

Company No: 00502851

The Companies Act 2006 ("2006 Act")

Public Company Limited by Shares

Ordinary Resolution

of

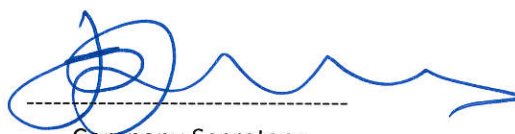
Greggs plc ("Company")

At the Annual General Meeting of the Company, duly convened and held on 19 May 2017, the following resolutions were passed as ordinary resolutions of the Company, namely:

Ordinary Resolution

1. THAT the amendment to Rule 3.2 of the Greggs Performance Share Plan (the "**PSP**"), a summary of which was set out in Appendix 1 to the Notice of the Annual General Meeting, in the form (or substantially the form) of the drafts produced and initialled by the Chairman for the purposes of identification, be and hereby is approved, and that:
 - (a) the Directors be and are hereby authorised to do all acts and things necessary or expedient to carry the same into effect; and
 - (b) the Directors be and hereby are authorised to vote and be counted in a quorum on any matter connected with the amendment to the PSP, notwithstanding that they may be interested in the same, except that no Director may be counted in a quorum or vote in respect of his own participation, and any provisions of the Articles of Association of the Company be and hereby are relaxed to that extent accordingly.
2. 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 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 18 August 2018 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.



Company Secretary