



IMPORTANT INFORMATION

In light of the UK Government's current guidance on public gatherings, and the new regulations set out in Schedule 14 of the Corporate Insolvency and Governance Act, **the board has concluded that shareholders cannot be permitted to attend the Annual General Meeting in person this year.**

The Annual General Meeting will be held by electronic means and will be kept as concise and efficient as possible with the minimum necessary quorum of two shareholders in order to conduct the business of the meeting. The format of the meeting will be purely functional to comply with relevant legal requirements.

Instead of attending this year's Annual General Meeting, shareholders are asked to exercise their votes by submitting their proxy electronically or by post as soon as possible, and these must be received by no later than 11.00 am on Monday 10 August 2020.

Shareholders who wish to appoint a proxy are recommended to appoint the Chairman of the meeting as their proxy. As a result of the current Government restrictions, if a shareholder appoints someone else as their proxy, that proxy will not be able to attend the meeting in order to cast the shareholder's vote.

Notice of Availability

The Annual report for the 52 weeks ended 28 March 2020 and the Notice of Annual General Meeting 2020 are now available to be viewed and downloaded on the Company's website: www.premierfoods.co.uk

If you wish to receive electronic communications and manage your shareholding online please visit the website of our Registrar, Equiniti at www.shareview.co.uk

Premier Foods plc
Form of Proxy

Voting ID Task ID Shareholder Reference Number

I/We, the undersigned, being a member of Premier Foods plc, hereby appoint the Chairman of the meeting or (NOTE 2)

as my/our proxy to attend and vote on my/our behalf in respect of (NOTE 3)

Premier Foods plc shares at the Annual General Meeting to be held on 12 August 2020 and at any adjournment thereof.

You may also choose to submit your proxy vote electronically at www.sharevote.co.uk using the Voting ID, Task ID and Shareholder Reference number above.

Please indicate your vote by marking the appropriate boxes in black ink like this:

Resolutions	For	Against	Withheld
1. To receive the 2019/20 annual report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect Colin Day as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect Alex Whitehouse as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To elect Duncan Leggett as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To elect Helen Jones as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To elect Tim Elliott as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Richard Hodgson as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Simon Bentley as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Pam Powell as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-elect Shinji Honda as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To re-elect Daniel Wosner as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To re-elect Orkun Kilic as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To re-appoint KPMG LLP as auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To approve the remuneration of the auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. To approve the Premier Foods plc Long Term Incentive Plan 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. To approve the authority to make political donations.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. To approve the authority to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. To approve the authority to disapply pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21. To approve the authority to disapply pre-emption rights for an acquisition or a specified capital investment.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22. To approve the notice period for general meetings.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature Date Please tick this box if this is one of multiple appointments made

This card should not be used for any comments, change of address, or other queries; please send separate instruction.



Premier Foods plc

Notes:

1. A shareholder entitled to vote at the meeting may appoint one or more proxies to exercise all or any of his/her rights to vote instead of him/her. A proxy need not be a shareholder of the Company.
2. A proxy need not be a shareholder of the Company and can be either an individual or a body corporate. At the meeting, the proxy can act for the member he or she represents. However, the Board recommends that shareholders who wish to appoint a proxy appoint the Chairman of the meeting. As set out in the Chairman's introduction in the 2020 AGM Notice, in light of the current situation regarding the COVID-19 pandemic, if a shareholder appoints someone else as their proxy, that proxy will not be able to attend the meeting in person in order to cast the shareholder's vote.
3. Please specify the number of shares to be voted if not your entire holding.
4. To be valid, your signed and dated proxy form must be deposited together with any power of attorney or authority under which it is signed or a certified copy of such power or authority, at the offices of the Company's registrars: Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA, sent electronically (via www.sharevote.co.uk), or for shares held through the CREST proxy voting system, by using the procedures described in the CREST manual (available via www.euroclear.com) as soon as possible and no later than 11.00am on 10 August 2020. In the case of a corporation, the proxy form should be executed under its common seal and/or the hand of a duly authorised officer or attorney.
5. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by 11.00am on 10 August 2020. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
6. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
7. The "Withheld" box 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 votes "for" and "against" a resolution but will be counted to establish if a quorum is present.
8. In the absence of instructions, the person appointed proxy may vote or refrain from voting as he/she thinks fit on the specified resolutions and, unless instructed otherwise, the person appointed proxy may also vote or refrain from voting as he/she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
9. Only those shareholders registered in the register of members of the Company at 6.30pm on Monday 10 August 2020 shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after 6.30pm on 10 August 2020 shall be disregarded in determining the rights of any person to attend or vote at the meeting.
10. In the case of joint registered holders, the signature of one holder on a proxy card will be accepted and the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the relevant joint holding.

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