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**The Secretary  
Mears Group PLC  
c/o Neville Registrars Limited  
Neville House  
18 Laurel Lane  
Halesowen  
West Midlands B63 3DA**

## Notice of meeting

Notice is hereby given that the Annual General Meeting (AGM) of Mears Group PLC will be held at the offices of Collins Stewart Europe Limited, 88 Wood Street, London EC2V 7QR on Wednesday 8 June 2011 at 9.30am for the following purposes:

### ORDINARY BUSINESS

Resolution 1. THAT the Audited Accounts for the year ended 31 December 2010, together with the Directors' Report and Auditor's Report thereon, be received and adopted.

Resolution 2. THAT the Directors' Remuneration Policy contained at pages 38 to 46 of the Audited Accounts for the financial year ended 31 December 2010 be approved.

Resolution 3. THAT Grant Thornton UK LLP be re-appointed as auditor of the Company and the Directors be authorised to fix its remuneration.

Resolution 4. THAT a final dividend of 4.85p per ordinary share for the year ended 31 December 2010 be declared.

Resolution 5. THAT Robert Holt be re-elected as a Director of the Company retiring by rotation in accordance with the Articles of Association.

Resolution 6. THAT Peter Dicks be re-elected as a Director of the Company retiring by rotation in accordance with the Articles of Association.

Resolution 7. THAT David Hosein be re-elected as a Director of the Company retiring by rotation in accordance with the Articles of Association.

### SPECIAL BUSINESS

Resolution 8. (a) THAT the Board be and is hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (Act) to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £283,125 during the period from the date of this resolution until the expiry of the next AGM of the Company; and further,

(b) THAT the Board be and is hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (within the meaning of Section 560 of the Act) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them up to an aggregate nominal amount of £283,125 provided that this authority shall expire on the date of the next AGM of the Company after the passing of this resolution 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 Board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired (Ordinary Resolution).

Resolution 9. THAT subject to the passing of Resolution 8 set out above, the Board be and is hereby authorised, pursuant to Section 570 of the Act, to allot equity securities (within the meaning of Section 560 of the Act) for cash during the period referred to in Resolution 8 as if sub-section (1) of Section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

(a) in connection with a rights issue, open offer or other offer of securities in favour of the holders of ordinary shares on the register on a fixed record date in proportion (as nearly as may be) to their respective holdings of such securities or in accordance with the rights attached thereto subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory or any other matter whatever; and

(b) (otherwise than pursuant to sub-paragraph (a) above) up to an aggregate nominal amount of £42,469 (representing 4,246,881 ordinary shares of 1p) being 5% of the issued share capital of the Company at the date of this Notice (Special Resolution).

Resolution 10. THAT the Company be and is hereby generally and unconditionally authorised to hold general meetings (other than the AGM) for the purpose of conducting either ordinary or special business on 14 days' notice from the date of the passing of this resolution and such authority expiring at the conclusion of the next AGM of the Company (Special Resolution).

Resolution 11. THAT the Articles of Association of Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of Section 28 of the Act, are to be treated as provisions of the Company's Articles of Association (Special Resolution).

By order of the Board

**R B POMPHRETT**  
SECRETARY  
3 MAY 2011

1390 Montpellier Court  
Gloucester Business Park  
Brockworth  
Gloucester GL3 4AH

### EXPLANATORY NOTES

#### RESOLUTION 1

The Directors are required by law to present to the meeting the Audited Accounts and the Directors' and the Auditor's Reports for the year ended 31 December 2010.

#### RESOLUTION 2

The Company is required by law to seek the approval of shareholders of its Annual Report on Remuneration Policy. This Report for the financial year ended 31 December 2010 is set out in full on pages 38 to 46 of the Audited Accounts for the financial year ended 31 December 2010.

#### RESOLUTION 3

The auditor is required to be re-appointed at each AGM at which Accounts are presented. The Directors, on the recommendation of the Audit Committee (which has evaluated the effectiveness and independence of the external auditor), are proposing the re-appointment of Grant Thornton UK LLP.

#### RESOLUTION 4

Final dividends must be approved by shareholders but must not exceed the amount recommended by Directors. If the meeting approves Resolution 4, the final dividend in respect of 2010 of 4.85p per share will be paid on 1 July 2011 to ordinary shareholders who are on the Register of Members on 10 June 2011 in respect of each ordinary share.

## Notice of meeting

continued

### EXPLANATORY NOTES CONTINUED

#### RESOLUTIONS 5,6 AND 7

In accordance with the Articles of Association, Robert Holt, Peter Dicks and David Hosein retire by rotation and offer themselves for re-election.

#### RESOLUTION 8

The authority sought by this resolution is for the Directors to be authorised to allot ordinary shares comprising up to a total aggregate nominal amount of £566,250. This represents approximately two-thirds of the issued share capital. This is within the new guidelines recently issued by the ABI in that it is now considered routine/standard practice for a listed company to seek authorisation to allot of up to two-thirds of its existing issued share capital (the previous limit was one-third). However, the additional one-third may only be applied to fully pre-emptive rights issues and the authorisation must only be valid until the next AGM. If any of the additional one-third is used and issued by the Company and the proceeds of the issue exceed one-third of the pre-issue market capitalisation, all Directors of the Company are required to stand for re-election at the following AGM. The Directors will therefore be seeking annual renewal of this authority in accordance with best practice and to ensure the Company has maximum flexibility in managing its capital resources. This authority will expire at the next AGM.

#### RESOLUTION 9

When shares are to be allotted for cash, Section 561 of the Act provides that existing shareholders have pre-emption rights and that any new shares are offered first to such shareholders in proportion to their existing shareholdings. This resolution is seeking to authorise the Directors (pursuant to Section 570 of the Act) to allot ordinary shares of up to an aggregate nominal amount of £42,469 otherwise than on a pro rata basis. This represents 5% of the Company's issued share capital on the date of this document. The Directors are seeking annual renewal of this authority in accordance with best practice and to ensure the Company has maximum flexibility in managing its capital resources. This authority will expire at the next AGM.

#### RESOLUTION 10

Section 307 of the Act allows a company to hold general meetings (other than AGMs) on 14 days' notice. The Shareholder Rights Directive (2007/36/EU) implemented into UK law by the Companies (Shareholders' Rights) Regulations 2009 increased this to a period of 21 clear days, unless the members of a company agree to a shorter notice period which cannot be any less than 14 clear days. It is therefore necessary for the Company to pass this resolution allowing the Company to continue to hold general meetings (other than the AGM) on not less than 14 days' notice. This authority will expire at the next AGM.

#### RESOLUTION 11

Pursuant to Section 28 of the Act, all of the provisions contained in the Company's Memorandum of Association are now treated and read as provisions of the Company's Articles of Association. These provisions contain numerous outdated provisions which the Company believe should be deleted and removed.

#### NOTES:

1. As a member of the Company, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the AGM and you should have received a Form of Proxy with this Notice of AGM. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy. Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.
2. Information regarding the meeting, including the information required by Section 311A of the Act, is available from [www.mearsgroup.co.uk](http://www.mearsgroup.co.uk).
3. A proxy does not need to be a member of the Company but must attend the AGM to represent you. If you wish your proxy to speak on your behalf at the AGM you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. To appoint a proxy using the Form of Proxy, the form must be: (i) completed and signed; (ii) sent or delivered to the Company's Registrars, Neville Registrars, 18 Laurel Lane, Halesowen, West Midlands B63 3DA marked "Proxy Return"; and (iii) received by the Company's Registrars no later than 48 hours before the appointed time of the AGM.
5. Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.
6. As at 5.00pm on 29 April 2011 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 84,937,613 ordinary shares of 1p, carrying one vote each.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM 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.
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 instructions, as described in the CREST Manual. 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 messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournments of it by using the procedures described in the CREST Manual (available from [www.euroclear.com/site/public/EUI](http://www.euroclear.com/site/public/EUI)).
9. Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001 (2001 No. 3755) the Company has specified that only those members registered on the Register of Members of the Company at 9.30am on 6 June 2011 shall be entitled to attend and vote at the AGM in respect of the number of ordinary shares registered in their name at that time. Changes to the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the AGM.

There will be available for inspection at the Company's registered office during normal business hours from the date of this Notice to the date of the AGM and for 15 minutes prior to and during the AGM the following:

- (a) the Register of Directors' Interests;
- (b) the Memorandum and Articles of Association; and
- (c) copies of the Directors' Service Contracts with the Company or its subsidiaries and the terms and conditions of appointment of Non-Executive Directors.

## Form of proxy

RESOLUTIONS	For	Against	Vote withheld (see notes)
<b>ORDINARY BUSINESS:</b> Resolution 1: To receive and adopt the Directors' and Auditors' Report and Audited Accounts for the year ended 31 December 2010.			
Resolution 2: To approve the Directors' Remuneration Policy.			
Resolution 3: To re-appoint Grant Thornton UK LLP as auditor and to authorise and approve the Directors to fix its remuneration.			
Resolution 4: To approve a final dividend of 4.85p per ordinary share.			
Resolution 5: To re-elect Robert Holt as a Director.			
Resolution 6: To re-elect Peter Dicks as a Director.			
Resolution 7: To re-elect David Hosein as a Director.			
<b>SPECIAL BUSINESS:</b> Resolution 8: To authorise the Directors to allot relevant securities generally pursuant to Section 551 of the Companies Act 2006.			
Resolution 9: To disapply the statutory pre-emption rights conferred by Section 561 of the Companies Act 2006.			
Resolution 10: To authorise the holding of general meetings on 14 days' notice.			
Resolution 11: To delete all the provisions of the Memorandum of Association which, by virtue of Section 28 of the Act, are to be treated as provisions of the Articles of Association.			

Signature..... Date..... 2011

For use by members only.

I/We.....

Of.....

being a member of Mears Group PLC ("the Company"):

(1) hereby appoint.....or, failing him/her, the Chairman of the AGM to act as my/our proxy to vote for me/us and on my/our behalf at the AGM of the Company to be held on 8 June 2011 and at any adjournment thereof; and

(2) direct my/our proxy to vote as follows: (PLEASE INDICATE WITH AN X IN THE BOXES ABOVE).

### NOTES

1. Please indicate how you wish your votes to be cast on a poll in respect of the resolutions to be proposed at the AGM. If you do not indicate how you wish your proxy to use your votes, the proxy will exercise his/her discretion both as to how he/she votes and as to whether or not he/she abstains from voting. Your proxy will have the authority to vote at his/her discretion on any amendment or other motion proposed at the AGM, including any motion to adjourn the AGM.
2. To appoint as a proxy a person other than the Chairman of the AGM insert the full name in the space provided. A proxy need not be a member of the Company. You can also appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following options are available:
  - a. To appoint the Chairman as your sole proxy in respect of all your shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
  - b. To appoint a person other than the Chairman as your sole proxy in respect of all your shares, delete the words 'or, failing him/her, the Chairman of the AGM' and insert the name and address of your proxy in the space provided. Then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
  - c. To appoint more than one proxy, you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. If you wish to appoint the Chairman as one of your multiple proxies, simply write 'the Chairman of the AGM'. All forms must be signed and should be returned together in the same envelope.
3. Unless otherwise indicated the proxy will vote as he/she thinks fit or, at his/her discretion, abstain from voting.
4. The Form of Proxy must arrive at Neville Registrars during usual business hours accompanied by any power of attorney under which it is executed (if applicable) no later than 9.30am on 6 June 2011.
5. In the case of joint holders, the signature of the holder whose name stands first in the relevant Register of Members will suffice as the vote of such holders and shall be accepted to the exclusion of the votes of the other joint holders. The names of all joint holders should, however, be shown. CREST members should use the CREST electronic proxy appointment service and refer to notes 8-11 below in relation to the submission of a proxy appointment via CREST.
6. A corporation must execute the Form of Proxy under either its common seal or the hand of a duly authorised officer or attorney.
7. The 'Vote withheld' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' a resolution.
8. Shares held in uncertified form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out 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.
9. 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 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 Company's agent (ID: 7RA11) by the latest time(s) for receipt of proxy appointments specified in the Notice of AGM. 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 Company'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 appointed through other means.
10. 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 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(s), to procure that his/her 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
11. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertified Securities Regulations 2001.
12. As permitted by Regulation 41 of the Uncertified Securities Regulations 2001, only those persons whose names are entered on the Register of Members of the Company at 9.30am on 6 June 2011 shall be entitled to attend and vote in respect of the number of shares registered in their names at that time. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and/or vote at the AGM.
13. Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently decide to do so.

