

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action to take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if you reside elsewhere, another appropriately authorised financial adviser. If you sell or transfer, or have sold or transferred, all of your shares in Premier Foods plc, please send this document and the accompanying form of proxy as soon as possible to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



PREMIER FOODS PLC

(Incorporated in England and Wales with registered number 5160050)

NOTICE OF ANNUAL GENERAL MEETING 2022

11.00 am on Wednesday 20 July 2022

Your attention is drawn to the letter from the Chairman of Premier Foods plc (the “Company”) on pages 2 to 4 of this document, which sets out how the meeting will be conducted, and also recommends voting in favour of the resolutions to be proposed at the 2022 Annual General Meeting referred to below.

Notice of the Annual General Meeting of the Company to be held at 11.00 am on Wednesday 20 July 2022 is set out on pages 5 and 6 of this document. Shareholders will find enclosed with this document a form of proxy for use at the Annual General Meeting. Whether or not you intend to be present at that meeting, you are asked to complete the enclosed form of proxy and return it to Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA so as to arrive no later than 11.00 am on Monday 18 July 2022. The completion and return of a form of proxy will not prevent you from attending the Annual General Meeting and voting in person should you wish to do so.

Dear Shareholder,

Annual General Meeting (“AGM”)

This year’s AGM will be held at 11.00 am on Wednesday 20 July 2022 at the Company’s offices at Premier House, Centrium Business Park, Griffiths Way, St Albans, AL1 2RE, and we look forward to welcoming those shareholders who are able to attend. In addition, shareholders will also be able to view proceedings via a live videocast, details of which are set out below.

- Attendance at the AGM will be restricted to shareholders only.
- To enable us to monitor the number of shareholders likely to attend and make the appropriate arrangements to safely accommodate everyone, we encourage shareholders wishing to attend the AGM in person to register via investor.relations@premierfoods.co.uk by 11.00 am on Friday 15 July 2022.
- As always, if shareholders are unable to attend the AGM in person, they are strongly encouraged to submit their votes by proxy.

Shareholders who do not wish, or are unable, to attend the AGM in person, will be able to view the proceedings via a live videocast and are invited to submit questions in advance of the AGM via email at investor.relations@premierfoods.co.uk by no later than 11.00 am on Friday 15 July 2022. These questions will be answered either at the AGM or, where appropriate, by publishing responses on thematic topics on our website either prior to, or shortly after, the AGM.

Shareholders who would like to follow the AGM through the live videocast should email investor.relations@premierfoods.co.uk to request receipt of the registration details. Please note that, whilst shareholders will be able to view the conduct of the AGM, and submit written questions during the meeting, it will not be possible to submit votes live at the AGM.

Whilst all COVID-19 restrictions in the UK have been removed at the time of issuing this Notice of Meeting (the “Notice”), we will continue to monitor the situation and prevailing UK Government guidance and, if it becomes appropriate or necessary to make changes to the format of the 2022 AGM, we will inform shareholders as soon as we can via our website (www.premierfoods.co.uk). Shareholders should check our website to ensure that they have the most up to date information available regarding the AGM. We would like to thank all shareholders in advance for their co-operation and understanding.

Shareholders are strongly encouraged to vote in advance of the AGM by submitting a form of proxy electronically or by post as soon as possible, and these must be received by no later than 11.00 am on Monday 18 July 2022. Shareholders who wish to appoint a proxy are encouraged to appoint the Chairman of the meeting as their proxy. The completion and return of a form of proxy will not prevent you from attending the AGM and voting in person should you wish to do so.

Set out in this document is an explanation of the business to be considered at this year’s AGM, the Notice and explanatory notes.

Voting

There are three ways you can vote on the resolutions proposed at the AGM:

1. appoint a proxy to participate and vote on your behalf by logging on to www.sharevote.co.uk (to use this service you will need your Voting ID, Task ID and Shareholder Reference Number printed on the accompanying form of proxy); or
2. appoint a proxy to participate and vote on your behalf, using the form of proxy accompanying the Notice or (for shares held through CREST) via the CREST proxy voting system; or
3. attend and vote at the AGM.

The accompanying form of proxy invites you to vote in one of three ways for each resolution: for, against or vote withheld. At the AGM itself, the votes will be taken by poll rather than on a show of hands. This approach has been chosen as the outcome is more democratic given that the votes of shareholders who have lodged proxies are added to the votes of shareholders present at the AGM. The results will be published on our website (www.premierfoods.co.uk) following the AGM and will be released to the London Stock Exchange. Further details are available in the Notes section of this Notice on pages 7 and 8.

Types of resolutions

Resolutions 1 to 18 are proposed as ordinary resolutions and resolutions 19 to 21 are proposed as special resolutions. For each ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution and, for each special resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1: Receive the 2021/22 annual report

The Board asks that shareholders receive the directors’ and auditor’s reports and the accounts for the 52 week period ended 2 April 2022.

Resolution 2: Approval of the Directors’ Remuneration Report

The directors are required to prepare the Directors’ Remuneration Report, comprising an annual report detailing the remuneration of the directors and a statement on behalf of the Remuneration Committee. The Company is required to seek shareholders’ approval in respect of the contents of this report on an annual basis (excluding the part containing the Directors’ Remuneration Policy). The vote is an advisory one.

Resolution 3: Approval of a final dividend

A final dividend can only be paid by the Company if it has been approved by shareholders.

This resolution is to approve a final dividend of 1.2 pence per ordinary share of the Company for the 52 week period ended 2 April 2022, recommended by the directors. If approved, the final dividend will be paid on 29 July 2022 to all shareholders on the register of members at close of business on 1 July 2022.

Resolutions 4 to 14: Election of directors

The UK Corporate Governance Code (the “Code”) recommends that all directors stand for annual election. Pam Powell and Daniel Wosner will be retiring as non-executive directors at the end of the AGM and will not be standing for re-election. All other directors will seek election or re-election, as applicable, at this year’s AGM. Biographical details of the directors are given in Appendix 1 to the Notice. The directors believe that the Board continues to maintain an appropriate balance of knowledge and skills. This follows an assessment by the Nomination Committee which confirmed that each director makes an effective and valuable contribution to the Board and demonstrates commitment to the role (including making sufficient time available for Board and committee meetings and other duties as required).

The Board considers that Richard Hodgson, Simon Bentley, Roisin Donnelly, Tim Elliott, Tania Howarth, Helen Jones, and Lorna Tilbian are independent non-executive directors. I was also considered independent, upon appointment as Chairman in August 2019. Yuichiro Kogo was appointed as a representative director under the terms of the relationship agreement between the Company and our largest shareholder, Nissin Foods Holdings Co., Ltd. Whilst fully independent of management, he is not considered independent under the Code.

Resolutions 15 and 16: Reappointment and remuneration of auditor

On the recommendation of the Audit Committee, the Board proposes in resolution 15 that KPMG be reappointed as auditor of the Company. KPMG was appointed as the Company’s auditor in September 2015. The Company is proposing to undertake an audit tender exercise, the result of which will not be known until after the 2022 AGM has been held. In the interim period, KPMG has indicated its willingness to continue to act as the Company’s auditor until the outcome of the tender has been concluded. An update on the outcome of the tender exercise will be communicated once it has been completed.

Resolution 16 proposes that, following normal practice, the Audit Committee be authorised to set the auditor’s remuneration.

Resolution 17: Authority to make political donations

Part 14 of the Companies Act 2006 prohibits companies from making political donations exceeding £5,000 in aggregate in any 12-month period to (i) political parties, (ii) other political organisations and (iii) independent election candidates and from incurring political expenditure without shareholders’ consent. However, the legal definitions used in the Companies Act 2006 are very broadly drafted. As a result, they may catch normal business activities such as funding seminars and other functions to which politicians are invited, supporting certain bodies involved in policy review and law reform and matching employees’ donations to certain charities.

Accordingly, the Board has decided to seek shareholder authority on a precautionary basis only, to ensure that the Company’s normal business activities are within the Companies Act 2006, allowing the Company and its subsidiaries to make donations and incur expenditure which may be deemed to fall within this legislation capped at £50,000 per annum.

It remains the Company’s policy not to make political donations, or incur political expenditure within the ordinary meaning of those words, and the directors do not intend to use the authority for that purpose. In line with best practice guidelines, published by the Investment Association (“IA”), this resolution is put to shareholders annually rather than every four years as required by the Companies Act 2006.

Resolution 18: Authority to allot shares

Under the Companies Act 2006, the directors may allot shares and grant rights to subscribe for or convert any securities into shares if authorised to do so in a general meeting. The authority being renewed will permit the directors to:

- a) allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares of the Company up to an aggregate nominal amount equal to £28,770,563 (representing 287,705,630 ordinary shares). This amount represents approximately one-third of the issued ordinary share capital of the Company as at the date of this Notice; and
- b) in line with guidance issued by the IA, allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares in the Company in connection with a rights issue, up to an aggregate nominal amount of £57,541,126 (representing 575,411,260 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph (a) of this resolution. This amount (before any reduction) represents approximately two-thirds of the Company’s issued ordinary share capital as at the date of this Notice.

The directors have no present intention to exercise either of the authorities sought under this resolution, but the Board wishes to ensure that the Company has maximum flexibility in managing its capital resources. Should the directors decide to exercise the authorities, they intend to follow IA recommendations concerning their use (including as regards the directors standing for re-election in certain cases). As at the date of this Notice no shares are held by the Company in treasury.

Resolution 19: Disapplication of pre-emption rights

Conditional on the passing of resolution 18, resolution 19 will be proposed, in which the Board is seeking authority to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to the existing shareholders in proportion to their existing shareholdings. This right of shareholders is commonly known as a pre-emption right.

In light of the IA guidelines described in relation to resolution 18 above, this authority will be limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board otherwise considers necessary, or otherwise up to a maximum nominal value of £4,315,584 (representing 43,155,840 ordinary shares). This amount represents approximately 5% of the issued share capital of the Company as at the date of this Notice.

In respect of this aggregate nominal amount, the directors also confirm their intention to follow the provisions of the Pre-Emption Group’s Statement of Principles (the “Principles”) regarding cumulative usage of any authorities granted pursuant to substantially the same terms as the authority sought under resolution 18 within a rolling 3-year period where the Principles provide that usage in excess of 7.5% should not take place without prior consultation with shareholders.

Resolution 20: Disapplication of pre-emption rights for an acquisition or a specified capital investment.

Conditional on the passing of resolution 18, resolution 20 will be proposed in which the Board is seeking, in addition to the authority granted under resolution 19, authority to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) up to an amount representing approximately 5% of the issued share capital of the Company for cash, without first offering them to the existing shareholders in proportion to their existing shareholdings, in connection with an acquisition or a specified capital investment (within the meaning of the Principles).

The Board confirms that it will only allot shares pursuant to the authority referred to in resolution 20, where that allotment is in connection with an acquisition or specified capital investment, which is announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The authorities sought under Resolutions 18 to 20 will expire on the conclusion of the 2023 AGM or at close of business on 20 October 2023, whichever is sooner.

Resolution 21: Notice period for general meetings

Under the Companies Act 2006, the notice period for general meetings is 21 clear days unless shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days. AGMs will continue to be held on at least 21 clear days' notice. The Board is proposing resolution 21 to allow the Company to be able to call general meetings (other than AGMs) on 14 clear days' notice. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

Recommendation

Your Board considers that the resolutions proposed are in the best interests of the Company and its shareholders as a whole. Accordingly, the directors unanimously recommend that shareholders vote in favour of all resolutions, as they intend to do in respect of their own shareholdings.

Colin Day
Chairman

NOTICE OF 2022 ANNUAL GENERAL MEETING

Premier Foods plc

Notice is hereby given that the Annual General Meeting (“AGM”) of Premier Foods plc (the “Company”) will be held at 11.00 am on Wednesday 20 July 2022 at the Company’s offices at Premier House, Centrium Business Park, Griffiths Way, St Albans, AL1 2RE to transact the following business: To propose and, if thought fit, to pass resolutions 1 to 18 (inclusive) as ordinary resolutions and resolutions 19 to 21 (inclusive) as special resolutions, as set out below.

Resolution 1. That the directors’ and auditor’s reports, and the audited accounts of the Company for the 52 week period ended 2 April 2022 (“2021/22 annual report”) be received.

Resolution 2. That the Directors’ Remuneration Report (other than the part containing the Directors’ Remuneration Policy) for the 52 week period ended 2 April 2022, as set out on pages 79 to 95 of the 2021/22 annual report, be approved.

Resolution 3. That a final dividend of 1.2 pence per ordinary share of the Company in respect of the 52 week period ended 2 April 2022, payable on 29 July 2022 to all shareholders on the register of members at close of business on 1 July 2022, be approved.

That the following individuals be elected:

Resolution 4: Tania Howarth as a director.

Resolution 5. Lorna Tilbian as a director.

Resolution 6. Roisin Donnelly as a director.

That the following directors who are seeking re-election on an annual basis in accordance with the UK Corporate Governance Code be re-elected:

Resolution 7. Colin Day as a director.

Resolution 8. Alex Whitehouse as a director.

Resolution 9. Duncan Leggett as a director.

Resolution 10. Richard Hodgson as a director.

Resolution 11. Simon Bentley as a director.

Resolution 12. Tim Elliott as a director.

Resolution 13. Helen Jones as a director.

Resolution 14. Yuichiro Kogo as a director.

Resolution 15. That KPMG LLP be reappointed as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid.

Resolution 16. That the Audit Committee be authorised to determine the remuneration of the auditor on behalf of the Board.

Authority to make political donations

Resolution 17. That, in accordance with sections 366 and 367 of the Companies Act 2006, the Company and all companies which, at any time during the period for which this resolution has effect, are subsidiaries of the Company, be and are hereby authorised, in aggregate, to:

- a) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
- b) incur political expenditure not exceeding £50,000 in total, (as such terms are defined in sections 363 to 365 of the Companies Act 2006) during the period commencing on the date of this resolution and ending at the conclusion of the 2023 AGM or close of business on 20 October 2023, whichever is sooner, provided that the aggregate amount of any such donations and expenditure shall not exceed £50,000.

Authority to allot shares

Resolution 18. That the directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (in accordance with section 551 of the Companies Act 2006):

- a) up to an aggregate nominal amount of £28,770,563 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of such sum); and
- b) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to an aggregate nominal amount of £57,541,126 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer by way of a rights issue:
 - i. to ordinary shareholders in proportion (as nearly as practicable) to their existing holdings; and
 - ii. to holders of any other class of equity securities as required by the rights of those securities or as the directors otherwise consider necessary, and so that the Board may impose any limits or restrictions or make any other arrangements as it may deem necessary or appropriate in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or by virtue of shares being represented by depository receipts or any other matter, such authorities to apply until the conclusion of the 2023 AGM or close of business on 20 October 2023, whichever is sooner, but, in each case, during this period the Company may make offers or enter into agreements that would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of any such offer or agreement as if the authority conferred hereby had not ended.

Disapplication of pre-emption rights

Resolution 19. That, if resolution 18 is passed, the directors be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such powers to be limited:

- a) to the allotment of equity securities or the sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (in the case of the authority sought under resolution 18 (b), by way of a rights issue only):
 - i. to ordinary shareholders, in proportion (as nearly as practicable) to their existing holdings; and
 - ii. to holders of any other class of equity securities, as required by the rights of those securities or as the directors otherwise consider necessary, and so that the Board may impose any limits or restrictions or make any other arrangements as it may deem necessary or appropriate in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or by virtue of shares being represented by depository receipts or any other matter; and

b) in the case of the authority granted under resolution 18 (a), and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (a) above) of equity securities or sale of treasury shares up to an aggregate nominal amount of £4,315,584,

such power to apply until the conclusion of the 2023 AGM or close of business on 20 October 2023, whichever is sooner, but in each case, during this period, the Company may make offers or enter into agreements that would or might require equity securities to be allotted (and treasury shares to be sold) after the power ends and the directors may allot equity securities (and sell treasury shares) in pursuance of that offer or agreement as if the power conferred hereby had not ended.

Disapplication of pre-emption rights for an acquisition or a specified capital investment

Resolution 20. That, if resolution 18 is passed, the directors be given power, in addition to the authority granted under resolution 19, to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such powers to be limited:

- a) to the allotment of equity securities or sale of treasury shares for cash up to an aggregate nominal amount of £4,315,584; and
- b) 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 directors of the Company determine to be an acquisition or specified 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 power to apply until the conclusion of the 2023 AGM or close of business on 20 October 2023, whichever is sooner, but in each case, during this period, the Company may make offers or enter into agreements that would or might require equity securities to be allotted (and treasury shares to be sold) after the power ends and the directors may allot equity securities (and sell treasury shares) in pursuance of that offer or agreement as if the power conferred hereby had not ended.

Notice period for general meetings

Resolution 21. That a general meeting other than an AGM may be called on not less than 14 clear days' notice.

By order of the Board.

Simon Rose

General Counsel & Company Secretary

6 June 2022

Registered Office: Premier House, Centrium Business Park, Griffiths Way, St Albans, Hertfordshire, AL1 2RE

Registered in England and Wales No. 5160050.

Notes:

1. Voting

Pursuant to DTR 6. 1. 1.12 R (2) of the Disclosure and Transparency Rules as at the date of this Notice, the Company had in issue 863,116,901 ordinary shares carrying one vote each. Therefore, the total voting rights in the Company as at the date of this Notice are 863,116,901.

Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001 (S.I. 2001/3755), the Company specifies that only those shareholders who are registered on the Company's share register (the "Register") at 6.30 pm on Monday 18 July 2022 (the "Specified Time") shall be entitled to vote at the AGM in respect of the ordinary shares in the capital of the Company registered in their names at that time.

For the last two years, we have been unable to invite shareholders to attend meetings in person due to public health concerns around the COVID-19 pandemic. However, at the time of printing this Notice, we are able to hold a physical general meeting and we look forward to welcoming shareholders who wish to attend and vote in person. Please note that attendance at the meeting is restricted to shareholders only and no guests will be permitted to attend. We will continue to monitor the evolving impact of the COVID-19 pandemic and prevailing UK Government guidance, and if the situation changes and it becomes necessary or appropriate to make changes to the proposed format of, and arrangements for, the AGM, such that we are not able to accommodate shareholders beyond the minimum required to hold a quorate meeting, we will inform shareholders as soon as practicable via our website (www.premierfoods.co.uk). Shareholders should check our website to ensure they have the most up to date information available regarding the AGM.

Changes to entries on the Register for certified and uncertified shares of the Company after the Specified Time shall be disregarded in determining the rights of any person to vote at the meeting. Should the AGM be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to vote (and for the purpose of determining the number of votes they may cast) at the adjourned AGM. Should the AGM be adjourned for a longer period, to be so entitled, members must have been entered on the Register by 6.30 pm two days prior to the adjourned AGM or, if the Company gives notice of the adjourned AGM, at the time specified in such notice.

2. Corporate Representatives

A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the AGM. In accordance with the provisions of the Companies Act 2006 (as amended by the Companies (Shareholders' Rights) Regulations 2009), each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is therefore no longer necessary to nominate a designated corporate representative.

3. Proxies

You are requested to complete the enclosed form of proxy and return it to the Company's registrar, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, at the following address: Equiniti, Aspect House, Spencer Road, Lancing, BN99 6DA. Alternatively, members are entitled to appoint a proxy to vote on their behalf at the meeting via the electronic proxy voting system (by logging onto www.sharevote.co.uk) or (for shares held through CREST) via the CREST proxy voting system in accordance with Note 5 below. Members who wish to appoint a proxy should do so as soon as possible and, in any event, so as to be received no later than 11.00 am on Monday 18 July 2022 or, in the event that the meeting is adjourned, not less than 48 hours before the time for holding any adjourned meeting. Any form of proxy received after this time will be void.

The completion and submission of a form of proxy, electronic proxy instructions or CREST proxy instruction (as described below in note 5) will not prevent you from attending the AGM and voting in person if you so wish, subject to prevailing UK Government guidance and the restrictions set out in this Notice.

If you do not wish, or are unable, to attend, you may appoint either the Chairman of the meeting or one or more persons of your choice to exercise all or any of your rights to attend and to speak and vote at the meeting. That person is known as a "proxy". You are advised to use the enclosed form of proxy to appoint a proxy.

You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares.

You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy additional proxy forms may be obtained by contacting the registrar, Equiniti, on their helpline 0371 384 2030 (or +44 121 415 7047 if calling from outside the UK). Lines are open 8.30 am to 5.30 pm Monday to Friday (excluding public holidays in England and Wales) or you may photocopy the form of proxy enclosed with this Notice.

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.

The proxy is valid for any adjournment of the meeting. A proxy may vote on any other business, which may properly come before the meeting, as that person thinks fit. If a proxy is not directed how to vote on an item of business, the proxy may vote, or abstain from voting, as they see fit. The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise the number of votes proportionate to the number of proxies appointed.

A vote withheld is not a vote in law. If a proxy is instructed to abstain from voting on an item, that person is directed not to vote on the shareholder's behalf on the poll and the shares which are the subject of the proxy appointment will not be counted in computing the required majority.

Please mark the appropriate box alongside the resolution on the form of proxy to indicate whether you wish your votes to be cast "for", "against" or "withheld". Unless you give specific instructions on how to vote on the resolutions, your proxy will be able, at his or her discretion, either to vote "for", "against" or "withheld" in relation to any matter which is put before the AGM. Shareholders who return their form of proxy with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf. If a form of proxy is returned but the nominated proxy does not participate in the meeting, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chairman of the meeting, which do not contain a direction on how to vote, will be used where possible to support the resolutions proposed in this Notice.

Before posting the form of proxy to the registrar, please check that you have signed it. In the case of joint holders, any of you may sign it. Where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register in respect of the joint holding (the first-named being the most senior).

4. Voting by poll

Voting on all resolutions will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting, as member votes are to be counted according to the number of shares held. As soon as practicable following the AGM, the results of the voting at the meeting and the numbers of proxy votes cast for and against and the number of votes actively withheld in respect of each of the resolutions will be announced via a Regulatory Information Service and also placed on the Company's website: www.premierfoods.co.uk.

Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to: a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or b) any circumstances connected with an auditor of the Company ceasing to hold office since the last AGM at which accounts and reports were laid in accordance with section 437 of the Companies Act 2006, which members propose to raise at the meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Any statement placed on the website must also be sent to the Company's auditors no later than the time it makes its statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required to publish on its website pursuant to this right.

Any member attending the meeting has the right to ask questions. Pursuant to section 319A of the Companies Act 2006, the Company must cause to be answered at the AGM any question relating to the business being dealt with at the AGM which is put by a member attending the meeting, but no answer need be given if to do so would interfere unduly with the preparation of the meeting or involve the disclosure of confidential information, if the answer has already been given on a website in the form of an answer to a question or if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

In accordance with section 311A of the Companies Act 2006, the contents of this Notice, details of the total number of shares in respect of which members are entitled to exercise voting rights at the AGM, the total voting rights members are entitled to exercise at the AGM and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice will be available on the Company's website: www.premierfoods.co.uk.

5. CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by following the procedures described in the CREST Manual (available at www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 Equiniti (CREST participant RA19) by the latest time(s) for receipt of proxy appointments specified in the Notice. 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 Applications Host) from which Equiniti 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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.

6. Online voting

Shareholders can vote online by logging onto www.sharevote.co.uk. To use this service shareholders will need their Voting ID, Task ID and Shareholder Reference Number printed on the accompanying Form of Proxy. Full details of the procedure are given on the website.

Alternatively, shareholders who have already registered with Equiniti's online portfolio service, Shareview, can vote by logging on to their portfolio at www.shareview.co.uk using your usual user ID and password. Once logged in simply click "view" on the "My Investments" page, click on the link to vote, then follow the on-screen instructions.

To be valid, online proxy appointments must be received by Equiniti by 11.00 am on Monday 18 July 2022.

7. Information rights

A person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right, or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statements of the rights of members in relation to the appointment of proxies above do not apply to a Nominated Person. The rights described in these paragraphs can only be exercised by registered members of the Company.

8. Documents available at the meeting

Copies of the executive directors' service contracts and the non-executive directors' letters of appointment will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and English public holidays excepted) until the close of the AGM.

9. Electronic communications

Any website or electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided either in this Notice or in any related documents (including the Chairman's letter and the form of proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.

10. Personal data

Personal data provided by shareholders at or in relation to the AGM (including names, contact details, votes and Shareholder Reference Numbers) will be processed in accordance with the Company's privacy policy, which is available at www.premierfoods.co.uk.

APPENDIX 1

BIOGRAPHIES OF DIRECTORS SEEKING (RE-)ELECTION

Colin Day – Chairman

Appointed to the Board: Appointed as Non-executive Chairman in August 2019.

Skills and experience: Colin retired as Chief Executive of Essentra plc in 2017, was previously Chief Financial Officer at Reckitt Benckiser plc for over 10 years and prior to that, at Aegis Group plc. He has served as a non-executive director on the boards of major UK plcs including Amec Foster Wheeler, WPP, Cadbury, Imperial Brands and easyJet.

Colin is currently a board member of the Department for Environment, Food and Rural Affairs and chairs the Defra Audit and Risk Assurance Committee. He is a non-executive director and Audit Committee Chair at Meggitt plc and Euromoney Institutional Investor plc and a non-executive director of FM Global. He is also a member of the Board and Finance Committee of Cranfield University. Colin is a Fellow of the Association of Chartered Certified Accountants and has an MBA from Cranfield School of Management.

Committee membership: Colin is Chair of the Nomination Committee and attends the Audit and Remuneration Committees by invitation.

Contribution and reasons for re-election

Colin has a wealth of experience from a range of senior management and non-executive roles with major UK and International companies. As Group Chairman, he is responsible for the leadership of the Board, ensuring its effectiveness and operation in line with good corporate governance. He also plays an important role in engaging with shareholders to explain the Group's strategy and to understand shareholders' priorities and concerns. Over the year, Colin has engaged extensively with major shareholders and other key stakeholders.

Alex Whitehouse – Chief Executive Officer

Appointed to the Board: Appointed as Chief Executive Officer and member of the Board in August 2019.

Skills and experience: Alex joined the Company in July 2014 and was appointed Managing Director of the Grocery Strategic Business Unit in September 2014. He was promoted to UK Managing Director in April 2017. Alex has significant senior international, marketing, sales, strategy, innovation and general management experience gained across multiple geographies. He spent 18 years with Reckitt Benckiser plc where he held senior leadership roles including Managing Director, New Zealand and Worldwide Head of Shopper & Customer Marketing. Earlier in his career, he held a number of retail management positions with Whitbread plc.

Contribution and reasons for re-election

Alex has extensive FMCG experience from a range of senior commercial roles in the UK and Internationally. He has gained an in-depth knowledge of the business over the last seven years, leading the successful turnaround of the UK business. Since his appointment as CEO, he has completed the sale of the Group's minority interest in Hovis, implemented a landmark pension agreement and reduced the Group's Net debt/EBITDA to its lowest ever level. In his role as CEO, he is responsible for the day-to-day management of the Group, working in conjunction with the other members of the Executive Leadership Team, to ensure the delivery of the Group's strategy.

Duncan Leggett – Chief Financial Officer

Appointed to the Board: Appointed as Chief Financial Officer and member of the Board in December 2019.

Skills and experience: Duncan joined the Company in September 2011 and has held a number of senior roles within finance, including Group Financial Controller and most recently Director of Financial Control and Corporate Development. Prior to joining the Company, Duncan spent nine years at KPMG working with clients across a variety of industries. Duncan's responsibilities include operational and corporate finance, corporate development, investor relations and pensions. He is a qualified Chartered Accountant.

Contribution and reasons for re-election

During his time as a senior member of the management team, Duncan successfully led the corporate development and finance functions within the business and brings extensive technical knowledge and experience of the Group's financing arrangements and operations as well as established relationships with the Group's bondholders, banks and pension trustees. In his role as CFO, he is responsible for managing the Group's finances, financial planning, management of financial risks and financial reporting.

Richard Hodgson – Senior Independent Director

Appointed to the Board: January 2015 (appointed SID in May 2019).

Skills and experience: Richard is Chief Executive Officer of The Snowfox Group and has over 20 years' experience in the food industry. He was previously Chief Executive Officer at Pizza Express, a role he held for four years until May 2017. In 2010 he was appointed Commercial Director at Morrisons, a newly created role, combining Trading and Marketing. Richard joined Waitrose in 2006 as Commercial Director, and prior to that spent 10 years at Asda holding a number of senior roles culminating in his appointment as Marketing & Own Brand Director.

Committee membership: Richard is Senior Independent Director and a member of the Audit, Remuneration and Nomination Committees.

Contribution and reasons for re-election

As Senior Independent Director, Richard provides a sounding board for the Chairman and is an intermediary for the other directors when necessary. He is available as an alternative point of contact for investors. Richard has a long career spent in the food retail industry in senior positions held with some of the Group's key customers. During this time, he was responsible for introducing a number of major strategic initiatives to deliver growth. He brings an in-depth knowledge of retail customers which is important to the Board when considering commercial relationships and opportunities. Richard is currently CEO of The Snowfox Group, which provides him with a wider perspective of strategic matters and stakeholder engagement.

Simon Bentley – Non-executive director

Appointed to the Board: February 2019 (appointed Chair of Audit Committee in March 2019).

Skills and experience: Simon is Executive Chairman of UK mobile cash operator, Cash on the Move. Simon has over 30 years' experience in finance and retail, having previously served as Chairman and Chief Executive of Blacks Leisure Group plc, Acting Chairman/Senior Independent Director of Frasers Group plc (formerly Sports Direct International plc), Chairman of Umberto Giannini, and Deputy Chairman of Mishcon de Reya. Earlier in his career, Simon spent 10 years with accountancy firm Landau Morley, latterly as a Senior Partner. Simon is also Chairman of Gingerbread, the leading national charity working with single parent families. He is a qualified Chartered Accountant.

Committee membership: Simon is Chair of the Audit Committee and a member of the Remuneration and Nomination Committees.

Contribution and reasons for re-election

Simon is Chair of the Audit Committee, which is responsible for ensuring the effectiveness of the Group's financial reporting systems, internal controls and risks. The Committee also keeps under review the relationship with the external auditor. He began his career in accountancy, where he developed experience in corporate finance, audit and taxation. He also has extensive commercial and strategic experience, gained from senior roles in a range of industries, including retail and finance.

Roisin Donnelly – Non-executive director
Appointed to the Board: May 2022.

Skills and experience: Roisin has over 30 years' marketing and brand building experience, gained at Procter and Gamble, where she was responsible for a large portfolio of leading consumer brands within the UK, Europe, EMEA and the Americas during a varied career. Most recently, she spent twelve years as Chief Marketing Officer, UK and Ireland and then two years in the same role for Northern Europe before leaving the Company in 2016. Roisin has served as a non-executive director of Just Eat plc, Holland & Barrett Ltd and Bourne Leisure Ltd. She is currently a non-executive director of HomeServe plc and a member of the Digital Advisory Board of Coca-Cola Europacific Partners.

Contribution and reasons for election

Having spent her career at a leading multi-national consumer goods business, Roisin's background in marketing, brand building and digital development will bring insight into discussions concerning the Group's brands, marketing strategies and how we engage with consumers.

Tim Elliott – Non-executive director
Appointed to the Board: May 2020.

Skills and experience: Tim has nearly 40 years' experience in investment banking and corporate finance, advising a wide range of companies and industries, particularly those in the consumer and retail sectors. During his career, Tim held Managing Director roles at both Barclays Capital and JP Morgan and, more latterly, was a Partner and Consultant at KPMG. Tim has deep knowledge and experience of capital markets and is currently Senior Adviser at Alvarez & Marsal LLP.

Committee membership: Tim is a member of the Audit, Remuneration and Nomination Committees.

Contribution and reasons for re-election

Tim has significant experience in corporate finance, following a career in investment banking and his expertise in corporate finance and knowledge of capital markets will be helpful to the Board as we continue the transformation of the business.

Tania Howarth – Non-executive director
Appointed to the Board: March 2022.

Skills and experience: Tania has extensive senior executive experience from her roles across global FMCG businesses. Until 2017, she was Chief Operating Officer of Nomad Foods, a European frozen foods business listed on the NYSE, with household brands such as Birds Eye, Findus and Iglo. During her 10-year tenure, she had responsibility for Supply Chain, Quality, HR, IT and M&A integration. Prior to this, Tania was CIO for Coca-Cola's European and African businesses and spent nine years at Walkers Snack Foods, latterly as CIO. Tania is currently non-executive Chair of Ozo Innovations Ltd, a sustainable hygiene solutions company; an advisor to the Private Equity business within Goldman Sachs Asset Management; and a member of the Technology Advisory Board at NatWest Group plc.

Committee membership: Tania is a member of the Audit, Remuneration and Nomination Committees.

Contribution and reasons for election

Tania brings considerable branded food experience and broad expertise in IT, technology, operations and change management programmes, which further strengthens our Board, as we execute our branded growth strategy.

Helen Jones – Non-executive director

Appointed to the Board: May 2020.
(appointed Workforce engagement NED in September 2020).

Skills and experience: Helen brings 35 years of commercial and general management experience for FMCG and multi-site consumer businesses. During her executive career, Helen was previously Group Executive Director of Caffè Nero Group Ltd and Managing Director of Zizzi restaurants. Prior to this, Helen spent nine years at Unilever and was the successful architect of launching the Ben & Jerry's brand in the UK and Europe. Helen is currently non-executive director and Senior Independent Director of Halfords plc and non-executive director and Remuneration Committee Chair of Fuller, Smith & Turner plc and Virgin Wines UK PLC.

Committee membership: Helen is a member of the Audit, Remuneration and Nomination Committees and also Workforce engagement NED.

Contribution and reasons for re-election

Helen is the designated non-executive director responsible for the Board's engagement with the workforce and ensures that the views and concerns of the workforce are shared with the Board. Helen has a wealth of relevant commercial experience, following a career in a range of FMCG and consumer businesses. Her expertise in brand development will be useful to the Board as we continue to grow the business through our branded growth model.

Yuichiro Kogo – Non-executive director
Appointed to the Board: March 2021.

Skills and experience: Yuichiro is Head of Business Development, Deputy General Manager (Corporate Planning Division) of Nissin Foods Holdings Company Limited ("Nissin") and is responsible for devising Nissin's M&A strategy, as well as originating and executing business alliance and investment transactions. Prior to joining Nissin, in September 2016, he was Vice President at the Investment Banking Division of Goldman Sachs Japan Co., Ltd. During his nine years at the firm, his key responsibilities included execution of global equity / debt financing transactions, as well as coverage of corporate clients across multiple industry sectors, including technology, steel, and natural resources. Yuichiro received a BA in Economics from Keio University in 2001 and an MBA from the University of Chicago in 2007.

Contribution and reasons for re-election

Yuichiro represents Nissin, who is our largest shareholder. In his earlier career he developed extensive financing and investment experience and, whilst at Nissin, has responsibility for their business development, including business alliances and investments. Nissin is one of the Group's key strategic partners and Yuichiro provides an important link in managing this relationship and assisting in developing business opportunities for the Group's brands, the distribution of Nissin's branded products in the UK and expanding our partnership in international markets.

Lorna Tilbian – Non-executive director
Appointed to the Board: April 2022.

Skills and experience: Lorna brings with her, extensive experience as an equity analyst covering the media sector and an investment banker with strong financial analysis and leadership skills. During her career, Lorna was executive director and Head of the Media Sector at Numis Corporation PLC until her retirement in 2018. She was a founder of Numis, when it launched in 2001, having previously worked at Sheppards, as a director at SG Warburg and an executive director of WestLB Panmure. Lorna is executive Chair of Dowgate Capital Ltd, sits on the Advisory Board of TechNation's Future Fifty programme and is a non-executive director of Rightmove plc, Finsbury Growth & Income Trust plc and ProVen VCT plc.

Committee membership: Lorna is a member of the Nomination Committee.

Contribution and reasons for election

Lorna has considerable investment banking, financial and senior leadership experience and brings with her expertise in investment analysis and assessing businesses to identify value opportunities. Her experience in evaluating businesses and growth opportunities will be important to the Group as it continues to execute its growth strategy.

The membership of Board Committees has been reviewed, and the following membership will take effect from the end of the AGM on 20 July 2022:

Nomination Committee

Colin Day (Chair)
Richard Hodgson
Tania Howarth
Lorna Tilbian

Audit Committee

Simon Bentley (Chair)
Roisin Donnelly
Tim Elliott
Tania Howarth

Remuneration Committee

Helen Jones (Chair)
Roisin Donnelly
Tim Elliott
Richard Hodgson

