

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 2013

Dear Shareholder,

Notice of the 2013 Annual General Meeting

I am pleased to enclose the Report and Accounts for Swallowfield plc (the "**Company**") for the year ended 30 June 2013.

Annual General Meeting

This year's Annual General Meeting (the "**AGM**") of the Company will be held on Thursday 14 November 2013 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 3 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 12 November 2013, 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.

Yours sincerely

Brendan Hynes
Chairman

Notice of Annual General Meeting

Notice is hereby given that the twenty seventh Annual General Meeting (the "**AGM**") of Swallowfield plc (the "**Company**") will be held at Swallowfield House, Station Road, Wellington, Somerset TA21 8NL on Thursday 14 November 2013 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 and adopt the annual statement of accounts and the reports of the directors and auditors for the year ended 30 June 2013.
2. To re-elect B M Hynes as a director.
3. To re-elect C G How as a director.
4. To re-elect F P Berrebi as a director.
5. To re-elect J M Fletcher as a director.
6. To re-elect M W Warren as a director.
7. To authorise the directors to determine the auditors' remuneration.
8. To re-appoint Grant Thornton UK LLP as auditors to hold office until the conclusion of the next Annual General Meeting of the Company.

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

Swallowfield House
Station Road
Wellington
Somerset
TA21 8NL

10 October 2013

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 12 November 2013 (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 2013 (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 2013 are 11,306,416.

Explanatory notes to the resolutions as proposed at the 2013 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 2-6 (Re-election of directors)

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 and 3, B M Hynes and C G How are submitting themselves for re-election.

In accordance with the provisions of the Company's articles of association regarding the retirement of directors by rotation, F P Berrebi, J M Fletcher and M W Warren are submitting themselves for re-election, under Resolutions 4, 5, and 6 respectively.

Biographical details of all the directors can be found on pages 22 and 23 of the report and accounts.

Resolutions 7 and 8 (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 7 authorises the directors to set the auditors' remuneration and Resolution 8 proposes the re-appointment of Grant Thornton UK LLP as auditors of the Company for the financial year ending 30 June 2014.