

**Notification of Transactions of (1) Persons Discharging Managerial Responsibility and (2) Persons closely associated with Persons Discharging Managerial Responsibility**

This form is intended for use by an issuer making a notification required by Rules 7.2 and 7.3 of the **Central Bank of Ireland's Market Abuse Rules** in relation to a person falling within either of the above categories of individual. These categories are defined in Regulation 12 (8) of the Market Abuse (Directive 2003/6/EC) Regulations 2005 and are detailed as part of this form.

**All relevant boxes should be completed in block capital letters.**

1	Name of the Issuer <b>Greencore Group plc</b>	2	Name of person discharging managerial responsibilities <b>Mr Gary Kennedy</b>
3	State whether notification relates to a person closely associated with a person discharging managerial responsibilities named in 2 and identify the connected person <b>Notification relates to Non-Executive Director named in 2</b>	4	Indicate whether the notification is in respect of a holding of the person referred to in 2 or 3 above or in respect of a non-beneficial interest <b>Notification relates to holding of Non-Executive Director named in 2</b>
5	Description of shares or derivatives or other financial instruments linked to them <b>Ordinary Shares of £0.01 each</b>	6	Name of registered shareholder(s) and, if more than one, number of shares or derivatives or other financial instruments linked to them, held by each shareholder <b>Mr Gary Kennedy</b>
7	State the nature of the transaction <b>Take up of 2016 Final Dividend Scrip Dividend Offer</b>	8	Number of shares, derivatives or other financial instruments linked to them acquired <b>890 Ordinary Shares</b>
9	Number of shares, derivatives or other financial instruments linked to them disposed of <b>N/A</b>	10	Price per share or derivative or other financial instrument linked to them or value of transaction <b>£2.25 per Ordinary Share</b>
11	Date and place of transaction <b>04 April 2017</b> <b>Dublin, Ireland</b>	12	Date issuer informed of transaction <b>06 April 2017</b>
13	Any additional information <b>N/A</b>	14	Name of contact and telephone number for queries <b>Conor O'Leary</b> <b>01 605 1004</b>
<p><b>Name and signature of duly designated officer of issuer responsible for making notification</b></p> <p><b>Conor O'Leary</b></p> <p><b>Date of notification 06 April 2017</b></p>			

**Regulation 12(8) of the Market Abuse (Directive 2003/6/EC) Regulations 2005 ('the Regulations') provides that:**

“person discharging managerial responsibilities”, in relation to an issuer of financial instruments, means a person who is -

- (a) a member of the administrative, management or supervisory bodies of the issuer, or
- (b) a senior executive -
  - (i) who is not a member of the bodies referred to in paragraph (a) of this definition,
  - (ii) having regular access to inside information relating, directly or indirectly, to the issuer, and
  - (iii) having the power to make managerial decisions affecting the future developments and business prospects of the issuer.

“person closely associated”, in relation to a person discharging managerial responsibilities within an issuer of financial instruments, means -

- (a) the spouse of the person discharging managerial responsibilities,
- (b) dependent children of the person discharging managerial responsibilities,
- (c) other relatives of the person discharging managerial responsibilities, who have shared the same household as that person for at least one year on the date of the transaction concerned,
- (d) any person -
  - (i) the managerial responsibilities of which are discharged by a person -
    - (i) discharging managerial responsibilities within the issuer, or
    - (ii) referred to in paragraph (a), (b) or (c) of this definition,
    - (ii) that is directly or indirectly controlled by a person referred to in subparagraph (i) of paragraph (d) of this definition,
    - (iii) that is set up for the benefit of a person referred to in subparagraph (i) of paragraph (d) of this definition, or
    - (iv) the economic interests of which are substantially equivalent to those of a person referred to in subparagraph (i) of paragraph (d) of this definition;

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**All relevant boxes should be completed in block capital letters.**

1	Name of the Issuer <b>Greencore Group plc</b>	2	Name of person discharging managerial responsibilities <b>Mr Patrick Coveney</b>
3	State whether notification relates to a person closely associated with a person discharging managerial responsibilities named in 2 and identify the connected person <b>Notification relates to Executive Director named in 2</b>	4	Indicate whether the notification is in respect of a holding of the person referred to in 2 or 3 above or in respect of a non-beneficial interest <b>Notification relates to holding of Executive Director named in 2</b>
5	Description of shares or derivatives or other financial instruments linked to them <b>Ordinary Shares of £0.01 each</b>	6	Name of registered shareholder(s) and, if more than one, number of shares or derivatives or other financial instruments linked to them, held by each shareholder <b>Mr Patrick Coveney</b>
7	State the nature of the transaction <b>Take up of 2016 Final Dividend Scrip Dividend Offer</b>	8	Number of shares, derivatives or other financial instruments linked to them acquired <b>29,280 Ordinary Shares</b>
9	Number of shares, derivatives or other financial instruments linked to them disposed of <b>N/A</b>	10	Price per share or derivative or other financial instrument linked to them or value of transaction <b>£2.25 per Ordinary Share</b>
11	Date and place of transaction <b>04 April 2017 Dublin, Ireland</b>	12	Date issuer informed of transaction <b>04 April 2017</b>
13	Any additional information <b>N/A</b>	14	Name of contact and telephone number for queries <b>Conor O'Leary 01 605 1004</b>

**Name and signature of duly designated officer of issuer responsible for making notification**

**Conor O'Leary**

**Date of notification 06 April 2017**

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- (a) a member of the administrative, management or supervisory bodies of the issuer, or
- (b) a senior executive -
  - (i) who is not a member of the bodies referred to in paragraph (a) of this definition,
  - (ii) having regular access to inside information relating, directly or indirectly, to the issuer, and
  - (iii) having the power to make managerial decisions affecting the future developments and business prospects of the issuer.

“person closely associated”, in relation to a person discharging managerial responsibilities within an issuer of financial instruments, means -

- (a) the spouse of the person discharging managerial responsibilities,
- (b) dependent children of the person discharging managerial responsibilities,
- (c) other relatives of the person discharging managerial responsibilities, who have shared the same household as that person for at least one year on the date of the transaction concerned,
- (d) any person -
  - (i) the managerial responsibilities of which are discharged by a person -
    - (i) discharging managerial responsibilities within the issuer, or
    - (ii) referred to in paragraph (a), (b) or (c) of this definition,
    - (ii) that is directly or indirectly controlled by a person referred to in subparagraph (i) of paragraph (d) of this definition,
    - (iii) that is set up for the benefit of a person referred to in subparagraph (i) of paragraph (d) of this definition, or
    - (iv) the economic interests of which are substantially equivalent to those of a person referred to in subparagraph (i) of paragraph (d) of this definition;

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1	Name of the Issuer <b>Greencore Group plc</b>	2	Name of person discharging managerial responsibilities <b>Mr Eoin Tonge</b>
3	State whether notification relates to a person closely associated with a person discharging managerial responsibilities named in 2 and identify the connected person <b>Notification relates to Executive Director's spouse, Ms Annabel Tonge</b>	4	Indicate whether the notification is in respect of a holding of the person referred to in 2 or 3 above or in respect of a non-beneficial interest <b>Notification relates to holding of Executive Director's spouse named in 3</b>
5	Description of shares or derivatives or other financial instruments linked to them <b>Ordinary Shares of £0.01 each</b>	6	Name of registered shareholder(s) and, if more than one, number of shares or derivatives or other financial instruments linked to them, held by each shareholder <b>Ms Annabel Tonge</b>
7	State the nature of the transaction <b>Take up of 2016 Final Dividend Scrip Dividend Offer</b>	8	Number of shares, derivatives or other financial instruments linked to them acquired <b>1,745 Ordinary Shares</b>
9	Number of shares, derivatives or other financial instruments linked to them disposed of <b>N/A</b>	10	Price per share or derivative or other financial instrument linked to them or value of transaction <b>£2.25 per Ordinary Share</b>
11	Date and place of transaction <b>04 April 2017 Dublin, Ireland</b>	12	Date issuer informed of transaction <b>06 April 2017</b>
13	Any additional information <b>N/A</b>	14	Name of contact and telephone number for queries <b>Conor O'Leary 01 605 1004</b>
<p><b>Name and signature of duly designated officer of issuer responsible for making notification</b></p> <p><b>Conor O'Leary</b></p> <p><b>Date of notification 06 April 2017</b></p>			

**Regulation 12(8) of the Market Abuse (Directive 2003/6/EC) Regulations 2005 ('the Regulations') provides that:**

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“person closely associated”, in relation to a person discharging managerial responsibilities within an issuer of financial instruments, means -

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- (c) other relatives of the person discharging managerial responsibilities, who have shared the same household as that person for at least one year on the date of the transaction concerned,
- (d) any person -
  - (i) the managerial responsibilities of which are discharged by a person -
    - (i) discharging managerial responsibilities within the issuer, or
    - (ii) referred to in paragraph (a), (b) or (c) of this definition,
  - (ii) that is directly or indirectly controlled by a person referred to in subparagraph (i) of paragraph (d) of this definition,
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1	Name of the Issuer <b>Greencore Group plc</b>	2	Name of person discharging managerial responsibilities <b>Ms Heather Ann McSharry</b>
3	State whether notification relates to a person closely associated with a person discharging managerial responsibilities named in 2 and identify the connected person <b>Notification relates to Non-Executive Director named in 2</b>	4	Indicate whether the notification is in respect of a holding of the person referred to in 2 or 3 above or in respect of a non-beneficial interest <b>Notification relates to holding of Non-Executive Director named in 2</b>
5	Description of shares or derivatives or other financial instruments linked to them <b>Ordinary Shares of £0.01 each</b>	6	Name of registered shareholder(s) and, if more than one, number of shares or derivatives or other financial instruments linked to them, held by each shareholder <b>Ms Heather Ann McSharry</b>
7	State the nature of the transaction <b>Take up of 2016 Final Dividend Scrip Dividend Offer</b>	8	Number of shares, derivatives or other financial instruments linked to them acquired <b>191 Ordinary Shares</b>
9	Number of shares, derivatives or other financial instruments linked to them disposed of <b>N/A</b>	10	Price per share or derivative or other financial instrument linked to them or value of transaction <b>£2.25 per Ordinary Share</b>
11	Date and place of transaction <b>04 April 2017 Dublin, Ireland</b>	12	Date issuer informed of transaction <b>05 April 2017</b>
13	Any additional information <b>N/A</b>	14	Name of contact and telephone number for queries <b>Conor O'Leary 01 605 1004</b>
<p><b>Name and signature of duly designated officer of issuer responsible for making notification</b></p> <p><b>Conor O'Leary</b></p> <p><b>Date of notification 06 April 2017</b></p>			

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  - (ii) having regular access to inside information relating, directly or indirectly, to the issuer, and
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“person closely associated”, in relation to a person discharging managerial responsibilities within an issuer of financial instruments, means -

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- (b) dependent children of the person discharging managerial responsibilities,
- (c) other relatives of the person discharging managerial responsibilities, who have shared the same household as that person for at least one year on the date of the transaction concerned,
- (d) any person -
  - (i) the managerial responsibilities of which are discharged by a person -
    - (i) discharging managerial responsibilities within the issuer, or
    - (ii) referred to in paragraph (a), (b) or (c) of this definition,
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    - (iii) that is set up for the benefit of a person referred to in subparagraph (i) of paragraph (d) of this definition, or
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