

Premier Foods plc, (“the Company”)

Incorporated in England & Wales, number 05160050

Ordinary and Special Resolutions passed at the Annual General Meeting 2023

The following business was duly passed by the requisite majority at the Annual General Meeting of Premier Foods plc (the “Company”) held on Thursday 20 July 2023.

Ordinary Resolutions

Resolution 1. That the directors’ and auditor’s reports, and the audited accounts of the Company for the 52 week period ended 1 April 2023 (“2022/23 annual report”) be received.

Resolution 2. That the Directors’ Remuneration Report (other than the part containing the Directors’ Remuneration Policy) for the 52 week period ended 1 April 2023, as set out on pages 90 to 114 of the 2022/23 annual report, be approved.

Resolution 3. That the Directors’ Remuneration Policy, the full text of which is set out on pages 93 to 100 of the 2022/23 annual report, be approved.

Resolution 4. That a final dividend of 1.44 pence per ordinary share of the Company in respect of the 52 week period ended 1 April 2023, payable on 28 July 2023 to all shareholders on the register of members at close of business on 30 June 2023, be approved.

That the following directors who are seeking re-election on an annual basis in accordance with the UK Corporate Governance Code be re-elected:

Resolution 5. Colin Day as a director.

Resolution 6. Alex Whitehouse as a director.

Resolution 7. Duncan Leggett as a director.

Resolution 8. Richard Hodgson as a director.

Resolution 10. Roisin Donnelly as a director.

Resolution 11. Tim Elliott as a director.

Resolution 12. Tania Howarth as a director.

Resolution 13. Helen Jones as a director.

Resolution 14. Yuichiro Kogo as a director.

Resolution 15. Lorna Tilbian as a director.

Resolution 16. That PricewaterhouseCoopers LLP be appointed as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid.

Resolution 17. That the Audit Committee be authorised to determine the remuneration of the auditor on behalf of the Board.

Authority to make political donations

Resolution 18. 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:

- a) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
- b) 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 2024 AGM or close of business on 20 October 2024, whichever is sooner, provided that the aggregate amount of any such donations and expenditure shall not exceed £50,000.

Authority to allot shares

Resolution 19. 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 £28,948,235 (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 £57,896,470 (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, such authorities to apply until the conclusion of the 2024 AGM or close of business on 20 October 2024, 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.

Amendments to the Premier Foods plc Long Term Incentive Plan 2020

Resolution 20. That amendments to the Premier Foods Long Term Incentive Plan 2020 (the “2020 LTIP”), summarised in Appendix 2 of the Notice of Annual General Meeting and initialled by the Chair of the meeting for the purposes of identification, be approved and the directors be authorised to do all things necessary to carry the amendments into effect.

Special Resolutions

Disapplication of pre-emption rights

Resolution 21. That, if resolution 19 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 19 (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 19 (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 £4,342,235, such power to apply until the conclusion of the 2024 AGM or close of business on 20 October 2024, 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.

Disapplication of pre-emption rights for an acquisition or a specified capital investment

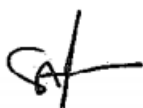
Resolution 22. That, if Resolution 19 is passed, the directors be given power, in addition to the authority granted under Resolution 21, to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company 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 sale of treasury shares for cash up to an aggregate nominal amount of £4,342,235; and

b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors of the Company determine to be an acquisition or specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in 2015, such power to apply until the conclusion of the 2024 AGM or close of business on 20 October 2024, 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.

Notice period for general meetings

Resolution 23. That a general meeting other than an AGM may be called on not less than 14 clear days' notice.



Simon Rose
General Counsel & Company Secretary

20 July 2023