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**Greencore Group plc**  
(Registered in Ireland No. 170116)

*Directors:*

Gary Kennedy (*Chairman*)  
Patrick Coveney (*Chief Executive Officer*)  
Alan Williams (*Chief Financial Officer*)  
Sly Bailey (*Non-Executive Director*)  
John Herlihy (*Non-Executive Director*)  
Heather Ann McSharry (*Non-Executive Director*)  
John Moloney (*Non-Executive Director*)  
Eric Nicoli (*Non-Executive Director*)  
John Warren (*Non-Executive Director*)

*Registered Office:*

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

*To Greencore Shareholders and the Special Shareholder*

19 December 2014

Dear Shareholder,

## **Notice of 2015 Annual General Meeting 2014 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 10.30am on Tuesday 27 January 2015.

### **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 12 which are summarised below.

### **Ordinary Business**

In accordance with the recommendation in the UK Corporate Governance Code regarding the re-election of Directors, Gary Kennedy, Patrick Coveney, Alan Williams, Sly Bailey, John Herlihy, Heather Ann McSharry, John Moloney, Eric Nicoli and John Warren will retire from the Board and seek re-election at the AGM. A formal evaluation of the performance of each of the Directors has been undertaken. The Company can confirm that each of the Directors, continue to perform effectively and demonstrate commitment to the role. The Board strongly recommends the re-election of the Directors who are standing for re-election.

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Resolution 5 is to receive and consider the Annual Report on Directors' Remuneration for the year ended 26 September 2014 (excluding the Remuneration Policy Report) which is set out on pages 52 to 59 of the Annual Report. This is being proposed as an advisory resolution.

Resolution 6 is an advisory resolution to receive and consider the Remuneration Policy Report, which is set out on pages 43 to 51 of the Annual Report.

In line with best practice, the Company is applying the Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment Regulations) Regulations (the "2013 UK Regulations") on a voluntary basis. The 2013 UK Regulations apply to UK incorporated companies listed on the London Stock Exchange. As Greencore Group plc is an Irish incorporated company, it is not subject to these regulations. However, in line with best practice, the Board is committed to applying the new requirements on a voluntary basis insofar as is possible under Irish legislation. Therefore, in line with best practice and to ensure transparency, Resolution 5 and Resolution 6 are being put before shareholders as advisory resolutions.

#### **Special Business - Ordinary Resolution Authorising Directors to Issue Ordinary Shares**

In Resolution 7, shareholders are being asked to renew until the earlier of the date of the Annual General Meeting in 2016 or 27 July 2016, the Directors' authority to allot and issue up to an aggregate amount of £1,345,059.86 in nominal value of new ordinary shares, being equal to 33% of the nominal value of the existing issued ordinary share capital of the Company as at the date of the Notice of the AGM.

#### **Special Business - Special Resolution to Disapply Statutory Pre-emption Rights**

In Resolution 8, shareholders are being asked to confer on the Directors, until the earlier of the Annual General Meeting to be held in 2016 or 27 July 2016, the power to disapply the strict statutory pre-emption provisions relating to the issue of new equity securities for cash. The disapplication, which is being proposed as a special resolution 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% of the nominal value of the Company's issued share capital as at the date of the Notice of the AGM.

#### **Special Business – Special Resolution to Make Market Purchases of the Company's Ordinary Shares**

At the Annual General Meeting of the Company held in January, 2014, shareholders passed a resolution to give the Company, or any of its subsidiaries, the authority to purchase up to 10% of its own shares as at the date of the Notice of AGM. In Resolution 9, which is being proposed as a special resolution, shareholders are being asked to renew this authority until the earlier of the Annual General Meeting to be held in 2016 or 27 July 2016. The Directors do not have any current intention to exercise the power to purchase the Company's own shares.

Furthermore, such purchases would be made only at price levels which the Directors considered to be in the best interests of the shareholders generally, after taking into account the Company's overall financial position. In addition, the authority being sought from shareholders will provide that the minimum price which may be paid for such shares shall not be less than the nominal value of the shares and the maximum price will be the higher of 105% of the average market price of such shares and the amount stipulated by Article 5(1) of the EU Market Abuse (Buyback and Stabilisation) Regulation.

#### **Special Business – Confirmation of continuation of KPMG as Auditors**

On the recommendation of the Audit Committee, the Board proposes that KPMG continue as auditors of the Company. KPMG have indicated their willingness to continue as the Company's auditors. Shareholder confirmation is being sought in Resolution 10 for KPMG's continuation as auditors. This is being proposed as an advisory non-binding resolution.

#### **Special Business – Authority to hold the next AGM outside of Ireland**

In Resolution 11, shareholders are also being asked to pass a resolution authorising the Directors to convene the Annual General Meeting of the Company in 2016 at a place which may be outside of Ireland. Whilst the Directors do not have any current intention to exercise this authority given the fact that the Company's shares are now only traded on the London Stock Exchange, the Directors believe that it may be appropriate for the Company to be able to hold its Annual General Meeting in the UK in the future.

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**Special Business - 2014 Final Dividend Scrip Dividend Offer**

The Directors have decided to continue the Scrip Dividend Scheme, so that eligible Shareholders are now being offered the opportunity of taking all or part of the 2014 Final Dividend of 3.25pence 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 12 which, 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 2014 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](http://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.

Gary Kennedy  
Chairman.

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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the twenty third Annual General Meeting of Greencore Group public limited company will be held at The Crowne Plaza Hotel, Northwood Business Park, Santry, Dublin 9 at 10.30am on 27 January 2015.

**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 26 September 2014 together with the reports of the Directors and the auditors thereon **(Resolution 1)**.
2. To declare a final dividend of 3.25 pence per Ordinary Share of £0.01 each for the year ended 26 September 2014 payable to the holders thereof on the register at 5.00pm on 5 December 2014 and to be paid on 2 April 2015 **(Resolution 2)**.
3. By separate resolutions, to re-appoint the following Directors who retire in accordance with the Articles of Association and the Corporate Governance Code, being eligible, offer themselves for re-appointment:
  - (a) Gary Kennedy (Resolution 3(a));
  - (b) Patrick Coveney (Resolution 3(b));
  - (c) Alan Williams (Resolution 3(c));
  - (d) Sly Bailey (Resolution 3(d));
  - (e) John Herlihy (Resolution 3(e));
  - (f) Heather Ann McSharry (Resolution 3(f));
  - (g) John Moloney (Resolution 3(g));
  - (h) Eric Nicoli (Resolution 3(h));
  - (i) John Warren (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 Annual Report on Directors' Remuneration for the year ended 26 September 2014 **(Resolution 5)**.
6. To receive and consider the Remuneration Policy Report **(Resolution 6)**.

The remuneration policy report is being submitted to shareholders as an advisory resolution. The remuneration policy will provide the framework for remuneration decisions made by the Remuneration Committee from the date of the 2015 AGM. It is the Company's intention that this will apply until the 2018 Annual General Meeting, unless the Company seeks shareholder approval for a renewed policy at an earlier date.

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

**7. 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"), and any corresponding provision of any replacement legislation, to allot relevant securities (within the meaning of section 20 of the 1983 Act), and any corresponding provision of any replacement legislation, up to a maximum nominal amount equal to £1,345,059.86 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 2016 or 27 July 2016, whichever is the earlier, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired."

**8. 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, and any corresponding provision of any replacement legislation, to allot equity securities (within the meaning of Section 23 of the Companies (Amendment) Act, 1983), and any corresponding provision of any replacement legislation, for cash pursuant to Resolution 7 as if sub-section (1) of the said Section 23 (or any corresponding provision of replacement legislation) did not apply to any such allotment provided that this power shall be limited to:-

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- (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);
  - (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate maximum nominal value of £203,796.95; and
  - (c) the allotment of equity securities pursuant to Article 120(b).

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 2016 or 27 July 2016, 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.

9. **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), and any corresponding provision of any replacement legislation, 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 any corresponding provision of any replacement legislation, 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 £407,593.90.
- (b) the minimum price which may be paid for any Share shall be the nominal value of the Share;
- (c) the maximum price (excluding expenses) which may be paid for any share in the Company (a “Relevant Share”) shall be the higher of:
  - (i) 5 per cent above the average of the closing prices of a Relevant Share taken from the Official List of the London Stock Exchange for the five business days prior to the day the purchase is made; and
  - (ii) the amount stipulated by Article 5(1) of the Market Abuse (Buyback and Stabilisation) Regulation and any corresponding provision of any replacement legislation, (being the value of a Relevant Share calculated on the basis of the higher of the price quoted for:
    - (A) the last independent trade of; and
    - (B) the highest current independent bid or offer for,any number of Relevant Shares on the trading venue where the purchase pursuant to the authority conferred by this resolution will be carried out);

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 2016 or 27 July 2016, 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, and any corresponding provision of any replacement legislation. 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.”

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**10. As a Special Resolution:**

As an advisory non-binding resolution, to confirm the continuation in office of KPMG as auditors of the Company.

**11. As an Ordinary Resolution:**

“To authorise the Directors to convene the next Annual General Meeting at such time and place whether in or outside Ireland as the Directors shall appoint.”

**12. 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.”

By order of the Board

Conor O’Leary  
Group Company Secretary

Greencore Group plc  
No. 2 Northwood Avenue  
Northwood Business Park  
Santry  
Dublin 9.  
19 December 2014.

**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 25 January 2015 (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 not capable of termination on less than one month’s notice. Biographical details for the Directors standing for re-election at the AGM are set out on page 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 10.30 am on 25 January 2015. 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.



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## 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 27 January 2015, the Record Date is 5.00 p.m. on 25 January 2015 (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 10.30am on 25 January 2015. 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](http://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 25 January 2015 (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; or
- (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.

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## **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, No. 2 Northwood Avenue, Northwood Business Park, Santry, Dublin 9, Ireland or by email to [contact.us@greencore.com](mailto: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 sufficiently in advance of the date of the AGM so as to enable other members to appoint a proxy (where the agenda item involves a modification of the agenda for the AGM).

## **6. Tabling Draft Resolutions**

Pursuant to Section 133B (1) of the Companies Act 1963 and subject to any contrary provision in company law, shareholders, holding at least 3% of the Company's issued share capital, representing at least 3% of the total voting rights of all of the shareholders having a right to vote at the 2015 Annual General Meeting, have the right to put an item on the agenda, or table a draft resolution for an item on the agenda, of a general meeting. In the case of the 2015 Annual General Meeting, the latest date for submission of such requests/ resolutions was 16 December 2014.

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](mailto:contact.us@greencore.com). 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";
- (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 the 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](http://www.greencore.com).