

Premier Foods plc, ("the Company")

Incorporated in England & Wales, number 05160050

Ordinary and Special Resolutions passed at the Annual General Meeting 2025

The following business was duly passed by the requisite majority at the Annual General Meeting of Premier Foods plc (the "Company") held on Thursday 17 July 2025.

Ordinary Resolutions

Resolution 1. That the directors' and auditor's reports, and the audited accounts of the Company for the 52 week period ended 29 March 2025 ("2024/25 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 29 March 2025, as set out on pages 90 to 105 of the 2024/25 annual report, be approved.

Resolution 3. That a final dividend of 2.8 pence per ordinary share of the Company, in respect of the 52 week period ended 29 March 2025, payable on 25 July 2025 to all shareholders on the register of members at close of business on 27 June 2025, 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 4. Colin Day as a director.

Resolution 5. Alex Whitehouse as a director.

Resolution 6. Duncan Leggett as a director.

Resolution 7. Roisin Donnelly as a director.

Resolution 8. Tim Elliott as a director.

Resolution 9. Tania Howarth as a director.

Resolution 10. Helen Jones as a director.

Resolution 11. Yuichiro Kogo as a director.

Resolution 12. Lorna Tilbian as a director.

Resolution 13. Malcolm Waugh as a director.

Resolution 14. That PricewaterhouseCoopers LLP ("PwC") be reappointed as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid.

Resolution 15. That the Audit Committee be authorised to determine the remuneration of the auditor on behalf of the Board.

Authority to make political donations

Resolution 16. 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 next AGM of the Company, (or, if earlier, at the close of business on 17 October 2026), provided that the aggregate amount of any such donations, and expenditure, shall not exceed £50,000.

Authority to allot shares

Resolution 17. 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 £28,959,860 (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 £57,919,721 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer by way of a pre-emptive offer (including an offer by way of a rights issue or an open offer):
 - 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 next AGM of the Company, (or,

if earlier, at the close of business on 17 October 2026), 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.

Special Resolutions

Disapplication of pre-emption rights

Resolution 18. That, if Resolution 17 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 17 (b), by way of a pre-emptive offer (including an offer by way of a rights issue or an open offer) 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 arising in connection with such offer;
- b) in the case of the authority granted under Resolution 17 (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 £8,687,958; and
- c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) above) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above,

such authority to be used only for the purposes of making a follow-on offer which the Board determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in 2022, such power to apply until the conclusion of the next AGM of the Company (or, if earlier, until the close of business on 17 October 2026), but in each case, during this period, the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board

may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not expired.

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

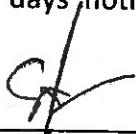
Resolution 19. That, if Resolution 17 is passed, the directors be given power, in addition to the authority granted under Resolution 18, to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company 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 £8,687,958, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board determines 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 2022; and
- b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Board determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in 2022,

such power to apply until the conclusion of the next AGM of the Company (or, if earlier, until the close of business on 17 October 2026), but, in each case, during this period, the Company may make offers, and enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not expired.

Notice period for general meetings

Resolution 20. 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

17 July 2025