



COMPANY NUMBER: 98221

CARR'S GROUP PLC

NOTICE OF ANNUAL GENERAL MEETING



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TUESDAY 5 JANUARY, 2016 AT 11.30 AM

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have recently sold or transferred all of your shares in Carr's Group plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

COMPANY NUMBER: 98221

Notice is hereby given that the one hundred and seventh Annual General Meeting of the Company will be held at the Crown Hotel, Wetheral, Carlisle on Tuesday 5 January, 2016 at 11.30 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive the Company's Annual Accounts for the financial year ended 29 August 2015 together with the Directors' Report and the Auditor's Report on those accounts.
2. To declare a final dividend of 1.85p per ordinary share for the year ended 29 August 2015.
3. To re-elect Robert Heygate as a Non-Executive Director of the Company.
4. To re-elect Alistair Wannop as a Non-Executive Director of the Company.
5. To re-elect Christopher Holmes as a Non-Executive Director of the Company.
6. To re-elect Tim Davies as an Executive Director of the Company.
7. To re-elect Neil Austin as an Executive Director of the Company.
8. To elect John Worby as a Non-Executive Director of the Company.
9. To elect Ian Wood as a Non-Executive Director of the Company.
10. To re-appoint PricewaterhouseCoopers LLP as Auditors of the Company.
11. To authorise the Audit Committee of the Board to determine the remuneration of the auditors.
12. To approve the Directors' Remuneration Report (excluding the Remuneration Policy) for the financial year ended 29 August 2015.
13. To consider and, if thought fit, pass the following resolution, which will be proposed as an ordinary resolution:

"**THAT**, in substitution for all existing and unexercised authorities and powers, the Directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the "Act") to exercise all or any of the powers of the Company to allot relevant securities to such persons at such times and generally on such terms and conditions as the Directors may determine (subject always to the Articles of Association of the Company) provided that:

- a. the maximum nominal amount of such securities which may be allotted under this authority is £741,020.61; and
- b. this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next Annual General Meeting or on the date which is 6 months after the next accounting reference date of the Company (if earlier) save that the Directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period, and the Directors of the Company may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired."

SPECIAL BUSINESS

14. To consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

"**THAT**, subject to and conditional upon the passing of the Resolution numbered 13 in the notice convening the meeting at which this Resolution was proposed and in substitution for all existing and unexercised authorities and powers, the Directors of the Company be and are hereby empowered pursuant to section 570-573 of the Act to allot equity securities pursuant to the authority conferred upon them by Resolution 13 as if section 561 of the Act did not apply to any such allotment, provided that this authority and power shall be limited to:

- a. the allotment of equity securities in connection with a rights issue or similar offer in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all shareholders are proportionate (as nearly as may be) to the respective number of Ordinary Shares held by them, subject only to such exclusion or other arrangements as the Directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in any territory; and
 - b. the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £112,275.85 representing approximately 5% of the current issued share capital of the Company, and shall expire on the date of the next Annual General Meeting of the Company or (if earlier) the date which is 6 months after the next accounting reference date of the Company, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired."
15. To consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

"**THAT**, the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693 of the Act) of Ordinary Shares provided that:

- a. the maximum number of Ordinary Shares which may be purchased is 8,982,068 (representing 10% of the Company's issued share capital);
- b. the minimum price which may be paid for each Ordinary Share is 2.5p;
- c. the maximum price which may be paid for each Ordinary Share is an amount equal to 105% of the average of the middle market quotations for an Ordinary Share as derived from the Daily Official List of London Stock Exchange plc for the 5 business days immediately preceding the day on which the Ordinary Share in question is purchased;

- d. unless previously revoked or varied, the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2017 or, if earlier, on the date which is 12 months after the date of the passing of this Resolution; and
- e. the Company may make a contract or contracts to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority, which contract or contracts will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.”
16. To consider and, if thought fit, pass the following Resolution which will be proposed as a special resolution:
- “**THAT**, a general meeting other than an Annual General Meeting may be called on not less than 14 clear days’ notice.”
17. To consider and, if thought fit, pass the following Resolution which will be proposed as a special resolution:
- “**THAT**, the existing Articles of Association be replaced in their entirety with new Articles of Association, a copy of which is attached.”
18. To consider and, if thought fit, pass the following Resolution which will be proposed as a special resolution:
- “**THAT**, the Directors be and are hereby authorised to:
- a. establish the Carr’s Group Sharesave Scheme 2016 (“the Sharesave Scheme”), a copy of the draft rules of which has been produced to the meeting and initialled, for the purpose of identification only, by the Chairman, and a summary of the main provisions of which are set out in the explanatory notes; and
- b. do all acts and things necessary to give effect to the Sharesave Scheme, including amending the Sharesave Scheme as may be necessary to ensure the Sharesave Scheme complies with HMRC requirements.”
19. To consider and, if thought fit, pass the following Resolution which will be proposed as a special resolution:
- “**THAT**, the Directors be and are hereby authorised to establish future share plans for the benefit of employees outside the United Kingdom based on the Carr’s Group plc Sharesave Scheme 2016, modified to the extent necessary or desirable to take account of non-United Kingdom tax, securities and exchange control laws and regulations, provided that such plans must operate within the limits as individual or overall participation.

BY ORDER OF THE BOARD


Katie Sinclair
Company Secretary
Date: 11 November 2015

Old Croft
Stanwix
Carlisle
CA3 9BA

DEAR SHAREHOLDER

2015 ANNUAL GENERAL MEETING

The Annual General Meeting of Carr's Group plc ("the Company") is to be held at Crown Hotel, Wetheral, Carlisle on Tuesday 5 January 2016.

Tea and coffee will be served before the Annual General Meeting and lunch will also be available afterwards.

As you will see from the Notice of Annual General Meeting on pages 1 and 2, in addition to the ordinary business contained in Resolutions 1 to 12, there are items of special business contained in Resolutions 13 to 19 and these are explained and summarised below.

The Directors of the Company consider that all the proposals to be considered at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company. The Directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings.

Resolutions 1 to 13 are ordinary resolutions which will be passed if more than 50% of the votes cast are in favour of the Resolutions. Resolutions 14 to 19 are special resolutions which will be passed if at least 75% of the votes cast are in favour of the Resolutions.

Resolutions 3 to 7 are separate resolutions to re-elect all the Directors who retire in accordance with best practice. Each of the Directors who are proposed to be re-elected have consented to their proposed appointment and are eligible to be appointed. The Board believes that each of them continues to perform effectively with full commitment to their role.

Resolutions 8 to 9 are separate resolutions to elect for the first time Non-Executive Directors John Worby and Ian Wood.

Resolutions 3 – 7 – Re-election of Directors

All of the Directors are standing for re-election to the Board.

Robert Heygate was appointed to the Board on 24 January 1991. He is the joint Managing Director of Heygate & Sons Ltd, the UK's largest independent flour milling company. He is the longest standing Non-Executive Director of Carr's. He is also a member of the executive of Camden BRI Association and sits as Chairman on its audit committee. For almost 30 years he has been a member of the executive of the National Association of British & Irish Millers. Robert has announced he will retire as a Director in April 2016 after 25 years' service as a Director. Age 70.

Alistair Wannop was appointed to the Board on 1 September 2005. He is Chairman of the Remuneration Committee. Alistair has been the Chairman of both the County NFU and the MAFF northern regional advisory panel. He has served as a Director of The English Farming and Food Partnership, Rural Regeneration Cumbria, and Cumbria Vision. Alistair is a fellow of the Royal Agricultural Society of England. Age 53.

Christopher Holmes was appointed to the Board on 7 January 1992, and as Chief Executive in September 1994. Previously he held senior management positions in the agricultural division of J Bibby & Sons. Chris retired as Chief Executive Officer on 28 February 2013 and commenced as Executive Chairman on that date until becoming Non-Executive Chairman on 1 August 2013. Age 64.

Tim Davies was appointed Chief Executive on 1 March 2013. He was Group Managing Director of Grainfarmers PLC, and led its successful merger with Centaur Grain Ltd to become Openfield, the largest farmer-owned grain marketing business in the UK. Tim has been a Board Director of the Agricultural Industries Confederation for over 10 years. Age 53.

Neil Austin was appointed Group Finance Director on 1 May 2013, joining the Company from PricewaterhouseCoopers where he had been a director since 2007. Whilst at PwC he advised FTSE 350 companies including multi-nationals on internal and external audit, risk assurance, as well as providing due diligence services. He is a Fellow of the Institute of Chartered Accountants. Age 39.

Resolution 8 – Election of Director

John Worby joined the Board as a Non-Executive Director on 1 April 2015; he is also the Senior Independent Director and Chairman of the Audit Committee. John has held a number of senior positions within FTSE 250 companies. He is currently a Non-Executive Director of Fidessa plc, and Senior Independent Director of Connect Group plc. Previously, John was Finance Director of Genus plc, a role from which he retired in 2013, and Non-Executive Director of Cranswick plc for nine years until July 2014. He is a chartered accountant and a member of the Financial Reporting Review Panel. Age 64.

Resolution 9 – Election of Director

Ian Wood was appointed to the Board on 1 October 2015. He is the Commercial Director, International Business Development in Centrica (previously British Gas) and has held a number of positions with the company, covering various aspects of the business including engineering, customer services, industrial and commercial marketing, and energy trading within the UK, Continental Europe and North America. Age 56.

Having regard to the roles that they perform and the individual input and contribution they make, the Board has concluded that each candidate's performance more than justifies nomination for re-election/election by shareholders.

Resolution 12 – Directors' Remuneration Report

Resolution 12 asks Shareholders to receive and approve the Directors' Remuneration Report which is set out on pages 30 to 35 of the Annual Report & Accounts. The Board considers that appropriate executive remuneration plays a vital part in helping to achieve the Company's overall objectives. This Resolution is an advisory vote, as permitted by law, and no entitlement to remuneration is conditional upon this Resolution being passed.

Resolution 13 – Authority to allot shares

Under the Companies Act 2006, the Directors of a public limited company are unable to allot shares without the authority of the Shareholders in a general meeting. Resolution 13 authorises the Directors to allot shares in the Company up to an aggregate nominal amount of £741,020.61. This represents 29,640,824 Ordinary Shares of 2.5p each in the capital of the Company, which is approximately 33% of the Company's issued share capital (excluding treasury shares) as at 11 November 2015 (being the last practicable date before the printing of this document).

As at 11 November 2015 (being the last practicable date before the printing of this document), no shares in the Company were held as treasury shares.

This authority will last until the end of the next Annual General Meeting of the Company or 28 February 2017 if earlier. The Directors do not have any present intention of exercising this authority except in connection with the issue of Ordinary Shares in respect of the Company's share option plans.

This Resolution complies with guidelines issued by investor bodies and, in accordance with normal practice, the Directors will seek annual renewal of this authority.

The Association of British Insurers' guidance on the approval of allotments of shares states that, in addition to request for authorisation to allot new shares in an amount up to one-third of the existing issued share capital of a company, it would regard as routine requests to authorise the allotment of a further one-third in connection with a rights issue. Resolution 13 is the usual general authority to allot shares up to approximately 33% of the Company's issued share capital (which as in previous years is accompanied by a disapplication of Shareholders' pre-emption rights Resolution in Resolution 14).

Resolution 14 – Disapplication of pre-emption rights

If equity securities are to be allotted for cash, the Companies Act 2006 ("the Act") requires that those equity securities and treasury shares are offered first to existing Shareholders on a pro rata basis, i.e. in proportion to the number of equity securities they each hold at that time. Equity securities include the Company's Ordinary Shares.

There may be circumstances, however, when it is in the interests of the Company to be able to allot equity securities for cash and to sell treasury shares for cash without first offering them to existing Shareholders.

Resolution 14 gives the Directors power to allot equity securities for cash (pursuant to the authority obtained in Resolution 13) and to sell treasury shares for cash as if the pre-emption provisions of section 561(1) of the Act do not apply. Other than in connection with a rights issue or other similar issue, the power contained in this Resolution will be limited to an aggregate nominal amount of £112,275.85. This represents 4,491,034 Ordinary Shares of 2.5p each in the capital of the Company, which is approximately 5% of the Company's issued share capital as at 11 November 2015 (being the latest practicable date before the printing of this document).

This power will last until the end of the next Annual General Meeting of the Company or 28 February 2017 if earlier. This Resolution complies with guidelines issued by investor bodies and, in accordance with normal practice, the Directors will seek annual renewal of this power.

The Company intends to comply with the principle on disapplying pre-emption rights set out by the Pre-Emption Group that (in the absence of suitable advance consultation and explanation or the matter having been specifically highlighted at the time at which the request for disapplication was made) a company should not issue more than 7.5% of its ordinary share capital for cash other than to existing Shareholders in any rolling three year period.

Resolution 15 – Authority to buy own ordinary shares

Resolution 15 authorises the Company to buy its own Ordinary Shares in the market.

This authority allows the Company to purchase a maximum of 8,982,068 Ordinary Shares (which is approximately 10% of the company's issued share capital as at 11 November 2015).

The price to be paid for any shares must not be less than 2.5p, being the nominal value of a share, and must not exceed 105% of the average middle market quotations for the Ordinary Shares of the Company as derived from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which the Ordinary Shares are contracted to be purchased.

This authority will expire on the earlier of the date which is 12 months after the passing of the Resolution or the conclusion of the next Annual General Meeting to be held after the date of this Annual General Meeting.

As at 11 November 2015 (the latest practicable date before the printing of this document) options over 3,176,030 Ordinary Shares in the Company were outstanding under the Company's employee share schemes, representing 3.5% of the Company's issued share capital at that date. If the existing authority to purchase shares granted at the Company's last Annual General Meeting and the proposed authority now being sought were to be exercised in full, such options would represent 3.9% of the Company's issued share capital (excluding treasury shares) at 11 November 2015.

Shares will only be repurchased if the Directors consider such purchases to be in the best interests of Shareholders generally and that they can be expected to result in an increase in earnings per share. The authority will only be used after careful consideration, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels and the overall financial position of the Company. Shares held as treasury shares will not automatically be cancelled and will not be taken into account in future calculations of earnings per share (unless they are subsequently resold or transferred out of treasury).

Resolution 16 – Notice of general meetings

Under the Act the notice period required for general meetings of the Company is 21 clear days unless Shareholders approve a shorter notice period, which cannot however be less than 14 clear days. (Annual General Meetings will continue to be held on at least 21 clear days' notice).

In order to call general meetings on less than 21 clear days' notice, the Company must make a means of electronic voting available to all Shareholders for that meeting. This requirement will be satisfied if the Company offers a facility allowing Shareholders to appoint a proxy by means of a website.

Resolution 17 – Articles of Association

As a result of the change of name to Carr's Group plc the Board have reviewed the Articles of Association and have asked the Company's solicitor to amend the Articles in line with minor regulatory changes and best practice. A copy of the Articles is enclosed with this notice.

In brief, the main changes to the Articles are as follows:

- Throughout : replacing all references to the Companies Act 1985 with references to the Companies Act 2006
- To change the name from Carr's Milling Industries PLC to Carr's Group plc
- The insertion of a new Article 19.7 (entitled Satellite meetings) to permit the Board to decide that a general meeting shall be held at two or more locations

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- At Articles 29.1 & 29.2 to specify that all Directors (not, as currently one-third) are to retire by rotation and a re-elected Director will be treated as continuing in office without a break
 - To amend the quorum for a Directors' meeting to 3 and introduction of wording to permit similar Board meetings to be held by telephone and similar means.

Resolutions 18 and 19 – Adoption of the Carr's Group Sharesave Scheme 2016 and authority to establish international sharesave schemes

The Carr's Milling Industries Sharesave Scheme 2006 expires this year so no further options may be granted under it. The Directors are therefore seeking authority to operate a new Carr's Group Sharesave Scheme 2016 ("the Sharesave Scheme") as a replacement scheme in order to continue to offer share options to Carr's employees.

The Sharesave Scheme is approved on similar terms to the previous scheme but updated to take into account the current legislation and market practice.

The Directors are also seeking authority to adopt further schemes, similar to the Sharesave Scheme, to be operated in other countries but modified to take into account local tax, exchange control or security laws in such countries and, where feasible, to provide favourable tax treatment. Any further schemes may allow for different savings amounts and exercise periods as permitted under the equivalent tax favourable employee plans. The shares made available under these schemes will count against overall participation limits set in the scheme.

An overview of the Sharesave Scheme is on page 6.

A copy of the Sharesave Scheme will be available for inspection at the offices of Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW during normal business hours (excluding public holidays) from the date hereof until the close of the Annual General Meeting and at the place of the Annual General Meeting at least 15 minutes prior to the start of and until the end of the Annual General Meeting.

SHARESAVE SCHEME OVERVIEW

Summary of principal terms of the proposed Carr's Group Sharesave Scheme (the "Scheme").

Operation

The operation of the Scheme is supervised by the Board of Directors of the Company (the "Board").

Eligibility

Employees and full-time Directors of the Company and any designated participating subsidiary are eligible to participate. The Board may require employees to have completed a qualifying period of employment of up to 5 years before the grant of options. The Board may allow other employees to participate.

Grant of Options

Options can only be granted to employees who enter into a savings contract, under which monthly savings are normally made over a period of 3 or 5 years. Options must be granted within 42 days following an announcement by the Company of any period results. The number of shares over which an option is granted will be such that the total option price payable for those shares will correspond to the proceeds on maturity of the related savings contract.

An option may not be granted more than 10 years after the date on which the Scheme is approved by the Company's Shareholders at the 2015 AGM. Options are not transferable except on death and are not pensionable.

Individual Participation

Monthly savings by an employee under all savings contracts linked to options granted under any scheme may not exceed the prevailing statutory minimum, currently £500. The Board may set a lower limit in relation to any particular grant options which shall be no more than £10.

Option Price

The price per share payable upon the exercise of an option will not be less than the higher of:

- 80% of the middle market quotation of the share on the London Stock Exchange on a date falling within the 3 days preceding the date specified on the invitation to participate in this Scheme; and
- If the option relates only to new issue shares, the nominal value of the share.

Exercise of Options

Options will normally be exercisable for a 6 month period from the 3rd or 5th anniversary of the commencement of the savings related contract. Earlier exercise is permitted, however, in the following circumstances:

- Following cessation of employment by reason of death, injury, disability, redundancy, retirement, a relevant transfer under the Transfer of Undertakings (Protection of Employment) Regulations 2006 or the business that the employee works for ceasing to be part of the Company's Group;
- In the event of a takeover, scheme of arrangement or winding up of the Company, except in the case of an internal reorganisation in which the Board may decide to exchange existing options for equivalent new options over shares in a new holding company.

Except as stated above, options will lapse on cessation of employment or directorship with the Company's group.

Overall Plan Limits

The Scheme may operate over new issue shares, Treasury shares or shares purchased in the market.

In any 10 calendar year period, the Company may not issue more than 10% of the issued ordinary share capital of the Company. Treasury shares will count as new issue shares for the purpose of this limit.

Variation of Capital

If there is a variation of the Company's share capital then the Board may make such adjustment as it considers appropriate to the number of shares under option at the option price.

Rights Attaching to Shares

Any shares allotted when an option is exercised under the Scheme will rank equally with shares then in issue.

Alterations to the Scheme

The Board may amend the provisions of the Scheme in any respect provided that the prior approval of the Shareholders is obtained for any amendments that are to the advantage of the participants in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of shares or the transfer of Treasury shares, the basis for determining a participants entitlement to, and the terms of, the shares to be acquired and the adjustment of options.

The requirement to obtain the prior approval of Shareholders will not, however, apply to any minor alteration made to benefit the administration of the Scheme, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants in the Company's group.

Overseas Schemes

The Shareholder resolution to permit the Board to establish an international sharesave scheme will allow the Board without further Shareholder approval to operate sharesave schemes in overseas territories. Any such scheme shall be similar to the Scheme but modified to take into account local tax, exchange control or security laws provided that any shares made available under further schemes are treated as counting against the limits on individual and overall participation in the Scheme.

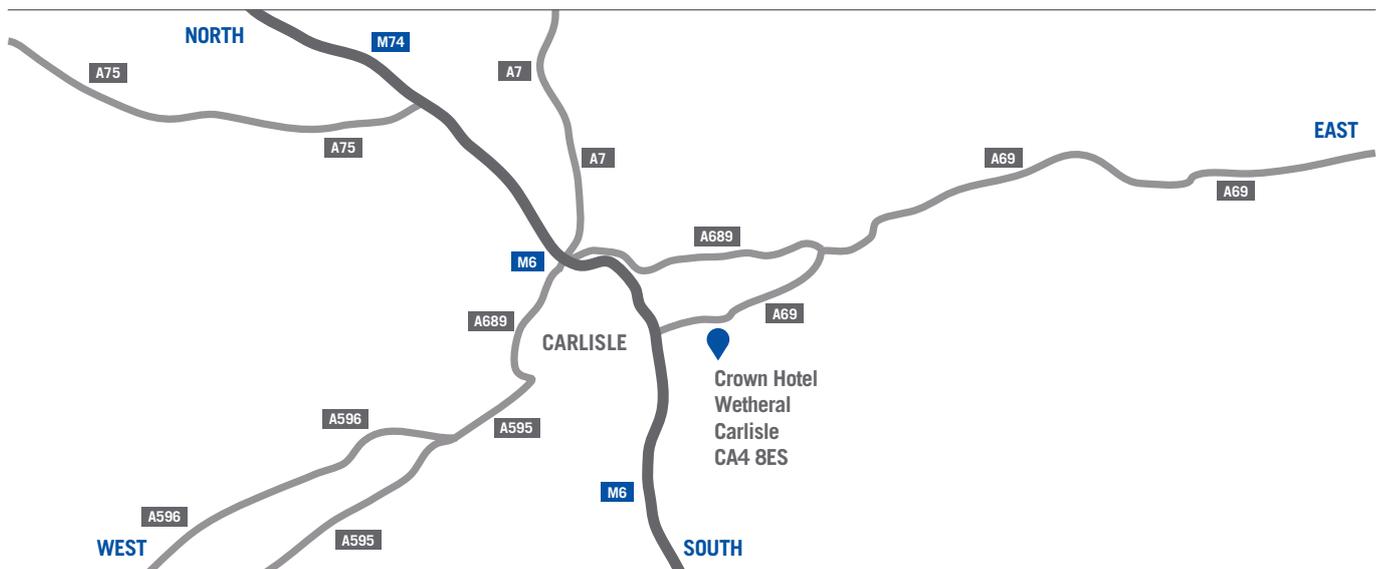
NOTES

1. Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at www.carrsgroup.com.
2. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment thereof 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 voting 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.
4. In order for a proxy appointment, or instruction, made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message regardless of whether it relates to the appointment of a proxy or to 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(s) for receipt of proxy appointments specified in the 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 Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy instructions. It is therefore 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 or her 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.
5. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
6. As at 5.00 pm on 11 November 2015, the Company's issued share capital comprised 89,820,680 Ordinary Shares of 2.5 pence each. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 5.00 pm on 11 November 2015 is 89,820,680.

The website referred to in note 1 will include information on the number of shares and voting rights.
7. Any member attending the meeting has the right to ask questions. The Company must answer any question you ask relating to the business being dealt with at the meeting unless:
 - 7.1 answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - 7.2 the answer has already been given on a website in the form of an answer to a question; or
 - 7.3 it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
8. Under section 338 of the Companies Act 2006, a shareholder or shareholders meeting the qualification criteria set out at note 11 below, may, subject to conditions, require the Company to give to shareholders notice of a resolution which may properly be moved and is intended to be moved at that meeting.
 - 8.1 The conditions are that:
 - 8.1.1 The resolution must not, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); and
 - 8.1.2 The resolution must not be defamatory of any person, frivolous or vexatious.
 - 8.2 The request:
 - 8.2.1 may be in hard copy form or in electronic form (see note 12 below);
 - 8.2.2 must identify the resolution of which notice is to be given by either setting out the resolution in full or, if supporting a resolution sent by another shareholder, clearly identifying the resolution which is being supported;
 - 8.2.3 must be authenticated by the person or persons making it (see note 12 below); and
 - 8.2.4 must be received by the Company at least 6 weeks before the meeting to which the request relates.
 - 8.3 In the case of a request made in hard copy form, such request must be:
 - 8.3.1 authenticated by being signed by the shareholder or shareholders making the request, who should also add their address; and
 - 8.3.2 sent to Katie Sinclair, Carr's Group plc, Old Croft, Stanwix, Carlisle, CA3 9BA.
 - 8.4 In the case of a request made in electronic form, such request must be:
 - 8.4.1 authenticated by stating on it the name of the shareholder sending the request and that shareholder's address; and
 - 8.4.2 sent to katie.sinclair@carrsgroup.com.

9. Under section 338A of the Companies Act 2006, a shareholder or shareholders meeting the qualification criteria set out at notes 11.4 to 11.6 below, may, subject to conditions, require the Company to include in the business to be dealt with at the meeting a matter (other than a proposed resolution) which may properly be included in the business (a matter of business).
- 9.1 The conditions are that the matter of business must not be defamatory of any person, frivolous or vexatious.
- 9.2 The request:
- 9.2.1 may be in hard copy form or in electronic form (see note 12 below);
- 9.2.2 must identify the matter of business by either setting it out in full or, if supporting a statement sent by another shareholder, clearly identify the matter of business which is being supported;
- 9.2.3 must be accompanied by a statement setting out the grounds for the request;
- 9.2.4 must be authenticated by the person or persons making it (see note 12 below); and
- 9.2.5 must be received by the Company at least 6 weeks before the meeting to which the request relates.
10. Under section 527 of the Companies Act 2006, a shareholder or shareholders meeting the criteria set out at note 11 below, have the right to request the Company to publish on its website a statement setting out any matter that such shareholders propose to raise at the meeting relating to 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.
- 10.1 Where the Company is required to publish such a statement on its website:
- 10.1.1 it may not require the shareholders making the request to pay any expenses incurred by the Company in complying with the request;
- 10.1.2 it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website; and
- 10.1.3 the statement may be dealt with as part of the business of the meeting.
- 10.2 The request:
- 10.2.1 may be in hard copy form or in electronic form (see note 12 below);
- 10.2.2 either set out the statement in full or, if supporting a statement sent by another shareholder, clearly identify the statement which is being supported;
- 10.2.3 must be authenticated by the person or persons making it (see note 12 below); and
- 10.2.4 be received by the Company at least one week before the meeting.
11. In order to be able to exercise the shareholders' right to require:
- 11.1 circulation of a resolution to be proposed at the meeting (see note 8);
- 11.2 a matter of business to be dealt with at the meeting (see note 9); or
- 11.3 the Company to publish audit concerns (see note 10), the relevant request must be made by:
- 11.4 a shareholder or shareholders having a right to vote at the meeting and holding at least 5% of total voting rights of the Company; or
- 11.5 at least 100 shareholders having a right to vote at the meeting and holding, on average, at least £100 of paid up share capital.
- 11.6 For information on voting rights, including the total number of voting rights, see note 6 above and the website referred to in note 1.
12. Where a shareholder or shareholders wish to request the Company to:
- 12.1 circulate a resolution to be proposed at the meeting (see note 8);
- 12.2 include a matter of business to be dealt with at the meeting (see note 9); or
- 12.3 publish audit concerns (see note 10), such request must be made by either sending:
- 12.4 a hard copy request which is signed by you, states your full name and address to Katie Sinclair, Carr's Group plc, Old Croft, Stanwix, Carlisle, CA3 9BA.
- 12.5 a request which states your full name and address and confirms that you are the sender to katie.sinclair@carrsgroup.com. Please state "AGM" in the subject line of the e-mail.
13. Voting on all resolutions will be conducted by way of a show of hands. As soon as practicable following the meeting, the results of the voting will be announced via a regulatory information service and also placed on the Company's website.
14. Copies of the service contracts of the Executive Directors and the Non-Executive Directors' contracts for services are available for inspection at the Company's registered office during normal business hours and at the place of the meeting from at least 15 minutes prior to the meeting until the end of the meeting. In addition, a copy of the proposed new Articles of Association of the Company, together with a copy of the existing Articles of Association of the Company marked to show the changes being proposed, will also be available for inspection at the Company's registered office from 16 November 2015 until the time of the meeting and at the place of the meeting from at least 15 minutes prior to the meeting until the end of the meeting.
15. Except as provided above, shareholders who have general queries about the meeting should call 01228 554600.
16. You may not use any electronic address provided either:
- 16.1 in this notice of Annual General Meeting; or
- 16.2 any related documents (including the Chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.

HOW TO GET TO CROWN HOTEL



Crown Hotel, Wetheral, Carlisle, CA4 8ES

From the M6 Travelling North

Leave M6 at Junction 42. At the roundabout at the top of the slip road, take the third exit, the B6263, signed Wetheral.

Stay on this road for about two miles, passing through Cumwhinton, until you reach Wetheral.

Just after the village green, turn right by the general store. Take the next left turn into the hotel car park.

From the M6 Travelling South

Leave M6 at Junction 43. At the roundabout at the top of the slip road, take the A69 towards Brampton and Newcastle.

After about three quarters of a mile, turn right onto the B6263 to Wetheral. Once in the village, turn left at the village store, before the village green. Take next left into the hotel car park.

Rail

The Crown Hotel is only a couple of minutes' walk from Wetheral train station, which is on the main Carlisle - Newcastle Line.

Bus

The Hotel is situated just around the corner from the local bus route which runs on an hourly basis to and from Carlisle.



Old Croft, Stanwix, Carlisle CA3 9BA
www.carrsgroup.com