

Notice of Annual General Meeting

to be held at 10.30 am on Thursday 15 May 2008
in the Lecture Theatre, Chalfont Park House
Chalfont Park, Gerrards Cross
Buckinghamshire SL9 0DZ

and

Explanation of the Business to be considered at the Meeting

Registered Office: Uniq plc, No. 1 Chalfont Park, Gerrards Cross, Buckinghamshire SL9 0UN
Registered in England No: 3912506

This document is important and requires your immediate attention

If you are in doubt as to the action you should take, you are recommended to seek your own personal advice from your stockbroker, accountant or other appropriately authorised independent financial adviser immediately.

If you have sold or transferred all your shares in Uniq plc, you should forward this document and other documents enclosed to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser.

Proxy Voting: you may vote electronically at www.sharevote.co.uk (see pages 6 and 7 for fuller details). Alternatively the enclosed Form of Proxy should be completed and returned as soon as possible. To be valid, proxies, whether sent by post or electronically, must arrive at the registrars not later than 48 hours before the time of the meeting.

Uniq plc
No. 1 Chalfont Park
Gerrards Cross
Buckinghamshire
SL9 0UN

25 March 2008

To ordinary shareholders

Dear shareholder

Annual General Meeting 15 May 2008

I am pleased to invite you to this year's annual general meeting and to explain the business to be put forward. The AGM is an important opportunity for you to meet the directors and I hope you will be able to join us at the meeting. This year we will be holding the AGM at Chalfont Park, in the Lecture Theatre of Citrix Systems UK Ltd next to the site of our head office; a location map is provided on the reverse of the accompanying proxy card. There will be a free minibus service from nearby Gerrards Cross railway station to Chalfont Park.

The enclosed annual report gives details of the performance of the group and its current prospects, together with further information about the company, its products, management and staff. An explanation of the business to be conducted at the meeting is set out below.

Resolution 1: report and accounts

This resolution is to adopt the annual report and accounts for the year ended 31 December 2007.

Resolutions 2 and 3: election of directors

Resolutions 2 and 3 are for the re-election of Geoff Eaton and Matthew Litobarski as directors. Geoff Eaton, who is chief executive, and Matthew Litobarski, who is a non executive director and chairman of the remuneration committee, both retire by rotation and are standing for re-election pursuant to the company's articles of association. Their biographical details, together with details of their contractual terms, remuneration, ordinary shares held and awards granted under the company's share schemes, are set out on page 3 and pages 32 to 36 respectively of the annual report.

Resolution 4: reappointment of auditor

This is a resolution to reappoint KPMG Audit Plc as the auditor of the company and to allow the directors to determine the auditor's remuneration.

Resolution 5: approval of the remuneration report

The remuneration report is set out on pages 32 to 36 of the annual report. In accordance with current regulations it is presented to shareholders for approval. The remuneration report sets out the company's remuneration policies and gives details of directors' pay and benefits.

Resolution 6: political donations

Uniq does not make or intend to make donations to what are normally understood to be political parties. However, this is a resolution to authorise the company (and including any subsidiary) to make donations to political organisations and incur political expenditure (as defined in the Companies Act 2006) up to an aggregate amount not exceeding £100,000 during the period ending at the conclusion of the annual general meeting in 2009. This authority is sought because of the very wide ranging definition of political donation in the Act. The company has no intention of donating money to normally recognised political parties, but it does wish to be able to support, and pay for the services of, trade or business (especially food business) associations or bodies which may lobby political institutions, particularly in relation to food industry matters. This authority will allow the company to support such organisations or pay for such services up to the limit set.

Resolution 7: authority to allot shares

Under this resolution the directors are seeking limited authority to enable them to allot new ordinary shares. The authority will replace the same authority granted at the last AGM which expires at the conclusion of this year's annual general meeting. Although the directors have no present intention of exercising such authority, if granted, the authority will allow the directors to allot shares with a nominal value of up to £3,827,793. This is the 'Section 80 amount' as defined in the company's articles of association and is equal to one third of the company's issued ordinary share capital as at 17 March 2008, the latest practicable date prior to the posting of this circular. This resolution will expire at the conclusion of the company's annual general meeting in 2009 or, if earlier, on 14 August 2009, at which time the board again expects to seek its renewal.

Resolution 8: disapplication of pre-emption rights (Special Resolution)

Section 89 of the Companies Act 1985 requires the directors, whenever they propose to allot ordinary shares for cash, to offer such shares first to existing shareholders in proportion to their holdings (shareholders' pre-emption rights). Section 95 of the Act allows a limited disapplication of these pre-emption rights in certain circumstances and such authority was renewed by shareholders at the AGM last year. If approved, this resolution will expire at the conclusion of the company's annual general meeting in 2009 or, if earlier, on 14 August 2009, at which time the board again expects to seek its renewal. The resolution will permit the directors to issue shares for cash without applying pre-emption rights, in respect of shares having an aggregate nominal value of up to £574,169. This is the 'Section 89 amount' as defined in the company's articles of association and is equal to 5% of the company's issued ordinary share capital as at 17 March 2008.

Resolution 9: authority to purchase own shares (Special Resolution)

This authority would permit the company to purchase on the London Stock Exchange up to 11,483,382 ordinary shares in the company (which is approximately 10% of the issued ordinary share capital as at 31 December 2007) at not less than 10 pence per ordinary share nor more than 5% above the average middle market quotation for an ordinary share as derived from the Daily Official List of the London Stock Exchange for the five business days before the purchase is contracted to be made.

As at 17 March 2008, there were 843,727 executive share options and 2,289,895 Performance Incentive Plan awards outstanding over ordinary shares, together representing approximately 2.7% of the issued share capital of the company. If the purchase authority were to be exercised in full, the number of ordinary shares outstanding under these employee share plans would represent approximately 3.0% of the company's issued share capital.

The directors, who have no present intention to exercise the authority to purchase ordinary shares, wish to retain this power in order to maintain flexibility. They will exercise

the authority only if they consider it to be in the best interests of shareholders generally and if the purchase could be expected to result in an improvement in earnings per share.

Pursuant to the Companies Act, the company may hold as treasury shares ordinary shares which it has purchased 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. The directors have no present intention to exercise the purchase authority. Were they to do so, any ordinary shares purchased under this authority could be held as treasury shares. Ordinary shares held as treasury shares will not automatically be cancelled but will not be taken into account in future calculations of earnings per share (unless they are subsequently resold or transferred out of treasury). Holding the purchased ordinary shares as treasury shares would give the company the ability to resell or transfer them in the future, and so provide the company with additional low cost flexibility in the management of its capital base. No dividends would be paid on, and no voting rights would be exercised in respect of, treasury shares.

The authority will expire at the conclusion of the company's annual general meeting in 2009 or, if earlier, on 14 August 2009, at which time the board expects to seek its renewal.

Resolution 10: amendments to the company's articles of association (Special Resolution)

The Companies Act 2006 (the '2006 Act') received Royal Assent in November 2006 and is being brought into force in stages up to October 2009. It represents a major reform of UK companies' legislation. It is proposed at this year's AGM to amend the company's articles of association to enable Uniq to adopt various new provisions to reflect these reforms.

The material changes being proposed to the articles are summarised in the Appendix to this letter; other changes to the articles are also being made at this time which are of a minor, conforming or purely technical nature and have not been mentioned specifically. Further changes to the articles may be proposed next year to take account of new provisions of the 2006 Act coming into force in 2009.

Action required and proxy voting

You can vote on the resolutions to be considered at the annual general meeting either electronically (via the internet or via CREST), or by post. If you will not be attending the AGM in person or by proxy, please communicate your proxy vote (however submitted) so that it is received by the company's share registrars, Equiniti, Freepost SEA9442, Aspect House, Spencer Road, Lancing BN99 6EE as soon as possible and in any event by 10.30 am on Tuesday 13 May at the very latest.

To vote by post please complete and return the prepaid postal proxy voting form in accordance with the instructions written on it. Please allow sufficient time for posting.

If you return a form of proxy, either electronically or by post, you are still entitled to attend the meeting and vote in person if you so wish.

Recommendation

The directors consider that the proposals being put to the shareholders as described in this letter are in the best interests of the shareholders as a whole and of the company.

Accordingly, your directors recommend that you vote in favour of all the resolutions set out in the attached notice of annual general meeting, as they intend to do in respect of their own beneficial shareholdings amounting to 346,172 ordinary shares, representing approximately 0.3% of the company's issued share capital.

Yours sincerely



Ross Warburton
Chairman

Notice is hereby given that the annual general meeting of Uniq plc will be held at Chalfont Park House, Chalfont Park, Gerrards Cross, Buckinghamshire SL9 0DZ on Thursday 15 May 2008 at 10.30 am for the purpose of considering and, if thought fit, passing the following resolutions of which resolutions 1-7 are proposed as Ordinary Resolutions and resolutions 8-10 are proposed as Special Resolutions.

Ordinary Resolutions

Routine business:

1. To receive and adopt the audited financial statements for the year ended 31 December 2007 together with the reports of the directors and auditor thereon.
2. To re-elect Geoffrey Eaton a director.
3. To re-elect Mathew Litobarski a director.
4. To reappoint KPMG Audit Plc as auditor of the company and to authorise the directors to determine the auditor's remuneration.

Special business:

5. To approve the remuneration report set out on pages 32 to 36 of the annual report.
6. That the company and any company which is or becomes a subsidiary during the period to which this resolution relates, be and is hereby authorised during the period commencing on the date of this annual general meeting and ending on the date of the next annual general meeting of the company to:
 - a) make political donations to political parties;
 - b) make political donations to political organisations other than political parties; and/or
 - c) incur political expenditure;in a total aggregate amount not exceeding £100,000 and for the purpose of this resolution, the terms 'political donation', 'political parties', 'political organisation' and 'political expenditure' have the meanings given in Part 14 of the Companies Act 2006.
7. That the authority conferred on the directors under article 12(B) of the company's articles of association, to exercise the powers of the company to allot relevant securities in accordance with Section 80 of the Companies Act 1985, be renewed for a period starting from the passing of this resolution to and including the date of the annual general meeting in 2009 or 14 August 2009, whichever is the earlier, and for such period the Section 80 Amount shall be £3,827,793.

Special Resolutions

8. That, subject to the passing of Resolution 8 set out in the notice of annual general meeting of the company dated 25 March 2008, the power conferred on the directors by article 12(C) of the company's articles of association to allot equity securities wholly for cash as if Section 89(1) of the Companies Act 1985 did not apply to such allotment be renewed for the period starting from the passing of this resolution to and including the date of the annual general meeting in 2009 or 14 August 2009, whichever is the earlier, and for such period the Section 89 Amount shall be £574,169.
9. That the directors of the company be and are hereby generally authorised to make market purchases (as defined in Section 163 of the Companies Act 1985) of ordinary shares of 10 pence each in the capital of the company ('ordinary shares') provided that:
 - a) the maximum number of ordinary shares hereby authorised to be purchased is 11,483,382;
 - b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 10 pence;
 - c) the maximum price (exclusive of expenses) which may be paid for an ordinary share is an amount equal to 105% of the average of middle market quotations for an ordinary share as derived from the Daily Official List of the London Stock Exchange for the five business days before the purchase is made;
 - d) the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the company or, if earlier, on 14 August 2009; andThe company may make a contract to purchase ordinary shares under this authority before the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority, and make a purchase of ordinary shares pursuant to any such contract.
10. That the articles of association of the company shall be amended by making the alterations as marked in the document labelled 'amended articles' produced to the meeting and signed by the Chairman for the purposes of identification.

For the Board
JF Burkitt
Secretary, 25 March 2008

Registered Office:
Uniq plc
No. 1 Chalfont Park, Gerrards Cross
Buckinghamshire SL9 0UN

Notes on Notice of Meeting

1. Holders of fully paid ordinary shares of the company are entitled to attend and vote at this meeting.
2. A shareholder entitled to attend, speak and vote at this meeting is entitled to appoint one or more proxies to attend, speak and vote instead of the shareholder. A shareholder may appoint more than one proxy, provided that each proxy is appointed in respect of a different share or shares held by that shareholder. A proxy need not be a shareholder of the company. A form of proxy is enclosed. To be effective, the form of proxy together with any authority, such as power of attorney, under which it is signed or a duly certified copy of such authority, must be lodged with the company's share registrar not later than 10.30 am on Tuesday 13 May 2008. Return of a completed form of proxy will not preclude a shareholder from attending and voting personally at the meeting.
3. To facilitate voting by corporate representatives at the meeting arrangements will be put in place so that:
 - (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all other corporate representatives for that shareholder present 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 and where the chairman of the meeting has not been appointed one of those corporate representatives, one of those representatives will be nominated a designated corporate representative to vote on a poll and the other representatives will give their voting instructions to the designated corporate representative.Corporate shareholders are referred to the guidance on the above procedures issued by the ICSA (www.icsa.org.uk).
4. To vote electronically please contact www.sharevote.co.uk which will explain how to cast your proxy votes immediately on line. You will need your personal voting ID and reference numbers as printed on the enclosed proxy form.
5. Those shareholders who hold shares through CREST may choose to appoint a proxy or proxies using CREST. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

The CREST proxy instruction must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions as described in the CREST Manual. Time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Equiniti (ID 7RA01) are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The directors may treat a CREST proxy instruction which purports to be or is expressed to be sent on behalf of a shareholder as sufficient evidence of the authority of the person sending that instruction to send it on behalf of the holder.
6. The company, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the company as at 6 pm on 13 May 2008 or, if the annual general meeting is adjourned, 6 pm on the day two days prior to the day fixed for the adjourned meeting, shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Subsequent changes to entries on the register of members shall be disregarded in determining the rights of any person to attend or vote at the meeting.

Documents available for inspection

Copies of the following documents are available for inspection at the company's registered office during normal business hours on any weekday (public holidays excluded) from the date of this Notice until the conclusion of the annual general meeting and will be available for inspection at the place of the annual general meeting from 15 minutes before it is held until its conclusion. Copies of the current and proposed articles of association are also available for inspection up to 15 May 2008 during normal business hours at the offices of our solicitors, Slaughter and May, One Bunhill Row, London EC1Y 8YY.

1. The service contracts under which the executive directors of the company are employed by the company or any of its subsidiaries.
2. The letters of appointment of the non executive directors.
3. The register of the share interests of the directors of the company.
4. Copies of the proposed amended articles of association and a copy of the existing articles of association showing the changes being proposed in Resolution 10.

Appendix

Resolution 10 proposes that amended articles of association be adopted. This appendix summarises the material changes which are proposed to be made to the articles.

Electronic and web communications

The existing articles have certain provisions for electronic communications but the 2006 Act goes further in providing for the use of electronic addresses, permitting a company to communicate through various electronic means, including the use of websites for company communications and providing for the use of electronic notices of meetings. The amended articles adopt all these provisions, however there are safeguards for those who still wish to receive hard copies. Individual shareholders must be asked before electronic communication is commenced and they will have the power at any time to opt to continue to receive documents in hard copy.

The company already posts all notices, announcements and results on its website (www.uniq.com). Next year the company will be asking shareholders if they wish to receive documents electronically or via our website in future.

Share certificates

The changes provide that share certificates may be unsigned or signed by mechanical means and share certificates are sent at the member's risk of loss or delay.

General meetings and notices

The 2006 Act abolishes 'extraordinary resolutions' and amends the notice provisions for calling annual and extraordinary general meetings. The amendments to the articles adopt these changes and in particular provide:

- annual general meetings (AGMs) must be held within six months of the company's accounting reference date each year (previously once every calendar year).
- 14 days' notice of extraordinary general meetings must be given (previously 14 or 21 days depending on the business to be conducted) with 21 days' notice for AGMs.

The provisions relating to the service and delivery of notices have been updated and also widened to align with the new electronic means of communication.

Proxies

To comply with the 2006 Act the articles are amended to allow every duly appointed proxy to be entitled to vote on a show of hands at general meetings, not just on a poll. The amended articles set out the time limits by which proxy appointments must be received: 48 hours before a meeting or adjourned meeting or 24 hours before a poll where it is held more than 48 hours after a meeting. The board may decide on shorter periods and decide which are working days for the purposes of such lodgement period.

Corporate representatives

The company is aware of concerns that have been raised over the apparent conflict in the 2006 Act relating to the appointment by shareholders of multiple corporate

representatives who exercise their powers to vote at general meetings in different ways, which may result in their powers being treated as not exercised. Until such time as the 2006 Act may be amended to clarify the relevant provisions in this area, the company intends to take account of best practice, as recommended by the ICSA, to facilitate, so far as possible, the appointment of multiple corporate representatives and ensure that their votes are counted.

Indemnification of directors

The 2006 Act has widened the indemnity which can be given to directors to cover the funding of defending certain court or regulatory proceedings and there has been a widening of the categories of office to which indemnity can be applied e.g. acting as a trustee of an occupational pension scheme within the group. The revised articles adopt these wider provisions allowed by the 2006 Act.

Directors' interests

The 2006 Act sets out directors' general duties which largely codify the existing law, but with some changes. Under the 2006 Act, from 1 October 2008 (or on any later date on which Section 175 of the 2006 Act comes into effect) one of the changes is that a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The 2006 Act allows directors of public companies to authorise conflicts and potential conflicts which might otherwise put a director in breach of his new obligations where the articles of association contain a provision to this effect. The 2006 Act also allows articles of association to contain other provisions dealing with directors' conflicts of interest to avoid a breach of duty. The amendments to the articles give the directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when the directors decide whether to authorise a conflict or potential conflict. Firstly, only independent directors (i.e. those who have no interest in the specific matter being considered) will be able to take the relevant decision, and secondly, in taking the decision the directors must act in a way they consider, in good faith, will be most likely to promote the success of the company. The directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

It is also proposed to amend the articles to include provisions relating to confidential information, attendance at board meetings and availability of board papers to protect a director being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the directors. The company intends to follow developing best practice, as regards process and reporting, in relation to the exercise of the power to authorise conflicts to be included in the new articles.