

This notice of meeting is important and requires your immediate attention.

If you are in any doubt as to the contents of this document and/or the action you should take, you are recommended to seek personal financial advice from your bank manager, stockbroker, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in the Company, please send this document and all accompanying documents to the purchaser or transferee, or to the stockbroker, bank or other agent through or to whom the transfer was effected so that they can be passed on to the person who now owns the shares.

SWALLOWFIELD PLC

(Registered in England and Wales with company number 01975376)

Swallowfield House
Station Road
Wellington
Somerset
TA21 8NL

10 October 2014

Dear Shareholder,

Notice of the 2014 Annual General Meeting

I am pleased to enclose the Report and Accounts for Swallowfield plc (the "**Company**") for the year ended 30 June 2014.

Annual General Meeting

This year's Annual General Meeting (the "**AGM**") of the Company will be held on Thursday 13 November 2014 at 12 noon at Swallowfield House, Station Road, Wellington, Somerset TA21 8NL. The notice of the AGM is set out on page 2 of this document, and on page 4 there are notes explaining the resolutions.

Action

If you are unable to attend the meeting or wish to register your proxy votes now in relation to the resolutions proposed, you should complete the enclosed Form of Proxy and return it to the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by no later than 12 noon on Tuesday 11 November 2014, following the instructions on the form. Please see the notes to the notice of AGM and the Form of Proxy for full details about the appointment of proxies.

Notice of Annual General Meeting

Notice is hereby given that the twenty eighth Annual General Meeting (the "**AGM**") of Swallowfield plc (the "**Company**") will be held at Swallowfield House, Station Road, Wellington, Somerset TA21 8NL on Thursday 13 November 2014 at 12 noon for the following purposes:

As Ordinary Business

To consider and, if thought fit, pass the following resolutions each of which will be proposed as ordinary resolutions:

1. To receive the annual statement of accounts and the reports of the directors and auditors for the year ended 30 June 2014.
2. To re-elect E J Beale as a director.
3. To authorise the directors to determine the auditors' remuneration.
4. To re-appoint Grant Thornton UK LLP as auditors to hold office until the conclusion of the next Annual General Meeting of the Company.

As Special Business

To consider and, if thought fit, pass the following resolutions of which resolution 5 will be proposed as an ordinary resolution and resolution 6 will be proposed as a special resolution:

5. That, in substitution for any equivalent authorities and powers granted to the directors prior to the passing of this resolution, the directors be and they are hereby generally and unconditionally authorised pursuant to section 551, Companies Act 2006 (the "**Act**") to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "**relevant securities**") provided that this authority shall be limited to relevant securities up to an aggregate nominal amount of £113,064, representing approximately one-fifth of the nominal value of the issued ordinary share capital of the Company as shown in the audited accounts of the Company for the year ended 30 June 2014 and, unless previously revoked, varied or extended, this authority shall expire on the earlier of 30 December 2015 and the conclusion of the next Annual General Meeting of the Company, except that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.
6. That the Company be and is hereby unconditionally and generally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of its ordinary shares of 5p each ("**Ordinary Shares**") provided that:
 - a) the maximum number of Ordinary Shares authorised to be purchased is 1,130,000 representing approximately 10% of the Company's issued ordinary share capital as shown in the audited accounts of the Company for the year ended 30 June 2014;
 - b) the minimum price which may be paid for any such Ordinary Share is 5p exclusive of any expenses payable by the Company;
 - c) the maximum price which may be paid for an Ordinary Share shall be an amount equal to 105% of the average middle market quotations for an Ordinary Share as derived from the AIM Index of the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and
 - d) this authority shall, unless previously renewed, revoked or varied, expire on the earlier of the 30 December 2015 or the conclusion of the next Annual General Meeting of the Company, but the Company may enter into a contract for the purchase of Ordinary Shares before the expiry of this authority which would or might be completed (wholly or partly) after its expiry.

By order of the Board
M W Warren
Group Finance Director and Company Secretary

Swallowfield House
Station Road
Wellington
Somerset
TA21 8NL

10 October 2014

Members should refer to the explanatory notes that accompany this notice.

1. A member who is entitled to attend, speak and vote may appoint a proxy to attend, speak and vote instead of him. A proxy need not also be a member of the Company but must attend the AGM in order to represent you. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A form of proxy is enclosed. The notes to the form of proxy include instructions on how to appoint the Chairman of the AGM or another person as proxy.
2. The following documents are available for inspection at the registered office of the Company during the usual business hours on any weekday (Saturday, Sunday or public holidays excluded) from the date of this notice until the conclusion of the AGM and will also be available for inspection at the place of the AGM from 11.45 a.m. on the day of the AGM until its conclusion:
 - (a) copies of the executive directors' service contracts with the Company and letters of appointment of the non-executive directors; and
 - (b) the register of directors' interests in the capital of the Company.
3. The Company pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the Company at 6.00 p.m. on Tuesday 11 November 2014 (or if the AGM is adjourned, two days before the time fixed for the adjourned AGM) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Any changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the AGM.
4. As at 9 October 2014 (being the last business day prior to the publication of this Notice), the Company's issued share capital consists of 11,306,416 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 10 October 2014 are 11,306,416.
5. If you wish to attend the AGM in person, you should arrive at the meeting venue in good time before the meeting, bringing proof of ID (such as a driving licence or passport).
6. In the case of joint holders of shares, the vote of the first named in the register of members who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders.
7. A member that is a company or other organisation not having a physical presence cannot attend in person but can appoint someone to represent it. This can be done in one of two ways: Either by the appointment of a proxy (described in Note 1 above) or of a corporate representative. Members considering the appointment of a corporate representative should check their own legal position, the Company's articles of association and the relevant provision of the Act.

Explanatory notes to the resolutions as proposed at the 2014 Annual General Meeting:

Ordinary Business:

Resolution 1 (Annual accounts and reports)

The directors present the accounts, directors' report and auditors' report to the shareholders at the AGM.

Resolutions 2 (Re-election of director)

In accordance with the provisions of the Company's articles of association, any person appointed by the directors is required to submit himself or herself for re-election at the next AGM following his or her appointment. Accordingly, under Resolution 2 E J Beale is submitting himself for re-election.

Biographical details of all the directors can be found on pages 20 and 21 of the report and accounts.

Resolutions 3 and 4 (Auditors' remuneration and appointment)

Shareholders are required to authorise the Directors to fix the auditors' remuneration and also to appoint auditors at each general meeting at which accounts are presented. Resolution 3 authorises the directors to set the auditors' remuneration and Resolution 4 proposes the re-appointment of Grant Thornton UK LLP as auditors of the Company for the financial year ending 30 June 2015.

Special Business:

Resolution 5 (Directors' power to allot securities)

Resolution 5 seeks to provide the directors' with general authority under section 551 of the Companies Act 2006 to allot new shares in the capital of the Company. This general authority is to allot shares up to an aggregate nominal value of £113,064, representing approximately one-fifth of the nominal value of the issued ordinary share capital of the Company as shown in the latest audited accounts of the Company. Unless renewed, revoked, varied or extended, this authority will expire at the conclusion of the Annual General Meeting of the Company to be held in 2015.

The directors consider it desirable that the specified amount of authorised but unissued share capital is available for issue so that they can more readily take advantage of possible opportunities.

Resolution 6 (Market purchase of shares)

Under its articles of association and section 693 of the Companies Act 2006, the Company has power to purchase its own shares. Resolution 6 seeks approval to permit the directors, subject to certain limitations, to purchase shares in the market for cancellation and/or for holding in treasury. This authority would last for the period until the conclusion of the Company's Annual General Meeting to be held in 2015. Such authority would allow for purchases to be made on the terms set out in the Resolution of up to a maximum number of 1,130,000 ordinary shares (representing just under ten per cent of the present issued ordinary share capital). (A purchase of the proposed maximum of 1,130,000 ordinary shares at the share price of, for example, £1.00 would involve the Company in the expenditure of approximately £1,130,000 before stamp duty and commissions, and at the minimum permitted price would involve the expenditure, on the same basis, of £56,500).

The directors would use the share purchase authority with discretion and purchases would only be made from funds not required for other purposes and in the light of market conditions prevailing at the time. In reaching a decision to purchase any shares, your directors would take account of the Company's cash resources and capital, the effect of such purchase on the Company's business, any impact on earnings per share or on net tangible assets per share. No announcement will be made by the Company in advance of market purchases but any purchases made by the Company would be announced by 8.30 a.m. on the business day next following the transaction.

In seeking this authority the Board is not indicating any commitment to purchase ordinary shares. The authority, if conferred, will only be exercised if to do so would be in the best interests of shareholders generally.