



Location of the Annual General Meeting:
 The offices of Wragge Lawrence
 Graham & Co LLP;
 4 More London Riverside,
 London SE1 2AU.

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.

+
Premier Foods plc
Form of proxy

2780-048-S

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 23 July 2015 and at any adjournment thereof.

You may also choose to submit your proxy vote electronically at 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 2014/15
2. To approve the Directors' Remuneration report
3. To elect Richard Hodgson as a director
4. To re-elect David Beever as a director
5. To re-elect Gavin Darby as a director
6. To re-elect Ian Krieger as a director
7. To re-elect Jennifer Laing as a director
8. To re-elect Alastair Murray as a director
9. To re-elect Pam Powell as a director
10. To reappoint PwC as auditor
11. To approve the remuneration of the auditors
12. To approve the authority to allot shares
13. To approve the disapplication of pre-emption rights
14. To approve the Restricted Stock Plan
15. To approve the notice period for general meetings
16. To approve the authority to make political donations

	For	Against	Withheld
1.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16.	<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.

**Premier Foods plc
Poll Card**



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

- Resolutions**
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 - To approve the Directors' Remuneration report
 - To elect Richard Hodgson as a director
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 - To reappoint PwC as auditor
 - To approve the remuneration of the auditors
 - To approve the authority to allot shares
 - To approve the disapplication of pre-emption rights
 - To approve the Restricted Stock Plan
 - To approve the notice period for general meetings
 - To approve the authority to make political donations

	For	Against	Withheld
1.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

- Notes**
- 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.
 - 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.
 - Please specify the number of shares to be voted if not your entire holding.
 - 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, BN99 6DA, 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) as soon as possible and no later than 11.00 am on 21 July 2015. 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.
 - 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" a resolution but will be counted to establish if a quorum is present.
 - Only those shareholders registered in the register of members of the Company at 6.00 pm on 21 July 2015 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 21 July 2015 shall be disregarded in determining the rights of any person to attend or vote at the meeting.
 - 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.
 - Return of this form of proxy will not prevent a registered shareholder from attending the meeting and voting in person.

Account Number _____

Name _____

Signature _____

Business Reply Plus
Licence Number
RTAT-HBCL-RXHK



Equiniti
Aspect House
Spencer Road
LANCING
BN99 8GZ

