

THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.

If you are in any doubt about what action you should take, you are recommended to consult your independent professional adviser, who is authorised or exempted under the European Union (Markets in Financial Instruments) Regulations 2017 (as amended) or the Investment Intermediaries Act 1995 (as amended), if you are resident in Ireland, or who is authorised under the Financial Services and Markets Act 2000 (as amended), if you are resident in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside Ireland or the United Kingdom. If you have sold or transferred some or all of your Ordinary Shares in Greencore Group plc please consult your stockbroker or agent through whom the sale or transfer was effected as soon as possible for transmission to the purchaser or transferee.



## **Greencore Group plc**

Registered in Ireland with company no. 170116

### **CHAIR'S LETTER AND NOTICE OF ANNUAL GENERAL MEETING 2025**

To be held at 10.00 a.m. (Irish time) on Thursday, 30 January 2025  
at the Maldrón Hotel Dublin Airport, Dublin Airport, Co. Dublin, K67 T6P6, Ireland

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The Notice of the 2025 Annual General Meeting (the 'AGM') of Greencore Group plc ('Greencore' or the 'Company') is set out on pages 6 to 8 of this document.

## CHAIR'S LETTER TO SHAREHOLDERS

### Directors:

Leslie Van de Walle (Chair)  
 Dalton Philips (Chief Executive Officer)  
 Catherine Gubbins (Chief Financial Officer)  
 Linda Hickey (Non-Executive Director)  
 Alastair Murray (Non-Executive Director)  
 Anne O'Leary (Non-Executive Director)  
 Helen Rose (Non-Executive Director)  
 Harshitkumar (Hetal) Shah (Non-Executive Director)

### Registered Office:

4<sup>th</sup> Floor, Block 2  
 Dublin Airport Central  
 Dublin Airport  
 Swords  
 Dublin  
 K67 E2H3  
 Ireland

### General Counsel and Company Secretary:

Damien Moynagh

To the holders of Ordinary Shares and the Special Shareholder

20 December 2024

Dear Shareholder,

The Annual General Meeting (the 'AGM') of Greencore Group plc ('Greencore' or the 'Company') will be held at 10.00 a.m. (Irish time) on Thursday, 30 January 2025 at the Maldrón Hotel Dublin Airport, Dublin Airport, Co. Dublin, K67 T6P6, Ireland. The Notice of AGM is set out on pages 6 to 9 of this document (the 'Notice of AGM'). Consideration of the resolutions proposed at the AGM is important.

### AGM Resolutions

The resolutions proposed at the AGM are set out below, each of which the Board of Directors (the 'Board' or the 'Directors') consider to be in the best interests of shareholders as a whole and the Board is recommending for your approval.

### Ordinary Business

#### Resolution 1 - Financial Statements

Resolution 1 proposes, following a review of the Company's affairs, to receive and consider the Company's Financial Statements for the year ended 27 September 2024, together with the Directors' report and the auditor's report. A full copy of the 2024 Annual Report and Financial Statements is available on the Company's website ([www.greencore.com](http://www.greencore.com)).

#### Resolution 2 - Declaration of Final Dividend for FY24

Resolution 2 proposes the approval and payment of a final dividend of 2.00 pence per Ordinary Share in the capital of the Company for the financial year ended 27 September 2024. If approved, the final dividend will be paid on 6 February 2025 to the holders of Ordinary Shares on the register of members of the Company at close of business on 10 January 2025.

#### Resolution 3 - Election and re-appointment of Directors

Resolutions 3(a)-(h), which are proposed as separate resolutions, deal with the election or re-appointment (as appropriate) of the Directors (as set out below).

Catherine Gubbins joined the Board as Executive Director and Chief Financial Officer on 6 February 2024 and therefore will put herself forward for election by shareholders at the AGM. In accordance with the UK Corporate Governance Code and the Company's Articles of Association, we continue our practice of requiring all eligible Directors to retire annually and, should they wish to do so, to offer themselves for appointment / re-appointment (as appropriate) by shareholders at the AGM.

The following Directors, being eligible, are offering themselves for re-appointment, Leslie Van de Walle, Dalton Philips, Linda Hickey, Alastair Murray, Anne O'Leary, Helen Rose and Harshitkumar (Hetal) Shah. Detailed biographies of the Directors including their areas of expertise relevant to their role as Director are set out on pages 62 and 63 of the 2024 Annual Report and Financial Statements, with details also available on our website.

The Board undertakes a formal annual evaluation of the performance of each of the Directors and is satisfied that each Director standing for re-appointment continues to make a valuable contribution and has performed effectively in offering independent and constructive challenge to management and has demonstrated commitment to the role. It is the Board's view that the Directors' biographies illustrate why each Director's contribution is, and continues to be, important to the Company's long term sustainable success.

The Board as a whole strongly recommends the election or re-appointment (as appropriate) of each of the relevant Directors.

#### **Resolution 4 – Remuneration Report**

Resolution 4 is to receive and consider the Annual Report on Remuneration for the year ended 27 September 2024 which is set out on pages 88 to 103 of the 2024 Annual Report and Financial Statements. This is an advisory, non-binding resolution.

#### **Resolution 5 – Reappointment of external auditor**

Shareholder confirmation is being sought in Resolution 5 for Deloitte Ireland LLP's continuation as auditor of the Company up to the financial year ending 26 September 2025. On the recommendation of the Audit and Risk Committee, the Board proposes that Deloitte Ireland LLP continues as auditor of the Company. Deloitte Ireland LLP has indicated its willingness to continue as the Company's auditor for the current financial year ending 26 September 2025. This is an advisory resolution which is put to the members of the Company as a matter of good corporate governance practice; accordingly, it is not binding on the Company.

#### **Resolution 6 – Remuneration of the external auditor**

Resolution 6 is to authorise the Directors to fix the remuneration of the auditor for the 2025 financial year, ending 26 September 2025.

#### **Resolution 7 – Authority to convene an extraordinary general meeting by at least fourteen clear days' notice**

Resolution 7 is a special resolution which, if adopted, will permit the Company, in accordance with its Articles of Association, to convene an Extraordinary General Meeting by giving at least fourteen clear days' notice in writing where the purpose of the meeting is to consider an ordinary resolution. As a matter of policy, the fourteen clear days' notice will only be utilised where the Directors believe that it is merited by the business of the meeting and is to the advantage of shareholders as a whole.

In addition to the ordinary business to be transacted at the AGM as set out in resolutions 1 to 6 in the Notice of AGM, the Board proposes as special business resolutions 8 to 12, which are also set out in the Notice of AGM.

#### **Special Business**

##### **Resolution 8 – Authority to allot shares**

Resolution 8 is being proposed as an ordinary resolution to authorise the Directors to allot Ordinary Shares. In Resolution 8, shareholders are being asked to authorise the Directors to allot new Ordinary Shares up to a maximum nominal value of £1,471,826.69 representing approximately 33% of the issued share capital of the Company as at 15 December 2024 (the latest practicable date prior to the publication of this Notice) subject to statutory pre-emption rights, where applicable. This authority shall expire at the close of business on the date of the next AGM of the Company to be held in 2026 or 30 April 2026, whichever is earlier. The Directors have no present intention of making any new issue of shares and will exercise this authority only if they consider it to be in the best interests of shareholders generally at that time.

##### **Resolutions 9 and 10 – Disapplication of pre-emption rights**

Resolution 9 will be proposed as a special resolution to renew the Directors' authority to issue shares for cash other than strictly pro-rata to existing shareholdings. The proposed authority is limited to the allotment of shares in specific circumstances relating to rights issues or any other issues up to an aggregate nominal amount of £446,008.08, representing approximately 10% of the Company's issued share capital (excluding treasury shares) on 15 December 2024.

Resolution 10 will be proposed as a special resolution to authorise the Directors to issue additional shares for cash other than strictly pro-rata to existing shareholdings. The proposed authority is limited to:

- the allotment of shares for cash up to an aggregate nominal value of £446,008.08, which represents approximately 10% of the Company's issued share capital (excluding treasury shares) on 15 December 2024; and
- will only be used in connection with an acquisition or other capital investment of a kind contemplated by the Pre-Emption Group's Statement of Principles (the "PEG Principles") which is announced contemporaneously with the allotment, or has taken place in the preceding twelve-month period and is disclosed in the announcement of the allotment.

The maximum nominal value of equity securities which could be allotted if both authorities proposed by Resolutions 9 and 10 were used in full would be £892,016.17, which represents approximately 20% of the Company's issued share capital (excluding treasury shares) on 15 December 2024. This limit includes any treasury shares re-issued by the Company while these authorities remain operable.

The PEG Principles, as updated on 4 November 2022, allow for an authority to issue shares for cash otherwise than in connection with a pre-emptive offer of approximately 10% of the issued share capital, with a further 10% authority supported in connection with an acquisition or specified capital investment and then an additional 2% in each case to be used only for the purposes of a “follow-on offer” to existing holders of securities not allocated shares under an issue made under either of the two abovementioned share issuances.

The Directors will exercise these authorities only if they consider them to be in the best interests of shareholders generally at that time. These authorities will expire on the earlier of the date of the next Annual General Meeting of the Company and 30 April 2026.

#### **Resolution 11 - Authority to purchase own shares**

At the AGM of the Company held in January 2024, shareholders passed a resolution to give the Company, or any of its subsidiaries, the authority to purchase up to 10% of its own shares. In Resolution 11, which is being proposed as a special resolution, shareholders are being asked to renew this authority in respect of 10% of the nominal value of the Company's issued share capital as at 15 December 2024 (being the last practicable date prior to the date of the Notice of AGM) until the earlier of the date of the AGM to be held in 2026 or 30 April 2026. Furthermore, such purchases would be made only at price levels which the Directors considered to be in the best interests of the shareholders generally, after taking into account the Company's overall financial position. In addition, the authority being sought from shareholders will provide that the minimum price which may be paid for such shares shall not be less than the nominal value of the shares and the maximum price will be the higher of 105% of the average market price of such shares and the amount stipulated by Article 3(2) of the EU Delegated Regulation on Regulatory Technical Standards on buy-back programmes and stabilisation measures (EU/2016/1052).

#### **Resolution 12 - Re-issue price of treasury shares**

Resolution 12 will be proposed as a special resolution to set the price range at which any treasury shares may be re-issued off-market. This authority will, if required, expire on the earlier of the date of the next AGM of the Company or 30 April 2026.

#### **Recommendation**

The Directors are satisfied that the above resolutions being proposed at the AGM are in the best interests of the Company and its shareholders as a whole and accordingly recommend that you vote in favour of them, as they intend to do in respect of their beneficial holdings.

#### **Shareholder participation**

Every shareholder will have a right to attend, speak, ask questions and vote at the AGM.

Shareholders are encouraged to ask questions by writing in advance of the AGM either by email to [investor.relations@greencore.com](mailto:investor.relations@greencore.com) or by post to the Group General Counsel and Company Secretary, Greencore Group plc, 4th Floor, Block 2, Dublin Airport Central, Dublin Airport, Swords, Dublin, K67 E2H3, Ireland.

Depending on the manner by which a shareholder holds their shares, they can vote by attending the AGM in person or by appointing a proxy by the relevant deadline in advance of the AGM. Please refer to ‘How to Exercise Voting Rights’ and the voting instructions set out in Notes 4 to 7 of the Notice of AGM.

#### **Dematerialisation Update**

Pursuant to the requirements of Irish company law, with effect from 1 January 2025 (the “**Effective Date**”), share certificates for the Company will no longer be issued or valid as evidence of title to its shares, and entries on the register of members of the Company will be replaced by book-entry records (“**Dematerialisation**”). This change will impact all holders of Irish securities in public limited companies whose shares are listed on a UK or EU market in certificated (i.e. paper) form, including the Company. All existing paper share certificates which have been issued to shareholders will cease to have legal effect for the purposes of ownership evidence and these certificates will be replaced with an electronic form of holding shares, which will be maintained by our Registrar, Computershare Investor Services (Ireland) Limited.

Whilst paper certificates will no longer be valid, please be assured that your shareholding will otherwise be unchanged but will instead be held electronically. Shareholders do not need to take any action to effect Dematerialisation or on account of it, which will occur automatically on the Effective Date.

Further information in relation to Dematerialisation is available in the letter entitled “Update on Dematerialisation of Irish Securities” and the FAQ document enclosed with this Notice.

#### **Voting and Forms of Proxy**

A Form of Proxy for registered shareholders (i.e., those shareholders who currently hold in certificated form but who will hold book-entry form following Dematerialisation) for the AGM accompanies this document. To be valid, all proxy instructions (whether submitted directly by way of a completed Form of Proxy or electronically

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via **[www.eproxyappointment.com](http://www.eproxyappointment.com)** in the case of holders of Ordinary Shares in registered (i.e. book-entry) form, or through the Euroclear System (in the case of Euroclear Bank participants) or through CREST (in the case of holders of CREST Depository Interests ('CDIs')) must be submitted as soon as possible so as to reach the Company's Registrar, Computershare Investor Services (Ireland) Limited, no later than 10.00 a.m. (Irish time) on Tuesday, 28 January 2025.

Persons holding interests in Ordinary Shares through the Euroclear System or CREST (via a holding in CDIs), will also need to comply with any additional voting deadlines imposed by the respective service offerings. All persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity.

Leslie Van de Walle  
Chair

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the thirty-fourth Annual General Meeting (the 'AGM') of Greencore Group public limited company (the 'Company') will be held at 10.00 a.m. (Irish time) on Thursday, 30 January 2025 at the Maldron Hotel Dublin Airport, Dublin Airport, Co. Dublin, K67 T6P6, Ireland for the following purposes:

### As ordinary business to consider and, if thought fit, pass the following ordinary resolutions:

1. Following a review of the Company's affairs, to receive and consider the financial statements for the year ended 27 September 2024, together with the reports of the Directors and the auditor thereon (**Resolution 1**).
2. To declare a final dividend of 2.00 pence per Ordinary Share for the year ended 27 September 2024 to be paid on 6 February 2025 to the holders of Ordinary Shares on the register of members of the Company at the close of business on 10 January 2025 (**Resolution 2**).
3. By separate resolutions, in accordance with the Company's Articles of Association and the UK Corporate Governance Code and being eligible, the following Directors who retire and offer themselves for election or reappointment (as appropriate):
  - (a) Leslie Van de Walle (**Resolution 3(a)**);
  - (b) Dalton Philips (**Resolution 3(b)**);
  - (c) Catherine Gubbins (**Resolution 3(c)**);
  - (d) Linda Hickey (**Resolution 3(d)**);
  - (e) Alastair Murray (**Resolution 3(e)**);
  - (f) Anne O'Leary (**Resolution 3(f)**);
  - (g) Helen Rose (**Resolution 3(g)**); and
  - (h) Harshitkumar (Hetal) Shah (**Resolution 3(h)**).
4. To receive and consider the Annual Report on Remuneration for the year ended 27 September 2024 (**Resolution 4**) (**This is an advisory, non-binding resolution**).
5. To consider the continuation in office of Deloitte Ireland LLP as auditor of the Company for the financial year ending 26 September 2025 (**Resolution 5**) (**This is an advisory, non-binding resolution**).
6. To authorise the Directors to fix the remuneration of the auditor for the financial year ending 26 September 2025 (**Resolution 6**).
7. As a special resolution:  
That an extraordinary general meeting of the Company (other than an extraordinary general meeting called for the passing of a special resolution) may be called by not less than 14 clear days' notice in writing in accordance with Article 55(a)(ii) of the Company's Articles of Association (**Resolution 7**).

### As special business to consider and, if thought fit, pass the following resolutions:

8. As an ordinary resolution:  
'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 £1,471,826.69, being an amount equal to approximately 33% of the aggregate nominal value of the issued Ordinary Share capital of the Company as at 15 December 2024 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 2026 or 30 April 2026, 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' (**Resolution 8**).
9. As a special resolution:  
'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 legal or practical problems 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 £446,008.08, being approximately 10% of the aggregate nominal value of issued Ordinary Share capital of the Company as at 15 December 2024 provided that any treasury shares re-allotted pursuant to Resolution 12 of this Notice of AGM 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 2026 or 30 April 2026, 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' (**Resolution 9**).

10. As a special resolution:

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 and, in addition to any authority granted under Resolution 9, as if Section 1022 of the Companies Act 2014 did not apply to any such allotment, provided that this power shall be limited to:

- (a) circumstances where the proceeds of any such allotment are to be used only for the purposes of financing (or re-financing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-Emption Group prior to the date of the notice containing this resolution; and
- (b) the nominal value of all equity securities allotted pursuant to this authority, together with the nominal value of all Treasury Shares re-issued pursuant to Resolution 12, may not exceed £446,008.08, representing approximately 10% of the issued share capital of the Company (excluding Treasury Shares) as at 15 December 2024.

This authority shall expire at the close of business on the date of the next AGM of the Company to be held in 2026 or 30 April 2026, 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' (**Resolution 10**).

11. As a special resolution:

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 (as defined in the Company's Articles of Association)) 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 £446,008.08, being approximately 10% of the aggregate nominal value of the issued Ordinary Share capital of the Company as at 15 December 2024;
- (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 2026 or 30 April 2026, 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' (**Resolution 11**).

12. As a special resolution:

'That for the purposes of Sections 109 and/or 1078 of the Companies Act 2014 (the 'Act') (the re-allotment price range at which any treasury shares (as defined by Section 106 of the Act) 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 2026 or 30 April 2026, 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' (**Resolution 12**).

By order of the Board  
**DAMIEN MOYNACH**  
 Group General Counsel and Company Secretary

Greencore Group plc  
 4th Floor, Block 2  
 Dublin Airport Central  
 Dublin Airport Swords  
 K67 E2H3  
 Ireland

20 December 2024



## NOTES

### 1. ENTITLEMENT TO ATTEND AND VOTE

Pursuant to Section 1087G of the Companies Act 2014, only those shareholders who are holders of fully paid shares of the Company and are registered in the Register of Members of the Company as at close of business (which shall be deemed to be 6.00 p.m. (Irish time)) on Sunday, 26 January 2025 (the 'Record Date') (or in the case of an adjournment as at the close of business on the day which is four days before the date of the adjourned meeting) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their names at the time. Changes to entries in the Register of Members after that time will be disregarded in determining the right of any person to attend and/or vote at the AGM.

### 2. SHAREHOLDER PARTICIPATION

#### **Ask Questions**

Shareholders may ask questions related to items on the AGM agenda and have such questions answered by the Company subject to any reasonable measures the Company may take to ensure the identification of shareholders. An answer is not required if:

- an answer has already been given on the Company's website in the form of a 'Q&A';
- it would interfere unduly with preparation for the AGM or the confidentiality and business interests of the Company; or
- it appears to the Chair that it is undesirable in the interests of good order of the AGM that the question be answered.

Shareholders can submit questions related to items on the AGM agenda in writing in advance of the AGM subject to any reasonable measures that the Company may take to ensure the identification of shareholders and provided they are received by 10:00am on Wednesday, 29 January 2025, either by email to [investor.relations@greencore.com](mailto:investor.relations@greencore.com) or by post to the Group General Counsel and Company Secretary, Greencore Group plc, 4th Floor, Block Two, Dublin Airport Central, Dublin Airport, Swords, Dublin, K67 E2H3, Ireland. All correspondence should include the shareholder reference number printed on the proxy form.

#### **Vote**

Depending on the manner by which a shareholder holds their shares, they can vote by attending the AGM in person or by appointing a proxy by the relevant deadline in advance of the AGM. Please refer to 'How to Exercise Voting Rights' and the voting instructions set out in Notes 4 to 7 below.

### 3. APPOINTMENT OF PROXIES

Any shareholder entitled to attend, speak, ask questions and vote is entitled to appoint a proxy to attend, speak, ask questions and vote on their behalf. A proxy need not be a member of the Company. A shareholder may appoint more than one proxy to attend on the same occasion in respect of separate share(s) held by him or her. A shareholder acting as an intermediary on behalf of one or more clients may grant a proxy to each of its client or their nominees and such intermediary may cast votes attaching to some of the shares differently from other shares held by it. If a shareholder wishes to appoint more than one proxy, please contact the Company's Registrar, Computershare Investor Services (Ireland) Limited at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland or telephone +353 (0) 1 431 9832. Whilst it is preferable that shareholders appoint the Chair of the AGM as their proxy, shareholders may appoint any individual as their proxy. Appointment of a proxy will not preclude a shareholder from attending, speaking, asking questions and voting at the AGM should they subsequently wish to do so. Holders of CREST Depository Interests ('CDIs') ('CDI Holders') and/or investors who hold their interests in Ordinary Shares through a participant account in the securities settlement system operated by Euroclear Bank SA/NV ('Euroclear Bank') (the 'EB System') ('EB Participants') wishing to attend, speak, ask questions and vote at the AGM must arrange to have themselves appointed as their own proxy as explained in Notes 6 and 7 below.

### 4. HOW TO EXERCISE VOTING RIGHTS

Following the migration of the Company's Ordinary Shares from the CREST to the EB System on 15 March 2021, and following completion of Dematerialisation on the Effective Date, shareholders have several ways to exercise their right to vote, depending on the manner by which they hold their shares as follows:

- If they are a registered shareholder (i.e. those shareholders who currently hold in certificated form but who will hold in book-entry form following Dematerialisation), they can vote by attending the AGM in person, or by appointing a proxy, either electronically or by returning a completed Form of Proxy in respect of the Chair of the AGM or another person to vote on their behalf;

- if they are CDI Holders, they can vote by:
  - sending electronic voting instructions to Euroclear Bank via Broadridge Financial Solutions Limited ('Broadridge'), a third-party service provider; or
  - appointing a proxy via the Broadridge Global Proxy Voting service to attend and vote at the meeting; or
- if they are EB Participants, they can vote by:
  - sending electronic voting instructions via SWIFT to Euroclear Bank or to EasyWay Corporate Actions; or
  - sending a proxy voting instruction to Euroclear Bank to appoint a third party (other than Euroclear Nominees Limited (i.e. the nominee of Euroclear Bank) ('Euroclear Nominees') or the Chair of the AGM) to attend and vote in person.

Persons who hold their interests in the Ordinary Shares of the Company as Belgian law rights through the EB System or as CDIs should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxies and voting instructions for the AGM through the respective systems.

For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, shareholders should please contact their custodian.

In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the Register of Members.

## 5. PROXY VOTING BY BOOK-ENTRY HOLDERS

Shareholders who are registered members (i.e. those shareholders who currently hold in certificated form but who will hold in book-entry form following Dematerialisation) on the records of our share registrar, Computershare, and who wish to appoint a proxy should complete the Form of Proxy in accordance with the instructions printed thereon. To be effective, the 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 at the registered office of the Company or, at the member's option, with the Company's Registrar, Computershare Investor Services (Ireland) Limited, P.O. Box 13030, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland not less than 48 hours before the time appointed for the holding of the meeting. Alternatively, shareholders may appoint a proxy electronically, by visiting the website of the Company's Registrar at [www.eproxyappointment.com](http://www.eproxyappointment.com). They will need their control number, SRN and PIN number, which can be found on their Form of Proxy.

## 6. PROXY VOTING BY CDI HOLDERS<sup>1</sup>

In respect of CDI Holders, Euroclear UK & Ireland Limited ('EUI'), the operator of CREST has arranged for voting instructions relating to CDIs held in CREST to be received via Broadridge. Further details on this service are set out on the 'All you need to know about SRD II in Euroclear UK & Ireland' webpage of the Euroclear Bank website ([www.euroclear.com](http://www.euroclear.com)) which is accessible to CREST participants (see section CREST International Service – Proxy voting).

CDI Holders will be required to use the EUI proxy voting service facilitated by the Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions, as required. To facilitate client set up, CDI Holders who wish to participate in the proxy voting service, will need to complete a Meetings and Voting Client Set-up Form (CRT408), a copy of which is available on the Euroclear Bank website [www.euroclear.com](http://www.euroclear.com) which is accessible to CREST participants. Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: [eui.srd2@euroclear.com](mailto:eui.srd2@euroclear.com).

Fully completed and returned application forms will be shared with Broadridge by EUI. This will enable Broadridge to contact a shareholder and share further detailed information on the service offering and initiate the process for granting their access to the Broadridge platform.

<sup>1</sup> Please note that all expected times and dates referenced in this note are indicative only. CDI Holders should please consult with their stockbroker or other intermediary to confirm voting instruction deadlines.

Once CDI Holders have access to the Broadridge platform, they can complete and submit proxy appointments (including voting instructions) electronically. Broadridge will process and deliver proxy voting instructions received from CDI Holders by the Broadridge voting deadline date to Euroclear Bank by its cut-off and to agreed market requirements. Alternatively, a CDI Holder can send a third-party proxy voting instruction through the Broadridge platform in order to appoint a third party (who may be a corporate representative or the CDI Holder themselves) to attend and vote at the meeting the number of Ordinary Shares specified in the proxy instruction (subject to the Broadridge voting deadline). There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third-party proxy appointment instructions through Broadridge. Broadridge's voting deadline is expected to be two business days prior to Euroclear Bank's voting instruction deadline as set out below i.e. expected to be on Friday, 24 January 2025. As stated above, CDI Holders should please consult with their stockbroker to confirm any relative Broadridge deadlines.

**Notwithstanding that the Broadridge voting deadline is expected to occur on Friday, 24 January 2025, as the CDI voting deadline is expected to be before the Record Date, CDI holders that want to appoint and instruct the Chair of the AGM as their proxy and vote on their behalf at the AGM may need to make additional arrangements to send a TTE (transfer to-escrow) instruction to an EUI escrow account. If required, it is envisaged that the securities will be released from escrow, as soon as practicably possible, on the business day following the Record Date for the AGM, unless otherwise specified by Broadridge. TTE instructions are read in conjunction with the voting instructions formally lodged and on their own do not constitute voting instructions.**

**CDI Holders should pay close attention to any notices specifically relating to this AGM and are strongly encouraged to familiarise themselves with Broadridge's new arrangements, including the new voting deadlines and procedures and to take any further actions required by Broadridge before they can avail of the Broadridge voting service as soon as possible.**

**CDI holders are additionally advised that any purchases which are expected to settle after the Broadridge voting deadline and before the Record Date will be settled on the basis that the purchaser may be unable to exercise any underlying voting or attendance rights.**

Broadridge will use best endeavours to accept late votes, changes and cancellations from a CDI Holder after the voting deadline but there is no guarantee that these will be processed within the requisite timeframes.

## 7. PROXY VOTING BY EB PARTICIPANTS<sup>2</sup>

EB Participants can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank in February 2021 and entitled 'Euroclear Bank as issuer CSD for Irish corporate securities' and available on the Euroclear Bank website ([www.euroclear.com](http://www.euroclear.com)).

EB Participants can either send:

- electronic voting instructions to instruct Euroclear Nominees to either itself, or by appointing the Chair of the AGM as a proxy to:
  - vote in favour of all or a specific resolution(s);
  - vote against all or a specific resolution(s);
  - abstain in respect of all or a specific resolution(s); and/or
  - give a discretionary vote to the Chair of the AGM for all or a specific resolution(s); or
- a proxy voting instruction to appoint a third party (other than Euroclear Nominees or the Chair of the AGM), who may be a corporate representative or the EB Participant themselves, to attend the meeting and vote the number of Ordinary Shares specified in the proxy voting instruction by providing Euroclear Bank with the proxy details as requested in its notification (e.g. proxy first name, proxy last name, proxy address). There is no facility to offer a letter of representation or to appoint a corporate representative other than through submission of third party proxy appointment instructions.

Euroclear Bank's voting instruction deadline is expected to be 9.00 a.m. (Irish time) on Tuesday, 28 January 2025. Voting instructions cannot be changed or cancelled after Euroclear Bank's voting deadline.

<sup>2</sup> Please note that all expected times and dates referenced in this note are indicative only. EB Participants should please consult with their stockbroker or other intermediary to confirm voting instruction deadlines.

**8. HOW TO REQUEST/INSPECT DOCUMENTATION RELATING TO THE AGM**

A copy of this Notice of AGM, the 2024 Annual Report and Financial Statements, together with details of the total number of shares and voting rights at the date of giving this Notice of AGM and copies of any other documentation relating to the AGM, including a Form of Proxy, are available on the Company's website ([www.greencore.com](http://www.greencore.com)).

Alternatively, should a shareholder wish to be sent copies of documents relating to the AGM, they may request this by telephoning the Company's Registrar on +353 (0) 1 431 9832 or by writing to the Group General Counsel and Company Secretary by email to [investor.relations@greencore.com](mailto:investor.relations@greencore.com) or by post to Greencore Group plc, 4th Floor, Block Two, Dublin Airport Central, Dublin Airport, Swords, Dublin, K67 E2H3, Ireland.

**9. EXPLANATORY NOTES TO THE RESOLUTIONS**

- No Director has a service contract not capable of termination on less than one month's notice. Biographical details, including a summary of competencies, for each of the Directors are set out on page 62 and 63 of the 2024 Annual Report and Financial Statements.
- Resolutions 4 and 5 are advisory and are non-binding on the Company.
- As at 15 December 2024 (the latest practicable date before the publication of this Notice), the Company's issued share capital consists of 446,008,087 Ordinary Shares and one Special Rights Preference Share. Each Ordinary Share carries one vote. Therefore, the total number of voting rights in the Company as at 15 December 2024 is 446,008,087.

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## EXPECTED TIMETABLE OF EVENTS

**Latest date for return of voting instructions by CDI Holders:**

Expected to be on Friday, 24 January 2025

**Record date for AGM:**

The 'Record Date' as described on page 8: close of business (deemed to be 6.00 p.m. (Irish time)) on Sunday, 26 January 2025

**Latest time and date for return of voting instructions by EB Participants:**

Expected to be 9.00 a.m. (Irish time) on Tuesday, 28 January 2025\*

**Latest time for return of all proxies and for return of voting instructions by registered shareholders via [www.eproxyappointment.com](http://www.eproxyappointment.com):**

10.00 a.m. (Irish time) on Tuesday, 28 January 2025

**AGM:**

10.00 a.m. (Irish time) on Thursday, 30 January 2025 at the Maldrón Hotel Dublin Airport, Dublin Airport, Co. Dublin, K67 T6P6, Ireland

**Endnotes**

\*Please note that all expected times and dates referenced in this timetable are indicative only. CDI Holders and EB Participants should please consult with their stockbroker or other intermediary to confirm voting instruction deadlines as soon as possible.