

Notice of Annual General Meeting

to be held at 10.30 am on Wednesday 29 April 2009
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

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 page 6 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.

11 March 2009

To ordinary shareholders and warrant holders

Dear Investor

Annual General Meeting 29 April 2009

I am pleased to invite you to this year's annual general meeting (the AGM) 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 again be holding the AGM at Chalfont Park in the Lecture Theatre of Chalfont Park House 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 2008.

Resolutions 2 and 3 Election of directors

Resolutions 2 and 3 are for the re-election of Belinda Gooding and myself as directors. Belinda Gooding, who is a non-executive director and member of the remuneration, audit and nomination committees, and I, as your Chairman, both retire by rotation and are standing for re-election pursuant to the company's articles of association. Our biographical details, together with details of our contractual terms, remuneration and ordinary shares held, are set out on page

20 and pages 28 to 33 respectively of the annual report.

Resolution 4 Re-appointment of auditor

This is a resolution to re-appoint 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 28 to 33 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 2010. 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 authority granted at the last annual general meeting which expires at the conclusion of this year's AGM.

Paragraph (a) of this resolution would give the directors the authority to allot ordinary shares up to an aggregate nominal amount equal to £3,827,793 (representing 38,277,930 ordinary shares of 10 pence each). This amount is equal to one-third of the company's issued ordinary share capital as at 2 March 2009, the latest practicable date prior to the posting of this circular.

In line with recent guidance issued by the Association of British Insurers, paragraph (b) of this resolution would give the directors the authority to allot ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £7,655,586 representing 76,555,860 ordinary shares of 10 pence each, as reduced by the nominal amount of any shares issued under paragraph (a) of this resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the company as at 2 March 2009.

If approved, the authorities sought under paragraphs (a) and (b) of this resolution will expire at the earlier of the conclusion of the annual general meeting of the company held in 2010 or 30 June 2010, at which time the board again expects to seek their renewal.

The directors have no present intention of exercising either of the authorities sought under this resolution. As at 11 March 2009, no shares are held by the company in treasury.

Resolution 8

Disapplication of pre-emption rights (Special Resolution)

This resolution will be proposed as a special resolution, which requires a 75% majority of the votes to be cast in favour. It would give the directors the authority to allot ordinary shares (or sell any ordinary shares which the company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

This authority would be limited to allotments in connection with rights issues or otherwise up to an aggregate nominal amount of £574,169 (representing 5,741,690 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the company as at 2 March 2009. In respect of this aggregate nominal amount, the directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period where the Principles provide that usage in excess of 7.5% should not take place without prior consultation with shareholders.

If approved, this authority will expire at the earlier of the conclusion of the annual general meeting of the company held in 2010 or 30 June 2010, at which time the board again expects to seek its renewal.

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 2008) 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 2 March 2009, there were 687,142 executive share options, 3,101,724 Performance Incentive Plan awards and 2,343,547 share warrants outstanding over ordinary shares, together representing approximately 5.3% 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 and share warrants would represent approximately 5.9% 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 Acts, 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 2010 or, if earlier, on 30 June 2010, at which time the board expects to seek its renewal.

Resolution 10 Notice of general meetings (Special Resolution)

The EU Shareholder Rights Directive is intended to be implemented in the UK in August this year. One of the requirements of the Directive is that all general meetings must be held on 21 days' notice unless shareholders agree to a shorter notice period. We are currently able to call general meetings (other than annual general meetings) on 14 days' notice. We are proposing a resolution at the AGM so that we can continue to be able to do so after the Directive is implemented.

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, Aspect House, Spencer Road, Lancing BN99 6ZJ as soon as possible and in any event by 10.30 am on Monday 27 April 2009 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 413,715 ordinary shares, representing approximately 0.4% of the company's issued share capital.

Yours sincerely



Ross Warburton
Chairman

Notice of Meeting

Notice is hereby given that the annual general meeting of Uniq plc will be held in the Lecture Theatre, Chalfont Park House, Chalfont Park, Gerrards Cross, Buckinghamshire SL9 0DZ on Wednesday 29 April 2009 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 2008 together with the reports of the directors and auditor thereon.
2. To re-elect Ross Warburton a director.
3. To re-elect Belinda Gooding a director.
4. To re-appoint 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 28 to 33 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 of the directors granted by article 12(B) of the company's articles of association be

renewed so as to apply until the end of the company's next annual general meeting after this resolution is passed or, if earlier, until the close of business on 30 June 2010 and for that period and for the purpose of the company's articles of association the "Allotment Amount" is £7,655,586 of which:

- a) an aggregate nominal amount of up to £3,827,793 may be used to allot relevant securities (as defined in the Companies Act 1985); and
- b) an aggregate nominal amount of up to £7,655,586 (such amount to be reduced by the aggregate nominal amount of relevant securities issued under paragraph (a) of this resolution 7) may be used to allot relevant securities comprising equity securities (as defined in the Companies Act 1985) in connection with an offer by way of a rights issue only, being an offer made by means of the issue of a renounceable letter (or other negotiable document) which may be traded (as "nil paid" rights) for a period before payment for such equity securities is due, such offer being made:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,
 and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

Special Resolutions

8. That, subject to the passing of resolution 7 set out in the notice of annual general meeting of the company dated 11 March 2009, 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 allotments be renewed for the period starting from the passing of this resolution to and including the date of the annual general meeting in 2010 or 30 June 2010, whichever is the earlier, and for that period the "Pre-Emption Amount" is £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 30 June 2010; and
 the 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 a general meeting other than an annual general meeting may be called by notice of not less than 14 clear days.

For the board

A J McDonald
Company Secretary
11 March 2009

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. Warrant holders are entitled to attend but not speak or 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 Monday 27 April 2009. 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 27 April 2009 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.
7. As at 11 March 2009 the company's issued share capital consists of 114,833,817 ordinary shares, carrying one vote each. Therefore the total voting rights in the company as at 11 March 2009 are 114,833,817.

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.

1. The service contracts of the executive directors.
2. The letters of appointment of the non-executive directors.

