

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to what action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended.

If you sell or have sold or otherwise transferred all of your Ordinary Shares, you should deliver this document together with the enclosed Form of Proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of Ordinary Shares, you should retain these documents.

Eatonfield Group plc

(Incorporated in England and Wales under the Companies Act 1985 with registered number 5801082)

NOTICE OF GENERAL MEETING REGARDING DIRECTORS' AUTHORITY TO ALLOT ORDINARY SHARES FOR CASH AND DISAPPLICATION OF PRE-EMPTION RIGHTS

This document should be read as a whole. Your attention is drawn to the letter from the Executive Chairman of the Company, which recommends that you vote in favour of the resolutions to be proposed at the General Meeting referred to below.

Notice of a General Meeting of Eatonfield Group plc to be held at Haycroft Farm, Peckforton Hall Lane, Spurstow, Tarporley, Cheshire CW6 9TF on 28 May 2010 at 10.00 a.m. is set out at the end of this document. Whether or not you intend to be present at the General Meeting, you are urged to complete and return the enclosed Form of Proxy in accordance with the instructions printed thereon so as to arrive as soon as possible and in any event not later than 10.00 a.m. on 26 May 2010 (or 48 hours before any adjournment of the General Meeting).

DEFINITIONS

“AIM”	the AIM market of the London Stock Exchange
“Company” or “Eatonfield”	Eatonfield Group plc, a company incorporated in England and Wales under the Companies Act 1985 with registered number 5801082, having its registered office at Haycroft Farm, Peckforton Hall Lane, Spurstow, Tarporley, Cheshire CW6 9TF
“Directors” or “Board”	the directors of the Company, whose names are set out on page three of this document
“Facility”	the equity drawdown facility provided by Jenard to the Company, the key terms of which were notified in an announcement released by the Company on 11 March 2010 via the Regulatory News Service of the London Stock Exchange
“Form of Proxy”	the form of proxy for use by Shareholders at the General Meeting
“General Meeting”	the general meeting of the Company convened for 10.00 a.m. on 28 May 2010, or any reconvened meeting following any adjournment thereof, notice of which is set out in the Notice of General Meeting
“Jenard”	Jenard Properties Limited
“London Stock Exchange”	London Stock Exchange plc
“Notice of General Meeting”	the notice of the General Meeting which is set out at the end of this document
“Ordinary Shares”	ordinary shares of 1 penny each in the capital of the Company
“Resolutions”	the ordinary and special resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting at the end of this document and reference to a resolution is to the relevant resolution set out in the Notice of General Meeting
“Shareholders”	the holders of Ordinary Shares in the share capital of the Company

Letter from the Executive Chairman

EATONFIELD GROUP plc

(Incorporated in England and Wales under the Companies Act 1985 with registered number 5801082)

Directors:

Robert James Winston Lloyd
David Paul Lumley Williams

Registered Office:

Haycroft Farm
Peckforton Hall Lane
Spurstow
Tarpurley
Cheshire
CW6 9TF

12 May 2010

To Shareholders and, for information only, to option and warrant holders

Dear Shareholder

Introduction

A general meeting of the Company is to be held at 10.00 a.m. on 28 May 2010 at the Company's registered office, Haycroft Farm, Peckforton Hall Lane, Spurstow, Tarpurley, Cheshire, CW6 9TF. The Notice of General Meeting is set out at the end of this letter. The purpose of this letter is to provide Shareholders with details of the matters to be considered at the General Meeting, to explain why the Directors believe the proposals as set out in this letter are in the best interests of the Company and Shareholders as a whole and to recommend that you vote in favour of the Resolutions to be proposed at the General Meeting.

Background to the General Meeting

To date, the Company has drawn down £600,000 against the Facility. As previously notified, the most recent draw down of £150,000, to be satisfied by the issue of 15,000,000 new Ordinary Shares at a price of 1 penny per Ordinary Share, took place on 7 May 2010. On the admission of the 15,000,000 new Ordinary Shares to trading on AIM, the Company will have 292,234,775 Ordinary Shares in issue and admitted to trading with voting rights.

Following the most recent drawdown, £650,000 remains available under the Facility for the Company to draw down at any time until 31 August 2010. However, full draw down of the remaining funds is not currently possible, as the Directors do not have authority to allot a sufficient number of Ordinary Shares to satisfy the draw down of the full amount of the Facility. Consequently, the Resolutions proposed below are required so that the Directors may be given sufficient authority to allot Ordinary Shares to enable draw down of further funds under the Facility as well as the issue of new Ordinary Shares generally in the future.

Resolutions to be proposed

The Resolutions to be proposed at the General Meeting are as follows:

Resolution 1

An ordinary resolution to grant the Directors general authority in replacement of the authority granted at the general meeting of the Company held on 19 November 2009, to allot Ordinary Shares up to an aggregate amount of £2,600,000.

Resolution 2

A special resolution to grant the Directors general authority in replacement of the authority granted at the general meeting of the Company held on 19 November 2009, to allot equity securities for cash as if Section 561(1) of the Companies Act 2006 did not apply to such allotment provided that such power shall be limited to the allotment of equity securities to facilitate rights issues and open offers and otherwise limited to an aggregate nominal amount of £2,600,000.

Action to be taken by Shareholders and importance of the vote

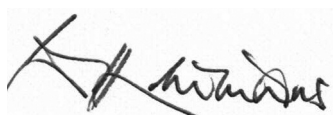
A Form of Proxy is enclosed for use by Shareholders at the General Meeting. Whether or not you intend to be present at the General Meeting, you are asked to complete and return the Form of Proxy in accordance with the instructions printed thereon so as to be received by the Company's registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 10.00 a.m. on 26 May 2010. Completion and return of the Form of Proxy will not preclude you from attending the General Meeting and voting in person, if you so wish.

If Shareholders approve the Resolutions thereby enabling the Directors to draw down the remaining funds available under the Facility, as previously notified, the Directors expect that this would provide the Company with sufficient working capital to mid July 2010. The Directors are confident that additional equity funding will be made available to the Company. If Shareholders do not approve the Resolutions, the Directors will not be able to draw down the remaining funds available under the Facility and there is likely to be a shortfall in funding and it is possible that the Company would be required to cease trading shortly after the General Meeting and enter into administration. Accordingly, it is extremely important that Shareholders vote in favour of the Resolutions.

Recommendation

The Directors believe that the Resolutions are in the best interests of the Company and Shareholders as a whole. The Directors unanimously recommend that Shareholders vote in favour of these Resolutions as they intend to do in respect of their own beneficial shareholdings amounting in aggregate to 85,500,000 Ordinary Shares, representing approximately 29.26 per cent of the current issued share capital of the Company.

Yours sincerely



PAUL WILLIAMS

Executive Chairman

EATONFIELD GROUP plc

(Incorporated in England and Wales with registered number 5801082)

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Eatonfield Group plc (the “Company”) will be held at the Company’s registered office, Haycroft Farm, Peckforton Hall Lane, Spurstow, Tarporley, Cheshire CW6 9TF at 10.00 a.m. on 28 May 2010 to consider and if thought fit approve the following resolutions which will be proposed as to resolution 1 as an ordinary resolution and as to resolution 2 as a special resolution of the Company:

ORDINARY RESOLUTION

1. THAT the directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (Act) to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (Rights) up to the maximum of a nominal amount of £2,600,000, for a period expiring at the conclusion of the next annual general meeting of the Company, but so that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights pursuant to any such offer or agreement as if such authority had not, unless previously renewed, varied or revoked, expired and further that such authority is to be in substitution for the general authority granted by resolution 3 passed on 19 November 2009 but without prejudice to the other authorities conferred upon the directors in relation to the allotment of relevant securities at that meeting or otherwise which shall continue in full force and effect.

SPECIAL RESOLUTION

2. THAT subject to the passing of resolution 1 above, the directors of the Company be and are hereby generally empowered in accordance with Section 571 of the Act to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the authority conferred on them by resolution 1 above as if Section 561 of the Act did not apply to such allotment provided that the power conferred by this resolution shall be limited to:
 - a. the allotment of equity securities by way of a rights issue or other pre-emptive offer in favour of the holders of ordinary shares in the capital of the Company where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as may be) to the respective number of ordinary shares in the capital of the Company held by them on the record date for such allotment, subject only to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with the fractional entitlements or legal or practical difficulties under the laws or requirements of any recognised regulatory body in any territory or otherwise; and
 - b. the allotment (other than as set out in (a) above) of equity securities up to an aggregate nominal value not exceeding £2,600,000,

and so that this power, unless previously renewed or revoked, shall expire at the conclusion of the next annual general meeting of the Company, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to any such offer or agreement as if such

authority had not yet expired and further that such authority is to be in substitution for the authority granted by resolution 4 passed on 19 November 2009 but without prejudice to the other authorities conferred upon the directors in relation to the allotment of relevant securities at that meeting or otherwise which shall continue in full force and effect.

BY ORDER OF THE BOARD

K Mather
Company Secretary

12 May 2010

Registered office:

Haycroft Farm, Peckforton Hall Lane, Spurstow,
Tarpoley, Cheshire CW6 9TF

Registered in England and Wales No. 5801082

Notes

1. A member who is entitled to attend, speak and vote may appoint a proxy to attend, speak and vote instead of him. A proxy need not also be a member of the Company but must attend the General Meeting in order to represent you. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy).
2. A form of proxy is attached. The notes to the form of proxy include instructions on how to appoint the chairman of the General Meeting or another person as proxy. To be effective the form must reach the Company's registrar, Capita Registrars, by post or by hand in accordance with the notes to the form of proxy by 10.00 a.m. on 26 May 2010. If you do not have a form of proxy and believe that you should, please contact the Company's registrars, Capita Registrars at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Completion and return of a form of proxy will not prevent a shareholder from attending and voting at the meeting.
3. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders included in the register of members of the Company at 6.00 p.m. on 26 May 2010 or, if the meeting is adjourned, in the register of members at 6.00 p.m. on the day which is two days before the day of any adjourned meeting, will be entitled to attend and to vote at the meeting in respect of the number of shares registered in their names at that time. Changes to entries on the share register after 6.00 p.m. on 26 May 2010 or, if the meeting is adjourned, in the register of members after 6.00 p.m. on the day which is two days before the day of any adjourned meeting, will be disregarded in determining the rights of any person to attend or vote at the meeting.
4. Please note that communications regarding the matters set out in this notice of General Meeting will not be accepted in electronic form.
5. As at close of business on 11 May 2010 (being the last business day prior to the publication of this notice), the Company's issued share capital comprised 292,234,775 ordinary shares of 1 penny each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at close of business on 11 May 2010 is 292,234,775.
6. You may submit your proxy electronically at www.capitashareportal.com.

