

**CRANSWICK plc**  
**REPORT & ACCOUNTS**  
YEAR ENDED 31 MARCH 2010



Quality products, outstanding performance

**CRANSWICK plc**

# Notice of Annual General Meeting

Monday 26 July 2010

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.

1 July 2010

Dear Shareholder

**2010 Annual General Meeting**

The Annual General Meeting of the Company is to be held at Ramada Jarvis, Grange Park Lane, Willerby, Hull on Monday 26 July 2010 at 10.30 a.m.

*There will be teas and coffees before the Annual General Meeting and light refreshments will also be available afterwards. 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 9 are ordinary resolutions which will be passed if more than 50% of the votes cast are in favour of the resolutions. Resolutions 10 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 Martin Davey and Bernard Hoggarth as Directors**

In accordance with the Articles of Association Martin Davey and Bernard Hoggarth are retiring by rotation and each offers himself for re-election. Biographic details of all Directors are contained on page 21 of the Report and Accounts.

**Resolution 5 - To elect Steven Esom 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 Steven Esom offers himself for election. The Combined Code requires that, when non-executive directors are proposed for 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 Steven Esom who is seeking election. Steven was appointed as a Non Executive Director during the second half of the year. He has a wealth of experience within the food sector including twelve years at Waitrose where he was Managing Director and at Marks & Spencer where he was Executive Director of Food.

**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 35 to 40 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 - Authority to allot shares**

Under the Companies Act 2006, the directors of a public company are unable to allot shares without the authority of the shareholders in a general meeting.

Resolution 9 authorises the Directors to allot shares in the Company up to an aggregate nominal amount of £1,579,457. This represents 15,794,570 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 28 May 2010 (being the latest practicable date before the printing of this document).

As at 28 May 2010 (being the latest 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 or 30 September 2011 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 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.

The Association of British Insurers' guidance on the approval of allotments of shares states 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 9 is the usual general authority to allot shares up to approximately 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 10).

Resolution 11 is the usual additional authority to allot shares and a disapplication of pre-emption rights in connection with a rights issue of up to approximately 33% of the Company's issued share capital as at 28 May 2010 (being the latest practicable date before the printing of this document). See below for further details of resolution 11.

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 approximately 66% of the Company's issued share capital as at 28 May 2010 (being the latest 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 10 - 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 2006 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.

Resolution 10 gives the Directors power to allot equity securities for cash (pursuant to the authority obtained in resolution 9) and to sell treasury shares for cash as if the pre-emption provisions of section 561(1) of the Companies Act 2006 do not apply. Other than in connection with a rights issue or other similar issue, the power contained in this resolution will be limited to an aggregate nominal amount of £236,918. This represents 2,369,180 ordinary shares of 10p each in the capital of the Company, which is approximately 5% of the Company's issued share capital as at 28 May 2010 (being the latest practicable date before the printing of this document).

This power will last until the end of the next Annual General Meeting of the Company or 30 September 2011 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 11 - Authority to allot shares and disapplication of pre-emption rights in connection with a rights issue**

Resolution 11 authorises the Directors to allot shares 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 9 and the disapplication of pre-emption rights in resolution 10.

The authority and power contained in this resolution will be limited to an aggregate nominal amount of £1,579,457. This represents 15,794,570 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 28 May 2010 (being the latest practicable date before the printing of this document).

As at 28 May 2010 (being the latest 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 or 30 September 2011 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' guidance, in the event that the general and additional authorities to allot shares in resolutions 9 and 11 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 12 - Authority to buy own ordinary shares**

Resolution 12 authorises the Company to buy its own ordinary shares in the market.

This authority allows the Company to purchase a maximum of 4,738,372 ordinary shares (which is approximately 10% of the Company's issued share capital as at 28 May 2010).

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 contracted to be purchased.

This authority will expire on the earlier of the date which is 18 months after the passing of the resolution or the conclusion of the next Annual General Meeting to be held after the date of this Annual General Meeting.

As at 28 May 2010 (the latest practicable date before the printing of this document) options over 4,902.97 ordinary shares in the Company were outstanding under the Company's employee share schemes, representing 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 1.3% of the Company's issued share capital (excluding treasury shares) at 28 May 2010.

Pursuant to the Companies Act 2006, the Company can hold shares which have been repurchased as treasury shares and either resell them for cash, cancel them (either immediately or at a point in the future) or use them for the purposes of its employee share schemes. The Directors believe that it is desirable for the Company to have this choice and therefore currently envisage holding any shares purchased under this authority as treasury shares. Holding the repurchased shares as treasury shares will give the Company the ability to re-sell or transfer them in the future, and so provide the Company with additional flexibility in the management of its capital base. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares.

Shares will only be repurchased if the Directors consider such purchases to be in the best interests of shareholders generally and that they can be expected to result in an increase in earnings per share. The authority will only be used after careful consideration, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels and the overall financial position of the Company. Shares held as treasury shares will not automatically be cancelled and will not be taken into account in future calculations of earnings per share (unless they are subsequently resold or transferred out of treasury).

If any shares repurchased by the Company are held in treasury and used for the purposes of its employee share schemes, so long as required under the guidelines of the Association of British Insurers Investment Committee, the Company will count those shares towards the limits on the number of new shares which may be issued under such schemes.

This Resolution follows investor protection guidelines that are more restrictive than the Companies Act 2006 and applicable regulation. There is no current intention to exercise this authority

### **Resolution 13 - Notice of general meetings**

Under the Companies Act 2006 the notice period required for general meetings of the Company is 21 clear days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. (Annual General Meetings will continue to be held on at least 21 clear days' notice).

In order to call general meetings (other than Annual General Meetings) on 14 clear days' notice, Resolution 13 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.

In order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting. This requirement will be satisfied if the Company offers a facility allowing shareholders to appoint a proxy by means of a website.

### **Resolution 14 - Articles of Association**

Resolution 14 proposes the adoption of new Articles of Association ("New Articles") in order to update the Company's current Articles of Association ("Current Articles") primarily to take account of changes made last year to the Companies Act 2006 by the Companies (Shareholders' Rights) Regulations 2009 ("the Shareholders' Rights Regulations") and the implementation last year of the last parts of the Companies Act 2006. Since the Shareholders' Rights Regulations and the Companies Act 2006 affect various provisions in the Current Articles, it is considered more practical to seek to replace the Current Articles in full rather than to seek approval for numerous individual amendments.

An explanation of the principal changes proposed to the Current Articles is set out in the Appendix to this letter.

Copies of the Current Articles and the proposed New Articles will be available for inspection at the registered office of the Company and at Investec Investment Banking, 2 Gresham Street, London EC2V 7QP during normal business hours on any weekday (Saturdays and public holidays excepted) until the conclusion of the Annual General Meeting. These documents will also be available for inspection during the Annual General Meeting and for at least fifteen minutes before it begins.

### **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 22 July 2010. 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 also vote online at [www.capitashareportal.com](http://www.capitashareportal.com). If you have not previously registered to use the Portal, 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

# Appendix

## Explanatory notes of principal changes to the Company's Articles of Association

The principal changes proposed to the Current Articles are set out in this Appendix. The New Articles also contain other changes of a drafting, minor or technical nature and adopt more modern language which are not specifically mentioned below. Minor changes which merely reflect statutory provisions are also not mentioned separately below.

### 1. The Company's objects

Under the Companies Act 1985 the provisions regulating the operations of the Company were set out in the Company's memorandum and articles of association. The Company's memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Companies Act 2006 significantly reduces the constitutional significance of a company's memorandum. The Companies Act 2006 provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the Companies Act 2006 the objects clause and all other provisions which are contained in a company's memorandum, for existing companies at 1 October 2009, are deemed to be contained in the company's articles of association but the company can remove these provisions by special resolution.

Further the Companies Act 2006 states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other provisions of its memorandum which, by virtue of the Companies Act 2006, are treated as forming part of the Company's articles of association as of 1 October 2009. Paragraph (a) of resolution 14 confirms the removal of these provisions for the Company. As the effect of this resolution will be to remove the statement in the Company's memorandum of association regarding limited liability, the New Articles also contain an express statement regarding the limited liability of shareholders.

### 2. Change of name

Under the Companies Act 1985 a company could only change its name by special resolution. Under the Companies Act 2006 a company will be able to change its name by other means provided for by its articles. To take advantage of this provision, the New Articles enable the directors to pass a resolution to change the Company's name.

### 3. Authorised share capital and unissued shares

The Companies Act 2006 abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required from shareholders under the Companies Act 2006, save in respect of employee share schemes.

### 4. Redeemable shares

Under the Companies Act 1985, if a company wished to issue redeemable shares, it had to include in its articles the terms and manner of redemption. The Companies Act 2006 enables directors to determine such matters instead provided they are so authorised by the articles. The New Articles contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the directors would need shareholders' authority to issue new shares in the usual way.

### 5. Authority to purchase own shares, consolidate and sub-divide shares and reduce share capital

Under the Companies Act 1985, a company required specific enabling provisions in its articles to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The Current Articles include these enabling provisions. Under the Companies Act 2006 a company will only require shareholder authority to do any of these things and it will no longer be necessary for articles to contain enabling provisions. Accordingly the relevant enabling provisions have been removed in the New Articles.

### 6. Use of seal

The New Articles provide an alternative option for execution of documents (other than share certificates). Under the New Articles, when the seal is affixed to a document it may be signed by one director in the presence of a witness, whereas previously the requirement was for signature by either a director and the secretary or two directors, or such other person or persons as the directors may approve. This reflects new formalities for execution of documents laid down in the Companies Act 2006.

### 7. Suspension of registration of share transfers

The Current Articles permit the directors to suspend the registration of transfers. Under the Companies Act 2006 share transfers must be registered as soon as practicable. The power in the Current Articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the New Articles.

### 8. Vacation of office by directors

The Current Articles specify the circumstances in which a director must vacate office. The New Articles update these provisions to reflect the approach taken on mental and physical incapacity in the model articles for public companies produced by the Department for Business, Innovation and Skills.

### 9. Voting by proxies on a show of hands

The Shareholders' Rights Regulations have amended the Companies Act 2006 so that it now provides that each proxy appointed by a member has one vote on a show of hands unless the proxy is appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution. The New Articles reflect these changes and contain a provision clarifying how the provision of the Companies Act 2006 giving a proxy a second vote on a show of hands should apply to discretionary authorities.

### 10. Validity of proxy votes

Under the Companies Act 2006, as amended by the Shareholders' Rights Regulations, proxies will be expressly required to vote in accordance with instructions given to them by members. The New Articles reflect this requirement and also contain a provision stating that the Company is not required to enquire or check whether a proxy has voted in accordance with instructions given to him and that votes cast by a proxy will be valid even if the proxy has not voted in accordance with his instructions.

### 11. Voting by corporate representatives

The Shareholders' Rights Regulations have amended the Companies Act 2006 in order to enable multiple representatives appointed by the same corporate member to vote in different ways on a show of hands and a poll. The New Articles contain provisions which reflect these amendments.

### 12. Voting record date

Under the Companies Act 2006, as amended by the Shareholders' Rights Regulations, the Company must determine the right of members to vote at a general meeting by reference

to the register not more than 48 hours before the time for the holding of the meeting, not taking account of days which are not working days. The New Articles include amendments to reflect this requirement.

### **13. Electronic conduct of meetings**

The New Articles include amendments to provide greater scope for members to participate in meetings of the Company even if they are not present in person at the principal place where the meeting is being held. The amendments allow for members to participate not only by attendance at satellite meeting locations, but also by any other electronic means of participation.

### **14. Chairman's casting vote**

The New Articles remove the provision giving the chairman a casting vote in the event of an equality of votes at a general meeting as this is no longer permitted under the Companies Act 2006, as amended by the Shareholders' Rights Regulations.

### **15. Notice of general meetings**

The Shareholders' Rights Regulations amend the Companies Act 2006 to require the Company to give 21 clear days' notice of general meetings unless the Company offers members an electronic voting facility and a special resolution reducing the period of notice to not less than 14 days has been passed. Annual general meetings must be held on 21 clear days' notice. The New Articles amend the provisions of the Current Articles to be consistent with the new requirements.

### **16. Arrangements to promote the orderly conduct of a general meeting**

The New Articles allow the directors or the chairman of the meeting to take any action, give any directions or put in place any arrangements they or he consider appropriate to promote the orderly conduct of a general meeting.

### **17. Attending and speaking at general meetings**

The New Articles allow the chairman of the meeting to permit non-members or persons who are not entitled to exercise the rights of members (such as the Company's advisers) to attend and, at the chairman's discretion, speak at a general meeting.

### **18. Adjournments for lack of quorum**

Under the Companies Act 2006, as amended by the Shareholders' Rights Regulations, general meetings adjourned for lack of quorum must be held at least 10 clear days after the original meeting. The New Articles include amendments dealing with notice of an adjourned meeting to make them consistent with this new requirement.

### **19. Power to stop sending documents to untraced members**

The Current Articles say that if any notices, documents or information given or sent by the Company to a shareholder have been returned undelivered after three consecutive occasions, the shareholder will only be entitled to receive such further communications upon provision of a new postal or electronic address to the Company.

The New Articles extend this by saying that if any notices, documents or information given or sent by the Company to a shareholder have been returned undelivered after one occasion and the directors are of the opinion (after making reasonable enquiries) that any further communications would likewise be undelivered, the shareholder will only be entitled to receive such further communications upon provision of a new postal or electronic address to the Company.

### **20. Directors' indemnities and loans to fund expenditure**

The provisions in the New Articles dealing with the powers of the Company to indemnify directors and to fund expenditure incurred in connection with certain actions against directors have been extended to apply to associated companies, as allowed under the wider provisions of the Companies Act 2006.

## Notice of Annual General Meeting

**Notice is hereby given that the 37th Annual General Meeting of the Company will be held at Ramada Jarvis, Grange Park Lane, Willerby, Hull on 26 July 2010 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 2010.
2. To declare a Final Dividend of 17.0p per share on the existing Ordinary Share Capital.
3. To re-elect Martin Davey as a Director, who retires in accordance with the Company's Articles of Association.
4. To re-elect Bernard Hoggarth as a Director, who retires in accordance with the Company's Articles of Association.
5. To elect Steven Esom as a Director, who was appointed by the Board as an Independent Non-Executive Director on 12th November 2009.
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 2010.

### **Special Business**

To consider and, if thought fit, to pass the following resolutions, in the case of the resolution numbered 9 as an Ordinary Resolution and in the case of the remaining resolutions as Special Resolutions:-

#### **9. Authority to allot shares:**

That the Directors be and they are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 ("the Act") to allot shares in the Company and to grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate nominal amount of £1,579,457, provided that this authority shall (unless previously revoked, varied or renewed) expire at the end of the next Annual General Meeting of the Company after the date on which this Resolution is passed or, if earlier, on 30 September 2011, save that the Company may before the expiry of this authority make an offer or enter into an agreement which would or might require shares in the Company to be allotted or rights to subscribe for, or convert any security into, shares in the Company to be granted after its expiry and the Directors may allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company pursuant to such an offer or agreement as if the authority in this Resolution had not expired, and provided further that the authority hereby conferred shall be in substitution for all previous authorities to allot shares in the Company and to grant rights to subscribe for, or convert any security into, shares in the Company conferred upon the Directors (save to the extent relied upon prior to the passing of this Resolution).

#### **10. Disapplication of pre-emption rights:**

That the Directors be and they are hereby empowered to allot equity securities (as defined by section 560 of the Companies Act 2006 ("the Act")) pursuant to the authority for the purposes of section 551 of the Act conferred by Resolution 9 and to sell

equity securities which immediately before the sale are held by the Company as treasury shares (as defined in section 724 of the Act) in each case as if section 561(1) of the Act did not apply to such allotment or sale provided that this power shall be limited to:

- (a) the allotment of equity securities and the sale of treasury shares (otherwise than pursuant to paragraph (b) of this Resolution) up to an aggregate nominal amount of £236,918; and
- (b) the allotment of equity securities and the sale of treasury shares up to an aggregate nominal amount of £1,579,457 in connection with a rights issue or other 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 and that this power shall (unless previously revoked, varied or renewed) expire at the end of the next Annual General Meeting of the Company after the date on which this Resolution is passed or, if earlier, on 30 September 2011, save that the Company may before the expiry of this power make an offer or enter into an agreement which would or might require 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.

#### **11. 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 9 and 10 above, the Directors be and they are hereby:

- (a) authorised 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 £1,597,457 in connection with a rights issue; and
- (b) empowered to allot equity securities (as defined by section 560 of the Act) pursuant to the authority for the purposes of section 551 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 724 of the Act) in each case as if section 561(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 after the date on which this Resolution is passed or, if earlier, on 30 September 2011, 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) shares in the Company to be allotted or rights to subscribe for, or convert any security into, shares in the Company to be granted after its expiry and the Directors may allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company 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.

#### **12. Authority to buy own ordinary shares:**

That the Company be and is hereby unconditionally and generally authorised for the purpose of Section 701 of the Companies Act 2006 to make market purchases (as defined in Section 693 of that Act) of Ordinary Shares of 10p each in the capital of the Company ("Ordinary Shares") provided that:-

- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 4,738,372;
- (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 contracted to be 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 conclusion of the next Annual General Meeting of the Company to be held after the date hereof; 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

#### **13. 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.

#### **14. Articles:**

That:

- (a) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and
- (b) any limitations previously imposed on the Company's authorised share capital whether by the Company's Memorandum or Articles of Association or by resolution in general meeting be removed; and
- (c) the Articles of Association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

By order of the Board

**Malcolm Windeatt**  
Company Secretary

Helsinki Road  
Sutton Fields  
Hull HU7 0YW  
1 July 2010

## 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, an appointment 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, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU;
  - via [www.capitashareportal.com](http://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 no later than 10.30am on 22 July 2010.

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 available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST). 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 service 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. Appointment of a 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. Only those shareholders entered on the register of members of the Company at 6.00pm on 22 July 2010 (or, in the event that the Meeting is adjourned, in the register of members 48 hours before the time of any adjourned Meeting excluding non working days) 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 the relevant deadline 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 28 May 2010 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital consists of 47,383,720 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 28 May 2010 are 47,383,720.
7. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

8. Under section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company 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 and, in respect of the documents mentioned in paragraphs (c) and (d), at Investec Investment Banking, 2 Gresham Street, London EC2V 7QP, 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;
- (c) the existing Articles of Association of the Company; and
- (d) the new Articles of Association of the Company proposed to be adopted pursuant to resolution 14.

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.

10. Any member attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

11. The contents of this Notice, details of the total number of shares in respect of which members are entitled to exercise voting rights at the Meeting, the total voting rights that members are entitled to exercise at the Meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice will be available on the Company's website: [www.cranswick.co.uk](http://www.cranswick.co.uk).

12. You may not use any electronic address provided either in this Notice or any related documents (including the chairman's letter and form of proxy) to communicate with the Company for any purposes other than those expressly stated.

13. Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that the members subject all messages to virus checking procedures prior to use. Any electronic communication received by the Company, including the lodgement of an electronic proxy form, that is found to contain any virus will not be accepted.

**CRANSWICK** *plc*

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