

**Company No: 170116**

**Companies Act 2014**

**GREENCORE GROUP PUBLIC LIMITED COMPANY  
(the “Company”)**

**Ordinary Resolution No. 1 passed on 31 January 2017**

At the Annual General Meeting of the above named Company duly convened and held on the 31 January, 2017 at The InterContinental Dublin Hotel, Simmonscourt Road, Ballsbridge, Dublin 4 the following ordinary resolution was duly passed:-

Following a review of the Company’s affairs and having explained the purpose of the ordinary resolution, on the proposal of the chairman, IT WAS RESOLVED to receive and consider the financial statements for the year ended 30 September 2016 together with the reports of the Directors and the Auditor thereon.

---

C. O’Leary  
Group Company Secretary

**Company No: 170116**

**Companies Act 2014**

**GRENCORE GROUP PUBLIC LIMITED COMPANY  
(the “Company”)**

**Ordinary Resolution No. 2 passed on 31 January 2017**

At the Annual General Meeting of the above named Company duly convened and held on the 31 January, 2017 at The InterContinental Dublin Hotel, Simmonscourt Road, Ballsbridge, Dublin 4 the following ordinary resolution was duly passed:-

Having explained the purpose of the ordinary resolution, on the proposal of the chairman IT WAS RESOLVED to approve a final dividend of 4.10 pence per Ordinary Share of £0.01 for the year ended 30 September 2016, payable to the holders thereof on the register at 5.00p.m on 2 December 2016 and to be paid on 4 April 2017.

---

C. O'Leary  
Group Company Secretary

**Company No: 170116**

**Companies Act 2014**

**GRENCORE GROUP PUBLIC LIMITED COMPANY  
(the “Company”)**

**Ordinary Resolution No. 3 (a) passed on 31 January 2017**

At the Annual General Meeting of the above named Company duly convened and held on the 31 January, 2017 at The InterContinental Dublin Hotel, Simmonscourt Road, Ballsbridge, Dublin 4 the following ordinary resolution was duly passed:-

Having explained the purpose of the ordinary resolution, on the proposal of the Senior Independent Director IT WAS RESOLVED to re-appoint Gary Kennedy as a Director of the Company.

---

C. O'Leary  
Group Company Secretary

**Company No: 170116**

**Companies Act 2014**

**GRENCORE GROUP PUBLIC LIMITED COMPANY  
(the “Company”)**

**Ordinary Resolution No. 3 (b) passed on 31 January 2017**

At the Annual General Meeting of the above named Company duly convened and held on the 31 January, 2017 at The InterContinental Dublin Hotel, Simmonscourt Road, Ballsbridge, Dublin 4 the following ordinary resolution was duly passed:-

Having explained the purpose of the ordinary resolution, on the proposal of the chairman IT WAS RESOLVED to re-appoint Patrick Coveney as a Director of the Company.

---

C. O'Leary  
Group Company Secretary

**Company No: 170116**

**Companies Act 2014**

**GRENCORE GROUP PUBLIC LIMITED COMPANY  
(the “Company”)**

**Ordinary Resolution No. 3 (c) passed on 31 January 2017**

At the Annual General Meeting of the above named Company duly convened and held on the 31 January, 2017 at The InterContinental Dublin Hotel, Simmonscourt Road, Ballsbridge, Dublin 4 the following ordinary resolution was duly passed:-

Having explained the purpose of the ordinary resolution, on the proposal of the chairman IT WAS RESOLVED to re-appoint Eoin Tonge as a Director of the Company.

---

C. O'Leary  
Group Company Secretary

**Company No: 170116**

**Companies Act 2014**

**GRENCORE GROUP PUBLIC LIMITED COMPANY  
(the “Company”)**

**Ordinary Resolution No. 3 (d) passed on 31 January 2017**

At the Annual General Meeting of the above named Company duly convened and held on the 31 January, 2017 at The InterContinental Dublin Hotel, Simmonscourt Road, Ballsbridge, Dublin 4 the following ordinary resolution was duly passed:-

Having explained the purpose of the ordinary resolution, on the proposal of the chairman IT WAS RESOLVED to re-appoint Sly Bailey as a Director of the Company.

---

C. O’Leary  
Group Company Secretary

**Company No: 170116**

**Companies Act 2014**

**GRENCORE GROUP PUBLIC LIMITED COMPANY  
(the “Company”)**

**Ordinary Resolution No. 3 (e) passed on 31 January 2017**

At the Annual General Meeting of the above named Company duly convened and held on the 31 January, 2017 at The InterContinental Dublin Hotel, Simmonscourt Road, Ballsbridge, Dublin 4 the following ordinary resolution was duly passed:-

Having explained the purpose of the ordinary resolution, on the proposal of the chairman IT WAS RESOLVED to re-appoint Heather Ann McSharry as a Director of the Company.

---

C. O'Leary  
Group Company Secretary

**Company No: 170116**

**Companies Act 2014**

**GRENCORE GROUP PUBLIC LIMITED COMPANY  
(the “Company”)**

**Ordinary Resolution No. 3 (f) passed on 31 January 2017**

At the Annual General Meeting of the above named Company duly convened and held on the 31 January 2017 at The InterContinental Dublin Hotel, Simmonscourt Road, Ballsbridge, Dublin 4 the following ordinary resolution was duly passed:-

Having explained the purpose of the ordinary resolution, on the proposal of the chairman IT WAS RESOLVED to re-appoint John Moloney as a Director of the Company.

---

C. O'Leary  
Group Company Secretary



**Company No: 170116**

**Companies Act 2014**

**GRENCORE GROUP PUBLIC LIMITED COMPANY  
(the “Company”)**

**Ordinary Resolution No. 3 (g) passed on 31 January 2017**

At the Annual General Meeting of the above named Company duly convened and held on the 31 January 2017 at The InterContinental Dublin Hotel, Simmonscourt Road, Ballsbridge, Dublin 4 the following ordinary resolution was duly passed:-

Having explained the purpose of the ordinary resolution, on the proposal of the chairman IT WAS RESOLVED to re-appoint Eric Nicoli as a Director of the Company.

---

C. O'Leary  
Group Company Secretary

**Company No: 170116**

**Companies Act 2014**

**GRENCORE GROUP PUBLIC LIMITED COMPANY  
(the “Company”)**

**Ordinary Resolution No. 3 (h) passed on 31 January 2017**

At the Annual General Meeting of the above named Company duly convened and held on the 31 January 2017 at The InterContinental Dublin Hotel, Simmonscourt Road, Ballsbridge, Dublin 4 the following ordinary resolution was duly passed:-

Having explained the purpose of the ordinary resolution, on the proposal of the chairman IT WAS RESOLVED to re-appoint John Warren as a Director of the Company

---

C. O'Leary  
Group Company Secretary

**Company No: 170116**

**Companies Act 2014**

**GREENCORE GROUP PUBLIC LIMITED COMPANY  
(the “Company”)**

**Ordinary Resolution No. 4 passed on 31 January 2017**

At the Annual General Meeting of the above named Company duly convened and held on the 31 January, 2017 at The InterContinental Dublin Hotel, Simmonscourt Road, Ballsbridge, Dublin 4 the following ordinary resolution was duly passed:-

Having explained the purpose of the ordinary resolution, on the proposal of the chairman IT WAS RESOLVED that the Directors be authorised to fix the remuneration of the Auditor for the current financial year.

---

C. O'Leary  
Group Company Secretary

**Company No: 170116**

**Companies Act 2014**

**GRENCORE GROUP PUBLIC LIMITED COMPANY  
(the “Company”)**

**Ordinary Resolution No. 5 passed on 31 January 2017**

At the Annual General Meeting of the above named Company duly convened and held on the 31 January 2017 at The InterContinental Dublin Hotel, Simmonscourt Road, Ballsbridge, Dublin 4 the following ordinary resolution was duly passed:-

Having explained the purpose of the ordinary resolution, on the proposal of the chairman IT WAS RESOLVED that the Annual Remuneration Report for the year ended 30 September 2016 be hereby received and considered.

---

C. O'Leary  
Group Company Secretary

**Company No: 170116**

**Companies Act 2014**

**GRENCORE GROUP PUBLIC LIMITED COMPANY  
(the “Company”)**

**Ordinary Resolution No. 6 passed on 31 January 2017**

At the Annual General Meeting of the above named Company duly convened and held on the 31 January 2017 at The InterContinental Dublin Hotel, Simmonscourt Road, Ballsbridge, Dublin 4 the following ordinary resolution was duly passed:-

Having explained the purpose of the ordinary resolution, on the proposal of the chairman IT WAS RESOLVED that the Remuneration Policy Report be hereby received and considered.

---

C. O'Leary  
Group company secretary

**Company No: 170116**

**Companies Act 2014**

**GRENCORE GROUP PUBLIC LIMITED COMPANY  
(the “Company”)**

**Ordinary Resolution No. 7 passed on 31 January 2017**

At the Annual General Meeting of the above named Company duly convened and held on the 31 January, 2017 at The InterContinental Dublin Hotel, Simmonscourt Road, Ballsbridge, Dublin 4 the following ordinary resolution was duly passed:-

The group company secretary having explained the purpose of the ordinary resolution, and on the proposal of the chairman IT WAS RESOLVED that, in accordance with Article 76 of the Company’s Articles of Association, the maximum number of Directors of the Company be increased from ten to twelve.

---

C. O’Leary  
Group Company Secretary

**Company No: 170116**

**Companies Act 2014**

**GRENCORE GROUP PUBLIC LIMITED COMPANY  
(the “Company”)**

**Ordinary Resolution No. 8 passed on 31 January 2017**

At the Annual General Meeting of the above named Company duly convened and held on the 31 January, 2017 at The InterContinental Dublin Hotel, Simmonscourt Road, Ballsbridge, Dublin 4 the following ordinary resolution was duly passed:-

The group company secretary having explained the purpose of the ordinary resolution, and on the proposal of the chairman IT WAS RESOLVED 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 1021 of the Companies Act 2014, to allot relevant securities (within the meaning of section 1021 of the Companies Act 2014), up to a maximum nominal amount equal to £2,316,919.06 that this authority shall expire at the close of business on the date of the next AGM of the Company to be held in 2018 or 30 April 2018, 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.

---

C. O'Leary  
Group Company Secretary

**Company No: 170116**

**Companies Act 2014**

**GRENCORE GROUP PUBLIC LIMITED COMPANY  
(the “Company”)**

**Special Resolution No. 9 passed on 31 January 2017**

At the Annual General Meeting of the above named Company duly convened and held on the 31 January, 2017 at The InterContinental Dublin Hotel, Simmonscourt Road, Ballsbridge, Dublin 4 the following special resolution was duly passed:-

The group company secretary having explained the purpose of the special resolution, and on the proposal of the chairman IT WAS RESOLVED that the Directors be and they are hereby empowered pursuant to Section 1022 and Section 1023 of the Companies Act 2014, to allot equity securities (within the meaning of Section 1023 of the Companies Act 2014) for cash pursuant to Resolution 8 as if sub-section (1) of the said Section 1022 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 or open offer 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 entitlement, securities laws or otherwise);
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate maximum nominal value of £351,048.34 provided that any treasury shares re-allotted pursuant to Resolution 11 of this Notice of Meeting shall be included in the calculation of such aggregate maximum nominal value; and
- (c) the allotment of equity securities pursuant to Article 120(b) of the Company's Articles of Association.

This authority shall expire at the close of business on the date of the next AGM of the Company to be held in 2018 or 30 April 2018, 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.

---

C. O'Leary  
Group Company Secretary



**Company No: 170116**

**Companies Act 2014**

**GRENCORE GROUP PUBLIC LIMITED COMPANY  
(the “Company”)**

**Special Resolution No. 10 passed on 31 January 2017**

At the Annual General Meeting of the above named Company duly convened and held on the 31 January, 2017 at The InterContinental Dublin Hotel, Simmonscourt Road, Ballsbridge, Dublin 4 the following special resolution was duly passed:-

The group company secretary, having explained the purpose of the special resolution, on the proposal of the chairman, IT WAS RESOLVED that the Company and/or any of its subsidiaries be and they are hereby generally authorised to make market purchases or overseas market purchases (as defined in Section 1072 of the Companies Act 2014), of shares of any class (except the Special Share) of the Company (the ‘Share’ or ‘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 2014 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 £702,096.69;
- (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 AGM of the Company to be held in 2018 or 30 April 2018, whichever is the earlier, unless previously varied, revoked or renewed by special resolution in accordance with the provisions of Section 1074 of the Companies Act 2014. 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.

---

C. O'Leary  
Group Company Secretary

**Company No: 170116**

**Companies Act 2014**

**GRENCORE GROUP PUBLIC LIMITED COMPANY  
(the “Company”)**

**Special Resolution No. 11 passed on 31 January 2017**

At the Annual General Meeting of the above named Company duly convened and held on the 31 January, 2017 at The InterContinental Dublin Hotel, Simmonscourt Road, Ballsbridge, Dublin 4 the following special resolution was duly passed:-

The group company secretary, having explained the purpose of the special resolution, on the proposal of the chairman, IT WAS RESOLVED that for the purposes of Sections 109 and/or 1078 of the Companies Act 2014 the re-allotment price range at which any treasury shares for the time being held by the Company may be re-allotted (including by way of re-allotment off market) shall be as follows:

- (a) the maximum price at which a treasury share may be re-allotted shall be an amount equal to 120% of the ‘Appropriate Price’; and
- (b) the minimum price at which a treasury share may be re-allotted shall be the nominal value of the share where such a share is required to satisfy an obligation under an employees’ share scheme (as defined by Section 64 of the Companies Act 2014) operated by the Company or, in all other cases, an amount equal to 95% of the ‘Appropriate Price’.

For the purposes of this resolution the expression ‘Appropriate Price’ shall mean the average of the five amounts resulting from determining whichever of the following (i), (ii) or (iii) specified below in relation to shares of the class of which such treasury share is to be re-allotted shall be appropriate in respect of each of the five business days immediately preceding the day on which the treasury share is re-allotted, as determined from information published on the London Stock Exchange 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 closing bid and offer prices for the day;

and if there shall be only a bid (but not an offer) or an offer (but not a bid) price reported, or if there shall not be any closing price 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 'Appropriate Price'. If the means of providing the foregoing information as to dealings and prices by reference to which the 'Appropriate Price' is to be determined is altered or is replaced by some other means, then the 'Appropriate Price' is to 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.

The authority hereby conferred shall expire at the close of business on the day of the next AGM of the Company in 2018 or 30 April 2018, whichever is the earlier, unless previously varied or renewed in accordance with the provisions of Sections 109 and/or 1078 of the Companies Act 2014 (as applicable) and is without prejudice or limitation to any other authority of the Company to re-allot treasury shares on-market.

---

Conor O'Leary  
Group Company Secretary

**Company No: 170116**

**Companies Act 2014**

**GRENCORE GROUP PUBLIC LIMITED COMPANY  
(the “Company”)**

**Ordinary Resolution No. 12 passed on 31 January 2017**

At the Annual General Meeting of the above named Company duly convened and held on the 31 January, 2017 at The InterContinental Dublin Hotel, Simmonscourt Road, Ballsbridge, Dublin 4 the following ordinary resolution was duly passed:-

As an advisory non-binding resolution, IT WAS RESOLVED that KPMG continue in office as Auditor of the Company.

---

C. O’Leary  
Group Company Secretary

**Company No: 170116**

**Companies Act 2014**

**GREENCORE GROUP PUBLIC LIMITED COMPANY  
(the “Company”)**

**Ordinary Resolution No. 13 passed on 31 January 2017**

At the Annual General Meeting of the above named Company duly convened and held on the 31 January, 2017 at The InterContinental Dublin Hotel, Simmonscourt Road, Ballsbridge, Dublin 4 the following ordinary resolution was duly passed:-

The group company secretary, having explained the purpose of the ordinary resolution, on the proposal of the chairman, IT WAS RESOLVED 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 AGM or at any time prior to the next following AGM of the Company.

---

C. O'Leary  
Group Company Secretary

**Company No: 170116**

**Companies Act 2014**

**GRENCORE GROUP PUBLIC LIMITED COMPANY  
(the “Company”)**

**Ordinary Resolution No. 14 passed on 31 January 2017**

At the Annual General Meeting of the above named Company duly convened and held on the 31 January, 2017 at The InterContinental Dublin Hotel, Simmonscourt Road, Ballsbridge, Dublin 4 the following ordinary resolution was duly passed:-

The group company secretary, having explained the purpose of the ordinary resolution, on the proposal of the chairman, IT WAS RESOLVED that the adoption by the Company of the amended Rules of the Grencore Group plc 2013 Performance Share Plan in accordance with its terms be and is hereby approved and that the Directors be authorised to adopt further plans based on the amended Rules of the Grencore Group plc 2013 Performance Share Plan but modified to take account of local tax, exchange control or securities laws in any jurisdiction, provided that any shares made available under such further plans are treated as counting towards the limits on individual or overall participation in the Grencore Group plc 2013 Performance Share Plan.

---

C. O'Leary  
Group Company Secretary

**Company No: 170116**

**Companies Act 2014**

**GRENCORE GROUP PUBLIC LIMITED COMPANY  
(the “Company”)**

**Special Resolution No. 15 passed on 31 January 2017**

At the Annual General Meeting of the above named Company duly convened and held on the 31 January, 2017 at The InterContinental Dublin Hotel, Simmonscourt Road, Ballsbridge, Dublin 4 the following special resolution was duly passed:-

The group company secretary, having explained the purpose of the special resolution, on the proposal of the chairman, IT WAS RESOLVED that the Articles of Association of the Company which have been signed by the Chairman of this AGM 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 AGM be and are hereby adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

---

C. O'Leary  
Group Company Secretary