

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the action to be taken, you should immediately consult your independent financial adviser authorised pursuant to the Financial Services and Markets Act 2000. If you have sold your ordinary shares in Fiberweb plc (the "Company"), please pass this document and the accompanying form of proxy to the purchaser, stockbroker or other agent through whom the sale was effected, for transmission to the purchaser or transferee.



To holders of ordinary shares in Fiberweb plc

23 March 2009

Dear Shareholder,

ANNUAL GENERAL MEETING 2009

I am writing to inform you that the Company's third Annual General Meeting will be held on Thursday, 30 April 2009 at 11.30am, at Baker & McKenzie LLP, 100 New Bridge Street, London EC4V 6JA. The formal Notice of Meeting is set out on pages 4 and 5 of this document. I am writing to give you details of the items of business to be transacted at the meeting.

ORDINARY BUSINESS

Resolutions 1 to 6 will be proposed as ordinary resolutions, and will be passed if more than 50 per cent of shareholders' votes cast are in favour.

Resolution 1 – Annual Report and Financial Statements

The directors present the Annual Report and Financial Statements of the Company for the financial year ended 31 December 2008 (the "Annual Report"), together with the reports of the directors and auditors on those accounts. Shareholders will be asked to receive and adopt the Annual Report.

Resolution 2 – Directors' Remuneration Report

The Board presents its Directors' Remuneration Report (the "Remuneration Report"). The Remuneration Report is set out on pages 45 to 50 of the Annual Report and describes the Group's policy on remuneration and gives details of directors' remuneration for the year ended 31 December 2008. The Board believes that the Company's policy on executive remuneration plays an important part in helping to achieve the Group's objectives by providing the directors and senior management with effective incentives for strong performance.

Shareholders will be asked to approve the Remuneration Report but should note that this vote is advisory only.

Resolution 3 – Dividend

Shareholders will be asked to declare the payment of a final dividend of 2.50 pence per Fiberweb share for the year ended 31 December 2008. Subject to passing this Resolution, the final dividend will be paid on 27 May 2009 to shareholders on the register at the close of business on 24 April 2009.

Resolution 4 – Re-election of Director

The Company's articles of association ("Articles") require one third of the directors to retire by rotation each year. Mr Daniel Abrams was elected and Mr Richard Stillwell was re-elected at last year's Annual General Meeting ("AGM"). As the remaining directors were all elected at the AGM in 2007, Mr Daniel Dayan submits himself for re-election at this year's AGM. Mr Dayan is the Chief Executive Officer of the Company. A profile of Mr Dayan and details of his service contract are given on pages 34 and 46 of the Annual Report respectively. Mr Peter Hickman will retire at the AGM and is not seeking re-election.

Resolutions 5 and 6 – Appointment of Auditors and Auditors' Remuneration

Shareholders will be asked to approve the re-appointment of Deloitte LLP as the Company's auditors and to authorise the directors to determine their remuneration.

SPECIAL BUSINESS

As well as the ordinary business of the meeting, there are a number of special matters to be dealt with the purpose of which I would also like to explain.

Resolution 7 will be proposed as an ordinary resolution, and will be passed if more than 50 per cent of shareholders' votes cast are in favour. Resolutions 8 to 10, also described below, will be proposed as special resolutions. For these resolutions to be passed, not less than 75 per cent of shareholders' votes cast must be in favour.

Resolution 7 – Authority to Allot Shares

Under the Companies Act 1985 (the "Act"), directors of a company may only allot unissued shares (or grant rights over shares) if authorised to do so by shareholders.

The directors note the revised guidelines published by the Association of British Insurers (the "ABI") on 30 December 2008 regarding the expectations of institutional investors when companies seek shareholder approval for the general allotment of new shares under section 80 of the Act and in connection with the disapplication of statutory pre-emption rights under section 95 of the Act (see Resolution 8 below). Under the revised guidelines, in addition to the general authority to allot an amount of up to one third of a company's existing ordinary issued share capital or the amount of its unissued ordinary share capital (whichever is less), the ABI has confirmed that its members will now also regard as routine an additional request from the company to authorise the allotment of a further amount of up to one third of the company's existing ordinary issued share capital or the amount of its unissued ordinary share capital (whichever is less), provided that the additional authority is only used for fully pre-emptive rights issues; and both the general and additional authorities expire on the date of the next annual general meeting.

In order to take advantage of the flexibility afforded to the Company under the ABI's revised guidelines, shareholders will be asked to approve Resolution 7 which (i) renews the directors' authority to issue relevant securities up to a nominal value not exceeding £1,837,605, representing 36,752,100 ordinary shares, being approximately 30 per cent of the issued ordinary share capital as at 23 March 2009 and (ii) authorises the directors to allot relevant securities, in addition to the amount referred to in (i) above, up to a nominal value not exceeding £1,837,605, representing 36,752,100 ordinary shares, being approximately 30 per cent of the issued ordinary share capital as at 23 March 2009 in connection with a rights issue as defined under the Financial Services Authority's Listing Rules. The authority will remain valid until the conclusion of the Annual General Meeting in 2010. The limits set out in Resolution 7 accord with the revised institutional investor guidelines.

Other than in relation to the Group's existing executive and employee share schemes, the directors have no present intention of exercising the authorities in Resolution 7, but will keep this matter under review.

As at the date of this letter, the Company does not hold any of its ordinary shares in treasury.

Resolution 8 – Disapplication of Pre-emption Rights

If the directors wish to exercise the authority under Resolution 7 and allot unissued shares for cash, the Companies Act 1985 stipulates that they can only do so if shareholders have given specific authority for the waiver of statutory pre-emption rights which provide that new shares must first be offered to existing shareholders in proportion to their existing shareholdings.

In certain circumstances, it may be in the best interests of the Company to allot new shares (or to grant rights over shares) for cash without first offering them to existing shareholders. For example, the directors may need to modify statutory pre-emption rights to the extent necessary to deal with any legal, regulatory or practical problems arising from a rights issue, or to accommodate sales of treasury shares (also referred to in Resolution 9 below).

Resolution 8 renews the directors' authority to allot shares for cash, without first offering them to existing shareholders on a pro-rata basis, until the conclusion of the Annual General Meeting in 2010. The authority sought is limited to the issue of a nominal value of up to £306,100, representing 5 per cent of the issued ordinary share capital as at 23 March 2009.

The directors have no present intention of exercising the authorities in Resolution 8, but will keep this matter under review.

Resolution 9 – Authority to Purchase Own Shares

The Companies Act 1985 states that a company cannot make a purchase of its own shares unless the purchase has been authorised by a shareholders' resolution.

Resolution 9 will give the Company the authority to purchase its ordinary shares in the market, and will be limited to 14.99 per cent of the existing issued ordinary share capital. The minimum price per share to be paid is 5 pence and the maximum is not more than 5 per cent above the average of the middle market quotations for the ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is purchased and the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003.

The authority will remain valid until the conclusion of the Annual General Meeting in 2010.

The shares purchased as a result of Resolution 9 may be cancelled or held in treasury pursuant to the Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003 (the "Regulations"). The Regulations allow companies to retain any of their own shares which they have purchased as treasury shares with a view to possible re-issue at a future date, rather than cancelling them as had previously been required.

If the Company were to purchase any of its own shares pursuant to Resolution 9, it would consider holding them as treasury shares, pursuant to the authorisations conferred by this resolution. This would give the Company the ability to re-issue treasury shares quickly and cost-effectively, and would provide the Company with additional flexibility in the management of its capital base. Alternatively, it may be decided to cancel the shares immediately on repurchase or to hold the shares in treasury for transfer to satisfy share options and share awards under the Company's share schemes.

The directors intend to keep under review the potential to buy back ordinary shares and will only make purchases of the Company's own shares under the authority after careful consideration of the effect on earnings per share, the overall financial position and investment and funding needs and opportunities of the Company, and having taken into account market conditions prevailing at that time. The directors would exercise the authority to purchase ordinary shares only if they considered it to be in the best interest of shareholders.

As at 23 March 2009, there were options over 3,315,622 ordinary shares in the capital of the Company which represent 2.71 per cent of the Company's issued ordinary share capital at that date. If the authority to purchase the Company's ordinary shares were exercised in full, these options would represent 3.18 per cent of the Company's issued ordinary share capital.

Resolution 10 – Notice Period for General Meetings

Resolution 10 will be proposed as a resolution to approve the holding of general meetings, other than Annual General Meetings, on 14 clear days' notice. Although the Articles currently permit this, regulations are due to come into force on 3 August 2009 to implement the Shareholder Rights Directive in the UK, which, as currently drafted, will require the passing of a shareholder resolution to authorise such notice. Without the passing of Resolution 10, the minimum notice period under the regulations, as currently drafted, would be 21 days. Although the final form of the regulations will not be known before the forthcoming Annual General Meeting, the directors nevertheless consider it to be in the best interest of shareholders to pass Resolution 10 in order to prevent being constrained by the regulations implementing the Shareholder Rights Directive, which will come into force in August 2009.

Action to be taken

Shareholders will find enclosed with this letter a form of proxy for use in relation to the Annual General Meeting.

Forms of proxy should be completed and returned in accordance with the instructions printed on the forms so that they arrive at the Company's Registrars, Capita Registrars, as soon as possible and in any event no later than 48 hours before the meeting. Completion and return of a form of proxy will not prevent shareholders from attending and voting at the Annual General Meeting. Alternatively, you may appoint a proxy or proxies and record your vote electronically either by utilising the web-based voting facility or the CREST electronic appointment service. Full details of how to do so are set out in the notes to the Notice of Meeting on page 6.

Recommendation

Your directors believe that the proposed resolutions in the Notice of Meeting are in the best interests of the Company and its shareholders and recommend that you vote in favour as the directors intend to do in respect of their own beneficial holdings.

Yours sincerely,



Malcolm Coster
Chairman

Notice of Annual General Meeting



(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 5683352)

Notice is hereby given that the Annual General Meeting of the Company will be held at Baker & McKenzie LLP, 100 New Bridge Street, London EC4V 6JA on Thursday, 30 April 2009 at 11.30am to transact the following business:

ORDINARY BUSINESS

To consider, and if thought fit, pass resolutions 1 to 6 as ordinary resolutions:

1. To receive and adopt the audited financial statements of the Company for the year ended 31 December 2008 together with the reports of the directors and auditors thereon.
2. To approve the directors' remuneration report contained within the Company's Annual Report and Accounts for the year ended 31 December 2008.
3. To declare a final dividend for the year ended 31 December 2008 of 2.50 pence per ordinary share.
4. To re-elect Mr Daniel Dayan as a director of the Company.
5. To re-appoint Deloitte LLP as auditors.
6. To authorise the directors to determine the auditors' remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, pass resolution 7 as an ordinary resolution and resolutions 8, 9 and 10, as special resolutions:

7. That, in substitution for all existing authorities, the directors be and are generally and unconditionally authorised for the purpose of section 80 Companies Act 1985 ("CA 1985") to exercise all the powers of the Company to allot relevant securities (within the meaning of that section):
 - (a) up to an aggregate nominal amount of £1,837,605; and
 - (b) in addition to the amount referred to in paragraph (a) above, up to an aggregate nominal amount of £3,675,210 in relation to an allotment of equity securities (within the meaning of section 94(2) CA 1985) in connection with a Rights Issue,

for a period expiring at the Company's next Annual General Meeting save that the Company may before the expiry of this authority 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 as if the authority conferred by this resolution had not expired. For the purpose of this resolution 7, a "Rights Issue" means an offer to:

- (i) holders of ordinary shares made in proportion (as nearly as practicable) to their respective existing holdings of ordinary shares; and
- (ii) holders of other equity securities of any class if this is required by the rights attaching to those securities or, if the directors consider it necessary, as permitted by the rights attaching to those securities,

to subscribe for further equity securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject to the directors having a right to make such exclusions or other arrangements as they consider necessary or expedient to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems arising in, or under the laws of, any territory or any other matter.

8. That, subject to the passing of resolution 7 set out in the notice of Annual General Meeting of which this resolution forms part:
 - (a) the directors be and are empowered pursuant to section 95 Companies Act 1985 ("CA 1985") to allot equity securities (within the meaning of section 94(2) CA 1985) for cash pursuant to the authority conferred by paragraph (a) of resolution 7 set out in the notice of Annual General Meeting of which this resolution forms part as if section 89(1) CA 1985 did not apply to the allotment, provided that the power conferred by this paragraph of this resolution is limited to:

- (i) an allotment of equity securities in connection with a Pre-emptive Offer. For the purpose of this resolution 8, a "Pre-emptive Offer" means an offer of securities, open for acceptance for a period fixed by the directors, to (i) holders of ordinary shares made in proportion (as nearly as practicable) to their respective existing holdings of ordinary shares and (ii) holders of other equity securities of any class if this is required by the rights attaching to these securities or, if the directors consider it necessary, as permitted by the rights attaching to those securities, but subject to the directors having a right to make such exclusions or other arrangements as they consider necessary or expedient to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems arising in, or under the laws of, any territory or any other matter; and
- (ii) the allotment (otherwise than pursuant to (i) above) of equity securities for cash having, in the case of relevant shares, a nominal amount or, in the case of other equity securities, giving the right to subscribe for or convert into relevant shares having a nominal amount not exceeding in aggregate £306,100;
- (b) the directors be and are empowered pursuant to section 95 CA 1985 to allot equity securities (within the meaning of section 94(2) CA 1985) for cash pursuant to the authority conferred by paragraph (b) of resolution 7 set out in the notice of Annual General Meeting of which this resolution forms part as if section 89(1) CA 1985 did not apply to the allotment, provided that the power conferred by this paragraph of this resolution is limited to an allotment of equity securities in connection with a Rights Issue (as defined in resolution 7 set out in the notice of Annual General Meeting of which this resolution forms part);
- (c) the powers conferred by this resolution 8 shall also apply to a sale of treasury shares, which is an allotment of equity securities by virtue of section 94(3A) CA 1985, but with the omission of the words "pursuant to the authority conferred by resolution 7 set out in the notice of Annual General Meeting of which this resolution forms part"; and
- (d) the powers conferred by this resolution 8 will expire at the Company's next Annual General Meeting save that the Company may before the expiry of such powers 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 in pursuance of such offer or agreement as if the powers conferred by this resolution had not expired.
9. That the Company is hereby generally and unconditionally authorised for the purposes of section 166 of the Companies Act 1985 to make market purchases (within the meaning of section 163 of that Act) on the London Stock Exchange of ordinary shares of 5 pence each in the capital of the Company ("ordinary shares") provided that:
- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 18,353,812 ordinary shares in the capital of the Company (representing 14.99 per cent of the present issued ordinary share capital of the Company);
 - (b) the minimum price (excluding stamp duty and expenses) which may be paid for an ordinary share so purchased is 5 pence;
 - (c) the maximum price (excluding stamp duty and expenses) which may be paid for an ordinary share so purchased is an amount equal to the higher of 5 per cent above the average of the middle market quotations shown for an ordinary share in the London Stock Exchange Daily Official List on the five business days immediately preceding the day on which that ordinary share is purchased and the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003;
 - (d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting to be held in 2010, unless such authority is renewed, varied or revoked prior to such time;
 - (e) the Company may prior to the expiry of such authority make a contract to purchase ordinary shares under the authority hereby conferred which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of ordinary shares in pursuance of any such contract; and
 - (f) all ordinary shares purchased pursuant to the said authority shall either:
 - (i) be cancelled immediately upon completion of the purchase; or
 - (ii) be held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Companies Act 1985.
10. That the Company may call general meetings other than Annual General Meetings on not less than 14 clear days' notice during the period from the date of the passing of this resolution 10 until the conclusion of the next Annual General Meeting of the Company.
- By order of the Board
- Tony Holland**
Company Secretary
- 23 March 2009
- Registered Office:**
1 Victoria Villas
Richmond on Thames
London TW9 2GW

Notes

1. As at 23 March 2009, the Company's issued share capital consisted of 122,440,375 ordinary shares with each share carrying the right to one vote. The Company holds no ordinary shares in treasury. The total number of voting rights in the Company, as at 23 March 2009, was therefore 122,440,375.
2. Only ordinary shareholders ("members") are entitled to attend and vote at the Annual General Meeting. A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the Annual General Meeting convened by this Notice. A member may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A proxy need not also be a member of the Company.
3. To be valid, forms of proxy, if used, must be lodged at Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, by no later than 48 hours before the Annual General Meeting. Completion and return of the proxy form will not preclude a shareholder from attending and voting at the Annual General Meeting in person if he/she so wishes. Alternatively, you may record your proxy vote electronically, either by utilising the web-based voting facility or the CREST electronic appointment service. If you would like to submit your form of proxy using the web-based voting facility go to www.capitashareportal.com and choose the shareholders page. You will be asked to enter your unique investor code from the proxy card sent to you before you can lodge your vote.
4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with CREST Co's specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA 10) by the latest time(s) for receipt of proxy appointments specified in the Notice of Meeting. For this purpose, the 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 the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that CREST Co does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by

means of the CREST system by a particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

5. 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 6.00pm on 28 April 2009, or registered in the register of members 48 hours before the time of any adjourned meeting, shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at that time, and any changes to entries in the relevant register made after 6.00pm on 28 April 2009, or less than 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.
 6. Persons nominated to receive information rights under Section 146 of the Companies Act 2006 who have been sent a copy of this Notice of Meeting are hereby informed, in accordance with Section 149 (2) of the Companies Act 2006, that they may have a right under an agreement with the registered member by whom they were nominated to be appointed, or to have someone else appointed, as a proxy for the Annual General Meeting. If they have no such right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.
- Nominated persons should contact the member by whom they were nominated in respect of these arrangements.
7. Copies of the letters of appointment of the non executive directors will be available for inspection during normal business hours from the date of this Notice until the date of the Annual General Meeting at the registered office of the Company and will also be made available at the Annual General Meeting for a period of 15 minutes prior to and during the continuance of the Annual General Meeting.
 8. In order to facilitate voting by corporate representatives at the Annual General Meeting, arrangements will be put in place so that:

- (a) if a corporate shareholder has appointed the Chairman of the Meeting ("the Chairman") as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the Annual General 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
- (b) if more than one corporate representative for the same corporate shareholder attends the Annual General Meeting but the corporate shareholder has not appointed the Chairman as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.

Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives www.icsa.org.uk for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in (a) above.