

Company Number: 03232863

ORDINARY AND SPECIAL RESOLUTIONS

of

MEARS GROUP PLC

(the "Company")

At the Annual General Meeting of the Company duly convened and held on 3 June 2015 at Buchanan, 107 Cheapside, London, EC2V 6DN the following Resolutions were duly passed:

(Resolutions numbered 1 to 12 as ordinary resolutions and Resolutions numbered 13 to 15 as special resolutions)

ORDINARY RESOLUTIONS

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.
2. **THAT** the Directors' Report on Remuneration as set out on pages 57 to 63 of the Report and Accounts for the year ended 31 December 2014 be approved.
3. **THAT** Grant Thornton UK LLP be re-appointed as auditor of the Company and the Directors be authorised to fix its remuneration.
4. **THAT** a final dividend of 7.15p per ordinary share for the year ended 31 December 2014 be declared.
5. **THAT** Bob Holt be re-elected as a Director.
6. **THAT** David Miles be re-elected as a Director.
7. **THAT** Andrew Smith be re-elected as a Director.
8. **THAT** Alan Long be re-elected as a Director.
9. **THAT** Peter Dicks be re-elected as a Director.
10. **THAT** Mike Rogers be re-elected as a Director.
11. **THAT** David Hosein be re-elected as a Director.
12. **THAT** Rory Macnamara be re-elected as a Director.
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**):-
 - (a) up to an initial aggregate nominal amount of £338,977; and
 - (b) 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.

SPECIAL RESOLUTIONS

14. **THAT** subject to the passing of Resolution 13 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 13 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 £50,847 (representing 5,084,700 ordinary shares of 1p) being 5% of the issued share capital of the Company at the date of the Notice of Annual General Meeting.
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 and such authority expiring at the conclusion of the next AGM of the Company.