

Company No: 170116

Companies Act 2014

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

Ordinary Resolution No. 1 passed on 28 January 2020

At the Annual General Meeting of the above named Company duly convened and held on the 28 January 2020 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 27 September 2019 together with the reports of the Directors and the auditor thereon.

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Ordinary Resolution No. 2 passed on 28 January 2020

At the Annual General Meeting of the above named Company duly convened and held on the 28 January 2020 at The Conrad Dublin, Earlsfort Terrace, Dublin 2, D02 V562 the following ordinary resolution was duly passed:

TO declare a final dividend of 3.75 pence per Ordinary Share of £0.01 each for the year ended 27 September 2019, payable to the holders thereof on the register at 5.00 p.m. on 03 January 2020 and to be paid on 28 February 2020.

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Ordinary Resolution No. 3 passed on 28 January 2020

At the Annual General Meeting of the above named Company duly convened and held on the 28 January 2020 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 27 September 2019.

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Ordinary Resolution No. 4 passed on 28 January 2020

At the Annual General Meeting of the above named Company duly convened and held on the 28 January 2020 at The Conrad Dublin, Earlsfort Terrace, Dublin 2, D02 V562 the following ordinary resolution was duly passed:

TO receive and consider the 2020 Remuneration Policy.

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Ordinary Resolutions No. 5(a) – (g) passed on 28 January 2020

At the Annual General Meeting of the above named Company duly convened and held on the 28 January 2020 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 Articles of Association of the Company and the UK Corporate Governance Code and being eligible, offer themselves for re-appointment:

- (a) Gary Kennedy (Resolution 5(a));
- (b) Patrick Coveney (Resolution 5(b));
- (c) Eoin Tonge (Resolution 5(c));
- (d) Sly Bailey (Resolution 5(d));
- (e) Heather Ann McSharry (Resolution 5(e));
- (f) Helen Rose (Resolution 5(f)); and
- (g) John Warren (Resolution 5(g)).

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Ordinary Resolution No. 6 passed on 28 January 2020

At the Annual General Meeting of the above named Company duly convened and held on the 28 January 2020 at The Conrad Dublin, Earlsfort Terrace, Dublin 2, D02 V562 the following ordinary resolution was duly passed:

TO consider the continuation in office of Deloitte Ireland LLP as auditor of the Company for the financial year ending 25 September 2020.

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Ordinary Resolution No. 7 passed on 28 January 2020

At the Annual General Meeting of the above named Company duly convened and held on the 28 January 2020 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.

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Ordinary Resolution No. 8 passed on 28 January 2020

At the Annual General Meeting of the above named Company duly convened and held on the 28 January 2020 at The Conrad Dublin, Earlsfort Terrace, Dublin 2, D02 V562 the following special 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 £1,472,020.49, being an amount equal to approximately 33% of the aggregate nominal value of the issued ordinary share capital of the Company as at 16 December 2019 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 2021 or 28 April 2021, 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. 9 passed on 28 January 2020

At the Annual General Meeting of the above named Company duly convened and held on the 28 January 2020 at The Conrad Dublin, Earlsfort Terrace, Dublin 2, D02 V562 the following special resolution was duly passed:

THAT the Directors be and 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, 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 £223,033.41, being approximately 5% of the aggregate nominal value of issued ordinary share capital of the Company as at 16 December 2019 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 2021 or 28 April 2021, 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. 10 passed on 28 January 2020

At the Annual General Meeting of the above named Company duly convened and held on the 28 January 2020 at The Conrad Dublin, Earlsfort Terrace, Dublin 2, D02 V562 the following special resolution was duly passed:

THAT the Company and/or any of its subsidiaries be and 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 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 not exceed £446,066.81, being approximately 10% of the aggregate nominal value of the issued ordinary share capital of the Company as at 16 December 2019;
- (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% 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;

- (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 2021 or 28 April 2021, 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.

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Special Resolution No. 11 passed on 28 January 2020

At the Annual General Meeting of the above named Company duly convened and held on the 28 January 2020 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 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 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 2021 or 28 April 2021, 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.