



If you come to the meeting please bring this card with you.  
It is evidence of your right to attend and vote at the meeting  
and will help you gain admission as quickly as possible.

Location of the Annual General Meeting:  
Holiday Inn – Bloomsbury  
Coram Street  
London WC1N 1HT

Premier Foods plc  
Form of proxy

2780-032-S

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Voting ID

Task ID

Shareholder Reference Number

I/We, the undersigned, being a member of Premier Foods plc,  
hereby appoint the Chairman of the meeting or

(NOTE 2)

as my/our proxy to attend and vote on my/our behalf in respect of

(NOTE 3)

Premier Foods plc shares at the Annual General Meeting to be held on 3 May 2012 and at any  
adjournment thereof.

You may also choose to submit your proxy vote electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) using  
the Voting ID, Task ID and Shareholder Reference number above.

Please indicate your vote by marking the appropriate boxes in black ink like this: ☒

Resolutions

1. To receive the annual report and accounts 2011	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the directors' remuneration report 2011	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect Michael Clarke as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect Mark Moran as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Ronnie Bell as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Charles Miller Smith as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect David Beaver as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Ian McHoul as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Louise Makin as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect David Wild as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To reappoint PwC as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To approve the remuneration of the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To approve the authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To approve the disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To approve the notice period for general meetings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To approve the authority to make political donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. To approve the share consolidation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Please tick this box if  
this is one of multiple  
appointments made ☐

Date

This card should not be used for any comments, change of address, or other queries; please send separate instruction.

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Please bring this card with you to the meeting. Do NOT post this card to the Registrar.



Resolutions	For	Against	Withheld	Notes
1. To receive the annual report and accounts 2011	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1. A shareholder entitled to attend and vote at the meeting may appoint one or more proxies to exercise all or any of his/her rights to attend and to speak and vote instead of him/her. A proxy need not be a shareholder of the Company;
2. To approve the directors' remuneration report 2011	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	2. To appoint someone other than the Chairman of the meeting as your proxy please delete the words "Chairman of the meeting" and insert the name of your proxy in the space indicated. You may appoint more than one proxy; please see note 3 in the Notice of AGM.
3. To elect Michael Clarke as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3. Please specify the number of shares to be voted if not your entire holding.
4. To elect Mark Moran as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4. To be valid, your signed and dated proxy form must be deposited together with any power of attorney or authority under which it is signed or a certified copy of such power or authority, at the offices of the Company's registrars: Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6RG, sent electronically (via www.sharevote.co.uk), or for shares held through the CHEST proxy voting system, by using the procedures described in the CHEST manual (available via www.euroclear.com/CHEST) as soon as possible and no later than 10.00 am on 1 May 2012. In the case of a corporation, the proxy form should be executed under its common seal and/or the hand of a duly authorised officer or attorney;
5. To re-elect Ronnie Bell as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5. The "Withheld" box is provided to enable you to abstain on any particular resolution. However, it should be noted that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "for" and "against"
6. To re-elect Charles Miller Smith as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6. Only those shareholders registered in the register of members of the Company at 6.00 pm on 1 May 2012 shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after 6.00 pm on 1 May 2012 shall be disregarded in determining the rights of any person to attend or vote at the meeting.
7. To re-elect David Beever as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. In the case of joint registered holders, the signature of one holder on a proxy card will be accepted and the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the relevant joint holding.
8. To re-elect Ian McHoul as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. Return of this form of proxy will not prevent a registered shareholder from attending the meeting and voting in person.
9. To re-elect Louise Makin as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
10. To re-elect David Wild as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
11. To reappoint FWC as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
12. To approve the remuneration of the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
13. To approve the authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
14. To approve the disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
15. To approve the notice period for general meetings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
16. To approve the authority to make political donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
17. To approve the share consolidation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

Account Number	_____
Name	_____
Signature	_____

RESPONSE LICENCE NO.  
NAT6514



Equiniti  
Aspect House  
Spencer Road  
Lancing  
BN99 6RG

