NOTICE OF AVAILABILITY

The Notice of Annual General Meeting to which this Proxy Form relates and the Report and Accounts are available on the Company's website at www.mearsgroup.co.uk

NOTES TO THE FORM OF PROXY

1 Please indicate how you wish your votes to be cast 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 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 The Form of Proxy must arrive at Neville Registrars Limited during usual business hours accompanied by any power of attorney or other written authority under which it is executed (if applicable), or a certified copy of such power of authority, no later than 1:00 p.m. on 21 June 2023.

4 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 7-10 in relation to the submission of a proxy appointment via CREST.

5 A corporation must execute the Form of Proxy under either its common seal or the hand of a duly authorised officer or attorney.

6 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.

7 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 embers, 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 & International 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.

9 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International 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.

10 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.

11 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 6.00 p.m. on 21 June 2023 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.

12 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.

Please complete and return this Form of Proxy to the Registrar at the address shown overleaf. If you wish to use an envelope, please address it to 'FREEPOST NEVILLE'. If it is posted outside the United Kingdom, please return it in an envelope using the address shown overleaf and pay the appropriate postage charge.

Mears Group PLC
(Incorporated in England and Wales under the Companies Act 1985 with Registered Number 3232863)

FORM OF PROXY

I/We _____ being (a) member(s) of the Company and entitled to vote at the Annual General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chairman of the Meeting)

or failing him/her, the Chairman of the meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on 23 June 2023 at Numis Securities Limited, 45 Gresham Street, London, EC2V 7BF at 1:00 p.m. and at any adjournment thereof.

Resolutions (*Special Resolutions)

		FOR	AGAINST	WITHHELD			FOR	AGAINST	WITHHELD
1	To receive and adopt the Directors' and Auditor's Reports and Audited Accounts for the year ended 31 December 2022	☐	☐	☐	10	To elect Lucas Critchley	☐	☐	☐
2	To approve the remuneration policy	☐	☐	☐	11	To re-elect Julia Unwin	☐	☐	☐
3	To approve the annual report on remuneration	☐	☐	☐	12	To re-elect Jim Clarke	☐	☐	☐
4	To re-appoint Ernst & Young LLP as auditor of the Company	☐	☐	☐	13	To re-elect Angela Lockwood	☐	☐	☐
5	To authorise the Directors to fix the remuneration of the auditor	☐	☐	☐	14	To elect Hema Nar	☐	☐	☐
6	To approve a final dividend of 7.25p per ordinary share	☐	☐	☐	15	To authorise the Directors to allot relevant securities generally pursuant to Section 551 of the Companies Act 2006 in connection with a rights issue	☐	☐	☐
7	To re-elect Chris Loughlin	☐	☐	☐	16*	To authorise the Directors to allot relevant securities generally pursuant to Section 570 of the Companies Act 2006	☐	☐	☐
8	To re-elect David Miles	☐	☐	☐	17*	To authorise the Company to make market purchases of its ordinary shares	☐	☐	☐
9	To re-elect Andrew Smith	☐	☐	☐	18*	To authorise the holding of general meetings on 14 clear days'	☐	☐	☐

If you are planning to attend the Annual General Meeting, please tick the following box: ☐

Mark this box with an "X" if you are appointing more than one proxy: ☐

Signed:

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote:

Date:

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Mears Group PLC

Attendance Card

Name
Address 1
Address 2
Address 3
Address 4
Address 5
Address 6

NEVILLE
R E G I S T R A R S

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Business Reply Plus
Licence Number
RTZE-YRRG-ETSK
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Neville Registrars Limited
Neville House
Steelpark Road
Halesowen
B62 8HD
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