

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 Tuesday 24 May 2022 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 3 to 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

22 April 2022

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 at and broadcast from Hilton Food Group plc, 2-8 The Interchange, Latham Road, Huntingdon, Cambridgeshire PE29 6YE on Tuesday 24 May 2022 at 12:00 p.m. The formal Notice of AGM can be found on pages 3 to 5 of this document.

Explanatory notes on all the business to be considered at this year’s AGM appear on pages 6 to 12 of this document.

As at the date of this document, shareholders are entitled to attend and vote at the AGM in person and electronically. However, there is some uncertainty on what regulations or guidance may be in force as at the date of the AGM as a result of the ongoing Covid-19 situation, which may include restrictions on public gatherings. In light of the current situation, we advise shareholders to participate in the AGM remotely rather than in person.

Consequently, 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.

To the extent that the prevailing regulations and guidance as at the date of the AGM permit in person attendance, shareholders who plan to attend the meeting in person are asked not to attend the AGM if they are displaying any symptoms of Covid-19, or have recently been in contact with anyone who has tested positive. In order to further reduce the risk of the spread of the virus, we are encouraging shareholders who plan to attend the meeting in person to take a lateral flow test beforehand, on the day of the meeting. We also politely request that masks be worn whilst on the premises.

Shareholders are invited to participate in the AGM electronically via a live webcast which you can access by logging on to <https://web.lumiagm.com/191-144-028>. 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 13 and 14 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).

Shareholders intending to attend the Annual General Meeting in person, should this be possible, are asked to register their intention as soon as practicable by sending an email to cosec@hiltonfoodgroup.com.

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 if you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform; 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 Friday 20 May 2022.

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 2022 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.

I would like to draw Shareholders' attention to resolution 16, which relates to the proposed acquisition by the Company's subsidiary, Hilton Foods Limited, of 10 ordinary shares of £1 each in the share capital of Hilton Food Solutions Limited from Philip Heffer, the CEO of the Company. The transaction would increase the shareholding of Hilton Foods Limited in Hilton Food Solutions Limited from 55 to 65 per cent. The proposed acquisition constitutes a substantial property transaction under section 190 Companies Act 2006, requiring approval by the Company's shareholders.

By way of background, Hilton Foods Limited is party to a shareholders' agreement with Philip Heffer and others in relation to Hilton Food Solutions Limited, under which Philip Heffer has an option to sell his shares for £1,151,000 to Hilton Foods Limited. The sum has been calculated in accordance with a valuation formula contained in the shareholders' agreement, being 10 per cent. of 6 times average post tax profits of Hilton Food Solutions Limited in the last three years. Philip has indicated that he wishes to exercise his option. It is proposed that the transaction will be completed shortly after the date of the AGM, subject to shareholder approval.

I would like to further draw Shareholders' attention to resolution 15, which relates to the proposal to approve the rules of the proposed Hilton Food Group plc 2022 International Sharesave Scheme and details of such scheme are set out in the Appendix to this notice of meeting.

As announced on 4 March 2022, John Worby will not be seeking re-election as Non-Executive Director at the AGM and will be stepping down from the Board on 24 May 2022 and Patricia Dimond joined the Board as a Non-Executive Director on 1 April 2022. As announced on 6 April 2022, Nigel Majewski will be stepping down as Chief Financial Officer of the Company on 24 May 2022 and consequently will not be seeking re-election to the Board at the AGM and Matt Osborne will join the Board as Chief Financial Officer on 24 May 2022. We wish to thank both John and Nigel for their contributions to the Board and we are delighted to welcome Patricia and Matt to the Board.

Recommendation

The Board considers that all the resolutions 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 the proposed resolutions as they intend to do in respect of their own beneficial holdings.

Yours faithfully,



Robert Watson OBE
Non-Executive 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 Tuesday 24 May 2022 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 16 (inclusive) will be proposed as ordinary resolutions and resolutions 17 to 20 (inclusive) will be proposed as special resolutions.

Ordinary resolutions

1. To receive and adopt the financial statements of the Company for the 52 weeks ended 2 January 2022, 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 52 weeks ended 2 January 2022.
3. To approve the Directors’ Remuneration Policy contained within the financial statements of the Company for the 52 weeks ended 2 January 2022, such Remuneration Policy to take effect from the date on which this resolution is passed.
4. To re-elect Robert Watson OBE as a Director of the Company.
5. To re-elect Philip Heffer as a Director of the Company.
6. To elect Matt Osborne as a Director of the Company.
7. To re-elect Christine Cross 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 elect Patricia Dimond as a Director of the Company.
11. To reappoint PricewaterhouseCoopers LLP as auditors until the conclusion of the next annual general meeting of the Company.
12. To authorise the Audit Committee to determine the auditor’s remuneration.
13. To declare a final dividend of 21.5 pence per ordinary share of 10 pence each in the capital of the Company (the “**Ordinary Shares**”) for the financial period ended 2 January 2022, payable to shareholders on the register of members of the Company at the close of business on 6 June 2022.
14. That the Directors be generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (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 £2,964,494; and
 - (b) allot equity securities (as defined in Section 560 of the Act) up to an aggregate nominal amount of £5,928,987.90 (such amount to be reduced by the nominal amount of any shares allotted or rights granted under paragraph (a) of this resolution 14) 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.

15. That the rules of the Hilton Food Group plc 2022 International Sharesave Scheme (the "International Scheme"), in the form produced in draft to this meeting (the principal features of which as set out in Appendix to this notice of meeting) and, for the purposes of identification, initialled by the Chairman, be and are hereby approved and the Directors be authorised to do all acts and things which they may consider necessary or expedient for the purposes of implementing and giving effect to the International Scheme.
16. That the purchase by the Company's subsidiary, Hilton Foods Limited, of 10 ordinary shares of £1 each in Hilton Food Solutions Limited for the sum of £1,151,000 from Philip Heffer, a director of the Company, be approved.

Special resolutions

17. That, subject to the passing of resolution 14 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 14 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 14, 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 £444,674.10

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.

18. That, subject to the passing of resolution 14 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 17 above, to allot equity securities (within the meaning of Section 560 of the Act) for cash:
 - (a) pursuant to the authority conferred by resolution 14 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 £444,674.10; 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.

Notice of Annual General Meeting

continued

19. 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 8,893,482;
 - (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.

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

By order of the Board

Neil George

Company Secretary

22 April 2022

Registered office:

2-8 The Interchange

Latham Road Huntingdon Cambridgeshire

PE29 6YE

Notes

1. Shareholders wishing to attend the meeting in person, should this be possible, are asked to register their attendance as soon as practicable by sending an email to cosec@hiltonfoodgroup.com. Rules around capacity at the venue and changes in health and safety requirements may mean shareholders cannot ultimately attend the meeting. Shareholders wishing to participate in the AGM electronically can do so via a live webcast which can be accessed by logging on to <https://web.lumiagm.com/191-144-028>. A step-by-step guide on how to join the meeting electronically and submit your votes and questions can be found on pages 13 and 14 of this document.
2. 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.
3. 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 Friday 20 May 2022, 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.
4. Members may also appoint a proxy electronically through the CREST electronic proxy appointment service as described in note 14 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 Friday 20 May 2022.
5. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 12:00 pm on 20 May 2022 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
6. 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).
7. 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.
8. If a member submits more than one valid proxy appointment or electronic voting instruction, the appointment or instruction received or submitted last before 12:00 p.m. on Friday 20 May 2022 will take precedence.
9. 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.
10. 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/they 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.
11. The statement of the rights of shareholders in relation to the appointment of proxies and submission of electronic voting instructions in notes 1 to 8 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
12. 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 Friday 20 May 2022 (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.
13. As at 21 April 2022 (being the last business day prior to the publication of this notice) the Company's issued share capital consists of 88,934,819 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 88,934,819.

Notes

continued

14. 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.
15. 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.
16. 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; and
 - The annual financial statements and reports of the Company for the 52 weeks ended 2 January 2022.
17. 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.
18. Any member physically attending the meeting or 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.
19. 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 16 (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 17 to 20 (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 52 weeks ended 2 January 2022 to the meeting.

Directors' remuneration report: implementation report (Resolutions 2-3)

Resolution 2 is to approve the Directors' remuneration report (excluding the Directors' remuneration policy on pages 99 to 103 of the Company's Annual Report and financial statements. You can find the Directors' remuneration report on pages 96 to 110 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. Resolution 3 is to approve the Directors' remuneration policy as set out on pages 99 to 103 of the Company's Annual Report and financial statements.

Election and re-election of Directors (Resolutions 4 to 10)

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 – Non-Executive 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 currently holds a Non-Executive Directorship at Whitworths Holdings Ltd. 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.

Matt Osborne – Chief Financial Officer

Matt joined Hilton in 2018 and from 2018 to 2022 served as Hilton's Group Financial Controller. He will be promoted to Chief Financial Officer on 24 May 2022.

Skills and Experience: Matt has a degree in chemistry and qualified as a Chartered Accountant in 2003 having trained with Grant Thornton. He joined Greene King in 2007 reaching the position of Group Financial Controller before joining Hilton in 2018 as Group Financial Controller.

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, 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), Kathmandu Holdings Limited (New Zealand) and zooplus AG (Germany). Christine is Chair of the Remuneration Committee.

Explanatory notes

continued

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. Subject to approval of his re-election to the Board, Angus will become the Senior Independent Director following the AGM.

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, Arraco Global Markets Ltd and Liontrust Asset Management plc. 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.

Patricia Dimond – Non-Executive Director

Patricia joined Hilton as an independent Non-Executive Director in 2022.

Skills and Experience: Patricia is a CFA charter holder, qualified as a Chartered Accountant with the Canadian Institute working with Deloitte in Canada and the UK, is a McKinsey & Company alumnus and holds an MBA from IMD Switzerland. She has had a 30-year international career in consumer, retail and financial markets working as an Executive or Strategic Advisor with FTSE 100, Private Equity and owner managed companies. Patricia currently serves as a Non-Executive Director of Aberforth Smaller Companies Trust plc, Foresight VCT plc and LXi REIT plc where she is Chair of Audit. She is a trustee of the National Academy for Social Prescribing and the English National Opera where she is Senior Independent Director and Chair of Audit & Risk. Subject to approval of her election to the Board, Patricia will become the Chair of the Audit Committee following the AGM.

Reappointment and remuneration of auditors (Resolutions 11 and 12)

Resolution 11 proposes the reappointment of PricewaterhouseCoopers LLP as auditors of the Company until the next annual general meeting of the Company. Resolution 12 authorises the Audit Committee to set their remuneration.

Declaration of a dividend (Resolution 13)

A final dividend can only be paid after the shareholders at a general meeting have approved it. A final dividend of 21.5 pence 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 6 June 2022. If approved, the date of payment of the final dividend will be 1 July 2022.

Directors' authority to allot shares (Resolution 14)

The purpose of resolution 14 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 £2,964,494(29,644,940 Ordinary Shares), which is equivalent to approximately one-third of the total issued ordinary share capital of the Company as at 21 April 2022 (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 £5,928,987.90 (59,289,879 Ordinary Shares), which is equivalent to approximately two-thirds of the Company's issued share capital as at 21 April 2022 (being the last business day prior to the publication of this notice) (inclusive of the nominal value of £2,964,494 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 21 April 2022 (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 2023.

Hilton Food Group plc 2022 International Sharesave Scheme (Resolution 15)

Resolution 15 proposes that the Hilton Food Group plc 2022 International Sharesave Scheme (the "International Sharesave") be approved for a ten-year period from the date of the Annual General Meeting in 2022.

The rules of the International Scheme are based on the rules of the Hilton Food Group plc 2019 UK Sharesave Scheme approved at the Annual General Meeting 2019 but varied to have regard to the fact that the International Sharesave Scheme would be operated for the benefit of qualifying employees who are not UK-tax resident.

A summary of the principal terms of the International Sharesave is set out in the Appendix to this notice of meeting.

A copy of the International Sharesave will be available for inspection at the place of the Annual General Meeting for at least 15 minutes before and during the meeting.

The proposal to adopt the International Sharesave demonstrates the Company's continued commitment to encouraging employee share ownership both in the UK and overseas as it allows employees to identify more closely with the interests of shareholders and also to give employees the opportunity to participate in the shareholder value they create.

Substantial property transaction (Resolution 16)

The Company's subsidiary is proposing to acquire 10 ordinary shares of £1 each in the share capital of Hilton Food Solutions Limited from Philip Heffer, the CEO of the Company. The transaction would increase the shareholding of Hilton Foods Limited in Hilton Food Solutions Limited from 55 to 65 per cent. The proposed acquisition constitutes a substantial property transaction under section 190 Companies Act 2006, requiring approval by the Company's shareholders.

Hilton Foods Limited is party to a shareholders' agreement with Philip Heffer and others in relation to Hilton Food Solutions Limited, under which Philip Heffer has an option to sell his shares for £1,151,000 to Hilton Foods Limited. The sum has been calculated in accordance with a valuation formula contained in the shareholders' agreement, being 10 per cent. of 6 times average post tax profits of Hilton Food Solutions Limited in the last three years. Philip has indicated that he wishes to exercise his option. It is proposed that the transaction will be completed shortly after the date of the AGM, subject to shareholder approval.

Special resolutions

Disapplication of pre-emption rights (Resolutions 17 and 18)

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 17 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 4,446,741 (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 21 April 2022 (being the last business day prior to the publication of this notice).

Resolution 17 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 18 to issue shares for cash on a non-pre-emptive basis up to a maximum number of 4,446,741 (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 21 April 2022 (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 17 and 18 will expire at the conclusion of the next annual general meeting of the Company in 2023 or, if earlier, the date which is 15 months after the passing of the resolutions.

Authority to purchase own shares (Resolution 19)

In certain circumstances, it may be advantageous for the Company to purchase its own shares and resolution 19 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.

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 21 April 2022 (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 21 April 2022 (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 19 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 2023 or, if earlier, the date which is 15 months after the date of passing of the resolution.

Explanatory notes

continued

The Directors intend to seek renewal of this power at subsequent annual general meetings.

General meetings: length of notice (Resolution 20)

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 2021, 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 2023, 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.

Appendix – Summary of the main provisions of the Hilton Food Group 2022 plc International Sharesave Scheme (the “International Scheme”)

Under the International Scheme, employees of the Company may be granted options to acquire shares in the Company (“Shares”). To take part in the International Scheme employees must save a certain amount each month which will be used to purchase the Shares subject to their related option.

General

The International Scheme will be administered by the Board.

Eligibility

Any individual who is an employee of the Company or any of its designated participating subsidiaries who have completed a qualifying period of service (of a length to be decided by the Board in relation to each grant but which shall not be more than 5 years) shall be eligible to take part in the International Scheme at the discretion of the Board. The Board also have the discretion to allow other employees to participate. No options shall be granted to any person who has ceased to be an eligible employee at the time of grant.

Structure of the International Scheme

Invitations for the grant of options may generally only be issued within the period of 6 weeks following: (i) the announcement of the Company's interim or final financial results or (ii) at any other time if the Board considers there are sufficiently exceptional circumstances.

Employees' applications for options must be received by a set date (ordinarily to be between 14 and 25 days after the invitation is made). Options will only be granted to employees who enter into a savings arrangement under which monthly savings of between an approximate local currency equivalent (as at the dispatch of the relevant invitations) of £5 and £500 (or such higher maximum as permitted under the Company's UK Sharesave) are made for a period of three or five years.

The number of Shares over which an option shall be granted shall be deemed to be the largest whole number of Shares which can be acquired at the option price on maturity of the related savings arrangement (including any interest or savings bonus payable unless the Board determines otherwise).

The invitation shall state the price per Share payable upon the exercise of options. Such price will be determined by the Board, but shall not be less than the higher of 80 per cent. of the market value of the Shares preceding the date on which invitations to apply for options were issued or, if Shares are to be subscribed, their nominal value.

Options may not normally be granted later than 30 days after the option price becomes fixed (or 42 days where there is an over subscription for options).

No options may be granted under the International Scheme more than 10 years after the International Scheme has been approved by the Company or at any earlier time if approved by the Board or by ordinary resolution of the Company's shareholders.

An option granted under the International Scheme may be satisfied by newly issued, existing or treasury Shares.

Limits on the grant of options

In any ten year period, the Company may not issue (or grant rights to issue) more than 10 per cent. of the issued ordinary share capital of the Company under the International Scheme and any other employee share plan adopted by the Company or a subsidiary. Shares subject to options that have lapsed or been surrendered are excluded when calculating this limit.

Exercise and lapse of options

Options shall be exercisable for 6 months following the date on which repayments are due under the savings arrangement (the "Maturity Date").

Options will lapse if not exercised within 6 months of the Maturity Date, unless the employee has died before the Maturity Date, in which case the option shall not lapse until 12 months after the date of the employees' death. If the employee dies within 6 months of the Maturity Date then the options shall be exercisable for 12 months from the Maturity Date. If any of the circumstances, including but not limited to, the passing of an effective resolution, or the making of an order by the Court, for the winding up of the Company or the participant being deprived of the legal or beneficial ownership of the options by operation of law occur before the time limit mentioned above, the options will also lapse.

Early exercise of options is permitted within 6 months of leaving employment in the following circumstances:

- the option holder has died or ceased to be employed by reason of injury, disability, redundancy, retirement or where the option holders' employer ceases to be under the control of the Company.
- pregnancy of the option holder or if such cessation of employment is more than three years from the date the option was granted.

In all other cases any unexercisable options shall lapse on the employee ceasing employment. Shares shall be issued or transferred to a participant within 28 days of the exercise of the option.

The Company shall apply to have any issued Shares listed on the London Stock Exchange as soon as practical after their allotment.

The Board may permit the accumulated savings under an Option's related savings arrangement to be topped up with additional personal contributions on exercise to have regard to exchange rate movements since the grant of the Option that weaken the currency (against sterling) accumulated under the savings arrangement.

An Option may be cash settled rather than settled in Shares or net settled at the discretion of the Board by reference to the inherent gain in the Option.

Rights attaching to Shares

Options will not confer any shareholder rights until the options have been exercised and the participants have received their Shares.

Any Shares allocated when an option is exercised will rank equally with Shares then in issue except for any rights arising by reference to a record date preceding the date of allotment.

Corporate Events

Options may be exercised within 6 months of the event of a takeover, scheme of arrangement or winding up of the Company. On a takeover the participant may exchange their option for an option to hold shares in the company which is purchasing the Company's Shares.

Options shall lapse on an effective resolution or Court order for the winding up of the Company.

Adjustment to Options

In the event of any variation in the share capital the Board may make such adjustments as it considers appropriate to the number of Shares under option or the exercise price, save that the exercise price shall not be reduced below the nominal value of the Share except if certain requirements are fulfilled by the Company.

Any adjustment may be made in such manner as the Board determines to be appropriate provided that the total option exercise price (which must not exceed the expected proceeds of the related savings contract at the bonus date) and the total market value of Shares under option must remain substantially the same.

The Board may also adjust an Option on such basis as it considers reasonable in the event of a demerger, special dividend or other similar event which affects the market price of Shares to a material extent.

Alterations to the International Scheme

The Board may at any time amend the provisions of the International Scheme in any respect provided that no amendment may be made to the International Scheme that is to the material advantage of the participants without the prior approval of the shareholders by ordinary resolution (except for minor amendments to benefit the administration of the International Scheme, to take account of a change of legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants in the International Scheme or for the Company operating the International Scheme or the members of its group).

No alteration shall be made to the International Scheme which would adversely affect the rights of a participant unless it is made with the consent in writing of such number of participants as hold options amounting to 75 per cent. of the Shares which would be issued or transferred if all options under the International Scheme were exercised or 75 per cent. of the eligible participants vote for such alteration in person or by proxy.

Information for the day

Timings

Date: Tuesday 24 May 2022

- 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

Shareholders are strongly discouraged from attending this year's AGM in person. Please refer to the following information and the user guide provided on page 14 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 2022 AGM, should they wish to do so. This can be done by accessing the AGM website <https://web.lumiagm.com/191-144-028>.

Duly appointed proxies and corporate representatives

To receive your unique SRN and PIN please contact the Company's registrar Equiniti by emailing: hybrid.help@equiniti.com To avoid any delays accessing the meeting, contact should be made at least 24 hours prior to the meeting date and time. Mailboxes are monitored 9.00am to 5.00pm

Accessing the AGM website

Lumi AGM can be accessed online using most well-known internet browsers such as 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/191-144-028> on the day.

Logging in

On accessing the AGM website, you may be asked to enter a Meeting ID which is 191-144-028. 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 2022; 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 the 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: 191-144-028

To login you must have your SRN and PIN

1



Open the Lumi AGM website and you may 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 2022.

2



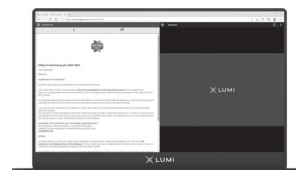
After entering the Meeting ID, you will be prompted to enter your unique SRN and PIN.

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.

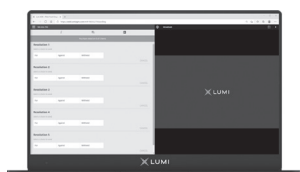
4



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.

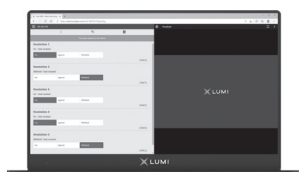


5



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.

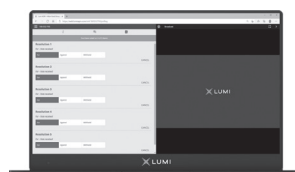
6



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

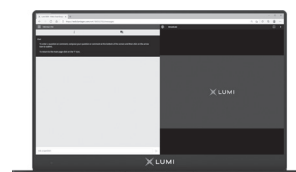


To change your mind, simply press the correct choice to override your previous selection. To cancel your vote, press Cancel.

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.

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