

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 Monday 24 May 2021 at 12:00 p.m. to be held and broadcast from Hilton Food Group plc, 2-8 The Interchange, Latham Road, Huntingdon, Cambridgeshire PE29 6YE is set out on pages 4 and 5 of this document.

If you have sold or otherwise transferred all of your ordinary shares in Hilton Food Group plc (the "**Company**"), you should send this document, together with the accompanying documents, to the purchaser or transferee of these shares, or to the person through whom the sale or transfer was arranged for transmission to the purchaser or transferee.

To be valid, paper 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 (the "**Registrar**") 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). You can also submit voting instructions electronically in advance of the meeting in accordance with the instructions set out in this document.



Hilton Food Group plc
(incorporated and registered in England under number 06165540)
2-8 The Interchange, Latham Road, Huntingdon, Cambridgeshire PE29 6YE England
Tel: +44 (0) 1480 387214 / Fax: +44 (0) 1480 387241

23 April 2021

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 will be held and broadcast from Hilton Food Group plc, 2-8 The Interchange, Latham Road, Huntingdon, Cambridgeshire PE29 6YE on Monday 24 May 2021 at 12:00 p.m. The formal Notice of AGM can be found on pages 4 and 5 of this document.

Explanatory notes on all the business to be considered at this year's AGM appear on pages 6 to 10 of this document.

Our preference would have been to welcome shareholders in person to our AGM, particularly given the constraints we faced in 2020 due to the outbreak of the COVID-19 pandemic. However, given the continuing UK government legislation and guidance regarding social contact and public gatherings (as well as being mindful of safeguarding everyone's health and wellbeing), shareholders will not be able to attend this year's AGM in person (other than at least one Director and the Company Secretary, who are also shareholders, for administrative purposes).

Our AGM will be held as a hybrid meeting so that shareholders are able to participate in the meeting remotely and submit their voting instructions in a number of ways, both in advance and on the day.

Shareholders are invited to participate in the AGM electronically via a live webcast which you can access by logging on to <https://web.lumiagn.com>. On this website, you can also submit questions and your voting instructions. A step-by-step guide on how to join the meeting electronically and submit your votes and questions can be found on pages 11 and 12 of this document. We strongly encourage you to log on and submit any questions in advance of the meeting (noting that the Lumi website will open an hour before the scheduled time of the AGM).

We are closely monitoring the evolving COVID-19 situation and will continue to have regard to all developments in advance of the meeting. If circumstances should change materially before the date of the meeting, we may adapt our proposed arrangements, working always in accordance with UK government guidelines and being mindful of public health concerns. If the arrangements do change, we will notify any changes as early as possible before the date of the meeting. Shareholders should continue to monitor the Company's website (at www.hiltonfoodgroupplc.com/en/investors/shareholder-meeting-documents) and our announcements for any updates in relation to the meeting.

Proxies and electronic voting

Your vote counts and all shareholders are encouraged to vote either in advance or on the day. There are two ways to submit your voting instructions in advance of the meeting, which are available from the publication date of the Notice of AGM:

- (1) by submitting proxy instructions electronically at www.sharevote.co.uk or by using the service offered by Euroclear UK & Ireland Limited for members of CREST; or
- (2) by completing and returning a paper proxy form.

Paper proxy votes must be received, and proxy instructions submitted electronically must be registered, by no later than 12:00 p.m. on Thursday 20 May 2021.

Voting on all resolutions on the day will be by way of a poll and, for those attending the meeting electronically, the Lumi website will open at 11.00 a.m. on 24 May 2021 for this purpose. From that time, there will be an opportunity to submit questions and votes can be cast via the website once the Chairman has declared the poll open.

Resolution 18 (Interim Dividend in 2018)

I would like to draw your attention in particular to Resolution 18 (Interim Dividend in 2018). The Board has recently become aware of a technical issue in respect of the Company's procedure for the payment of the interim dividend of 5.6 pence per Ordinary Share paid on 30 November 2018 to shareholders on the register of members at the close of business on 2 November 2018 (such dividend being the "2018 Interim Dividend"). Although the Company had sufficient distributable profits to pay the 2018 Interim Dividend at the payment date, interim accounts showing the requisite level of distributable profits had inadvertently not been filed at Companies House when the Company paid the 2018 Interim Dividend, as is required by the Companies Act 2006 (the "Act"). As a result, the 2018 Interim Dividend was paid in technical infringement of the Act and, consequently, the Company may have claims against the shareholders who received the 2018 Interim Dividend to recover the amount paid by way of the dividend. The Company may also have claims against the directors of the Company in office at the time the decision was taken to pay the 2018 Interim Dividend or who are subsequently appointed to the Board.

It is not the intention of the Company that any such claims should be made by the Company. Therefore, in order to regularise the position and put the Company's shareholders and directors so far as possible into the position in which they were always intended to be had the 2018 Interim Dividend been made in accordance with the procedural requirements of the Act, it is proposed that shareholders (other than the Directors who are shareholders) pass a special resolution which, if passed, will ratify the payment of the 2018 Interim Dividend and the appropriation of distributable profits to the payment of the 2018 Interim Dividend, waive any rights of the Company against the shareholders who received the 2018 Interim Dividend, waive any rights of the Company against past, present and future directors in respect of the payment of the 2018 Interim Dividend, and approve the Company entering into deeds of release in favour of such shareholders (the "Shareholders' Deed of Release") and such directors (the "Directors' Deed of Release") (as described in the Explanatory notes on pages 8 to 10 of this document).

In respect of Resolution 18, each of the current Directors of the Company is deemed to be a "related party" of the Company under the Listing Rules published by the Financial Conduct Authority. The entry by the Company into the Directors' Deed of Release constitutes a "smaller related party transaction" under Listing Rule 11.1.10 R. Each of the current Directors and each of their respective associates are precluded from voting on Resolution 18 and each of the Directors has undertaken to abstain, and to take all reasonable steps to ensure that their respective associates abstain, from voting on the Resolution. Further information on Resolution 18 is provided in the Explanatory notes on pages 8 to 10 of this document.

Recommendation

The Board considers that Resolutions 1 to 17 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 Resolutions 1 to 17 as they intend to do in respect of their own beneficial holdings.

The Board considers that Resolution 18 is in the best interests of the Company and its shareholders as a whole and is most likely to promote the success of the Company for the benefit of its shareholders as a whole. Given the interests of the Directors in Resolution 18, the Directors believe that it would be inappropriate for them to make a recommendation to shareholders as to how they should vote on Resolution 18, but the Directors do recommend that shareholders vote on that Resolution. The Directors will not vote on Resolution 18 and have undertaken to take all reasonable steps to ensure that their associates will not vote on it.

Yours faithfully,



Robert Watson OBE
Chairman

Notice of Annual General Meeting

Company number: 06165540

NOTICE IS HEREBY GIVEN that the AGM of Hilton Food Group plc (the "**Company**") will be held and broadcast from Hilton Food Group plc, 2-8 The Interchange, Latham Road, Huntingdon, Cambridgeshire PE29 6YE on Monday 24 May 2021 at 12:00 p.m. for the purposes set out below.

You will be asked to consider and, if thought fit, pass the following resolutions. Resolutions 1 to 13 (inclusive) will be proposed as ordinary resolutions and resolutions 14 to 18 (inclusive) will be proposed as special resolutions.

Ordinary resolutions

1. To receive and adopt the financial statements of the Company for the 53 weeks ended 3 January 2021, together with 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 53 weeks ended 3 January 2021.
3. To re-elect Robert Watson OBE as a Director of the Company.
4. To re-elect Philip Heffer as a Director of the Company.
5. To re-elect Nigel Majewski as a Director of the Company.
6. To re-elect Christine Cross as a Director of the Company.
7. To re-elect John Worby as a Director of the Company.
8. To re-elect Angus Porter as a Director of the Company.
9. To re-elect Rebecca Shelley as a Director of the Company.
10. To reappoint PricewaterhouseCoopers LLP as auditors until the conclusion of the next annual general meeting of the Company.
11. To authorise the Audit Committee to determine the auditor's remuneration.
12. To declare a final dividend of 19.0 pence per ordinary share of 10 pence each in the capital of the Company (the "**Ordinary Shares**") for the financial period ended 3 January 2021, payable to shareholders on the register of members of the Company at the close of business on 4 June 2021.
13. That the Directors be generally and unconditionally authorised for the purposes of Section 551 of 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 £2,731,573; and
 - (b) allot equity securities (as defined in Section 560 of the Act) up to an aggregate nominal amount of £5,463,146 (such amount to be reduced by the nominal amount of any shares allotted or rights granted under paragraph (a) of this resolution 13) 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.

Special resolutions

14. That, subject to the passing of resolution 13 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 13 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 13, 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 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 £409,735.

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.

15. That, subject to the passing of resolution 13 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 14 above, to allot equity securities (within the meaning of Section 560 of the Act) for cash:

- (a) pursuant to the authority conferred by resolution 13 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 £409,735; 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.

16. 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(4) of the Act) of 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 8,194,718;
- (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.

17. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

18. That:

- (a) the payment of the interim dividend of 5.6 pence per Ordinary Share paid on 30 November 2018 to shareholders on the register of members at the close of business on 2 November 2018 (such dividend being the "**2018 Interim Dividend**") and the entries in the audited accounts of the Company for the year ended 31 December 2018 whereby distributable profits of the Company were appropriated to the payment of the Interim Dividend, be and are hereby ratified and confirmed;
- (b) any and all claims which the Company has or may have in respect of the payment of the 2018 Interim Dividend against its shareholders who appeared on the register of members on the relevant record date (or the personal representatives and their successors in title (as appropriate) of such shareholder's estate if he or she is deceased) be waived and released, and that a deed of release in favour of such shareholders (and the personal representatives and their successors in title (as appropriate) of such shareholder's estate if he or she is deceased) be entered into by the Company in the form of the deed produced to the meeting and signed by the Chairman for the purposes of identification;
- (c) any distribution involved in the giving of such waiver and release in relation to the 2018 Interim Dividend be made out of the profits appropriated to the 2018 Interim Dividend as aforesaid by reference to the record date identical to the record date for the 2018 Interim Dividend;
- (d) any and all claims which the Company has or may have against each of its directors (whether past, present or future) arising in connection with the approval, declaration or payment of the 2018 Interim Dividend be waived and released and that a deed of release in favour of each of such directors of the Company be entered into by the Company in the form of the deed produced to the meeting and signed by the Chairman for the purposes of identification; and
- (e) any prohibition under the articles of association of the Company or elsewhere on interested directors voting in respect of any contract, transaction, arrangement or proposal, or proposed contract, transaction, arrangement or proposal, in which they may be interested shall be suspended to the extent necessary to enable the execution and delivery of such deeds of release on behalf of the Company.

By order of the Board
Neil George
Company Secretary

23 April 2021
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 (whether in person or electronically), ask questions 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/her/their discretion as to whether and, if so, how he/she/they vote/s.
2. A proxy need not be a member of the Company. A paper proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a paper proxy form and believe that you should have one, or if you require additional forms, please contact the Registrar, Equiniti Limited, on 0371 384 2030 (international callers: +44 121 415 7047). Lines are open 8:30 a.m. to 5:30 p.m., Monday to Friday. To be valid, any paper 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 p.m. on Thursday 20 May 2021, 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.
3. Members may also appoint a proxy electronically through the CREST electronic proxy appointment service as described in note 12 below. Alternatively, you can submit your voting instructions by visiting www.shareview.co.uk where full instructions on the procedure are given. The Voting ID, Task ID and Shareholder Reference Number printed on the proxy form will be required in order to use this electronic proxy appointment system. You are advised to read the terms and conditions of use. Electronic proxy appointments must be submitted by no later than 12:00 p.m. on Thursday 20 May 2021.
4. 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).
5. The return of a completed paper proxy form or advance electronic voting instruction will not prevent a member attending the meeting electronically and voting electronically if he/she/they wish/es to do so. Unless the member attends the annual general meeting electronically, it is necessary to inform the Registrar in writing of any termination of the authority of a proxy or electronic voting instruction.
6. If a member submits more than one valid appointment or electronic voting instruction, the appointment or instruction received or submitted last before 12:00 p.m. on Thursday 20 May 2021 will take precedence.
7. A vote withheld option is provided on the paper 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.
8. 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/them and the shareholder by whom he/she/they was/were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she/they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
9. The statement of the rights of shareholders in relation to the appointment of proxies and submission of electronic voting instructions in notes 1 to 7 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
10. To be entitled to: (i) attend and vote at the meeting if attending physically; or (ii) join the meeting electronically, and submit questions and vote (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 p.m. on Thursday 20 May 2021 (or, in the event of any adjournment, 6:30 p.m. on the date which is 48 hours before the time of the adjourned meeting (excluding non-working days)). Changes to the register of members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting. Reference to the register of members means the "issuer register of members" and the "Operator register of members" as defined in Regulation 20 of the Uncertificated Securities Regulations 2001.
11. As at 22 April 2021 (being the last business day prior to the publication of this notice) the Company's issued share capital consists of 81,947,187 Ordinary Shares, carrying one vote each. No shares are held in treasury. Therefore, the total voting rights in the Company as at the date of issue of this notice are 81,947,187.
12. 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 which can be viewed at www.euroclear.com. 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/her/their 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.

13. 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.
14. The following documents will be available on request from the date of issue of this notice (Saturdays, Sundays and public holidays excepted) until the time of the meeting:
 - Copies of the Executive Directors' service contracts;
 - Copies of Letters of Appointment of the Non-Executive Directors;
 - The annual financial statements and reports of the Company for the 53 weeks ended 3 January 2021; and
 - The forms of the deeds of release in favour of the Directors and shareholders referred to in Resolution 18 in respect of the 2018 Interim Dividend.
15. A copy of this notice, and other information required by Section 311A of the Companies Act 2006 can be found at www.hiltonfoodgroupplc.com/en/investors/shareholder-meeting-documents.
16. Any member electronically joining 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.
17. Under Section 527 of the Companies Act 2006, members meeting the threshold requirement in that Section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the annual general meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the annual general meeting includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

Explanatory notes

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

Resolutions 1 to 13 (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 14 to 18 (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.

Ordinary resolutions

Report and financial statements (Resolution 1)

The Directors of the Company must present the financial statements and reports of the Directors and the auditors for the 53 weeks ended 3 January 2021 to the meeting.

Directors' remuneration report (Resolution 2)

Resolution 2 is to approve the Directors' remuneration report (excluding the Directors' remuneration policy on pages 81 to 85 of the Company's Annual Report and financial statements. You can find the Directors' remuneration report on pages 78 to 94 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.

Election and re-election of Directors (Resolutions 3 to 9)

In line with the UK Corporate Governance Code, as the Company is a FTSE 350 company, all of its Directors must stand for annual re-election. All the members of the Board are therefore standing for election or re-election at the AGM.

Short biographies for each Director are given below and in the accompanying Annual Report. The Annual Report also contains reasons why the Directors' contributions are, and continue to be, important to the Company's long-term sustainable success. The Directors' current biographies can also be accessed on the Company's website at: www.hiltonfoodgroupplc.com/about-us/board-directors. 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 election and re-election..

Robert Watson OBE – Chairman

Robert joined Hilton as Chief Executive in 2002 and was appointed as Executive Chairman in 2018. He transitioned to a non-executive capacity on 1 January 2021.

Skills and Experience: Robert 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. Having garnered over 40 years' experience in the meat industry, Robert has proven himself as an industry leader, and brings this wealth of experience and valuable skills as Chairman of the Group. 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 from 2012 to 2018 served as Hilton's Chief Operating Officer. He was promoted to Chief Executive Officer on 1 July 2018.

Skills and Experience: 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. Philip is responsible for developing Hilton's businesses with its major customers. His in-depth knowledge and experience of the meat industry provides valuable contribution to the Board.

Nigel Majewski – Chief Financial Officer

Nigel was appointed Chief Financial Officer ("CFO") of Hilton in 2006, following 11 years in senior finance roles with PepsiCo.

Skills and Experience: Nigel gained financial experience within UK and European markets, having served most recently at his time with PepsiCo as CFO of the company's European business, and prior to this, as Finance Director for Pepsi-Cola General Bottlers, Poland. Nigel also gained extensive meat industry experience in senior finance roles with Bernard Matthews plc, including as Commercial Director of the company's then newly acquired poultry company based in Hungary. He has also worked for Royal Dutch Shell and Whitbread and Co. 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 as an independent Non-Executive Director in 2016.

Skills and Experience: Christine was originally a food scientist before devoting 14 years to 2003 with Tesco in senior roles focusing on own brand, non-food and global sourcing. She brings a wealth of global experience with a wide range of food and non-food retailing businesses to the Board, as she currently holds Non-Executive Directorships with Coca-Cola European Partners plc, zooplus AG (Germany), Clipper Logistics plc and several private companies as well as numerous advisory roles. Former Non-Executive Director positions include Sonae SGPS SA (Portugal), 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 as an independent Non-Executive Director in 2016.

Skills and Experience: John 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 is currently a Non-Executive Directorships at Carr's Group plc where he chairs the Audit Committee and formerly was a Non-Executive Director at Fidessa Group plc, Cranswick plc, and Connect Group plc. He was also a member of the Financial Reporting Review Panel. With his considerable financial/accounting and executive experience, John brings invaluable skills to the Board. John's listed company knowledge within the food sector is beneficial to his role as Chair of the Audit Committee and as a member of the Board. He is the Senior Independent Director.

Angus Porter – Non-Executive Director

Angus joined Hilton as an independent Non-Executive Director in 2018.

Skills and Experience: Angus 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). Angus' extensive knowledge and experience in public companies and the food and retail sectors are valuable to the decisions of the Board.

He has an MA in natural sciences and PhD from the University of Cambridge.

Rebecca Shelley – Non-Executive Director

Rebecca joined Hilton as an independent Non-Executive Director in 2020.

Skills and Experience: Rebecca has held market-facing investor relations and corporate communications roles at a number of listed companies. She was Group Communications Director and a member of the Executive Committee at Tesco plc and more recently was Global Corporate Affairs Director at TP ICAP plc.

Her previous experience includes roles at Norwich Union plc, Prudential plc and as a partner at Brunswick LLP. She was also on the Board of the British Retail Consortium and a Trustee of the Institute of Grocery Distribution. Rebecca currently holds Non-Executive Directorships at Sabre Insurance Group plc and Arraco Global Markets Ltd. She has a BA (Hons) in Philosophy and Literature from the University of Warwick and an MBA in International Business and Marketing from Cass Business School.

Reappointment and remuneration of auditors (Resolutions 10 and 11)

Resolution 10 proposes the reappointment of PricewaterhouseCoopers LLP as auditors of the Company until the next annual general meeting of the Company. Resolution 11 authorises the Audit Committee 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 19.0p 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 4 June 2021. If approved, the date of payment of the final dividend will be 2 July 2021.

Directors' authority to allot shares (Resolution 13)

The purpose of resolution 13 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 £2,731,573 (27,315,729 Ordinary Shares), which is equivalent to approximately one-third of the total issued ordinary share capital of the Company as at 22 April 2021 (being the last business day prior to the publication 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 £5,463,146 (54,631,458 Ordinary Shares), which is equivalent to approximately two-thirds of the Company's issued share capital as at 22 April 2021 (being the last business day prior to the publication of this notice) (inclusive of the nominal value of £2,731,573 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 22 April 2021 (being the last business day prior to the publication 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 2022.

Special resolutions**Disapplication of pre-emption rights (Resolutions 14 and 15)**

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 14 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 4,097,359 (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 16 April 2021 (being the last business day prior to the publication of this notice).

Resolution 14 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 15 to issue shares for cash on a non-pre-emptive basis up to a maximum number of 4,097,359 (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 16 April 2021 (being the last business day prior to the publication 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 14 and 15 will expire at the conclusion of the next annual general meeting of the Company in 2021 or, if earlier, the date which is 15 months after the passing of the resolutions.

Authority to purchase own shares (Resolution 16)

In certain circumstances, it may be advantageous for the Company to purchase its own shares and resolution 16 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.

Explanatory notes (continued)

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 22 April 2021 (being the last business day prior to the publication of this notice)) and the maximum and minimum prices at which they may be bought.

As at 22 April 2021 (being the last business day prior to the publication of this notice) there are no warrants or options over shares in the capital of the Company.

Resolution 16 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 2022 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 17)

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 2020, 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 2022, 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.

Dividend in 2018 (Resolution 18)

A technical issue has arisen in respect of the interim dividend of 5.6 pence per Ordinary Share paid on 30 November 2018 (the "2018 Interim Dividend"). Resolution 18 is seeking shareholder ratification of the payment of the 2018 Interim Dividend and certain related matters.

The aggregate amount of the 2018 Interim Dividend was approximately £4.6 million. The requirements of the Act include that interim accounts, prepared in accordance with the provisions in the Act, should have been filed with the Registrar of Companies. This requirement was not met in respect of the 2018 Interim Dividend as no such interim accounts were filed by the time the 2018 Interim Dividend was declared. As a result, the 2018 Interim Dividend was paid in technical infringement of the Act.

As a result of this inadvertent infringement of the Act, the Company may have claims against the shareholders who received the 2018 Interim Dividend to recover the amount paid by way of the dividend. The Company may also have claims against the directors of the Company in office at the time the decision was taken to pay the 2018 Interim Dividend or who are subsequently appointed to the Board.

It is not the intention of the Company that any such claims should be made by the Company against either its shareholders or its directors. Therefore, in order to regularise the position and put the Company's shareholders and directors so far as possible into the position in which they were always intended to be had the 2018 Interim Dividend been made in accordance with the requirements of the Act, Resolution 18 is being proposed as a special resolution to ratify the payment of the 2018 Interim Dividend and the appropriation of distributable profits to the payment of the 2018 Interim Dividend, to waive any rights of the Company against the shareholders who received the 2018 Interim Dividend, to waive any rights of the Company against past, present and future directors in respect of the payment of the 2018 Interim Dividend and to approve the Company entering into the Shareholders' Deed of Release and the Directors' Deed of Release.

The forms of the deeds of release are available for inspection as set out in the Notes to the Notice of the Annual General Meeting.

The approach that the Company is proposing by way of Resolution 18 is consistent with the approach taken by other UK incorporated companies whose shares are admitted to trading on the Main Market of the London Stock Exchange and that have, similarly, made distributions otherwise than in accordance with the Act.

The proposed ratification of the 2018 Interim Dividend, the confirmation of the appropriation of the Company's distributable profits and the entry by the Company into the deeds of release will not have any effect on the Company's financial position. This is because the aggregate amount of the Interim Dividend is equal to and offset by the release of each recipient shareholder from the liability to repay the amount already paid, and the Company will not be required to make any further payments to shareholders in respect of the Interim Dividend.

In respect of Resolution 18, each of the current Directors of the Company is deemed to be a "related party" of the Company under the Listing Rules published by the Financial Conduct Authority. The entry by the Company into the Directors' Deed of Release constitutes a "smaller related party transaction" under Listing Rule 11.1.10 R. Given the interests of the Directors in Resolution 18 and the Directors' Deed of Release, the Directors are not permitted to recommend that shareholders vote in favour of Resolution 18, but the Directors do recommend that shareholders vote on it. However, the Board notes that, in accordance with its obligations under the Listing Rules as a premium listed company proposing to enter into a smaller related party transaction, the Company has obtained written confirmation from an FCA-approved sponsor firm that the terms of, and entry into, the Directors' Deed of Release are fair and reasonable as far as the shareholders of the Company are concerned. Each of the Directors and each of their respective associates are precluded from voting on Resolution 18 and each of the Directors has undertaken to abstain, and to take all reasonable steps to ensure that their respective associates abstain, from voting on the Resolution.

HM Revenue & Customs ("HMRC") has provided written confirmation that the 2018 Interim Dividend will continue to be treated as a distribution for tax purposes (made at the time at which the 2018 Interim Dividend was paid) and that the proposed release will have no tax implications for shareholders. HMRC will therefore treat the tax position of the Company and of the UK tax resident shareholders as being unaffected by the irregularity and the tax position will be as if the 2018 Interim Dividend had been lawfully paid on 30 November 2018.

UK resident shareholders therefore do not need to take any further action. HMRC has confirmed that it will accept the dividend tax credit vouchers already issued. If any non-UK tax resident shareholder is in any doubt about his/her/their tax position, he/she/they should consult a professional advisor in the jurisdiction in which he/she/they is/are tax resident.

Information for the day

TIMINGS

- Date: Monday 24 May 2021
- 11 a.m. Access to the AGM opens.
- 12 p.m. AGM begins and you will be able to vote once the Chairman declares the poll open.
- 1 p.m. (approximately) AGM closes. The results of the poll will be released to the London Stock Exchange.

PHYSICAL ATTENDANCE

In line with the Government's restrictions on public gatherings, shareholders will not be able to attend this year's AGM in person (other than at least one Director and the Company Secretary, who are also shareholders for administrative purposes). Please refer to the following information and the user guide provided on page 12 for details of how to join and participate in the meeting electronically.

We are closely monitoring the evolving COVID-19 situation and will continue to have regard to all developments in advance of the meeting. If circumstances should change materially before the date of the meeting, we may adapt our proposed arrangements, working always in accordance with UK government guidelines and being mindful of public health concerns. If the arrangements do change, we will notify any changes as early as possible before the date of the meeting. Shareholders should continue to monitor the Company's website (at www.hiltonfoodgroupplc.com/en/investors/shareholder-meeting-documents) and our announcements for any updates in relation to the meeting.

ELECTRONIC PARTICIPATION

The Company is enabling shareholders to view and participate in the meeting electronically for the 2021 AGM, should they wish to do so. This can be done by accessing the AGM website, <https://web.lumiagm.com>.

DULY APPOINTED PROXIES AND CORPORATE REPRESENTATIVES

Please contact the Company's registrar before 12:00pm on 21 May 2021 on 0371 384 2030 or +44(0) 121 415 7047 if you are calling from outside the UK for your SRN and PIN. Lines are open 8.30am to 5.30pm Monday to Friday (excluding public holidays in England & Wales).

ACCESSING THE AGM WEBSITE

Lumi AGM can be accessed online using most well-known internet browsers such as Internet Explorer (not compatible with versions 10 and below), Edge, Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone. If you wish to access the AGM using this method, please go to <https://web.lumiagm.com> on the day.

LOGGING IN

On accessing the AGM website, you will be asked to enter a Meeting ID which is **180-552-793**. You will then be prompted to enter your unique SRN and PIN which is the first two and last two digits of your SRN. These can be found printed on your paper Form of Proxy.

Access to the meeting via the website will be available from 11:00 a.m. on 24 May 2021; however, please note that your ability to vote will not be enabled until the Chairman formally declares the poll open.

BROADCAST

The meeting will be broadcast with presentation slides. Once logged in, and at the commencement of the meeting, you will be able to listen to the proceeding of the meeting on your device, as well as being able to see the slides of the meeting which will include the resolutions to be put forward to the meeting, these slides will progress automatically as the meeting progresses.

REQUIREMENTS

An active internet connection is always required in order to allow you to cast your vote when the poll opens, submit questions and listen to the audiocast. It is the user's responsibility to ensure you remain connected for the duration of the meeting.

VOTING

Once the Chairman has formally opened the meeting, they will explain the voting procedure. Voting will be enabled on all resolutions at the start of the formal meeting on the Chairman's instruction. This means shareholders may, at any time while the poll is open, vote electronically on any or all the resolutions in the Notice of Meeting, resolutions will not be put forward separately.

Once the resolutions have been proposed, the list of resolutions will appear along with the voting options available. Select the option that corresponds with how you wish to vote, "FOR", "AGAINST" or "WITHHELD". Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received – there is no submit button. If you make a mistake or wish to change your vote, simply select the correct choice, if you wish to "cancel" your vote, select the "cancel" button. You will be able to do this at any time whilst the poll remains open and before the Chairman announces its closure at the end of the meeting.

QUESTIONS

Shareholders attending electronically may ask questions via the website by typing and submitting their question in writing – select the messaging icon from within the navigation bar and type your question at the bottom of the screen, once finished, press the 'send' icon to the right of the message box to submit your question.

If you wish to ask a question verbally, a telephone number and instructions will be made available, via the Lumi platform, on the information page at the start of the meeting. The telephone line is only for asking questions. You should continue to listen and watch the meeting via the broadcast.

User guide to joining the AGM electronically

Meeting ID: 180-552-793

To login you must have your SRN and PIN

1



Open the Lumi AGM website and you will be prompted to enter the Meeting ID. If a shareholder attempts to login to the website before the meeting is live*, a pop-up dialogue box will appear.

* 11:00am. on 24 May 2021.

2



After entering the Meeting ID, you will be prompted to enter your unique SRN and PIN.

3



When successfully authenticated, you will be taken to the Home Screen.

At the start of the meeting, a telephone number will be published on this page for the purpose of verbally asking questions.

4



To view the meeting presentation, expand the "Broadcast Panel", located at the bottom of your device. If viewing through a browser, it will appear automatically.

This can be minimised by pressing the same button.



5



When the Chairman declares the poll open, a list of all resolutions and voting choices will appear on your device.

Scroll through the list to view all resolutions.

6



For each resolution, press the choice corresponding with the way in which you wish to vote.

When selected, a confirmation message will appear.

For - vote received

7



To change your mind, simply press the correct choice to override your previous selection. To cancel your vote, press Cancel.

To return to the voting screen whilst the poll is open, select the voting icon.



8



If you would like to ask a question, select the messaging icon.



Type your message within the chat box at the bottom of the messaging screen and click the send button to submit.

Alternatively, you can call the phone number displayed on the information page and follow the instructions.