

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker, solicitor, accountant or other professional adviser or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Mears Group PLC, please pass this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.



Partners for purpose

Mears Group PLC

(incorporated and registered in England and Wales under number 3232863)

Notice of Annual General Meeting and Explanatory Circular to Shareholders 2021

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of Mears Group PLC (the '**Company**') set out on page 2 of this document which contains the recommendation by the Directors of the Company to shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting.

Notice of the Annual General Meeting of Mears Group PLC to be held at 1390 Montpellier Court, Gloucester Business Park, Brockworth, Gloucester GL3 4AH on 29 June 2021 at 11:00am is set out at the end of this document. Shareholders will also find enclosed with this document a form of proxy for use in connection with the Annual General Meeting.

Please complete and submit the form of proxy in accordance with the instructions printed on the enclosed form. The form of proxy must be received by Neville Registrars Limited no later than 11:00am on 25 June 2021. CREST members who wish to appoint a proxy or proxies for the Annual General Meeting (and any adjournment(s) thereof) through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual.

Letter from the chairman of Mears Group PLC (incorporated and registered in England and Wales under number 3232863)

27 May 2021

Dear Shareholder

I am pleased to announce the Company's Annual General Meeting which will be held at 1390 Montpellier Court, Gloucester Business Park, Brockworth, Gloucester GL3 4AH on 29 June 2021 at 11:00am.

The notice of the 2021 Annual General Meeting (the '**AGM**') is set out on pages 3 to 9 of this document (the '**Notice**'). A copy of the Annual Report and Accounts for the year ended 31 December 2020 (the '**2020 Annual Report**') is available at www.mearsgroup.co.uk and a form of proxy is enclosed to enable you to exercise your voting rights.

The purpose of the AGM is to seek shareholders' approval for the resolutions set out in the Notice (the '**Resolutions**').

The Board continues to monitor developments in relation to the COVID-19 pandemic and the health and wellbeing of the Company's shareholders, customers and employees continue to remain of paramount importance.

At the date of this notice, the government's current roadmap envisages that lockdown measures should be withdrawn by the time of the meeting. However, we cannot guarantee at this time that physical attendance will be permitted by law and government guidance. If such law and guidance requires us to restrict entry to the AGM, then it is currently intended that the AGM would be held with only the minimum number of shareholders present as required to form a quorum under the Company's Articles of Association, and who are essential for the business of the AGM to be conducted. These attendees would be officers or employees of the Group.

In view of the continuing risk posed by COVID-19, and having regard to their own safety and that of others, shareholders are respectfully asked not to make plans to attend the AGM in person. If, by the time of the AGM, the UK Government's restrictions on social gatherings have been removed, we reserve the right to put in place arrangements to protect attendees from any risk to their health and may refuse entry to persons who do not comply with such arrangements. In particular, shareholders are reminded that they should not attend the AGM in person if they or someone living in the same household feels unwell or has been in contact with anyone who has, or may have COVID-19.

We note that this is an evolving situation and as such, we will provide further announcements if required.

If you intend to attend the AGM in person, we respectfully ask that you pre-register by emailing Company.Secretary@mearsgroup.co.uk.

In order to ensure shareholders' votes are counted, despite any restrictions which may need to be placed on personal attendance, the Board strongly encourages shareholders to exercise their right to vote by appointing the chairman of the AGM as their proxy to exercise their right to vote at the AGM in accordance with their instructions. To appoint a proxy, please complete the enclosed form of proxy and send it to our registrar, Neville Registrars Limited. CREST members who wish to appoint a proxy or proxies for the AGM (and any adjournment(s) thereof) through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual.

Proxy appointments must be received by Neville Registrars Limited no later than 11:00am on 25 June 2021.

We, as your Board, are committed to open dialogue with our shareholders and your Board remains very mindful of ensuring that shareholders have an opportunity to engage with them. Shareholders are encouraged to submit questions in advance of the AGM or raise matters of concern as a shareholder by emailing Company.Secretary@mearsgroup.co.uk with the subject line 'AGM 2021' before 11:00am on 23 June 2021. Answers to questions that are of common interest will be published on the Group's website.

As with last year, and in line with best corporate governance, voting on the Resolutions will be conducted by way of a poll. The Company considers a poll is more representative of shareholders' voting intentions because

votes are counted according to the number of shares held and all votes tendered are taken into account.

Directors

Biographical details and membership of the principal Board committees of the Directors seeking election and re-election are detailed in full in the 2020 Annual Report on pages 72 and 73. Information on remuneration is set out in the Directors' Remuneration Report for the financial year ended 31 December 2020 (which is contained in pages 92 to 108 of the 2020 Annual Report).

Roy Irwin and Geraint Davies have indicated their intention to retire from the Board as non-executive directors and will not offer themselves for re-election at the AGM. Both colleagues have given exemplary service to the Board and the company over a number of years. They have also served with distinction as chairmen respectively of the remuneration and audit committees. The Board is mindful of the need to remain compliant with the UK Corporate Governance Code and accordingly it is intended to appoint one new independent non-executive director. A search will be commenced shortly to identify a suitable candidate.

Shareholder Engagement

At the 2020 AGM, Resolutions 2 and 3 (concerning the approval of the remuneration policy and the approval of the remuneration report); Resolution 4 (concerning the approval of the LTIP); Resolution 13 (concerning the re-election of Roy Irwin) received 20% or more votes against the Board's recommendation. Prior to the 2020 AGM, the Remuneration Committee engaged in extensive consultation with shareholders over the drafting of the Remuneration Policy and the policy proposed at that meeting was refined in line with the feedback received. Many shareholders shared their areas of views and we considered these issues closely as part of our overall review of the policy, making some important changes to our policy as a result. We have continued to monitor evolving views and market practice over the past year and have consulted with shareholders over the application of this policy.

Resolutions 16 to 18 also received 20% or more votes against the Board's recommendation. Resolution 18 did not meet the threshold to be passed as a special resolution. These resolutions are consistent with the latest investor guidelines. Following shareholder discussions during the previous year, the Board understands that some shareholders vote against these resolutions as a matter of policy. The Board has listened to shareholder views and this year has opted not to request authority to allot the additional 5% of the issued ordinary share capital for the purposes of financing a transaction or other capital investment as contemplated by the Pre-emption Group's recommendation. The Board remains committed to continuing an open and transparent dialogue and will accordingly, seek to continue to engage with shareholders on these matters.

The Board has continued to engage extensively with shareholders concerning the application of the remuneration policy, specifically the performance measures for the LTIP. I was pleased with the high level of support and the constructive comments received from shareholders. The performance measures are set out in the Remuneration Report.

Recommendation

In the opinion of the Directors, each of the Resolutions is in the best interests of the Company and shareholders as a whole. Accordingly, the Directors recommend that shareholders vote in favour of the Resolutions at the AGM, as the Directors intend to do in respect of their own beneficial holdings of ordinary shares, which amount to approximately 0.6% of the issued ordinary shares of the Company.

Yours faithfully

K Murphy
Chairman

Notice of Annual General Meeting 2021

Mears Group PLC

Notice is hereby given that the Annual General Meeting of Mears Group PLC (the '**Company**') will be held at 1390 Montpellier Court, Gloucester Business Park, Brockworth, Gloucester GL3 4AH on 29 June 2021 at 11:00am to consider and, if thought fit, pass the following:

- Resolution 1. THAT the audited accounts for the year ended 31 December 2020, together with the Directors' and Auditor's Reports thereon, be received and adopted.
- Resolution 2. THAT the annual report on remuneration, contained on pages 101 to 108 of the Annual Report and Accounts for the financial year ended 31 December 2020, be approved.
- Resolution 3. THAT Ernst & Young LLP be re-appointed as auditor of the Company.
- Resolution 4. THAT the Directors be authorised to fix the remuneration of the auditor.
- Resolution 5. THAT Kieran Murphy 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 Julia Unwin be re-elected as a Director.
- Resolution 10. THAT Jim Clarke be re-elected as a Director.
- Resolution 11. THAT Chris Loughlin be re-elected as a Director.
- Resolution 12. THAT Claire Gibbard be elected as a Director.
- 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 such subscription and conversion rights as are contemplated by Sections 551(a) and (b) of the Act respectively ('**Rights**');
- (a) up to an initial aggregate nominal amount of £369,606; and
 - (b) comprising equity securities (as defined in s560(1) of the Act) up to a further aggregate nominal amount of £369,606 but only in connection with a rights issue in favour of:
 - (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) holders of other equity securities as required by the rights of those securities or, subject to such rights as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

provided that this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, at 6:00pm on 28 September 2022, (unless previously renewed, varied or revoked by the Company at a general meeting) 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.

(Resolutions 1 to 13 will be proposed as ordinary resolutions. For each of these to be passed, more than half of the votes cast must be in favour of the relevant resolution)

Notice of Annual General Meeting 2021 continued

Mears Group PLC

Resolution 14. THAT, with effect from the conclusion of this Annual General Meeting, the articles of association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification, be and are hereby adopted as the articles of association of the Company, in substitution for, and to the exclusion of, the Company's existing articles of association.

Resolution 15. 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 including where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act,) for cash under the authority given by 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 an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 13 above, by way of a rights issue only) to:

(i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(ii) holders of other equity securities as required by the rights of those securities or, subject to such rights as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

(b) (otherwise than pursuant to sub-paragraph (a) above) up to an aggregate nominal amount of £55,440,

such authority to expire on the date of the next annual general meeting of the Company, or, if earlier, 6:00pm on 28 September 2021 (unless previously renewed, varied or revoked by the Company at a general meeting) save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Resolution 16. THAT the Company be and is hereby generally and unconditionally authorised to hold general meetings (other than an annual general meeting) on 14 clear days' notice from the date of the passing of this resolution, such authority expiring at the conclusion of the next annual general meeting of the Company.

(Resolutions 14 to 16 inclusive will be proposed as special resolutions. For each of these to be passed, at least three quarters of the votes cast must be in favour of the resolution)

By order of the Board

B R Westran
Secretary
27 May 2021

1390 Montpellier Court
Gloucester Business Park
Brockworth
Gloucester GL3 4AH

Explanatory notes to the resolutions

Resolution 1

The Directors are required by law to present to the meeting the audited accounts and the Directors' and the Auditor's Reports for the year ended 31 December 2020.

Resolution 2

In accordance with Section 439 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 2020 and is set out in full on pages 101 to 108 of the 2020 Annual Report. The vote on the annual report on remuneration is advisory in nature.

Resolution 3 and 4

The auditor is required to be re-appointed at each AGM at which accounts are presented. The current appointment of Ernst & Young LLP as auditor will end at the conclusion of the AGM. 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 Ernst & Young LLP. The Company's most recent competitive tender process took place in 2020.

It is normal practice for a company's directors to be authorised to agree how much the auditors should be paid, and Resolution 5 grants this authority to the Directors.

Resolutions 5 to 12

In accordance with the UK Corporate Governance Code, all of the Directors except Roy Irwin and Geraint Davies will seek re-election at the AGM. Each Director will be proposed for election or re-election by a separate resolution. Roy and Geraint are standing down from the Board at the conclusion of the AGM and are not standing for re-election.

In accordance with the Company's Articles of Association, Claire Gibbard will seek election as a director following her appointment to the Board on 28 July 2020.

The Executive Directors bring a wide experience to contribute to the long-term sustainable success of the Company. David Miles brings experience of the industry and his tenure as CEO of Mears; Andrew Smith brings a wealth of financial experience; and Alan Long brings experience in business development and strategic management.

The Non-Executive Directors possess a good mix of sector experience, business acumen and financial experience and they provide active contributions to board discussions contributing to the long-term success of the Company. Kieran Murphy brings a wealth of experience from a career in finance as well as extensive experience as a non-executive director and chair. Jim Clarke brings experience from an extensive career in senior finance roles in consumer facing industries. Julia Unwin brings significant experience in both the housing and care sectors to the Board. Chris Loughlin has a broad range of strong commercial, strategic and senior general management experience. Claire Gibbard as Employee Director plays the important role of assisting the Board to understand the views of the wider workforce.

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, and the combined expertise and experience of the Directors, the Chairman has confirmed that the performance of every Director continues to be effective, that they continue to demonstrate commitment to their respective roles, that their respective skills complement one another to enhance the overall operation of the Board and that their contribution is, and continues to be, important to the Company's long-term sustainable success. Biographical details of the Directors seeking election and re-election are detailed in full in the 2020 Annual Report on pages 72 and 73.

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 £739,212. 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 annual general meeting. 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 annual general meeting, or, if earlier, at 6.00pm on 28 September 2022.

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. However, the Directors consider it appropriate to maintain the flexibility that this authority provides. It is intended to renew this authority at successive annual general meetings.

As at 17 May 2021 (being the latest practicable date prior to the posting of this Notice), no shares are held by the Company in treasury.

Notice of Annual General Meeting 2021 continued

Mears Group PLC

Resolution 14

It is proposed that the Company adopt new articles of association (the 'New Articles') principally in order to reflect developments in law and practice since the Company's current Articles were last amended in 2014. A copy of the New Articles, together with a copy marked to show the changes from the current Articles, is available for inspection and can be viewed on the Company's website.

A summary of the principal changes is set out below (References to Article numbers are to the New Articles):

Hybrid meetings (Article 49): The New Articles expressly allow the Company to hold 'hybrid' general meetings (including annual general meetings) so that shareholders may attend and participate in the business of the meeting by attending a physical location or by attending by means of an electronic facility. The New Articles set out the procedures and processes for attendance at, and participation in, hybrid meetings. This includes how attendance is determined, the details that need to be provided to shareholders if such a meeting is to be held, a requirement that all resolutions at a hybrid meeting must be taken on a poll and allowing Directors to make arrangements to enable attendees to exercise their rights to speak or vote as well as other consequential changes. The Board recognises the value and importance of shareholders being able to attend meetings in person and, accordingly, the proposed changes do not permit 'virtual-only' or 'electronic-only' general meetings where there is no physical meeting. It is not the current intention of the Board to routinely hold hybrid meetings. These amendments are being made to provide the Directors with the flexibility should they need to make alternative arrangements for participation in meetings (including where physical participation may be prevented or restricted) and enable the Directors to continue to fulfil their legal obligation to hold shareholder meetings irrespective of any legislation or government guidance preventing physical meetings taking place or limiting the number of people who may attend a physical meeting.

Untraced members (Article 45): In line with market practice, the New Articles provide additional flexibility in relation to the sale of shares owned by shareholders who are untraced after a period of at least 12 years. Under the current Articles, the Company is required to give notice to untraced shareholders of an intention to sell their shares by way of an advertisement in both a national daily newspaper and a local newspaper circulating in the area in which the shareholder's last known postal address is. Under the New Articles, the Company must instead send a notice to the last registered or known address of the shareholder and use reasonable steps to trace the shareholder including, if considered appropriate, using a professional asset reunification company or other tracing agent. If, after 6 years, there has been no claim for the proceeds of sale, these will be forfeited.

Postponement or change of general meeting (Article 52.5): In line with current market practice, the New Articles provide flexibility to permit the notice of any change or postponement to be advertised in the manner that the Directors (in their discretion) decide.

Appointment of proxies (Article 71): The New Articles clarify that proxies may be appointed by electronic means and permit the Board to accept proxies received after the deadline.

Directors' fees (Article 78): The maximum amount of directors' fees has been increased to allow payment of non-executive directors' fees in accordance with the Remuneration Policy.

Annual re-election of directors (Article 85): The New Articles include a requirement for the Directors to be subject to annual re-election, in line with the requirements of the 2018 UK Corporate Governance Code.

Payment of dividends (Article 117): In March 2014, the Institute of Chartered Secretaries and Administrators ('ICSA') Registrars' Group published guidance on the practical issues relating to the provisions on dividend distributions in companies' articles of association. ICSA noted that it is clear that as new payment methods will be adopted, it is important that the market is prepared for such methods. Therefore, ICSA recommended that companies amend their articles of association to ensure that they have the flexibility to adopt new developments if, and when, it is considered desirable to do so. Consequently, the New Articles provide the Company with this flexibility.

Unclaimed dividends (Article 122): To reflect current market practice, the time period in respect of unclaimed dividends has been reduced from 12 years to 6 years.

Bearer shares: References to bearer shares have been removed as bearer shares are no longer permitted by law.

Notices (Article 131): The New Articles clarify the rules on electronic communications and allow for deemed delivery of electronic communications (e.g. email) when sent. The provisions concerning suspension of the postal service have been modernised to provide that communications must be placed on the Company's website and sent in electronic form to those who have provided an address for such communications.

Minor amendments: Some additional minor drafting and other changes have been made to the New Articles, including clarifying the procedure for nomination of persons with Information Rights, clarifying the rules for class meetings, allowing flexibility in execution of share certificates, and adding health and safety matters to the arrangements that may be required for general meetings.

Resolution 15

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. There may be occasions, however, when the Board needs the flexibility to finance business opportunities by the issue of ordinary shares without a pre-emptive offer. Resolution 15 would give the Directors that authority.

The authority under Resolution 15 would be limited to: (a) allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board considers necessary; and (b) allotments or sales (otherwise than pursuant to (a)) up to an aggregate nominal amount of £55,440, which represents approximately 5% of the Company's issued ordinary share capital as at 17 May 2021 (being the latest practicable date prior to the publication of this Notice).

The disapplication authorities under Resolution 15 is in line with the authority sought at the annual general meeting last year and the guidance set out in the Pre-emption Principles. The Pre-emption Principles allow a board to allot shares for cash otherwise than in connection with a pre-emptive offer up to 5% of a company's issued share capital for use on an unrestricted basis.

In accordance with the Pre-emption Principles, the Directors confirm that 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 without prior consultation with shareholders.

The Directors have no present intention of exercising this authority. However, the Directors consider it appropriate to maintain the flexibility that this authority provides. It is intended to renew these authorities at successive annual general meetings.

The authorities contained in Resolution 15 will expire at the next annual general meeting, or, if earlier, at 6.00pm on 28 September 2022.

Resolution 16

Section 307A of the Act provides that listed companies must hold general meetings (other than annual general meetings) 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 annual general meetings) on not less than 14 clear days' notice.

The Directors confirm that the shorter notice period would not be used as a matter of routine, but only where flexibility is merited by the business of the meeting, the proposals are time-sensitive, and it is thought to be to the advantage of shareholders as a whole. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

Notice of Annual General Meeting 2021 continued

Mears Group PLC

Notes

Proxy Appointments

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.
2. A proxy does not need to be a member of the Company. 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. However, given the possibility that we will need to limit attendance at the AGM, it is advisable that you appoint the Chairman as proxy.
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, Steelpark Road, Halesowen, West Midlands B62 8HD; and (iii) received by the Company's registrars no later than 11:00am on 25 June 2021 (or at such later time as the Chairman shall determine in his absolute discretion).
4. You may terminate a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrars. The notice must be received by the Company's registrars no later than the cut-off time for the receipt of proxy appointments.
5. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Please note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the form of proxy enclosed with this Notice and would like to change the instructions using another hard copy form of proxy, please contact Company Registrars. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
6. 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.
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.
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, must contain the information required for such instructions, as described in the CREST Manual and must be transmitted so as to be received by the Company's agent, Neville Registrars Limited (ID: 7RA11) by 11:00am on 25 June 2021 (or at such later time as the Chairman shall determine in his absolute discretion). 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). 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 (as amended).
9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Entitlement to attend and vote

10. 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 11:00am on 25 June 2021 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.

Entry to the AGM, security arrangements and conduct of proceedings

11. Given the continuing risk from COVID-19, the Company recommends that shareholders do not make arrangements to attend the AGM in person. However, the Company will continue to monitor the impact of COVID-19 and reserves the ability to revise the arrangements for the AGM in accordance with the circumstances. Any relevant updates regarding the AGM will be available on the Company's website.

Documents on display

12. There will be available for inspection at the Company's registered office by prior appointment 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) copies of the Non-Executive Directors' letters of appointment; and
 - (b) the Articles of Association and the new articles of association as proposed under resolution 14 (including a version marked to show the changes from the current Articles).

A copy of the Articles of Association and the new articles of association as proposed under resolution 14 (including a version marked to show the changes from the current Articles) will be available on the Company's website from the date of this Notice to the date of the AGM and for 15 minutes prior to and during the AGM at <https://www.mearsgroup.co.uk/Articles>.

Other information

13. Information regarding the meeting, including a copy of this Notice and the information required by Section 311A of the Companies Act 2006 (the 'Act'), is available from www.mearsgroup.co.uk.

Information rights

14. 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.
15. 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.
16. If you have been so nominated to receive general shareholder communications direct from Mears Group PLC, it is important to remember that your main contact in terms of your investment remains with the registered shareholder or custodian or broker, or whoever administers the investment on your behalf. You should also deal with them in relation to any rights that you may have under agreements with them to be appointed as a proxy and to attend, participate in, and vote at the meeting, as described above.
17. Any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. Mears Group PLC cannot guarantee dealing with matters that are directed to us in error. The only exception to this is where Mears Group PLC is exercising one of its powers under the Act and writes to you directly for a response.

Right to ask questions

18. Under section 319A of the Act, any member attending the AGM has the right to ask questions at the AGM relating to the business of the AGM. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

Statements related to the audit

19. 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 AGM 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.

Automatic poll voting

20. Each of the resolutions to be put to the meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting, which is also in line with best corporate governance practice. Proxies (and any members who attend in person) will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. The results of the poll will be published on the Company's website and notified to the market once the votes have been counted and verified.

Total voting rights and share capital

21. As at 6.00pm on 17 May 2021 (being the latest practicable date prior to the printing of this Notice) the Company's issued share capital consists of 110,881,897 ordinary shares of 1p, carrying one vote each. Therefore, the total voting rights in the Company as at 17 May 2021 are 110,881,897.
22. 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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