



NOTICE OF MEETING

In view of the ongoing Covid-19 situation and the uncertainty regarding restrictions on travel and public gatherings, the directors have decided that the AGM will again be held at our head office in Tunbridge Wells this year, with a live webcast of proceedings available to shareholders via the internet. With the health and safety of our shareholders and staff of paramount concern and given the limited scope for social distancing at the venue, it is with regret that the directors are asking shareholders to consider refraining from attending the meeting in person. Instead, the directors strongly urge shareholders to submit proxy votes appointing the chairman as their proxy as described below. The chairman of the meeting has determined that this year voting on all resolutions will be by way of poll. Shareholders are also encouraged to submit questions in advance of the meeting so that the directors may respond to them during the meeting. Shareholders are advised to check the AGM page of our website www.mpevans.co.uk for any updates concerning AGM arrangements.

NOTICE IS HEREBY GIVEN that the annual general meeting of M.P. Evans Group PLC will be held at 3 Clanricarde Gardens, Tunbridge Wells, TN1 1HQ on Thursday 10 June 2021 at 12:00 for the following purposes:

AS ORDINARY BUSINESS

	RESOLUTION ON FORM OF PROXY
1 To receive and consider the report of the directors and the audited consolidated financial statements for the year ended 31 December 2020.	No 1
2 To receive and consider the directors' remuneration report as set out in the annual report and accounts for the financial year ended 31 December 2020.	No 2
3 To re-elect Philip Fletcher as a director.	No 3
4 To re-elect Peter Hadsley-Chaplin as a director.	No 4
5 To declare a final dividend.	No 5
6 To appoint BDO LLP as auditors and to authorise the directors to determine their remuneration.	No 6

By order of the board

Katya Merrick
Company secretary
23 March 2021



NOTES

Please note that due to the on-going Covid-19 pandemic the notes below are to be construed as subject to any government restriction or regulation that may be in force at the time the AGM is held. The directors may refuse entry to the meeting on health and safety or other grounds, including if attendance would result in an inability to practice social distancing in compliance with any government restrictions that may then be in force:

- 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 (but subject to the restrictions stated above). 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 8 June 2021 (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). Alternatively, you may appoint a proxy electronically.

If you wish to submit your form of proxy via the internet, you will need your Control Number, Shareholder Reference Number ("SRN") and Personal Identification Number ("PIN") which are printed on the Form of Proxy. To appoint a proxy via the internet you should log on to the Computershare website at www.investorcentre.co.uk/eproxy. You will be asked to agree to the terms and conditions for electronic proxy appointment. It is important that you read these terms and conditions as they set out the basis on which proxy appointment via the internet shall take place. This electronic address is provided only for the purpose of communications relating to electronic appointment of proxies. When appointing a proxy consideration should be given to the possibility of restrictions on travel and public gatherings. You are strongly encouraged to appoint the chairman of the meeting as your proxy to ensure that your votes can be cast in a 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 Regulations 2001, the Company has specified that only those shareholders registered on the register of members of the Company at 11.00 p.m. on 8 June 2021 (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 23 March 2021, the Company's issued share capital consisted of 54,490,253 shares carrying one vote each. Therefore the total number of voting rights in the Company as at that date was 54,490,253.
- 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) Save as provided below, members who wish to communicate with the Company in relation to the meeting should do so 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.
- 9) Members have the right to require notice of a resolution to be moved or a matter to be included in the business of the meeting.
- 10) Given the limited room for physical attendance at the meeting as stated above, members are invited to send any questions which they may have on matters concerning the business of the meeting by post to the Company's registered office (marked for the attention of the company secretary) or by email to katya.merrick@mpevans.co.uk. Questions should be received by the company secretary by 09:30 on 10 June 2021. The Company will endeavour to respond to such requests but no answer need be given if: (i) to do so would involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company that the question be answered.

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 transferee or purchaser.