



FINSBURY FOOD GROUP PLC

PROXY VOTES FOR ANNUAL GENERAL MEETING

The Annual General Meeting of Finsbury Foods Group Plc was held at the offices of CMS Law, Cannon Place, 78 Cannon Street, London, EC4N 6AF on 21 November, 2018 at 9:30 a.m.

All 9 resolutions put to members were passed on a show of hands. The number of votes lodged by proxy for each of the resolutions, votes lodged by proxy with discretion granted to the proxy holder, votes lodged by proxy against each of the resolutions proposed and the number of votes withheld was as follows:

<u>RESOLUTIONS</u>	For	%	Discretion	%	Against	%	Withheld
Ordinary Resolutions							
1. To receive the reports of the Directors and the Financial Statements for the 52 weeks ended 1 July 2018 together with the report of the auditor thereon.	72,126,705	99.3	6,498 (5,998 Chairman)	0.01	500,000	0.69	0
2. To declare a final dividend for the year ended 1 July 2018 of 2.2 pence per share.	72,626,705	99.99	6,498 (5,998 Chairman)	0.01	0	0	0
3. To re-elect Mr. John Duffy as a Director of the Company.	72,122,705	99.99	8,498 (7,998 Chairman)	0.01	0	0	502,000
4. To re-elect Mr. Peter Baker as a Director of the Company.	72,096,859	99.27	8,498 (7,998 Chairman)	0.01	525,846	0.72	2,000

5. To re-appoint KPMG LLP as auditor of the Company to hold office until the conclusion of the next AGM at which accounts are laid.	71,250,242	98.10	6,498 (5,998 Chairman)	0.01	1,375,463	1.89	1,000
6. To authorise the Directors to determine the remuneration of the auditor.	68,565,575	94.40	6,498 (5,998 Chairman)	0.01	4,058,219	5.59	2,911
7. To authorise the Directors, for the purposes of section 551 of the Companies Act 2006 (the Act), to allot shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £869,222.	67,918,237	98.80	6,498 (5,998 Chairman)	0.01	820,504	1.19	3,887,964
Special Resolutions	For	%	Discretion	%	Against	%	Withheld
8. To authorise Directors, for the purposes of section 570 of the Act, to allot equity securities for cash pursuant to the authority conferred by resolution 7, provided this power be limited to the period fixed by the Directors, be up to an aggregate nominal amount not exceeding £65,192 and include the power to sell treasury shares under section 727 of the Act.	68,475,963	98.89	6,748 (6,248 Chairman)	0.01	762,455	1.10	3,388,037
9. To authorise the Company to make market purchases of its ordinary shares of 1 pence each, providing that the Company purchases no more than in aggregate 13,038,336 ordinary shares, pays not less than 1 pence per ordinary share, and pays a price per share that is not more than the higher of 5% of the average middle market share quotations or the higher of the price of the last independent	67,979,011	98.17	6,748 (6,248 Chairman)	0.01	1,259,407	1.82	3,388,037

trade and highest current independent bid on the market.							
--	--	--	--	--	--	--	--

Votes withheld are not votes in law and so have not been included in the calculation of the proportion of votes for and against a resolution.