

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 17 May 2023, 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 plc Performance Share Plan (the Plan), a summary of which was set out in the Explanatory Notes to the Notice of AGM, 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 Plan, 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 the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (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 16 August 2024 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



Company No: 00502851

The Companies Act 2006 ("2006 Act")

Public Company Limited by Shares

Special Resolutions

of

Greggs plc ("Company")

At the Annual General Meeting of the Company, duly convened and held on 17 May 2023 the following resolutions were passed as special resolutions of the Company, namely:

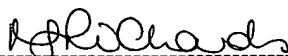
Special Resolutions

1. THAT the Directors be given the general power in accordance with section 570 of the Companies Act 2006 (the "**2006 Act**") to allot equity securities (as defined by section 560 of the 2006 Act) for cash, either pursuant to the authority conferred by resolution 15 set out in the notice of this meeting or by way of a sale of treasury shares, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities and the sale of treasury shares:
 1. in connection with an offer by way of a rights issue:
 - (a) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - (b) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 2. (otherwise than pursuant to paragraph 1 above) up to an aggregate nominal amount of £101,000.

The power granted by this resolution will expire on 16 August 2024 or, if earlier, the conclusion of the Company's next Annual General Meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if either section 89(1) of the Companies Act 1985 or section 561(1) of the 2006 Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

2. The Directors be authorised to allot equity securities (as defined in Section 560(1) of the Companies Act 2006) wholly for cash pursuant to the authority given by Resolution 13 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Companies Act 2006 as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment, such authority to be:
 1. limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £101,000; and
 2. used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of Directors of the Company determines 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 this notice,such authority to expire at the end of the next Annual General Meeting of the Company or at the close of business on 16 August 2024, whichever is the earlier, but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this resolution has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.
3. That the Company be generally and unconditionally authorised, pursuant to section 701 of the Companies Act 2006 ("**2006 Act**"), to make market purchases (as defined in section 693(4) of the 2006 Act) of ordinary shares in the capital of the Company ("**Ordinary Shares**") up to an aggregate nominal amount of £202,000 on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:
 - (a) the amount paid for each Ordinary Share (exclusive of expenses) shall not be more than five per cent above the average of the middle market quotation for an Ordinary Share as derived from the Daily Official List of London Stock Exchange plc for the five business days before the date on which the contract for the purchase is made and, in any event, not less than the nominal value of each Ordinary Share; and
 - (b) the authority herein contained shall expire at the conclusion of the next Annual General Meeting of the Company or on 16 August 2024, whichever is earlier, provided that the Company may, before such expiry, make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own shares in pursuance of such contract as if the authority hereby conferred had not expired.
4. That a general meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice, provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company.



Company Secretary