

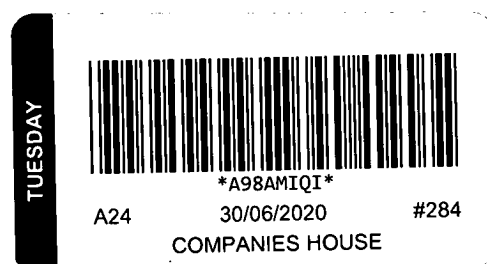
Company Number: 03232863

ORDINARY AND SPECIAL RESOLUTIONS

of

MEARS GROUP PLC

(the "Company")



At the Annual General Meeting of the Company duly convened and held on 29 June 2020 at 1390 Montpellier Court, Gloucester Business Park, Brockworth, Gloucester GL3 4AH the following Resolutions were duly passed:

(Resolutions numbered 1 to 16 as ordinary resolutions and Resolutions 17 and 19 as special resolutions)

ORDINARY RESOLUTIONS

1. **THAT** the Audited Accounts for the year ended 31 December 2019, together with the Directors' Report and Auditor's Report thereon, be received and adopted.
2. **THAT** the remuneration policy, contained on pages 91 to 97 of the Annual Report and Accounts for the year ended 31 December 2019 be approved.
3. **THAT** the Annual report on remuneration, contained on pages 98 to 105 of the Annual Report and Accounts for the year ended 31 December 2019 be approved.
4. **THAT** the Mears Group Long Term Incentive Plan (the 'LTIP'), the rules of which are produced in draft to this meeting (the terms of which are summarised in Appendix 1 to this Notice of Meeting) and, for the purposes of identification, initialled by the Chairman, be and are hereby approved and the directors be authorised to:
 - (a) do all acts and things which they may consider necessary or expedient for the purposes of implementing and giving effect to the LTIP; and
 - (b) establish further plans based on the LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the LTIP..
5. **THAT** Grant Thornton UK LLP be re-appointed as auditor of the Company.
6. **THAT** the Directors be authorised to fix the remuneration of the auditor.
7. **THAT** Kieran Murphy be elected as a Director.
8. **THAT** David Miles be re-elected as a Director.
9. **THAT** Andrew Smith be re-elected as a Director.
10. **THAT** Alan Long be re-elected as a Director.
11. **THAT** Geraint Davies be re-elected as a Director.
12. **THAT** Julia Unwin be re-elected as a Director.

13. **THAT** Roy Irwin be re-elected as a Director.
14. **THAT** Jim Clarke be elected as a Director.
15. **THAT** Chris Loughlin be elected as a Director.
16. **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 £368,343; and
 - (b) comprising equity securities (as defined in s560(1) of the Act) up to a further aggregate nominal amount of £368,343 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 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 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.

SPECIAL RESOLUTIONS

17. **THAT**, subject to the passing of Resolution 16, 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 16 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 16 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 £55,251,

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.

19. **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 and such authority expiring at the conclusion of the next AGM of the Company.



CHAIRMAN