

Attendance Card

Annual General Meeting to be held at
Hilton Food Group plc, 2-8 The Interchange,
Latham Road, Huntingdon,
Cambridgeshire PE29 6YE
on Thursday, 21 May 2020 at 1:00 p.m



If you wish to attend the meeting please detach this card at the perforation, sign it and hand it in on your arrival. This will facilitate your admission.

Signature

Date

Hilton Food Group plc Form of Proxy

For use at the annual general meeting to be held at Hilton Food Group plc, 2-8 The Interchange, Latham Road, Huntingdon, Cambridgeshire PE29 6YE on Thursday, 21 May 2020 at 1:00 p.m

Before completing this form, please read the explanatory notes overleaf

Voting

Task ID

Shareholder Reference Number

You can submit your proxy electronically at www.sharevote.co.uk using the numbers above

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)

Name of proxy:

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 1:00 p.m. on Thursday, 21 May 2020 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.

Resolutions

(Please indicate with an 'X' in the box provided how you wish to vote)

	For	Against	Withheld	Discretionary
1 Ordinary resolution – Receive and adopt the financial statements for the year ended 29 December 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ordinary resolution – Receive, adopt and approve the Directors' remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ordinary resolution – Elect Rebecca Shelley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ordinary resolution – Re-elect Robert Watson OBE as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ordinary resolution – Re-elect Philip Heffer as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Ordinary resolution – Re-elect Nigel Majewski as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Ordinary resolution – Re-elect Christine Cross as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Ordinary resolution – Re-elect John Worby as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Ordinary resolution – Re-elect Dr Angus Porter as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolutions

(Please indicate with an 'X' in the box provided how you wish to vote)

	For	Against	Withheld	Discretionary
10 Ordinary resolution – Re-appoint PricewaterhouseCoopers LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 Ordinary resolution – Authorise the Audit Committee to determine the auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 Ordinary resolution – To declare a final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 Ordinary resolution – Authorise the directors to allot shares (section 551 Companies Act 2006)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 Special resolution – disapplication of pre-emption rights (section 570 Companies Act 2006)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15 Special resolution – further disapplication of pre-emption rights (section 570 Companies Act 2006)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16 Special resolution – authorise the Company to purchase shares in the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17 Special resolution – Adopt articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18 Special resolution – reduce notice periods for general meetings other than AGMs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

PLEASE COMPLETE THIS FORM AND RETURN IT TO EQUINITY LIMITED, FOLLOWING THE INSTRUCTIONS SET OUT BELOW, TO ARRIVE NO LATER THAN 1:00 PM ON TUESDAY, 19 MAY 2020.

Notes for completion of 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 Equiniti Limited, on 0371 384 2030. Lines are open 8:30 am to 5:30 pm, 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.
3. 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 'Vote 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.
4. 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.
5. You may only appoint a proxy using the procedures set out in these notes. Documents or information relating to the appointment of a proxy can also be sent electronically by logging onto www.sharevote.co.uk. You may not use any electronic address provided either in the Proxy Form or any related documents, including the Notice of Meeting, to communicate with the Company for any purposes other than those expressly stated. Please note that your instruction must be received by no later than 1:00 pm on Tuesday, 19 May 2020.
6. 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.
7. 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 1:00 p.m. Tuesday, 19 May 2020 (or 48 hours 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.
8. 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.
9. 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.
10. 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).
11. 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.
12. 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.
13. 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.
14. 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 Equinity Limited, on 0371 384 2030. Lines are open 8:30 am to 5:30 pm, Monday to Friday (international callers: +44 121 415 7047).