

BUSINESS REPLY SERVICE
Licence No. SEA10846

Equiniti
Aspect House
Spencer Road
Lancing
West Sussex
BN99 6ZL

10. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent, Equiniti Limited, by 12:00 p.m. on 26 May 2009. See the notes to the accompanying notice of annual general meeting for further information on proxy appointment through CREST.
11. 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. If more than one of the joint holders purports to appoint a proxy, the appointment submitted by the most senior holder will be accepted to the exclusion of the appointment(s) of the other joint holder(s), seniority being 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).
12. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
13. Any alterations made to this form should be initialled.

If you have any queries completing this form please contact Equiniti Limited on telephone number 0871 384 2030 (international callers: +44 121 415 7047).

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 Thursday 28 May 2009 at 12:00 p.m.

Before completing this form, please read the explanatory notes [below and overleaf]

[Name and address of shareholder with reference details]

I/We, being [a] member[s] of Hilton Food Group plc (the "Company"), hereby appoint the chairman of the meeting or (see note 3)

as my/our proxy (see note 4) to attend, speak and vote for me/us on my/our behalf at the annual general meeting of the Company to be held at 12:00 p.m. on 28 May 2009 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 and direct the proxy to vote as indicated.

If this form is signed and returned without any indication as to how my/our proxy shall vote, my/our proxy may exercise his or her discretion as to both how he or she votes (including as to any amendments to the resolutions) and whether or not he or she abstains from voting.

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 meeting.

RESOLUTION

(Place X in appropriate box)

	FOR	AGAINST	WITHHELD
Ordinary business			
1. To receive and adopt the annual accounts and reports, being the financial statements of the Company for the financial year ended 31 December 2008 and the reports of the Directors and auditors			
2. To declare a final dividend of 5.74 pence per share on each of the Company's ordinary shares for the financial year ended 31 December 2008			
3. To re-elect Mr. Philip Heffer, who retires by rotation and offers himself for re-appointment by general meeting, as a Director of the Company			
4. To re-elect Mr. Colin Patten, who retires by rotation and offers himself for re-appointment by general meeting, as a Director of the Company			
5. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company and to authorise the Directors to determine the auditors' remuneration			
6. To receive, adopt and approve the Directors' remuneration report for the year ended 31 December 2008			
Special business			
7. To authorise the Directors to allot shares pursuant to section 80 of the Companies Act 1985 (the "Act"), subject to the provisions as set out in the notice			
8. To authorise the Directors to allot shares pursuant to section 95 of the Act as if section 89(1) of the Act did not apply, subject to the provisions as set out in the notice			
9. To authorise the Company to make one or more market purchases of ordinary shares in the Company, subject to the provisions as set out in the notice			
10. To authorise the Company to call a general meeting other than an annual general meeting on not less than 14 days' clear notice			

Please tick here if this proxy appointment is one of multiple appointments being made

Signature

Date

Notes for completion of the proxy form

- As a member of the Company you are entitled to appoint another person as your proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You must follow the appointment procedures set out in these notes.
- Completion and return of this proxy form or appointment of a proxy electronically using the CREST electronic proxy appointment service 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.
- A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box above on page 4, the chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
- 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 the annual general meeting.
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. To appoint more than one proxy, please insert the name of each proxy to be appointed in the box above on page 4 and insert in brackets after each name the number of shares in respect of which each respective proxy is appointed.
- To direct your proxy how to vote on the resolutions, please indicate how you wish your votes to be cast by placing 'X' in the appropriate column. To abstain from voting on a resolution, select the relevant "Vote withheld" box. Please note that a vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. No specific direction as to how you wish your vote to be cast is given, your proxy may vote or abstain, at his or her discretion. On any other business which is put before the meeting (including a motion to adjourn the meeting or to amend a resolution) the proxy will vote (or abstain from voting) at his or her discretion.
- To be valid, this proxy form must, subject to note 10 below, be:
 - completed and signed;
 - sent or delivered to the office of the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6ZL; and
 - received by Equiniti Limited no later than 12:00 p.m. on 26 May 2009.
- 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.
- If this proxy form is executed under a power of attorney or any other authority the original power or authority (or a duly certified copy of such power or authority) must be lodged together with this proxy form.