

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

14 March 2011

Dear Shareholder,

# **Notice of a General Meeting to be held on 11 April 2011**

## **Requisition of a General Meeting by a Member**

The Board is in receipt of a requisition for a General Meeting dated 21 February 2011 from The Union Discount Company of London Limited, a company representing the interests of Mr Peter Gyllenhammar, who in total owns 29.56% of the voting rights of Swallowfield plc. This requisition is for two resolutions; one proposing the removal of the Chairman, Shena Winning, and the other proposing the removal of any directors that the current Board might appoint between the date of the requisition and the General Meeting to which this notice relates.

The Board is also in receipt of correspondence from a representative of Western Selection plc stating that Western Selection, which owns 16.25% of the voting rights of the Company, intends to support the resolutions proposed by Mr Gyllenhammar.

Based on recent communications with Mr Gyllenhammar, it is your Board's belief that, in due course, he will require further Board changes in addition to the removal of Shena Winning. Your Board has been trying hard to find a solution with both Mr Gyllenhammar and representatives of Western Selection that would also retain the independence of the Board. These protracted, and to date, fruitless negotiations have left your Board with insufficient time to put together a full document advising shareholders of the background to this situation prior to publication of this notice in accordance with the statutory timetable. The Board, therefore, intends to send a further document to shareholders in due course, detailing the reasons for the following recommendation:

## **Recommendation**

**The Board strongly urges you to vote your shares AGAINST the resolutions as each of the Directors will be doing in respect of their own shares at the General Meeting.**

## **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 11.30am on Thursday 7 April 2011 following the instructions on the form. Please see the notes to the notice of the General Meeting and the Form of Proxy for full details about the appointment of proxies.

If you have any questions regarding any of the business to be conducted at the General Meeting, please contact Ian Mackinnon, Chief Executive Officer, or Mark Warren, Group Finance Director, on +44 (0)1823 662241.

Yours sincerely

**Shena Winning**  
Chairman

**Richard Organ**  
Senior Independent Director

# Notice of a General Meeting

Notice is hereby given that a General Meeting of Swallowfield plc (the "**Company**") will be held at Swallowfield House, Station Road, Wellington, Somerset TA21 8NL on **Monday, 11 April at 11.30am**

The following requisition was received from The Union Discount Company of London Limited dated 21 February 2011:

"Pursuant to sections 168 and 303 Companies Act 2006 ('Act'), we, the undersigned, being the holder of not less than one-twentieth of the paid-up share capital of Swallowfield plc ('Company') which at the date hereof carries the right of voting at general meetings of the Company hereby require you pursuant to sections 304 and 312 of the Act forthwith to convene a general meeting of the Company ('Requisitioned Meeting') for the purpose of considering and if thought fit passing the following resolutions both of which will be proposed as an ordinary resolution:

- **Ordinary Resolution 1**  
That Shena Janette Winning be and is hereby removed from office as a director of the Company
- **Ordinary Resolution 2**  
That any person appointed by the directors as an additional director pursuant to the Articles of Association of the Company between the date of the requisition and the conclusion of the Requisitioned Meeting be and is hereby removed from office as a director of the Company."

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

**14 March 2011**

**Swallowfield House**  
**Station Road**  
**Wellington**  
**Somerset**  
**TA21 8NL**

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 General Meeting 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 General Meeting or another person as proxy.
2. 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 close of business on 7 April 2011 (or if the General Meeting is adjourned, two working days before the time fixed for the adjourned General Meeting) shall be entitled to attend and vote at the General Meeting 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 General Meeting.
3. As at 11 March 2011 (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 11 March 2011 are 11,306,416.