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NOTICE OF ANNUAL GENERAL MEETING

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other professional adviser.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so that they can pass these documents to the person who now holds the shares.

CHAIRMAN'S INTRODUCTION

3 March 2014

Dear Shareholder

ANNUAL GENERAL MEETING – FRIDAY 25 APRIL 2014

I am pleased to be writing to you with details of the Annual General Meeting ("AGM") of Senior plc (the "Company") to be held on Friday 25 April 2014. The formal Notice of Meeting appears on page 4 of this circular; together with an explanation of the main resolutions to be presented to the Meeting. A separate proxy form for use at the AGM is enclosed with this circular.

The standard items are to be put to the Meeting, together with two additional resolutions that I would ask you to consider; these relate to a new Long-term Incentive Plan and the Company's Remuneration Policy. I have set out below a brief explanation of these two items, further details are provided in the Appendix to this letter and the formal Notice of Meeting.

SENIOR PLC 2014 LONG-TERM INCENTIVE PLAN

The Company's existing long-term incentive arrangement for the Company's executive Directors and other selected senior management is the Senior plc 2005 Long-term Incentive Plan (the "2005 Plan").

Since its approval by shareholders in April 2005, the 2005 Plan has provided for annual share-based awards ordinarily vesting three years from grant, subject to continued service and to the extent to which objective performance criteria are met over a three-year measurement period. The 2005 Plan reaches the end of its 10-year life on 14 April 2015.

The Remuneration Committee of the Board of Directors (the "Committee") has recently undertaken a review of the 2005 Plan and concluded that through Resolution 18 shareholder authority should be sought for a replacement arrangement, the Senior plc 2014 Long-term Incentive Plan (the "2014 Plan").

The terms of the 2014 Plan have been designed to materially continue with the existing policy under the 2005 Plan but with appropriate changes to bring the policy in line with prevailing best practice expectations.

A summary of the principal terms of the 2014 Plan is set out in the Appendix to this Notice of AGM.

REMUNERATION POLICY

2014 is the first year that shareholders of a listed company are required to consider and vote on an ordinary resolution to approve the Remuneration Policy. Details of the Company's Remuneration Policy (the "Policy") can be found on pages 41 to 46 of the Directors' Remuneration Report, contained within the Annual Report & Accounts 2013. This is a binding resolution and will take effect from the date of approval of the shareholders and will apply until replaced by a new or amended policy. If the Policy is not approved at the 2014 AGM, the Company intends to hold a general meeting to approve the Policy before the end of 2014.

RESOLUTIONS

You will be invited to consider and vote on the Resolutions set out in the Notice of Meeting. Resolutions 15 to 17 (inclusive) will be proposed as special resolutions; all other resolutions will be proposed as ordinary resolutions.

Whether or not you propose to attend the AGM, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received not less than 48 hours before the time of the holding of the AGM.

INSPECTION OF DOCUMENTS

The following documents will be available for inspection at the Registered Office of the Company and the offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY during normal business hours on any weekday (Saturdays, Sundays and English public holidays excepted) from the date of this Notice until the time of the AGM:

- copies of the executive Directors' service contracts;
- copies of letters of appointment of the non-executive Directors; and
- a copy of the draft rules of the Senior plc 2014 Long-term Incentive Plan.

All the above documents will also be on display at the venue of the AGM: Watersmeet, High Street, Rickmansworth WD3 1EH, for at least 15 minutes prior to and during the AGM.

RECOMMENDATION

The Directors consider that all the resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of them and unanimously recommends that you do so as well.

Yours faithfully

CHARLES BERRY

Chairman

APPENDIX TO THE CHAIRMAN'S LETTER

SUMMARY OF THE PRINCIPAL TERMS OF THE SENIOR PLC 2014 LONG-TERM INCENTIVE PLAN (THE "2014 PLAN")

OPERATION

The Remuneration Committee of the Board of Directors (the "Committee") will supervise the operation of the 2014 Plan.

Eligibility

Any employee (including an executive Director) of the Company and its subsidiaries will be eligible to participate in the 2014 Plan at the discretion of the Committee.

It is currently anticipated that participation in the 2014 Plan will be limited to the Company's executive Directors and selected members of senior management.

Grant of awards

The Committee may grant awards to acquire ordinary shares in the Company ("Shares") within six weeks following the Company's announcement of its results for any period. The Committee may also grant awards within six weeks of shareholder approval of the 2014 Plan or at any other time when the Committee considers there are sufficiently exceptional circumstances which justify the granting of awards.

The Committee may grant awards as conditional share awards or nil (or nominal) cost options. The Committee may also decide to grant cash-based awards of an equivalent value to share-based awards or to satisfy share-based awards in cash.

An award may not be granted more than 10 years after shareholder approval of the 2014 Plan.

No payment is required for the grant of an award. Awards are not transferable, except on death. Awards are not pensionable.

Individual limit

An employee may not receive awards in any financial year over Shares having a market value in excess of 150% of their annual base salary in that financial year (rising to 200% in exceptional circumstances).

Performance conditions

The vesting of awards will be subject to performance conditions set by the Committee.

For the first awards granted under the 2014 Plan to the Company's executive Directors and other senior management, one half of each award will be subject to a performance condition based on the Company's total shareholder return ("TSR") over three financial years, commencing with the financial year in which the award is granted (the "Performance Period").

The Company's TSR performance over the Performance Period will be compared to the TSR performance of certain companies (the "Comparator Group") over the same period. The first awards under the 2014 Plan are likely to be made in 2015. It is anticipated that the Comparator Group will be broadly similar to the following list of companies that will form the Comparator Group for the 2014 award to be made under the 2005 Long-term Incentive Plan:

Avon Rubber	BAE Systems	Bodycote
Chemring Group	Cobham	Dialight
Domino Printing Sciences	e2v technologies	Fenner
GKN	Halma	Hill & Smith
IMI	Meggitt	Melrose
Morgan Advanced Materials	Oxford Instruments	Qinetiq Group
Renishaw	Rolls-Royce Group	Rotork
Severfield-Rowen	Spectris	Spirax-Sarco
TT Electronics	Ultra Electronics	Vitec Group
Volex	Weir Group	Xaar

No part of the portion of such awards subject to the TSR measure will vest unless the Company's TSR performance ranks at least equal to the median TSR performance of the Comparator Group, with full vesting of such portion only if the Company's TSR ranks at least equal to upper quintile TSR performance as follows:

Rank of the Company's TSR relative to the TSR of the members of the Comparator Group	Percentage of the total number of Shares subject to the TSR measure that will vest
Upper quintile or above	100%
Between upper quintile and median	On a straight-line basis between 25% and 100%
Median	25%
Below median	0%

Three-month averaging periods prior to the start and end of the Performance Period will apply for the purposes of such TSR calculations.

The other half of the first awards to the Company's executive Directors and other senior managers will be subject to a performance condition measuring growth in the Company's earnings per share ("EPS") over the same Performance Period.

It is anticipated that the portion of the awards subject to the EPS measure that will vest will be broadly similar to the following EPS measure that will apply to the 2014 award to be made under the 2005 Long-term Incentive Plan:

Growth in the Company's average annual adjusted EPS performance in excess of RPI	Percentage of the total number of Shares subject to the EPS measure that will vest
10% p.a. or more	100%
Between 4% p.a. and 10% p.a.	On a straight-line basis between 25% and 100%
4%	25%
Less than 4%	0%

EPS for such purposes will be calculated on such adjusted basis as the Committee considers appropriate.

APPENDIX TO THE CHAIRMAN'S LETTER

CONTINUED

The Committee can set different performance conditions from those described above for future awards to the Company's executive Directors and senior managers provided that, in the reasonable opinion of the Committee, the new targets are not materially less challenging in the circumstances than the conditions described above.

The Committee may also vary the performance conditions applying to existing awards if an event has occurred which causes the Committee to consider that it would be appropriate to amend the performance conditions, provided the Committee considers the varied conditions are fair and reasonable and not materially less challenging than the original conditions would have been but for the event in question.

Vesting of awards

Awards normally vest three years after grant to the extent that the applicable performance conditions (see above) have been satisfied and provided the participant is still employed by the Group. Options granted to individuals who are tax resident in the UK are then exercisable up until the day before the tenth anniversary of grant, unless they lapse earlier. Longer vesting periods, or holding periods for vested awards, may be set for future awards.

Dividend equivalents

The Committee may decide that participants will receive a payment (in cash and/or Shares) on or shortly following the vesting of their awards, of an amount equivalent to the dividends payable on vested shares between the date of grant and the vesting of an award. This amount may assume the reinvestment of dividends.

Leaving employment

As a general rule, an award will lapse upon a participant ceasing to hold employment or be a Director within the Company's Group. However, if a participant ceases to be an employee or a Director because of ill-health, injury or disability, retirement, his employing company or the business for which he works being sold out of the Company's Group or in other circumstances at the discretion of the Committee, then his award will normally vest on the date when it would have vested if he had not ceased such employment or office. The extent to which an award will vest in these situations will depend upon two factors: (i) the extent to which the performance conditions have, in the opinion of the Committee, been satisfied over the original Performance Period; and (ii) prorating of the award to reflect the reduced period of time between its grant and vesting, although the Committee can decide not to prorate an award if it regards it as inappropriate to do so in the particular circumstances. Alternatively, if a participant ceases to be an employee or Director in the Company's Group for one of the "good leaver" reasons specified above, the Committee can decide that his award will vest when he leaves, subject to: (i) the performance conditions measured at that time; and (ii) prorating by reference to the time of cessation as described above.

If a participant ceases to be an employee or director in the Company's Group by reason of death, then his award will normally vest on the date of cessation. The extent to which an award will vest in these situations will depend upon two factors: (i) the extent to which the performance conditions have been satisfied by reference to the date of cessation; and (ii) the prorating of the award to reflect the reduced period of time between its grant and vesting, although the Committee can decide not to prorate an award if it regards it as inappropriate to do so in the particular circumstances. Alternatively, the Committee can decide in exceptional circumstances that his award will vest on the date it would have vested had he not ceased employment or office, subject to: (i) the extent to which the performance conditions have, in the opinion of the Committee, been satisfied over the original Performance Period; and (ii) prorating of the award to reflect the reduced period of time between its grant and vesting, although the Committee can again decide not to prorate an award if it regards it as inappropriate to do so in the particular circumstances.

Corporate events

In the event of a takeover or winding up of the Company (not being an internal corporate reorganisation) all awards will vest early subject to: (i) the extent that the performance conditions have been satisfied at that time; and (ii) the prorating of the awards to reflect the reduced period of time between their grant and vesting, although the Committee can decide not to prorate an award if it regards it as inappropriate to do so in the particular circumstances.

In the event of an internal corporate reorganisation, awards will be replaced by equivalent new awards over shares in a new holding company unless the Committee decides that awards should vest on the basis which would apply in the case of a takeover.

If a demerger, special dividend or other similar event is proposed which, in the opinion of the Committee, would affect the market price of Shares to a material extent, then the Committee may decide that awards will vest on such basis as it decides.

Participants' rights

Awards settled in Shares will not confer any shareholder rights until the awards have vested or the options have been exercised as relevant and the participants have received their Shares.

Rights attaching to Shares

Any Shares allotted when an award vests or is exercised will rank equally with Shares then in issue (except for rights arising by reference to a record date prior to their allotment).

Variation of capital

In the event of any variation of the Company's share capital or in the event of a demerger, payment of a special dividend or similar event which materially affects the market price of the Shares, the Committee may make such adjustment as it considers appropriate to the number of Shares subject to an award and/or the exercise price payable (if any).

Overall Plan limits

The Plan may operate over new issue Shares, treasury Shares or Shares purchased in the market.

In any 10-calendar-year period, the Company may not issue (or grant rights to issue) more than:

- (a) 10% of the issued ordinary share capital of the Company under the Plan and any other employee share plan adopted by the Company; and
- (b) 5% of the issued ordinary share capital of the Company under the Plan and any other executive share plan adopted by the Company.

Treasury Shares will count as new issue Shares for the purposes of these limits unless institutional investors decide that they need not count.

Alterations to the Plan

The Committee may, at any time, amend the 2014 Plan in any respect, provided that the prior approval of shareholders is obtained for any amendments that are to the advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of Shares or the transfer of treasury Shares, the basis for determining a participant's entitlement to, and the terms of, the Shares or cash to be acquired and the adjustment of awards.

The requirement to obtain the prior approval of shareholders will not, however, apply to any minor alteration made to benefit the administration of the 2014 Plan, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Company's Group. Shareholder approval will also not be required for any amendments to any performance condition applying to an award.

Clawback

The Committee may decide within three years of the vesting of an award that the award will be subject to clawback where there has been a material misstatement in the Company's financial results, an error in assessing any applicable performance condition or in the event of cessation of service resulting from gross misconduct.

The clawback may be satisfied by way of a reduction in the amount of any future bonus, subsisting award, the vesting of any subsisting award or future share awards and/or a requirement to make a cash payment.

Overseas plans

The shareholder resolution to approve the 2014 Plan will allow the Board to establish further plans for overseas territories, any such plan to be similar to the 2014 Plan, but modified to take account of local tax, exchange control or securities laws, provided that any Shares made available under such further plans are treated as counting against the limits on individual and overall participation in the Plan.

NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting ("AGM") of the Company will be held at Watersmeet*, High Street, Rickmansworth, Hertfordshire WD3 1EH at 11.30 am on Friday 25 April 2014 for the transaction of the following business:

ORDINARY BUSINESS

1 ANNUAL REPORTS & ACCOUNTS 2013

That the Reports of the Directors and the Auditor's Report, including supplementary Reports and Financial Statements, for the year ended 31 December 2013 be adopted.

2 DIRECTORS' REMUNERATION REPORT (OTHER THAN THE DIRECTORS' REMUNERATION POLICY) 2013

That the Directors' Remuneration Report (other than the Directors' Remuneration Policy) contained within the Directors' Report be approved.

3 REMUNERATION POLICY

That the Directors' Remuneration Policy contained within the Directors' Remuneration Report be approved.

4 DECLARATION OF A FINAL 2013 DIVIDEND

That the final dividend of 3.60 pence per share, as recommended by the Directors, be approved.

RESOLUTIONS 5 TO 11

In compliance with the UK Corporate Governance Code, all Directors are offering themselves for election or re-election, with the exception of David Best, who is to retire as a non-executive Director at the close of the 2014 AGM.

5 RE-ELECTION OF DIRECTOR – Charles Berry

That Charles Berry be re-elected as a Director of the Company; he was appointed to the Board in 2012.

6 RE-ELECTION OF DIRECTOR – Andy Hamment

That Andy Hamment be re-elected as a Director of the Company; he was appointed to the Board in 2011.

7 RE-ELECTION OF DIRECTOR – Mark Rollins

That Mark Rollins be re-elected as a Director of the Company; he was appointed to the Board in 2000.

8 RE-ELECTION OF DIRECTOR – Mark E. Vernon

That Mark E. Vernon be re-elected as a Director of the Company; he was appointed to the Board in 2011.

9 ELECTION OF DIRECTOR – Celia Baxter

That Celia Baxter be elected as a Director of the Company; she was appointed to the Board on 2 September 2013.

10 ELECTION OF DIRECTOR – Giles Kerr

That Giles Kerr be elected as a Director of the Company; he was appointed to the Board on 2 September 2013.

11 ELECTION OF DIRECTOR – Derek Harding

That Derek Harding be elected as a Director of the Company; he was appointed to the Board on 2 September 2013.

12 RE-APPOINTMENT OF AUDITOR

That Deloitte LLP be re-appointed as Auditor of the Company.

13 AUDITOR'S REMUNERATION

That the Directors be authorised to determine the remuneration of the Auditor.

SPECIAL BUSINESS

14 AUTHORITY TO ALLOT EQUITY SECURITIES

That the Board be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

(a) up to a nominal amount of £13,864,000 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of such sum); and

(b) comprising equity securities (as defined in Section 560(1) of the Companies Act 2006) up to a nominal amount of £27,729,000 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer by way of a rights issue:

(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 as the Board otherwise considers 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,

such authorities to apply until the end of next year's Annual General Meeting (or, if earlier, until the close of business on 30 June 2015) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

15 AUTHORITY TO DISAPPLY PRE-EMPTION RIGHTS

That if Resolution 14 is passed, the Board be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:

(a) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 14, by way of a rights issue only):

(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, as the Board otherwise considers 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; and

(b) in the case of the authority granted under paragraph (a) of Resolution 14, and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (a) above) of equity securities or sale of treasury shares up to a nominal amount of £2,079,000;

such power to apply until the end of next year's Annual General Meeting (or, if earlier, until the close of business on 30 June 2015) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

16 AUTHORITY TO PURCHASE THE COMPANY'S OWN SHARES

That the Company be generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 (the "Act") to make one or more market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 10p each in the capital of the Company on such terms and in such manner as the Directors may from time to time determine provided that:

(a) the maximum number of ordinary shares to be purchased is 41,593,000;

(b) the minimum price which may be paid for each ordinary share (exclusive of expenses) is 10p;

(c) the maximum price which may be paid for each ordinary share is the highest of:

(i) an amount equal to 105% of the average market value of an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased; and

(ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out;

(d) this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2015 or, if earlier, on 30 June 2015 but during this period the Company may agree to purchase ordinary shares where the purchase of the ordinary shares will or may be completed or executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares pursuant to any such agreement as if the authority had not ended.

17 NOTICE PERIOD FOR GENERAL MEETINGS

That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

18 SENIOR PLC 2014 LONG-TERM INCENTIVE PLAN

That the rules of the Senior plc 2014 Long-Term Incentive Plan (the "2014 Plan") referred to in the Chairman's letter to shareholders dated 3 March 2014, together with the Appendix to the Chairman's letter, and produced in draft to this Meeting and, for the purposes of identification, initialled by the Chairman, be approved and the Directors be authorised to:

(a) make such modifications to the 2014 Plan as they may consider appropriate to take account of the requirements of best practice and for the implementation of the 2014 Plan and to adopt the 2014 Plan as so modified and to do all such other acts and things as they may consider appropriate to implement the 2014 Plan; and

(b) establish further plans based on the 2014 Plan but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the 2014 Plan.

Explanatory notes on all the business to be considered at this year's AGM appear on pages 8 to 10 of this document.

Yours faithfully

By order of the Board

ANDREW BODENHAM

Group Company Secretary

Registered in England and Wales No. 00282772
Registered Office: 59/61 High Street, Rickmansworth,
Hertfordshire WD3 1RH

* Watersmeet (postcode: WD3 1EH) is situated in the centre of Rickmansworth, on the High Street and is easily reached by rail or road. Junction 18 of the M25 is just five minutes away and there is good access to the M40, M1 and M4. Rickmansworth Station is a short walk away and is served by both the Metropolitan and Chiltern line trains.

EXPLANATORY NOTES ON THE RESOLUTIONS

THE NOTES ON THE FOLLOWING PAGES GIVE AN EXPLANATION OF THE PROPOSED RESOLUTIONS.

Resolutions 1 to 14 inclusive and Resolution 18 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 15 to 17 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Only those Members registered on the Register of Members of the Company as at 6.00 pm on 23 April 2014 (or in the event of any adjournment, on the date which is two days before the time of the adjourned meeting) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries on the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Any Member entitled to attend and vote at the AGM will be entitled to appoint a proxy to attend and vote in his/her place. Instructions on how to appoint a proxy can be found on pages 11 and 12. A proxy need not be a Member of the Company. Completion and return of a proxy form will not however preclude a Member from attending and voting at the AGM if otherwise eligible.

RESOLUTION 1 Adoption of the Annual Report & Accounts including the Financial Statements 2013

RESOLUTION 2 Approval of the Directors' Remuneration Report (other than the Directors' Remuneration Policy) 2013

The Directors are required to prepare an annual report detailing the remuneration of the Directors and a statement by the Chair of the Remuneration Committee (together the "Directors' Remuneration Report"). The Company is required to seek shareholders' approval in respect of the contents of this report on an annual basis (excluding the part containing the Directors' Remuneration Policy which is dealt with in Resolution 3). The vote is an advisory one.

The Directors' Remuneration Report is set out on pages 40 to 55 of the Annual Report & Accounts.

RESOLUTION 3 Directors' Remuneration Policy

The Company is separately required to seek shareholders' approval of its policy on the Remuneration of Directors ("Directors' Remuneration Policy") set out in the Directors' Remuneration Report on pages 41 to 46. The vote is a binding one.

The Directors' Remuneration Policy, if approved, will take effect on 25 April 2014 and will apply until replaced by a new or amended policy. Once the policy is effective, the Company will not be able to make remuneration payments to a Director, or loss of office payments to a current or past Director, unless the payment is consistent with the approved policy or has been otherwise approved by shareholders.

If the Directors' Remuneration Policy is not approved by the shareholders for any reason, the Company will, if and to the extent permitted to do so under the Companies Act 2006, continue to make payments to Directors in accordance with its existing contractual arrangements and will seek shareholder approval for a revised policy as soon as practicable.

RESOLUTION 4 Declaration of a final 2013 dividend as recommended by the Directors

If shareholders approve the recommended final dividend of 3.60 pence per share, this will be paid on 30 May 2014 to all ordinary shareholders who were on the Register of Members on 2 May 2014.

RESOLUTIONS 5 TO 11

In compliance with the UK Corporate Governance Code, all Directors are offering themselves for election or re-election, with the exception of David Best, who is to retire from the Board at the close of the 2014 AGM.

In 2013, each Director seeking re-election underwent an annual performance evaluation by other members of the Board; it was concluded that all Directors continue to contribute effectively to the running of the Company and have demonstrated commitment to the role. The Board recommends that it is in the interests of the Company that Charles Berry, Andy Hamment and Mark E. Vernon be re-elected, so that they may continue in their roles as non-executive Directors. The Board also recommends that it is in the interests of the Company that Mark Rollins be re-elected as a Director, so that he can continue in his role as Group Chief Executive.

On 2 September 2013, Derek Harding was appointed the new Group Finance Director, succeeding Simon Nicholls, who left the Group at the end of April 2013. Also on 2 September 2013, Celia Baxter and Giles Kerr were appointed non-executive Directors. Accordingly, Derek Harding, Celia Baxter and Giles Kerr offer themselves for election. The Board recommends that it is in the interests of the Company that Derek Harding, Celia Baxter and Giles Kerr be elected as Directors.

RESOLUTION 5 Re-election of Director – Charles Berry

Non-executive Chairman. Joined the Board in March 2012. He is chairman of Drax Group plc and of The Weir Group PLC. He is a former non-executive director and chairman of Eaga plc and Thus Group plc and a former non-executive director of Impax Environmental Markets PLC and Securities Trust of Scotland plc. He is also Chairman of the Nominations Committee.

RESOLUTION 6 Re-election of Director – Andy Hamment

Senior Independent non-executive Director. Joined the Board in April 2011. He is a non-executive director of Chemring Group plc. He was formerly the Group Marketing Director of Ultra Electronics Holdings plc. The Board considers Andy Hamment to be independent.

RESOLUTION 7 Re-election of Director – Mark Rollins

A Chartered Accountant, he joined the Group in 1998 from Morgan Crucible plc, and became Group Finance Director in 2000, when he joined the Board. He became Group Chief Executive, and Chairman of the Health, Safety & Environment Committee in March 2008. He is a non-executive director of The Vitec Group plc and was formerly a non-executive director of WSP Group plc.

RESOLUTION 8 Re-election of Director – Mark E. Vernon

Joined the Board in April 2011. He is a director of LiqTech International, Inc. He has recently retired as the Group Chief Executive of Spirax-Sarco Engineering plc. The Board considers Mark E. Vernon to be independent.

RESOLUTION 9 Election of Director – Celia Baxter

Joined the Board in September 2013. She is the Director of Group HR of Bunzl plc. Her early career was with Ford Motor Company and KPMG. She has held executive HR positions with Hays plc, Enterprise Oil Plc and Tate & Lyle Plc. She became the Chair of the Remuneration Committee when Ian Much retired from the Board in December 2013. The Board considers Celia Baxter to be independent.

RESOLUTION 10 Election of Director – Giles Kerr

Joined the Board in September 2013. Giles Kerr is Director of Finance of Oxford University. He is a non-executive director of BTG Plc and Victrex plc. Giles had held a number of positions with Amersham PLC within finance and corporate development, culminating in his role as Group Finance Director. A Chartered Accountant, he was formerly a partner with Arthur Andersen & Co. Giles Kerr will be appointed the Chairman of the Audit Committee when David Best retires from the Board at the close of the 2014 AGM. The Board considers Giles Kerr to be independent.

RESOLUTION 11 Election of Director – Derek Harding

A Chartered Accountant, he was appointed to the Board in September 2013. Derek Harding succeeded Simon Nicholls as Group Finance Director, who left the Group at the end of April 2013. Derek Harding joined Senior from Wolseley plc, where he had held a number of group and operational positions and was latterly the Finance Director of Wolsley UK.

RESOLUTION 12 Re-appointment of Deloitte LLP as Auditor of the Company

The Audit Committee of the Board performs an annual assessment process on the performance of the external Auditor. Following this process, the Audit Committee concluded that it is satisfied with the effectiveness of the external Auditor; as a consequence the Board recommends that Deloitte be re-appointed as Auditor in 2014.

RESOLUTION 13 Authority to determine the Auditor's Remuneration

Following best practice, this resolution seeks authority for the Audit Committee to determine the Auditor's remuneration.

RESOLUTION 14 Authority to allot equity securities

Paragraph (a) of this resolution would give the Directors the authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount equal to £13,864,000 (representing 138,640,000 ordinary shares of 10p each).

This amount represents approximately one-third of the issued ordinary share capital of the Company as at 28 February 2014, the latest practicable date prior to publication of this Notice.

In line with guidance issued by the Association of British Insurers (the "ABI"), paragraph (b) of this resolution would give the Directors authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £27,729,000 (representing 277,290,000 ordinary shares), 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 28 February 2014, the latest practicable date prior to publication of this Notice.

The authorities sought under paragraphs (a) and (b) of this resolution will expire at the earlier of 30 June 2015 (the last date by which the Company must hold an Annual General Meeting in 2015) or the conclusion of the Annual General Meeting of the Company held in 2015.

The Directors have no present intention to exercise either of the authorities sought under this resolution, except, under paragraph (a), to satisfy options under the Company's share option plans. If they do exercise the authorities, the Directors intend to follow ABI recommendations concerning their use (including as regards the Directors standing for re-election in certain cases).

As at the date of this Notice, no shares are held by the Company in treasury.

SPECIAL RESOLUTIONS

Resolutions 15 to 17 will be proposed as special resolutions, which require a 75% majority of the votes to be cast in favour.

EXPLANATORY NOTES ON THE RESOLUTIONS CONTINUED

RESOLUTION 15 Authority to disapply pre-emption rights

This resolution 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, similar to the authority adopted in 2013, limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board otherwise considers necessary, or otherwise up to an aggregate nominal amount of £2,079,000 (representing 20,790,000 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 28 February 2014, the latest practicable date prior to publication of this Notice. 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.

The authority will expire at the earlier of 30 June 2015 (the last date by which the Company must hold an Annual General Meeting in 2015) or the conclusion of the Annual General Meeting of the Company held in 2015.

RESOLUTION 16 Authority to purchase the Company's own shares

This resolution seeks authority for the Company to make market purchases of its own shares for cancellation, or to be held in treasury, up to a maximum of 41,593,000 shares representing approximately 10% of the issued ordinary share capital. The minimum price, exclusive of expenses, which may be paid for an ordinary share, is 10p. The maximum price, exclusive of expenses, which may be paid for an ordinary share is the highest of (i) an amount equal to 5% above the average market value for an ordinary share for the five business days immediately preceding the date of the purchase and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out. The Directors have no present intention of exercising the authority to make market purchases and the seeking of this authority should not be taken to imply that shares will be purchased. The Directors will exercise this authority only when they consider such purchase to be in the best interests of the Company, and of its shareholders generally, and could be expected to result in an increase in the earnings per share of the Company.

Shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled. The Directors will consider holding any ordinary shares the Company may purchase as treasury shares.

The Directors believe that it is in the best interests of shareholders that the Company should have the flexibility to make market purchases of its own shares. Options to subscribe for 7,430,806 equity shares in the Company are outstanding on 28 February 2014, representing 1.79% of the issued share capital at the time. If the existing authority given at the 2013 Annual General Meeting and the authority now being sought by Resolution 16 were to be fully used, these would represent 2.22% of the Company's ordinary issued share capital.

The authority will expire at the earlier of 30 June 2015 (the last date by which the Company must hold an Annual General Meeting in 2015) or the conclusion of the Annual General Meeting of the Company to be held in 2015.

RESOLUTION 17 Notice period for general meetings

Members may give approval to shorten the notice period required for general meetings (other than Annual General Meetings) from 21 clear days to 14 clear days. At the Annual General Meeting of the Company held on 26 April 2013 shareholders approved the reduction of the notice period for general meetings (other than Annual General Meetings) to 14 clear days' notice.

In order to preserve this reduction, Resolution 17 seeks to renew this approval this year.

The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed.

In order to be able to call a general meeting on less than 21 clear days' notice in accordance with the Companies Act 2006, the Company must make a means of electronic voting available to all shareholders for that meeting. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

It is intended that the authority granted by Resolutions 15 to 17 will be renewed annually.

RESOLUTION 18 Senior plc 2014 Long-Term Incentive Plan

Please refer to the Appendix to the Chairman's letter contained within this circular for full details about the 2014 Long-Term Incentive Plan.

NOTES

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company Secretary at the Company's Registered Office.
2. To be valid, any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Registrars of the Company at the address below, no later than 11.30 am on 23 April 2014:
Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 8 below) will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.
4. Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
5. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
6. As at 28 February 2014 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 415,935,265 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 28 February 2014 are 415,935,265.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so 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 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.
8. 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 Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is 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 (RA19) by 11.30 am on 23 April 2014. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application 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.
9. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
10. 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.
11. Under Section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an Auditor of the Company ceasing to hold office since the previous Meeting at which annual accounts and reports were laid in accordance with Section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

NOTES CONTINUED

12. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
13. Any member attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
14. A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found at www.seniorplc.com/investors.
15. Under Section 338 and Section 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive the Notice of Meeting, notice of a resolution which may properly be moved and is intended to be moved at the Meeting and/or (ii) to include in the business to be dealt with at the Meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 14 March 2014, being the date six clear weeks before the Meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.
16. Voting on all resolutions at this year's AGM will be conducted by way of a poll, rather than on a show of hands. The Board believes that a poll is more representative of shareholders' voting intentions because it gives as many shareholders as possible the opportunity to have their votes counted (whether their votes are tendered by proxy in advance of, or in person at, the AGM). The result of the poll will be announced via Regulatory News Service and made available at www.seniorplc.com/investors/fi_page.cfm/43 as soon as practicable after the AGM.
17. In the case of joint holders, where more than one of the joint holders tenders a vote or purports to appoint a proxy, only the vote or appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holdings (the first names being the most senior).
- Except as provided above, members who have general queries about the Meeting should use the following means of communication (no other methods of communication will be accepted):
- TELEPHONE**
Shareholder helpline number – 0871 384 2136*
Overseas helpline number – +44 121 415 7047
- * Calls to this number are charged at 8p per minute plus network extras. Lines are open from 8.30 am to 5.30 pm Monday to Friday (excluding public holidays).
- POSTAL**
Equiniti Limited, Aspect House, Spencer Road, Lancing,
West Sussex BN99 6DA



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