
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO WHAT ACTION TO TAKE YOU ARE RECOMMENDED TO CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000.

Notice of Annual General Meeting Hilton Food Group plc

Notice of the Annual General Meeting which has been convened for Tuesday 21 May 2019 at 12:00 pm at The Old Bridge Hotel, 1 High Street, Huntingdon, Cambridgeshire PE29 3TQ is set out on pages 3 to 6 of this document.

If you have sold or transferred all of your Ordinary Shares in Hilton Food Group plc, you should pass this document, together with the accompanying form of proxy, to the person through whom the sale or transfer was made for transmission to the purchaser or transferee.

To be valid, forms of proxy must be completed and returned in accordance with the instructions printed thereon so as to be received by the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting (excluding non-working days).



Hilton Food Group plc

2-8 The Interchange, Latham Road, Huntingdon, Cambridgeshire PE29 6YE England

Tel: +44 (0) 1480 387214 / Fax: +44 (0) 1480 387241

18 April 2019

To the holders of Hilton Food Group plc shares

Dear Shareholder

Notice of Annual General Meeting

I am pleased to be writing to you with details of our Annual General Meeting ("AGM") which we are holding at The Old Bridge Hotel, 1 High Street, Huntingdon, Cambridgeshire PE29 3TQ on Tuesday 21 May 2019 at 12:00 pm. The formal Notice of Annual General Meeting can be found on pages 3 to 6 of this document.

If you would like to vote on the resolutions but cannot come to the AGM, please fill in the proxy form sent to you with this notice and return it to our registrars as soon as possible. They must receive it by 12:00 pm on Friday 17 May 2019. Alternatively you can submit your proxy votes electronically by logging onto www.sharevote.co.uk.

Hilton Food Group plc Long-Term Incentive Plan and Sharesave Scheme

The Company's Long-Term Incentive Plan was originally approved by shareholders on 16 May 2012 and the Company's Sharesave Scheme was approved on 9 June 2008. The Board, subject to approval of the shareholders, has proposed certain amendments to both schemes.

Resolutions to approve the amended Long-Term Incentive Plan Rules and Sharesave Scheme Rules are included in the business of the Annual General Meeting at resolutions 13 and 14 respectively, and details of the proposed terms of both schemes are set out in Appendix A and Appendix B respectively.

Recommendation

The Board considers that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company for the benefit of its shareholders as a whole. The Directors unanimously recommend that you vote in favour of the proposed resolutions as they intend to do in respect of their own beneficial holdings.

Yours faithfully

Robert Watson OBE
Executive Chairman

Notice of Annual General Meeting

Company number: 06165540

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Hilton Food Group plc (the "**Company**") will be held at The Old Bridge Hotel, 1 High Street, Huntingdon, Cambridgeshire PE29 3TQ on Tuesday 21 May 2019 at 12:00 pm for the following purposes.

You will be asked to consider and, if thought fit, pass the following resolutions. Resolutions 1 to 15 (inclusive) will be proposed as ordinary resolutions and resolutions 16 to 19 (inclusive) will be proposed as special resolutions.

1. To receive and adopt the financial statements of the Company for the 52 weeks ended 30 December 2018 and the reports of the Directors and auditors on those financial statements.
 2. To receive, adopt and approve the Directors' remuneration report (other than the part containing the Directors' remuneration policy) contained within the financial statements of the Company for the 52 weeks ended 30 December 2018.
 3. To receive, adopt and approve the Directors' remuneration policy, as set out on pages 55 to 61 of the Directors' remuneration report contained within the financial statements of the Company for the 52 weeks ended 30 December 2018.
 4. To re-elect Robert Watson OBE as a Director of the Company.
 5. To re-elect Mr Philip Heffer as a Director of the Company.
 6. To re-elect Mr Nigel Majewski as a Director of the Company.
 7. To re-elect Mrs Christine Cross as a Director of the Company.
 8. To re-elect Mr John Worby as a Director of the Company.
 9. To re-elect Dr Angus Porter, who was appointed by the Board since the last annual general meeting, as a Director of the Company.
 10. To reappoint PricewaterhouseCoopers LLP as auditors.
 11. To authorise the Directors to determine the auditor's remuneration.
 12. To declare a final dividend of 15.8 pence per share on each of the Company's Ordinary Shares for the financial year ended 30 December 2018.
 13. That the rules of the Hilton Food Group Long-Term Incentive Plan 2019 (the "**LTIP**"), a summary of the principal features of which is set out in Appendix A to this notice of meeting, be and are hereby approved and the Directors be authorised to:
 - (a) do all acts and things which they may consider necessary or expedient for the purposes of implementing and giving effect to the LTIP; and
 - (b) establish further plans based on the LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the LTIP.
 14. That the rules of the Hilton Food Group 2019 UK Sharesave Scheme (the "**Scheme**"), a summary of the principal features of which is set out in Appendix B to this notice of meeting, be and are hereby approved and the Directors be authorised to:
 - (a) make such modifications to the Scheme as they may consider appropriate in order to qualify for tax-advantaged status under Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003; and
 - (b) do all acts and things which they may consider necessary or expedient for the purposes of implementing and giving effect to the Scheme.
 15. That the Directors be generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the "**Act**") to exercise all the powers of the Company to:
 - (a) allot shares in the Company and grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £2,720,049; and
 - (b) allot equity securities (as defined in Section 560 of the Act) up to an aggregate nominal amount of £5,440,098 (such amount to be reduced by the nominal amount of any shares allotted or rights granted under paragraph (a) of this resolution 15) in connection with an offer by way of a rights issue to:
 - (i) the holders of Ordinary Shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them; and
 - (ii) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors of the Company otherwise consider necessary,and so that the Directors of the Company may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.
- These authorities shall apply in substitution for all previous authorities (but without prejudice to the validity of any allotment pursuant to such previous authority) and shall expire at the end of the next Annual General Meeting of the Company or, if earlier, 15 months after the date of this resolution, save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights granted to subscribe for or convert any security into shares after such expiry and the Directors may allot shares or grant such rights in pursuance of any such offer or agreement as if the power and authority conferred by this resolution had not expired.
16. That, subject to the passing of resolution 15 above, the Directors be generally and unconditionally empowered for the purposes of Section 570 of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash:
 - (a) pursuant to the authority conferred by resolution 15 above; or
 - (b) where the allotment constitutes an allotment by virtue of Section 560(3) of the Act, in each case as if Section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - (i) the allotment of equity securities in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted under paragraph (b) of resolution 15 such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only) to:

- (A) the holders of Ordinary Shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them; and
- (B) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors of the Company otherwise consider necessary,

and so that the Directors of the Company may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

- (ii) the grant of options to subscribe for shares in the Company, and the allotment of such shares pursuant to the exercise of options granted, under the terms of any share option scheme adopted or operated by the Company; and

- (iii) the allotment of equity securities, other than pursuant to paragraphs (i) and (ii) above of this resolution, up to an aggregate nominal amount of £408,007.30.

This power shall (unless previously renewed, varied or revoked by the Company in general meeting) expire at the conclusion of the next Annual General Meeting of the Company following the passing of this resolution or, if earlier, on the date 15 months after the passing of such resolution, save that the Company may before the expiry of this power make any offer or enter into any agreement which would or might require equity securities to be allotted, or treasury shares sold, after such expiry and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.

17. That, subject to the passing of resolution 15 above, the Directors be generally and unconditionally empowered for the purposes of Section 570 of the Act, in addition to any authority granted under resolution 16 above, to allot equity securities (within the meaning of Section 560 of the Act) for cash:

- (a) pursuant to the authority conferred by resolution 15 above; or

- (b) where the allotment constitutes an allotment by virtue of Section 560(3) of the Act,

in each case as if Section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to:

- (i) the allotment of equity securities up to an aggregate nominal amount of £408,007.30.; and

- (ii) used only for the purpose of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors determine 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.

This power shall (unless previously renewed, varied or revoked by the Company in general meeting) expire at the conclusion of the next Annual General Meeting of the Company following the passing of this resolution or, if earlier, on the date 15 months after the passing of such resolution, save that the Company may before the expiry of this power make any offer or enter into any agreement which would or might require equity securities to be allotted, or treasury shares sold, after such expiry and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.

18. That the Company be generally and unconditionally authorised for the purposes of Section 701 of the Act to make market purchases (as defined in Section 693 of the Act) of ordinary shares of 10 pence each in the capital of the Company ("Ordinary Shares") in such manner and on such terms as the Directors of the Company may from time to time determine, and where such shares are held as treasury shares, the Company may use them for the purposes set out in Sections 727 or 729 of the Act, including for the purpose of its employee share schemes, provided that:

- (a) the maximum number of Ordinary Shares which may be purchased is 8,160,146;

- (b) the minimum purchase price which may be paid for any Ordinary Share is 10 pence (exclusive of expenses);

- (c) the maximum purchase price which may be paid for any Ordinary Share shall not be more than the higher of (in each case exclusive of expenses):

- (i) 5% above the average middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made; and

- (ii) an amount equal to the higher of the price of the last independent trade and the highest current independent bid as derived from the London Stock Exchange at the time the purchase is carried out.

This authority shall take effect on the date of passing of this resolution and shall (unless previously revoked, renewed or varied) expire on the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, 15 months after the date of passing of this resolution, save in relation to purchases of Ordinary Shares the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry.

19. That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

By order of the Board

Neil George

Company Secretary

18 April 2019

Registered office:
2-8 The Interchange
Latham Road
Huntingdon
Cambridgeshire
PE29 6YE

Registered in England and Wales
No. 6165540

Notes:

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting and at any adjournment of it. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. If a proxy appointment is submitted without indicating how the proxy should vote on any resolution, the proxy will exercise his discretion as to whether and, if so, how he votes.
2. A proxy need not be a member of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company's Registrar, Equiniti Limited, on 0371 384 2030 (international callers: +44 121 415 7047). Lines are open 8:30 am to 5:30 pm, Monday to Friday. Members may also appoint a proxy through the CREST electronic proxy appointment service as described in note 13 below. Members wishing to appoint a proxy and register their proxy votes electronically other than through CREST should visit the website www.sharevote.co.uk. The on-screen instructions at that website will give details on how to complete the appointment and voting process. Electronic proxy appointments and voting instructions must be received no later than 12:00 pm on Friday 17 May 2019.
3. To be valid, any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand by Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA no later than 12:00 pm on Friday 17 May 2019, together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a duly certified copy of that power or authority.
4. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in note 13(a) below) will not prevent a member attending the meeting and voting in person if he/she wishes to do so.
5. A vote withheld option is provided on the form of proxy to enable you to instruct your proxy not to vote on any particular resolution; however, it should be noted that a vote withheld in this way is not a 'vote' in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
6. Any 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 Annual General Meeting. 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.
7. The statement of the rights of shareholders in relation to the appointment of proxies in notes 1, 2 and 3 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
8. To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the votes they may cast), members must be registered in the register of members of the Company at 6:30 pm on Friday 17 May 2019 (or, in the event of any adjournment, 6:30 pm on the date which is 48 hours before the time of the adjourned meeting (excluding non-working days)). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
9. In the case of joint holders, 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 of members in respect of the joint holding (the first-named being the most senior).
10. If a member submits more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
11. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information; or (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
12. As at 17 April 2019 (being the last business day prior to the publication of this notice) the Company's issued share capital consists of 81,601,460 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at the date of issue of this notice are 81,601,460.
13. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this meeting by using the procedures described in the CREST Manual. 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. Please note the following:
 - a) 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 instructions, as described in the CREST Manual which can be viewed at www.euroclear.com. 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 the latest time(s) for receipt of proxy appointments specified in this 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 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.

- b) CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited 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.
- (c) 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.
14. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
15. The following documents will be available for inspection during normal business hours at the registered office of the Company from the date of issue of this notice (Saturdays, Sundays and public holidays excepted) until the time of the meeting and at The Old Bridge Hotel, 1 High Street, Huntingdon, Cambridgeshire PE29 3TQ from 15 minutes before the meeting until it ends:
- A copy of the draft Long Term Incentive Plan rules;
 - A copy of the draft Share Save Scheme rules;
 - Copies of the Executive Directors' service contracts;
 - Copies of Letters of Appointment of the Non-Executive Directors; and
 - The annual financial statements and reports of the Company for the 52 weeks ended 30 December 2018.
16. A copy of this notice, and other information required by Section 311A of the Companies Act 2006 can be found at www.hiltonfoodgroupplc.com/agm.

Explanatory notes

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 15 (inclusive) are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 16 to 19 (inclusive) are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Report and Accounts (Resolution 1)

The Directors of the Company must present the accounts to the meeting.

Directors' Remuneration Report: implementation report (Resolution 2)

Resolution 2 is to approve the Directors' remuneration report (excluding the Directors' remuneration policy on pages 55 to 61 of the Company's Annual Report and financial statements. You can find the Directors' remuneration report on pages 52 to 68 of the Company's Annual Report and financial statements. This vote is advisory and the directors' entitlement to receive remuneration is not conditional on it.

Directors' remuneration policy (Resolution 3)

The purpose of resolution 3 is to seek approval of the Company's policy on the remuneration of the Executive and Non-Executive Directors. You can find this policy on pages 55 to 61 of the Company's Annual Report and financial statements.

If the policy is approved, the Company will only be able to make payments to Directors in line with that policy. The next time shareholders will be asked to approve such policy will be no later than the Company's annual general meeting in 2022. This is unless the Company believes it is necessary to introduce a new remuneration policy or make changes to the existing approved policy before that date. In these circumstances, the remuneration policy will be put back to shareholders for approval either at an annual general meeting, or an interim general meeting.

If the policy is not approved, the Company will continue to operate according to the last remuneration policy which was approved at the annual general meeting in 2017.

Re-election of Directors (Resolutions 4 to 9)

The Company's Articles of Association require that all Directors retire at least every three years and that all newly appointed Directors retire at the first Annual General Meeting following their appointment. Furthermore, in line with the UK Corporate Governance Code, as the Company is a FTSE 350 company, all of its directors must stand for re-election. Short biographies for each Director are given below and in the accompanying Annual Report. Having considered their performance and contribution the Board remains satisfied that they continue to be effective and to demonstrate commitment to the role and, as such, recommend their re-election.

Robert Watson OBE – Executive Chairman

Robert joined Hilton as Chief Executive in 2002 and on 1 July 2018 he transitioned to Executive Chairman. He has overseen the successful growth of the Group to date. Prior to Hilton, he worked for the Foyle Food Group, based in Northern Ireland of which he was a founder in 1977. Robert was previously a board member of the Livestock Meat Commission and Food For Britain. Robert is Chairman of the Nomination Committee.

Philip Heffer – Chief Executive Officer

Philip joined Hilton at its inception in 1994, as Managing Director of the Group's UK subsidiary and since 2012 has served as Hilton's Chief Operating Officer. On 1 July 2018 he was promoted to Chief Executive Officer. Prior to Hilton, Philip held senior positions within the RWM Food Group. He attended Smithfield College and became an associate member of the Institute of Meat in 1984.

Nigel Majewski – Chief Financial Officer

Nigel was appointed CFO of Hilton in 2006 following 11 years in senior finance roles with PepsiCo. Prior to that Nigel gained extensive meat industry experience in senior finance roles with Bernard Matthews plc and has also worked for Royal Dutch Shell and Whitbread. He is a qualified Chartered Accountant and has a first class honours degree in accountancy. Nigel is Chairman of the Risk Management Committee.

Christine Cross – Non-Executive Director

Christine joined Hilton in 2016 and was originally a food scientist before devoting the 14 years to 2003 with Tesco in senior roles focusing on own brand, non-food and global sourcing. She has since worked with a wide range of food and non-food retail and consumer businesses and currently holds Non-Executive Directorships with Coca-Cola European Partners plc, Sonae SGPS SA (Portugal) and several private companies. Former Non-Executive Director positions were held with Next plc, Woolworths Limited (Australia), Brambles Limited (Australia) and Kathmandu Holdings Limited (New Zealand). Christine is Chair of the Remuneration Committee.

John Worby – Non-Executive Director

John joined Hilton in 2016 and is a Chartered Accountant with a wealth of experience in public companies and the food sector. He was Group Finance Director at Genus plc retiring in 2013 and previously was Group Finance Director and Deputy Chairman of Uniq plc. John currently holds Non-Executive Directorships at Carr's Group plc and formerly was a Non-Executive Director at Cranswick plc, Fidessa Group plc and Connect Group plc. He is also a member of the Financial Reporting Review Panel. John is Chairman of the Audit Committee and is the Senior Independent Director.

Angus Porter – Non-Executive Director – appointed 1 July 2018

Angus joined Hilton in 2018 and has extensive knowledge and experience in public companies and the food and retail sectors with an MA in natural sciences and PhD from the University of Cambridge. He has held numerous executive and non-executive roles across a range of industry sectors including Mars, BT, Abbey National and WPP. Angus is currently Non-Executive Chairman at McColl's Retail Group plc and Co-Chairman of Direct Wines Ltd and was formerly Chief Executive of the Professional Cricketers' Association, Non-Executive Director and Senior Independent Director of Punch Taverns plc and Non-Executive Director of TDC A/S (Denmark).

Reappointment and remuneration of auditors (Resolutions 10 and 11)

Resolution 10 proposes the reappointment of PricewaterhouseCoopers LLP as auditors of the Company. Resolution 11 authorises the Directors to set their remuneration.

Declaration of a dividend (Resolution 12)

A final dividend can only be paid after the shareholders at a general meeting have approved it. A final dividend of 15.8 pence per Ordinary Share is recommended by the Directors for payment to shareholders who are on the register of members at the close of business on 31 May 2019. If approved, the date of payment of the final dividend will be 28 June 2019.

Hilton Food Group Long-Term Incentive Plan 2019 (Resolution 13)

Resolution 13 seeks authority from shareholders to adopt and operate the Hilton Food Group Long-Term Incentive Plan 2019 for a period of 10 years from the Annual General Meeting in 2019. The Hilton Food Group Long-Term Incentive Plan 2019 is a revised and updated version of the previous long-term incentive plan which has been operated by the Company for senior executives since it was initially approved by shareholders at the Annual General Meeting in 2012.

A summary of the principal terms of the Hilton Food Group Long-Term Incentive Plan 2019 is set out at Appendix A to this notice of meeting. A copy of the Hilton Food Group Long-Term Incentive Plan 2019 will be available for inspection at the place of the Annual General Meeting for at least 15 minutes before and during the meeting.

The terms of the long-term incentive plan approved in 2012 will continue in force in relation to awards already granted.

Hilton Food Group 2019 UK Sharesave Scheme (Resolution 14)

The Sharesave Scheme approved by the Company in 2008 (the "2008 Sharesave Scheme") came to the end of its ten-year life in 2018 and automatically terminated.

Resolution 14 proposes that a new Sharesave Scheme be approved in order for awards to be granted for a ten-year period from the date of the Annual General Meeting in 2019. The rules of new Hilton Food Group 2019 UK Sharesave Scheme are based on the rules of the 2008 Sharesave Scheme and a limited number of amendments have been made in order to reflect recent changes in legislation.

A summary of the principal terms of the Hilton Food Group 2019 UK Sharesave Scheme is set out in Appendix B to this notice of meeting. A copy of the Hilton Food Group 2019 UK Sharesave Scheme will be available for inspection at the place of the Annual General Meeting for at least 15 minutes before and during the meeting.

The proposal to adopt the Hilton Food Group 2019 UK Sharesave Scheme demonstrates the Company's commitment to encouraging employee share ownership as it allows employees to identify more closely with the interests of shareholders and also to give employees the opportunity to participate in the shareholder value they create.

Directors' authority to allot shares (Resolution 15)

The purpose of resolution 15 is to renew the Directors' authority to allot shares.

The authority in paragraph (a) will allow the Directors to allot new shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company up to a nominal value of £2,720,049 (27,200,490 ordinary shares), which is equivalent to approximately one-third of the total issued Ordinary Share capital of the Company as at the date of this notice. There is no present intention of exercising this general authority.

The authority in paragraph (b) will allow the Directors to allot new shares or to grant rights to subscribe for or convert any security into shares in the Company only in connection with a pre-emptive rights issue up to an aggregate nominal value of £5,440,098 (54,400,980 ordinary shares), which is equivalent to approximately two-thirds of the Company's issued share capital as the date of this notice (inclusive of the nominal value of £2,720,049 sought under paragraph (a) of the resolution). This is in line with corporate governance guidelines. There is no present intention to exercise this authority.

As at the date of this notice the Company did not hold any shares in treasury.

If the resolution is passed, the authority will expire on the earlier of the date which is 15 months after the date of the resolution and the end of next Annual General Meeting of the Company in 2019.

Disapplication of pre-emption rights (Resolutions 16 and 17)

If the Directors wish to allot new shares or grant rights over shares or sell treasury shares for cash (other than pursuant to an employee share scheme), company law requires that these shares are first offered to existing shareholders in proportion to their existing holdings. There may be occasions, however, when the Directors will need the flexibility to finance business opportunities by the issue of Ordinary Shares without a pre-emptive offer to existing shareholders.

This cannot be done unless the shareholders have first waived their pre-emption rights.

Resolution 16 asks the shareholders to do this and, apart from rights issues or any other pre-emptive offer concerning equity securities or the grant of share options, the authority will be limited to the issue of shares for cash up to a maximum number of 4,080,073 (which includes the sale on a non pre-emptive basis of any shares held in treasury), which is equivalent to approximately 5% of the Company's issued ordinary share capital as at the date of this notice.

Resolution 16 also seeks a disapplication of the pre-emption rights on a rights issue or other pre-emptive issue so as to allow the Directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which, for example, might arise with overseas shareholders.

Your Board intends to adhere to the guidance issued by the Investment Association (as updated in July 2016), the Pre-Emption Group's Statement of Principles (as updated in March 2015) (the "Statement of Principles") and the template resolutions published by the Pre-Emption Group in May 2016.

The Directors therefore seek an additional authority under resolution 17 to issue shares for cash on a non-pre-emptive basis up to a maximum number of 4,080,073 (which includes the sale on a non pre-emptive basis of any shares held in treasury), which is equivalent to approximately 5% of the Company's issued ordinary share capital as at the date of this notice, if 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 determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles.

If given, the authorities contained in resolutions 16 and 17 will expire at the conclusion of the next Annual General Meeting of the Company in 2020 or, if earlier, the date which is 15 months after the passing of the resolutions.

Authority to purchase own shares (Resolution 18)

In certain circumstances, it may be advantageous for the Company to purchase its own shares and resolution 18 seeks the authority from shareholders to continue to do so. The Directors will continue to exercise this power only when, in the light of market conditions prevailing at the time, they believe that the effect of such purchases will be to increase earnings per share and is in the best interests of shareholders generally. Other investment opportunities, appropriate gearing levels and the overall position of the Company will be taken into account when exercising this authority.

Any shares purchased in this way will be cancelled and the number of shares in issue will be reduced accordingly, save that the Company may hold in treasury any of its own shares that it purchases pursuant to the Act and the authority conferred by this resolution. This gives the Company the ability to re-issue treasury shares quickly and cost-effectively and provides the Company with greater flexibility in the management of its capital base. It also gives the Company the opportunity to satisfy employee share scheme awards with treasury shares. Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of the shares. Further, no dividend or other distribution of the Company's assets may be made to the Company in respect of the treasury shares.

The resolution specifies the maximum number of Ordinary Shares that may be acquired (approximately 10% of the Company's issued Ordinary Share capital as at the date of this notice) and the maximum and minimum prices at which they may be bought.

As at the date of this notice there are no warrants or options over shares in the capital of the Company.

Resolution 18 will be proposed as a special resolution to provide the Company with the necessary authority. If given, this authority will expire at the conclusion of the next Annual General Meeting of the Company in 2020 or, if earlier, the date which is 15 months after the date of passing of the resolution.

The Directors intend to seek renewal of this power at subsequent annual general meetings.

General meetings: length of notice (Resolution 19)

The Act requires that the notice period for general meetings of a listed company is 21 days unless certain requirements are satisfied, including that shareholders approve a shorter notice period for meetings (other than annual general meetings), which cannot be less than 14 clear days.

At the Annual General Meeting held in 2018, shareholders approved a notice period for general meetings (other than annual general meetings) of not less than 14 clear days effective until this year's annual general meeting. This resolution is proposed to allow the Company to continue to call general meetings (other than annual general meetings) on 14 clear days' notice. The directors believe it is in the best interests of the shareholders of the Company to preserve the shorter notice period. It is intended that this shorter notice period would not be used as a matter of routine for general meetings, but only where the flexibility is merited by the business of the meeting and is thought to be in the best interests of the shareholders as a whole. Should this resolution be approved, the approval will be effective until the end of the next annual general meeting in 2020, when it is expected that a similar resolution will be proposed. Under the Act, in order to be able to call a general meeting on less than 21 clear days' notice, the company must make a means of electronic voting available to all shareholders.

Appendix A

Summary of the main provisions of the Hilton Food Group plc 2019 Long-Term Incentive Plan 2019

Operation

The Remuneration Committee of the Board of Directors of the Company (the "Committee") will supervise the operation of the LTIP.

Eligibility

Any employee (including an Executive Director) of the Company and its subsidiaries will be eligible to participate in the LTIP at the discretion of the Committee.

Grant of awards

The Committee may grant an award in one of two forms:

- (i) nil or nominal cost options, where a participant can decide when to exercise his/her award over ordinary shares in the Company ("Shares") during a limited period of time after it has vested; or
- (ii) a conditional award, where a participant will receive free Shares on the vesting of his/her award.

The Committee may allow awards to be settled in cash where it is appropriate to do so.

The Committee may normally grant awards to acquire Shares within six weeks following: (i) the date on which the LTIP is approved by shareholders; (ii) the Company's announcement of its results for any period; or (iii) the lifting of restrictions on dealing in Shares that prevented grant of awards under (i) or

(ii) The Committee may also grant awards when there are exceptional circumstances which the Committee considers justifies the granting of awards.

An award may not be granted more than ten years after shareholder approval of the LTIP.

No payment is required for the grant of an award. Awards are not transferable, except on death. Awards are not pensionable.

Individual limit

An employee may not receive awards in any financial year over Shares having a market value in excess of 175% of his annual base salary in that financial year.

If the Committee is prevented from making an award to an individual in a financial year as a result of share dealing restrictions, the unused individual limit for that year will carry forward and be available as additional capacity to make awards in a subsequent financial year when the grant of awards is permitted.

Overall LTIP limits

The LTIP may operate over new issue Shares, treasury Shares or Shares purchased in the market.

In any ten year period, the Company may not issue (or grant rights to issue) more than 10% of the issued ordinary share capital of the Company under the LTIP and any other employee share plan adopted by the Company. Treasury Shares will count as new issue Shares for the purposes of these limits unless institutional investors decide that they need not count.

Performance conditions

The vesting of awards granted to Executive Directors and other senior executives will be subject to performance conditions set by the Committee. Awards may be granted to other, less senior, employees without performance conditions being imposed.

The Committee has discretion to reduce the level of vesting implied by a performance condition if it considers it appropriate, having regard to such factors as it considers relevant, including the performance of the Company, any individual or business.

The Committee may also vary any performance condition applying to existing awards if an event has occurred which causes the Committee to consider that it would be appropriate to amend the performance condition, provided the Committee considers the varied condition is fair and reasonable and not materially less challenging than the original condition would have been but for the event in question.

Vesting of awards

Awards normally vest three years after grant to the extent that the applicable performance condition has been satisfied and provided the participant is still employed in the Company's group. Awards granted as nil (or nominal cost) options are then normally exercisable up until the tenth anniversary of grant unless they lapse earlier.

Leaving employment

As a general rule, an award will lapse upon a participant ceasing to hold employment or be a director within the Company's group at any time for any reason other than those relating to good leavers before the normal vesting date other than death or the participant's death on or after the normal vesting date.

However, if a participant ceases to be an employee or a director because of his ill-health, injury, disability, retirement, redundancy, his employing company or the business for which he works being sold out of the Company's group, or in other circumstances at the discretion of the Committee, then his award will vest on the date when it would have vested if he had not ceased such employment or office, subject to: (i) the extent to which any performance condition has been satisfied at that time; and (ii) the pro-rating of the award to reflect the period of time between its grant and the date of cessation of employment. The Committee can decide not to pro-rate an award if it regards it as inappropriate to do so in the particular circumstances.

If a participant ceases to be an employee or director in the Company's group for one of the "good leaver" reasons specified above, the Committee can decide that his award will vest on the date of cessation of employment or office, subject to (i) the extent to which the performance condition has been satisfied; and (ii) the pro-rating of the award by reference to the time of cessation as described above.

If a participant ceases to be an employee or director in the Company's group because of his death, then his award will vest on a similar basis as would apply in the case of a "good leaver", as described above.

In the case of "good leavers", awards structured as nil (or nominal) cost options will be exercisable for a period of 12 months from the date of vesting. If a "good leaver" holds options which have already vested (but which have not been exercised) on the date of cessation of employment, these will remain exercisable for 12 months from the date of cessation.

Corporate events

In the event of a takeover or winding up of the Company (not being an internal corporate reorganisation) all awards will vest early subject to: (i) the extent that any performance condition has been satisfied at that time; and (ii) the pro-rating of the awards to reflect the reduced period of time between their grant and vesting. The Committee can decide not to pro-rate an award if it regards it as inappropriate to do so in the particular circumstances.

In the event of an internal corporate reorganisation awards will be replaced by equivalent new awards over shares in a new holding company unless the Committee decides that awards should vest on the basis which would apply in the case of a takeover.

If a demerger, special dividend or other similar event is proposed which, in the opinion of the Committee, would affect the market price of Shares to a material extent, then the Committee may decide that awards will vest on the basis which would apply in the case of a takeover, as described above.

Malus and clawback

The Committee retains a power to recoup the value of unvested and previously vested awards from an individual within the period up to and 3 years from the date of vesting of an award, if it considers it appropriate to do so. The Committee may choose to exercise this power in the following circumstances:

- a material misstatement of the financial results of any company in the Company's group;
- the assessment or calculation of a performance condition which was based on an error or inaccurate or misleading information or assumptions that directly or indirectly led to an award vesting to a greater degree than would have been the case had that error not been made;
- the summary dismissal of the participant (or circumstances warranting summary dismissal as a result of gross misconduct);
- the Company becomes insolvent and the Committee shall have regard to the circumstances and contribution of the individual to such event; or
- other circumstances which would, in the opinion of the Committee, have a sufficiently significant impact on the reputation of any company in the Company's group.

The Committee may require the satisfaction of the clawback by way of a reduction in the vesting, or size of, any other award or bonus and/or a requirement to make a cash payment.

Participants' rights

Awards will not confer any shareholder rights until the awards have vested or the options have been exercised and the participants have received their Shares.

The Committee may allow the number of Shares comprised in an award to be increased in respect of an amount equivalent to the dividends that would have been paid on the Shares vesting under the awards between the time when the awards were granted and the time when they vest (and assuming reinvestment in Shares on the relevant ex dividend dates).

Rights attaching to Shares

Any Shares allotted when an award vests or is exercised will rank equally with Shares then in issue (except for rights arising by reference to a record date prior to their allotment).

Variation of capital

In the event of any variation of the Company's share capital or in the event of a demerger, payment of a special dividend or similar event which materially affects the market price of the Shares, the Committee may make such adjustment as it considers appropriate to the number of Shares subject to an award and/or the exercise price payable (if any).

Alterations to the LTIP

The Committee may, at any time, amend the LTIP in any respect, provided that the prior approval of shareholders is obtained for any amendments that are to the advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of Shares or the transfer of treasury Shares, the basis for determining a participant's entitlement to, and the terms of, the Shares or cash to be acquired and the adjustment of awards.

The requirement to obtain the prior approval of shareholders will not, however, apply to any minor alteration made to benefit the administration of the LTIP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Company's group. Shareholder approval will also not be required for any amendments to any performance condition applying to an award.

Overseas plans

The shareholder resolution to approve the LTIP will allow the Board to establish further plans for overseas territories, any such plan to be similar to the LTIP, but modified to take account of local tax, exchange control or securities laws, provided that any Shares made available under such further plans are treated as counting against the limits on individual and overall participation in the LTIP.

Appendix B**Summary of the main provisions of the Hilton Food Group plc Sharesave Scheme following the proposed amendments (the "Scheme")**

Under the Scheme, employees of the Company may be granted options to acquire shares in the Company ("Shares"). To take part in the Scheme employees must save a certain amount each month which will be used to purchase the Shares subject to the option.

General

The Scheme will be administered by the Board and is designed to qualify for tax-advantaged status under Schedule 3 of the Income Tax (Earnings and Pensions) Act 2003 ("Schedule 3").

Eligibility

Any individual who is an Executive Director (working not less than 25 hours per week) or an employee of the Company or any of its designated participating subsidiaries who have completed a qualifying period of service (of a length to be decided by the Board in relation to each grant but which shall not be more than 5 years) shall be eligible to take part in the Scheme. The Board also have the discretion to allow other employees to participate. No options shall be granted to any person who has ceased to be an eligible employee at the time of grant.

Structure of the Scheme

Invitations for the grant of options may generally only be issued within the period of 6 weeks following: (i) the announcement of the Company's interim or final financial results; or (ii) if a new savings contract prospectus is announced by HMRC; or (iii) at any other time if the Board considers there are sufficiently exceptional circumstances.

Employees' applications for options must be received by a set date (to be between 14 and 25 days after the invitation is made). Options will only be granted to employees who enter into a HM Revenue & Customs approved savings arrangement under which monthly savings of between £5 and £500 are made for a period of three or five years.

The number of Shares over which an option shall be granted shall be deemed to be the largest whole number of Shares which can be acquired at the option price on maturity of the related savings arrangement (including any interest or the bonus payable).

The invitation shall state the price per Share payable upon the exercise of options. Such price will be determined by the Board, but shall not be less than the higher of 80 per cent. of the market value of the Shares preceding the date on which invitations to apply for options were issued or, if Shares are to be subscribed, their nominal value.

Options may not normally be granted later than 30 days after the option price becomes fixed (or 42 days where there is an over subscription for options).

No options may be granted under the Scheme more than 10 years after the Scheme has been approved by the Company or at any earlier time if approved by the Board or by ordinary resolution of the Company's shareholders.

An option granted under the Scheme may be satisfied by newly issued, existing or treasury Shares.

Limits on the grant of options

In any ten year period, the Company may not issue (or grant rights to issue) more than 10 per cent. of the issued ordinary share capital of the Company under the Scheme and any other employee share plan adopted by the Company or a subsidiary. Shares subject to options that have lapsed or been surrendered are excluded when calculating this limit.

Exercise and lapse of options

Options shall be exercisable for 6 months following the date on which repayments are due under the savings arrangement (the "Bonus Date").

Options will lapse if not exercised within 6 months of the Bonus Date, unless the employee has died before the Bonus Date, in which case the option shall not lapse until 12 months after the date of the employees' death. If the employee dies within 6 months of the Bonus Date then the options shall be exercisable for 12 months from the Bonus Date. If any of the circumstances, including but not limited to, the passing of an effective resolution, or the making of an order by the Court, for the winding up of the Company or the participant being deprived of the legal or beneficial ownership of the options by operation of law occur before the time limit mentioned above, the options will also lapse.

Early exercise of options is permitted within 6 months of leaving employment in the following circumstances:

- the option holder has died or ceased to be employed by reason of injury, disability, redundancy, retirement or where the option holders' employer ceases to be under the control of the Company.
- pregnancy of the option holder or if such cessation of employment is more than three years from the date the option was granted.

In all other cases any unexercisable options shall lapse on the employee ceasing employment.

Shares shall be issued or transferred to a participant within 28 days of the exercise of the option. The Company shall apply to have any issued Shares listed on the London Stock Exchange as soon as practical after their allotment.

Rights attaching to Shares

Options will not confer any shareholder rights until the options have been exercised and the participants have received their Shares.

Any Shares allocated when an option is exercised will rank equally with Shares then in issue except for any rights arising by reference to a record date preceding the date of allotment.

Corporate Events

Options may be exercised within 6 months of the event of a takeover, scheme of arrangement or winding up of the Company. On a takeover the participant may exchange their option for an option to hold shares in the company which is purchasing the Company's Shares.

Options shall lapse on an effective resolution or Court order for the winding up of the Company.

Variation of Capital

In the event of any variation in the share capital the Board may make such adjustments as it considers appropriate to the number of Shares under option or the exercise price, save that the exercise price shall not be reduced below the nominal value of the Share except if certain requirements are fulfilled by the Company.

Any adjustment may be made in such manner as the Board determines to be appropriate provided that the total option exercise price (which must not exceed the expected proceeds of the related savings contract at the bonus date) and the total market value of Shares under option must remain substantially the same.

Alterations to the Scheme

The Board may at any time amend the provisions of the Scheme in any respect provided that no amendment may be made to the Scheme that is to the advantage of the participants without the prior approval of the shareholders by ordinary resolution (except for minor amendments to benefit the administration of the Scheme, to take account of a change of legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants in the Scheme or for the Company operating the Scheme or the members of its group).

No alteration shall be made to the Scheme (except where it is required in order to maintain tax-advantaged status under Schedule 3) which would adversely affect the rights of a participant unless it is made with the consent in writing of such number of participants as hold options amounting to 75 per cent. of the Shares which would be issued or transferred if all options under the Scheme were exercised or 75 per cent. of the eligible participants vote for such alteration in person or by proxy.