

<i>Resolutions</i>	For	Against	Vote withheld (see notes)
Ordinary business:			
Resolution 1: To receive and adopt the Directors' and Auditor's Report and Audited Accounts for the year ended 31 December 2012.			
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 5.70p per ordinary share.			
Resolution 5: To re-elect Directors. (a) Bob Holt. (b) David Miles. (c) Andrew Smith. (d) Alan Long. (e) Peter Dicks. (f) Mike Rogers. (g) David Hosein. (h) Davida Marston. (i) Rory Macnamara.			
Special business:			
Resolution 6: To authorise the Directors to allot relevant securities generally pursuant to Section 551 of the Companies Act 2006.			
Resolution 7: To disapply the statutory pre-emption rights conferred by Section 561 of the Companies Act 2006.			
Resolution 8: To authorise the holding of general meetings on 14 days' notice.			

Signature Date 2013

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 5 June 2013 and at any adjournment thereof; and
- (2) direct my/our proxy to vote as indicated above.

Notes

- 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.
- 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(s) held by you. The following options are available:
 - To appoint the Chairman as your sole proxy in respect of all your share(s), simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
 - 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.
 - 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.
- Unless otherwise indicated the proxy will vote as he/she thinks fit or, at his/her discretion, abstain from voting.
- The Form of Proxy must arrive at Neville Registrars Limited during usual business hours accompanied by any power of attorney under which it is executed (if applicable) no later than 9.30am on 3 June 2013.
- 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.
- A corporation must execute the Form of Proxy under either its common seal or the hand of a duly authorised officer or attorney.
- 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.
- 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.



Please
affix
postage
stamp

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

Notes continued

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 appointee 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 Uncertificated Securities Regulations 2001.
12. As permitted by Regulation 41(1) of the Uncertificated Securities Regulations 2001, only those persons whose names are entered on the Register of Members of the Company at 9.30am on 3 June 2013 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.