

THE COMPANIES ACT 2006
A PUBLIC COMPANY LIMITED BY SHARES
COMPANY NO. 10986940
ORDINARY AND SPECIAL RESOLUTIONS
of Bakkavor Group plc
("the Company")

Passed on 23 May 2019

At the Annual General Meeting of the above-named Company, duly convened and held at Fitzroy Place, 8 Mortimer Street, London, W1T 3JJ on Wednesday 23 May 2019 at 9.30am, all the resolutions were passed, including the following Special Business:

Passed as an Ordinary Resolution:

15. Authority to allot shares

THAT the Directors be generally and unconditionally authorised under section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights"):

- a. up to an aggregate nominal amount of £3,862,837.23; and
- b. comprising equity securities (as defined in section 560(1) of the Companies Act 2006), up to an aggregate nominal amount of £7,725,674.46 (including within such limit any shares issued or rights granted under paragraph (a) above) in connection with an offer by way of a rights issue to:
 - i. ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems in, or under the laws of, any territory (including the requirements of any regulatory body or stock exchange) or any other matter; and

provided that such authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the earlier of 15 months from the date of the Annual General Meeting at which this Resolution is passed and the conclusion of the next Annual General Meeting of the Company, and in each case the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the authority has expired and the Directors may allot shares or grant Rights in pursuance of any such

offer or agreement notwithstanding that this authority has expired and all previous authorities to allot shares or grant Rights, to the extent unused, shall be revoked.

Passed as a Special Resolution

16. Disapplication of pre-emption rights

THAT, subject to the passing of Resolution 15 and in place of all existing powers, the Directors be generally empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash, pursuant to the authority given by Resolution 15 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale. This power shall be limited to:

a. the allotment of equity securities and/or sale of treasury shares in connection with an offer or issue of or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 15 above by way of rights issue only) to or in favour of: (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and (ii) holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems in, or under the laws of, any territory (including the requirements of any regulatory body or stock exchange) or any other matter; and

b. in the case of authority granted under paragraph (a) of Resolution 15 above, to the allotment of equity securities for cash or sale of treasury shares (otherwise than under paragraph (a) of this Resolution) up to an aggregate nominal amount of £579,425.59; and

this power shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the earlier of 15 months from the date of the Annual General Meeting at which this Resolution is passed and the conclusion of the next Annual General Meeting of the Company but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the power expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the power had not expired.

Passed as a Special Resolution

17. Disapplication of pre-emption rights for financing and refinancing particular acquisitions and other capital investments

THAT subject to the passing of Resolution 15, and in addition to any power granted under Resolution 16, the Directors be generally empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (as defined in the Companies Act 2006) for cash, pursuant to the authority given by Resolution 15 in the Notice of the meeting and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale. This power to be:

a. in the case of the authority granted under Resolution 15(a), limited to the allotment of equity securities for cash or sale of treasury shares up to an aggregate nominal amount of £579,425.59; and

b. used only for the purposes of financing (or refinancing, if the power 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 of the meeting; and

such power to expire (unless previously renewed, varied or revoked by the Company in general meeting) on the earlier of 15 months from the date of the Annual General Meeting at which this Resolution is passed and the conclusion of the next Annual General Meeting of the Company, but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the power expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the power had not expired.

Passed as a Special Resolution

18. Authority to purchase own shares

THAT the Company be generally and unconditionally authorised for the purpose of sections 693 and 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of £0.02 each in the capital of the Company upon such terms and in such manner as the Directors shall determine, provided that:

a. the maximum aggregate number of ordinary shares authorised to be purchased is 57,942,558;

b. the minimum price (exclusive of expenses) which may be paid for such ordinary shares is £0.02 per share;

c. the maximum price (exclusive of expenses) which may be paid for an ordinary share cannot be more than an amount equal to the higher of:

i. 105% of the average of the closing middle market price for an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately prior to the day on which the ordinary share is contracted to be purchased; and

ii. the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;

d. unless previously renewed, varied or revoked, the authority hereby conferred shall expire on the earlier of 15 months from the date of the Annual General Meeting at which this Resolution is passed and the conclusion of the next Annual General Meeting of the Company; and

e. the Company may make a contract or contracts to purchase ordinary shares under this authority prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.

Passed as a Special Resolution

19. Notice of General Meetings

THAT a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

By Order of the Board:

Simon Witham

General Counsel and Company Secretary

23 May 2019

Registered Office:

Fitzroy Place, 5th Floor

8 Mortimer Street

London

W1T 3JJ

Registered in England and Wales number: 10986940