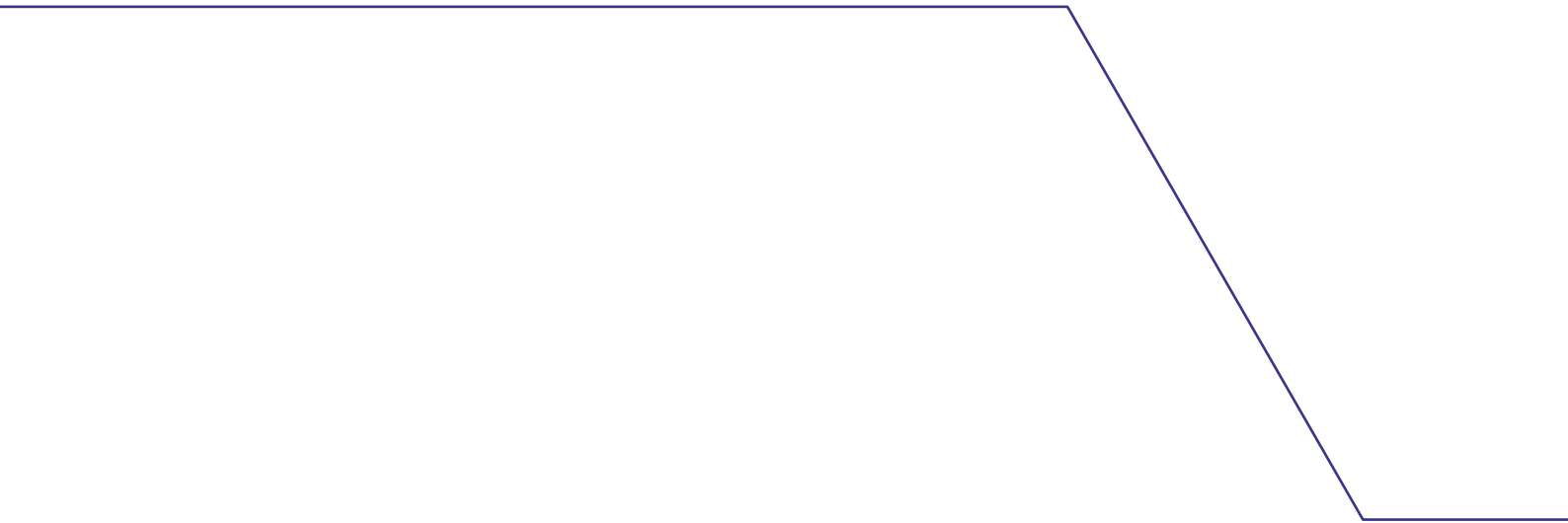




Company Number: 98221

# **CARR'S GROUP PLC**

Notice of Annual General Meeting



## NOTICE OF ANNUAL GENERAL MEETING

### **CARR'S GROUP PLC**

#### Notice of Annual General Meeting

---

Tuesday 7 January 2020 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**  
**Carr's Group plc ("the Company")**  
**Notice of Annual General Meeting**

Notice is hereby given that the one hundred and eleventh Annual General Meeting of the Company will be held at the Crown Hotel, Wetheral, Carlisle on Tuesday 7 January 2020 at 11.30 a.m. for the following purposes:

**ORDINARY BUSINESS**

1. To receive the Company's annual accounts for the financial year ended 31 August 2019 together with the Directors' report and the Auditor's report on those accounts.
2. To declare a final dividend of 2.5 pence per ordinary share for the year ended 31 August 2019.
3. To elect Peter Page as a Non-Executive Director of the Company.
4. To re-elect Tim Davies as an Executive Director of the Company.
5. To re-elect Neil Austin as an Executive Director of the Company.
6. To re-elect Alistair Wannop as a Non-Executive Director of the Company.
7. To re-elect John Worby as a Non-Executive Director of the Company.
8. To re-elect Ian Wood as a Non-Executive Director of the Company.
9. To re-appoint KPMG LLP as Auditor of the Company.
10. To authorise the Audit Committee of the Board to determine the remuneration of the Auditor.
11. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the financial year ended 31 August 2019.
12. 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 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 £762,346.30; 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**

13. 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 12 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 12 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 each shareholder 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 £115,507.00 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."

NOTICE OF ANNUAL GENERAL MEETING  
CONTINUED

14. 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 9,240,560 (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 2021 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."

15. 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."

**BY ORDER OF THE BOARD**



**MATTHEW RATCLIFFE**

Company Secretary

Date: 21 November 2019

Old Croft,  
Stanwix,  
Carlisle CA3 9BA

# Dear Shareholder

## **ANNUAL GENERAL MEETING FOLLOWING THE FINANCIAL YEAR ENDED 31 AUGUST 2019**

The Annual General Meeting of Carr's Group plc is to be held at the Crown Hotel, Wetheral, Carlisle on Tuesday 7 January 2020.

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

The Directors of the Company consider that all of the proposed resolutions are in the best interests of the Company and its shareholders as a whole, and that the approval of such resolutions is 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 12 are ordinary resolutions which will be passed if more than 50% of the votes cast are in favour of the Resolutions. Resolutions 13 to 15 are special resolutions which will be passed if at least 75% of the votes cast are in favour of the Resolutions.

Further information on some of the resolutions proposed is set out below.

### **Resolutions 3-8: Election and Re-election of Directors**

Resolutions 3 to 8 are separate resolutions to elect or re-elect the Directors. Other than Chris Holmes, who is standing down from the Board upon conclusion of the AGM, and Peter Page, who is standing for election for the first time following his appointment to the Board on 1 November 2019, resolutions are proposed to re-elect all Directors who retire in accordance with best practice under the Corporate Governance Code. Each of the Directors proposed to be elected or re-elected have consented to their proposed appointment and are eligible to be appointed. The Board considers each of the Directors to continue to perform effectively with full commitment to their role.

Peter Page was appointed to the Board as a Non-Executive Director and Chairman Designate in November 2019 following a Chairman succession planning and recruitment exercise led by John Worby as Senior Independent Director. Peter was appointed to take over as Chairman upon Chris Holmes standing down from the Board at the conclusion of the AGM in January 2020. Peter was previously Chief Executive Officer of Devro plc, a position he held for 11 years until 2018, and brings to the Board his extensive international experience and knowledge of agricultural sectors. Age 56.

Tim Davies was appointed Chief Executive Officer on 1 March 2013. Prior to this 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 served as a Director of the Agricultural Industries Confederation between 2003 and 2016. Age 57.

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 43.

Alistair Wannop was appointed to the Board as a Non-Executive Director on 1 September 2005. He is the Board's Non-Executive Director with responsibility for Employee Engagement. 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. During 2017/2018, Alistair held office as High Sheriff of Cumbria. Age 57.

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 and Chairman of the Audit Committee of Hilton Food Group plc. John was previously Finance Director of Genus plc, a role from which he retired in 2013, and a Non-Executive Director of Cranswick plc and Fidessa Group plc. He is a chartered accountant and a member of the Financial Reporting Review Panel. Age 68.

Ian Wood was appointed to the Board as a Non-Executive Director on 1 October 2015. He is Chairman of the Remuneration Committee. Ian retired as the Commercial Director, International Business Development in Centrica (previously British Gas) in January 2016 having 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. Ian is a Director of Talkin Energy Limited and Chief Executive of Cumbria County Holdings Limited. Age 60.

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 election or re-election by shareholders.

### **Resolution 9 – Re-appointment of Auditor**

Resolution 9 seeks shareholder approval for the re-appointment of KPMG LLP as Auditor of the Group.

### **Resolution 11 – Directors' Remuneration Report**

Resolution 11 asks Shareholders to receive and approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy which was approved at the AGM on 9 January 2018 and will remain in effect for a total of three years or unless there is a change to the policy). The Directors' Remuneration Report is set out on pages 52 to 64 of the Annual Report and Accounts 2019. 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.

## NOTICE OF ANNUAL GENERAL MEETING CONTINUED

### Resolution 12 – Authority to allot shares

Under the Companies Act 2006, the Directors of a public company are unable to allot shares without the authority of the Shareholders in a general meeting. Resolution 12 authorises the Directors to allot shares in the Company up to an aggregate nominal amount of £762,346.30. This represents 30,493,852 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 21 November 2019 (being the last practicable date before the printing of this document).

As at 21 November 2019 (being the last practicable date before the printing of this document), 49,993 shares in the Company were held in treasury.

This authority will last until the end of the next Annual General Meeting of the Company or 28 February 2021, 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 Investment Association's guidance on the approval of allotments of shares states that, in addition to a 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 12 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 13).

### Resolution 13 – 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 13 gives the Directors power to allot equity securities for cash (pursuant to the authority obtained in Resolution 12) 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 £115,507.00. This represents 4,620,280 Ordinary Shares of 2.5p each in the capital of the Company, which is approximately 5% of the Company's issued share capital (excluding treasury shares) as at 21 November 2019 (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 2021 if earlier. This Resolution complies with guidelines issued by investor bodies and, in accordance with normal practice, the Directors will seek the 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 14 – Authority to buy own ordinary shares

Resolution 14 authorises the Company to buy its own Ordinary Shares in the market. This authority allows the Company to purchase a maximum of 9,240,560 Ordinary Shares (which is approximately 10% of the Company's issued share capital as at 21 November 2019).

The price to be paid for any share must not be less than 2.5p, being the nominal value of a share, and must not exceed an amount equal to the higher of 105% of the average of the middle market quotations for an Ordinary Share of the Company 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 Shares are contracted to be purchased and the value of an Ordinary Share, being the higher of the price of the last independent trade in such a share on the trading venue where the purchase is carried out and the highest current independent bid for such a share on such trading venue.

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 21 November 2019 (the latest practicable date before the printing of this document) options over 3,367,605 Ordinary Shares in the Company were outstanding under the Company's employee share schemes, representing 3.64% 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 4.55% of the Company's issued share capital (excluding treasury shares) at 21 November 2019.

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 15 – 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.

## NOTICE OF ANNUAL GENERAL MEETING CONTINUED

### Notes

- 1 Only those shareholders registered in the Company's register of members at: 6.00 pm on Friday 3 January 2020; or, if this meeting is adjourned, at 6.00 pm on the day two days prior to the adjourned meeting (excluding non-working days), shall be entitled to attend, speak and vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- 2 Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at [www.carrsgroup.com](http://www.carrsgroup.com).
- 3 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.
- 4 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.
- 5 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.
- 6 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 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.
- 7 If you have been nominated to receive general shareholder communications directly from the Company, it is important to remember that your main contact in terms of your investment remains as it was (i.e. the registered shareholder, or perhaps custodian or broker, who administers the investment on your behalf). Therefore, any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to it in error. The only exception to this is where the Company, in exercising one of its powers under the Companies Act 2006, writes to you directly for a response.
- 8 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.
- 9 As at 5.00 pm on 21 November 2019, the Company's issued share capital comprised 92,455,609 Ordinary Shares of 2.5 pence each. Each Ordinary Share carries the right to one vote at a general meeting of the Company. On 21 November 2019 49,993 shares were held in treasury and therefore, the total number of voting rights in the Company as at 5.00 pm on 21 November 2019 is 92,405,616.
- 10 The website referred to in note 2 will include information on the number of shares and voting rights.
- 11 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:
  - 11.1 answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
  - 11.2 the answer has already been given on a website in the form of an answer to a question; or
  - 11.3 it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.



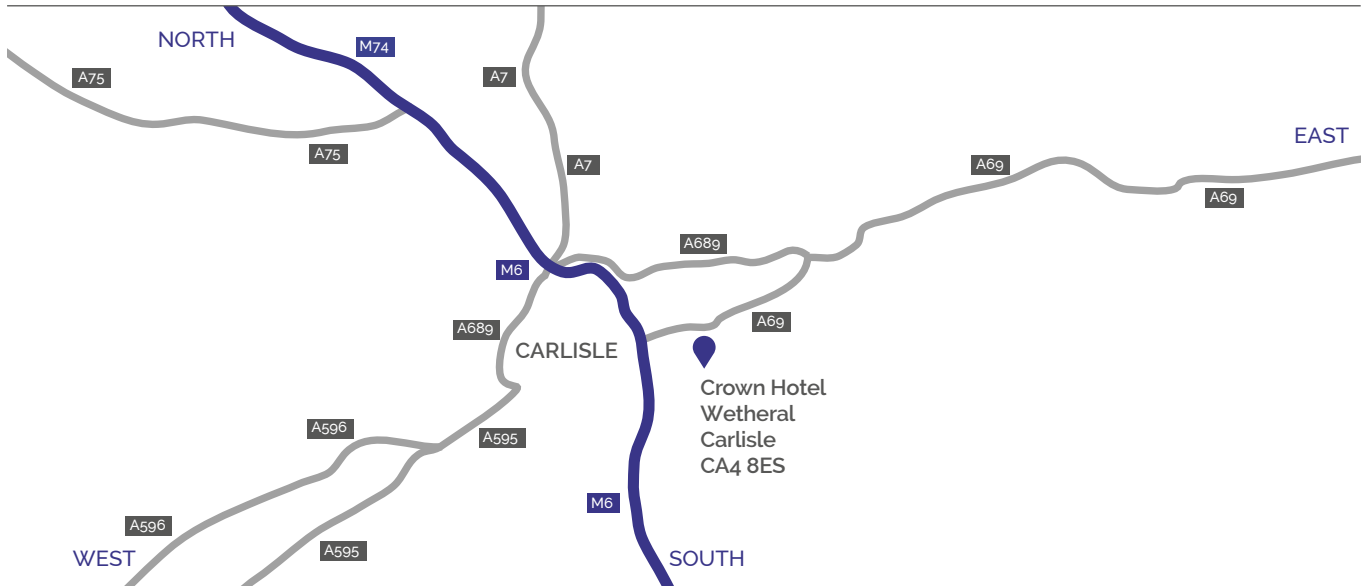
- 12 Under section 338 of the Companies Act 2006, a shareholder or shareholders meeting the qualification criteria set out at note 15 below, may, subject to conditions, require the Company to give to shareholders notice of a resolution which may properly be moved and is intended to be moved at that meeting.
- 12.1 The conditions are that:
- 12.1.1 The resolution must not, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise).
- 12.1.2 The resolution must not be defamatory of any person, frivolous or vexatious.
- 12.2 The request:
- 12.2.1 may be in hard copy form or in electronic form (see note 16);
- 12.2.2 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;
- 12.2.3 must be authenticated by the person or persons making it (see notes 12.3 and 12.4); and
- 12.2.4 must be received by the Company at least 6 weeks before the meeting to which the request relates.
- 12.3 In the case of a request made in hard copy form, such request must be:
- 12.3.1 authenticated by being signed by the shareholder or shareholders making the request, who should also add their address; and
- 12.3.2 sent to Matthew Ratcliffe, Carr's Group plc, Old Croft, Stanwix, Carlisle, CA3 9BA.
- 12.4 In the case of a request made in electronic form, such request must be:
- 12.4.1 authenticated by stating on it the name of the shareholder sending the request and that shareholder's address; and
- 12.4.2 sent to [matthew.ratcliffe@carrsgroup.com](mailto:matthew.ratcliffe@carrsgroup.com).
- 13 Under section 338A of the Companies Act 2006, a shareholder or shareholders meeting the qualification criteria set out at note 15 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).
- 13.1 The conditions are that the matter of business must not be defamatory of any person, frivolous or vexatious.
- 13.2 The request:
- 13.2.1 may be in hard copy form or in electronic form (see note 16);
- 13.2.2 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;
- 13.2.3 must be accompanied by a statement setting out the grounds for the request;
- 13.2.4 must be authenticated by the person or persons making it (see notes 12.3 and 12.4); and
- 13.2.5 must be received by the Company at least 6 weeks before the meeting to which the request relates.
- 14 Under section 527 of the Companies Act 2006, a shareholder or shareholders meeting the criteria set out at note 15 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.
- 14.1 Where the Company is required to publish such a statement on its website:
- 14.1.1 it may not require the shareholders making the request to pay any expenses incurred by the Company in complying with the request;
- 14.1.2 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
- 14.1.3 the statement may be dealt with as part of the business of the meeting.
- 14.2 The request:
- 14.2.1 may be in hard copy form or in electronic form (see note 16);
- 14.2.2 either set out the statement in full or, if supporting a statement sent by another shareholder, clearly identify the statement which is being supported;
- 14.2.3 must be authenticated by the person or persons making it (see notes 12.3 and 12.4); and
- 14.2.4 be received by the Company at least one week before the meeting.
- 15 In order to be able to exercise the shareholders' right to require:
- 15.1 circulation of a resolution to be proposed at the meeting (see note 12);
- 15.2 a matter of business to be dealt with at the meeting (see note 13); or
- 15.3 the Company to publish audit concerns (see note 14), the relevant request must be made by:
- 15.4 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
- 15.5 at least 100 shareholders having a right to vote at the meeting and holding, on average, at least £100 of paid up share capital.
- 15.6 For information on voting rights, including the total number of voting rights, see note 9 and the website referred to in note 2.

## NOTICE OF ANNUAL GENERAL MEETING CONTINUED

---

- 16 Where a shareholder or shareholders wish to request the Company to:
- 16.1 circulate a resolution to be proposed at the meeting (see note 12);
  - 16.2 include a matter of business to be dealt with at the meeting (see note 13); or
  - 16.3 publish audit concerns (see note 14), such request be must be made by either sending:
    - 16.4 a hard copy request which is signed by you, states your full name and address to Matthew Ratcliffe, Carr's Group plc, Old Croft, Stanwix, Carlisle, CA3 9BA.
    - 16.5 a request which states your full name and address and confirms that you are the sender to [matthew.ratcliffe@carrsgroup.com](mailto:matthew.ratcliffe@carrsgroup.com). Please state "AGM" in the subject line of the e-mail.
- 17 Voting on all resolutions will be conducted in the meeting on a show of hands. As soon as practicable following the meeting, the results of the voting, including the proxy votes cast in advance of the meeting, will be announced via a regulatory information service and also placed on the Company's website.
- 18 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.
- 19 Except as provided above, shareholders who have general queries about the meeting should call 01228 554600.
- 20 You may not use any electronic address provided either:
- 20.1 in this notice of Annual General Meeting; or
  - 20.2 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 the Crown Hotel



### Crown Hotel, Wetheral, Carlisle CA4 8ES

#### From the M6 Travelling North

Leave the M6 at Junction 42. At the roundabout at the top of the slip road, take the fourth exit, the B6263, signposted Wetheral. Stay on this road for approximately two miles, passing through Cumwhinton, until you reach Wetheral. After passing 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 the M6 at Junction 43. At the roundabout at the top of the slip road, take the A69 towards Brampton and Newcastle. After approximately three quarters of a mile, turn right onto the B6263 towards Wetheral. Once in the village, turn left at the village store, before the village green. Take the next left into the hotel car park.

#### Rail

The Crown Hotel is only a short walk from Wetheral train station, which is on the main Carlisle to Newcastle Line.

#### Bus

The Crown Hotel is situated a short walk from the local bus route which runs on an hourly basis to and from Carlisle.



**Registered address:**  
Old Croft, Stanwix, Carlisle CA3 9BA  
[www.carrsgroup.com](http://www.carrsgroup.com)