

## **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to what action to take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if you reside elsewhere, another appropriately authorised financial adviser. If you sell or transfer, or have sold or transferred, all of your shares in Premier Foods plc, please send this document and the accompanying form of proxy as soon as possible to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



### **PREMIER FOODS PLC**

(Incorporated in England and Wales with registered number 5160050)

## **NOTICE OF ANNUAL GENERAL MEETING 2020**

**11.00 am on Wednesday 12 August 2020**

Your attention is drawn to the letter from the Chairman of Premier Foods plc (the "Company") on pages 2 to 4 of this document, which sets out how the meeting will be conducted in light of the current COVID-19 pandemic and also recommends voting in favour of the resolutions to be proposed at the 2020 Annual General Meeting referred to below.

Notice of the Annual General Meeting of the Company to be held at 11.00 am on Wednesday 12 August 2020 is set out on pages 5 and 6 of this document.

Shareholders will find enclosed with this document a form of proxy which you are asked to complete and return it to Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA so as to arrive no later than 11.00 am on Monday 10 August 2020.

Dear Shareholder,

### **Annual General Meeting (“AGM”)**

This year’s AGM will be held at 11.00 am on Wednesday 12 August 2020. Set out in this document is an explanation of the business to be considered at this year’s AGM, the Notice of Meeting (“Notice”) and explanatory notes.

As a consequence of the COVID-19 pandemic, we are making changes to the way in which we conduct this year’s AGM. Premier Foods understands and respects the importance of the AGM to shareholders and the Board greatly values the opportunity to meet shareholders in person. However, the health and safety of our shareholders, employees and the broader community is of paramount importance.

In light of the UK Government’s current guidance on public gatherings, and the new regulations set out in Schedule 14 of the Corporate Insolvency and Governance Act, **the Board has concluded that shareholders cannot be permitted to attend the AGM in person this year.**

The AGM will be held by electronic means and will be kept as concise and efficient as possible with the minimum necessary quorum of two shareholders in order to conduct the business of the meeting. The format of the meeting will be purely functional to comply with relevant legal requirements.

Instead of attending this year’s AGM, shareholders are asked to exercise their votes by submitting their proxy electronically or by post as soon as possible, and these must be received by no later than 11.00 am on Monday 10 August 2020. **Shareholders who wish to appoint a proxy are recommended to appoint the Chairman of the meeting as their proxy.** As a result of the current Government restrictions, if a shareholder appoints someone else as their proxy, that proxy will not be able to attend the meeting in order to cast the shareholder’s vote.

Your votes do matter. Proxy instructions (which include the ability to lodge proxies electronically) are set out below. Shareholders are also invited to submit questions in advance of the meeting via email at [investor.relations@premierfoods.co.uk](mailto:investor.relations@premierfoods.co.uk) by no later than 11.00 am on Monday 10 August 2020. We will endeavour to answer questions received in advance, by publishing responses on thematic topics on our website either prior to, or shortly after, the AGM.

We will continue to monitor the evolving impact of the pandemic and, if it becomes appropriate or necessary to make changes to the proposed format of the 2020 AGM, we will inform shareholders as soon as we can.

We would like to thank all shareholders for their co-operation and understanding.

### **Voting**

There are two ways you can vote on the resolutions proposed at the AGM:

1. appoint a proxy to participate and vote on your behalf by logging on to [www.sharevote.co.uk](http://www.sharevote.co.uk) (to use this service you will need your Voting ID, Task ID and Shareholder Reference Number printed on the accompanying form of proxy); or
2. appoint a proxy to participate and vote on your behalf, using the form of proxy accompanying the Notice or (for shares held through CREST) via the CREST proxy voting system.

The accompanying form of proxy invites you to vote in one of three ways for each resolution: for, against or vote withheld. As noted above, the Board recommends that shareholders appoint the Chairman of the meeting as their proxy. At the AGM itself, the votes will be taken by poll rather than on a show of hands. This approach has been chosen as, in accordance with the UK Government’s current guidance on public gatherings, there will be no physical meeting at which a show of hands can be taken. The results will be published on our website ([www.premierfoods.co.uk](http://www.premierfoods.co.uk)) following the AGM and will be released to the London Stock Exchange. Further details are available in the Notes section of this Notice on pages 7 and 8.

### **Types of resolutions**

Resolutions 1 to 19 are proposed as ordinary resolutions and resolutions 20 to 22 are proposed as special resolutions. For each ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution and for each special resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

#### **Resolution 1: To receive the 2019/20 annual report**

The Board asks that shareholders receive the directors’ and auditor’s reports and the accounts for the 52 week period ended 28 March 2020 (“2019/20 annual report”).

#### **Resolution 2 and 3: Approval of the Directors’ Remuneration Report and Directors’ Remuneration Policy**

The directors are required to prepare the Directors’ Remuneration Report, comprising an annual report detailing the remuneration of the directors and a statement on behalf of the Remuneration Committee. The Company is required to seek shareholders’ approval in respect of the contents of this report on an annual basis (excluding the part containing the Directors’ Remuneration Policy). The vote is an advisory one.

Shareholders are separately asked to approve the Directors’ Remuneration Policy which is set out on pages 61 to 67 of the 2019/20 annual report. It is intended that this will take effect immediately after the AGM and will replace the existing policy that was approved in 2017 by shareholders, (98.82% of votes cast being in favour), and is due to expire this year.

It is anticipated that the Directors’ Remuneration Policy will be in force for three years although we will closely monitor regulatory changes and market trends and, if necessary, we may present a revised policy within that three-year period.

The Directors’ Remuneration Policy has been developed taking into account the principles of the UK Corporate Governance Code and the views of our major shareholders.

#### **Resolutions 4 to 14: Election of directors**

The UK Corporate Governance Code recommends that all directors stand for annual election. Therefore, all directors will seek (re-)election at this year's AGM. Biographical details of the directors are given in Appendix 1 to this Notice.

The directors believe that the Board continues to maintain an appropriate balance of knowledge and skills. This follows an assessment by the Nomination Committee which confirmed that each director makes an effective and valuable contribution to the Board and demonstrates commitment to the role (including making sufficient time available for Board and committee meetings and other duties as required).

The Board considers that Richard Hodgson, Simon Bentley, Pam Powell, Helen Jones and Tim Elliott are independent non-executive directors. I was also considered independent, upon appointment as Chairman in August 2019. Shinji Honda, Daniel Wosner and Orkun Kilic were appointed as representative directors under the terms of the relationship agreements between the Company and our three largest shareholders, Nissin Foods Holdings Co., Ltd ("Nissin"), Oasis Management Company Ltd ("Oasis") and Paulson & Co. Inc. ("Paulson"), respectively. While fully independent of management, they are not considered independent under the Code.

#### **Resolutions 15 and 16: Reappointment and remuneration of auditor**

On the recommendation of the Audit Committee, the Board proposes in resolution 15 that KPMG be reappointed as auditor of the Company. KPMG have indicated their willingness to continue to act as the Company's auditor. Resolution 16 proposes that, following normal practice, the Audit Committee be authorised to set the auditor's remuneration.

#### **Resolution 17: Approval of the Premier Foods plc Long Term Incentive Plan 2020**

Resolution 17 seeks shareholder approval to establish the Premier Foods Long-Term Incentive Plan 2020 (the "LTIP"). The terms of the LTIP have been designed to comply with prevailing best practice expectations and the new Directors' Remuneration Policy. A full summary of the principal terms of the LTIP, in a form proposed for shareholder approval, is set out in Appendix 2 to this Notice.

#### **Resolution 18: Authority to make political donations**

Part 14 of the Companies Act 2006 prohibits companies from making political donations exceeding £5,000 in aggregate in any 12-month period to (i) political parties, (ii) other political organisations and (iii) independent election candidates and from incurring political expenditure without shareholders' consent. However, the legal definitions used in the Companies Act 2006 are very broadly drafted. As a result, they may catch normal business activities such as funding seminars and other functions to which politicians are invited, supporting certain bodies involved in policy review and law reform and matching employees' donations to certain charities.

Accordingly, the Board has decided to seek shareholder authority on a precautionary basis only, to ensure that the Company's normal business activities are within the Companies Act 2006, allowing the Company and its subsidiaries to make donations and incur expenditure which may be deemed to fall within this legislation capped at £50,000 per annum.

It remains the Company's policy not to make political donations, or incur political expenditure within the ordinary meaning of those words, and the directors do not intend to use the authority for that purpose. In line with best practice guidelines, published by the Investment Association ("IA"), this resolution is put to shareholders annually rather than every four years as required by the Companies Act 2006.

#### **Resolution 19: Authority to allot shares**

Under the Companies Act 2006, the directors may allot shares and grant rights to subscribe for or convert any securities into shares if authorised to do so in a general meeting.

The authority being renewed will permit the directors to:

- a) allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares of the Company up to an aggregate nominal amount equal to £28,302,079 (representing 283,020,790 ordinary shares). This amount represents approximately one-third of the issued ordinary share capital of the Company as at the date of this Notice; and
- b) in line with guidance issued by the IA, allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares in the Company in connection with a rights issue, up to an aggregate nominal amount of £56,604,159 (representing 566,041,590 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph (a) of this resolution. This amount (before any reduction) represents approximately two-thirds of the Company's issued ordinary share capital as at the date of this Notice.

The directors have no present intention to exercise either of the authorities sought under this resolution, but the Board wishes to ensure that the Company has maximum flexibility in managing its capital resources. Should the directors decide to exercise the authorities, they intend to follow IA recommendations concerning their use (including as regards the directors standing for re-election in certain cases). As at the date of this Notice no shares are held by the Company in treasury.

#### **Resolution 20: Disapplication of pre-emption rights**

Conditional on the passing of resolution 19, resolution 20 will be proposed in which the Board is seeking authority to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to the existing shareholders in proportion to their existing shareholdings. This right of shareholders is commonly known as a pre-emption right.

In light of the IA guidelines described in relation to resolution 19 above, this authority will be limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board otherwise considers necessary, or otherwise up to a maximum nominal value of £4,245,311 (representing 42,453,110 ordinary shares). This amount represents approximately 5% of the issued share capital of the Company as at the date of this Notice.

In respect of this aggregate nominal amount, the directors also confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles (the "Principles") regarding cumulative usage of any authorities granted pursuant to substantially the same terms as the authority sought under resolution 20 within a rolling 3-year period where the Principles provide that usage in excess of 7.5% should not take place without prior consultation with shareholders.

**Resolution 21: Disapplication of pre-emption rights for an acquisition or a specified capital investment.**

Conditional on the passing of resolution 19, resolution 21 will be proposed in which the Board is seeking, in addition to the authority granted under resolution 20, authority to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) up to an amount representing approximately 5% of the issued share capital of the Company for cash, without first offering them to the existing shareholders in proportion to their existing shareholdings, in connection with an acquisition or a specified capital investment (within the meaning of the Principles).

The Board confirms that it will only allot shares pursuant to the authority referred to in resolution 21, where that allotment is in connection with an acquisition or specified capital investment, which is announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The authorities sought under Resolutions 19 to 21 will expire on the conclusion of the 2021 AGM or at close of business on 12 November 2021, whichever is sooner.

**Resolution 22: Notice period for general meetings**

Under the Companies Act 2006 the notice period for general meetings is 21 clear days, unless shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days. AGMs will continue to be held on at least 21 clear days' notice. The Board is proposing resolution 22 to allow the Company to be able to call general meetings (other than AGMs) on 14 clear days' notice. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

**Recommendation**

Your Board considers that the resolutions proposed are in the best interests of the Company and its shareholders as a whole. Accordingly, the directors unanimously recommend that shareholders vote in favour of all resolutions, as they intend to do in respect of their own shareholdings.

**Colin Day**

Chairman

## **NOTICE OF 2020 ANNUAL GENERAL MEETING**

### **Premier Foods plc**

Notice is hereby given that the Annual General Meeting (“AGM”) of Premier Foods plc (the “Company”) will be held at 11.00 am on Wednesday 12 August 2020 to transact the following business:

To propose and, if thought fit, to pass resolutions 1 to 19 (inclusive) as ordinary resolutions and resolutions 20 to 22 (inclusive) as special resolutions, as set out below.

**Resolution 1.** That the directors’ and auditor’s reports, and the audited accounts of the Company for the 52 week period ended 28 March 2020 (“2019/20 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 28 March 2020, as set out on pages 56 to 77 of the 2019/20 annual report, be approved.

**Resolution 3.** That the Directors’ Remuneration Policy, the full text of which is set out on pages 61 to 67 of the 2019/20 annual report, be approved.

That the following be elected:

**Resolution 4.** Colin Day as a director.

**Resolution 5.** Alex Whitehouse as a director.

**Resolution 6.** Duncan Leggett as a director.

**Resolution 7.** Helen Jones as a director.

**Resolution 8.** Tim Elliott as a director.

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 9.** Richard Hodgson as a director.

**Resolution 10.** Simon Bentley as a director.

**Resolution 11.** Pam Powell as a director.

**Resolution 12.** Shinji Honda as a director.

**Resolution 13.** Daniel Wosner as a director.

**Resolution 14.** Orkun Kilic as a director.

**Resolution 15.** That KPMG LLP be reappointed as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid.

**Resolution 16.** That the Audit Committee be authorised to determine the remuneration of the auditor on behalf of the Board.

### **Approval of the Premier Foods plc Long Term Incentive Plan 2020**

**Resolution 17.** That the Premier Foods Long Term Incentive Plan 2020 (the “2020 LTIP”), the principal terms of which are summarised in Appendix 2 to this Notice of Annual General Meeting and produced in draft to this meeting and, for the purposes of identification, are initialled by the Chairman of the meeting, be approved and the Directors be authorised to:

- a) make such modifications to the 2020 LTIP as they may consider appropriate to take account of the requirements of best practice and for the implementation of the 2020 LTIP and to adopt the 2020 LTIP as so modified and to do all such other acts and things as they may consider appropriate to implement the 2020 LTIP; and
- b) establish further plans based on the 2020 LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any Shares made available under such further plans are treated as counting against the limits on individual or overall participation in the 2020 LTIP.

### **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 2021 AGM or close of business on 5 November 2021, 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 £28,302,079 (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 £56,604,159 (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 2021 AGM or close of business on 12 November 2021, 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.

**Disapplication of pre-emption rights**

**Resolution 20.** 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 £4,245,311,

such power to apply until the conclusion of the 2021 AGM or close of business on 12 November 2021, 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 21.** That, if resolution 19 is passed, the directors be given power, in addition to the authority granted under resolution 20, 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 £4,245,311; 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 most recently published by the Pre-Emption Group prior to the date of this notice,

such power to apply until the conclusion of the 2021 AGM or close of business on 12 November 2021, 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 22.** That a general meeting other than an AGM may be called on not less than 14 clear days' notice.

By order of the Board.

**Simon Rose**

General Counsel & Company Secretary

7 July 2020

Registered Office: Premier House, Centrium Business Park, Griffiths Way, St Albans, Hertfordshire, AL1 2RE

Registered in England and Wales No. 5160050.

## Notes:

### 1. Voting

Pursuant to DTR 6.1.12 R (2) of the Disclosure and Transparency Rules as at the date of this Notice, the Company had in issue 849,062,387 ordinary shares carrying one vote each. Therefore, the total voting rights in the Company as at the date of this Notice are 849,062,387.

Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001 (S.I. 2001/3755), the Company specifies that only those shareholders who are registered on the Company's share register (the "Register") at 6.30 pm on Monday 10 August 2020 (the "Specified Time") shall be entitled to vote at the AGM in respect of the ordinary shares in the capital of the Company registered in their names at that time. Changes to entries on the Register for certified and uncertified shares of the Company after the Specified Time shall be disregarded in determining the rights of any person to vote at the meeting. Should the AGM be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to vote (and for the purpose of determining the number of votes they may cast) at the adjourned AGM. Should the AGM be adjourned for a longer period, to be so entitled, members must have been entered on the Register by 6.30 pm two days prior to the adjourned AGM or, if the Company gives notice of the adjourned AGM, at the time specified in such notice.

### 2. Corporate Representatives

A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the AGM. In accordance with the provisions of the Companies Act 2006 (as amended by the Companies (Shareholders' Rights) Regulations 2009), each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is therefore no longer necessary to nominate a designated corporate representative.

### 3. Proxies

You are requested to complete the enclosed form of proxy and return it to the Company's registrar, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, at the following address: Equiniti, Aspect House, Spencer Road, Lancing, BN99 6DA. Alternatively, members are entitled to appoint a proxy to vote on their behalf at the meeting via the electronic proxy voting system (by logging onto [www.sharevote.co.uk](http://www.sharevote.co.uk)) or (for shares held through CREST) via the CREST proxy voting system in accordance with Note 5 below. Members who wish to appoint a proxy should do so as soon as possible and in any event so as to be received no later than 11.00 am on Monday 10 August 2020

or, in the event that the meeting is adjourned, not less than 48 hours before the time for holding any adjourned meeting. Any form of proxy received after this time will be void.

A proxy need not be a shareholder of the Company and can be either an individual or a body corporate. At the meeting, the proxy can act for the member he or she represents.

**However, the Board recommends that shareholders who wish to appoint a proxy appoint the Chairman of the meeting.** As set out in the Chairman's

introduction, in light of the current situation regarding the COVID-19 pandemic, if a shareholder appoints someone else as their proxy, that proxy will not be able to attend the meeting in person in order to cast the shareholder's vote.

The proxy is valid for any adjournment of the meeting. A proxy may vote on any other business, which may properly come before the meeting, as that person thinks fit. If a proxy is not directed how to vote on an item of business, the proxy may vote, or abstain from voting, as they see fit. The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise the number of votes proportionate to the number of proxies appointed.

A vote withheld is not a vote in law. If a proxy is instructed to abstain from voting on an item, that person is directed not to vote on the shareholder's behalf on the poll and the shares which are the subject of the proxy appointment will not be counted in computing the required majority.

Please mark the appropriate box alongside the resolution on the form of proxy to indicate whether you wish your votes to be cast "for", "against" or "withheld". Unless you give specific instructions on how to vote on the resolutions, your proxy will be able, at his or her discretion, either to vote "for", "against" or "withheld" in relation to any matter which is put before the AGM. Shareholders who return their form of proxy with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf. If a form of proxy is returned but the nominated proxy does not participate in the meeting, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chairman of the meeting which do not contain a direction how to vote will be used where possible to support the resolutions proposed in this Notice.

Before posting the form of proxy to the registrar, please check that you have signed it. In the case of joint holders, any of you may sign it. Where more than one of the joint holders purports to appoint a proxy,

only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register in respect of the joint holding (the first-named being the most senior).

### 4. Voting by poll

Voting on all resolutions will be conducted by way of a poll rather than a show of hands. This approach has been chosen as, in accordance with the UK Government's current guidance on public gatherings, there will be no physical meeting at which a show of hands can be taken. As soon as practicable following the AGM, the results of the voting at the meeting and the numbers of proxy votes cast for and against and the number of votes actively withheld in respect of each of the resolutions will be announced via a Regulatory Information Service and also placed on the Company's website: [www.premierfoods.co.uk](http://www.premierfoods.co.uk)

Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or b) any circumstances connected with an auditor of the Company ceasing to hold office since the last AGM at which accounts and reports were laid in accordance with section 437 of the Companies Act 2006, which members propose to raise at the meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Any statement placed on the website must also be sent to the Company's auditors no later than the time it makes its statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required to publish on its website pursuant to this right.

In accordance with section 311A of the Companies Act 2006, the contents of this Notice, details of the total number of shares in respect of which members are entitled to exercise voting rights at the AGM, the total voting rights members are entitled to exercise at the AGM and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice will be available on the Company's website: [www.premierfoods.co.uk](http://www.premierfoods.co.uk)

## 5. CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by following the procedures described in the CREST Manual (available at [www.euroclear.com](http://www.euroclear.com)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Equiniti (CREST participant RA19) by the latest time(s) for receipt of proxy appointments specified in the Notice. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Equiniti is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this

connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

## 6. Online voting

Shareholders can vote online by logging onto [www.sharevote.co.uk](http://www.sharevote.co.uk). To use this service shareholders will need their Voting ID, Task ID and Shareholder Reference Number printed on the accompanying Form of Proxy. Full details of the procedure are given on the website.

Alternatively, shareholders who have already registered with Equiniti's online portfolio service, Shareview, can vote by logging on to their portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) using your usual user ID and password. Once logged in simply click "view" on the "My Investments" page, click on the link to vote, then follow the on screen instructions.

To be valid, online proxy appointments must be received by Equiniti by 11.00 am on Monday 10 August 2020.

## 7. Information rights

A person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right, or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statements of the rights of members in relation to the appointment of proxies above do not apply to a Nominated Person. The rights described in these paragraphs can only be exercised by registered members of the Company. As set out in the Chairman's introduction, in light of the current situation regarding the COVID-19 pandemic, neither shareholders nor their proxies (other than the Chairman), will be permitted to attend the 2020 AGM.

## 8. Documents available at the meeting

Copies of the executive director's service contracts and the non-executive directors' letters of appointment will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and English public holidays excepted) until the close of the AGM. A copy of the draft rules of the 2020 LTIP will be available for inspection at the offices of Aon at: The Aon Centre, The Leadenhall Building, 122 Leadenhall Street, London EC3V 4AN during normal business hours on any weekday (English public holidays excepted) until the close of the AGM.

## 9. Electronic communications

Any website or electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided either in this Notice or in any related documents (including the Chairman's letter and the form of proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.



## APPENDIX 1

### BIOGRAPHIES OF DIRECTORS SEEKING (RE-)ELECTION

#### Colin Day – Chairman

**Appointed to the Board:** Appointed as Non-executive Chairman in August 2019.

**Skills and experience:** Colin retired as Chief Executive of Essentra plc in 2017, was previously Chief Financial Officer at Reckitt Benckiser plc for over 10 years and prior to that at Aegis Group plc. He has served as a non-executive director on the boards of major UK plcs including Amec Foster Wheeler, WPP, Cadbury, Imperial Brands and easyJet. Colin is currently a board member of the Department for Environment, Food and Rural Affairs and chairs the Defra Audit and Risk Assurance Committee. He is a non-executive director and Audit Committee Chair at Meggitt plc and Euromoney Institutional Investor plc. He is also a member of the Board and Finance Committee of Cranfield University. Colin is a Fellow of the Association of Chartered Certified Accountants and has an MBA from Cranfield School of Management.

**Committee membership:** Colin is Chair of the Nomination Committee and attends the Audit and Remuneration Committees by invitation.

#### Contribution and reasons for election

Colin has a wealth of experience from a range of senior management and non-executive roles with major UK and International companies. As Group Chairman, he is responsible for the leadership of the Board, ensuring its effectiveness and operation in line with good corporate governance. He also plays an important role in engaging with shareholders to explain the Group's strategy and to understand shareholders' priorities and concerns. Over the year, Colin has engaged extensively with major shareholders and other key stakeholders.

#### Alex Whitehouse – Chief Executive Officer

**Appointed to the Board:** Appointed as Chief Executive Officer and member of the Board in August 2019.

**Skills and experience:** Alex joined the Company in July 2014 and was appointed Managing Director of the Grocery Strategic Business Unit in September 2014. He was promoted to UK Managing Director in April 2017. Alex has more than 20 years senior international, marketing, sales, strategy, innovation and general management experience gained across multiple geographies. He spent 18 years with Reckitt Benckiser plc where he held senior marketing and general management roles including Managing Director, New Zealand and most recently Worldwide Head of Shopper & Customer Marketing. Earlier in his career, he held a number of retail management positions with Whitbread plc.

#### Contribution and reasons for election

Alex has extensive FMCG experience from a range of senior commercial roles in the UK and Internationally. He has gained an in-depth knowledge of the business over

the last six year, leading the successful turnaround of the UK business. In his role as CEO, he is responsible for the day-to-day management of the Group, working in conjunction with the other members of the Executive Leadership Team, to ensure the delivery of the Group's strategy.

#### Duncan Leggett – Chief Financial Officer

**Appointed to the Board:** Appointed as Chief Financial Officer and member of the Board in December 2019.

**Skills and experience:** Duncan joined the Company in September 2011 and has held a number of senior roles within finance including Group Financial Controller and most recently Director of Financial Control and Corporate Development. Prior to joining the Company, Duncan spent nine years at KPMG working with clients across a variety of industries.

#### Contribution and reasons for election

As a senior member of the management team, Duncan has successfully led the corporate development and commercial finance functions within the business and brings extensive technical knowledge and experience of the Group's financing arrangements and operations as well as established relationships with the Group's bondholders, banks and pension trustees. In his role as CFO, he is responsible for managing the Group's finances, financial planning, management of financial risks and financial reporting.

#### Helen Jones, Non-executive director

**Appointed to the Board:** May 2020.

**Skills and experience:** Helen brings 35 years of commercial and general management experience for FMCG and multi-site consumer businesses. During her executive career, Helen was previously Group Executive Director of Caffè Nero Group Ltd and Managing Director of Zizzi restaurants. Prior to this, Helen spent nine years at Unilever and was the successful architect of launching the Ben & Jerry's brand in the UK and Europe culminating in her appointment as Brand Development Director Europe for Ben & Jerry's Homemade Inc. Helen is currently non-executive director of Halfords plc and also serves on the Board of Fuller, Smith & Turner plc.

**Committee membership:** Helen is a member of the Audit, Remuneration and Nomination Committees.

#### Contribution and reasons for election

Helen has only recently joined the Board, having been appointed on 15 May 2020. She is also a member of the Audit, Remuneration and Nomination Committees. Helen has a wealth of relevant commercial experience, following a career in a range of FMCG and consumer businesses. Her expertise in brand development will be useful to the Board as we continue to grow the business through our branded growth model.

#### Tim Elliott, Non-executive director

**Appointed to the Board:** May 2020.

**Skills and experience:** Tim has nearly 40 years' experience in investment banking and corporate finance, advising a wide range of companies and industries, particularly those in the consumer and retail sectors. During his career, Tim held Managing Director roles at both Barclays Capital and JP Morgan and, more latterly, was a Partner and Consultant at KPMG. Tim has deep knowledge and experience of capital markets and is currently a non-executive director and audit committee chair of CPP Group plc.

**Committee membership:** Tim is a member of the Audit, Remuneration and Nomination Committees.

#### Contribution and reasons for election

Tim has also only recently joined the Board, having been appointed on 15 May 2020. He is also a member of the Audit, Remuneration and Nomination Committees. Tim has significant experience in corporate finance, following a career in investment banking and his expertise in corporate finance and knowledge of capital markets will be helpful to the Board as we continue the transformation of the business.

#### Richard Hodgson – Senior Independent Director

**Appointed to the Board:** January 2015.

**Skills and experience:** Richard is Chief Executive Officer of YO! Sushi and has over 20 years of experience in the food industry. He was previously Chief Executive Officer at Pizza Express, a role he held for four years until May 2017. In 2010 he was appointed Commercial Director at Morrisons, a newly created role, combining Trading and Marketing. Richard joined Waitrose in 2006 as Commercial Director, and prior to that spent 10 years at Asda holding a number of senior roles culminating in his appointment as Marketing & Own Brand Director.

**Committee membership:** Richard is Senior Independent Director and a member of the Audit, Remuneration and Nomination Committees.

#### Contribution and reasons for re-election

As Senior Independent Director, Richard provides a sounding board for the Chairman and is an intermediary for the other directors when necessary. He is available as an alternative point of contact for investors. Richard has a long career spent in the food retail industry in senior positions held with some of the Group's key customers. During this time, he was responsible for introducing a number of major strategic initiatives to deliver growth. He brings an in-depth knowledge of retail customers which is important to the Board when considering commercial relationships and opportunities. Richard is currently CEO of YO! Sushi, which provides him with a wider perspective of strategic matters and stakeholder engagement.

**Simon Bentley – Non-executive director  
Appointed to the Board:** February 2019.

**Skills and experience:** Simon is Executive Chairman of UK mobile cash operator Cash on the Move. Simon has over 30 years' experience in finance and retail, having previously served as Chairman and Chief Executive of Blacks Leisure Group plc, Acting Chairman/Senior Independent Director of Frasers Group plc (formerly Sports Direct International plc), Chairman of Umberto Giannini, and Deputy Chairman of Mishcon de Reya. Earlier in his career, Simon spent 10 years with accountancy firm Landau Morley, latterly as a Senior Partner. Simon is also Senior Independent Director of SimiGon, a global leader in modelling, simulation and training solutions. He is a qualified Chartered Accountant.

**Committee membership:** Simon is chair of the Audit Committee and a member of the Remuneration and Nomination Committees.

**Contribution and reasons for re-election**

Simon is Chair of the Audit Committee, which is responsible for ensuring the effectiveness of the Group's financial reporting systems, internal controls and risks. The Committee also keeps under review the relationship with the external auditor. He began his career in accountancy, where he developed experience in corporate finance, audit and taxation. He also has extensive commercial and strategic experience, gained from senior roles in a range of industries, including retail and finance.

**Pam Powell – Non-executive director  
Appointed to the Board:** May 2013.

**Skills and experience:** Pam has more than 20 years' marketing experience developing some of the world's best known consumer brands. Most recently, she was the Group Strategy and Innovation Director for SAB Miller, one of the world's leading brewers. Pam spent nine years at SAB Miller, in senior management roles, and prior to that held numerous marketing roles in the home and personal care sector during a 13 year career at Unilever plc, culminating in her role as global Vice-President of the Skin Care category. Pam is also a non-executive director at A.G. BARR p.l.c. and Cranswick plc.

**Committee membership:** Pam is Chair of the Remuneration Committee and a member of the Audit and Nomination Committees.

**Contribution and reasons for re-election**

Pam is Chair of the Remuneration Committee, which is responsible for the design and implementation of the Directors' Remuneration Policy for executive directors and senior management and for approving the design of share incentive plans. Pam's background is in marketing and brand development, having spent a career with leading multi-national companies. She has valuable sector experience from her current non-executive roles and brings particular insight into discussions concerning the Group's brands, marketing strategies and how we engage with consumers.

During the year, Pam was appointed as the designated non-executive director responsible for the Board's engagement with the workforce and ensures that the views and concerns of the workforce are shared with the Board.

**Shinji Honda – Non-executive director  
Appointed to the Board:** March 2018.

**Skills and experience:** Shinji is Managing Executive Officer and Chief Strategy Officer of Nissin Foods Holdings Co., Ltd ("Nissin"), with responsibility for Nissin's long-term growth strategy and overseas operations, including Europe. Prior to joining Nissin, in January 2018, Shinji spent his entire professional career at Takeda Pharmaceutical Company Limited ("Takeda"), a leading Japanese pharmaceutical company. He was named Member of the Board of Takeda in June 2013 and Senior Managing Director and Corporate Strategy Officer in October 2014, having previously had responsibility for creating the company's long-term growth strategy and overseeing Takeda's international operations, including the role of President and CEO of Takeda North America. Shinji received a Master of Science in Management from Stanford Business School in California, USA.

**Contribution and reasons for re-election**

Shinji represents Nissin, who is our largest shareholder. Prior to joining Nissin, Shinji spent his entire career with Takeda, where he gained significant experience of running international operations and was latterly responsible for corporate strategy. Nissin is one of the Group's key strategic partners and Shinji provides an important link in managing this relationship and assisting in developing business opportunities for the Group's brands, the distribution of Nissin's branded products in the UK and expanding our partnership in international markets.

**Daniel Wosner – Non-executive director  
Appointed to the Board:** February 2019

(having previously served as a non-executive director from March 2017 to March 2018).

**Skills and experience:** Daniel is Managing Director & Head of Europe at Oasis Management Company Ltd ("Oasis"). He joined Oasis in 2016, where he is also a member of the firm's Strategies Group and Corporate Governance Group. As Head of Europe, Daniel oversees the firm's UK and Continental European investments. Prior to joining Oasis, Daniel served as Head of the Asia Pacific Equity Syndicate team at Barclays in Hong Kong, and, before that, he worked with Barclays and Lehman Brothers based in London. Daniel, a UK national, received a Bachelor of Arts in Politics from Leeds University.

**Contribution and reasons for re-election**

Daniel represents Oasis, who are one of our largest shareholders. Following senior roles in finance and investment banking, he is now responsible for Oasis' UK and European investments. He has significant experience in investment analysis, assessing businesses to identify value opportunities. Daniel was a non-executive director of the Company from March 2017 to March 2018 and has been actively engaged with the Board during its recent strategic review.

**Orkun Kilic – Non-executive director  
Appointed to the Board:** February 2019.

**Skills and experience:** Orkun is founder and Chief Investment Officer of Berry Street Capital Management LLP. He was, until May 2019, the Managing Partner of Paulson Europe LLP and Portfolio Manager of the Paulson European Opportunities Fund, having joined the company in 2011, becoming Head of European Investments in 2015. Prior to joining Paulson Europe, Orkun worked in Investment Banking with Morgan Stanley, focusing on mergers and acquisitions. Orkun received his Master of Business Administration from Harvard Business School in 2009. He graduated magna cum laude in business administration and economics from Koç University, Turkey. Orkun also received his Master of Science in Financial Engineering from Boğaziçi University, Turkey.

**Contribution and reasons for re-election**

Orkun represents Paulson, who are one of our largest shareholders. He has a strong background in finance and investment banking having been responsible for managing Paulson's European investment fund, giving him a broad insight into a range of different companies and sectors. His experience in evaluating businesses and growth opportunities was important to the Board as it completed its recent strategic review.

## APPENDIX 2

### SUMMARY OF THE PRINCIPAL TERMS OF THE 2020 LTIP

This Appendix sets out a summary of principal terms of the Premier Foods Long Term Incentive Plan 2020 (the "LTIP").

#### Operation

The Remuneration Committee will supervise the operation of the LTIP.

#### Eligibility

Any employee (including an executive director) of the Company and its subsidiaries will be eligible to participate in the LTIP at the discretion of the Remuneration Committee.

It is currently anticipated that participation in the LTIP will be limited to the Company's Executive Directors and selected senior management.

#### Grant of awards

The Remuneration Committee may grant awards to acquire shares within six weeks following the Company announcing its results for any period. The Remuneration Committee may also grant awards within six weeks of shareholder approval of the LTIP or at any other time when the Remuneration Committee considers there are exceptional circumstances which justify the granting of awards.

The Remuneration Committee may grant awards as conditional share awards or nil (or nominal) cost options.

The Remuneration Committee may also grant cash-based awards of an equivalent value to share-based awards or to satisfy share-based awards in cash, although in practice, this is only expected to be the case (if at all) in exceptional circumstances.

An award may not be granted more than 10 years after shareholder approval of the LTIP.

No payment is required for the grant of an award. Awards are not transferable, except on death. Awards are not pensionable.

#### Individual limit under the LTIP

An employee may not receive awards in respect of any financial year over shares having a market value in excess of the higher of 150% of their annual base salary in that financial year or such limit set by the prevailing shareholder approved directors' remuneration policy.

Market value for the purposes of the above limit shall ordinarily be based on the market value of shares on the dealing day immediately preceding the grant of an award or by reference to a short averaging period ending on such dealing day. Where an award is granted in respect of a prior financial year, market value shall be determined by the Committee acting reasonably taking into account when the Award would normally have been granted.

#### Performance conditions

The extent of vesting of awards granted to the Company's Executive Directors will be subject to performance conditions set by the Remuneration Committee. Performance conditions may also apply in the case of awards to others.

The terms of the performance conditions for awards to the Company's Executive Directors shall be set in line with the applicable Directors' Remuneration Policy from time to time.

The Remuneration Committee may vary performance conditions applying to any award after it is granted if an event occurs which causes the Remuneration Committee to consider that it would be appropriate to amend the performance conditions, provided the Remuneration Committee considers the varied conditions are fair and reasonable and, in the case of awards to Executive Directors, not materially more or less challenging than the original conditions would have been but for the event in question.

#### Vesting of awards

Awards shall ordinarily vest on such normal vesting date specified for the award or, if later, when the Remuneration Committee determines the extent to which any performance conditions have been satisfied. The normal vesting date of awards granted to executive directors will be no earlier than the third anniversary of grant.

Where awards are granted in the form of options, once vested, such options will then be exercisable up until the tenth anniversary of grant (or such shorter period specified by the Remuneration Committee at the time of grant) unless they lapse earlier. Shorter exercise periods shall apply in the case of "good leavers" and/or vesting of awards in connection with corporate events.

#### Holding Period

The terms of the LTIP require that executive director participants (and such others if any as the Remuneration Committee requires) will ordinarily be required to retain any vested shares (on an after-tax basis) acquired under the LTIP until at least the fifth anniversary of the grant of the relevant award.

Exceptionally, the Remuneration Committee may, in its discretion, allow such participants to sell, transfer, assign or dispose of some or all of these shares before the end of the holding period, subject to such additional terms and conditions that the Remuneration Committee may specify.

#### Dividend equivalents

The Remuneration Committee may decide that participants will receive a payment (in cash and/or shares) of an amount equivalent to the dividends that would have been payable on an award's vested shares between the date of grant and the vesting of the award (or if later, and only whilst the award remains unexercised in respect of vested shares, the expiry of any holding period). This amount may assume the reinvestment of dividends and shall be paid at the same time as the delivery of the related vested shares (or cash payment as relevant).

Alternatively, participants may have their awards increased during the vesting period (and into the holding period as relevant) as if dividends were paid on the shares subject to their award and then reinvested in further shares.

#### Leaving employment

As a general rule, an award will lapse upon a participant's termination of employment within the Group. However, if a participant ceases to be an employee because of death, injury or disability, their employing company or the business for which they work being sold out of the Group or in other circumstances at the discretion of the Remuneration Committee, then their award will ordinarily vest on the normal timetable. The extent to which an award will vest in these situations will depend upon two factors: (i) the extent to which the performance conditions (if any) have, in the opinion of the Remuneration Committee, been satisfied over the original performance measurement period, and (ii) pro rating of the award to reflect the proportion of the normal vesting period spent in service. The Remuneration Committee can decide to pro-rate an award to a lesser extent (including as to nil) if it regards it as appropriate to do so in the circumstances. Alternatively, in such "good leaver" circumstances specified above (including in the case of a discretionary good leaver), the Remuneration Committee can decide that the participant's award will vest when they leave, subject to: (i) the performance conditions measured at that time; and (ii) pro-rating as described above (including the Remuneration Committee's discretion as described above in respect of pro-ration).

#### Corporate events

In the event of a takeover or winding up of the Company (not being an internal corporate reorganisation) all awards will vest early subject to: (i) the extent that the performance conditions (if any) have been satisfied at that time; and (ii) pro-rating of the award to reflect the proportion of the normal vesting period that has elapsed. The Remuneration Committee can decide to pro-rate an award to a lesser extent (including as to nil) if it regards it as appropriate to do so in the circumstances.

In the event of an internal corporate reorganisation awards will be replaced by equivalent new awards over shares in a new holding company unless the Remuneration Committee decides that awards should vest on the basis which would apply in the case of a takeover.

In the event of a demerger, special dividend or other similar event which, in the opinion of the Remuneration Committee, would affect the market price of shares to a material extent, the Remuneration Committee may decide that awards shall vest early on such basis as considered appropriate.

**Override**

Notwithstanding any other provision of the LTIP, and irrespective of whether any performance condition attached to an award has been satisfied, the Remuneration Committee retains discretion under the LTIP to scale back the level of vesting that would otherwise result by reference to formulaic outcomes alone.

Such discretion would only be used in exceptional circumstances and may include regard to corporate and personal performance.

**Participants' rights**

Awards settled in shares will not confer any shareholder rights until the awards have vested or the options have been exercised as relevant and the participants have received their shares.

**Rights attaching to shares**

Any shares allotted when an award vests or is exercised will rank equally with shares then in issue (except for rights arising by reference to a record date prior to their allotment).

**Variation of capital**

In the event of any variation of the Company's share capital or in the event of a demerger, payment of a special dividend or similar event which materially affects the market price of the shares, the Remuneration Committee may make such adjustment as it considers appropriate to the number of shares subject to an award and/or the exercise price payable (if any).

**Overall Plan limits**

The LTIP may operate over new issue shares, treasury shares or shares purchased in the market.

In any ten-calendar year period, the Company may not issue (or grant rights to issue) more than:

- (i) 10% of the issued ordinary share capital of the Company under the LTIP and any other employee share plan adopted by the Company; and
- (ii) 5% of the issued ordinary share capital of the Company under the LTIP and any other executive share plan adopted by the Company.

Treasury shares will count as new issue shares for the purposes of these limits unless institutional investor guidelines provide that they need not count.

**Alterations to the LTIP**

The Remuneration Committee may, at any time, amend the LTIP in any respect, provided that the prior approval of shareholders is obtained for any amendments that are to the advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of shares or the transfer of treasury shares, the basis for determining a participant's entitlement to, and the terms of, the shares or cash to be acquired and the adjustment of awards.

The requirement to obtain the prior approval of shareholders will not, however, apply to any minor alteration made to benefit the administration of the LTIP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Company's group. Shareholder approval will also not be required for any amendments to any performance condition applying to an award varied on its terms.

**Malus & Clawback**

The Remuneration Committee may apply the LTIP's malus & clawback provisions if, at any point prior to the third anniversary of the date of vesting of an award, it is discovered that there has been a material misstatement of the Company's financial results, an error of calculation (including on account of inaccurate or misleading information) or in the event of serious misconduct, serious reputational damage or corporate failure.

The recovery and withholding may be satisfied by way of a reduction in the amount of any future bonus, subsisting award or future share awards and/or a requirement to make a cash payment.

**Overseas plans**

The shareholder resolutions to approve the LTIP will allow the Board to establish further plans for overseas territories, any such plan to be similar to the LTIP, but modified to take account of local tax, exchange control or securities laws, provided that any shares made available under such further plans are treated as counting against the limits on individual and overall participation in the LTIP.