

Bakkavor Group plc

Notice of Annual General Meeting 2025

The Annual General Meeting will be a **virtual meeting**, held at 10am on Thursday 22 May 2025.

Shareholders are invited to join online.

To access the Meeting visit:

<https://meetings.lumiconnect.com/100-417-650-730>

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should immediately consult your stockbroker, solicitor, accountant or other independent professional adviser who, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000, or an appropriately authorised independent financial adviser if you are in a territory outside of the United Kingdom.

If you have sold or otherwise transferred all of your shares in Bakkavor Group plc, please send this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

BAKKAVOR GROUP PLC IS INCORPORATED AND REGISTERED IN ENGLAND AND WALES UNDER NUMBER 10986940

Bakkavor Group plc
NOTICE OF ANNUAL GENERAL MEETING

Our corporate website is the principal means we use to communicate with shareholders. You can access the documents referenced in this Notice of AGM, including the 2024 Annual Report and Accounts by visiting our website at www.bakkavor.com.

Scan the QR code to access our website:



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PARTICIPATING IN THE ANNUAL GENERAL MEETING

The Bakkavor Group plc Annual General Meeting ("AGM" or "Meeting") will be a virtual meeting, accessed via the Lumi electronic meeting platform ("Lumi platform") commencing at 10am on Thursday 22 May 2025.

Access the AGM at:
<https://meetings.lumiconnect.com/100-417-650-730>

Details on how to join the AGM, ask questions and vote are set out on pages 04 and 05.

KEY DATES AND TIMES

In advance of the Meeting

	Date and Time
Question submission opens via Lumi platform	10.00am on Monday 12 May 2025
Deadline to submit questions in advance via Lumi platform	5.00pm on Monday 19 May 2025
Deadline for receipt of proxy forms / instructions	10.00am on Tuesday 20 May 2025
Deadline to contact Equiniti, as Registrar, for Lumi platform access login for proxies and corporate representatives	10.00am on Wednesday 21 May 2025

On the day of the Meeting

	Date and Time
Lumi platform opens including question submission and teleconference line	9.15am on Thursday 22 May 2025
Chair opens the AGM	10.00am on Thursday 22 May 2025

LETTER FROM THE CHAIR

Bakkavor Group plc

(Incorporated and registered in England and Wales under number 10986940)

Registered Office:
Fitzroy Place, 5th Floor
8 Mortimer Street London, England
W1T 3JJ

3 March 2025

To the holders of ordinary shares of Bakkavor Group plc
("the Company")



Notice of Annual General Meeting 2025

DEAR SHAREHOLDER

I am pleased to be writing to you with details of our 2025 AGM which will be held at 10am on Thursday 22 May 2025. This will be a virtual meeting, accessed via the Lumi platform <https://meetings.lumiconnect.com/100-417-650-730>. Further information on joining the Meeting is set out on the following pages.

We value shareholder participation in our AGM, and we have chosen a virtual approach in line with our Articles of Association. This format allows us to maximise engagement with all of our shareholders to participate in the AGM, by providing convenient access to participate in the proceedings. Our approach is also in line with our Trusted Partner ESG strategy by reducing the environmental impact of our AGM.

BUSINESS OF THE MEETING

This year we are proposing 21 Resolutions which are set out for your consideration on pages 06 to 07 (inclusive).

DIRECTORS

All of the Board are standing for election or re-election at the 2025 AGM. The Board considers that each of the Directors continue to bring considerable knowledge, valuable skills and significant experience and that individually, and collectively, they make effective and important contributions to their respective roles. The Directors' biographies are available in the Appendix to this Notice of AGM on pages 13 to 14, in our 2024 Annual Report and Accounts on pages 86 to 89 and on our website, www.bakkavor.com.

VOTING

Your vote is important, and the Board encourages all shareholders to vote during the Meeting via the Lumi platform or in advance of the Meeting by appointing the Chair or person of your choice as a proxy. Voting on all Resolutions on the day of the AGM will be announced via a regulatory information service and published on our website at www.bakkavor.com as soon as practicable following the AGM. Please see pages 11 and 12 for further details on how to vote and appoint your proxy.

ASKING QUESTIONS

We recognise the AGM is an important opportunity for you as a shareholder to put your questions concerning the business of the Meeting to the Board. We encourage shareholders to submit their questions in advance by accessing the Lumi platform from 10.00am on Monday 12 May 2025. The deadline for pre-submitted questions is 5.00pm on Monday 19 May 2025. We also welcome live questions on the day of the AGM via the Lumi platform.

RECOMMENDATIONS

The Directors consider that all the Resolutions to be put to the Meeting are in the best interests of the Company, its shareholders and wider stakeholder group as a whole and unanimously recommend that you vote in favour of each of them, as they intend to do so in respect of their own holdings where applicable.

On behalf of the Board, I thank you for your continued support of Bakkavor.

Yours faithfully

Simon Burke

Chairman

KEY INFORMATION

HOW TO JOIN THE AGM

Shareholders are invited to join the AGM online, via the Lumi platform. Outlined below is a step-by-step guide on how to join, submit your questions and votes.

The Board welcomes shareholder questions on the business of the Meeting. Questions can be submitted via the Lumi platform in advance of the AGM from 10.00am on Monday 12 May 2025, even if you are unable to join on the day. Information on deadlines, question and vote submissions in advance of and during the AGM can be found on the following page and pages 11 and 12.

VALIDITY OF THE AGM

The 2025 AGM has been called in accordance with Bakkavor Group plc's Articles of Association. Please note that the inability of one or more shareholders, proxies or corporate representatives to access, or continue to access, the Lumi platform, despite adequate facilities being made available by the Company, will not affect the validity of the Meeting or any business conducted at the Meeting.

STEPS TO ACCESS THE AGM

Prior to accessing the Lumi platform on your smart phone, tablet or personal computer, please ensure that your device is unmuted, and the volume is turned up to ensure sure you can hear the full proceedings. Page 05 outlines full details on how to navigate the Lumi platform.

1 VISIT: [HTTPS://MEETINGS.LUMICONNECT.COM/100-417-650-730](https://meetings.lumiconnect.com/100-417-650-730)

Access to the Meeting will be available from 9.15am on Thursday 22 May 2025. If you experience any difficulties, please contact Equiniti by emailing hybrid.help@equiniti.com and stating your full name and postcode.

On accessing the Lumi platform, you will be asked if you are a shareholder or a guest. For shareholders, select the 'I am a shareholder' option. For guests, select the 'I am a guest' option and enter the requested information.

2 ENTER YOUR SHAREHOLDER REFERENCE NUMBER (SRN) AND PERSONAL IDENTIFICATION NUMBER (PIN)

For ordinary shareholders your SRN is the unique 11 digit number for your shareholding. The PIN is the first two and the last two digits of your SRN. Your SRN can be found on your proxy card, share certificate, via Shareview or by contacting Bakkavor's Registrar, Equiniti.

Note: Each SRN or code and PIN can only be used to login on one device at a time.

3 ACCESS THE AGM HOME SCREEN

Once you have successfully entered your credentials and logged in, you will be greeted by the home page. The live broadcast of the proceedings will be available on the right-hand side of your device.

4 PARTICIPATE IN THE MEETING

The Lumi platform has tabs to allow you to participate in the AGM. You can ask a question, written or orally, via the 'Messaging' tab or submit your vote via the 'Voting' tab.

HOW TO USE THE LUMI PLATFORM

INFORMATION

The Lumi platform has a 'Home' tab, which hosts instructions on how to navigate the platform. There is also a user guide accessible under the 'Documents' tab.

RESOLUTIONS

When the Chair declares the poll open, a list of all Resolutions and voting choices will appear. Full details of all Resolutions are included within this Notice of Meeting, which is also available under the 'Documents' tab.

VIEW

If viewing on a desktop device, press play within the broadcast window. If viewing on a mobile device, the window is minimised. Press the broadcast button to open the window and then press play.

Ensure that your device is unmuted and that the volume is turned up.

You can also enlarge the broadcast full-screen.

VOTE

Once the Chair declares the poll open, the voting tab will appear in the navigation bar and a list of all the Resolutions and voting options will appear on screen. To vote, simply select the option that corresponds with how you wish to vote.

There is no submit button. You may change your vote as many times as you wish until the Chair declares voting closed. To withdraw your vote and have no selection recorded, press cancel.

To cast all your votes in the same direction, use the 'Vote all' button at the top of the screen. You may also split your vote by clicking on the split vote button.

The poll will remain open for 10 minutes after the AGM has formally closed to enable all shareholders to cast their vote (unless extended at the discretion of the Chair).

QUESTIONS

Questions can be submitted via the Lumi platform.

Written questions can be submitted by selecting the 'Messaging' icon from the navigation bar and typing your question into the 'Ask a question' box. Click the send button to submit the question. Copies of questions you have submitted can be viewed by selecting 'My Messages'.

If you would like to ask your question verbally, press the 'Request to speak' button at the top right of the broadcast window. Follow the on-screen instructions, once connected, you will be placed in a queue and the Chair will invite you to speak when ready.

All questions should be relevant to the business of the Meeting. Please endeavour to keep your questions succinct to enable as many questions to be answered as possible.

DOCUMENTS ON DISPLAY

Copies of the 2024 Annual Report and Accounts, the Articles of Association and Directors' service contracts or letters of appointment will be available for inspection at the Company's registered address during normal business hours. The Articles of Association are also available on our website at www.bakkavor.com.

The documents outlined above will also be available to view under the 'Documents' tab on the Lumi platform.

APPOINTED PROXIES AND CORPORATE REPRESENTATIVES

If you plan to participate in the meeting as a proxy or corporate representative, please contact our registrar Equiniti by emailing hybrid.help@equiniti.com. Your unique SRN and PIN, which is required to access the meeting, will be provided once a valid proxy appointment or letter of representation has been received.

To avoid delay in 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 Monday to Friday (excluding public holidays in England & Wales).

TECHNICAL REQUIREMENTS

You may connect to the Lumi platform via a smartphone or tablet, but a computer or laptop may provide a more stable connection.

Make sure you have an active internet connection to allow you to participate fully in the Meeting without interruption. It is the shareholder's responsibility to ensure they remain connected for the duration of the Meeting.

Please ensure that any speakers, headsets and microphones are tested before the Meeting commences and the volume is on.

Please ensure that your device has the latest version of an internet browser such as Chrome, Edge or Safari installed and is up to date with the latest software release.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the eighth Annual General Meeting of Bakkavor Group plc ("the Company") will be held on 22 May 2025 at 10.00am. The AGM will be held virtually and accessed via the Lumi meeting platform at <https://meetings.lumiconnect.com/100-417-650-730>. The business of the Meeting will be to consider, and if thought fit, pass the following Resolutions which will be proposed as Ordinary Resolutions and Special Resolutions as specified below.

ORDINARY RESOLUTIONS

Annual Report and Accounts

1. TO receive and adopt the Company's audited accounts and the reports of the Directors and Auditors for the year ended 28 December 2024.

Remuneration Report

2. TO receive and approve the Directors' Report on Remuneration set out on page 123 to 141 of the Annual Report and Accounts for the year ended 28 December 2024.

Dividend

3. TO declare a final dividend of 4.80 pence per ordinary share on the ordinary shares of the Company for the year ended 28 December 2024, for payment on 28 May 2025.

Election of Director

4. TO elect Lee Miley as a Director of the Company appointed to the Board since the last Annual General Meeting.

Re-election of Directors

To re-elect by separate Resolutions, in accordance with the Articles of Association and the 2024 UK Corporate Governance Code ("the Code"), the following Directors who, being eligible, offer themselves for re-election:

5. TO re-elect Simon Burke as a Director of the Company.
6. TO re-elect Mike Edwards as a Director of the Company.
7. TO re-elect Sanjeevan Bala as a Director of the Company.
8. TO re-elect Umran Beba as a Director of the Company.
9. TO re-elect Robert Berlin as a Director of the Company.
10. TO re-elect Jill Caseberry as a Director of the Company.
11. TO re-elect Agust Gudmundsson as a Director of the Company.
12. TO re-elect Lydur Gudmundsson as a Director of the Company.
13. TO re-elect Denis Hennequin as a Director of the Company.
14. TO re-elect Jane Lodge as a Director of the Company.

External Auditors

15. TO reappoint PricewaterhouseCoopers LLP ("PWC") as External Auditors of the Company to hold office until the next Annual General Meeting at which the Annual Report and Accounts are laid.
16. TO authorise the Board to determine the remuneration of the Company's External Auditors.

Authority to allot shares

17. 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 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.

SPECIAL RESOLUTIONS

Disapplication of pre-emption rights

18. THAT, subject to the passing of Resolution 17 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 17 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 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;
 - b. in the case of authority granted under paragraph (a) of Resolution 17 above, to the allotment of equity securities for cash or sale of treasury shares (otherwise than under paragraph (a) and (c) of this Resolution) up to an aggregate nominal amount of £1,158,851.17;
 - c. when any allotment of equity securities is or has been made pursuant to paragraph (b) (a paragraph (b) allotment), the allotment of additional equity securities up to an aggregate nominal amount equal to 20% of the nominal amount of that paragraph (b) allotment, provided that any allotment pursuant to this paragraph (c) is for the purposes of a follow-on offer determined by the directors to be of a kind contemplated by paragraph 3 of section 2B of the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of the notice of the meeting; 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.

19. THAT subject to the passing of Resolution 17, and in addition to any power granted under Resolution 18, 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 17 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) 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 17(a) (otherwise than pursuant to paragraph (b)), limited to the allotment of equity securities for cash or sale of treasury shares up to an aggregate nominal amount of £1,158,851.17, provided that the allotment is used only for the purposes of financing (or refinancing, if the power is to be used within twelve months after the original transaction) a transaction which the Directors determine to be an acquisition or specified capital investment of a kind contemplated by the Pre-Emption Group's 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;
 - b. when any allotment of equity securities is or has been made pursuant to paragraph (a) (a paragraph (a) allotment), the allotment of equity securities up to an aggregate nominal amount equal to 20% of the nominal amount of that paragraph (a) allotment, provided that any allotment pursuant to this paragraph (b) is for the purposes of a follow-on offer determined by the directors to be of a kind contemplated by paragraph 3 of section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the 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.

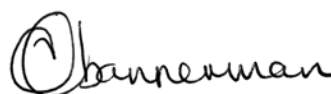
Authority to purchase own shares

20. 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 its 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. an amount equal to 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.

Notice of General Meetings

21. 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 OF DIRECTORS OF BAKKAVOR GROUP PLC ("THE BOARD")



Annabel Tagoe-Bannerman

Group General Counsel & Company Secretary
3 March 2025

Registered in England and Wales No. 10986940

Registered Office:
Fitzroy Place, 5th Floor
8 Mortimer Street
London, England
W1T 3JJ

EXPLANATORY NOTES TO THE RESOLUTIONS

The following pages give an explanation of the proposed Resolutions.

Resolutions 1 to 17 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.

RESOLUTION 1: ANNUAL REPORT AND ACCOUNTS

The Directors are required to present to shareholders at the Annual General Meeting the Company's audited accounts and the Directors' and Auditors' reports for the year ended 28 December 2024 ("Annual Report and Accounts for the year ended 28 December 2024").

The accounts, the strategic report, the Directors' report and the Auditors' report on the accounts and on those parts of the Directors' remuneration report that are capable of being audited are contained within the Annual Report and Accounts for the year ended 28 December 2024.

RESOLUTION 2: DIRECTORS' REMUNERATION

This Resolution deals with the remuneration of the Directors and seeks approval of the report on the remuneration paid to the Directors during the year under review respectively.

The Company is required every year to ask shareholders to approve the Directors' Remuneration Report. This is set out on pages 123 to 141 of the Annual Report and Accounts for the year ended 28 December 2024. Resolution 2 is an advisory vote and the Directors' entitlement to remuneration is not conditional on it.

RESOLUTION 3: DIVIDEND

A final dividend of 4.80 pence per ordinary share for the 52 weeks ended 28 December 2024 is recommended by the Directors for payment to shareholders on the Register of Members at the close of business on 25 April 2025. A final dividend can only be paid after the shareholders at a general meeting have approved it. Subject to the approval of shareholders at the AGM on 22 May 2025, this dividend will be paid on 28 May 2025.

RESOLUTIONS 4 TO 14: ELECTION AND RE-ELECTION OF DIRECTORS

In accordance with the Code, all Directors should be subject to election by shareholders at the first Annual General Meeting after their appointment, and to annual re-election thereafter.

At the Annual General Meeting on 22 May 2025, shareholders will be asked to approve the election of Lee Miley who was appointed to the Board on 1 November 2024 (Resolution 4). All other Directors will seek re-election. Separate Resolutions (Resolutions 4 to 14) are proposed for each Director's election and re-election.

The Company is also required to comply with provisions under the UK Listing Rules (the "Listing Rules") relating to controlling shareholders and the election and re-election of the independent Non-executive Directors. For the purposes of the Listing Rules, a controlling shareholder means any person who exercises or controls on their own or together with any person with whom they are acting in concert, 30% or more of the votes able to be cast on all or substantially all matters at general meetings of the Company. The aggregate shareholding in the Company of Carrion Enterprises Limited (corporate holding structure of Agust Gudmundsson), Umbriel Ventures Limited (corporate holding structure of Lydur Gudmundsson) and Lixaner Co Limited (an entity which is a concert party of Carrion Enterprises Limited and Umbriel Ventures Limited) is 50.2%. As such, the election or re-election of any independent Director by shareholders must be approved by a majority vote of both: (i) the shareholders of the Company; and (ii) the independent shareholders of the Company (that is, the shareholders of the Company entitled to vote on the election or re-election of Directors who are not controlling shareholders of the Company).

Resolutions 4 to 14 are therefore being proposed as Ordinary Resolutions which all shareholders may vote on, but in addition, the Company will separately count the number of votes cast by independent shareholders in favour of the Resolution (as a proportion of the total votes of the independent shareholders cast on the Resolution) to determine whether the second threshold referred to in (ii) in the previous paragraph has been met. The Company will announce the results of Resolutions 4 to 14 on this basis as well as announcing the results of the Ordinary Resolutions of all shareholders.

Under the Listing Rules, if a Resolution to re-elect an independent Director is not approved by majority vote of both the shareholders as a whole and the independent shareholders, the Company may propose a further Resolution to re-elect that Director between 90 and 120 days from the date of the original vote. Accordingly, if any of Resolutions 4 to 14 are not approved by a majority of the independent shareholders at the Annual General Meeting, the relevant Director will be treated as having been re-elected only from the period of the date of the Annual General Meeting to the earlier of: (i) the close of any general meeting of the Company, convened for a date more than 90 days after the Annual General Meeting but within 120 days of the Annual General Meeting, to propose a further Resolution to re-elect him or her; (ii) the date which is 120 days after the Annual General Meeting; and (iii) the date of any announcement by the Board that it does not intend to hold a second vote. In the event that the Director's re-election is approved by a majority vote of all shareholders at a second meeting, the Director will then be re-elected until the next Annual General Meeting.

In accordance with the Code, there should be formal and rigorous annual review of the performance of the Board, its Committees, the Chair and individual directors and an externally facilitated board evaluation, at least every three years.

This year, our Board and Committee performance review was an internal review, undertaken in November 2024 and facilitated by the Group General Counsel and Company Secretary (the "2024 internal performance review").

The review concluded that Bakkavor operated an efficient and effective Board which continues to draw on some considerable strengths including: skilled and committed Non-executive Directors; positive, collaborative relationships; a dynamic new Senior Management Team; clear values and purpose; good relationships with stakeholders; and progress on the ESG agenda. More details about the internal Group Board and Committees' Performance Review can be found on page 104 of the 2024 Annual Report and Accounts.

The Board confirms that all Directors standing for election and re-election at the Annual General Meeting continue to be effective and demonstrate commitment to their roles.

The Nomination Committee considers the appointment and replacement of Directors subject to the rules set out in the Company's Articles of Association.

In considering the independence of the Non-executive Directors, the Board has taken into consideration the guidance contained in Provision 10 of the Code. The Board considers Simon Burke, Sanjeevan Bala, Umran Beba, Jill Caseberry, Denis Hennequin and Jane Lodge to be independent in accordance with the Code.

Biographies of the Directors seeking election and re-election, together with an explanation of their knowledge and experience can be found in the Appendix on pages 13 to 14 of this Notice and on www.bakkavor.com. It is the Board's view that the Directors' biographies illustrate why each Director's contribution is, and continues to be, important to the Company's long-term sustainable success.

RESOLUTIONS 15 AND 16: REAPPOINTMENT OF EXTERNAL AUDITORS AND EXTERNAL AUDITORS' REMUNERATION

Resolution 15 seeks approval for the reappointment of PricewaterhouseCoopers ("PWC") as the Company's External Auditors until the Company's next Annual General Meeting. This Resolution is recommended by the Audit and Risk Committee and is endorsed by the Board.

The Board, on the recommendation of the Audit and Risk Committee, recommends the reappointment of PWC as External Auditors of the Company, to hold office until the next Annual General Meeting at which the Annual Report and Accounts are laid, whichever is the earlier.

Resolution 16 proposes that the Board be authorised to determine the remuneration of the Company's External Auditors. The Board has delegated the responsibility for setting the External Auditors' remuneration to the Audit and Risk Committee.

RESOLUTION 17: AUTHORITY TO ALLOT SHARES

Under section 551 of the Companies Act 2006, the Directors may only allot shares or grant rights to subscribe for, or convert any security into, shares if authorised to do so by shareholders. The purpose of Resolution 17 is to renew the Directors' power to allot shares.

The authority in paragraph (a) of Resolution 17 would give the Directors the authority to 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 value of £3,862,837.23. This represents approximately one-third of the ordinary share capital of the Company in issue (excluding treasury shares) as at 3 March 2025 (being the latest practicable date prior to publication of this Notice).

In line with guidance issued by the Investment Association ("IA") paragraph (b) of Resolution 17 would give the Directors the authority to 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 value of £7,725,674.46 (including within such limit any shares issued or rights granted under paragraph (a) of Resolution 18) in connection with a pre-emptive offer to existing shareholders (with exclusions to deal with fractional entitlements to shares and overseas shareholders to whom the offer cannot be made due to legal and practical problems). This amount represents approximately two-thirds of the ordinary share capital of the Company in issue (excluding treasury shares) at 3 March 2025 (being the latest practicable date prior to publication of this Notice). As at 3 March 2025, the Company does not hold any treasury shares.

The authority under this Resolution will last until 15 months after the passing of the Resolution or, if earlier, the conclusion of the Company's next Annual General Meeting. The Directors have no present intention to make use of the authority sought under this Resolution except in relation to the Company's employee share schemes. However, they consider it desirable to have the maximum flexibility permitted by corporate governance guidelines, to be in a position to respond to market developments and to enable allotments to take place to finance business opportunities should they arise.

Resolutions 18 to 21 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.

RESOLUTIONS 18 AND 19: DISAPPLICATION OF STATUTORY PRE-EMPTION RIGHTS

If the Directors wish to allot new shares or other equity securities or sell treasury shares for cash (other than in connection with an executive or employee share scheme), company law requires that these shares are offered first to shareholders in proportion to their existing holdings. There may be occasions when the Directors need the flexibility to finance business opportunities by allotting shares without a pre-emptive offer to existing shareholders, and this can be done if the shareholders have first given a limited waiver of their pre-emption rights.

Resolution 18 and Resolution 19 ask shareholders to grant this limited waiver. The Resolutions will be proposed as Special Resolutions.

Resolution 18 contains a three-part waiver. The first part is limited to the allotment of new shares for cash and other equity securities of the Company or sale of shares held in treasury for cash on a pre-emptive basis to allow the Directors to make appropriate exclusions and other arrangements to resolve legal or practical problems which, for example might arise in relation to overseas shareholders.

The second part is limited to the allotment of shares for cash up to an aggregate nominal value of £1,158,851.17 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents 10% of the Company's issued ordinary share capital as at 3 March 2025 (the latest practicable date before the publication of this notice). The third part applies to the allotment of shares for cash for the purposes of a follow-on offer when an allotment of shares has been made under the second waiver. It is limited to the allotment of shares having an aggregate nominal value of up to 20% of the nominal value of any shares allotted under the second waiver.

The follow-on offer must be determined by the directors to be of a kind contemplated by the Pre-Emption Group's 2022 Statement of Principles. The limit of £1,158,851.17 is equivalent to 10% of the total issued ordinary share capital of the Company (excluding treasury shares) as at 3 March 2025 being the latest practicable date prior to publication of this Notice.

The waiver granted by Resolution 19 is in addition to the waiver granted by Resolution 18 and itself has two parts. The first part is limited to the allotment of additional shares and other equity securities or sale of shares held in treasury for cash up to a maximum nominal value of £1,158,851.17 (representing a further 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 3 March 2025, being the latest practicable date prior to publication of this Notice) otherwise than in connection with a pre-emptive offer to existing shareholders. This authority is limited to allotments and sales for the purposes of financing acquisitions or specified capital investments contemplated by the Pre-Emption Group's Statement of Principles on Disapplying Pre-Emption Rights (the 'Pre-Emption Group Principles') or refinancing any such acquisition or investment within six months after the original transaction. The Directors intend to use this authority only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue. The second part of the waiver granted by Resolution 19 applies to the allotment of shares for cash for the purposes of a follow-on offer when an allotment of shares has been made under the first part of the waiver. It is limited to the allotment of shares having an aggregate nominal value of up to 20% of the nominal value of any shares allotted under the first waiver. The follow-on offer must be determined by the directors to be of a kind contemplated by the Pre-Emption Group's 2022 Statement of Principles.

Except in relation to the Company's employee share schemes, the Directors have no immediate plans to make use of these authorities.

The authorities pursuant to Resolutions 18 and 19 will expire 15 months from the date of the passing of the respective Resolution or, if earlier, at the conclusion of the Company's next AGM.

RESOLUTION 20: PURCHASE OF OWN SHARES

This Resolution renews the Directors' current authority to make limited market purchases of the Company's ordinary shares. The authority limits the number of shares that could be purchased to a maximum aggregate number of 57,942,558 ordinary shares, representing 10% of the issued share capital as at 3 March 2025 (being the latest practicable date prior to publication of this Notice) and details the minimum and maximum prices that can be paid, exclusive of expenses. The authority will expire at the conclusion of next year's Annual General Meeting or 15 months from the passing of this Resolution, whichever is the earlier.

Pursuant to the Companies Act 2006, companies are allowed to hold shares acquired by way of market purchase in treasury, rather than having to cancel them. The Directors may use the authority to purchase shares and hold them in treasury (and subsequently sell or transfer them out of treasury as permitted in accordance with legislation) rather than cancel them, subject to institutional guidelines applicable at the time.

Although there is no current intention to do so (other than for the purposes of employee share plans as set out below), if any shares are purchased, they will either be cancelled or held as treasury shares, as determined by the Directors at the time of purchase. Shares will only be purchased for the purposes of employee share schemes, or if the Directors consider such purchases to be in the interests of shareholders generally and that to do so would result in an increase in earnings per share. The authority would only be used after careful consideration, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels and the overall financial position of the Company.

On 3 March 2025 (being the latest practicable date prior to publication of this Notice), the Company had 19,708,221 options and share awards outstanding under its various share schemes that could potentially need to be satisfied by the issue of new shares. This represented 3.40% of the issued share capital of the Company. If the Company were to purchase shares up to the maximum permitted by this Resolution the proportion of ordinary shares subject to outstanding options and share awards would represent 3.78% of the issued share capital of the Company as at 3 March 2025.

The authority conferred by this Resolution will expire at the conclusion of the Company's next Annual General Meeting or 15 months from the passing of this Resolution, whichever is the earlier. Any purchases of ordinary shares would be made by means of market purchase through the London Stock Exchange.

RESOLUTION 21: NOTICE OF GENERAL MEETINGS

Under the Companies Act 2006, the notice period required for all general meetings of the Company is 21 days. Annual General Meetings will always be held on at least 21 clear days' notice but shareholders can approve a shorter notice period for other general meetings, as long as this is not less than 14 clear days. In order to maintain flexibility for the Company, Resolution 21 seeks such approval. It is intended that the shorter notice period would not be used as a matter of routine for such meetings but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole. The Company undertakes to meet the requirements for electronic voting in the Companies Act 2006 before calling a general meeting on 14 clear days' notice. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar Resolution will be proposed.

OTHER INFORMATION

VOTING AND SHAREHOLDER INFORMATION

ARRANGEMENTS FOR THE AGM

1. The AGM will be a virtual meeting, held at 10am on Thursday 22 May 2025 and accessed via the Lumi meeting platform at <https://meetings.lumiconnect.com/100-417-650-730>.
2. Bakkavor has the facility within its Articles of Association to host a virtual AGM. This format allows us to maximise engagement with all of our shareholders to participate in the AGM, by providing convenient access to participate in the proceedings. Our approach is also in line with our Trusted Partner ESG strategy by reducing the environmental impact of our AGM.
3. We will notify shareholders of any changes to the arrangements for the 2025 AGM as early as is possible before the date of the Meeting. Such updates will be included on our website at www.bakkavor.com and announced via a regulatory information service, such announcements are also available on our website.

ENTITLEMENT TO JOIN THE AGM

4. To join the AGM, submit questions and vote (and for the purpose of the determination by the Company of votes they may cast), shareholders must be entered on the Company's register of members at 6.30pm on Tuesday, 20 May 2025, or, in the event of an adjournment, 6.30pm on the date which is two business days before the time of the adjourned meeting. Members may cast votes only in respect of shares of which they were registered holders at such time, and changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.

ISSUED SHARE CAPITAL AND TOTAL VOTING RIGHTS

5. Holders of ordinary shares are entitled to attend and vote at general meetings of the Company. The total number of issued Ordinary Shares in the Company on 3 March 2025 which is the latest practicable date before the publication of this document is 579,425,585 carrying one vote each on a poll. Therefore, the total number of votes exercisable as at 3 March 2025 are 579,425,585.
6. Shareholders and their proxies or corporate representatives can vote at the AGM via the Lumi platform (see page 05).

SHAREHOLDER ENGAGEMENT

7. The Board places great importance on understanding the issues of concern to you as shareholders. Shareholders can submit questions related to the business of the AGM in advance of the Meeting by accessing the Lumi platform from 10.00am on Monday 12 May 2025. The deadline for pre-submitted questions via the Lumi platform is 5.00pm on Monday 19 May 2025. Questions can be submitted in advance even if you are unable to join the Meeting on the day.
8. Any shareholder choosing to attend the AGM electronically will also have the opportunity to ask questions via the Lumi platform, but we ask you to keep your questions and statements succinct and relevant to the business of the AGM to allow everyone who wishes to speak the chance to do so. Please refer to page 05 for details on submitting questions via Lumi.
9. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information or (b) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

PROXY APPOINTMENT

10. A member is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend electronically and to speak and vote on their behalf at the AGM. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. We recommend that all shareholders appoint the Chair of the meeting as proxy. This will ensure that your vote will be counted even if electronic attendance at the meeting is restricted, or you are unable to attend electronically.
11. A form of proxy is enclosed. The return of a completed proxy form will not prevent a member attending the AGM electronically and voting online if the member wishes to do so.
12. To appoint a proxy, the form of proxy and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be either (a) sent to the Company's Registrar, Equiniti Limited of Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, or (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with Note 15 below, in each case so as to be received no later than 10.00am on Tuesday 20 May 2025.

If you wish, you may register the appointment of a proxy for the AGM electronically, by visiting the Company's Registrar's website www.shareview.co.uk. You can submit your proxy by creating or logging on to your portfolio at www.shareview.co.uk using your usual ID and password. Once logged in, simply click "view" on the "My Investments" page, click on the link to vote, and then follow the on-screen instructions. The proxy appointment and instructions must be received by Equiniti not less than two working days before the time for holding the AGM or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned meeting) for the taking of the poll at which it is to be used.

If you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Company's Registrar. Your proxy must be lodged no later than 10.00am on Tuesday 20 May 2025 in order to be considered valid. For further information regarding Proximity, please visit www.proximity.io.

Before you can appoint a proxy via this process you will need to have agreed to Proximity'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.

Important: Your electronic proxy appointment instructions or Form of Proxy must be received by the Company's Registrar, Equiniti, no later than Tuesday 20 May 2025 at 10.00am.

NOMINATED PERSONS

13. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

CREST MEMBERS

14. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by following the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
15. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com). The message (regardless of whether it constitutes the appointment of a proxy or 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 Equiniti Limited (ID RA19) by the latest time(s) for receipt of proxy appointments specified in Note 12 above. 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 Applications 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 a proxy appointed through CREST should be communicated to him by other means.
16. CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear 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, to procure that his/her CREST sponsor or voting service provider takes) 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.
17. 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.

IMPORTANT: In any case, to be valid, your electronic proxy appointment instructions or Form of Proxy must be received by the Company's Registrar, Equiniti Limited, no later than 10.00am on Tuesday 20 May 2025.

CORPORATE REPRESENTATIVES

18. 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, if two or more representatives purport to vote in respect of the same shares, if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way, and in other cases, the power is treated as not exercised.

DULY APPOINTED PROXIES AND CORPORATE REPRESENTATIVES

19. If you plan to participate in the AGM as a proxy or corporate representative, please contact the Company's Registrar, Equiniti Limited, at hybrid.help@equiniti.com by 10.00 am on Wednesday 21 May 2025 to obtain details on how to access the Meeting. If you plan to participate as a proxy, the shareholder appointing you must first submit their proxy appointment instructions or Form of Proxy.

AUDIT CONCERNS

20. Shareholders should note that, under Section 527 of the Companies Act 2006, members meeting the threshold requirements set out 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 Auditors' Report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company appointed ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) 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 auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

WEBSITE INFORMATION

21. A copy of this Notice and other information required by Section 311A of the Companies Act 2006 can be found at www.bakkavor.com.

VOTING BY POLL

22. Voting on the Resolutions will be conducted by way of a poll. This is a more transparent method of voting as shareholder votes are to be counted according to the number of shares held. The results of the voting at the AGM will be published on the Company's website and announced through a regulatory information service.

VOTING BY ELECTRONIC MEANS

23. Instructions on how to vote electronically are found in the Notes on the Form of Proxy and on page 05.

DOCUMENTS AVAILABLE FOR INSPECTION

24. Copies of the following documents may be inspected during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Company at Fitzroy Place, 5th Floor, 8 Mortimer Street, London, England, W1T 3JJ until the conclusion of the AGM:
 - i. The 2024 Annual Report and Accounts;
 - ii. The Articles of Association;
 - iii. The Notice of 2025 Annual General Meeting;
 - iv. Executive Directors' service contracts; and
 - v. Letters of appointment of the Non-executive Directors.

These documents will also be available via the Lumi electronic platform during the AGM until the conclusion of the AGM. With the exception of (iv) and (v) above, the documents are also available on our website at www.bakkavor.com. This Notice will be available via our website and the Financial Conduct Authority's National Storage Mechanism from the date of publication.

If you have any queries, please contact our Registrar, Equiniti, on +44 (0)371 384 2030. Lines are open between 8:30am and 5:30pm Monday to Friday – excluding public holidays in England and Wales.

APPENDIX

DIRECTORS' BIOGRAPHIES IN RESPECT OF THE DIRECTORS SEEKING ELECTION AND RE-ELECTION AT THE AGM

Simon Burke

NON-EXECUTIVE CHAIRMAN

Chair of the Nomination Committee and a member of the Disclosure Committee

Appointed: 20 October 2017

Simon has served as a Non-executive Director of Bakkavor since February 2017 and was appointed as Chairman in October 2017.

External appointments: Chairman of Blue Diamond Limited, Independent Non-executive Director of Allwyn UK.

Skills and experience: Simon is a Chartered Accountant with extensive experience within the retail and food sectors. Following multiple high-profile CEO positions, Simon completed the successful restructure and sale of Hamleys plc between 1999 and 2003, as its Chairman and Chief Executive. Since then, he has specialised in value creation roles for both quoted and private equity-backed businesses, acting as chair for many consumer businesses, including Majestic Wine, Mitchells & Butlers, Bathstore.com and Superquinn.

Mike Edwards

CHIEF EXECUTIVE OFFICER

Member of the Disclosure Committee

Appointed: 27 December 2020

Mike joined Bakkavor in 2001. Mike became Chief Operating Officer in 2014 and joined the Board in December 2020. He was appointed as Chief Executive Officer in November 2022.

External appointments: None.

Skills and experience: Mike started working in fresh prepared food in 1989 as a graduate at United Biscuits (subsequently acquired by Heinz) before joining Bakkavor in 2001. Mike started his career in HR before quickly moving onto operations and then general management.

Lee Miley

CHIEF FINANCIAL OFFICER ("CFO")

Appointed: 1 November 2024

Lee joined Bakkavor in 1998. Lee was appointed UK Finance Director in 2014, Chief Financial Officer and Executive Director since November 2024.

External appointments: None.

Skills and experience: Since joining Bakkavor, Lee has held several finance, business improvement, M&A and investment management roles. In his previous role as Investment Manager, Lee identified and led acquisition opportunities in the UK (New Primebake), France (4G), Italy (Ital Pizza) & Czech Republic (Heli Foods). Since his appointment as UK Finance Director, he has overseen various functions and projects, including site closures, new business development, and starting up what is now Operational Excellence. Lee studied Finance & Law at De Montford University in Leicester, then trained as a Chartered Accountant during his four years with Coopers & Lybrand.

Sanjeevan Bala

INDEPENDENT, NON-EXECUTIVE DIRECTOR

Designated workforce engagement Non-executive Director

Member of the Audit & Risk Committee, Remuneration Committee and ESG Committee

Appointed: 1 August 2021

External appointments: Sanjeevan is Independent Non-Executive Director and member of the Audit and Risk, Nomination and Remuneration Committee of SThree plc, Co-Chair of the Chief Data and AI Office Board at Evanta and on the Advisory Board of DataIQ.

Skills and experience: Sanjeevan is a multi-award-winning data and analytics professional who has operated across a range of sectors and brings expertise in digital transformation, data and AI science, innovation, and culture. He has a proven track record of driving customer-centric business transformations through the strategic use of data, resulting in EBIT and revenue growth. Sanjeevan has had exposure to the food and beverage sector through his time consulting with PwC to Bestfoods, and through his time with Dunnhumby working with Tesco.

Umrn Beba

INDEPENDENT, NON-EXECUTIVE DIRECTOR

Chair of the ESG Committee

Designated Non-executive Director for ESG Matters

Member of the Audit & Risk Committee, Nomination Committee and Remuneration Committee

Appointed: 1 September 2020

External appointments: Umrn is currently a partner at August Leadership, an executive search firm. She also serves on the board of the International Youth Foundation, Baltimore and BIS Çözüm.

Skills and experience: Umrn is an experienced senior business executive with a general management background and significant expertise in talent and diversity. She spent 25 years at PepsiCo Inc in both commercial and functional roles, also serving as Senior Vice President, Chief Global Diversity and Engagement Officer.

From 2010 to 2015, she served as an Independent Non-executive Director on the board of Calbee, Inc, a major Japanese snack foods manufacturer, and from 2012 to 2020 was a Future Council Member of the World Economic Forum. She holds an MBA and Bachelor of Science degree in Industrial Engineering from Bogazici University in Istanbul.

Robert (Bob) Berlin

NON-INDEPENDENT, NON-EXECUTIVE DIRECTOR

Appointed: 16 January 2024

External appointments: Bob is the Founder and Managing Partner of LongRange Capital L.P. and a Director of BL Memorial Holdings, L.L.C.

Skills and experience: Bob is a senior investment professional with strategic operating experience across the consumer goods, food, manufacturing, technology and services sectors. From 2008 to 2018, Bob was principally responsible for private equity investments at the Baupost Group, aggregating more than \$5B in total enterprise value. Bob received a Bachelor of Science degree with Honors from Washington and Lee University.

Jill Caseberry

INDEPENDENT, NON-EXECUTIVE DIRECTOR

Senior Independent Director

Chair of the Remuneration Committee

Member of the Nomination Committee

Appointed: 1 March 2021

External appointments: Jill is a Non-executive Director, Remuneration Committee Chair, and Audit/Nomination/ESG Committee member of Bellway plc and Halfords Group plc. She is a Senior Independent Director of Halfords Group plc, and Non-executive Director, Remuneration and Audit Committee member of C&C Group plc. Jill is also Senior Independent Director, Remuneration Committee Chair and a member of the Audit/Nomination Committees of St. Austell Brewery Company Limited.

Skills and experience: Jill has extensive sales, marketing and general management experience across a number of blue-chip companies in the food and beverage sector including Mars, PepsiCo and Premier Foods. Jill brings deep understanding of the food industry and has been involved in turnaround and growth situations in a range of branded and own label businesses.

Agust Gudmundsson

NON-INDEPENDENT, NON-EXECUTIVE DIRECTOR

Appointed: 28 September 2017

Agust is one of the founders of Bakkavor and has served as Non-executive Director of Bakkavor since November 2022. He served as Executive Chairman of Bakkavor from 1986 through to May 2006 and served as Chief Executive Officer from 2006 to November 2022.

External appointments: None.

Skills and experience: Agust received his education from the College of Ármúli in Reykjavik, Iceland. As one of the founders of Bakkavor, Agust's deep business know-how and understanding of the fresh prepared food market has been an essential building block for the company's direction and values.

Lydur Gudmundsson

NON-INDEPENDENT, NON-EXECUTIVE DIRECTOR

Member of the Nomination Committee

Appointed: 20 October 2017

Lydur is one of the founders of Bakkavor and has served as a Non-executive Director since January 2017. He served as Chief Executive Officer from 1986 to 2006 and Non-executive Chairman from 2006 to 2017. He served as Chairman of Exista from 2006 to 2010.

External appointments: None.

Skills and experience: Lydur has unique expertise and insight into the Company's business as a founder of Bakkavor. He received his education from the Commercial College of Iceland.

Denis Hennequin

INDEPENDENT, NON-EXECUTIVE DIRECTOR

Member of the ESG Committee and Nomination Committee

Appointed: 20 October 2017

Denis has served as a Non-executive Director of Bakkavor since February 2017.

External appointments: Denis is currently a Non-executive Director of JDE Peet's, Elixir and Espresso House. He is also Vice-Chairman of Pret A Manger, Chairman of Kellydeli, and a founding partner of investment fund French Food Capital.

Skills and experience: Denis has extensive leadership experience within the retail sector, spending the majority of his career with the McDonald's Corporation in a variety of senior financial and operational roles before becoming President and Chief Executive Officer of McDonald's Europe, where he was responsible for changing the image and concept, securing its market-leading position. In 2011 Denis was appointed Chairman and CEO of Accor, where he was responsible for an estate spread across over 90+ countries, leaving in 2013 to pursue an advisory and portfolio career.

Jane Lodge

INDEPENDENT, NON-EXECUTIVE DIRECTOR

Chair of the Audit & Risk Committee

Member of the ESG Committee

Appointed: 3 April 2018

Jane has served as a Non-executive Director of Bakkavor since April 2018.

External appointments: Jane is currently a Non-executive Director and Chair of the Audit Committees of FirstGroup plc and TI Fluid Systems plc, and a Non-executive Director and Chair of the Remuneration Committee of Glanbia plc.

On 28 February 2025 it was announced that Jane would be appointed as an independent Non-executive Director of Morgan Advanced Materials plc, effective 1 June 2025.

Skills and experience: Jane spent 25 years with Deloitte where she advised multinational companies, including businesses in transport, leisure, consumer and technology sectors. Since 2012 she has served as a Non-executive director and Audit Committee Chair at several UK public companies in a range of sectors. In addition to broad international experience in a range of sectors, Jane brings substantial audit, risk and audit committee expertise to the Board.



FIND OUT MORE ABOUT OUR BUSINESS
BAKKAVOR.COM

View and download our Annual Report at **bakkavor.com**

Bakkavor Group plc

Fitzroy Place, 5th Floor,
8 Mortimer Street,
London, England, W1T 3JJ

Bakkavor Group plc. Company No: 10986940



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