



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 10 June 2022 at 12:00 noon. The Company is pleased to be holding an 'in person' 2022 AGM, but also aims to make viewing on-line available. Further details will be provided in advance of the meeting on the Company's AGM website page. The meeting will be 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 2021.	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 2021.	No 2
3	To elect K Chandra Sekaran as a director.	No 3
4	To re-elect Jock Green-Armytage as a director.	No 4
5	To re-elect Philip Fletcher as a director.	No 5
6	To declare a final dividend.	No 6
7	To increase the total amount of fees payable to all of the non-executive directors (excluding any remuneration for special or additional services paid pursuant to article 102) to £250,000.	No 7
8	To appoint BDO LLP as auditors and to authorise the directors to determine their remuneration.	No 8

AS SPECIAL BUSINESS		RESOLUTION ON FORM OF PROXY
To consider and, if thought fit, pass the following resolution, as a special resolution:		
9	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 5,469,625; 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 2023 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.	No 9

By order of the board

Katya Merrick
Company secretary
22 March 2022

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 8 June 2022 (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.

- 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 pm on 8 June 2022 (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 22 March 2022, the Company’s issued share capital consisted of 54,696,253 shares carrying one vote each. Therefore the total number of voting rights in the Company as at that date was 54,696,253.
- 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.

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.

THE ANNUAL GENERAL MEETING WILL BE HELD ON FRIDAY 10 JUNE 2022 AT NOON

VENUE

Tallow Chandlers’ Hall
4 Dowgate Hill
London EC4R 2SH

CLOSEST TRANSPORT LINKS

Mansion House (District and Circle Lines)
Cannon Street (District and Circle Lines, National Rail Services)
Bank (Central, Northern and Waterloo & City Lines)

TALLOW
CHANDLERS’
HALL

