

FOR IMMEDIATE RELEASE
13 May 2010



Eatonfield Group plc

Issue of Circular and Notice of General Meeting

The board of Eatonfield confirms that a circular convening a general meeting regarding Directors' authority to allot Ordinary Shares for cash and disapplication of pre-emption rights ("the Circular") was yesterday posted to Shareholders. The General Meeting will be held at 10.00 a.m. on 28 May 2010 at Haycroft Farm, Peckforton Hall Lane, Spurstow, Tarporley, Cheshire CW6 9TF.

The Circular includes a letter to Shareholders from Paul Williams, the Company's Executive Chairman, the text of which is reproduced below in full:

"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, Tarporley, 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

DEFINITIONS

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| "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 the Circular |
| "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 |

For further information please contact:

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