

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 31 May 2019 at Buchanan, 107 Cheapside, London EC2V 6DN the following Resolutions were duly passed:

(Resolutions numbered 1 to 17 as ordinary resolutions)

ORDINARY RESOLUTIONS

1. **THAT** the Audited Accounts for the year ended 31 December 2018, together with the Directors' Report and Auditor's Report thereon, be received and adopted.
2. **THAT** the Annual report on remuneration, contained on pages 88 to 93 of the Annual Report and Accounts for the year ended 31 December 2018 be approved.
3. **THAT** Grant Thornton UK LLP be re-appointed as auditor of the Company.
4. **THAT** the Directors be authorised to fix the remuneration of the auditor.
5. **THAT** a final dividend of 8.85p per ordinary share for the year ended 31 December 2018 be declared.
6. **THAT** Kieran Murphy be elected as a Director.
7. **THAT** David Miles be re-elected as a Director.
8. **THAT** Andrew Smith be re-elected as a Director.
9. **THAT** Alan Long be re-elected as a Director.
10. **THAT** Geraint Davies be re-elected as a Director.
11. **THAT** Julia Unwin be re-elected as a Director.
12. **THAT** Roy Irwin be re-elected as a Director.
13. **THAT** Jason Burt be re-elected as a Director.
14. **THAT** Elizabeth Corrado be re-elected as a Director.
15. **THAT** Amanda Hillerby be re-elected as a Director.
16. **THAT** the rules of the Mears Group PLC Savings Related Share Option Scheme (the "SAYE Scheme"), the principal terms of which are summarised in the Appendix to the Notice of Meeting, be and are hereby approved and that the Directors be and are hereby authorised to do all acts and things which they may consider necessary or expedient to carry the SAYE Scheme into effect.
17. **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 £368,301; and
- (b) up to a further aggregate nominal amount of £368,301 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, 6:00pm on 28 August 2020, 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.