

ATTENDANCE CARD

NOTICE OF AVAILABILITY

Please note that the Notice of Annual General Meeting and the Annual Report and Financial Statements 2019 are also now available to view on the Bakkavor website at www.bakkavor.com.

Please refer to the Notice of Annual General Meeting for information for shareholders attending the Annual General Meeting.

+ BAKKAVOR GROUP PLC FORM OF PROXY

Bakkavor Group plc ("the Company") – Annual General Meeting on Friday, 12 June 2020

Voting ID:

Task ID:

Shareholder Reference Number:

Before completing this form, please read the explanatory notes below.

I/We (BLOCK CAPITALS PLEASE) _____ of _____

being a member/members of the above-named Company, hereby appoint the Chair of the Meeting or _____ as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on Friday, 12 June 2020 at 10.00am and at any adjournment of the Annual General Meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the Annual General Meeting.

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

For the appointment of more than one proxy please refer to Note 4 below.

Ordinary Resolutions	For	Against	Withheld
1. To receive the Annual Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Simon Burke as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Sue Clark as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Patrick Cook as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Peter Gates as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Agust Gudmundsson as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Lydur Gudmundsson as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Denis Hennequin as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Todd Krasnow as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Ordinary Resolutions	For	Against	Withheld
11. To re-elect Jane Lodge as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To authorise the Audit Committee to determine the remuneration of the Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To authorise the Directors to allot shares pursuant to section 551 of the Companies Act 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolutions			
15. To empower the Directors to disapply pre-emption rights in certain circumstances	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To empower the Directors to disapply pre-emption rights for financing and refinancing particular acquisitions and other capital investments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. To authorise the Company to purchase its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. To allow a general meeting to be called on 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

NOTES:

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting. You can only appoint a proxy using the procedures set out in these notes.
2. The appointment of a proxy does not prevent you from attending the Meeting and voting in person.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. To appoint as your proxy a person other than the Chair of the Meeting, cross out the words "the Chair of the Meeting or" on the proxy form and insert the full name of the proxy on the line provided. If you sign and return this proxy form with no name inserted on the line, the Chair of the Meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chair, you are responsible for ensuring that they attend the Meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chair and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy please use a separate copy of this form (which you may photocopy) for each proxy, and indicate after the proxy's name the number of shares in relation to which they are authorised to act (which in aggregate, should not exceed the number of ordinary shares in the Company held by you). Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned in the same envelope.
5. To direct your proxy how to vote on the resolutions tick the "For" and "Against" boxes as appropriate. To abstain from voting on a resolution, select the relevant "Vote Withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes "For" or "Against" the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
6. To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to the Company's Registrars, Equiniti Limited in the reply paid envelope provided; and
 - received by Equiniti Limited by no later than 10.00am on Wednesday, 10 June 2020.
7. In the case of an adjournment, the form must be received by Equiniti Limited no later than 48 hours (excluding any part of a day that is not a working day) before the rescheduled Meeting.
8. In the case of a member which is a company, this form of proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which this form of proxy is signed (or a notarially certified copy or office copy of such power or authority) must be included with this proxy form.
9. CREST members should use the CREST electronic proxy appointment service and refer to Note 10 of the Notice of Meeting in relation to the submission of a proxy appointment via CREST.
10. 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).
11. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
12. For details of how to change your proxy instructions or revoke your proxy appointment see the Notes to the Notice of Meeting.
13. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.
14. If you have any queries, please contact our Registrar's Equiniti Limited, on 0371 384 2030. From outside the UK please call + 44 (0) 121 415 7047. Lines are open between 08.30am and 5.30pm Monday to Friday – excluding public holidays in England and Wales.

Alternatively, you can appoint a proxy to vote your shares online at www.sharevote.co.uk. To log on you will need your Voting ID, Task ID and Shareholder Reference Number which are printed on the front of this form. If you have registered with Equiniti Limited's online portfolio service, Shareview, you can appoint your proxy at www.shareview.co.uk. Full details and instructions are given on the relevant website.