

## RESULT OF MEETING

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FOR IMMEDIATE RELEASE

4 July 2025

### GREENCORE GROUP PLC

#### Results of Extraordinary General Meeting

Greencore Group plc ('**Greencore**') announces that each resolution proposed at the Extraordinary General Meeting ('**EGM**') of Greencore held today, Friday, 4 July 2025, in connection with the recommended acquisition of the entire issued and to be issued share capital of Bakkavor Group plc ('**Bakkavor**') by Greencore (the '**Transaction**'), was duly passed by the requisite majority.

The full text of each resolution was included in the Notice of the EGM of Greencore published on 12 June 2025 (the '**Notice**') and made available on [www.greencore.com](http://www.greencore.com).

A full list of the votes received will shortly be available for inspection on Greencore's website, [www.greencore.com](http://www.greencore.com).

| No. | Resolution                                                                                       | VOTES FOR | VOTES AGAINST |
|-----|--------------------------------------------------------------------------------------------------|-----------|---------------|
|     |                                                                                                  | %         | %             |
| 1   | To approve the Transaction                                                                       | 99.96     | 0.04          |
| 2   | To authorise the Greencore Directors to allot ordinary shares in connection with the Transaction | 99.96     | 0.04          |

In accordance with the Financial Conduct Authority's ('**FCA**') Listing Rules, a copy of each of the resolutions passed at the EGM has been forwarded to the FCA and will shortly be available for inspection at the following location: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Capitalised words and expressions in this announcement shall, unless the context provides otherwise, have the same meanings as in the Notice and the circular dated 12 June 2025 containing the Notice (the '**Circular**').

#### Next Steps

The Transaction is proposed to be effected by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the '**Scheme**'). The Scheme remains subject to the approval of Bakkavor's shareholders at the Bakkavor Court Meeting which is to be held at 3.00 p.m. London time on 7 July 2025 and the Bakkavor General Meeting which is to be held at 3.15 p.m. London time (or as soon thereafter as the Bakkavor Court Meeting shall have been concluded or adjourned) on 7 July 2025, in each case at Fitzroy Place, 5th Floor, 8 Mortimer Street, London, England, W1T 3JJ. The Scheme remains subject to the satisfaction or waiver, where permitted, of the Conditions set out in the scheme document dated 12 June 2025 (the '**Scheme Document**'), including the satisfaction of the CMA Condition and sanction by

the Court at the Scheme Court Hearing.

#### Trading Update

Greencore is pleased to confirm that its Q3 Trading Update will be released to the market via RNS at 7.00am on 22 July 2025.

#### About Greencore

We are a leading manufacturer of convenience food in the UK and our purpose is to make every day taste better. To help us achieve this we have a model called The Greencore Way, which is built on the differentiators of People at the Core, Great Food, Excellence and Sustainability - The Greencore Way describes both who we are and how we will succeed.

We supply all of the major supermarkets in the UK. We also supply convenience and travel retail outlets, discounters, coffee shops, foodservice and other retailers. We have strong market positions in a range of categories including sandwiches, salads, sushi, chilled snacking, chilled ready meals, chilled soups and sauces, chilled quiche, ambient sauces, pickles and frozen Yorkshire Puddings.

In FY24 we manufactured 748m sandwiches and other food to go products, 125m chilled ready meals, and 204m bottles of cooking sauces, dips and table sauces. We carry out more than 10,500 direct to store deliveries each day. We have 16 world-class manufacturing sites and 17 distribution centres in the UK, with industry-leading technology and supply chain capabilities. We generated revenues of £1.8bn in FY24 and employ c.13,300 people. We are headquartered in Dublin, Ireland.

For further information go to [www.greencore.com](http://www.greencore.com) or follow Greencore on social media.

#### Enquiries:

|                                                                                   |                      |
|-----------------------------------------------------------------------------------|----------------------|
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Rothschild & Co is acting as lead financial adviser and Deutsche Numis is acting as joint financial adviser to Greencore in connection with the Transaction.

Slaughter and May is acting as legal adviser to Greencore in connection with the Transaction.

Arthur Cox LLP is acting as legal adviser as to Irish law to Greencore in connection with the Transaction.

#### Important notices relating to financial advisers

*N.M. Rothschild & Sons Limited ('Rothschild & Co'), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively as financial adviser to Greencore and for no one else in connection with the Transaction and will not be responsible to anyone other than Greencore in respect of protections that may be afforded to clients of Rothschild & Co nor for providing advice in connection with the Transaction or any matter referred to herein. Neither Rothschild & Co nor any of its affiliates (nor their respective directors, officers, employees or agents) owes or accepts any duty, liability or responsibility*

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Shore Capital and Corporate Limited and Shore Capital Stockbrokers Limited (either individually or collectively '**Shore Capital**'), which are authorised and regulated in the United Kingdom by the FCA, are acting exclusively for Greencore and no one else in connection with the matters set out in this announcement and will not regard any other person (whether or not a recipient of this announcement) as their client in relation to the matters set out in this announcement and will not be responsible to anyone other than Greencore for providing the protections afforded to their clients, nor for providing advice, in relation to the matters set out in this announcement or any other matter referred to in this announcement. Neither Shore Capital, nor any of its affiliates (nor any of their respective directors, officers, employees or agents), owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Shore Capital in connection with this announcement, any statement contained herein or otherwise. The responsibilities of Shore Capital as Greencore's joint broker are owed to the London Stock Exchange and not to any other person.

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#### **Further information**

This announcement is for information purposes only and is not intended to and does not constitute, or form part of, any offer or invitation or the solicitation of any offer or invitation, to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction pursuant to the Transaction or otherwise, nor shall there be any sale, issuance or transfer of securities of Greencore or Bakkavor in any jurisdiction pursuant to the Transaction in contravention of applicable laws.

The Transaction will be made and implemented solely pursuant to the terms of the Scheme Document which contains (or if the Transaction is implemented by way of a Takeover Offer, the Offer Document which will contain), the full terms and conditions of the Transaction.

This announcement does not constitute a prospectus, prospectus equivalent document or an exempted document.

The statements contained in this announcement are made as at the date of this announcement, unless some other time is specified in relation to them, and publication of this announcement shall not give rise to any implication that there has been no change in the facts set forth in this announcement since such date.

#### **Overseas jurisdictions**

The availability of the Transaction and/or the New Greencore Shares, and the release, publication or distribution of this announcement in, into or from jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, any applicable legal or regulatory requirements.

No prospectus has been or will be filed with the securities commission of any province or territory of Canada; no prospectus has been lodged with, or registered by, the Australian Securities and Investments Commission or the Japanese Ministry of Finance; the relevant clearances have not been, and will not be, obtained for the South Africa Reserve Bank or any other applicable body in the Republic of South Africa, in each case, in relation to the New Greencore Shares. The New Greencore Shares have not been,

*and will not be, registered or qualified for distribution under the securities laws of any state, province, territory or jurisdiction of Canada, Australia, the Republic of South Africa or Japan and no regulatory clearance in respect of the New Greencore Shares has been, or will be, applied for in any jurisdiction other than the United Kingdom. Accordingly, the New Greencore Shares may not (unless an exemption under the relevant securities laws is applicable) be offered, sold, resold, delivered or transferred, directly or indirectly, in or into Canada, Australia, the Republic of South Africa or Japan or any other jurisdiction if to do so would constitute a violation of the relevant laws of, or require registration thereof in, such jurisdiction or to, or for the account or benefit of, a person located in Canada, Australia, the Republic of South Africa or Japan.*

*Persons who are not resident in the United Kingdom should inform themselves of, and observe any applicable legal or regulatory requirements of their jurisdictions. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Transaction disclaim any responsibility or liability for the violation of such restrictions by any person.*

*This announcement has been prepared for the purposes of complying with English law and the Takeover Code, and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside of England. The Transaction will be subject to English law and the jurisdiction of the courts of England and Wales and the applicable requirements of the Takeover Code, the Panel, the London Stock Exchange and the FCA.*

*Unless otherwise determined by Greencore or required by the Takeover Code, and permitted by applicable law and regulation, the Transaction will not be made available, in whole or in part, directly or indirectly, in, into or from an Excluded Territory where to do so would constitute a violation of the relevant laws or regulations of such jurisdiction and no person may vote in favour of the Transaction by any such use, means, instrumentality or from within an Excluded Territory or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction.*

*Copies of this announcement and any formal documentation relating to the Transaction are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Excluded Territory and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send it in or into or from any Excluded Territory. Doing so may render invalid any related purported vote in respect of the Transaction.*

*If the Transaction is implemented by way of a Takeover Offer (unless otherwise permitted by applicable law and regulation), the Takeover Offer may not be made, in whole or in part, directly or indirectly, in or into, or by the use of mails or any means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Excluded Territory and the Takeover Offer may not be capable of acceptance by any such use, means, instrumentality or facilities.*

*Further details in relation to Overseas Shareholders are contained in the Scheme Document and Bakkavor Shareholders are advised to read carefully the Scheme Document and related Forms of Proxy.*

#### **Notice to Bakkavor US Shareholders**

*The Transaction relates to the shares of an English company and is being made by means of a scheme of arrangement provided for under English company law. A transaction effected by means of a scheme of arrangement is not subject to the tender offer rules under the US Exchange Act. Accordingly, the Scheme will be subject to the disclosure requirements and practices applicable to schemes of arrangement involving a target company incorporated in England and listed on the London Stock Exchange which differ from the disclosure requirements of the US tender offer rules. The New Greencore Shares to be issued pursuant to the Transaction have not been registered under the US Securities Act, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the US Securities Act. The New Greencore Shares to be issued pursuant to this Transaction by means of a scheme of arrangement will be issued in reliance upon the exemption from the registration requirements of the US Securities Act set forth in Section 3(a)(10) thereof. In addition, the New Greencore Shares will not be registered under any US state securities laws and may only be issued to persons resident in a state pursuant to an exemption from the registration requirements of the securities law of such state. If, in the future, Greencore exercises its right to implement the Transaction by way of a Takeover Offer and determines to extend such Takeover Offer in the United States, such Takeover Offer will be made in compliance with the applicable US laws and regulations, including the registration requirements of the US Securities Act, and the tender offer rules under the US Exchange Act and any applicable exemptions provided thereunder. Such a Takeover Offer would be made in the United States by Greencore and no one else.*

*Nothing in this announcement shall be deemed an acknowledgement that any SEC filing is required or that an offer requiring registration under the US Securities Act may ever occur in connection with the Transaction. Neither the SEC nor any US state securities commission has approved or disapproved of the New Greencore Shares to be issued in connection with the Transaction, or determined if this announcement is truthful or complete. Any representation to the contrary is a criminal offence in the United States.*

*It may be difficult for Bakkavor US Shareholders to enforce their rights and any claims arising out of the US federal securities laws in connection with the Transaction, since Greencore and Bakkavor are incorporated under the laws of a non-US jurisdiction, some or all of their respective directors and officers may be residents of a non-US jurisdiction, and a substantial portion of Greencore's and Bakkavor's assets and these non-resident persons will be located outside of the United States. Bakkavor US Shareholders may not be able to sue a non-US company or its directors and officers in a non-US court for violations of the US federal securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to the*

*jurisdiction or judgment of a US court.*

*Any financial statements or other financial information included in this announcement or that are included in the Scheme Document (or, if the Transaction is implemented by way of a Takeover Offer, may be included in the Offer Document) have been or will have been prepared in accordance with accounting standards applicable in the United Kingdom and thus may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States. None of the financial statements or other financial information in this announcement has been audited in accordance with auditing standards generally accepted in the United States or the auditing standards of the Public Company Accounting Oversight Board (United States).*

*In the event that the Transaction is implemented by way of a Takeover Offer, in accordance with normal UK practice and pursuant to Rule 14e-5(b) of the US Exchange Act, Greencore, its nominees, or their brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, Bakkavor Shares outside of the United States, other than pursuant to the Transaction, until the date on which the Transaction becomes effective, lapses or is otherwise withdrawn. If such purchases or arrangements to purchase were to be made they would occur either in the open market at prevailing prices or in private transactions at negotiated prices and comply with applicable law, including the US Exchange Act. Any information about such purchases will be disclosed as required in the United Kingdom, will be reported to the Regulatory News Service of the London Stock Exchange and will be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com).*

*Bakkavor US Shareholders also should be aware that the Transaction may have tax consequences in the United States, that the receipt of cash pursuant to the Transaction by a Bakkavor US Shareholder as consideration for the transfer of its Scheme Shares pursuant to the Scheme will likely be a taxable transaction for United States federal income tax purposes and under applicable United States state and local, as well as foreign and other, tax laws, and that such consequences, if any, are not described herein. Bakkavor US Shareholders are urged to consult with their own legal, tax and financial advisers in connection with making a decision regarding this Transaction and regarding the tax consequences of the Transaction applicable to them.*

#### **Cautionary Note Regarding Forward-Looking Statements**

*This announcement (including information incorporated by reference into this announcement), oral statements made regarding the Transaction, and other information published or to be published by Greencore and/or Bakkavor, contain statements which are, or may be deemed to be, "forward-looking statements". Forward looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and projections of the management of Greencore and Bakkavor (as applicable) about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements.*

*The forward-looking statements contained in this announcement include statements with respect to the financial condition, results of operations and business of Bakkavor and certain plans and objectives of Greencore with respect thereto and other statements other than historical facts. Often, but not always, forward-looking statements can be identified by the fact that they do not relate only to historical or current facts and may use forward-looking words, phrases and expressions such as "anticipate", "target", "expect", "believe", "intend", "foresee", "predict", "project", "estimate", "forecast", "plan", "budget", "scheduled", "goal", "hope", "aims", "continue", "likely", "will", "may", "might", "should", "would", "could", "seek", "scheduled", "possible", "potential", "outlook" or other similar words, phrases, and expressions and the negatives of such words, phrases and expressions; provided that the absence thereof does not mean that a statement is not forward-looking. Similarly, statements that describe objectives, plans or goals are or may be forward-looking statements. These statements are based on assumptions and assessments made by Bakkavor and/or Greencore in light of their experience and their perception of historical trends, current conditions, future developments and other factors they believe appropriate. By their nature, forwardlooking statements involve known and unknown risk and uncertainty and other factors which may cause actual results, performance, actions, achievements or developments to differ materially from those expressed in or implied by such, because they relate to events and depend on circumstances that will occur in the future. Although Greencore and/or Bakkavor believe that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct and you are therefore cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this announcement.*

*There are a number of factors which could cause actual results, performance, actions, achievements or developments to differ materially from those expressed or implied in forward-looking statements. Such factors include, but are not limited to: the ability to proceed with or complete the Transaction; the ability to obtain requisite regulatory and shareholder approvals and the satisfaction of other Conditions on the proposed terms; changes in the global, political, economic, social, legal, business and competitive environments, in global trade policies, and in market and regulatory forces; the loss of or damage to one or more key customer relationships; changes to customer ordering patterns and consumer behaviour; the failure of one or more key suppliers; changes in future inflation, deflation, exchange and interest rates and fluctuations in food prices; changes in tax and national insurance rates; future business combinations, capital expenditures, acquisitions or dispositions; changes in general and economic business conditions; changes in the behaviour of other market participants; labour disputes and shortages; outcome of pending or future litigation proceedings; the failure to maintain effective internal control over financial reporting or effective disclosure controls and procedures, the inability to remediate one or more material weaknesses, or the discovery of additional material weaknesses, in the internal control over financial reporting; other business, technical and/or operational risks and challenges; food safety and product contamination issues, failure to comply with environmental and health and safety laws and regulations; timing of receipt of, or failure to comply with, necessary notices, concessions, permits and approvals; weak, volatile or illiquid capital and/or credit markets; any public health crises, pandemics or epidemics and repercussions thereof; changes to the Boards of Greencore and/or Bakkavor and/or the composition of their respective workforces; safety and technology risks; exposures to IT, system failures, cyber-crime, fraud and pension scheme liabilities; risks relating to environmental matters such as climate change; changes to law and/or the policies and practices of regulatory and*

governmental bodies; heightening of the conflict between Ukraine and Russia and the military tensions between Israel, Hamas and Hezbollah and any repercussions thereof; and any cost of living crisis or recession. Other unknown or unpredictable factors could cause actual results, performance, actions, achievements or developments to differ materially from those expected, estimated or projected in the forward-looking statements. If any one or more of these risks or uncertainties materialises or if any one or more of the assumptions proves incorrect, actual results, performance, actions, achievements or developments may differ materially from those expected, estimated or projected. Such forward-looking statements should therefore be construed in the light of such factors.

Neither Greencore nor Bakkavor, nor any of their respective associates, directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur. Given the risks and uncertainties, you are cautioned not to place undue reliance on these forward-looking statements. Specific reference is made to the risk factors included in the Circular and in Greencore's annual report for the 52-week period ended 27 September 2024 for a more detailed discussion of some of the factors which may affect Greencore's ability to achieve the expectations set forth in the forward-looking statements contained in this announcement.

Neither Greencore nor Bakkavor assumes any obligation to update or correct the information contained in this announcement (whether as a result of new information, future events or otherwise), except as required by applicable law. All subsequent written or oral forward-looking statements attributable to Greencore or Bakkavor or any person acting on their behalf are qualified by the cautionary statements herein.

#### **Dealing disclosure requirements**

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified.

An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in one per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3. Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4 of the Takeover Code).

Details of the offeree and offeror companies, in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made, can be found in the Disclosure Table on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

#### **Publication on website and availability of hard copies**

A copy of this announcement will be made available at <https://www.greencore.com/> by no later than 12 noon (London time) on the Business Day following the date of this announcement. The content of the websites referred to in this announcement is not incorporated into and does not form part of this announcement.

#### **General**

If you are in any doubt about the contents of this announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor or independent financial adviser duly authorised under FSMA if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

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