

FINSBURY FOOD GROUP PLC

(the “Company”)

(Registered and incorporated in England and Wales with company number 204368)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of the Company will be held at the offices of CMS Cameron McKenna LLP at Mitre House, 160 Aldersgate Street, London EC1A 4DD on 29 October 2014 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions (the “**Resolutions**”) which in the case of Resolutions 1 and 2 will be proposed as ordinary resolutions and in the case of Resolutions 3 and 4 will be proposed as special resolutions.

Ordinary Resolutions

1. That, conditional on the passing of Resolution 2 and Resolution 3, the acquisition by the Company of the entire issued share capital of Fennel Acquisition Limited (the “**Acquisition**”) pursuant to the terms of a conditional sale and purchase agreement dated 9 October 2014 and made between various vendors and the Company, particulars of which are set out in the Admission Document of the Company dated 10 October 2014 (the “**Admission Document**”), be and is hereby approved and that the directors of the Company be and are hereby authorised to take all steps necessary to effect the Acquisition with such minor modifications, variations, amendments or revisions and to do or procure to be done such other things in connection with the Acquisition as they consider to be in the best interests of the Company.
2. That, conditional on the passing of Resolution 1 and Resolution 3, in accordance with section 551 of the Companies Act 2006 (the “**Act**”), the directors of the Company be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares and to grant rights to subscribe for or to convert any security into shares:
 - 2.1 up to a maximum nominal amount of £593,220 in connection with the proposed placing of shares as described in the Admission Document (the “**Placing**”);
 - 2.2 up to an aggregate nominal amount of £416,546 in addition to the authority conferred in sub-paragraph 2.1 above, representing approximately 33 per cent. of the Company’s enlarged issued share capital following completion of the Placing,

provided that this authority shall expire (unless previously varied as to duration, revoked or renewed by the Company in general meeting) on the date being fifteen months from the date of the passing of this Resolution or, if earlier, the conclusion of the next annual general meeting of the Company to be held after the passing of this Resolution, except that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this Resolution had not expired, and this authority shall be in substitution for all existing authorities to allot to the extent unused.

This Resolution revokes and replaces all unexercised powers previously granted to the directors to allot equity securities but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

Special Resolutions

3. That, conditional on the passing of Resolution 1 and Resolution 2, the directors be empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the general authority conferred on them by Resolution 2 above as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to:
 - 3.1 the allotment (otherwise than pursuant to sub-paragraph 3.3 below) of equity securities in connection with the Placing;
 - 3.2 the allotment of equity securities in connection with an offer by way of a rights issue:
 - 3.2.1 to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

3.2.2 to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any applicable regulatory body or stock exchange; and

- 3.3 the allotment (otherwise than pursuant to sub-paragraphs 3.1, and 3.2 above) of equity securities up to an aggregate nominal amount of £126,226, representing approximately 10 per cent. of the Company's enlarged issued share capital following the Placing,

provided that this authority shall expire, unless previously revoked or renewed by the Company in general meeting, at such time as the general authority conferred on the directors by Resolution 2 above expires, except that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred by this Resolution had not expired.

This Resolution revokes and replaces all unexercised powers previously granted to the directors to allot equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

4. That the Articles of Association of the Company be amended by the deletion of Article 4 (*Authorised Share Capital*).

BY ORDER OF THE BOARD

City Group PLC
Company Secretary

Registered Office:
Maes y Coed Road
Cardiff
CF14 4XR

10 October 2014

Explanatory Notes:

Entitlement to attend and vote

1. The Company specifies that only those members registered on the Company's register of members at:
 - 6.00 p.m. on 27 October 2014; or,
 - if this meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting,shall be entitled to attend and vote at the meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. To appoint more than one proxy please refer to the notes on the proxy form.

Appointment of proxy using hard copy proxy form

5. The notes to the proxy form explain how to direct your proxy how to vote on each Resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
 - completed and signed;
 - sent or delivered to Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF; and
 - received by Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF no later than 6 p.m. on the day two days prior to the meeting.

In the case of a member which is a company, the proxy form 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 proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

6. 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).

Changing proxy instructions

7. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hardcopy proxy form, please contact Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF. In the case of a member which is a company, the 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 revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF no later than 10 a.m. on the day two days prior to the 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. However, appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.