

**Companies Act 2014**

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

**Ordinary Resolution No. 1 passed on 29 January 2019**

At the Annual General Meeting of the above named Company duly convened and held on the 29 January, 2019 at The Conrad Dublin, Earlsfort Terrace, Dublin 2, D02 V562 the following ordinary resolution was duly passed:-

THAT following a review of the Company's affairs, to receive and consider the financial statements for the year ended 28 September 2018 together with the reports of the Directors and the auditor thereon.

**Company No: 170116**

**Companies Act 2014**

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

**Ordinary Resolution No. 2 passed on 29 January 2019**

At the Annual General Meeting of the above named Company duly convened and held on the 29 January, 2019 at The Conrad Dublin, Earlsfort Terrace, Dublin 2, D02 V562 the following ordinary resolution was duly passed:-

TO declare a final dividend of 3.37 pence per Ordinary Share of Stg £0.01 each for the year ended 28 September 2018, payable to the holders thereof on the register at 5.00 pm on 11 January 2019 and to be paid on 5 February 2019.

**Companies Act 2014**

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

**Ordinary Resolutions No. 3(a) –(h) passed on 29 January 2019**

At the Annual General Meeting of the above named Company duly convened and held on the 29 January, 2019 at The Conrad Dublin, Earlsfort Terrace, Dublin 2, D02 V562 the following ordinary resolutions were duly passed:-

By separate resolutions, TO re-appoint the following Directors who retire in accordance with the Constitution of the Company and the UK Corporate Governance Code and being eligible, offer themselves for re-appointment:

- (a) Gary Kennedy (Resolution 3(a));
- (b) Patrick Coveney (Resolution 3(b));
- (c) Eoin Tonge (Resolution 3(c));
- (d) Sly Bailey (Resolution 3(d));
- (e) Heather Ann McSharry (Resolution 3(e));
- (f) John Moloney (Resolution 3(f));
- (g) Helen Rose (Resolution 3(g); and
- (h) John Warren (Resolution 3(h)).

**Company No: 170116**

**Companies Act 2014**

**GREENCORE GROUP PUBLIC LIMITED COMPANY  
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**Ordinary Resolution No. 4 passed on 29 January 2019**

At the Annual General Meeting of the above named Company duly convened and held on the 29 January, 2019 at The Conrad Dublin, Earlsfort Terrace, Dublin 2, D02 V562 the following ordinary resolution was duly passed:-

TO authorise the Directors to fix the remuneration of the auditor for the current financial year.

**Company No: 170116**

**Companies Act 2014**

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

**Ordinary Resolution No. 5 passed on 29 January 2019**

At the Annual General Meeting of the above named Company duly convened and held on the 29 January, 2019 at The Conrad Dublin, Earlsfort Terrace, Dublin 2, D02 V562 the following ordinary resolution was duly passed:-

TO receive and consider the Annual Report on Remuneration for the year ended 28 September 2018.

**Company No: 170116**

**Companies Act 2014**

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

**Ordinary Resolution No. 6 passed on 29 January 2019**

At the Annual General Meeting of the above named Company duly convened and held on the 29 January, 2019 at The Conrad Dublin, Earlsfort Terrace, Dublin 2, D02 V562 the following ordinary resolution was duly passed:-

TO appoint Deloitte as auditor of the Company.

**Company No: 170116**

**Companies Act 2014**

**GRENCORE GROUP PUBLIC LIMITED COMPANY  
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**Special Resolution No. 7 passed on 29 January 2019**

At the Annual General Meeting of the above named Company duly convened and held on the 29 January, 2019 at The Conrad Dublin, Earlsfort Terrace, Dublin 2, D02 V562 the following special resolution was duly passed:-

THAT, the Company be and is hereby generally authorised to make market purchases or overseas market purchases (as defined in Section 1072 of the Companies Act 2014), of Special shares of Stg£0.01 each in the capital of the Company (“**Special Shares**”), in connection with a tender offer for Special Shares on the terms set out or referred to in the Circular to the Company’s shareholders dated 20 December 2018 of which this notice of annual general meeting forms part (the “**Tender Offer**”), provided that:

- (a) the maximum number of Special Shares that may be purchased pursuant to the terms of this resolution is 261,025,641 Special Shares;
- (b) the maximum price (exclusive of expenses) that may be paid for any Special Share shall be 195 pence;
- (c) the minimum price (exclusive of expenses) that may be paid for any Special Share shall be 195 pence;
- (d) this authority shall expire at the close of business on the date of the next annual general meeting of the Company to be held in 2020 or 29 April 2020, whichever is the earlier, unless previously varied, revoked or renewed in accordance with the provisions of Section 1074 of the Companies Act 2014 provided that the Company may before such expiry enter into a contract for the purchase of Special 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.

**Companies Act 2014**

**GRENCORE GROUP PUBLIC LIMITED COMPANY  
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**Special Resolution No. 8 passed on 29 January 2019**

At the Annual General Meeting of the above named Company duly convened and held on the 29 January, 2019 at The Conrad Dublin, Earlsfort Terrace, Dublin 2, D02 V562 the following special resolution was duly passed:-

THAT, in addition to the authority provided in Resolution 7, 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) in the capital of the Company (each a “**Share**” and together, the “**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 (i) prior to the Completion Date (as defined in the circular to the Company’s shareholders dated 20 December 2018 of which this notice of annual general meeting forms part (the “Circular”)), such number of Shares whose aggregate nominal value shall not exceed £706,978.42, being approximately 10% of the aggregate nominal value of the issued ordinary share capital of the Company as at 19 December 2018, and (ii) from the Completion Date (as defined in the Circular), such number of Shares whose aggregate nominal value is equal to 10% of the aggregate nominal value of the issued ordinary share capital of the Company immediately following completion of the Tender Offer (as defined in Resolution 7).
- b) the minimum price which may be paid for any Share shall be the nominal value of the Share;
- c) the maximum price (exclusive of expenses) that may be paid for any Share in the capital of the Company (a “**Relevant Share**”) shall be the higher of:
  - i. 5% 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 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 or its equivalent. The authority hereby conferred shall expire at the close of business on the day of the next AGM of the Company to be held in 2020 or 29 April 2020, whichever is the earlier, unless previously varied or renewed in accordance with the provisions of Section 1074 of the Companies Act 2014 provided that the Company may before such expiry enter into a contract for the purchase of Ordinary 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.

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**Companies Act 2014**

**GRENCORE GROUP PUBLIC LIMITED COMPANY  
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**Ordinary Resolution No. 9 passed on 29 January 2019**

At the Annual General Meeting of the above named Company duly convened and held on the 29 January, 2019 at The Conrad Dublin, Earlsfort Terrace, Dublin 2, D02 V562 the following ordinary resolution was duly passed:-

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 £2,333,028.77, being an amount equal to approximately 33% of the aggregate nominal value of the issued ordinary share capital of the Company as at 19 December 2018, and that this authority shall expire at the close of business on the date of the next AGM of the Company to be held in 2020 or 29 April 2020, 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.

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**Special Resolution No. 10 passed on 29 January 2019**

At the Annual General Meeting of the above named Company duly convened and held on the 29 January, 2019 at The Conrad Dublin, Earlsfort Terrace, Dublin 2, D02 V562 the following special resolution was duly passed:-

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 9 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, open offer, or other pre-emptive 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 £353,489.21, being approximately 5% of the aggregate nominal value of issued ordinary share capital of the Company as at 19 December 2018 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 Constitution of the Company.

This authority shall expire at the close of business on the date of the next AGM of the Company to be held in 2020 or 29 April 2020, 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.

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**Special Resolution No. 11 passed on 29 January 2019**

At the Annual General Meeting of the above named Company duly convened and held on the 29 January, 2019 at The Conrad Dublin, Earlsfort Terrace, Dublin 2, D02 V562 the following special resolution was duly passed:-

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 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:

- (a) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or
- (b) if there shall be only one dealing reported for the day, the price at which such dealing took place; or
- (c) 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 or its equivalent. The authority hereby conferred shall expire at the close of business on the day of the next AGM of the Company to be held in 2020 or 29 April 2020, 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.