

NOTICE OF ANNUAL GENERAL MEETING

27 July 2009



This document is important and requires your immediate attention. If you are in any doubt about its content or the action you should take, you should consult immediately your stockbroker, bank manager, 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 Cranswick plc, 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 sale or transfer was effected so that they can be passed on to the person who now owns the shares.

3 July 2009

Dear Shareholder

2009 Annual General Meeting

The Annual General Meeting of the Company is to be held at Ramada Jarvis, Grange Park Lane, Willerby, Hull on 27 July 2009 at 10.30 a.m.

The format of this year's Annual General Meeting is the same as last year in that light refreshments will be available before and after the meeting. In addition, samples of the Company's products will be available for each Shareholder following the Annual General Meeting.

As you will see from the Notice of Annual General Meeting contained in this document, in addition to the ordinary business contained in resolutions 1 to 8, there are items of special business contained in resolutions 9 to 14 and these are explained and summarised below.

Resolutions 1 to 10 are ordinary resolutions which will be passed if more than 50% of the votes cast are in favour of the resolutions. Resolutions 11 to 14 are special resolutions which will be passed if at least 75% of the votes cast are in favour of the resolutions.

Resolutions 3 and 4 - To re-elect Adam Couch and John Worby as Directors

In accordance with the Article of Association Adam Couch and John Worby are retiring by rotation and each offers himself for re-election. Biographic details of all Directors are contained on page 17 of the Report and Accounts.

The Combined Code requires that, when non-executive directors are proposed for re-election, confirmation is given that, following a performance evaluation, their performance continues to be effective and demonstrates commitment to the role of non-executive director. I am very pleased to give confirmation in relation to John Worby who is seeking re-election.

Resolution 5 - To elect Mark Bottomley as a Director

In accordance with the Articles of Association any director appointed by the Board since the last Annual General Meeting must seek election by the Shareholders; accordingly Mark Bottomley offers himself for election. Mark was appointed by the Board as Finance Director on 1 June 2009, following John Lindop's retirement. He joined Cranswick in January 2008 and was the Group Financial Controller. He qualified as a chartered accountant with Binder Hamlyn and has wide commercial experience including time spent within the food sector.

Resolution 8 - Report on Directors' Remuneration

Resolution 8 asks Shareholders to receive and approve the Report on Directors' Remuneration. The Report on Directors' Remuneration is set out on pages 31 to 34 of the Report & Accounts. This resolution is an advisory vote, as permitted by law, and no entitlement to remuneration is conditional upon this resolution being passed.

Resolution 9 - Increase in the authorised share capital

Resolution 9 increases the authorised share capital of the Company from £6,360,000 to £10,000,000 by the creation of 36,400,000 new ordinary shares of 10p each, which represents an increase of approximately 57% in the authorised share capital of the Company. This increase is to allow the Directors to take advantage of the authorities to allot shares sought in resolutions 10 and 12, as well as retaining an appropriate number of unissued ordinary shares for the allotment of ordinary shares in the future. The Directors' authority to allot ordinary shares is limited by resolutions 10 and 12.

Resolution 10 - Authority to allot shares

Under the Companies Act 1985, the Directors of a company are unable to allot relevant securities without the authority of the Shareholders in a general meeting. Relevant securities include the Company's ordinary shares. The Company's Articles of Association contain a simplified procedure to allow Shareholders to authorise Directors to do this.

Resolution 10 authorises the Directors to allot relevant securities pursuant to Article 7.1 of the Company's Articles of Association and section 80 of the Companies Act 1985. The maximum nominal amount of relevant securities which the Directors may allot under this authority is limited to £1,548,826 (the 'section 80 amount'). This represents 15,488,260, ordinary shares of 10p each in the capital of the Company, which is approximately 33% of the Company's issued share capital (excluding treasury shares) as at 29 May 2009 (being the last practicable date before the printing of this document).

As at 29 May 2009 (being the last practicable date before the printing of this document), no shares in the Company were held as treasury shares.

This authority will last until the end of the next Annual General Meeting of the Company in 2010 or 30 September 2010 if earlier. The Directors do not have any present intention of exercising this authority except in connection with the issue of ordinary shares in respect of scrip dividend offers and the Company's share option plans.

This resolution complies with guidelines issued by investor bodies and, in accordance with normal practice, the Directors will seek annual renewal of this authority.

In December 2008 the Association of British Insurers issued new guidance on the approval of allotments of shares, in which it stated that, in addition to requests for authorisation to allot new shares in an amount up to one-third of the existing issued share capital of a company, it would regard as routine requests to authorise the allotment of a further one-third in connection with a rights issue. Resolution 10 is the usual general authority to allot shares up to 33% of the Company's issued share capital (which as in previous years is accompanied by a disapplication of Shareholders pre-emption rights resolution in resolution 11).

In light of the new guidance, resolution 12 is a new additional authority to allot shares and disapplication of pre-emption rights in connection with a rights issue of up to 33% of the Company's issued share capital as at 29 May 2009 (being the last practicable date before the printing of this document). See below for further details of resolution 12.

Overall in the case of a rights issue the Directors on behalf of the Company could issue shares so as to enlarge the Company's share capital by an amount equal to 66% of the Company's issued share capital as at 29 May 2009 (being the last practicable date before the printing of this document) without further shareholder authority. The Directors recommend that the Company should be able to issue shares in this way so that the Company has the maximum possible flexibility (consistent with evolving market practice) to respond to circumstances and opportunities as they arise.

Resolution 11 - Disapplication of pre-emption rights

If equity securities are to be allotted for cash and treasury shares are to be sold for cash, the Companies Act 1985 requires that those equity securities and treasury shares are offered first to existing Shareholders on a pro rata basis, i.e. in proportion to the number of equity securities they each hold at that time. Equity securities include the Company's ordinary shares.

There may be circumstances, however, when it is in the interests of the Company to be able to allot equity securities for cash and to sell treasury shares for cash without first offering them to existing Shareholders. The Company's Articles of Association contain a simplified procedure to allow Shareholders to authorise Directors to do this.

Resolution 11 gives the Directors power to allot equity securities for cash (pursuant to the authority obtained in resolution 10) and to sell treasury shares for cash as if the pre-emption provisions of section 89 of the Companies Act 1985 do not apply. Other than in connection with a rights, scrip dividend, or other similar issue, the power contained in this resolution will be limited to a maximum nominal amount of £232,347 (the 'section 89 amount'). This represents 2,323,470 ordinary shares of 10p each in the capital of the Company, which is approximately 5% of the Company's issued ordinary share capital as at 29 May 2009 (being the last practicable date before the printing of this document).

This power will last until the end of the next Annual General Meeting of the Company in 2010 or 30 September 2010 if earlier. This resolution complies with guidelines issued by investor bodies and, in accordance with normal practice, the Directors will seek annual renewal of this power.

The Company intends to comply with the principle on disapplying pre-emption rights set out by the Pre-emption Group that (in the absence of suitable advance consultation and explanation or the matter having been specifically highlighted at the time at which the request for disapplication was made) a company should not issue more than 7.5% of its ordinary share capital for cash other than to existing shareholders in any rolling three year period.

Resolution 12 - Authority to allot shares and disapplication of pre-emption rights in connection with a rights issue

Resolution 12 authorises the Directors to allot relevant securities and empowers the Directors to allot equity securities and to sell treasury shares for cash in connection with a rights issue. This is in addition to the authority to allot shares in resolution 10 and the disapplication of pre-emption rights in resolution 11.

The authority and power contained in this resolution will be limited to a maximum nominal amount of £1,548,826. This represents 15,488,260 ordinary shares of 10p each in the capital of the Company, which is approximately 33% of the Company's issued ordinary share capital (excluding treasury shares) as at 29 May 2009 (being the last practicable date before the printing of this document).

As at 29 May 2009 (being the last practicable date before the printing of this document), no shares in the Company were held as treasury shares.

This authority and power will last until the end of the next Annual General Meeting of the Company in 2010 or 30 September 2010 if earlier. The Directors do not have any present intention of exercising this authority and power.

This resolution complies with guidelines issued by investor bodies and, in accordance with normal practice, the Directors will seek annual renewal of this authority and power.

In accordance with the Association of British Insurers' new guidance, in the event that the general and additional authorities to allot shares in resolutions 10 and 12 are used and:-

- the number of ordinary shares in issue is thereby increased, in aggregate, by more than one-third; and
- in the case of any issue being in whole or part by way of a fully pre-emptive rights issue, where the monetary proceeds exceed one-third (or such lesser relevant proportion) of the pre-issue market capitalisation of the Company, the Association of British Insurers will expect all of the Directors who wish to remain in office to stand for re-election at the next Annual General Meeting of the Company following the decision to make the issue in question.

Resolution 13 - Authority to buy own ordinary shares

Resolution 13 authorises the Company to buy its own ordinary shares in the market, as permitted under of the Articles of Association of the Company.

This authority will expire on the date which is 18 months after the passing of the resolution or the end of the next Annual General Meeting of the Company in 2010, whichever is the sooner, and limits total purchases to 10 per cent of the Company's issued share capital.

The price to be paid for any shares must not be less than 10p, being the nominal value of a share, and must not exceed 105 per cent of the average middle market quotations for the ordinary shares of the Company as derived from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which the ordinary shares are purchased.

As at 29 May 2009 (the latest practicable date before the printing of this document) options over 994,357 ordinary shares in the Company were outstanding under the Company's employee share schemes, representing 2.1% of the Company's issued share capital (excluding treasury shares) at that date. If the existing authority to purchase shares granted at the Company's last annual general meeting and the proposed authority now being sought were to be exercised in full, such options would represent 2.6% of the Company's issued share capital (excluding treasury shares) at 29 May 2009.

The Directors have no immediate plans to exercise the powers of the Company to purchase its own shares and undertake that the authority would only be exercised if the Directors were satisfied that a purchase would result in an increase in expected earnings per share and was in the best interests of the Company at the time.

Listed companies can now retain any of their own shares they have purchased as treasury shares with a view to possible sale at a future date, rather than cancelling them in accordance with previous legislation. The Company would consider holding any of its own shares that it purchases pursuant to the authority conferred by this resolution as treasury shares. This would give the Company the ability to sell treasury shares quickly and cost-effectively, and would provide the Company with additional flexibility in the management of its capital base.

Resolution 14 - Notice of general meetings

Resolution 14 is required to reflect the proposed implementation in August 2009 of the Shareholder Rights Directive. The regulations implementing this Directive will increase the notice period for general meetings of the Company to 21 days. The Company is currently able to call general meetings (other than an annual general meeting) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so after August 2009, Shareholders must have approved the calling of meetings on 14 days' notice. Resolution 14 seeks such approval. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 days' notice.

Form of proxy

Whether or not you are able or intend to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed on it and return it to the Company's registrars as soon as possible and, in any event, so as to be received by 10.30 a.m. on 25 July 2009. The return of a completed form of proxy will not prevent you from attending the Annual General Meeting and voting in person if you so wish and if you are entitled to do so. You may now also vote online by registering at www.capitashareportal.com, you will require your investor code which can be found on your proxy form.

Recommendation

The Directors consider that all the resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and its Shareholders as a whole and they unanimously recommend that you vote in favour of them, as they intend to do so themselves in respect of their own beneficial shareholdings.

Yours sincerely

Martin Davey
Chairman

Notice of Annual General Meeting

Notice is hereby given that the 36th Annual General Meeting of the Company will be held at Ramada Jarvis, Grange Park Lane, Willerby, Hull on 27 July 2009 at 10.30 a.m. for the transaction of the business set out below:-

Ordinary Business

To consider and, if thought fit, to pass the following resolutions which will be proposed as Ordinary Resolutions:-

1. To receive and adopt the Report of the Directors and the Accounts for the year ended 31 March 2009.
2. To declare a Final Dividend of 14.7p per share on the existing Ordinary Share Capital.
3. To re-elect Adam Couch as a Director, who retires in accordance with the Company's Articles of Association.
4. To re-elect John Worby as a Director, who retires in accordance with the Company's Articles of Association.
5. To elect Mark Bottomley as a Director, who was appointed by the Board as Finance Director on 1 June 2009, following John Lindop's retirement.
6. To re-appoint Ernst & Young LLP as auditors.
7. To authorise the Directors to determine the auditors' remuneration.
8. To receive and approve the Directors' Remuneration Report for the year ended 31 March 2009.

Special Business

To consider and, if thought fit, to pass the following resolutions, in the case of the resolutions numbered 11, 12, 13 and 14 as Special Resolutions and in the case of the remaining resolutions as Ordinary Resolutions:-

9. Increase in the authorised share capital:

That the authorised share capital of the Company be and is hereby increased from £6,360,000 divided into 63,600,000 Ordinary Shares of 10p each to £10,000,000 divided into 100,000,000 Ordinary Shares of 10p each by the creation of 36,400,000 new Ordinary Shares of 10p each.

10. Authority to allot shares:

That the authority conferred on the Directors by Article 7.1 of the Company's Articles of Association be renewed for a period commencing on the date on which this Resolution is passed and expiring at the end of the next Annual General Meeting of the Company in 2010 or, if earlier, 30 September 2010 and for that period the section 80 amount shall be £1,548,826.

11. Disapplication of pre-emption rights:

That, subject to the passing of Resolution 10 above, the power conferred on the Directors by Article 7.2 of the Company's Articles of Association be renewed for a period commencing on the date on which this Resolution is passed and expiring at the end of the next Annual General Meeting of the Company in

2010 or, if earlier, 30 September 2010 and for that period the section 89 amount shall be £232,347.

12. Authority to allot shares and disapplication of pre-emption rights in connection with a rights issue:

That, in addition to the authority and power conferred on the Directors by Resolutions 10 and 11 above, the Directors be and they are hereby:

- (a) authorised for the purposes of section 80 of the Companies Act 1985 ("the Act") to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £1,548,826 in connection with a rights issue; and
- (b) empowered to allot equity securities (as defined by section 94 of the Act) pursuant to the authority for the purposes of section 80 of the Act conferred by this Resolution and to sell equity securities which immediately before the sale are held by the Company as treasury shares (as defined in section 162A of the Act) in each case as if section 89(1) of the Act did not apply to such allotment or sale provided that this power shall be limited to the allotment of equity securities and the sale of treasury shares in connection with a rights issue, and provided further that this authority and power shall (unless previously revoked, varied or renewed) expire at the end of the next Annual General Meeting of the Company in 2010 or, if earlier, on 30 September 2010, save that the Company may before the expiry of this authority and power make an offer or enter into an agreement which would or might require (i) relevant securities of the Company to be allotted after its expiry and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority in this Resolution had not expired and (ii) equity securities to be allotted or treasury shares to be sold after its expiry and the Directors may allot equity securities and sell treasury shares pursuant to such an offer or agreement as if the power in this Resolution had not expired.

A "rights issue" for the purposes of this Resolution is a fully pre-emptive rights issue in favour of holders of ordinary shares (not being treasury shares) where the equity securities respectively attributable to the interests of all holders of ordinary shares (not being treasury shares) are proportionate (or as nearly as may be) to the respective numbers of ordinary shares (not being treasury shares) held by them, but subject to such exclusions or other arrangements as the Directors may deem necessary or desirable to deal with fractional entitlements or problems which may arise in any overseas territory or under the requirements of any regulatory body or any stock exchange or otherwise howsoever.

13. Authority to buy own ordinary shares:

Pursuant to the Articles of Association of the Company, the Company be and it is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163 of the Companies Act 1985) of Ordinary Shares of 10p each in the capital of the Company ("Ordinary Shares") on such terms and in such manner as the Directors may determine, but subject to the following restrictions and provisions:-

- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 10 per cent of the Company's share capital then in issue;
- (b) the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is 10p, being the nominal value;
- (c) the maximum price, exclusive of any expenses, which may be paid for an Ordinary Share is an amount equal to 105 per cent of the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which the Ordinary Share is purchased;
- (d) unless previously revoked or varied, this authority shall expire on whichever is the earlier of the date 18 months after the passing of this Resolution or at the end of the next Annual General Meeting of the Company to be held in 2010; and
- (e) the Company may enter into a contract to purchase Ordinary Shares under this authority before the expiry of such authority, which will or may be completed or executed wholly or partly after the expiry of such authority.

14. Notice of general meetings:

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

By order of the Board
Malcolm Windeatt
 Company Secretary

Helsinki Road
 Sutton Fields
 Hull HU7 0YW
 3 July 2009

Notes

1. A shareholder is entitled to appoint a proxy to exercise all or any of his rights to attend and to speak and vote on his behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice. Should you wish to appoint more than one proxy, please photocopy the proxy form and insert the number of shares over which the proxy is appointed in the box next to the proxy's name. Please also indicate if the proxy instruction is one of multiple instructions being given. All forms should then be returned to the registrars in the same envelope.
2. To be valid, forms of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of such power of attorney or other authority), must be returned by one of the following methods:
 - in hard copy form by post, by courier or by hand to the Company's registrars, Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU;
 - via www.capitashareportal.com (if you have not already done so, you will need to register as a new user before being able to vote online); or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below; and

in each case must be received by the Company not less than 48 hours before the time of the meeting.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service 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 instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 the issuer's agent (ID RA10) by the latest time for receipt of proxy appointments specified in this Notice of Meeting. 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 Application 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 proxies appointed through CREST should be communicated to the appointee through other means.

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 message. 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(s), to procure that his CREST sponsor or voting service provider(s) take(s)) 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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.

3. The return of a completed form of proxy will not prevent a shareholder attending the Annual General Meeting and voting in person if he wishes to do so.
4. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may have a right, under an agreement between him and the shareholder by whom he was nominated, to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of shareholders in relation to the appointment of proxies in notes 1 to 3 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.

5. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company gives notice that only those shareholders entered on the register of members of the Company at 10.30 a.m. on the date which is two days prior to the Meeting (or, in the event that the Meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting) will be entitled to attend or vote at such meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after that time (or, in the event that the Meeting is adjourned, less than 48 hours before the time of any adjourned meeting) will be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the Meeting or adjourned meeting.
6. As at 29 May 2009 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital consists of 46,469,448 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 29 May 2009 are 46,469,448.
7. In order to facilitate voting by corporate representatives at the Meeting, arrangements will be put in place at the Meeting so that (i) if a corporate shareholder has appointed the chairman of the Meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the

other corporate representatives for that shareholder at the Meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the Meeting but the corporate shareholder has not appointed the chairman of the Meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in (i) above.

8. Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under section 527 of the Companies Act 2006, the Company may be required 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 Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 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 Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
9. Copies of the following documents are available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays and public holidays excepted) until the conclusion of the Annual General Meeting:
 - (a) a statement of the transactions of directors (and their family interests) in the ordinary shares of the Company;
 - (b) the service contracts of the executive directors and the letters of appointment of the non-executive directors;

The documents referred to above will also be available for inspection during the Annual General Meeting and for at least fifteen minutes before it begins.

CRANSWICK *plc*

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