

# ATTENDANCE CARD

General Meeting  
6 November at 10 a.m.

Hilton Food Group plc (“Company”)  
2-8 The Interchange Latham Road  
Huntingdon  
Cambridgeshire  
PE29 6YE  
Registered number: 06165540

To be held at:  
2-8 The Interchange, Latham Road,  
Huntingdon, Cambridgeshire  
PE29 6YE

**Before completing this form, please read the explanatory notes overleaf.**

**You can submit your form of proxy electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the Voting ID, Task ID and Shareholder Reference Number provided above.**

If you attend the Meeting, please sign this Attendance Card and hand it in on arrival. Please read the attendance notes overleaf.

SRN

## FORM OF PROXY

+ HILTON FOOD GROUP PLC  
General Meeting

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Voting ID

Task ID

Shareholder Reference number

I/We being (a) member(s) of the Company appoint the Chairman of the General Meeting OR the following person (see notes 1 and 2)

Name of Proxy

Multiple Proxies  
(see note 2)

Number of shares

as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held at 10 a.m. on 6 November 2017 and at any adjournment of the General Meeting.

I/We direct my/our proxy to vote on the following resolution as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.

### Ordinary Resolutions

(the full text of the resolutions are set out in the Notice of Meeting).

1. To approve the Acquisition and authorise the Directors to take all such actions necessary to effect the Acquisition.
2. To authorise the Directors to allot relevant securities pursuant to the Placing Agreement up to an aggregate nominal amount of £735,000.00, being equal to 7,350,000 Ordinary Shares.

	For	Against	Vote Withheld
1.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
2.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

### Special Resolution

3. To authorise the Directors to issue and allot the 7,350,000 Ordinary Shares referred to in Resolution 2, pursuant to the Placing Agreement on a non-pre-emptive basis.

3.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
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+ Signature

Date

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## Notes to the proxy form

1. You are entitled to appoint a proxy or proxies, who need not be a member of the Company or the chairman, to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. If you wish to appoint a person other than the chairman, please insert the name of your chosen proxy holder in the space provided. If no name is inserted in the space provided, the chairman of the meeting will be deemed to be your proxy. You must follow the appointment procedures set out in these notes.
2. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to a different share or shares. Please indicate by ticking the box provided if the instruction is one of multiple instructions being given. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement. If you appoint more than one proxy, additional proxy forms may be obtained from the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA or you may photocopy this form. All forms must be signed and should be returned together in the same envelope.
3. For the resolution, please indicate with an "X" in the box provided how you wish your votes to be cast on the resolution. In the absence of instructions, the proxy may vote or abstain from voting as he thinks fit. Unless instructed otherwise, the proxy may also vote or abstain from voting as he thinks fit on any other business which may properly come before the meeting.
4. Completion and return of this proxy form will not preclude you from attending the meeting and voting in person.
5. If you appoint a proxy to vote on your behalf at this general meeting, your voting rights will revert to you at the conclusion of the general meeting or any adjournment of it.
6. To be valid, this proxy form must be signed, dated and lodged, together with the original power of attorney or other written authority (if any) (or a duly certified copy of such power or authority), no later than 48 hours (excluding non-business days) before the start of the meeting with the Company's registrar Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.
7. If a member is a company, this proxy form must be executed under its common seal (or such form of execution as has the same effect) or executed on its behalf by a duly authorised officer of the company or an attorney for the company. A copy of the authorisation of such officer or attorney must be lodged with this proxy form.
8. CREST members who wish to appoint or instruct a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. Please see the notes to the accompanying notice of general meeting for further information on proxy appointment through CREST.
9. In the case of joint holders, any one holder may sign the form of proxy but all the names of the joint holders should be stated on this proxy form. The vote of the most senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names of the joint holders stand in the register of members of the Company in respect of the joint holding (the first-named being the most senior).
10. If more than one valid proxy appointment is returned in respect of the same shares, the appointment received last by the Company's registrars before the latest time for the receipt of proxies (as set out in note 6) will take precedence.
11. For details of how to change proxy instructions or revoke your proxy appointment see the notes to the notice of meeting. Any alterations made to this form should be initialled.  
If you have any queries completing this form please contact our shareholder helpline on 0371 384 2030 if calling within the United Kingdom or +44 121 415 7047 if calling from outside the United Kingdom or write to the Company's registrar Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA