

Companies Act 2014

**GRENCORE GROUP PUBLIC LIMITED COMPANY
(the "Company")**

Ordinary Resolution No. 1 passed on 07 November 2018

At the extraordinary general meeting of the above named Company duly convened and held on the 07 November, 2018 at The Westin Dublin Hotel, College Green, Westmoreland Street, Dublin, D02 HR67 the following ordinary resolution was duly passed:-

IT WAS RESOLVED,

"That, the Transaction, on the terms set out in the Stock Purchase Agreement (both as defined in the circular of the Company to its shareholders dated 15 October 2018 (the "Transaction ")), which constitutes a class 1 transaction for the purpose of the Listing Rules of the UK Listing Authority, in each case as described in the Circular of which the notice of this extraordinary general meeting forms part, be and is hereby approved and the directors of the Company (or any duly authorised committee thereof) be and are hereby authorised:

- a) to do or procure to be done all such acts and things on behalf of the Company and any of its subsidiaries as the directors of the Company consider necessary, desirable or expedient to implement, or otherwise in connection with the Transaction; and*
- b) to agree such modifications, variations, revisions, waivers, extensions, additions or amendments to any of the terms of the Transaction and/or to any documents relating to it, as the directors of the Company (or any duly authorised committee thereof) may in their absolute discretion think fit, provided such modifications, variations, revisions, waivers, extensions, additions or amendments are not of a material nature."*

C. O'Leary
Company Secretary

Company No: 170116

Companies Act 2014

**GREENCORE GROUP PUBLIC LIMITED COMPANY
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Special Resolution No. 2 passed on 07 November 2018

At the extraordinary general meeting of the above named Company duly convened and held on the 07 November, 2018 at The Westin Dublin Hotel, College Green, Westmoreland Street, Dublin, D02 HR67 the following special resolution was duly passed:-

IT WAS RESOLVED,

"That, subject to and with the consent of the Irish High Court:

- a) in accordance with the provisions of section 84 of the Companies Act 2014 (and/or any corresponding provision of any amended or replacement legislation), the company capital of the Company be reduced by the cancellation of the entire amount standing to the credit of the Company's share premium account as at 28 September 2018 (the "Authorised Amount") or such other lesser amount as the board of directors of the Company or the Irish High Court may determine and for the reserve resulting from the cancellation of the share premium to be treated as profits available for distribution as defined by section 117 of the Irish Companies Act (and/or any corresponding provision of any amended or replacement legislation); and*
- b) the board of directors of the Company, acting through one or more of the Company's directors, be and is hereby authorised on behalf of the Company to proceed to seek the confirmation of the Irish High Court to a reduction of company capital by the Authorised Amount or such lesser amount as the board of directors of the Company or the Irish High Court may determine."*

C. O'Leary
Company Secretary

Company No: 170116

Companies Act 2014

**GRENCORE GROUP PUBLIC LIMITED COMPANY
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Special Resolution No. 3 passed on 07 November 2018

At the extraordinary general meeting of the above named Company duly convened and held on the 07 November, 2018 at The Westin Dublin Hotel, College Green, Westmoreland Street, Dublin, D02 HR67 the following special resolution was duly passed:-

IT WAS RESOLVED,

"That, Article 1(a) of the Company's Articles of Association be and is hereby amended by deletion of the words "Sections 83 and 84" and by the insertion in their place of the words "Sections 83, 84 and 117(9),".

C. O'Leary
Company Secretary

Companies Act 2014

**GREENCORE GROUP PUBLIC LIMITED COMPANY
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Ordinary Resolution No. 4 passed on 07 November 2018

At the extraordinary general meeting of the above named Company duly convened and held on the 07 November, 2018 at The Westin Dublin Hotel, College Green, Westmoreland Street, Dublin, D02 HR67 the following ordinary resolution was duly passed:-

IT WAS RESOLVED,

"That, subject to and conditional upon the passing of resolution 1 as set out above, completion of the Transaction in accordance with the terms and conditions of the Stock Purchase Agreement (both as defined in the circular of the Company to its shareholders dated 15 October 2018 (the "Circular")), the amendment of the Official List of the London Stock Exchange plc and the declaration of the Special Dividend (as defined in the Circular), the Share Consolidation (as defined in the Circular) be and is hereby approved and the board of directors of the Company (or a duly authorised committee thereof) be and are hereby generally and unconditionally authorised to implement the Share Consolidation and to do or procure to be done all such acts and things as they consider necessary, or expedient, for the purposes of giving effect to the Share Consolidation provided that no member shall be entitled to a fraction of a share and any fractions of New Ordinary Shares (as defined in the Circular) arising out of the consolidation shall be aggregated and sold and the net proceeds of sale will be distributed to the relevant shareholders pro rata among those members who would otherwise be entitled to such fractional entitlements and for the purpose of implementing the provisions of this resolution, the board of directors of the Company may appoint any person to execute transfers on behalf of any person entitled to any such fractions and may generally make all arrangements which appear to the board of directors of the Company to be necessary or appropriate for the settlement and/or disposal of such fractional entitlement."

C. O'Leary
Company Secretary