



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should consult your stockbroker, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or otherwise transferred all of your shares in Bakkavor Group plc, please send this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

BAKKAVOR GROUP PLC

NOTICE OF ANNUAL GENERAL MEETING 2019

(Incorporated and registered in England and Wales under number 10986940)

Notice of the 2019 Annual General Meeting of Bakkavor Group plc ("the Company") to be held at Fitzroy Place, 5th Floor, 8 Mortimer Street, London, W1T 3JJ on Thursday, 23 May 2019 at 9.30am is set out on pages 3 and 4 of this document.

A form of proxy for use at the Annual General Meeting is enclosed and, to be valid, should be completed and returned in accordance with the instructions printed on the form so as to be received by the Company's Registrar, Equiniti Limited of Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA as soon as possible but, in any event, no later than 9.30am on Tuesday, 21 May 2019. Completion and return of a form of proxy will not prevent members from attending and voting in person should they wish to do so.

PART I

BAKKAHOR GROUP PLC

(Incorporated and registered in England and Wales under number 10986940)

Registered Office:

Fitzroy Place, 5th Floor
8 Mortimer Street
London
W1T 3JJ

5 April 2019

To the holders of ordinary shares of Bakkavor Group plc ("the Company")

NOTICE OF ANNUAL GENERAL MEETING 2019

Dear Shareholder

I am pleased to be writing to you with details of our Annual General Meeting ("AGM") which we are holding at Fitzroy Place, 5th Floor, 8 Mortimer Street, London, W1T 3JJ on Thursday, 23 May 2019 at 9.30am. The formal notice of AGM ("Notice") is set out on page 3 of this document.

If you would like to vote on the Resolutions but cannot come to the AGM, please fill in the proxy form sent to you with this Notice and return it in accordance with the instructions printed on the form. It must be received by the Company's Registrar, Equiniti Limited of Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA as soon as possible but, in any event, no later than 9.30am on Tuesday, 21 May 2019.

An explanation of the business to be considered at this year's AGM appears in Part III on pages 5 to 7 of this document.

The Directors consider that all the Resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote in favour of the Resolutions as they intend to do in respect of their beneficial holdings.

Yours faithfully



SIMON BURKE

Chairman

PART II

BAKKAVOR GROUP PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the second Annual General Meeting of Bakkavor Group plc ("the Company") will be held at Fitzroy Place, 5th Floor, 8 Mortimer Street, London, W1T 3JJ on Thursday, 23 May 2019 at 9.30am to consider and, if thought fit, to pass the following Resolutions which will be proposed as Ordinary Resolutions and Special Resolutions as specified below.

ORDINARY RESOLUTIONS

Annual Report and Accounts

1. TO receive and adopt the Company's audited accounts and the reports of the Directors and Auditor for the year ended 29 December 2018.

Remuneration Policy

2. TO receive and approve the Directors' Report on Remuneration set out on pages 70 to 89 of the Annual Report and Accounts for the year ended 29 December 2018.

Dividend

3. TO declare a final dividend on the ordinary shares of the Company for the year ended 29 December 2018 of 4 pence per ordinary share.

Election of Directors

4. TO re-elect Simon Burke as a Director of the Company.
5. TO re-elect Sue Clark as a Director of the Company.
6. TO elect Patrick Cook as a Director of the Company.
7. TO re-elect Peter Gates as a Director of the Company.
8. TO re-elect Agust Gudmundsson as a Director of the Company.
9. TO re-elect Lydur Gudmundsson as a Director of the Company.
10. TO re-elect Denis Hennequin as a Director of the Company.
11. TO re-elect Todd Krasnow as a Director of the Company.
12. TO re-elect Jane Lodge as a Director of the Company.

External Auditor

13. TO appoint PricewaterhouseCoopers LLP ("PwC") as Auditor of the Company to hold office until the next Annual General Meeting at which the Annual Report and Accounts are laid.
14. TO authorise the Directors to determine the remuneration of the Auditor.

Authority to allot shares

15. THAT the Directors be generally and unconditionally authorised under section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights"):
 - a. up to an aggregate nominal amount of £3,862,837.23; and
 - b. comprising equity securities (as defined in section 560(1) of the Companies Act 2006), up to an aggregate nominal amount of £7,725,674.46 (including within such limit any shares issued or rights granted under paragraph (a) above) in connection with an offer by way of a rights issue to:
 - i. ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems in, or under the laws of, any territory (including the requirements of any regulatory body or stock exchange) or any other matter; and

provided that such authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the earlier of 15 months from the date of the Annual General Meeting at which this Resolution is passed and the conclusion of the next Annual General Meeting of the Company, and in each case the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the authority has expired and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that this authority has expired and all previous authorities to allot shares or grant Rights, to the extent unused, shall be revoked.

SPECIAL RESOLUTIONS

Disapplication of pre-emption rights

16. THAT, subject to the passing of Resolution 15 and in place of all existing powers, the Directors be generally empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash, pursuant to the authority given by Resolution 15 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. This power shall be limited to:
 - a. the allotment of equity securities and/or sale of treasury shares in connection with an offer or issue of or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 15 above by way of rights issue only) to or in favour of: (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and (ii) holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems in, or under the laws of, any territory (including the requirements of any regulatory body or stock exchange) or any other matter; and
 - b. in the case of authority granted under paragraph (a) of Resolution 15 above, to the allotment of equity securities for cash or sale of treasury shares (otherwise than under paragraph (a) of this Resolution) up to an aggregate nominal amount of £579,425.59; and

this power shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the earlier of 15 months from the date of the Annual General Meeting at which this Resolution is passed and the conclusion of the next Annual General Meeting of the Company but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the power expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the power had not expired.

17. THAT subject to the passing of Resolution 15, and in addition to any power granted under Resolution 16, the Directors be generally empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (as defined in the Companies Act 2006) for cash, pursuant to the authority given by Resolution 15 in the notice of the meeting 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. This power to be:

- a. in the case of the authority granted under Resolution 15(a), limited to the allotment of equity securities for cash or sale of treasury shares up to an aggregate nominal amount of £579,425.59; and
- b. used only for the purposes of financing (or refinancing, if the power is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other 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 of the meeting; and

such power to expire (unless previously renewed, varied or revoked by the Company in general meeting) on the earlier of 15 months from the date of the Annual General Meeting at which this Resolution is passed and the conclusion of the next Annual General Meeting of the Company, but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the power expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the power had not expired.

Authority to purchase own shares

18. THAT the Company be generally and unconditionally authorised for the purpose of sections 693 and 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 2 pence each in the capital of the Company upon such terms and in such manner as the Directors shall determine, provided that:

- a. the maximum aggregate number of ordinary shares authorised to be purchased is 57,942,558;
- b. the minimum price (exclusive of expenses) which may be paid for such ordinary shares is 2 pence per share;

- c. the maximum price (exclusive of expenses) which may be paid for an ordinary share cannot be more than an amount equal to the higher of:
 - i. 105% of the average of the closing middle market price for an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately prior to the day on which the ordinary share is contracted to be purchased; and
 - ii. the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;
- d. unless previously renewed, varied or revoked, the authority hereby conferred shall expire on the earlier of 15 months from the date of the Annual General Meeting at which this Resolution is passed and the conclusion of the next Annual General Meeting of the Company; and
- e. the Company may make a contract or contracts to purchase ordinary shares under this authority prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.

Notice of General Meetings

19. That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

BY ORDER OF THE BOARD OF DIRECTORS OF BAKKAVOR GROUP PLC ("THE BOARD")



SIMON WITHAM

General Counsel & Company Secretary
5 April 2019

Registered in England and Wales No. 10986940

Registered Office:

Fitzroy Place, 5th Floor
8 Mortimer Street
London
W1T 3JJ

PART III

BAKKAHOR GROUP PLC

EXPLANATORY NOTES TO THE RESOLUTIONS

The following pages give an explanation of the proposed Resolutions.

Resolutions 1 to 15 are proposed as Ordinary Resolutions. This means that for each of those Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution.

Resolutions 16 to 19 are proposed as Special Resolutions. This means that for each of those Resolutions to be passed, at least three-quarters of the votes cast must be in favour of the Resolution.

RESOLUTION 1: ANNUAL REPORT AND ACCOUNTS

The Directors are required to present to shareholders at the Annual General Meeting the Company's audited accounts and the Directors' and Auditor's reports for the year ended 29 December 2018 ("Annual Report and Accounts for the year ended 29 December 2018"). The accounts, the Directors' report and the Auditor's report on the accounts and on those parts of the Directors' remuneration report that are capable of being audited are contained within the Annual Report and Accounts for the year ended 29 December 2018.

RESOLUTION 2: DIRECTORS' REMUNERATION

This Resolution deals with the remuneration of the Directors, and seeks approval of the remuneration paid to the Directors during the year under review respectively.

The Company is required every year to ask shareholders to approve the Directors' Remuneration Report. This is set out on pages 70 to 89 of the Annual Report and Accounts for the year ended 29 December 2018. Resolution 2 is an advisory vote in that payments made or promised to Directors will not have to be repaid, reduced or withheld in the event that this Resolution is not passed.

RESOLUTION 3: DIVIDEND

A final dividend of 4 pence per ordinary share is recommended by the Directors for payment to shareholders on the Register of Members at the close of business on 3 May 2019. Subject to the approval of shareholders at the Annual General Meeting, this dividend will be paid on 29 May 2019.

RESOLUTIONS 4 TO 12: ELECTION AND RE-ELECTION OF DIRECTORS

In order to comply with best practice under provision B.7.1 of the UK Corporate Governance Code, all Directors should be subject to election by shareholders at the first Annual General Meeting after their appointment, and to annual re-election thereafter. Patrick Cook was appointed to the Board in July 2018 and as this is his first Annual General Meeting since being in office, he will seek election at the Annual General Meeting on 23 May 2019. All other Directors will seek re-election at the Annual General Meeting on 23 May 2019. Separate Resolutions are proposed for each of these elections and re-elections.

The Company is also required to comply with provisions of the UK Listing Rules (the "Listing Rules") relating to controlling shareholders and the election and re-election of the independent Non-executive Directors. For the purposes of the Listing Rules, each of Carrion Enterprises Limited (corporate holding structure of Agust Gudmundsson), Umbriel Ventures Limited (corporate holding structure of Lydur Gudmundsson) and BP-PE5 L.L.C (corporate holding structure of the Baupost Group L.L.C) is a controlling shareholder of the Company as a result of it exercising or controlling more than 30% of the voting rights of the Company. As such, the

election or re-election of any independent Director by shareholders must be approved by a majority vote of both: (i) the shareholders of the Company; and (ii) the independent shareholders of the Company (that is, the shareholders of the Company entitled to vote on the election of Directors who are not controlling shareholders of the Company).

Resolutions 4 to 12 are therefore being proposed as Ordinary Resolutions which all shareholders may vote on, but in addition the Company will separately count the number of votes cast by independent shareholders in favour of the Resolution (as a proportion of the total votes of the independent shareholders cast on the Resolution) to determine whether the second threshold referred to in (ii) in the previous paragraph has been met. The Company will announce the results of Resolutions 4 to 12 on this basis as well as announcing the results of the Ordinary Resolutions of all shareholders.

Under the Listing Rules, if a Resolution to re-elect an independent Director is not approved by majority vote of both the shareholders as a whole and the independent shareholders, the Company may propose a further Resolution to re-elect that Director between 90 and 120 days from the date of the original vote. Accordingly, if any of Resolutions 4 to 12 are not approved by a majority of the independent shareholders at the Annual General Meeting, the relevant Director will be treated as having been re-elected only from the period of the date of the Annual General Meeting to the earlier of: (i) the close of any general meeting of the Company, convened for a date more than 90 days after the Annual General Meeting but within 120 days of the Annual General Meeting, to propose a further Resolution to re-elect him or her; (ii) the date which is 120 days after the Annual General Meeting; and (iii) the date of any announcement by the Board that it does not intend to hold a second vote. In the event that the Director's re-election is approved by a majority vote of all shareholders at a second meeting, the Director will then be re-elected until the next Annual General Meeting.

The UK Corporate Governance Code recommends that the Board should undertake a formal and rigorous annual evaluation of its own performance and that of its Committees and individual Directors. The Board conducted an internal review led by the Chairman with the support of the General Counsel & Company Secretary during the year.

The results of the review were considered by the General Counsel & Company Secretary, the Chairman and the Nomination Committee. The Board Committees were also reviewed and were found to be highly regarded in terms of effectiveness and decision-making. The Chairman is highly regarded and considered to exhibit a leadership style which promotes effective decision-making, constructive debate and ensures the Board works as a team.

Having considered the findings of the review, the Directors were satisfied that the Board operated effectively in 2018 and there were no areas of concern.

The Chairman confirms that all Directors standing for election and re-election at the Annual General Meeting continue to be effective and demonstrate commitment to their roles. Biographical details for these Directors are provided in Appendix 1 on pages 10 and 11.

The Company's Nomination Committee considers the appointment and replacement of Directors subject to the rules set out in the Company's Articles of Association. The Nomination Committee will normally engage an independent search consultant with no connection to the Company to find appropriate candidates for the Board with the requisite skills and, in doing so, will take account of relevant guidelines and legislation relating to the appointment of individuals to boards. The Nomination Committee may also

consider candidates introduced to the Company from other sources. In considering the independence of the Non-executive Directors', the Board has taken into consideration the guidance contained in the UK Corporate Governance Code. The Board considers Simon Burke, Sue Clark, Denis Hennequin, Todd Krasnow and Jane Lodge to be independent in accordance with provision B.1.1 of the UK Corporate Governance Code.

RESOLUTIONS 13 AND 14: ELECTION OF AUDITOR AND AUDITOR'S REMUNERATION

Resolution 13 proposes that PricewaterhouseCoopers LLP ("PwC") be appointed as the Company's Auditor.

Following the Initial Public Offering, and after the Company became a constituent of the FTSE 250 at the end of February 2018, the Company became a Public Interest Entity ("PIE") as defined under the Companies Act 2006. As a PIE, and in accordance with the UK Corporate Governance Code and EU legislation, the Company is required to comply with all requirements regarding Auditor tendering every 10 years and rotation after 20 years.

The Company had not run a competitive audit tender process in the last 10 years, and was therefore required to carry one out for its first audit after it became a PIE.

During the year, the Audit and Risk Committee undertook a full tender process in respect of External Audit services in compliance with legislation and Financial Reporting Council guidance on best practice, in particular ensuring independence in respect of potential audit firms.

Interested firms were subsequently requested to complete a detailed response to a Request For Proposal ("RFP") and, following this, a full tender process of firms shortlisted based on the responses to the RFP was undertaken. The tendering firms were judged on objective criteria determined in advance of the process, together with the findings and conclusions of published inspection reports on the audit firms.

Whilst the Audit and Risk Committee appreciated the quality of the proposals presented by all the tendering firms, it considered that the submission and team from PwC best met the predefined criteria it had set. It therefore recommended to the Board that PwC be appointed as the Company's External Auditor with effect from the beginning of the 2019 financial year. To ensure a smooth transition, Deloitte LLP ("Deloitte") remained as the Company's External Auditor for the financial year ended 29 December 2018. PwC observed Deloitte on the audit and is taking full responsibility for the audit with effect from the beginning of the 2019 financial year.

As required by Section 519 of the Companies Act 2006, Deloitte have deposited a statement with the Company of the circumstances connected with them ceasing to hold office as Auditor of the Company.

In accordance with Section 520 of the Companies Act 2006, a copy of the statement received from Deloitte is set out in Appendix 2 on page 12 of this Notice of Annual General Meeting. It confirms that the Company has undertaken a formal audit tender process for the position of statutory Auditor and Deloitte confirms that there were no further circumstances which they consider should be brought to the notice of the Company's shareholders or creditors.

The Board, on the recommendation of the Audit and Risk Committee, recommends the election of PwC as Auditor of the Company, to hold office until the next Annual General Meeting at which the Annual Report and Accounts are laid. In Resolution 14, shareholders are being asked to authorise the Directors to determine the remuneration of the Company's Auditor.

RESOLUTION 15: AUTHORITY TO ALLOT SHARES

Under section 551 of the Companies Act 2006, the Directors may only allot shares or grant rights to subscribe for, or convert any security into, shares if authorised to do so by shareholders. The purpose of Resolution 15 is to renew the Directors' power to allot shares.

The authority in paragraph (a) of Resolution 15 would give the Directors the authority to allot shares in the Company and grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal value of £3,862,837.23. This represents approximately one-third of the ordinary share capital of the Company in issue (excluding treasury shares) as at 5 April 2019 (being the latest practicable date prior to publication of this Notice).

In line with guidance issued by the Investment Association, paragraph (b) of Resolution 15 would give the Directors the authority to allot shares in the Company and grant rights to subscribe for, or convert, any security into shares in the Company up to an aggregate nominal value of £7,725,674.46 (including within such limit any shares issued or rights granted under paragraph (a) of Resolution 15) in connection with a pre-emptive offer to existing shareholders by way of a rights issue (with exclusions to deal with fractional entitlements to shares and overseas shareholders to whom the rights issue cannot be made due to legal and practical problems). This amount represents approximately two-thirds of the ordinary share capital of the Company in issue (excluding treasury shares) at 5 April 2019 (being the latest practicable date prior to publication of this Notice).

The authority under this Resolution will last until 15 months after the passing of the Resolution or, if earlier, the conclusion of the Company's next Annual General Meeting. The Directors have no present intention to make use of the authority sought under this Resolution except in relation to the Company's employee share schemes but they consider it desirable to have the maximum flexibility permitted by corporate governance guidelines.

As at the date of this Notice the Company does not hold any ordinary shares in treasury.

RESOLUTIONS 16 AND 17: STATUTORY PRE-EMPTION RIGHTS

If the Directors wish to allot new shares or other equity securities or sell treasury shares for cash (other than in connection with an executive or employee share scheme), company law requires that these shares are offered first to shareholders in proportion to their existing holdings. There may be occasions when the Directors need the flexibility to finance business opportunities by allotting shares without a pre-emptive offer to existing shareholders and this can be done if the shareholders have first given a limited waiver of their pre-emption rights.

Resolution 16 and Resolution 17 ask shareholders to grant this limited waiver. The Resolutions will be proposed as Special Resolutions.

The purpose of Resolution 16 is to authorise the Directors to allot new shares and other equity securities of the Company or sale of shares held in treasury for cash: (a) in connection with a rights issue or other pre-emptive offer to allow the Directors to make appropriate exclusions and other arrangements to resolve legal or practical problems which, for example might arise in relation to overseas shareholders; and (b) otherwise up to an aggregate nominal value of £579,425.59, in each case without first making an offer under company law to existing shareholders in proportion to their existing holdings. The limit of £579,425.59 is equivalent to 5% of the total issued ordinary share capital of the Company (excluding treasury shares) as at 5 April 2019 being the latest practicable date prior to publication of this Notice.

The waiver granted by Resolution 17 is in addition to the waiver granted by Resolution 16. It is limited to the allotment of additional shares and other equity securities or sale of shares held in treasury for cash up to a maximum nominal value of £579,425.59 (representing a further 5% of the issued ordinary share capital of the Company (excluding treasury shares) as at 5 April 2019, being the latest practicable date prior to publication of this Notice) otherwise than in connection with a pre-emptive offer to existing shareholders. This authority is limited to allotments and sales for the purposes of financing acquisitions or specified capital investments contemplated by the Pre-emption Group's Statement of Principles (the 'Pre-Emption Group Principles') or refinancing any such acquisition or investment within six months after the original transaction. The Directors intend to use this authority only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue or which has taken place in the preceding six month period and is disclosed in the announcement of the issue.

These disapplication authorities are in line with institutional shareholder guidance, in particular the Pre-Emption Group Principles. The Directors believe that it is appropriate to seek the additional 5% authority in Resolution 17 to give the Company the flexibility that this Resolution affords to raise further equity funding and to pursue acquisition opportunities as and when they arise. In May 2016, the Pre-Emption Group recommended that this additional 5% authority be sought in a separate Resolution, which is the approach that the Company has taken.

Except in relation to the Company's employee share schemes, the Directors have no immediate plans to make use of these authorities.

In line with best practice, the Directors do not intend to issue more than 7.5% of the Company's issued ordinary share capital for cash on a non pre-emptive basis in any rolling three-year period other than in connection with an acquisition or specified capital investment referred to above or with prior consultation with shareholders.

The authorities pursuant to Resolutions 16 and 17 will expire 15 months from the date of the passing of the respective Resolution or, if earlier, at the conclusion of the Company's next Annual General Meeting.

RESOLUTION 18: PURCHASE OF OWN SHARES

This Resolution renews the Directors' current authority to make limited market purchases of the Company's ordinary shares. The authority limits the number of shares that could be purchased to a maximum aggregate number of 57,942,558 ordinary shares, representing 10% of the issued share capital as at 5 April 2019 (being the latest practicable date prior to publication of this Notice) and details the minimum and maximum prices that can be paid, exclusive of expenses. The authority will expire at the conclusion of next year's Annual General Meeting or 15 months from the passing of this Resolution, whichever is the earlier.

Pursuant to the Companies Act 2006, companies are allowed to hold shares acquired by way of market purchase in treasury, rather than having to cancel them. The Directors may use the authority to purchase shares and hold them in treasury (and subsequently sell or transfer them out of treasury as permitted in accordance with legislation) rather than cancel them, subject to institutional guidelines applicable at the time.

Although there is no current intention to do so (other than for the purposes of employee share plans as set out below), if any shares are purchased, they will either be cancelled or held as treasury shares, as determined by the Directors at the time of purchase. Shares will only be purchased for the purposes of employee share schemes, or if the Directors consider such purchases to be in the interests of shareholders generally and that to do so would result in an increase in earnings per share. The authority would only be used after careful consideration, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels and the overall financial position of the Company.

The authority conferred by this Resolution will expire at the conclusion of the Company's next Annual General Meeting or 15 months from the passing of this Resolution, whichever is the earlier. Any purchases of ordinary shares would be made by means of market purchase through the London Stock Exchange.

RESOLUTION 19: NOTICE OF GENERAL MEETINGS

Under the Companies Act 2006, the notice period required for all general meetings of the Company is 21 days. Annual general meetings will always be held on at least 21 clear days' notice but shareholders can approve a shorter notice period for other general meetings, as long as this is not less than 14 clear days.

In order to maintain flexibility for the Company, Resolution 19 seeks such approval. It is intended that 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 in the interests of shareholders as a whole. The Company undertakes to meet the requirements for electronic voting in the Companies Act 2006 before calling a general meeting on 14 clear days' notice. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar Resolution will be proposed.

PART IV

EXPLANATORY NOTES TO THE ANNUAL GENERAL MEETING ("AGM") NOTICE

PROXY APPOINTMENT

1. A member is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend and to speak and vote at the AGM. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.

2. A form of proxy is enclosed. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting in person.

3. To appoint a proxy the form of proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be either (a) sent to the Company's Registrar, Equiniti Limited of Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, telephone number: 0371 384 2030 (overseas callers should dial +44 (0)121 415 7047). Lines are open from 8.30am to 5.30pm (UK time), Monday to Friday, excluding public holidays in England and Wales, or (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with Note 11 below in each case so as to be received no later than 9.30am on 21 May 2019. If you wish, you may register the appointment of a proxy for the AGM electronically, by visiting the Company's Registrar's website www.sharevote.co.uk where full details of the procedure are given. Alternatively, if you have already registered with the Registrars' on-line portfolio service, Shareview, you can submit your proxy by logging on to your portfolio at www.shareview.co.uk using your usual ID and password. Once logged in, simply click "view" on the "My Investments" page, click on the link to vote, and then follow the on-screen instructions. The proxy appointment and instructions must be received by Equiniti not less than 48 hours before the time for holding the AGM or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned meeting) for the taking of the poll at which it is to be used.

NOMINATED PERSONS

4. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

INFORMATION ABOUT SHARES AND VOTING

5. Holders of Ordinary Shares are entitled to attend and vote at general meetings of the Company. The total number of issued Ordinary Shares in the Company on 5 April 2019, which is the latest practicable date before the publication of this document is 579,425,585 carrying one vote each on a poll. Therefore, the total number of votes exercisable as at 5 April 2019 are 579,425,585.

RIGHT TO ATTEND AND VOTE

6. Entitlement to attend and vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the Company's register of members at 6.30pm on 21 May 2019 or, if the meeting is adjourned, 6.30pm two days prior to the date fixed for the adjourned meeting. In each case, changes to the register of members after such time will be disregarded.

VENUE ARRANGEMENTS

7. To facilitate entry to the meeting, members are requested to bring with them the admission card which is attached to the proxy card.

8. Members should note that the doors to the AGM will be open at 9.00am and tea, coffee and water will be provided.

9. Mobile phones may not be used in the meeting room, and cameras and recording equipment are not allowed in the meeting room.

CREST MEMBERS

10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by following the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

11. 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's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com). 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 Limited (ID RA19) by the latest time(s) for receipt of proxy appointments specified in Note 3 above. 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 the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to a proxy appointed through CREST should be communicated to him by other means.

12. CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear 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, to procure that his/her CREST sponsor or voting service provider takes) 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.

13. 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.

CORPORATE REPRESENTATIVES

14. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that, if two or more representatives purport to vote in respect of the same shares, if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way, and in other cases, the power is treated as not exercised.

AUDIT CONCERNS

15. Shareholders should note that, under Section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the company to publish on a website a statement setting out any matter relating to: (i) 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 (ii) any circumstance connected with an Auditor of the Company appointed ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

QUESTIONS

16. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

WEBSITE INFORMATION

17. A copy of this Notice and other information required by Section 311A of the Companies Act 2006 can be found at www.bakkavor.com

VOTING BY SHOW OF HANDS

18. Each of the Resolutions to be put to the meeting will be voted on by show of hands. The results of the voting at the AGM will be published on the Company's website and announced through a Regulatory Information Service.

VOTING BY ELECTRONIC MEANS

19. Members may attend, speak and vote at the meeting. Instructions on how to vote electronically are found in the Notes on the Form of Proxy.

DOCUMENTS AVAILABLE FOR INSPECTION

20. Copies of the following documents may be inspected during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Company at Fitzroy Place, 5th Floor, 8 Mortimer Street, London, W1T 3JJ up to and including the date of the AGM (from 15 minutes before the AGM until it ends):

- the Executive Directors' service contracts; and
- letters of appointment of the Non-executive Directors.

APPENDIX 1 – DIRECTORS’ BIOGRAPHIES IN RESPECT OF THE DIRECTORS SEEKING ELECTION AND RE-ELECTION AT THE AGM

SIMON BURKE

Independent Non-executive Chairman

Appointed: 20 October 2017

Simon has served as a Non-executive Director of Bakkavor since February 2017 and was appointed as Chairman of Bakkavor Group plc in October 2017. Simon is a chartered accountant with over 30 years’ experience in the retail and food sectors. Following a decade in financial and advisory roles, he was appointed CEO of Virgin Retail UK in 1988, and following a turnaround of that business, held increasingly senior roles until appointed CEO of the global Virgin Entertainment Group in 1996. In 1999, Simon was appointed Chairman and Chief Executive of Hamleys plc where he completed a successful restructuring and subsequent sale of the company in 2003. Simon then specialised in value creation roles in both quoted companies and private equity backed businesses. He has chaired many well-known consumer businesses, including Majestic Wine, Mitchells & Butlers, Bathstore.com, and Superquinn. He is currently Senior Independent Director of the British Broadcasting Corporation and a Non-executive Director of the Co-operative Group Limited. He is also Chairman of The Light Cinemas (Holdings) Limited and Blue Diamond Limited.

SUE CLARK

Independent Non-executive Director

Appointed: 20 October 2017

Sue has served as a Non-executive Director of Bakkavor since October 2017. Sue holds a Master of Business Administration from Heriot Watt University and a Bachelor of Science from Manchester University. She was formerly Managing Director of SABMiller Europe from 2012 to 2016, where she returned the region to growth through innovation and premiumisation of its well-loved consumer brands. Sue was a member of the SABMiller executive team from 2003 that built the business into a top five FTSE company and was involved in major corporate transactions and business transformations, particularly in the Americas, Africa and Asia. Sue is currently a Non-executive Director on the boards of Akzo Nobel, Tulchan Communications LLP, Imperial Brands plc and Britvic plc where she also chairs the Remuneration Committee.

PATRICK COOK

Non-Independent Non-executive Director

Appointed: 12 July 2018

Patrick Cook has served as Non-executive Director of the Bakkavor Group since July 2018. Patrick received his education from Vanderbilt University in Tennessee, United States and is a senior investment professional with significant direct investing experience in food companies. He is currently a Principal of The Baupost Group.

PETER GATES

Chief Financial Officer

Appointed: 20 October 2017

Peter joined Bakkavor in 2010 as Chief Financial Officer and was appointed to the Board in 2017. Prior to joining Bakkavor, he was Group Treasurer at Avis Europe plc. As a chartered accountant, Peter has responsibility for Finance as well as Treasury, Tax, Legal, Communications and Information Technology. Peter holds a Bachelor of Science from Southampton University.

AGUST GUDMUNDSSON

Chief Executive Officer

Appointed: 28 September 2017

Agust is one of the founders of Bakkavor and has served as Chief Executive Officer of Bakkavor since May 2006. He served as Executive Chairman of Bakkavor from 1986, the year the Bakkavor Group was founded, through to May 2006. Agust received his education from the College of Ármúli in Reykjavik, Iceland.

LYDUR GUDMUNDSSON

Non-Independent Non-executive Director

Appointed: 20 October 2017

Lydur is one of the founders of Bakkavor. He served as Chief Executive Officer from 1986 to 2006; and Non-executive Chairman from 2006 to 2017; Lydur has unique expertise and insight into the Company’s business as a founder of the Bakkavor Group. Lydur received his education from the Commercial College of Iceland.

DENIS HENNEQUIN

Independent Non-executive Director

Appointed: 20 October 2017

Denis served as a Non-executive Director of Bakkavor since 2017 and was appointed as a Non-executive Director of Bakkavor Group plc in October 2017. He has extensive leadership experience within the retail sector, spending the majority of his career with the McDonald's Corporation in a variety of senior financial and operational roles before becoming President and Chief Executive Officer of McDonald's Europe, where he was responsible for changing the image and concept and securing its market-leading position. Denis was appointed Chairman and Chief Executive Officer of Accor in 2011 where he was responsible for an estate spread across over 90 countries. He left Accor in 2013 to pursue an advisory and portfolio career. Denis is currently a Non-executive Director of Eurostar International Limited and a founding partner of investment fund French Food Capital since 2017.

TODD KRASNOW

Independent Non-executive Director

Appointed: 20 October 2017

Todd served as a Non-executive Director of Bakkavor since 2016 and was appointed as a Non-executive Director of Bakkavor Group plc in October 2017. Todd holds a bachelor's degree from Cornell University and an MBA from Harvard Business School and has been a senior executive at a number of multi-national companies with extensive experience in the retail and consumer services sectors. Todd currently serves on the boards of Carbonite, Tileshop, C&S Wholesale Grocers and Ecentria, Inc. He has also served on the boards of a number of companies in the past, including On Force, Inc. and Piedmont Limited.

JANE LODGE

Independent Non-executive Director

Appointed: 3 April 2018

Jane has served as a Non-executive Director of Bakkavor since April 2018. Jane spent 25 years at Deloitte & Touche LLP, the audit, tax, consulting, enterprise risk and financial advisory services provider, progressing to a Senior Audit Partner working for major corporates. She served as the first female Partner to sit on the Deloitte UK Board, overseeing management strategy, acquisitions, performance against plan and admission of new partners. She was also the manufacturing and industry lead Partner, providing best practice and insights across the Deloitte businesses of tax, auditing, consulting, and corporate finance. Jane left Deloitte in 2011 to build a Non-executive portfolio. She is currently a Non-executive Director and Chair of the Audit Committees at Costain plc, DCC plc, Devro plc and Sirius Minerals Plc.

5 April 2019

The Directors
Bakkavor Group PLC – registration number 10986940
Fitzroy Place, 5th Floor
8 Mortimer Street
London
England
W1T 3JJ

Dear Sirs

This notice confirms that we will not be seeking re-appointment as auditors of the above company at the conclusion of our current term of office. This will be effective from the date of the company's AGM, being 23 May 2019.

Yours faithfully

Deloitte LLP

Deloitte LLP

Statement of reasons relating to the intention of Deloitte LLP not to seek re-appointment as auditors to Bakkavor Group PLC at the conclusion of our term of office

- The Company put the audit out to tender and selected another firm of auditors.

Unless the Company applies to the court, this statement of reasons is required to be brought to the attention of members or creditors of the Company and must be sent by the company within 14 days to every person entitled under Section 423 of the Companies Act 2006 to be sent copies of the Company's accounts. This is a requirement of Section 520(2) of that Act.

Deloitte LLP – Audit registration C009201919

5 April 2019

Deloitte LLP is a limited liability partnership registered in England and Wales with registered number OC303675 and its registered office at 1 New Street Square, London, EC4A 3HQ, United Kingdom.

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