



GROUP PLC

Notice of Annual General Meeting 2016

Mears Group PLC

(Company registered number 3232863)

to be held at the offices of Buchanan, 107 Cheapside,
London EC2V 6DN on Wednesday 1 June 2016 at 9.30am

Notice of Annual General Meeting 2016

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 1 June 2016 at 9.30am to consider and, if thought fit, pass the following:

Ordinary business

Resolution 1. THAT the audited accounts for the year ended 31 December 2015, together with the Report of the Directors and Auditor's Report thereon, be received and adopted.

Resolution 2. THAT the Annual report on remuneration, contained on pages 70 to 76 of the Annual Report and Accounts for the financial year ended 31 December 2015, 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 7.90p per ordinary share for the year ended 31 December 2015 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 Michael 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.

Resolution 13. THAT Geraint Davies be elected as a Director.

Resolution 14. THAT Julia Unwin be elected as a Director.

(Resolutions 1 to 14 will be proposed as ordinary resolutions.)

Special business

Resolution 15. 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 £339,924; and
- (b) up to a further aggregate nominal amount of £339,924 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, or, if earlier, 1 September 2017, 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.

(Resolution 15 will be proposed as an ordinary resolution.)

Special business continued

Resolution 16. THAT, subject to the passing of Resolution 15, 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 15 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 £101,976 (representing 10,197,600 ordinary shares of 1p) being 10% of the issued share capital of the Company at the date of this Notice.

(Resolution 16 will be proposed as a special resolution.)

Resolution 17. 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.

(Resolution 17 will be proposed as a special resolution.)

By order of the Board

B R Westran

Secretary

11 April 2016

1390 Montpellier Court
Gloucester Business Park
Brockworth
Gloucester GL3 4AH

Notice of meeting 2016 continued

Mears Group PLC

Explanatory notes

Resolution 1

The Directors are required by law to present to the meeting the audited accounts and the Report of the Directors and the Auditor's Report for the year ended 31 December 2015.

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 2015 and is set out in full on pages 70 to 76 of the Annual Report and Accounts for the financial year ended 31 December 2015. 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 2015 of 7.90p per share will be paid on 7 July 2016 to ordinary shareholders who are on the Register of Members on 17 June 2016 in respect of each ordinary share.

Resolutions 5 to 14

In accordance with the UK Corporate Governance Code (the 'Code'), all of the Directors will seek re-election at the AGM.

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 49 of the audited accounts for the financial year ended 31 December 2015. 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 15

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 £679,848. 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, or, if earlier, 1 September 2017.

Other than in connection with the Company's share-based plans for senior management and employees, the Directors have no present intention of exercising this authority.

Explanatory notes continued

Resolution 16

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 £101,976 otherwise than on a pro-rata basis. This represents 10% of the Company's issued share capital on 29 March 2016 (being the latest practical date prior to the printing of this Notice). The Directors are seeking annual renewal of this authority in accordance with best practice, and in particular with the Pre-emption Group's Statement of Principles (the 'Pre-emption Principles'). The Pre-emption Principles were revised in March 2015 to allow the authority for an issue of shares for cash, otherwise than in connection with a pre-emptive offer, to be increased from 5% to 10% of a company's issued share capital provided that the company confirms that it intends to use the additional 5% authority only in connection with an acquisition or capital investment. This resolution ensures that the Company has maximum flexibility in managing its capital resources. This authority will expire at the next AGM, or, if earlier, 1 September 2017.

In accordance with the Pre-emption Principles, the Directors confirm that:

- they intend that any use of the authority in excess of 5% of the Company's issued ordinary share capital would be only in connection with an acquisition or specified capital investment; and
- they do not intend to issue shares for cash representing more than 7.5% of the Company's issued ordinary share capital in any rolling three-year period to those who are not existing shareholders, save in connection with an acquisition or specified capital investment, without prior consultation with shareholders.

For this purpose, an acquisition or specified capital investment means one that is announced contemporaneously with the issue of share capital, or that has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

The Directors have no present intention of exercising this authority.

Resolution 17

Section 307A of the Act provides that listed companies 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.

Notice of meeting 2016 continued

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Notes

The following notes explain your rights as a shareholder to attend and vote at this year's AGM or to appoint someone else to vote on your behalf.

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. 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.
3. 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.
4. 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.
5. 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.
6. 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).
7. 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 30 May 2016 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.

Other information

Information regarding the meeting, including a copy of this Notice and the information required by Section 311A of the Act, is available from www.mearsgroup.co.uk.

Information rights

Under the Act, there are a number of rights that may be available to indirect investors of Mears Group PLC, including the right to be nominated by the registered holder to receive general shareholder communications direct from the Company.

Other information continued

Information rights continued

The rights of indirect investors who have been nominated to receive communications from the Company in accordance with Section 146 of the Act (nominated persons) do not include the right to appoint a proxy. However, nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

Shareholder requisition rights

Members satisfying the thresholds in Sections 338 and 338A of the Act can require the Company: (i) to give, to members of the Company entitled to receive notice of the Annual General Meeting, notice of a resolution which may properly be moved, and which those members intend to move, at the meeting; and (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may properly be included in the business at the meeting, provided in each case that the requirements of those Sections are met, and provided that the request is received by the Company not later than six clear weeks before the meeting or, if later, the time at which notice is given of the meeting.

Statements related to the audit

Members satisfying the thresholds in Section 527 of the Act can require the Company to publish a statement on its website 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 meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the last Annual General Meeting that the members propose to raise at the meeting. The Company cannot require the members requesting the publication to pay its expenses in connection with the publication. The Company must forward a copy of the statement to the auditor when it publishes the statement on the website. The business which may be dealt with at the meeting includes any such statement that the Company has been required to publish on its website.

Adoption of FRS 102

With effect from 1 January 2015, as required by the Financial Reporting Council (FRC), the Company has changed its accounting framework from the previously extant United Kingdom Generally Accepted Accounting Practice (UK GAAP) to Financial Reporting Standard 102 'The Financial Reporting Standard Applicable in the United Kingdom and Republic of Ireland' (FRS 102) (as issued by the FRC). FRS 102 permits entities that are members of a group where the parent of that group prepares publicly available consolidated financial statements which are intended to give a true and fair view to adopt a reduced level of disclosure for their individual financial statements. The Company is proposing that the disclosure exemptions available under FRS 102 (paragraphs 1.11 to 1.12) be adopted for its individual financial statements for financial years ending on or after 31 December 2016.

The framework permitted by FRS 102 reduces disclosures covering a wide range of topics including cash flow statements, financial instruments, fair value measurement, share-based payments and related party transactions. A brief narrative summary of the disclosure exemptions adopted under FRS 102 will be disclosed in the notes to the individual financial statements of the Company. The Company's individual financial statements will still be prepared to meet the requirements of the UK Companies Act 2006, including giving a true and fair view of the Company's assets, liabilities, financial position and profit or loss. The consolidated statements of Mears Group PLC will continue to be prepared in accordance with European Union adopted International Financial Reporting Standards and applicable laws and are unaffected by this new accounting framework.

A shareholder or shareholders holding in aggregate 5% or more of the total allotted shares in Mears Group PLC may object to the Company using the disclosure exemptions as permitted by FRS 102 by notifying the Company Secretary in writing at the address of the Company given on page 3 by 5.00pm on 11 May 2016.

Total voting rights and share capital

As at 5.00pm on 29 March 2016 (being the latest practicable date prior to the printing of this Notice) the Company's issued share capital consists of 101,977,253 ordinary shares of 1p, carrying one vote each. Therefore, the total voting rights in the Company as at 29 March 2016 are 101,977,253.

Updates to this number are released via the Regulatory News Service on the last trading day of each month and can be viewed online at www.mearsgroup.co.uk



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