

## Notice of the Annual General Meeting

Notice is hereby given that the Annual General Meeting of Mears Group PLC will be held at the offices of Arbuthnot, Arbuthnot House, 20 Ropemaker Street, London EC2Y 9AR at 12 noon on 7 June 2006 when the following ordinary business will be considered:

1. To receive and adopt the accounts for the year ended 31 December 2005, together with the reports of the Directors and auditors thereon.
2. To declare a final dividend of 1.9p per share on the ordinary share capital of the Company.
3. To re-appoint Grant Thornton UK LLP as auditors and authorise the Directors to determine their remuneration.
4. To re-appoint R Holt as a Director who, in accordance with the Articles of Association, retires by rotation.
5. To re-appoint D J Robertson as a Director who, in accordance with the Articles of Association, retires by rotation.

And the following special business:

### Ordinary resolution

6. THAT the report of the Board in relation to remuneration policy and practice (as referred to on pages 20 and 21 of the annual report and accounts for the year ended 31 December 2005) be approved.
7. THAT in substitution for the authority to allot relevant securities conferred on the Directors by the ordinary resolution passed on 1 June 2005, the Directors be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Companies Act 1985) of the Company with an aggregate nominal amount of up to £272,738 provided that the authority hereby conferred shall expire five years from the date of this resolution unless previously renewed, varied or revoked by the Company in General Meeting and so that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities of the Company to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such agreements as if the authority hereby conferred had not expired. In relation to the grant of any rights to subscribe for, or to convert any security into, shares in the Company, the reference in this paragraph to the maximum amount of relevant securities that may be allotted is to the maximum amount of shares which may be allotted pursuant to such rights.

### Special resolution

8. THAT:
  - (a) the Directors be authorised to allot securities of the Company (pursuant to the authority conferred on the Directors by resolution 7 above) at any time up to the conclusion of the Company's next Annual General Meeting following the date of the passing of this resolution or, if earlier, the expiry of 15 months from the date of the passing of this resolution as if section 89(1) of the Companies Act 1985 did not apply to any such allotment, provided that such power shall be limited to the allotment of equity securities:
    - (i) in connection with any rights issue; and
    - (ii) otherwise than under sub-paragraph (a) (i) of this resolution, with an aggregate nominal amount of up to £29,414.
  - (b) such power shall permit and enable the Company to make an offer or agreement before the expiry of such power which would or might require equity securities to be allotted after such expiry and shall permit the Directors to allot such securities pursuant to any such offer or agreement as if such power had not expired; and
  - (c) in this resolution:
    - (i) "rights issue" means an offer of equity securities open for acceptance for a period fixed by the Directors to holders of ordinary shares on the register on a fixed record date in proportion to their respective holdings of such shares or in accordance with the rights attached thereto (but subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any regulatory body or any stock exchange in any territory);
    - (ii) the nominal amount of any securities should be taken to be, in the case of a right to subscribe for or convert any securities into shares of the Company, the nominal amount of the shares which may be allotted pursuant to such right; and
    - (iii) words and expressions defined in or for the purposes of sections 89 to 96 inclusive of the Companies Act 1985 shall bear the same meanings.

By order of the Board

**R B Pomphrett**  
Secretary  
9 May 2006

1390 Montpellier Court  
Gloucester Business Park  
Brockworth  
Gloucester GL3 4AH

### Notes

1. A member entitled to attend and vote at the Meeting may appoint a proxy to attend and, on a poll, to vote instead of him. A proxy need not also be a member of the Company.
2. A form of proxy is enclosed. Completion of the proxy does not preclude a shareholder from attending the Meeting and voting in person. Proxies must be received by the Company at Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA not less than 48 hours before the time fixed for the Meeting.
3. In accordance with Regulation 34 of Uncertified Securities Regulations 1995, only those members entered on the register of members of the Company on 2 June 2006 shall be entitled to attend or vote at the Meeting in respect of the numbers of shares registered in their name on that date.
4. 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 Annual General Meeting and for 15 minutes prior to and during the Meeting the following: the Register of members; the Register of Directors' interests in the share capital of the Company; the Memorandum and Articles of Association; details of proxies received; and copies of the Directors' Contracts of Service with the Company or its subsidiaries.