

Premier Foods plc

Incorporated in England & Wales, number 05160050

Registrable resolutions passed at the Annual General Meeting 2012

The following special business, were duly passed by the requisite majority at the Annual General Meeting of Premier Foods plc ("the Company") held on Thursday 3 May 2012 at 10.00am at Holiday Inn – Bloomsbury, Coram Street, London, WC1N 1HT:

Resolution 13

Authority to allot shares

That the directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (in accordance with section 551 of the Companies Act 2006):

(a) up to an aggregate nominal amount of £7,993,527 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of such sum); and

(b) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to an aggregate nominal amount of £15,987,055 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer by way of a rights issue:

(i) to ordinary Shareholders in proportion (as nearly as practicable) to their existing holdings; and

(ii) to holders of any other class of equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

and so that the Board may impose any limits or restrictions or make any other arrangements as it may deem necessary or appropriate in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or by virtue of shares being represented by depository receipts or any other matter; and

such authorities to apply until the conclusion of the 2013 AGM or 3 August 2013, whichever is sooner, but, in each case, during this period the Company may make offers or enter into agreements that would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of any such offer or agreement as if the authority conferred hereby had not ended.

Resolution 14

Disapplication of pre-emption rights

That, if resolution 13 is passed, the directors be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution 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, such powers to be limited:

(a) to the allotment of equity securities or the sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (in the case of the authority sought under resolution 13(b), by way of a rights issue only):

(i) to ordinary Shareholders, in proportion (as nearly as practicable) to their existing holdings; and

- (ii) to holders of any other class of equity securities, as required by the rights of those securities or as the directors otherwise consider necessary,

and so that the Board may impose any limits or restrictions or make any other arrangements as it may deem necessary or appropriate in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or by virtue of shares being represented by depository receipts or any other matter; and

- (b) in the case of the authority granted under resolution 13(a), and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (a) above) of equity securities or sale of treasury shares up to an aggregate nominal amount of £1,199,029,

such power to apply until the conclusion of the 2013 AGM or 3 August 2013, whichever is sooner, but in each case, during this period, the Company may make offers or enter into agreements that would or might require equity securities to be allotted (and treasury shares to be sold) after the power ends and the directors may allot equity securities (and sell treasury shares) in pursuance of that offer or agreement as if the power conferred hereby had not ended.

Resolution 15 **Notice of general meeting**

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

Resolution 16 **Authority to make political donations**

That, in accordance with sections 366 and 367 of the Companies Act 2006 the Company and all companies which, at any time during the period for which this resolution has effect, are subsidiaries of the Company, be and are hereby authorised, in aggregate, to:

- (i) make political donations to political organisations other than political parties not exceeding £50,000 in total; and

- (ii) incur political expenditure not exceeding £50,000 in total.

(as such terms are defined in sections 363 to 365 of the Companies Act 2006) during the period commencing on the date of this resolution and ending at the conclusion of the 2013 AGM or 3 August 2013, whichever is sooner, provided that the aggregate amount of any such donations and expenditure shall not exceed £50,000.

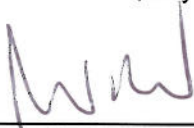
Resolution 17 **Approval of the Share Consolidation**

That, subject to and conditional upon the admission of the New Ordinary Shares (as defined below) to the Official List of the UK Listing Authority and to trading on the London Stock Exchange's Main Market for listed securities becoming effective, each of the ordinary shares of 1p each in the capital of the Company (the "Existing Ordinary Shares") which at 5.00 pm on Thursday 3 May 2012 (or such other time and date as the directors of the Company may determine) are shown in the Register of Members of the Company to be in issue shall be consolidated into ordinary shares of 10p each in the capital of the Company (the "New Ordinary Shares") on the basis of 10 Existing Ordinary Shares being consolidated into 1 New Ordinary Share, each New Ordinary Share having the same rights as the Existing Ordinary Shares, provided that:

(a) where such consolidation results in any member being entitled to a fraction of a New Ordinary Share, such fraction shall, so far as possible, be aggregated with the fractions of a New Ordinary Share to which other members of the Company may be entitled; and

(b) the directors of the Company be and are hereby authorised to sell (or appoint any other person to sell to any person), on behalf of the relevant members, all the New Ordinary Shares representing such fractions at the best price reasonably obtainable to any person, and to distribute the proceeds of sale (net of expenses) in due proportion among the relevant members entitled thereto (save that any fraction of a penny which would otherwise be payable shall be rounded up or down in accordance with the usual practice of the registrar of the Company, and save that the Company shall retain the net proceeds of sale of such New Ordinary Shares representing such fractions where the individual amount of net proceeds to which any member is entitled does not exceed three pounds (£3.00)); and

(c) any director of the Company (or any person appointed by the directors of the Company) shall be and is hereby authorised to execute an instrument of transfer in respect of such New Ordinary Shares on behalf of the relevant members and to do all acts and things the directors consider necessary or expedient to effect the transfer of such shares to, or in accordance with the directions of, any buyer of any such shares.



Andrew McDonald
General Counsel and Company Secretary

3 May 2012