

# NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of M.P. Evans Group PLC will be held at Tallow Chandlers' Hall, 4 Dowgate Hill, London EC4R 2SH on 5 June 2015 at 12 noon for the following purposes:-

## AS ORDINARY BUSINESS

- 1 To receive and consider the report of the directors and the audited consolidated financial statements for the year ended 31 December 2014.  
RESOLUTION ON FORM OF PROXY No 1
- 2 To re-elect Mr P E Hadsley-Chaplin as a director.  
RESOLUTION ON FORM OF PROXY No 2
- 3 To re-elect Mr P A Fletcher as a director.  
RESOLUTION ON FORM OF PROXY No 3
- 4 To re-elect Mr R M Robinow as a director.  
RESOLUTION ON FORM OF PROXY No 4
- 5 To re-elect Mr J D Shaw as a director.  
RESOLUTION ON FORM OF PROXY No 5
- 6 To declare a final dividend.  
RESOLUTION ON FORM OF PROXY No 6
- 7 To re-appoint PricewaterhouseCoopers LLP as auditors and to authorise the directors to determine their remuneration.  
RESOLUTION ON FORM OF PROXY No 7

## AS SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions, of which resolution 8 and 11 will be proposed as an ordinary resolution and resolutions 9 and 10 will be proposed as special resolutions:-

8. That, in substitution for all existing unexercised authorities, the authority conferred on the directors by article 7.2 of the Company's articles of association be renewed (unless previously renewed, varied or revoked) for a period ending on the earlier of the date of the Company's next annual general meeting and 30 June 2016 and, for that period, the Section 551 Amount is £1,844,246.  
RESOLUTION ON FORM OF PROXY No 8
9. That, in substitution for all existing unexercised authorities, the authority conferred on the directors by article 7.3 of the Company's articles of association be renewed and extended (unless previously renewed, varied or revoked) for a period ending on the earlier of the date of the Company's next annual general meeting and 30 June 2016 so that the directors are authorised to allot shares pursuant to article 7.2 of the

treasury shares for that period in an aggregate amount of up to £276,637 (the section 561 amount).

RESOLUTION ON FORM OF PROXY No 9

10. That the Company is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693 of the Companies Act 2006) of shares of 10p each in the capital of the Company provided that:-
  - (a) the maximum number of shares hereby authorised to be purchased is 5,532,739;
  - (b) the minimum price which may be paid for each share is 10p (exclusive of expenses);
  - (c) the maximum price (exclusive of expenses) which may be paid for each share is an amount equal to 105% of the average of the middle-market quotations for such shares as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day of purchase; and
  - (d) the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company or on 30 June 2016 whichever shall be the earlier save that the Company may, before the expiry of this authority, make a contract of purchase which will or may be executed wholly or partly after such expiry and may make a purchase of shares pursuant to any such contract.

RESOLUTION ON FORM OF PROXY No 10

11. That the directors be generally and unconditionally authorised to exercise the power contained in the articles of association of the Company as from time to time varied so that, to the extent and in the manner announced and determined by the directors, shareholders will be entitled to elect to receive an allotment of additional shares credited as fully paid in lieu of any cash dividend (or part thereof) paid by the directors or declared by the Company provided that this resolution shall expire at the end of the third general meeting of the Company after the date on which this resolution is passed.

RESOLUTION ON FORM OF PROXY No 11

By order of the board

**Claire Hayes**  
*Company Secretary*

## NOTES

- 1) A member of the Company entitled to attend, speak and vote at the meeting convened by this notice may appoint a proxy to exercise all or any of his or her rights to attend, speak and vote at the meeting on his or her behalf. A proxy need not be a member of the Company. Appointment of a proxy will not subsequently preclude a member from attending and voting at the meeting in person if he or she so wishes. A member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares held by the member. The form of proxy contains instructions on how to appoint more than one proxy.
  - 2) A form of proxy for use at the meeting is enclosed. Please return the form of proxy as soon as possible. To be valid, it must be received by post or (during normal business hours only) by hand at the office of the registrars, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ no later than 12 noon on 3 June 2015 (or, if the meeting is adjourned, no later than 48 hours before the time for holding the adjourned meeting, or, if a poll is taken otherwise than at or on the same day as the meeting at which it is demanded, no later than 24 hours before the time appointed for the taking of the poll).
  - 3) The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). 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.
  - 4) Pursuant to regulation 41 of the Uncertificated Securities
- shareholders registered on the register of members of the Company at 11.00 p.m. on 3 June 2015 (or, if the meeting is adjourned, 48 hours before the time of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend and vote at the meeting.
- 5) As at 24 April 2015, the Company's issued share capital consisted of 55,327,395 shares carrying one vote each. Therefore the total number of voting rights in the Company as at that date was 55,327,395.
  - 6) Copies of the directors' service contracts and terms and conditions of appointment will be available for inspection at the registered office of the Company during normal business hours and at the place of the meeting from 15 minutes prior to the meeting until its conclusion.
  - 7) Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, but powers purported to be exercised by more than one authorised representative in respect of the same shares will be treated as not exercised.
  - 8) Members who wish to communicate with the Company in relation to the meeting should do so using the following means: by writing to the Registrars at The Pavilions, Bridgwater Road, Bristol BS99 6ZZ. No other methods of communication will be accepted. In particular, no person may use any electronic address to communicate with the Company for any purposes other than those expressly stated in the relevant document.
- Any addressee of this notice who has sold or transferred all of the shares of the Company held by him or her should pass the annual report of which this notice forms part (including the form of proxy enclosed herewith) to the person through whom the sale was effected for transmission to the**