



Freepost RTHJ-CLLL-KBKU
Equiniti
Aspect House
Spencer Road
LANCING
BN99 8LU

HILTON FOOD GROUP PLC Form of Proxy

For use at the Annual General Meeting to be held at The Old Bridge Hotel, 1 High Street, Huntingdon, Cambridgeshire PE29 3TQ on Tuesday 12 May 2015 at 12:00 p.m.

Before completing this form, please read the explanatory notes overleaf

[Name and address of shareholder]

I/We, being [a] member[s] of Hilton Food Group plc (the "**Company**"), hereby appoint the chairman of the meeting OR (see notes 1 and 2)

No. of shares authorised

as my/our proxy to attend, speak and vote for me/us on my/our behalf, as indicated below, at the Annual General Meeting of the Company to be held at 12:00 p.m. on Tuesday 12 May 2015 and at any adjournment of the meeting.

I/We have indicated with an 'X' in the appropriate spaces how I/we wish my/our votes to be cast on the resolutions set out below and direct that my/our proxy will vote (or abstain from voting) as he thinks fit on any other matters which may properly come before the annual general meeting (or any adjournment of it).

Please tick here if this proxy appointment is one of multiple appointments being made. For the appointment of more than one proxy, please refer to note 1.

RESOLUTION (Please indicate with an "X" in the box provided how you wish to vote)	FOR	AGAINST	WITHHELD	DISCRETIONARY
1. Receive and adopt the financial statements for the 52 weeks ended 28 December 2014				
2. Receive, adopt and approve the Directors' remuneration report contained within the financial statements of the Company for the 52 weeks ended 28 December 2014				
3. Re-elect Sir David Nash as a Director				
4. Re-elect Mr Philip Heffer as a Director				
5. Reappoint PricewaterhouseCoopers LLP as auditors and authorise the Directors to fix their remuneration				
6. Declare a final dividend				
7. Authorise the Directors to allot shares (section 551 Companies Act 2006)				
8. Special resolution – disapplication of pre-emption rights (section 570 Companies Act 2006)				
9. Special resolution – authorise the Company to purchase shares in the Company				
10. Special resolution – authorise the calling of a general meeting other than an Annual General Meeting on not less than 14 clear days' notice				

Signature

Date

PLEASE COMPLETE THIS FORM AND RETURN IT TO EQUINITI LIMITED, ASPECT HOUSE, SPENCER ROAD, LANCING, WEST SUSSEX BN99 6DA, FOLLOWING THE INSTRUCTIONS SET OUT BELOW, TO ARRIVE NO LATER THAN 12:00 P.M. ON FRIDAY 8 MAY 2015.

Notes for completion of the proxy form

- 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.
- 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 Equiniti Limited, on 0871 384 2030. Calls to this number cost 8p per minute plus network extras. Lines open 8:30 a.m. to 5:30 p.m., Monday to Friday (international callers: +44 121 415 7047) or you may photocopy this form. All forms must be signed and should be returned together in the same envelope.
- For each resolution, please indicate with an 'X' in the box provided how you wish your votes to be cast on each resolution. In the absence of instructions, or if you complete the box in the column marked 'Discretionary', 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. The 'Withheld' option is provided to enable you to abstain on any particular resolution. It should, however, be noted that it is not a vote in law and will not be counted in the proportion of the votes 'For' and 'Against' a resolution.
- Completion and return of this proxy form will not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- If you appoint a proxy to vote on your behalf at this Annual General Meeting, your voting rights will revert to you at the conclusion of the Annual General Meeting or any adjournment of it.
- To be valid, this proxy form must, subject to notes 9 and 10 below, 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 12:00 p.m. on Friday 8 May 2015 (or 48 hours excluding non-working days before the adjourned meeting at which the person named on the form is proposed to vote) with the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.
- 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.
- 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 Annual General Meeting for further information on proxy appointment through CREST.
- 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).
- 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.
- The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ("**nominated persons**"). Nominated persons may have a right under an agreement with the registered Shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
- 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.
- You may not use any fax number or email address or other electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.

If you have any queries completing this form please contact Equiniti Limited, on 0871 384 2030. Calls to this number cost 8p per minute plus network extras. Lines open 8:30 a.m. to 5:30 p.m., Monday to Friday (international callers: +44 121 415 7047).