

Greencore Group plc (the 'Company') would like to inform you that the Extraordinary General Meeting (the 'EGM') of the Company will be held at **No. 2 Northwood Avenue, Northwood Business Park, Santry, Dublin 9, D09 X5N9, Ireland** on Tuesday, 26 January 2021 at 11.00 a.m. (or, if later, immediately following the conclusion of the Annual General Meeting convened to be held at 10.30 a.m. on the same day and at the same location).

This card is for the purposes of registration and accreditation when attending the EGM. However, due to restrictions in connection with Coronavirus ('COVID-19'), shareholders are requested not to attend the EGM in person and instead, to appoint the Chairman of the EGM (or their substitute(s)) as proxy using the Form of Proxy included below.

Shareholder Reference Number

Form of Proxy – Extraordinary General Meeting ('EGM') to be held on 26 January 2021



Cast your Proxy online...It's fast, easy and secure!
www.eproxyappointment.com

You will be asked to enter the Control Number, Shareholder Reference Number ('SRN') and PIN shown opposite and agree to certain terms and conditions.

Control Number: 916903

SRN:

PIN:



Resolutions to be voted on at the EGM are set out overleaf and in the Circular and EGM Notice of the Company dated 21 December 2020.

To view the Circular, including the EGM Notice, online log on to **www.greencore.com**

To submit a question in advance, send an email to investor.relations@greencore.com or write to the Company Secretary at the registered office of the Company.

Register at **www.investorcentre.com/ie** – elect for electronic communications & manage your shareholding online!

To be effective all votes must be lodged by 11.00 a.m. on 24 January 2021 (1) via the website www.eproxyappointment.com; or, (2) at the office of the Company's Registrar at Computershare Investor Services (Ireland) Limited, P.O. Box 13030, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland; or, (3) at the registered office of the Company.

Explanatory Notes:

- Any member entitled to attend, speak and vote at the EGM is entitled to appoint one or more proxies (who need not be a member of the Company) to attend, speak and vote in his/her place. In light of restrictions in connection with COVID-19, shareholders are requested not to attend the EGM in person and instead to appoint the Chairman of the EGM (or their substitute(s)) as their proxy. However, if you wish to appoint a person other than the Chairman of the EGM (or their substitute(s)), please insert the name and address of your chosen proxy holder in the space provided (see reverse). A member may appoint more than one proxy to attend and vote at the meeting provided each proxy is appointed to exercise rights attached to different shares held by that member. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a member, the full voting entitlement for that designated account). Where a poll is taken at the EGM, a member, present in person or proxy, holding more than one share is not required to cast all their votes in the same way.
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on +353 (0) 1 431 9832 or you may photocopy the **reverse only** of this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- To be effective, the completed Form of Proxy together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, must be deposited with the Registrar of the Company before the deadline set out above. A shareholder wishing to appoint a proxy by electronic means may do so on the Registrar's website www.eproxyappointment.com. Details of the requirements are set out in the box above. A shareholder who wishes to appoint more than one proxy by electronic means must contact the Registrar by sending an email to clientservices@computershare.ie.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Section 1105 of the Companies Act 2014 and Regulation 14 of the Companies Act, 1990 of Ireland (Uncertificated Securities) Regulations 1996, entitlement to attend and vote at the EGM and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company as at 6.00 p.m. on 24 January 2021 (or in the case of an adjournment as at the close of business on the day which is two days before the date of the adjourned meeting). Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the EGM.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 11.00 a.m. on 24 January 2021. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Companies Act, 1990 of Ireland (Uncertificated Securities) Regulations 1996.
- The above is how your address appears on the Register of Members. If this information is incorrect please phone the Registrar's helpline on +353 (0) 1 431 9832 to request a change of address form or go to www.investorcentre.com/ie to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The appointment of a proxy will not preclude a shareholder from attending the meeting and voting in person.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Ireland) Limited accept no liability for any instruction that does not comply with these conditions.

All Holders

Poll Card

To be completed only at the EGM if a Poll is called.

Resolutions

	For	Against	Vote Withheld
1. To approve the Migration of the Migrating Shares to Euroclear Bank's central securities depository.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To amend and adopt the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To authorise the Company to take all actions to implement the Migration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Shareholder Reference Number

Signature

Form of Proxy

In light of restrictions in connection with COVID-19, shareholders are requested not to attend the EGM in person and instead to appoint the Chairman of the EGM (or their substitute(s)) as their proxy.

Please use a black pen. Mark with an X inside the box as shown in this example.

I/We, being a shareholder/shareholders of Greencore Group plc hereby appoint the Chairman of the EGM, with full power of substitution, OR the following person

*	**
---	----

as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement on my/our behalf on any matter at the EGM of Greencore Group plc to be held at **No.2 Northwood Avenue, Northwood Business Park, Santry, Dublin 9, D09 X5N9, Ireland** on Tuesday, 26 January 2021 at 11.00 a.m., and at any adjournment of that meeting.

* Please leave this box blank if you have selected the Chairman. Do not insert your own name(s). Please include address if you have selected a person other than the Chairman.

** Please leave this box blank if you are appointing a proxy in respect of your full voting entitlement. If you are appointing the proxy in relation to less than your full voting entitlement, please insert the number of shares in relation to which they are authorised to act.

*** For the appointment of more than one proxy, please refer to Explanatory Notes 2 and 3 (see front).

I/We would like my/our proxy to vote on the resolutions proposed at the EGM as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Resolutions

	For	Against	Vote Withheld
1. To approve the Migration of the Migrating Shares to Euroclear Bank's central securities depository.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To amend and adopt the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To authorise the Company to take all actions to implement the Migration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given either under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).