

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 Greencore Group plc LEI: 635400GGBEWULJXM5868 | 2 | Name of person discharging managerial responsibilities Ms Heather Ann McSharry |
| 3 | State whether notification relates to a person closely associated with a person discharging managerial responsibilities named in 2 and identify the connected person Notification relates to Non-Executive Director named in 2 | 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 Notification relates to holding of Non-Executive Director named in 2 |
| 5 | Description of shares or derivatives or other financial instruments linked to them Ordinary Shares of £0.01 each ISIN: IE0003864109 | 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 Ms Heather Ann McSharry |
| 7 | State the nature of the transaction Purchase of Ordinary Shares | 8 | Number of shares, derivatives or other financial instruments linked to them acquired 10,000 Ordinary Shares |
| 9 | Number of shares, derivatives or other financial instruments linked to them disposed of N/A | 10 | Price per share or derivative or other financial instrument linked to them or value of transaction £1.9329 per Ordinary Share |
| 11 | Date and place of transaction 02 February 2018 Dublin, Ireland | 12 | Date issuer informed of transaction 02 February 2018 |
| 13 | Any additional information N/A | 14 | Name of contact and telephone number for queries Conor O'Leary +353 (0) 1 605 1004 |
| <p>Name and signature of duly designated officer of issuer responsible for making notification</p> <p>Conor O'Leary</p> <p>Date of notification 02 February 2018</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;