

**Notice of General Meeting 2014**  
**Mears Group PLC**  
(Company registered number 3232863)

Notice is hereby given that a General Meeting (GM) of Mears Group PLC (the Company) will be held at Buchanan, 107 Cheapside, London EC2V 6DN on Wednesday 04 June 2014 which will commence immediately upon the conclusion of the Annual General Meeting to consider, and if thought fit, pass the following resolution as an ordinary resolution:

“THAT the Directors’ Remuneration Future Policy contained on pages 48 to 55 of the Audited Accounts and Annual Report for the financial year ended 31 December 2013 be approved”

By order of the Board

B R Westran  
Secretary  
19 May 2014

1390 Montpellier Court  
Gloucester Business Park  
Brockworth  
Gloucester GL3 4AH

**Explanatory note**

New regulations came into force in the UK on 1 October 2013 which require the Company to offer shareholders a binding vote on the Company’s forward-looking Directors’ Remuneration Policy (which is set out on pages 48 to 55 of this year’s Audited Accounts and Annual Report). This report sets out the Company’s future policy on Directors’ remuneration, including the setting of the Directors’ pay and the granting of cash and share based incentives.

This resolution is in addition to the advisory vote put forward at the Company’s 2014 Annual General Meeting to approve the Directors’ Annual Report on Remuneration (in terms of the payments and share awards made to Directors during the 2013 financial year in accordance with the Company’s existing remuneration policy) which is set out in pages 56 to 63 of the Audited Accounts and Annual Report.

## Notes:

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 GM and you should have received a Form of Proxy with this Notice of GM. 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 GM and voting in person. If you have appointed a proxy and attend the GM in person, your proxy appointment will automatically be terminated.
2. Information regarding the meeting, including the information required by Section 311A of the Act, is available from [www.mearsgroup.co.uk](http://www.mearsgroup.co.uk).
3. A proxy does not need to be a member of the Company but must attend the GM to represent you. If you wish your proxy to speak on your behalf at the GM you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. 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 GM.
5. 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.
6. As at 5.00pm on 16 May 2014 (being the latest practical date prior to the printing of this Notice) the Company's issued share capital consists of 101,013,878 ordinary shares of 1p, carrying one vote each.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the GM 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 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/site/public/EUI](http://www.euroclear.com/site/public/EUI)).
9. 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 10.30am on 2 June 2014 shall be entitled to attend and vote at the GM 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 GM.

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 GM and for 15 minutes prior to and during the GM 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.