

Certificate of Acquirors of American Depositary Receipts
Upon Deposit of Shares*

Reference is made to the Deposit Agreement, dated as of April 26, 1999 (the "Deposit Agreement"), among GREENCORE GROUP PLC (the "Issuer"), THE BANK OF NEW YORK MELLON, as Depositary (the "Depositary"), and Owners and Beneficial Owners of American Depositary Receipts (the "Receipts") issued thereunder.¹

1. This certification is furnished in connection with the deposit of ordinary shares of £0.01 of the Issuer (the "Shares") and issuance of American depositary shares ("American Depositary Shares") representing the interest in the Shares, which are to be evidenced by one or more Receipts pursuant to Sections 2.02 and 3.01 of the Deposit Agreement.

2. The undersigned certifies that either:
 - A. We are, or at the time the Shares are deposited and at the time the Receipts are issued will be, the beneficial owner of the Shares and of the American Depositary Shares evidenced by such Receipt or Receipts, and (i) we are not an affiliate of the Issuer or a person acting on behalf of such an affiliate and (ii) we did not acquire the Shares to be deposited from the Issuer or any affiliate thereof, including, without limitation, Shares acquired on or about December 22, 2016 pursuant to the Issuer's rights offering or the offering and sale of Shares not taken up in the rights offering;

-OR-

- B. We are a broker-dealer acting on behalf of our customer; our customer has confirmed to us that it is, or at the time the Shares are deposited and at the time the Receipt or Receipts are issued will be, the beneficial owner of the Shares and of the American Depositary Shares evidenced by such Receipt or Receipts, and (i) it is not an affiliate of the Issuer or a person acting on behalf of such an affiliate and (ii) it did not acquire the Shares to be deposited from the Issuer or any affiliate thereof, including, without limitation, Shares acquired on or about December 22, 2016 pursuant to the Issuer's rights offering or the offering and sale of Shares not taken up in the rights offering.

Very truly yours,

[NAME OF CERTIFYING ENTITY]

By: _____
Name:
Title:

Dated:

¹ Copies of the Deposit Agreement are available from the Depositary upon request.

* Certification to be used for 40 days from December 22, 2016 (the date of completion of the offering) to January 31, 2017.