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If you have sold or otherwise transferred all of your shares in Greggs plc, please send this document, together with the accompanying documents, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.



Always Fresh. Always Tasty.™

(Registered in England and Wales with registered number 502851)

Registered office:

Greggs plc
Fernwood House
Clayton Road
Jesmond
Newcastle upon Tyne
NE2 1TL

28 March 2014

Dear Shareholder

ANNUAL GENERAL MEETING (AGM)

I enclose a formal notice of our Annual General Meeting, which is to be held at The Marriott Gosforth Park Hotel, High Gosforth Park, Newcastle upon Tyne, NE3 5HN at 11:30 am on Thursday 1 May 2014.

I hope to see as many of you as possible at the AGM, which is the main opportunity each year for the Board to engage with individual shareholders, answer your questions and to listen to your views.

Resolutions to be determined by poll

For the first time, we are proposing that all resolutions will be determined by poll vote, rather than on a show of hands. This is in accordance with best practice, and will result in a more accurate reflection of the views of shareholders by ensuring that every vote is recognised, including those of shareholders who are unable to attend the meeting but who appoint a proxy. On a poll, every shareholder has one vote for every share held.

Election and re-election of Directors

In accordance with the UK Corporate Governance Code, save in respect of Helena Ganczakowski and Peter McPhillips, all of the Directors will, in turn, resign as a Director and offer themselves for re-election. Dr. Ganczakowski and Mr. McPhillips were appointed by the Board since the last AGM and therefore will resign and offer themselves for election by shareholders.

I am pleased to confirm that, following a recommendation from the Nominations Committee, we are satisfied that each of the Directors seeking election or re-election at the meeting makes a valuable contribution to our discussions and has the best interests of the Company at heart.

Renewal of share option schemes

The Inland Revenue Approved, and Unapproved Employee Share Option Schemes that were approved by shareholders in 2004 will shortly expire, and shareholders are asked to approve two new schemes, the application of which will be overseen by the Remuneration Committee. Details of the operation of the schemes are set out in Appendices 1 and 2 to this Notice, and changes from those previously-approved schemes largely reflect changes in tax and other relevant legislation in the last ten years.

Forms of proxy

If you are unable to attend the AGM, a proxy form is enclosed for you to complete (according to the instructions printed on it) and send to the Company's Registrars, Capita Asset Services, 34 Beckenham Road, Beckenham, Kent, BR3 4TU to be received by 11:30 am on Tuesday 29 April 2014. Completion and submission of the proxy form will not prevent you from attending and voting at the meeting if you subsequently find that you are able to do so. CREST Members can cast their votes using CREST electronic proxy voting (further details of which are set out in note 9 on page 5 of this document).

Recommendation

Your Directors believe that all the resolutions in the enclosed notice of Annual General Meeting are in the best interests of the Company and are most likely to promote the success of the Company for the benefit of its shareholders as a whole. Accordingly, they unanimously recommend that you vote in favour of each resolution, as they intend to do in respect of their own shareholdings in the Company.

Yours faithfully

Ian Durant
Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Greggs plc ("the Company") will be held at The Marriott Gosforth Park Hotel, High Gosforth Park, Newcastle upon Tyne, NE3 5HN on Thursday 1 May 2014 at 11:30 am for the following purposes:

Ordinary Business

1. To receive the accounts for the financial year ended 28 December 2013, together with the Reports of the Directors and of the Auditors thereon.
2. To re-appoint KPMG Audit Plc as auditor to the Company, to hold office until the earlier of (i) the appointment of an auditor at the end of the current tender process for a new auditor that is being tendered in accordance with relevant legislation or (ii) the next general meeting at which accounts are laid before the Company; and
3. To authorise the Directors to determine the remuneration of the auditor of the Company.
4. To declare a final dividend for the financial year ended 28 December 2013 of 13.5p per ordinary share of 2p in the capital of the Company, to be paid on 9 May 2014 to members whose names appear on the register of members in respect of such shares at the close of business on 11 April 2014.
5. To re-elect Mr. I Durant as a Director.
6. To re-elect Mr. R Whiteside as a Director.
7. To re-elect Mr. R Hutton as a Director.
8. To re-elect Mr. R Reynolds as a Director.
9. To re-elect Mrs A Kirkby as a Director.
10. To elect Dr. H Ganczakowski as a Director.
11. To elect Mr. P McPhillips as a Director.
12. To approve the Directors' Remuneration Report (excluding the Director's Remuneration Policy, set out on pages 47 to 54 of the Director's Remuneration Report) for the financial year ended 28 December 2013.
13. To approve the Directors' Remuneration Policy, set out on pages 47 to 54 of the Directors' Remuneration Report for the financial year ended 28 December 2013.
14. To approve the new employee incentive schemes, being the '2014 Company Share Option Plan' and the '2014 Executive Share Option Scheme' (the "Schemes") (which replace the existing schemes, being the '2004 Inland Revenue Approved Executive Share Option Scheme' and the '2004 Executive Share Option Scheme' which will expire on 10 May 2014), the main features of which are summarised in Appendices 1 and 2 to this Notice and which will be constituted by the rules of the Schemes produced in draft to the meeting and signed by the Chairman for the purposes of identification and adopt the Schemes and authorise the Directors to do all acts and things necessary or desirable to carry into effect and operate the Schemes, including making such modifications as they may consider necessary or desirable to maintain compliance with legislative requirements and to take account of the requirements of HM Revenue and Customs, the London Stock Exchange, the UK Listing Authority and best practice.

To transact any other ordinary business of the Company.

Special Business

As special business, to consider and, if thought fit, pass the following resolutions, which will be proposed as to resolution 15 as an Ordinary Resolution and as to resolutions 16 to 18 (inclusive) as Special Resolutions:

15. THAT, subject to and in accordance with Article 15.1 of the Articles of Association of the Company, the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "2006 Act") to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £674,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 1 August 2015 or, if earlier, the date of the next Annual General Meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act to allot shares or grant Rights but without prejudice to any allotment of shares or grant of Rights already made, offered or agreed to be made pursuant to such authorities.

16. THAT, subject to the passing of resolution 15 set out in the notice of this meeting, the Directors be given the general power in accordance with section 570 of the Companies Act 2006 (the "2006 Act") to allot equity securities (as defined by section 560 of the 2006 Act) for cash, either pursuant to the authority conferred by resolution 15 set out in the notice of this meeting or by way of a sale of treasury shares, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities and the sale of treasury shares:

1. in connection with an offer by way of a rights issue:

- (a) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
- (b) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

2. (otherwise than pursuant to paragraph 1 above) up to an aggregate nominal amount of £101,000.

The power granted by this resolution will expire on 1 August 2015 or, if earlier, the conclusion of the Company's next Annual General Meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if either section 89(1) of the Companies Act 1985 or section 561(1) of the 2006 Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

17. THAT, the Company be generally and unconditionally authorised, pursuant to section 701 of the Companies Act 2006 ("2006 Act"), to make market purchases (as defined in section 693(4) of the 2006 Act) of ordinary shares in the capital of the Company ("Ordinary Shares") up to an aggregate nominal amount of £202,000 on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:

- (a) the amount paid for each Ordinary Share (exclusive of expenses) shall not be more than five per cent above the average of the middle market quotation for an Ordinary Share as derived from the Daily Official List of London Stock Exchange plc for the five business days before the date on which the contract for the purchase is made and, in any event, not less than the nominal value of each Ordinary Share; and
- (b) the authority herein contained shall expire at the conclusion of the next Annual General Meeting of the Company or on 1 August 2015, whichever is earlier, provided that the Company may, before such expiry, make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own shares in pursuance of such contract as if the authority hereby conferred had not expired.

18. THAT, a general meeting of the Company other than an Annual General Meeting may be called on not less than 14 clear days' notice, provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company.

Dated: 28 March 2014

Registered Office:

Fernwood House
Clayton Road
Jesmond
Newcastle upon Tyne
NE2 1TL

By Order of the Board

Jonathan D Jowett
Company Secretary

NOTES

Appointment of Proxies

1. If you are a member of the Company at the time set out in note 11 below, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting and you should have received a proxy form with this notice of meeting. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company's Registrars, Capita Asset Services on 0871 664 0300 (calls cost 10p per minute plus network extras. Lines are open 8:30 am – 5:30 pm Mon-Fri.) or, if calling from outside the UK, on +44 20 8639 3399. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section. Please read the "Nominated persons" section below.
3. A proxy does not need to be a member of the Company but must attend the Annual General Meeting to represent you. Details of how to appoint the Chairman of the Annual General Meeting or another person as your proxy using the proxy form are set out in the notes on that proxy form. If you wish your proxy to speak on your behalf at the Annual General Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. You may appoint more than one proxy, provided that each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy the enclosed proxy form.
5. Appointment of a proxy does not preclude you from attending the Annual General Meeting and voting in person. If you have appointed a proxy and attend the Annual General Meeting in person, your proxy appointment will automatically be terminated.
6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you either select the "Discretionary" option or if no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting or any adjournment thereof.

Appointment of proxy using hard copy proxy form

7. To appoint a proxy using the proxy form, the form must be:
 - completed and signed;
 - sent or delivered to the Company's Registrars, Capita Asset Services, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; and
 - received by the Company's Registrars no later than 11:30 am on Tuesday 29 April 2014 or, if this Annual General Meeting is adjourned, not less than 48 hours before the time of the adjourned meeting.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Electronic appointment of proxies

8. As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by visiting www.capitashareportal.com. You will require your user name and password in order to log in and vote. If you have forgotten your user name or password, you can request a reminder via the shareholder portal. If you haven't previously registered to use the portal, you will require your investor code ("IVC") which can be found on your proxy form. For an electronic proxy appointment to be valid, your appointment must be received by the Company's Registrars, Capita Asset Services no later than 11:30am on Tuesday 29 April 2014.

Appointment of proxies through CREST

9. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RAI0) by the latest time for receipt of proxy appointments specified in note 8 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Appointment of proxy by joint members

10. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Entitlement to attend and vote

11. Only those members registered on the Company's register of members at 6.00 pm on Tuesday 29 April 2014 or, if this Annual General Meeting is adjourned, at 6.00 pm two days prior to the adjourned meeting, shall be entitled to attend and vote at the meeting.

Website giving information in relation to the Annual General Meeting

12. Information regarding the Annual General Meeting, including the information required by section 311A of the Companies Act 2006, is available from www.greggs.co.uk.

Corporate representatives

13. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Issued shares and total voting rights

14. As at the last business day prior to the publication of this notice, the Company's issued share capital comprised 101,155,901 ordinary shares of 2p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at the last business day prior to the publication of this notice is 101,155,901.

The website referred to in note 12 will include information on the number of shares and voting rights.

Questions at the Meeting

15. Under section 319A of the Companies Act 2006, the Company must answer any question you ask relating to the business being dealt with at the Annual General Meeting unless:

- answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- the answer has already been given on a website in the form of an answer to a question; or
- it is undesirable, in the interests of the Company or the good order of the meeting, that the question be answered.

Website publication of audit concerns

16. Pursuant to Chapter 5 of Part 16 of the Companies Act 2006 (sections 527 to 531), where requested by a members or members meeting the qualification criteria set out at note 17 below, the Company must publish on its website, a statement setting out any matter that such member(s) propose to raise at the Annual General Meeting relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting.

Where the Company is required to publish such a statement on its website:

- it may not require the member(s) making the request to pay any expenses incurred by the Company in complying with the request;
- it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website; and
- the statement may be dealt with as part of the business of the meeting.

The request:

- may be in hard copy form or in electronic form (see note 18 below);
- either set out the statement in full or, if supporting a statement sent by another member, clearly identify the statement which is being supported;
- must be authenticated by the person or persons making it (see note 18 below); and
- be received by the Company at least one week before the meeting.

Members' qualification criteria

17. In order to be able to exercise the members' right to require the Company to publish audit concerns (see note 16), the relevant request must be made by:

- a member or members having a right to vote at the Annual General Meeting and holding at least 5% of total voting rights of the Company; or
- at least 100 members having a right to vote at the Annual General Meeting and holding, on average, at least £100 of paid up share capital.

For information on voting rights, including the total number of voting rights, see note 14 above and the website referred to in note 12.

Submission of hard copy and electronic requests and authentication requirements

18. Where a member or members wishes to request the Company to publish audit concerns (see note 16), such request must be made in accordance with one of the following ways:

- in the case of a request made in hard copy form, such request must be signed by a shareholder(s), state such shareholder(s) full name(s) and address and be sent to the Company Secretary at Greggs plc, Fernwood House, Clayton Road, Jesmond, Newcastle upon Tyne, NE2 1TL.
- in the case of a request made in electronic form, such request must state such shareholder(s) full name(s) and address and sent to investorrelations@greggs.co.uk.

Nominated persons

19. If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights ("Nominated Person") you may have a right under an agreement between you and the member ("Relevant Member") of the Company who has nominated you to have information rights, to be appointed or to have someone else appointed as a proxy for the Meeting.

If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights.

Your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

Biographical details

20. Biographical details and Committee memberships of each Director who is being proposed for re-election by shareholders, and Dr. H Ganczakowski, who seeks election by shareholders, are set out in the Annual Report and Accounts posted to shareholders at the same time as this circular and available on the Company's website at www.greggs.co.uk. Mr. Peter McPhillips was appointed by the Board as an independent Non-Executive Director on 10 March 2014 and his details were not able to be included in the Annual Report. Mr. McPhillips has spent most of his career in food manufacturing having held a number of senior executive positions including Divisional Managing Director of Hillsdown Holdings, Director of Terranova, which was the chilled foods business demerged from Hillsdown Holdings, and ultimately as UK Managing Director of Uniq plc, running food production businesses across the UK. More recently, Peter was European Chairman of Hain Celestial Group. Peter is currently a non-executive director of Browns Food Group, a privately owned chilled and frozen food producer. Peter will re-join the Audit, Remuneration, and Nominations Committees on election.

Documents on display

21. The following documents will be available for inspection at the Company's registered office from the date of this notice until the time of the Annual General Meeting and at the meeting venue itself for at least 15 minutes prior to the meeting until the end of the meeting:

- copies of the service contracts of Executive Directors of the Company
- copies of the letters of appointment of the Non-Executive Directors of the Company
- copies of the deeds of indemnity for Executive and Non-Executive Directors of the Company.

Communication

22. Except as provided above, members who have general queries about the Annual General Meeting should contact the Company Secretary at Greggs plc, Fernwood House, Clayton Road, Jesmond, Newcastle upon Tyne, NE2 1TL or on 0191 2817721 (no other methods of communication will be accepted).

You may not use any electronic address provided either:

- in this notice of Annual General Meeting; or
- any related documents (including the Chairman's letter and proxy form),

to communicate with the Company for any purposes other than those expressly stated.

EXPLANATORY NOTES

Ordinary Business

Section 439 of the Companies Act 2006 requires quoted companies, at each general meeting at which statutory accounts are to be laid, to propose an ordinary resolution approving the Directors' Remuneration Report for the year. Resolution 12 will be proposed as an ordinary resolution for this purpose.

By Resolution 13 shareholders are asked to approve the Directors' Remuneration Policy, as required by The Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013. The Directors' Remuneration Policy is on pages 47 to 54 of the Annual Report and Accounts as made available to shareholders at the same time as this circular and available on the Company's website at www.greggs.co.uk.

Special Business

The Companies Act 2006 provides that Directors shall only allot unissued shares with the authority of shareholders in general meeting. Resolution 15 will be proposed as an Ordinary Resolution for the renewal of the Directors' general authority to allot shares up to an aggregate nominal amount of £674,000, representing approximately one third of the current issued share capital of the Company. The Directors have no present intention of exercising this authority and the authority will, unless renewed, varied or revoked by the Company, expire on 1 August 2015, or, if earlier the date of the next Annual General Meeting of the Company.

The Companies Act 2006 also provides that any allotment of new shares for cash must be made pro rata to individual shareholders' holdings, unless such provisions are disapplied under section 570 of the Companies Act 2006. Resolution 16 will be proposed as a Special Resolution for the renewal of the Directors' authority to allot equity securities for cash, without first offering them to shareholders pro rata to their holdings. This authority facilitates issues made by way of rights to shareholders which are not strictly in accordance with section 561(1) of the Companies Act 2006, and authorises other allotments of up to a maximum aggregate nominal amount of £101,000, representing approximately five per cent of the current issued share capital of the Company. This authority also allows the Directors, within the same aggregate limit, to sell for cash shares that may be held by the Company in treasury (the Company does not currently hold any such shares). The Directors have no present intention of exercising this authority and in line with best practice, the Company has not issued more than 7.5% of its issued share capital for cash on a non-pro rata basis over the last three years.

Resolution 17 will be proposed as a Special Resolution for the renewal of the Company's authority to purchase its own shares in the market up to an aggregate nominal amount of £202,000 representing approximately ten per cent of the issued share capital of the Company. The price payable shall not be more than five per cent above the average price of the middle market quotation as derived from the Daily Official List of London Stock Exchange plc for the Ordinary Shares for the five business days before the purchase is made and in any event not less than the nominal value of each Ordinary Share. It is the Directors' intention only to exercise the authority to purchase the Company's shares where it would increase the earnings per share of those Ordinary Shares that are not re-purchased. The Company intends either to cancel such shares or to hold them in treasury. This power will only be used if the Directors consider that to do so would be in the best interests of shareholders generally. The total number of warrants and options to subscribe for equity shares that are currently outstanding is 4,885,994, which represents approximately 4.8% per cent of the current issued share capital of the Company. If the full authority to buyback shares (i.e. the existing authority and that being sought under Resolution 17 is used this would represent approximately 5.4 per cent of the current issued share capital of the Company.

Resolution 18 will be proposed as a Special Resolution to allow the Company to continue to hold general meetings on 14 clear days' notice. The Company is currently able to call general meetings other than Annual General Meetings on 14 clear days' notice in accordance with its Articles of Association. However, the Companies (Shareholders' Rights) Regulations 2009 (the "Regulations"), which came into force on 3 August 2009, increased the required notice period for all general meetings to 21 days, which overrides the authority provided for in the Articles of Association. The Company is able to reserve the authority to call general meetings (other than the Annual General Meeting) on 14 clear days' notice, provided shareholders have approved this by passing a resolution annually at each Annual General Meeting and the Company has met the requirements for electronic voting under the Regulations. The Company does not intend to call general meetings on 14 clear days' notice as a matter of routine but would like to retain the flexibility to do so where the Directors believe that it is in the best interests of the Company, for example, where the Directors believe there is a financial or operational advantage which outweighs the benefit to shareholders of a longer notice period.

APPENDIX 1

Summary of the principal terms of the proposed Greggs plc 2014 Company Share Option Plan (the “CSOP”)

1. Status of the CSOP

The CSOP is designed to be compliant with the legislative requirements of Schedule 4 to the Income Tax (Earnings and Pensions) Act 2003.

2. Eligibility

All full time Directors and all employees of the Company and participating subsidiaries (the “Group”) will be eligible to be nominated for participation in the CSOP.

3. Administration

The CSOP will be administered by the Remuneration Committee of the Board of Directors which is comprised wholly of Non-Executive Directors of the Company (the “Committee”). The Committee will have absolute discretion in selecting the persons to whom options under the CSOP are to be granted and (subject to the limits set out below) in determining the number and terms of options to be so granted. No person is entitled as of right to be granted an option.

4. Option Price

The holder of an option under the CSOP will be entitled to acquire ordinary shares at a price to be determined by the Committee at the time when the option is granted. The option may relate to new ordinary shares or existing issued ordinary shares or ordinary shares held in treasury. The option price may not be less than the greater of:

4.1 the market value of an ordinary share on the day on which the option is granted; and

4.2 in the case of an option to subscribe for ordinary shares, the nominal value of an ordinary share.

Market value will be determined from the average of the middle market quotations for an ordinary share for the three consecutive dealing days preceding the date of grant of the option.

5. Performance targets

The exercise of options under the CSOP will in normal circumstances be conditional upon the achievement of an objective performance target to be determined by the Committee when options are granted. The performance target which the Committee intends for the time being to impose at the time of the grant of options under the CSOP will be that an option will vest and become available to exercise only if the average annual percentage growth in earnings per share over the three financial years commencing with the financial year in which the option is granted, is in the range 1 per cent to 4 per cent greater than the average annual growth in RPI over the same period.

6. Individual limits

Each individual's participation will be limited so that the aggregate option price payable on the exercise of options to subscribe for ordinary shares granted to him under the CSOP and any other discretionary scheme established by the Company will not exceed £30,000 (valued as at the relevant date or dates of grant).

The value of options granted to an individual under the CSOP in any accounting reference period will not exceed one times his salary (although options which are subject to a more testing performance target than that set out in paragraph 5 above will not count towards or be subject to this individual limit).

Benefits under the CSOP will not be pensionable.

7. Grant periods

Options may be granted during the period of 42 days commencing on any of the following:

7.1 the dealing day following the preliminary announcement of the annual or half year results of the Company in any year; or

7.2 the dealing day immediately following the date on which the Model Code or any statute or any regulation or order made thereunder or any governmental directive effective for the time being to prevent the grant of options shall cease to have effect; or

7.3 any other time fixed by the Committee where in the absolute discretion of the Committee circumstances are considered to be exceptional so as to justify the grant of an option.

No consideration is payable for the grant of an option.

No options may be granted more than ten years after the date of adoption of the CSOP.

8. Exercise and lapse of options

Options will not be transferable and may normally only be exercised between the third and tenth anniversaries of the date of grant by a person who remains a Director or employee. Options may, however, be exercised for a limited period after the option holder ceases to be employed within the Group in certain special circumstances, including the death, retirement, redundancy, injury or disability of the option holder or where the option holder's employing company or business is disposed of outside the Group or, at the discretion of the Committee, in any other circumstances. Exercise is also possible in the event of an amalgamation, reconstruction or take-over of the Company. In such circumstances, an option holder may be allowed to release his rights under options in consideration of the grant to him of equivalent rights over shares in the acquiring company. Options may also be exercised in the event of a voluntary winding-up of the Company and in certain circumstances options may be exercised in the event of a demerger.

Options will normally lapse on the expiry of any of the periods allowed for exercise.

The performance target imposed on the grant of options and referred to in paragraph 5 above will normally continue to apply (in a modified form if appropriate) where an option holder exercises his option or releases his rights under options in the special circumstances described in this paragraph 8.

The option holder must indemnify the Company and his employer in respect of any income tax, employer's and employee's National Insurance contributions arising on the exercise of an option. The Committee has a discretion to waive the indemnity in respect of employer's National Insurance contributions.

9. Issue and listing of shares

Ordinary shares will be allotted and issued or transferred within 30 days of the exercise of an option. Ordinary shares allotted will rank in full for all dividends or other distributions payable by reference to a record date occurring on or after the date of allotment of such shares. The Company will ensure that arrangements are made for such shares to be admitted to the Official List. Shares transferred on the exercise of an option shall be transferred without the benefit of any rights attaching to the shares by reference to a record date preceding the date of exercise. In all other respects the ordinary shares so issued or transferred shall be identical and rank *pari passu* with the fully paid registered ordinary shares in issue on the date of exercise.

10. Limits applying to the CSOP

The following limits apply to the number of ordinary shares that may be acquired by subscription (which, for the purposes of these limits, will be taken to include any treasury shares transferred to satisfy the exercise of options) on the exercise of options granted under the CSOP:

- 10.1 no option may be granted if immediately following the grant of such option the aggregate nominal value of ordinary shares issued or then capable of being issued pursuant to options granted under the CSOP within the immediately preceding period of ten years and issued or then capable of being issued pursuant to options granted or rights obtained in such ten year period under any other discretionary share option or incentive scheme approved by the Company would exceed 5% of the nominal value of the ordinary share capital of the Company at that time in issue; and
- 10.2 no option may be granted if immediately following the grant of such option the aggregate nominal value of ordinary shares issued or then capable of being issued pursuant to options granted under the CSOP within the immediately preceding period of ten years and issued or then capable of being issued pursuant to options granted or rights obtained in such ten year period under any other share option or profit sharing scheme or employee share ownership plan approved by the Company would exceed 10% of the nominal value of the ordinary share capital of the Company at that time in issue.

Options which are subject to a more testing performance target than that set out in paragraph 5 above will not count towards or be subject to the 5% limit described in paragraph 10.1.

11. Variations in share capital

In the event of any variation of or increase in the share capital of the Company, the number of shares subject to options and/or the option price may be adjusted by the Board of Directors.

12. Amendments

Although the Board of Directors will have the power to amend the provisions of the CSOP, the provisions relating to:

- 12.1 the participants to whom options are provided under the CSOP;
- 12.2 the limitations on the number of shares over which options may be granted under the CSOP;
- 12.3 the maximum entitlement for any participant under the CSOP; and

- 12.4 the basis for determining a participant's entitlement to, and the terms of, an option and for the adjustment thereof in the event of a capitalisation issue, rights issue or open offer, sub-division or consolidation of shares or reduction of capital or any other variation of capital, cannot be altered to the advantage of participants without the prior approval of shareholders in general meeting (except for minor amendments to benefit the administration of the Scheme, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for the Company or any other member of the Group).

APPENDIX 2

Summary of the principal terms of the proposed Greggs plc 2004 Executive Share Option Scheme (the “ESOS”)

The provisions of the rules of the ESOS are substantially the same as for the CSOP apart from the following:

1. The CSOP is designed to be capable of complying with legislative provisions which afford favourable tax treatment to participants. The ESOS is not designed to give effect to such favourable tax treatment.
2. The aggregate market value as at the date of grant of options granted to an individual under the ESOS will not be limited to £30,000.
3. The Committee may, at any time before issuing or transferring shares to satisfy the exercise of an option, resolve to substitute instead a gift equal in value to the difference between the option price and the market value (as at the date of such resolution) of the shares the subject of the exercise. Such a gift will comprise either cash or shares in the Company (valued applying the market value on the date that the shares are issued or transferred to the option holder). For this purpose, market value will be determined from the average of the middle market quotations for a share in the Company for the three dealing days immediately preceding the relevant date.
4. Where it comes to light that there has been a material misstatement in any documentation used to determine whether a performance condition attaching to an option has been met, the Committee may determine that options held by Directors or office holders will lapse or elect to claw-back shares (or the value of such shares) acquired by such option holder pursuant to the CSOP.