



COMMUNITY FOODS GROUP LIMITED
Registered in England and Wales No. 05618779
("the Company")

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting ("AGM") of the Company will be held at the Hilton Watford Hotel, Elton Way, Watford WD25 8HA on Tuesday 20 April 2010 at 10am. The AGM will be held to conduct the following business:

To consider and, if thought fit, to pass resolutions 1 to 10, which will be proposed as ordinary resolutions.

Report and Accounts

1. To receive the audited annual accounts and the reports of the directors and the auditors for the year ended 31 March 2009.

Note: The reports and accounts for the year ended 31 March 2009 can be viewed on the Company's website www.communityfoods.co.uk in the 'Shareholders' section. Paper copies will be available at the AGM.

Directors

2. To re-appoint Bill Henry as a director of the Company.

Bill was appointed to the Board on 28 September 2006. He started in ingredients trading at Community Foods Ltd in 1978 and was its managing director from 28 November 1995 to 31 December 2009. Since 1991 he has been on the Board of the National Dried Fruit Trade Association and is a Royal Warrant Holder to HRH The Prince of Wales for the supply of dried fruit. He is also a non executive director of Humdinger Foods Ltd.

3. To re-appoint Martin Rome as a director of the Company.

Martin joined the Board on 1 January 2010 on his appointment as managing director. He joined Community Foods from Whitworths in April 2009. He has over 20 years experience in dried fruit, nuts and seeds having started his career with S&W Berisford before moving to Voicevale and latterly Whitworths for 8 years where he held the position of purchasing director. He is chairman of FRUCOM (a European federation, representing a wide range of food products) and board member of CENTA.

4. To re-appoint Clive Warner as a director of the Company.

Clive joined the Board on his appointment as group finance director on 1 January 2010. He is a chartered accountant who trained with KPMG. During his career, he has held a range of senior finance roles and has extensive experience of the retail and leisure sectors. His roles have included finance director at NAAFI, UCI Cinemas and Stanelco plc and finance controller at Woolworths. He has specific experience of company turnarounds, fund raising, systems developments and implementation.

5. To re-appoint David A G Lewis as a director of the Company.

David was appointed to the Board on 1 January 2010. He has 15 years experience in sales, most of which has been in food and consumer goods. He has been with Community Foods for 9 years, during which time he has been instrumental in developing the company's brand portfolio within the domestic multiple category.

Note: The Company's Articles of Association require each director to retire by rotation and seek re-appointment at least once every three years. Bill Henry is due to retire at this AGM and is seeking re-appointment.

Directors appointed by the Board are required to seek re-appointment at the next AGM after their appointment. Martin Rome, Clive Warner and David A G Lewis were appointed as directors of the Company by the Board on 1 January 2010 and are seeking re-appointment.

Auditors

6. To re-appoint Grant Thornton UK LLP as auditors of the Company and to authorise the directors to determine their remuneration.

Note: The Company's Audit Committee has recommended the re-appointment of Grant Thornton UK LLP.

Liability of Auditors for Statutory Audit Services

- 7 To resolve that the liability limitation agreement produced to the AGM and initialled by the chairman of the AGM for the purpose of identification for the financial period beginning 1 April 2008 between the Company and Grant Thornton UK LLP be and is hereby approved.
- 8 To resolve that the principal terms (as defined in section 536(4) of the Companies Act 2006 (the "Act")) produced to the AGM and initialled by the chairman of the AGM for the purpose of identification of a liability limitation agreement (as defined in section 534 of the Act) for the financial period beginning 1 April 2009 proposed to be entered into between the Company and Grant Thornton UK LLP be and are hereby approved.

Note: Resolutions 7 & 8 seek shareholder approval to limit the liability of the auditor for statutory audit services. The proposed agreement is for proportionate liability which would limit Grant Thornton UK LLP's liability to the share of loss resulting from their statutory audit work where it is demonstrated to be negligent, but the agreement does not limit the amount of any liability for dishonesty or fraud perpetrated by Grant Thornton UK LLP. The proposed terms mirror the specimen principal terms in Appendix B to the Financial Reporting Council's June 2008 Guidance on Auditor Liability Limitation Agreements, and are for the audit of financial statements for the period beginning 1 April 2009.

Authorisation of Conflicts of Interest

- 9 To resolve that pursuant to paragraph 47(3)(b) of Part 3 of Schedule 4 to the Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007, (SI 2007/3495), the directors be and are hereby given authority to authorise matters giving rise to an actual or potential conflict of interest for the purposes of section 175 of the Act.

Note: Under the Act and since 1 October 2008, directors must avoid situations where they have, or could have, a direct or indirect interest that conflicts, or possibly may conflict, with the Company's interests. This requirement could apply where a director is a director of another company. Such conflicts can be authorised by the independent directors of the Company, provided that they have been duly authorised to do so by the shareholders.

Authority to Allot Shares

- 10 To resolve that the directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares or rights to subscribe for or convert any security into shares of the Company, up to an aggregate nominal value of £9,850,255, such authority to expire on the day preceding the fifth anniversary of the date that this resolution is passed, provided that the Company may make any offer or agreement during the continuance of this authority (as originally granted or from time to time reviewed) which would or might require shares to be allotted, and/or rights to subscribe for or convert any security into shares to be granted, after its expiry.

Note: This resolution authorises the directors to allot unissued shares in the capital of the Company up to the limit of the authorised share capital for a further 5 year period as the directors' current authority contained in the Articles of Association will expire on 9 November 2010.

To consider and, if thought fit, to pass resolution 11, which will be proposed as a special resolution.

Disapplication of Pre-Emption Rights

- 11 To resolve that, subject to the passing of resolution 10, the directors be and are hereby generally empowered pursuant to section 571 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 10 as if section 561 of the Act did not apply to the allotment, such power to:
 - 11.1 expire on the day preceding the fifth anniversary of the date that this resolution is passed, provided that the Company may make any offer or agreement during the continuance of this authority (as originally granted or from time to time reviewed) which would or might require equity securities to be allotted after its expiry; and
 - 11.2 be limited to the allotments of equity securities for cash up to an aggregate nominal amount of £9,850,255.

Note: This resolution authorises the directors to allot the authorised but unissued share capital of the Company for cash without applying the pre-emption rights contained in the Act.

24 March 2010

By order of the Board



John Sherwood
Company Secretary

Registered Office:
Micross
Brent Terrace
London
NW2 1LT

Company number: 05618779

Notes

1. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy. A member entitled to attend, speak and vote at the AGM is entitled to appoint one or more proxies to attend, speak and vote instead of him, provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company's registrars at the address set out in note 3. The proxy need not be a member of the Company but must attend the AGM to represent you. Details of how to appoint the chairman of the AGM or another person as your proxy using the form of proxy are set out in the notes to the form of proxy. If you wish your proxy to speak on your behalf at the AGM you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.
2. The notes to the form of proxy explain how to direct your proxy how to vote on each resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM. Completion of the form of proxy will not preclude a member from attending and voting in person.
3. A form of proxy has been sent to each member. To be valid, the form of proxy must be deposited at the offices of the Company's Registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA not less than 48 hours before the time fixed for holding the AGM or any adjourned meeting.
4. Subject to the following principles, where more than one proxy is appointed, where a form of proxy does not state the number of shares to which it applies (a "**blank proxy**") then that proxy is deemed to have been appointed in relation to the total number of shares registered in your name (the member's "**entire holding**"). In the event of a conflict between a blank proxy and a form of proxy which does state the number of shares to which it applies (a "**specific proxy**"), the specific proxy shall be counted first, regardless of the time it was sent or received (on the basis that as far as possible, the conflicting forms of proxy should be judged to be in respect of different shares) and remaining shares will be apportioned to the blank proxy (pro rata if there is more than one).
5. Where there is more than one proxy appointed and the total number of shares in respect of which proxies are appointed is no greater than your entire holding, it is assumed that proxies are appointed in relation to different shares, rather than that conflicting appointments have been made in relation to the same shares. When considering conflicting proxies, later proxies will prevail over earlier proxies, and which proxy is later will be determined on the basis of which proxy is last delivered. Proxies in the same envelope will be treated as sent and delivered at the same time, to minimise the number of conflicting proxies.
6. If conflicting proxies are sent or delivered at the same time in respect of (or deemed to be in respect of) your entire holding, none of them shall be treated as valid.
7. Where the aggregate number of shares in respect of which proxies are appointed exceeds your entire holding and it is not possible to determine the order in which they were sent or delivered (or they were all sent or delivered at the same time), the number of votes attributed to each proxy will be reduced pro rata (on the basis that as far as possible, conflicting forms of proxy should be judged to be in respect of different shares). Where this gives rise to fractions of shares, such fractions will be rounded down.
8. If you appoint a proxy or proxies and then decide to attend the AGM in person, your proxy appointment will be automatically terminated.
9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
10. To change your proxy instructions simply submit a new proxy appointment using the method set out above. Note that the cut-off time for receipt of proxy appointments (see note 3 above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you would like to change the proxy instructions, please contact Neville Registrars Limited at the address set out in note 3.

11. In order to revoke a proxy instruction you will need to inform the Company by sending a signed notice clearly stating your intention to revoke your proxy appointment to Neville Registrars Limited at the address set out at note 3. The revocation notice must be received by Neville Registrars Limited no later than 48 hours before the time fixed for holding the AGM or any adjourned meeting. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then your proxy appointment will remain valid.
12. In the case of a member which is a company, the form of proxy and any revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the form of proxy or any revocation notice is signed (or a duly certified copy of such power or authority) must be included with the form of proxy and any revocation notice. 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.
13. The following documents will be available for inspection at the Company's registered office address from 24 March 2010 until the time of the AGM and at the place of the AGM for at least 15 minutes prior to the AGM and during the AGM:
 - (a) copies of the letters of appointment of the non executive directors of the Company; and
 - (b) copies of contracts of service of executive directors with the Company or any of its subsidiaries.
14. You may not use any electronic address provided either:
 - (a) in this Notice of AGM; or
 - (b) any related documents (including the form of proxy),to communicate with the Company for any purposes other than those expressly stated.

If you have any queries about proxies or your shareholding, please contact Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA; telephone: 0121 585 1131