

CARR'S MILLING INDUSTRIES PLC

Notice of General Meeting

Notice is hereby given that a General Meeting of Carr's Milling Industries PLC (the "**Company**") will be held at 9.00am on Tuesday 31 March 2015 at Premier Inn Carlisle – M6 J44, Parkhouse Road, Carlisle, CA3 0JR to consider and, if thought fit, to pass the resolution below which will be proposed as a special resolution. The Board believe that the Company name is no longer representative of the Company's operations and is potentially misleading to existing and prospective stakeholders. The Board believe that it is important to retain the heritage of the Company and therefore the Carr's name. However, "Milling Industries" is not descriptive of the diverse and international business that the Company has become. To keep the name of the Company strong and simple, shareholder approval is sought to change the name to Carr's Group plc.

Special Resolution

"THAT the name of the Company be changed to Carr's Group plc."

By order of the Board



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Katie Sinclair
Company Secretary

13 March 2015

Registered Office:
Old Croft
Stanwix
Carlisle
CA3 9BA

Registered in England and Wales
Company No: 98221

NOTES

1. A Shareholder is entitled to appoint a proxy to exercise all or any of his rights to attend and to speak and vote on his behalf at the Meeting. A Shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder. A proxy need not be a Shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice. Should you wish to appoint more than one proxy, please photocopy the proxy form and insert the number of shares over which the proxy is appointed in the box next to the proxy's name. Please also indicate if the proxy instruction is one of multiple instructions being given. All forms should then be returned to the registrars in the same envelope.
2. To be valid, an appointment of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of such power of attorney or other authority), must be returned by one of the following methods:
 - in hard copy form by post, by courier or by hand to the Company's registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below;

and in each case must be received by the Company no later than 9.00am on Friday 27 March 2015.

Alternatively, members can submit their Form of Proxy electronically through the shareholder portal at www.capitashareportal.com by no later than 9.00am on Friday 27 March 2015. Members will need their user name and password in order to log in and vote. If you have forgotten your user name or password, you can request a reminder via the shareholder portal. If you haven't previously registered to use the portal, you will require your investor code. Your investor code can be found on your share certificate or on a recent tax voucher. If you have any questions regarding this process please contact our Registrars, Capita Asset Services on 0871 664 0300 (calls cost 10p per minutes plus network extras. Lines are open 8.30am – 5.30pm Monday to Friday).

3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications, and must contain the information required for such instruction, as described in the CREST Manual available via www.euroclear.com/CREST. The message, regardless of whether it constitutes the appointment

of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time for receipt of proxy appointments specified in this Notice of Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed (a) voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.

4. Appointment of a proxy will not prevent a Shareholder attending the Meeting and voting in person if he wishes to do so.
5. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Capita Asset Services on 0871 664 0300 (calls cost 10p per minute plus network extras. Lines are open 8.30am – 5.30pm Monday to Friday). If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

A shareholder may change a proxy instruction but to do so will need to inform the Company in writing by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation

notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Capita Asset Services not later than 9.00am on Friday 27 March 2015.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

6. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 ("the Act") to enjoy information rights (a "Nominated Person") may have a right, under an agreement between him and the Shareholder by whom he was nominated, to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of Shareholders in relation to the appointment of proxies in notes 1 to 5 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by Shareholders of the Company.

7. Only those Shareholders entered on the register of members of the Company at 6.00pm on Friday 27 March 2015 (or, in the event that the Meeting is adjourned, in the register of members 48 hours before the time of any adjourned Meeting excluding non-working days) will be entitled to attend or vote at such Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the Meeting or adjourned Meeting.
8. As at Friday 13 March 2015 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital consists of 89,590,090 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at Friday 13 March 2015 are 89,590,090.
9. 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 provided that they do not do so in relation to the same shares.
10. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
11. Under section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the Shareholders requesting any such website publication to pay its expenses in complying with section 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.
12. Copies of the following documents are available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) until the conclusion of the Meeting:
 - (a) a statement of the transactions of Directors (and their family interests) in the ordinary shares of the Company;
 - (b) the service contracts of the Executive Directors and the letters of appointment of the Non-Executive Directors; and
 - (c) the existing Articles of Association of the Company.The documents referred to above will also be available for inspection during the Meeting and for at least fifteen minutes before it begins.
13. Any member attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
14. The contents of this Notice, details of the total number of shares in respect of which members are entitled to exercise voting rights at the Meeting, the total voting rights that members are entitled to exercise at the Meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice will be available on the Company's website: www.carrs-milling.com
15. You may not use any electronic address provided either in this Notice or any related documents (including the chairman's letter and form of proxy) to communicate with the Company for any purposes other than those expressly stated.
16. Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that the members subject all messages to virus checking procedures prior to use. Any electronic communication received by the Company, including the lodgement of an electronic proxy form, that is found to contain any virus will not be accepted.