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**Confirmation Of Your Representation:** By accepting the electronic transmission and accessing the attached document, you shall be deemed to have represented to Greencore, Greenhill, HSBC, Goodbody, Jefferies and Rabobank that (1) you have understood and agree to the terms set out herein; (2) you are a QIB seeking to acquire securities for your own account or for the account of another QIB; (3) if you are located in any Member State of the European Economic Area other than the United Kingdom and Ireland, you and

any customers you represent are Qualified Investors; (4) you consent to delivery of the attached document and any amendments or supplements thereto by electronic transmission; and (5) you acknowledge that this electronic transmission and the attached document are confidential and intended only for you and you will not transmit the attached document (or any copy of it or part thereof) or disclose, whether orally or in writing, any of its contents to any other person.

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HSBC is authorised by the Prudential Regulation Authority (the “PRA”) and regulated by the PRA and the Financial Conduct Authority (the “FCA”) in the United Kingdom. Greenhill and Jefferies are authorised and regulated by the FCA in the United Kingdom. Goodbody is regulated by the Central Bank of Ireland, and in the United Kingdom is authorised by and subject to limited regulation by the FCA. Rabobank, is authorised and regulated by De Nederlandsche Bank and the Netherlands Authority for the Financial Markets, and in the United Kingdom, is authorised by the PRA and subject to limited regulation by the FCA and the PRA.

Each of Greenhill, HSBC, Goodbody, Jefferies and Rabobank are acting solely for Greencore and no one else in connection with the transaction contemplated by the attached document (whether or not such person is a recipient of this electronic transmission or the attached document) and will not regard anyone other than Greencore as their respective client and will not be responsible to anyone other than Greencore for providing the protections afforded to their respective customers nor for providing advice in relation to any matter contained in this electronic transmission or the attached document or any matter, transaction or arrangement referred to in it. Apart from the responsibilities and liabilities if any, which may be imposed on Greenhill, HSBC, Goodbody, Jefferies and Rabobank by the Financial Services and Markets Act 2000 or under the regulatory regime established thereunder, or under the regulatory regime of any jurisdiction where the exclusion of liability would be illegal, void or unenforceable, each of Greenhill, HSBC, Goodbody, Jefferies and Rabobank disclaims all and any liability whether arising in tort, contract or otherwise which they might have in respect of this electronic transmission and the attached document.

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**THIS DOCUMENT AND ANY ACCOMPANYING DOCUMENTS ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent professional financial adviser immediately (being, in the case of Shareholders in Ireland, an organisation or firm authorised or exempted under the Investment Intermediaries Act, 1995 of Ireland (as amended) or the European Communities (Markets in Financial Instruments) Regulations (Nos. 1 to 3) 2007 or, in the case of Shareholders in the UK, an adviser authorised pursuant to the Financial Services and Markets Act 2000 (as amended) (“FSMA”), or from another appropriately authorised independent financial adviser if you are in a territory outside Ireland or the UK).

In accordance with section 87G of FSMA, this document (the “**Supplementary Prospectus**”) has been published following the publication by Greencore Group plc (“**Greencore**”) of the Greencore 2016 Annual Report containing the Greencore Group’s audited consolidated financial statements for the year ended 30 September 2016. This Supplementary Prospectus, which comprises a supplementary prospectus relating to the New Greencore Shares prepared in accordance with the Prospectus Rules made under section 73A of FSMA, and the EU Prospectus Regulation and has been approved in accordance with sections 87A and 87G of FSMA by the Financial Conduct Authority (“**FCA**”) (which has been transferred the function of approving the Supplementary Prospectus by the Central Bank of Ireland), as competent authority under the Prospectus Directive, is supplemental to, and should be read in conjunction with, the prospectus published by Greencore dated 14 November 2016 (the “**Original Prospectus**”). Each of this Supplementary Prospectus and the Original Prospectus is available, free of charge, in electronic form on Greencore’s website ([www.greencore.com](http://www.greencore.com)). The FCA only approves this Supplementary Prospectus as meeting the requirements imposed under UK and EU law pursuant to the Prospectus Directive. Such approval relates only to the New Greencore Shares and Nil Paid Rights and Fully Paid Rights to be issued in connection with the Rights Issue and admitted to trading on the regulated market of the London Stock Exchange. Greencore has requested that the FCA provides a certificate of approval and a copy of this Supplementary Prospectus to the competent authority in Ireland. This Supplementary Prospectus has not been and will not be submitted for approval to any supervisory authority other than the FCA. This Supplementary Prospectus will not be passported into any jurisdiction other than Ireland. Therefore, no steps may be taken that would constitute or result in an offer of securities to the public (as defined by EU law) in connection with the New Greencore Shares, the Nil Paid Rights or the Fully Paid Rights outside the UK and Ireland.

Certain terms used in this Supplementary Prospectus, including technical and other terms, are defined and explained in Part XIII (*Definitions*) of the Original Prospectus.

**You should read this Supplementary Prospectus, the Original Prospectus and the documents incorporated herein and therein by reference in their entirety. Your attention is specifically drawn to the risk factors set out in the section entitled “Risk Factors” of the Original Prospectus.**



## **GREENCORE GROUP PLC**

*(incorporated in Ireland with limited liability under the Companies Act, registered number 170116)*

### **SUPPLEMENTARY PROSPECTUS**

**Proposed 9 for 13 Rights Issue of 287,203,887 New Greencore Shares at 153 pence per New Greencore Share to raise approximately £439.4 million**

**Proposed Admission of the New Greencore Shares to the Official List (premium segment) and to trading on the main market for listed securities of the London Stock Exchange**

This Supplementary Prospectus does not constitute an offer to sell, or the solicitation of an offer to buy, securities in any jurisdiction where such offer or solicitation would be unlawful. The distribution of this Supplementary Prospectus, the Original Prospectus and/or any accompanying documents and/or the transfer of the Nil Paid Rights, Fully Paid Rights and/or New Greencore Shares, into jurisdictions other than the United Kingdom and Ireland may be restricted by law. Therefore, persons into whose possession this Supplementary Prospectus, the Original Prospectus and/or any accompanying documents come should inform themselves about, and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. In particular, subject to certain exceptions, this Supplementary Prospectus, the Original Prospectus and the accompanying documents (including the Provisional Allotment Letter) should not be distributed, forwarded to or transmitted in or into the United States or any of the Excluded Territories.

Subject to the restrictions set out below, if you sell or otherwise transfer or have sold or otherwise transferred all of your Existing Greencore Shares (other than ex-rights) held in certificated form before 8.00 a.m. on 8 December 2016 (the “*ex-rights date*”), you should forward a copy of this Supplementary Prospectus, the Original Prospectus and send any Provisional Allotment Letter (duly renounced), if and when received, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. None of these documents should, however, be distributed, forwarded or transmitted in or into any jurisdiction where to do so might constitute a violation of local securities laws or regulations, including but not limited to the United States and any of the Excluded Territories (subject to certain exceptions).

If you sell or otherwise transfer or have sold or otherwise transferred only part of your holding of Existing Greencore Shares (other than ex-rights) held in certificated form before the ex-rights date, you should immediately consult the stockbroker, bank or other agent through whom the sale or transfer was effected and refer to the instructions regarding split applications in Part XI (*Terms and Conditions of the Rights Issue*) of the Original Prospectus and in the Provisional Allotment Letter. If you sell or otherwise transfer or have sold or otherwise transferred all or some of your Existing Greencore Shares (other than ex-rights) held in uncertificated form before the ex-rights date, a claim transaction will automatically be generated by Euroclear, which, on settlement, will transfer the appropriate number of Nil Paid Rights to the purchaser or transferee.

Applications will be made to the UK Listing Authority and the London Stock Exchange, respectively for the New Greencore Shares (nil paid and fully paid) to be admitted to: (i) the premium listing segment of the Official List of the FCA and (ii) trading on the London Stock Exchange's main market for listed securities. No application is currently intended to be made for the New Greencore Shares to be admitted to listing or dealing on any other exchange.

Subject to, *inter alia*, the approval of the Transaction Resolutions, and the conditions to the Rights Issue being satisfied, it is expected that Admission of the New Greencore Shares will become effective, and that dealings in the New Greencore Shares (nil paid) on the regulated market of the London Stock Exchange will commence, at 8.00 a.m. on 8 December 2016. Subject to, among other things, the passing without amendment (or with such amendment as the Joint Sponsors, Joint Bookrunners (as such terms are defined in the Original Prospectus) and Greencore may agree in writing) of the Transaction Resolutions at the Greencore EGM, it is expected that Qualifying Non-CREST Shareholders (subject to certain exceptions) will be sent a Provisional Allotment Letter on 7 December 2016, and that Qualifying CREST Shareholders (subject to certain exceptions) will receive a credit to their appropriate stock accounts in CREST in respect of the Nil Paid Rights that they are entitled as soon as practicable after 8.00 a.m. on 8 December 2016. The Nil Paid Rights so credited in CREST are expected to be enabled for settlement by Euroclear as soon as practicable after Admission. The Underwriters may, in accordance with applicable legal and regulatory provisions and subject to the Underwriting Agreement, engage in transactions in relation to the Nil Paid Rights, the Fully Paid Rights, the New Greencore Shares and/or related instruments for their own account for the purpose of hedging their commitments under the Underwriting Agreement. Except as required by applicable law or regulation, the Underwriters do not propose to make any public disclosure in relation to such transactions.

The latest time and date for acceptance of, and payment in full for, the New Greencore Shares by holders of Nil Paid Rights is expected to be 11.00 a.m. on 21 December 2016. The procedures for delivery of the Nil Paid Rights, acceptance and payment are set out in Part XI (*Terms and Conditions of the Rights Issue*) of the Original Prospectus and, for Qualifying Non-CREST Shareholders only, also in the Provisional Allotment Letter. Qualifying CREST Shareholders should refer to paragraph 5 of Part XI (*Terms and Conditions of the Rights Issue*) of the Original Prospectus.

Qualifying CREST Shareholders should note that they will receive no further written communication from Greencore Group plc in respect of the Rights Issue. They should accordingly retain the Original Prospectus for, among other things, details of the action they should take in respect of the Rights Issue. Qualifying CREST Shareholders who are CREST sponsored Members should refer to their CREST sponsors regarding the action to be taken in connection with the Original Prospectus and the Rights Issue. Holdings of Existing Greencore Shares in certificated and uncertificated form will be treated as separate holdings for the purpose of calculating entitlements under the Rights Issue.

This Supplementary Prospectus does not constitute an offer of, or the solicitation of an offer to subscribe for or buy, any Ordinary Shares to any person in any jurisdiction in which such offer or solicitation is unlawful. The distribution of this Supplementary Prospectus in certain jurisdictions may be restricted by law. Neither this Supplementary Prospectus, any advertisement nor any other material relating to it may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Supplementary Prospectus comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Each of Greenhill & Co. International LLP ("**Greenhill**") (which is authorised and regulated by the FCA) acting as sole financial adviser and Joint Sponsor, HSBC Bank plc ("**HSBC**") (which is authorised by the Prudential Regulation Authority ("**PRA**") and regulated by the PRA and the FCA in the UK) acting as Joint Sponsor, Joint Global Co-ordinator, Joint Bookrunner, and Lead Underwriter, Goodbody Stockbrokers UC ("**Goodbody**") (which is regulated in Ireland by the Central Bank of Ireland, and in the United Kingdom is subject to limited regulation by the FCA) acting as Joint Global Co-ordinator, Joint Bookrunner, Corporate Broker and Underwriter, Jefferies International Limited ("**Jefferies**") (which is authorised and regulated by the FCA in the UK) acting as Joint Bookrunner, Corporate Broker and Underwriter and Coöperatieve Rabobank U.A. ("**Rabobank**") (which is authorised and regulated by the Dutch Central Bank (De Nederlandsche Bank) and the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*), and in the United Kingdom, is authorised by the PRA and subject to limited regulation by the FCA and the PRA) acting as Lead Manager and Underwriter is acting exclusively for Greencore and no one else in connection with this Supplementary Prospectus, the Original Prospectus, the Acquisition, the Rights Issue and/or the Admission (as relevant) and will not regard any other person (whether or not a recipient of this Supplementary Prospectus) as their respective clients in relation to this Supplementary Prospectus, the Original Prospectus, the Acquisition or the Rights Issue, save for any responsibility which may arise under FSMA or the regulatory regime established thereunder (or, in the case of Goodbody, the responsibilities and liabilities, if any, which may be imposed by the Central Bank or any applicable Irish law), and accordingly will not be responsible to anyone other than Greencore for providing the protections afforded to respective clients of Greenhill, HSBC, Rabobank, Jefferies and Goodbody as applicable, or for providing advice in connection with the Acquisition, the Rights Issue, the Admission, the contents of this Supplementary Prospectus or any other transaction, arrangement or other matter referred to in this Supplementary Prospectus.

Apart from the responsibilities and liabilities, if any, which may be imposed on Greenhill, HSBC, Goodbody, Jefferies, or Rabobank under FSMA or the regulatory regime established thereunder (or, in the case of Goodbody, the responsibilities and liabilities, if any, which may be imposed by the Central Bank or any applicable Irish law): (i) none of Greenhill, HSBC, Goodbody, Jefferies or Rabobank or any persons associated or affiliated with any of the foregoing, accepts any responsibility whatsoever and makes no warranty or representation, express or implied, in relation to the contents of this Supplementary Prospectus, including its accuracy, completeness or verification or regarding the legality of any investment in the Nil Paid Rights, the Fully Paid Rights or the New Greencore Shares by any person under the laws applicable to such person or for any other statement made or purported to be made by it, or on its behalf, in connection with Greencore, the Nil Paid



Rights, the Fully Paid Rights, the Greencore Shares, the Acquisition, the Rights Issue and/or Admission; and (ii) each of Greenhill, HSBC, Goodbody, Jefferies or Rabobank accordingly disclaims, to the fullest extent permitted by law, all and any liability whether arising in tort, contract or otherwise (save as referred to above) which they might otherwise be found to have in respect of this Supplementary Prospectus or any such statement.

#### **Notice to Overseas Shareholders**

The Nil Paid Rights, the Fully Paid Rights, the Provisional Allotment Letters and the New Greencore Shares have not been and will not be registered or qualified under the relevant laws of any state, province or territory of the Excluded Territories and may not be offered or sold, resold, taken up, transferred, delivered or distributed, directly or indirectly, into or within any of the Excluded Territories or the US except pursuant to an applicable exemption from registration or qualification requirements. This Supplementary Prospectus does not constitute an offer of Nil Paid Rights, Fully Paid Rights or New Greencore Shares in any jurisdiction in which such offer or solicitation is unlawful. Persons into whose possession these documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Subject to certain very limited exceptions, neither this Supplementary Prospectus nor the accompanying documents will be distributed in or into any Excluded Territory, or into the US, and neither this Supplementary Prospectus, the Original Prospectus, the Provisional Allotment Letters nor the accompanying documents constitute a public offer of Nil Paid Rights, Fully Paid Rights or New Greencore Shares to any Shareholder with a registered address in, or who is resident or located in (as applicable), any Excluded Territory.

The Nil Paid Rights, the Fully Paid Rights, the Provisional Allotment Letters and the New Greencore Shares are not transferable, except in accordance with, and the distribution of this Supplementary Prospectus is subject to, the restrictions set out in paragraph 7 of Part XI (*Terms and Conditions of the Rights Issue*) of the Original Prospectus in relation to the US and the Excluded Territories.

No action has been taken by Greencore, the Joint Sponsors or the Underwriters that would permit an offer of the New Greencore Shares or rights thereto or possession or distribution of this Supplementary Prospectus or any other offering or publicity material or the Provisional Allotment Letters, the Nil Paid Rights or the Fully Paid Rights in any jurisdiction where action for that purpose is required, other than in the UK and Ireland.

#### **Notice to US investors**

The Nil Paid Rights, the Fully Paid Rights, the Provisional Allotment Letters and the New Greencore Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the “**US Securities Act**”) or under any securities laws of any state or other jurisdiction of the United States and accordingly may not be offered, sold, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, within the United States, except pursuant to registration under the US Securities Act or an applicable exemption from, or transaction not subject to, the registration requirements of the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. There will be no public offer of Nil Paid Rights, Fully Paid Rights or New Greencore Shares in the United States.

None of the Nil Paid Rights, the Fully Paid Rights, the New Greencore Shares, the Provisional Allotment Letters, this document or any other offering document has been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the Rights Issue or the accuracy or adequacy of this document or the Provisional Allotment Letter. Any representation to the contrary is a criminal offence in the United States.

Subject to certain exceptions, neither this document, the Original Prospectus nor the Provisional Allotment Letter constitutes, or will constitute, or forms part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, New Greencore Shares, Nil Paid Rights and/or Fully Paid Rights to any Greencore Shareholder with a registered address in, or who is resident in or located in, the United States. If you are in the United States, you may not exercise your Nil Paid Rights or Fully Paid Rights and/or acquire any New Greencore Shares offered hereby unless you are a “qualified institutional buyer” (“**QIB**”) as defined in Rule 144A under the US Securities Act (“**Rule 144A**”). Notwithstanding the foregoing, Greencore reserves the right to offer and deliver the Nil Paid Rights to, and the Fully Paid Rights and the New Greencore Shares may be offered to and acquired by, a limited number of Shareholders in the United States reasonably believed to be QIBs, in offerings exempt from or in a transaction not subject to, the registration requirements under the US Securities Act. If you are a QIB, in order to exercise your Nil Paid Rights or Fully Paid Rights and/or acquire any New Greencore Shares upon exercise thereof, you must sign and deliver an investor letter, substantially in the form described in paragraph 7.4 of Part XI (*Terms and Conditions of the Rights Issue*) of the Original Prospectus. Subject to certain exceptions, neither this document, the Original Prospectus nor any accompanying documents (including the Provisional Allotment Letter) will be posted to any person with a registered address in the United States.

The Underwriters may arrange for any New Greencore Shares not taken up in the Rights Issue to be offered and sold only (i) outside the United States in an offshore transaction in compliance with Regulation S (“**Regulation S**”) under the US Securities Act or (ii) inside the United States to persons reasonably believed to be QIBs as defined in Rule 144A in reliance on an exemption from the registration requirements of the US Securities Act. Prospective investors are hereby notified that such sellers of the Nil Paid Rights, Fully Paid Rights or New Greencore Shares may be relying on the exemption from the registration requirements of the US Securities Act provided by Rule 144A.

In addition, until 40 days after Admission an offer, sale or transfer of the Nil Paid Rights, the Fully Paid Rights or the New Greencore Shares within the United States by a dealer (whether or not participating in the Rights Issue) may violate the registration requirements of the US Securities Act, if such offer or sale is made other than in accordance with Rule 144A.

#### **No incorporation of website information**

Save for information expressly stated to be incorporated by reference into this Supplementary Prospectus as described in Part I “*Supplementary Information*”, information on or accessible through Greencore’s corporate website, [www.greencore.com](http://www.greencore.com) does not form part of and is not incorporated into this Supplementary Prospectus.

**Language of the Supplementary Prospectus**

The language of this Supplementary Prospectus is English. Certain legislative references and technical terms have been cited in their original language in order that the correct technical meaning may be ascribed to them under applicable law.

**Rounding**

Certain figures contained in this Supplementary Prospectus or in the documents incorporated by reference herein, including financial, statistical and operating information, have been subject to rounding adjustments. Accordingly, in certain instances, the totals of data presented in this Supplementary Prospectus or in the documents incorporated by reference herein may vary slightly from the actual arithmetic totals of such data and the sum of the numbers in a column or a row in tables contained in this Supplementary Prospectus or in the documents incorporated by reference herein may not conform exactly to the total figure given for that column or row.

**Forward-Looking Statements**

This Supplementary Prospectus and the documents incorporated herein contain statements about the Greencore Group, the Peacock Group and the Combined Group that are or may be forward-looking statements. All statements other than statements of historical facts included in this Supplementary Prospectus may be forward-looking statements. Without limitation, any statements preceded or followed by or that include the words “**targets**”, “**should**”, “**continue**”, “**plans**”, “**believes**”, “**expects**”, “**aims**”, “**intends**”, “**will**”, “**may**”, “**anticipates**”, “**estimates**”, “**projects**” or words or terms of similar substance or the negative thereof, are forward-looking statements. Forward-looking statements include all matters that are not historical facts and statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, future capital-raising activities, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of the Greencore Group’s, the Peacock Group’s or the Combined Group’s operations and potential synergies resulting from the Acquisition; and (iii) the effects of government regulation on the Greencore Group’s, the Peacock Group’s or the Combined Group’s business.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances that are difficult to predict and outside of the Greencore Group’s, the Peacock Group’s or the Combined Group’s ability to control. Forward-looking statements are not guarantees of future performance and the actual results of the Greencore Group’s, the Peacock Group’s Combined Group’s operations and the development of the markets and the industry in which the Greencore Group, the Peacock Group or the Combined Group operates, may differ materially from those described in, or suggested by, the forward-looking statements contained in this Supplementary Prospectus. In addition, even if the Greencore Group’s, the Peacock Group’s or the Combined Group’s business results of operations, financial position and/or prospects, and the development of the markets and the industry in which the Greencore Group, the Peacock Group or the Combined Group operates, are consistent with the forward-looking statements contained in this Supplementary Prospectus, those results of developments may not be indicative of results or developments in subsequent periods.

This Supplementary Prospectus is dated 5 December 2016.

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## PART I

### SUPPLEMENTARY INFORMATION

*This Supplementary Prospectus is supplemental to, and should be read in conjunction with, the Original Prospectus published by Greencore on 14 November 2016. To the extent that there is any inconsistency between a statement in this Supplementary Prospectus and a statement contained in the Original Prospectus, the statement in this Supplementary Prospectus will prevail. Any decision to invest in Nil Paid Rights, Fully Paid Rights, and/or New Greencore Shares should be based on consideration of the Original Prospectus, as supplemented by this Supplementary Prospectus, and the information incorporated by reference therein and herein as a whole.*

#### 1. Background

Since publication of the Original Prospectus and the Greencore 2016 Preliminary Statement on 14 November 2016, Greencore published the Greencore 2016 Annual Report containing the Greencore Group's audited consolidated financial statements for the year ended 30 September 2016 ("**Greencore 2016 Financial Statements**"). The section of the Original Prospectus entitled "*Presentation of Financial and Other Information*" stated that it was anticipated that a supplementary prospectus would be published on or around the date of publication of the Greencore 2016 Annual Report.

#### 2. Greencore 2016 Annual Report

The Greencore 2016 Annual Report, which is available for inspection in accordance with "*Documents available for inspection*" of Part II (*Additional Information*) of this Supplementary Prospectus, contains audited consolidated financial information in relation to the Greencore Group for the financial year ended 30 September 2016. The Greencore 2016 Financial Statements are incorporated by reference into, and form part of, this Supplementary Prospectus.

The table below sets out the portions of the Greencore 2016 Annual Report which are incorporated by reference into this Supplementary Prospectus.

<i>Information incorporated by reference into this Supplementary Prospectus</i>	<i>Page numbers in Greencore 2016 Annual Report</i>
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To the extent that any document or information incorporated by reference in this Supplementary Prospectus itself incorporates any information by reference, either expressly or impliedly, such information will not form part of this Supplementary Prospectus for the purposes of the Prospectus Rules, except where such information or documents are stated within this Supplementary Prospectus as specifically being incorporated by reference or where this Supplementary Prospectus is specifically defined as including such information.

Where certain parts only of a document have been incorporated by reference into this Supplementary Prospectus, the other parts of those documents which have not been expressly stated to be incorporated are either not relevant to investors or are covered elsewhere in this Supplementary Prospectus.

The information incorporated by reference is available on Greencore's website at <http://www.greencore.com/investor-relations/>, and via the National Storage Mechanism and at the locations specified at paragraph 4 of Part II (*Additional Information*) of this Supplementary Prospectus.



### **3. Related party transactions**

Related party transactions (which for these purposes are those set out in the standards adopted according to the Regulation (EC) No. 1606/2002) for the financial year ended 30 September 2016 are set out in note 32 to the Greencore 2016 Financial Statements, which are incorporated by reference into this Supplementary Prospectus.

### **4. Update on the Acquisition**

As announced by Greencore on 29 November 2016, early termination of the waiting period under the HSR Act for the Acquisition was obtained from the regulatory authority in the United States on 28 November 2016. Accordingly, all antitrust conditions in relation to the Acquisition have been satisfied.

## PART II

### ADDITIONAL INFORMATION

#### 1. Responsibility

Greencore and the Greencore Directors, whose names are set out in paragraph 1 of Part III (*Board of Directors and Corporate Governance*) of the Original Prospectus, accept responsibility for the information contained in this Supplementary Prospectus. To the best of the knowledge and belief of Greencore and the Greencore Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Supplementary Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

#### 2. No significant change

There has been no significant change in the Greencore Group's financial or trading position since 30 September 2016, being the date to which the latest published audited consolidated financial statements in relation to Greencore were prepared.

#### 3. General

The financial information concerning the Greencore Group incorporated by reference into this Supplementary Prospectus does not constitute statutory accounts within the meaning of the UK Companies Act. The Greencore 2016 Financial Statements were reported on by KPMG, the auditors of Greencore, for the financial year ended 30 September 2016 and that report was an unqualified report.

#### 4. Documents available for inspection

In addition to those documents set out in paragraph 16 of Part XII (*Additional Information*) of the Original Prospectus, printed copies of the following documents may be inspected at the registered office of Greencore and at the offices of Greencore Group UK Centre, Midland Way, Barlborough Links Business Park, Barlborough, Chesterfield S43 4XA, UK during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) for a period of 12 months from the date of publication of this Supplementary Prospectus:

- Greencore's 2016 Annual Report; and
- this Supplementary Prospectus.

#### 5. Definitions

Terms used and not otherwise defined in this Supplementary Prospectus, including technical and capitalised terms, have the same meaning as defined in Part XIII (*Definitions*) of the Original Prospectus unless otherwise defined.