

Ordinary Shares Quoted ex-dividend	5 June 2013
Record date for Interim Dividend	7 June 2013
Deadline for receipt of this completed form	5.00p.m. on 4 September 2013
Mailing of dividends and share certificates	2 October 2013
Crediting of CREST Accounts	3 October 2013
Dealing expected to commence in new Ordinary Shares	3 October 2013

THIS DOCUMENT, WHICH IS NOT TRANSFERABLE AND IS FOR THE SOLE USE OF THE PERSON(S) NAMED, IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU HAVE ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD IMMEDIATELY CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER. This form should not be completed by Shareholders wishing to receive the full amount in cash of the proposed Interim Dividend of STG 1.9p per Ordinary Share for the year ending 28 September 2013 (the 'Interim Dividend'). Shareholders who hold less than 86 shares where Dividend Withholding Tax ('DWT') applies or less than 69 shares where DWT does not apply do not have an entitlement and if there is no entitlement a zero will be printed in Box 3 below. Before completing this form please refer to the additional details of the Scrip Dividend Offer overleaf. Additional copies of these documents may be obtained by contacting the Registrar at the address below, or on the company's website [www.greencore.com](http://www.greencore.com)

Shareholder Reference Number

## 2013 Interim Dividend Scrip Dividend Offer - £1.30 per Ordinary Share

**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.

This Election/Permanent Mandate Form is to be completed by any shareholder wishing to receive new Ordinary Shares in lieu of the Interim Dividend in cash. It is not a document of title and cannot be traded or assigned. If all shareholders elect to receive their maximum entitlement of additional Ordinary Shares in lieu of the cash dividend 4,663,241 new Ordinary Shares would be issued, which would represent a 1.16% increase in the company's existing issued share capital. This is based on the assumption that DWT applies to all shareholders. If all shareholders decide to take the Interim Dividend in cash the total amount payable by the company will be £7,619,736.25. If prior to 5 June 2013 (the "ex-dividend" date), you sold, bought or transferred some or all of your holding of Ordinary Shares, and the number of Ordinary Shares shown as registered in your name on 7 June 2013 does not reflect this change, please consult your stockbroker or agent without delay.

The Scrip Dividend Offer is being offered on the basis of one new Ordinary Share credited as fully paid, for every 85.526 Ordinary Shares held where DWT applies and for every 68.421 Ordinary Shares held where DWT does not apply, in lieu of the cash payment of the Interim Dividend, to be issued at £1.30 per Ordinary Share to Shareholders who held at 5.00 p.m. on 7 June 2013, a minimum of 86 Ordinary Shares where DWT applies or 69 Ordinary Shares where DWT does not apply.

1. If you wish to receive the full amount of the Interim Dividend (net of DWT, if any) in cash do not complete or return this Election/Permanent Mandate Form.
2. If you wish to receive new Ordinary Shares in respect of the Interim Dividend, complete the Election/Permanent Mandate Form and return it in the prepaid envelope provided to the Registrar at the address below to arrive not later than 5.00 p.m. on 4 September. Please allow at least 2 working days for postal delivery.
3. To receive your maximum entitlement of new Ordinary Shares, simply sign and date. To receive a lesser number of new Ordinary Shares than your maximum entitlement, state in Box 4 the number you are electing to receive, sign and date. To receive the maximum entitlement of new Ordinary Shares in respect of the Interim Dividend and on a continuous basis in the future whenever a Scrip Dividend Election Offer is made place an "X" in Box 5, sign and date.
4. If you have previously completed a permanent mandate, you will receive your maximum entitlement automatically. You are therefore not required to take any action or return this form. The existence of a mandate is indicated where "Already Mandated" is printed in Box 5 below and in this case this Election/Permanent Mandate Form is a notification of your entitlement. A permanent mandate may be cancelled at any time by notice in writing to the Registrar but if the final date and time for return of the Election/Permanent Mandate Form in respect of a particular dividend has passed, cancellation will be effective in respect of subsequent dividends only.

**Note:** The Directors reserve the right at any time prior to the payment of the Interim 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 Interim Dividend wholly in cash.

### Election/Permanent Mandate Form or Notification of Entitlement

<b>(Box 1)</b> Registered holding of £0.01 Ordinary Shares at 5.00 p.m. on 7 June 2013	<b>(Box 2)</b> Cash Dividend entitlement net of DWT if any	<b>(Box 3)</b> Maximum entitlement new Ordinary Shares in lieu of your cash dividend	<b>(Box 4)</b> Number of new Ordinary Shares which you wish to receive, only if less than the number in Box 3	<b>(Box 5)</b> Mark with an 'X' to effect mandate in respect of this Dividend, and all future dividends. (see 4 above).
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#### To the Directors, Greencore Group plc

I/We, being the registered holder(s) on 7 June 2013, of Ordinary Shares in Greencore Group plc hereby give notice that, in lieu of payment in cash of the Interim Dividend of STG 1.9p per Ordinary Share, I/we irrevocably elect to receive an allotment of the number of new Ordinary Shares shown in Box 3 above or, if less, the number of new Ordinary Shares shown in Box 4 and any net residual cash entitlement brought forward, above credited as fully paid on the terms and conditions of the Election Offer as set out in the details overleaf, and the Memorandum and Articles of Association of the Company as from time to time varied.

If so indicated in Box 5 above, I/we wish my/our election to apply in respect of my/our entire holding on the appropriate record date(s) for and on the same terms as any Scrip Dividend Election Offers made to shareholders until revoked by me/us. I/We acknowledge that the Company reserves the right to treat any election not strictly complying with the terms and conditions of the election as nevertheless valid. I/We request and authorise the Company to send to me/us a definitive certificate in respect of the new Ordinary Shares for which this application is accepted by post at my/our risk to the address given above (unless I/we direct otherwise) if the shareholding is in certificated form.

I/We represent and warrant that I/we are not applying on behalf of any person who is resident outside a Member State of European Union, and am/are not applying with a view to the re-offer, re-sale, transfer or delivery of any of the new Ordinary Shares which are the subject of this election to persons who are resident outside of a Member State of European Union.

Signature 1 (Please sign in the box below)

Signature 2 (Please sign in the box below)

Date




Signature 3 (Please sign in the box below)

Signature 4 (Please sign in the box below)

Daytime Telephone Number (in case of queries)




In the case of joint holders ALL must sign. In the case of a body corporate, this form should be executed under its common seal or be signed by a duly authorised official whose capacity should be stated. All enquiries regarding this form should be addressed to our Registrar, Computershare Investor Services (Ireland) Limited, P.O. Box 954, Dublin 18, Ireland. Tel. +353 1 431 9832.