies Act, 1990) of shares of any class (except the Special Share) of the Company (the “Shares”) on such terms and conditions and in such manner as the Directors may from time to time determine but subject to the provisions of the Companies Act, 1990 and to the following restrictions and provisions:-

- (a) the maximum number of Shares authorised to be acquired pursuant to the terms of this resolution shall be such number of Shares whose aggregate nominal value shall equal Stg£384,816, if Resolution 10 in the Notice of this Annual General Meeting has been duly passed, or €384,816, if such Resolution 10 has not been duly passed;
- (b) the minimum price which may be paid for any Share shall be the nominal value of the Share;
- (c) the maximum price which may be paid for any Share (a “Relevant Share”) shall be an amount equal to 105 per cent of the average of the five amounts resulting from determining whichever of the following (i), (ii) or (iii) specified below) in relation to the Shares of the same class as the Relevant Share shall be appropriate for each of the five business days immediately preceding the day on which the Relevant Share is purchased, as determined from the information published in the Daily Official List of the London Stock Exchange plc reporting the business done on each of these five business days:
 - (i) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or
 - (ii) if there shall be only one dealing reported for the day, the price at which such dealing took place; or
 - (iii) if there shall not be any dealing reported for the day, the average of the prices quoted under the heading “Quotation” in respect of that share for the day and if there shall not be any Quotation reported for any particular day then that day shall not count as one of the said five business days for the purposes of determining the maximum price.

If the means of providing the foregoing information as to dealings and prices by reference to which the maximum price is to be determined is altered or is replaced by some other means, then a maximum price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the London Stock Exchange plc or its equivalent;

- (d) The authority hereby granted shall expire at the close of business on the date of the next Annual General Meeting of the Company to be held in 2013 or 9 August, 2013, whichever is the earlier, unless previously varied, revoked or renewed by special resolution in accordance with the provisions of Section 215 of the Companies Act, 1990. The Company or any such subsidiary may before such expiry enter into a contract for the purchase of Shares which would or might be executed wholly or partly after such expiry and may complete any such contract as if the authority conferred hereby had not expired.”

14. As a Special Resolution:

“That the Memorandum and Articles of Association of the Company which have been signed by the Chairman of this Annual General Meeting for identification purposes and which have been available for inspection at the registered office of the Company since the date of the Notice of this Annual General Meeting be and are hereby adopted as the new Memorandum and Articles of Association of the Company in substitution for and to the exclusion of the existing Memorandum and Articles of Association of the Company provided however that, if Resolutions 7 and 8 in the Notice of this Annual General Meeting have not been being duly passed, the amendments to clause 6 in the Memorandum of Association of the Company and Article 2 in the Articles of Association (reflecting the amendment to the share capital of the Company pursuant to Resolutions 7 and 8 set out in the Notice of this Annual General Meeting) shall not take effect and the existing clause 6 in the Memorandum of Association of the Company and Article 2 in the Articles of Association of the Company shall remain unchanged.”

15. As an Ordinary Resolution:

“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, provided however that any such offer announced before the date of this meeting shall be made on the basis of the authority in Article 120(b) which existed prior to the date of this meeting except that, if Resolution 6 and 7 in the Notice of this Annual General Meeting shall have been duly passed, the new Ordinary Shares to be offered shall be new Ordinary Shares of Stg£0.01 each.”

By order of the Board

Conor O’Leary
Group Company Secretary

Greencore Group plc
No. 2 Northwood Avenue
Northwood Business Park
Santry
Dublin 9.
9 January 2012.

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 7 February 2012 (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 11.00 am on 7 February 2012. 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 9 February

2012, the Record Date is 5.00 p.m. on 7 February 2012 (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 11.00am on 7 February 2012. 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.eproxyappointment.com. You will need your control number, shareholder reference number and your PIN number, which can be found on 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 7 February 2012 (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) 447 5566 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.

