

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the course of action to take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser (being, in the case of Irish resident shareholders an adviser authorised or exempt under the Investment Intermediaries Act 1995 of Ireland, a member firm within the meaning of the Stock Exchange Act 1995 of Ireland or an authorised investment firm within the meaning of the European Communities (Markets in Financial Instruments) Regulations 2007 and in the case of UK resident shareholders, an independent financial adviser who is authorised to carry on a regulated activity under the Financial Services and Markets Act 2000 of the UK).

If you have sold or transferred all your shares in Norish, plc, please pass this document and the accompanying Form of Proxy to the purchaser or transferee or to the stockbroker, bank or the agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Norish plc

Annual General Meeting 2010

A letter from the Chairman of Norish, plc (“the Company”) is set out on pages 2 and 3 of this document.

Notice convening the Annual General Meeting of the Company to be held at Norish Cold Store, New Market Approach, Leeds, West Yorkshire, LS9 0RP, England at 11:00 a.m. on Wednesday 12 May 2010 is set out on pages 4 to 6 of this document.

To be valid, Forms of Proxy for use at the Annual General Meeting must be completed and returned so as to be received by the Company’s Registrars, Computershare Investor Services (Ireland) Ltd., Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland no later than 11:00 a.m. on Monday 10 May 2010.

NORISH, PUBLIC LIMITED COMPANY

(Registered in the Republic of Ireland, Registered Number 51842)

Directors

Ted O'Neill (Chairman)
Norman Hatcliff (British)
Aidan Hughes (Company Secretary)
Torgeir Mantor (Norwegian)
William McCarter

Registered Office

6th Floor
South Bank House
Barrow Street
Dublin 4
Ireland

7 April 2010

To the shareholders of Norish, plc ("the Company")

Dear Shareholder,

I am writing to you to outline the resolutions to be proposed at the forthcoming Annual General Meeting, all of which the Board of Directors are recommending for your approval.

I would draw your attention to the Notice of Annual General Meeting of the Company which will be held on Wednesday 12 May 2010 at 11.00 a.m. at Norish Cold Store, New Market Approach, Leeds, West Yorkshire, LS9 0RP, England which is included in this document.

Resolution 1 – receipt and approval of the accounts

This is the usual resolution proposed each year, following consideration of the annual accounts.

Resolutions 2 (a) and (b) re-election of retiring Directors

These are resolutions to re-elect Willie McCarter and Torgeir Mantor who retire in accordance with the Articles of Association, and, being eligible offer themselves for re-election.

Resolution 3 – auditors remuneration

This is the usual annual resolution authorising the Directors to fix the remuneration of the auditors.

Resolution 4 – authority to hold AGM outside Ireland

Norish plc is incorporated in the Republic of Ireland and general meetings must be held there unless a resolution is passed permitting their being held elsewhere. A resolution was passed in 2009 to permit the holding of this year's AGM outside Ireland. The proposed resolution will similarly enable the 2011 AGM (and any other general meetings) to be held outside Ireland.

Resolution 5 – Directors' power to allot shares generally

This is an ordinary resolution, proposed annually, authorising the Directors to allot "relevant securities" (essentially Ordinary Shares in the Company) up to an amount of one third of the nominal value of the issued share capital of the Company at the date of the passing of the resolution. The Directors have no current intention to exercise this power.

Resolution 6 – Directors' power to allot shares for cash

This is a special resolution, proposed annually, permitting the Directors to allot "equity securities" (essentially Ordinary Shares in the Company) for cash to shareholders in connection with a rights issue or open offer to shareholders generally or otherwise to allot equity securities for cash, representing up to 10% of the Company's issued ordinary share capital at the date of the passing of the resolution. The Directors have no current intention to exercise this power.

Resolution 7– authority to buy back up to 10% of the Company’s shares

This is a special resolution, proposed annually, empowering the Company to make market purchases of up to 10% of the Company’s issued shares, subject to the restrictions set out in the Company’s Articles of Association. In the event of such power being exercised in full, the proportion of shares under options (261,000 as of today) would increase from 3.1% to 3.4% of issued share capital. The Directors have no current intention to utilise this power and your Board undertakes to exercise this power only when it believes that such exercise is in the best interest of the shareholders.

Recommendation

The Directors believe that the proposals set out in the resolutions before the meeting are in the best interests of the Company and of shareholders as a whole. Accordingly, the Directors recommend that you vote in favour of the resolutions at the Annual General Meeting, which they intend to do in respect of their shareholdings in the Company.

Yours faithfully,



Ted O’Neill
Chairman

NORISH, PUBLIC LIMITED COMPANY

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of Norish plc will be held at Norish Cold Store, New Market Approach, Leeds, West Yorkshire, LS9 0RP, England at 11:00 a.m. on Wednesday 12 May 2010.

for the following purposes:-

1. To receive the Financial Statements for the year ended 31 December 2009 and the reports of the Directors and Auditors thereon.
2. (a) To re-elect the following Director who retires in accordance with the Articles of Association and being eligible offers himself for re-election:

Willie McCarter

-
- (b) To re-elect the following Director who retires in accordance with the Articles of Association and being eligible offers himself for re-election:

Torgeir Mantor

3. To authorise the Directors to fix the remuneration of the Auditors.
4. To consider and if thought fit to pass the following as an ordinary resolution:

For the purposes of section 140 of the Companies Act 1963, that the Annual General Meeting in 2011 (and, if there shall be any extraordinary meetings or meetings) shall be held at such place as may be determined by the Directors.

5. To consider and if thought fit pass the following resolution as an ordinary resolution:

That the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities within the meaning of section 20 of the Companies (Amendment) Act 1983, ("the 1983 Act") (to include the reissue of any shares purchased pursuant to resolution 7) provided that:

- (a) the maximum amount of relevant securities which may be allotted under the authority hereby conferred shall be shares with an aggregate nominal value equivalent to one third of the nominal value of the issued share capital of the Company at the date of passing of this resolution;
- (b) the authority hereby conferred shall expire on a date which is fifteen months after the date of the passing of this resolution or, if earlier, 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 relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired;
- (c) all previous authorities under section 20 of the 1983 Act shall henceforth cease to have effect.

6. To consider and if thought fit pass the following resolution as a special resolution:

That the Directors be and they are hereby empowered pursuant to section 24 of the 1983 Act to allot equity securities (within the meaning of section 23 of the 1983 Act) (to include the reissue of any shares purchased pursuant to resolution 7) pursuant to the authority conferred by resolution 5 as if subsection (1) of section 23 of the 1983 Act did not apply to any such allotment provided that this power shall be limited:

- (a) to the allotment (otherwise than in pursuance of paragraph (b) of this resolution) of equity securities with an aggregate nominal value equivalent to 10% of the nominal value of the issued share capital of the Company at the date of passing of this resolution;
- (b) to the allotment (otherwise than in pursuance of paragraph (a) of this resolution) of equity securities in connection with a rights issue or placing and open offer in favour of shareholders where the equity securities are issued proportionately (or as nearly as may be) to the respective number of shares held by the shareholders but subject to such exclusions or arrangements as the Directors may deem necessary or expedient to make for the purposes of dealing with fractional entitlements arising or legal or practical problems under the laws of any territory or the requirements of any recognised regulatory body in any territory;

and shall expire on the date which is 15 months after the date of the passing of this resolution or, if earlier, the conclusion of the next Annual General Meeting of the Company save that the Company may before such expiry date make an offer or agreement which would or might require equity securities to be allotted after such expiry date and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

7. To consider and if thought fit pass the following resolution as a special resolution:

That the Company (and any subsidiary of the Company for the time being) be and is hereby authorised to make market purchases of any shares of and in the Company (including any contract of purchase which would or might be executed wholly or partly after the expiry date below) provided that:

- (a) the maximum number of shares which may be acquired pursuant to this authorisation shall be shares with an aggregate nominal value equivalent to 10% of the nominal value of the issued share capital of the Company at the date of passing of this resolution;
- (b) the maximum price at which a purchase pursuant to this authorisation will be made will be 5% above the average of the middle market quotation taken from the London Stock Exchange website for the ten days before the purchase is made;
- (c) the minimum price which may be paid for shares purchased pursuant to this authorisation will be the par value thereof; and
- (d) this authorisation will expire on the date which is 15 months after the date of the passing of this resolution or, if earlier, the conclusion of the next Annual General Meeting of the Company save that the Company may before such expiry date make an offer or agreement which would or might require a purchase after such expiry date as if the authorisation hereby conferred had not expired;

- (e) the maximum price at which any treasury shares may be re-issued off market (within the meaning of section 212 of the Companies Act 1990) shall not be more than 25% above and not more than 5% below the average of the middle market quotations of the relevant shares taken from the London Stock Exchange website for the ten days before the relevant re-issue is made.

By Order of the Board of Directors:

Aidan Hughes
Secretary

7 April 2010

Registered Office:
6th Floor
South Bank House
Dublin 4
Ireland

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, speak and vote on his/her behalf. A proxy need not be a member of the Company.
2. Forms of Proxy, in order to be valid, must reach Computershare Investor Services (Ireland) Ltd., Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland not less than 48 hours before the time appointed for the holding of the meeting.
3. Notwithstanding the appointment of a Proxy, a member may attend and vote at the Annual General Meeting and such attendance will have the effect of cancelling the appointment of the Proxy.
4. Pursuant to Regulation 14 of the Companies Act 1990 (Uncertificated Securities) Regulations 1996, the Company specifies that only those holders of ordinary shares registered in the register of members of the Company as at 11am on 10 May 2010 shall be entitled to attend and vote at the Annual General Meeting in respect of the number of ordinary shares registered in their name at that time. Changes to entries on the relevant register of securities after that time and date shall be disregarded in determining the rights of any person to attend and vote at the meeting.