



GROUP PLC

Notice of meeting 2015

Mears Group PLC

(Company registered number: 3232863)

to be held at the offices of Buchanan, 107 Cheapside,
London EC2V 6DN on Wednesday 3 June 2015 at 9.30am

Notice of meeting 2015

Mears Group PLC

Notice is hereby given that the Annual General Meeting (AGM) of Mears Group PLC (the Company) will be held at the offices of Buchanan, 107 Cheapside, London EC2V 6DN on Wednesday 3 June 2015 at 9.30am for the following purposes:

Ordinary business

Resolution 1. THAT the Audited Accounts for the year ended 31 December 2014, together with the Directors' Report and Auditor's Report thereon, be received and adopted.

Resolution 2. THAT the Annual Report on Remuneration, contained on pages 57 to 63 of the Annual Report and Accounts for the financial year ended 31 December 2014, 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 7.15p per ordinary share for the year ended 31 December 2014 be declared.

Resolution 5. THAT Bob Holt be re-elected as a Director.

Resolution 6. THAT David Miles be re-elected as a Director.

Resolution 7. THAT Andrew Smith be re-elected as a Director.

Resolution 8. THAT Alan Long be re-elected as a Director.

Resolution 9. THAT Peter Dicks be re-elected as a Director.

Resolution 10. THAT Mike Rogers be re-elected as a Director.

Resolution 11. THAT David Hosein be re-elected as a Director.

Resolution 12. THAT Rory Macnamara be re-elected as a Director.

(Resolutions 1 to 12 will be proposed as Ordinary Resolutions.)

Special business

Resolution 13. THAT the Board be and is hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the 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 (Rights):

- up to an initial aggregate nominal amount of £338,977; and
- up to a further aggregate nominal amount of £338,977 but only in connection with a rights issue in favour of ordinary shareholders where the ordinary shares 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,

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 shares to be allotted or Rights to be granted after such expiry and the Board may allot shares or grant Rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired (Ordinary Resolution).

Special business continued

Resolution 14. THAT subject to the passing of Resolution 13, 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 13 as if subsection (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 subparagraph (a) above) up to an aggregate nominal amount of £50,847 (representing 5,084,700 ordinary shares of 1p) being 5% of the issued share capital of the Company at the date of this Notice (Special Resolution).

Resolution 15. 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, such authority expiring at the conclusion of the next AGM of the Company (Special Resolution).

By order of the Board

B R Westran
Secretary
17 April 2015

1390 Montpellier Court
Gloucester Business Park
Brockworth
Gloucester GL3 4AH

Notice of meeting 2015 continued

Mears Group PLC

Explanatory notes

Resolution 1

The Directors are required by law to present to the Meeting the Audited Accounts and the Directors' and Auditor's Reports for the year ended 31 December 2014.

Resolution 2

At a general meeting on Wednesday 4 June 2014, shareholders approved the Directors' Remuneration Policy. The Remuneration Policy is not required to be approved at this year's AGM. It will be put to shareholders again no later than the Company's AGM in 2017 in accordance with Section 439A of the Act.

In accordance with Section 439A of the Act, the Company is required to seek the approval of shareholders for its Annual Report on Remuneration. This Report gives details of the Directors' remuneration for the financial year ended 31 December 2014 and is set out in full on pages 57 to 63 of the Annual Report and Accounts for the financial year ended 31 December 2014.

Resolution 2 seeks shareholder approval of the Annual Report on Remuneration. The vote on the Annual Report on Remuneration is advisory in nature.

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 2014 of 7.15p per share will be paid on 2 July 2015 to ordinary shareholders who are on the Register of Members on 12 June 2015 in respect of each ordinary share.

Resolutions 5 to 12

In accordance with the UK Corporate Governance Code (the Code), all of the Directors other than Davida Marston will seek re-election at the AGM (to take effect at the conclusion of the AGM). Davida is standing down from the Board at the conclusion of the AGM and is not standing for re-election. Davida decided to step down from the Board to concentrate on her other business interests. The Board wishes to recognise the significant contribution Davida made to the success of the Group during a period of significant development. We wish her continued success in her chosen business interests. Rory Macnamara has agreed to chair the Audit Committee.

Company law requires that each Director is voted on separately and accordingly each Director will be proposed for re-election by a separate resolution. Biographies of the Directors seeking re-appointment are set out on page 39 of the Audited Accounts for the financial year ended 31 December 2014. All of the Directors offering themselves for re-appointment have wide business knowledge and bring valuable skills and experience to the Board. The Board is satisfied that all of the Non-Executive Directors are independent in character and there are no relationships or circumstances that are likely to affect their independence. The performance of the Board as a whole, as well as the contribution made by individual Directors, has been reviewed during the course of the year. After considering this evaluation, the Chairman has confirmed that the performance of every Executive and Non-Executive Director continues to be effective, that they continue to demonstrate commitment to their respective roles, and that their respective skills complement one another to enhance the overall operation of the Board.

Resolution 13

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 £677,954. This represents approximately two thirds of the issued share capital. This is within the guidelines issued by the Investment Association in that it is considered routine and standard practice for a listed company to seek authorisation to allot up to two thirds of its existing issued share capital. 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. 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.

Explanatory notes continued

Resolution 14

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 £50,847 otherwise than on a pro-rata basis. This represents 5% of the Company's issued share capital on 16 March 2015. 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 15

Section 307A of the Act provides that a traded company must hold general meetings (other than AGMs) on 21 days' notice unless the members of that company pass a special resolution agreeing 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.

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.
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 Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA; 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 16 March 2015 the Company's issued share capital consists of 101,693,099 ordinary shares of 1p, carrying one vote each. Therefore, the total voting rights in the Company as at 16 March 2015 are 101,693,099.
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.

Notice of meeting 2015 continued

Mears Group PLC

Notes continued

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).
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 1 June 2015 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 2015

Mears Group PLC

Resolutions	For	Against	Vote withheld (see notes)
Ordinary business:			
Resolution 1: To receive and adopt the Directors' and Auditor's Reports and Audited Accounts for the year ended 31 December 2014.			
Resolution 2: To approve the Annual Report on Remuneration.			
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 7.15p per ordinary share.			
Resolution 5: To re-elect Bob Holt.			
Resolution 6: To re-elect David Miles.			
Resolution 7: To re-elect Andrew Smith.			
Resolution 8: To re-elect Alan Long.			
Resolution 9: To re-elect Peter Dicks.			
Resolution 10: To re-elect Mike Rogers.			
Resolution 11: To re-elect David Hosein.			
Resolution 12: To re-elect Rory Macnamara.			
Special business:			
Resolution 13: To authorise the Directors to allot relevant securities generally pursuant to Section 551 of the Companies Act 2006.			
Resolution 14: To disapply the statutory pre-emption rights conferred by Section 561 of the Companies Act 2006.			
Resolution 15: To authorise the holding of general meetings on 14 days' notice.			

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 3 June 2015 and at any adjournment thereof; and
- (2) direct my/our proxy to vote as indicated above.

Signature..... Date..... 2015



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(s) held by you. The following options are available:
 - (a) 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.
 - (b) To appoint a person other than the Chairman as your proxy in respect of all your shares, 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 Limited during usual business hours accompanied by any power of attorney under which it is executed (if applicable) no later than 9.30am on 1 June 2015.
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 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 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 1 June 2015 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.