



NOTICE OF ANNUAL GENERAL MEETING 2023

PLEASE NOTE

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 that they can pass these documents to the person who now holds the shares.

Carr's Group plc

Notice of Annual General Meeting

(Incorporated in England and Wales with registered number 98221)

Monday 27 February 2023

Company Number: 98221
Carr's Group plc ("the Company")
Notice of Annual General Meeting

Notice of the 2023 Annual General Meeting of Carr's Group plc (the "Company") to be held at The Halston Hotel Carlisle in the Mail Exchange function room, 20-34 Warwick Road, Carlisle CA1 1AB at 12.00pm GMT on Monday 27 February 2023 is set out on pages 6 to 13 of this document.

Whether or not you propose to attend the Annual General Meeting, you are encouraged to vote by proxy at the 2023 Annual General Meeting in one of the manners described under the heading 'Proxy voting' set out on page 2. To be valid, the proxy appointment must be received in accordance with the notes to the notice of the 2023 Annual General Meeting set out on pages 8 to 9 of this document by not later than 12.00pm GMT on Thursday 23 February 2023.

This document should be read as a whole. Your attention is drawn to the letter from the Chair, which is set out on pages 2 to 5 of this document and which recommends that you vote in favour of the resolutions to be proposed at the 2023 Annual General Meeting.

Current Directors

Peter Page (Executive Chair)
Neil Austin (Chief Financial Officer)
John Worby (Senior Independent Director)
Ian Wood (Non-Executive Director)
Shelagh Hancock (Non-Executive Director)
Stuart Lorimer (Non-Executive Director)

Registered Office:

Old Croft
Stanwix
Carlisle
Cumbria
CA3 9BA

3 February 2023

2023 Annual General Meeting

LETTER FROM THE CHAIR

Dear Shareholder

The 2023 Annual General Meeting of Carr's Group plc (the "2023 AGM") is to be held at The Halston Hotel Carlisle in the Mail Exchange function room, 20-34 Warwick Road, Carlisle CA1 1AB at 12.00pm GMT on Monday 27 February 2023.

Refreshments will be served before the Meeting and lunch will be available afterwards where members will have the opportunity to meet and engage with the Directors.

The board of directors of the Company (the "Board") is very much looking forward to welcoming shareholders in person at our Annual General Meeting this year. Any changes to the arrangements for the 2023 AGM (including any change to the location of the Meeting) will be communicated to shareholders in advance of the Meeting through our website at <https://www.carrsgroup-ir.com/> and via an RNS announcement.

Our delayed full-year results

As we announced on 26 January 2023, due to an extension of the Group's statutory audit timetable, the publication of our full-year results for the financial year ended 3 September 2022 ("FY22 Results") has been delayed. We anticipate that the FY22 Results will be published on 14 February 2023.

Following release of the FY22 Results, copies of the Annual Report and Accounts 2022 will be issued to shareholders, and a second general meeting called seeking their approval by shareholders. The second general meeting will also consider approval of the final dividend for FY22, approvals for the re-appointment and remuneration of the Auditor, and approval of the Directors' Remuneration Report.

We understand that holding two shareholder meetings within a short space of time is not ideal. This is however necessary to comply with requirements relating to the timing of annual general meetings, and the approval of accounts by shareholders, under the Companies Act 2006.

Proxy voting

Whether or not you intend to attend the 2023 AGM, you are encouraged to vote by proxy in relation to the resolutions proposed. This can be done in any of the following ways:

- by completing the enclosed Form of Proxy and sending it by post to, or lodging it by hand (during normal business hours only) with, Link Group, Freepost, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL and in accordance with the instructions on the Form of Proxy;
- by logging on to the share portal: www.signalshares.com and following the instructions; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with notes 6 and 7 in the notes to the notice of the 2023 AGM set out at the end of this document.

Resolutions

The Directors 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.

Resolutions 2 to 11 are ordinary resolutions which will be passed if more than 50% of the votes cast are in favour of the resolutions. Resolution 1 and resolutions 12 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 the resolutions to be proposed at the 2023 AGM is set out below.

Resolution 1: Business of the Annual General Meeting

Resolution 1 is to be proposed as a special resolution and seeks approval to override article 18.1 of the Company's articles of association. Article 18.1 sets out a list of the business to be conducted at the Company's Annual General Meetings, which includes (a) the receipt and consideration of the profit and loss account, the balance sheet and reporting of the Directors and auditors and the documents required by law to be annexed to the balance sheet, (b) the approval of the Directors' remuneration report, and (c) the appointment of the auditor and the determination of their remuneration. As announced by the Company on 26 January 2023, the Company expects to release its FY22 Results on 14 February 2023, following which notice for a separate general meeting will be issued at which the aforementioned matters will form the business of the Meeting. Resolution 1 therefore seeks to override article 18.1 for the 2023 AGM.

Resolutions 2 – 8: Election and re-election of Directors

Resolutions 2 to 8 are separate resolutions (each to be proposed as an ordinary resolution) to elect and re-elect certain of the Directors. Each of the Directors proposed to be elected or re-elected has consented to their proposed appointment and is eligible to be appointed. The Board considers that each Director possesses the necessary knowledge, skills, and experience to perform effectively, and has full commitment to their role.

Tim Jones will be appointed to the Board as Non-Executive Chair upon release of the Company's FY22 Results which is expected to occur on 14 February 2023. Tim is an FCA approved person and a member of the Chartered Institute of Securities and Investment. He is also an Associate of the Chartered Insurance Institute. Since 2012 Tim served as Non-Executive Chair of Treatt plc a position he stood down from on 27 January 2023 and is also chair of Allia Charitable Group and SP-Logistics Holdings Limited.

David White joined Carr's on 3 January 2023 as Chief Financial Officer Designate and will be appointed to the Board as an Executive Director in the role of Chief Financial Officer upon Neil Austin standing down from the Board which is expected to occur on 14 February 2023 upon release of the Company's FY22 Results. David joined the Company from Aggreko plc where he held a variety of senior roles, most recently as Finance Director of the Global Products and Technology division. David is a Chartered Accountant having qualified in London in 1997 and spent time at Ernst & Young.

Peter Page was appointed to the Board as a Non-Executive Director in November 2019 and was elected Non-Executive Chair at the Company's AGM in January 2020. Since 12 October 2021, Peter has acted as Executive Chair. On 5 August 2022, the Company announced that Peter would become the Company's Chief Executive Officer upon the appointment of a new Non-Executive Chair. It was announced on 26 January 2023 that this will take place on release of the Company's FY22 Results which is expected to occur on 14 February 2023. 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

John Worby was appointed to the Board as a Non-Executive Director on 1 April 2015. He is also the Senior Independent Director. John is Audit Committee Chair. John is a chartered accountant and has held a number of senior positions within FTSE 250 companies. John was previously Finance Director of Genus plc, a role from which he retired in 2013, and a Non-Executive Director of Cranswick plc, Fidessa Group plc and Hilton Food Group plc.

Ian Wood was appointed to the Board as a Non-Executive Director on 1 October 2015. He is Remuneration Committee Chair and the Board's Representative for Employee Engagement. Ian retired as the Commercial Director, International Business Development at Centrica (previously British Gas) in January 2016 having held various positions across 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 a Non-Executive Director of Cumbria County Holdings Limited.

Shelagh Hancock was appointed to the Board as a Non-Executive Director on 1 September 2022. Shelagh has over 30 years' experience in the food and agricultural supply sectors and is currently Chief Executive Officer at First Milk, the British farmer-owned dairy co-operative, a role she has held since 2017. Prior to this Shelagh held several executive positions across the UK dairy industry including at Milk Link (formerly Glanbia Foods) and Medina Dairy, having originally trained as an animal nutritionist.

Stuart Lorimer was appointed to the Board as a Non-Executive Director on 1 September 2022. Stuart is currently Finance Director at AG Barr plc, the FTSE listed soft drinks brand owner, a role which he has held since 2015. Prior to this Stuart was with Diageo plc for 22 years in various senior roles working across Europe the USA and Asia, ultimately as Finance Director for Diageo's Global Supply Operation. He is a qualified accountant having begun his career at KPMG.

As announced on 26 January 2023 Neil Austin will be standing down from the Board upon release of the Company's FY22 Results which is expected to occur on 14 February 2023. Neil will not be standing for re-election at the 2023 AGM, having taken up a new role as Chief Financial Officer of the Westmorland Family, headquartered in Cumbria.

The performance of the Directors is evaluated annually. The Board considers that, each Director standing for election or re-election will (or will continue to) contribute effectively and to demonstrate their commitment to the role.

Resolution 9: Authority to allot shares

Under the Companies Act, the Directors of a public company are unable to allot shares (or grant rights over shares) without the

authority of the shareholders of the company in a general meeting. Resolution 9 authorises the Directors to (i) allot shares (or grant rights over shares) in the Company up to an aggregate nominal amount of £775,677.63 representing 31,027,105 ordinary shares of 2.5p each in the capital of the Company, which is approximately 33% of the Company's issued share capital as at 31 January 2023 (being the last practicable date before the printing of this document) and to (ii) allot shares (or grant rights over shares) in the Company up to a further aggregate nominal amount of £775,677.63 (representing 31,027,105 ordinary shares of 2.5p each in the capital of the Company) where the allotment is in connection with an offer by way of a rights issue (or similar) to shareholders of the Company.

As at 31 January 2023 (being the last practicable date before the printing of this document), no 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 2024, if earlier. The Directors do not have any present intention of exercising this authority.

This resolution complies with guidelines issued by investor bodies. 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.

In accordance with market practice, the Directors will seek an annual renewal of this authority.

As in previous years, this resolution is accompanied by resolutions which disapply shareholders' pre-emption rights (Resolutions 12 and 13).

Resolution 10: introduction of a new long term incentive plan

Resolution 10 relates to the proposed introduction of a new long term incentive plan by the Company, the Carr's Group Long Term Incentive Plan 2023 (the "**New LTIP**").

The Company's previous long term incentive plan is the Carr's Milling Industries Long Term Incentive Plan 2013 (the "**Previous LTIP**"). Since its approval by shareholders in January 2013, rights to acquire shares in Carr's Group ("**Shares**") for no cost have been granted under the Previous LTIP to Executive Directors and other participants, subject to the achievement of suitably stretching and measurable performance targets.

The Previous LTIP reached the end of its 10-year life in January 2023.

The Remuneration Committee has concluded that shareholder authority should be sought under Resolution 10 for the adoption now of the New LTIP in succession to the Previous LTIP. The terms of the New LTIP have been drafted to be materially similar to the Previous LTIP but with appropriate changes to bring the New LTIP in line with prevailing best practice.

2023 Annual General Meeting

LETTER FROM THE CHAIR continued

Awards granted under the New LTIP will normally be subject to the achievement of stretching and measurable performance targets. Awards granted under the New LTIP to Executive Directors will always be subject to performance targets.

Where Executive Directors are participants in the New LTIP, the terms of their participation will be consistent with the Directors' Remuneration Policy.

A summary of the principal terms and vesting criteria of the New LTIP are set out in Appendix 1 to the notice of the 2023 AGM.

Resolution 11: introduction of a new deferred share bonus plan

Resolution 11 relates to the proposed introduction of a new deferred share bonus plan by the Company, the Carr's Group Deferred Share Bonus Plan 2023 (the "**New DBSP**").

Under the New DBSP, deferred share awards with a value linked to bonus outcome under the Company's annual cash bonus plan for any financial year may be made in the form of awards to acquire Shares at nil-cost. Awards vest after a two-year deferral period.

The Company currently operates the Carr's Group plc Deferred Share Bonus Plan 2018 (the "**Existing DBSP**"). The Existing DBSP was established by approval of the Company's Remuneration Committee (the "**Committee**") in 2018, on the basis, in accordance with the Listing Rules, that any awards would be satisfied in due course by the transfer, from the Carr's Milling Industries Employees' Share Trust (the "**EBT**"), of existing Shares purchased by the EBT in the market. Shareholder approval is now sought for the New DBSP so that, going forwards, awards may be satisfied either by the transfer of existing Shares, the issue of new Shares (whether direct to participants or via the EBT) or the transfer of treasury Shares.

Where Executive Directors are participants in the New DBSP, the terms of their participation will be consistent with the Directors' Remuneration Policy.

A summary of the principal terms and vesting criteria of the New DBSP are set out in Appendix 1 to the notice of the 2023 AGM.

Resolution 12: Disapplication of pre-emption rights in certain circumstances

If shares are to be allotted (or rights over shares are to be granted) for cash (or treasury shares are to be sold for cash), the Companies Act requires that those shares and treasury shares are offered first to existing shareholders of the Company on a pro-rata basis, i.e. in proportion to the number of shares they each hold at that time. There may be circumstances, however, when it is in the interests of the Company to be able to allot shares for cash (and to sell treasury shares for cash) without first offering them to existing shareholders of the Company. Resolution 12 gives the Directors power to allot shares for cash pursuant to the authority obtained in Resolution 9 (and to sell treasury shares for cash) as if the pre-emption provisions of section 561(1) of the Companies 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 £117,526.90. This represents 4,701,076 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 31 January 2023 (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 2024, if earlier. In accordance with market practice, the Directors will seek an annual renewal of this authority.

The power being sought under this resolution is within the parameters set out in the Pre-Emption Group's Statement of Principles 2022 (the "**Statement of Principles**"). Annual renewal of this power is sought in accordance with best practice and in line with the Statement of Principles. Whilst there are no current plans to allot shares pursuant to the authority under this resolution, the Directors wish to ensure that the Company has maximum flexibility in managing the Group's capital resources. The power sought, and the limits set by this resolution will also apply to any sale or transfer of treasury shares.

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 its existing shareholders in any rolling three-year period.

Resolution 13: Disapplication of pre-emption rights in connection with acquisitions and other capital investment

This resolution would give the Directors power to allot additional shares for cash (or grant rights over shares) and/or sell treasury shares up to a nominal value of £117,526.90, which represents 4,701,076 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 31 January 2023 (being the latest practicable date before the printing of this document) without having to offer such shares to existing shareholders of the Company, in connection with an acquisition or capital investment: (i) which is announced contemporaneously with the issue; or (ii) which has taken place in the preceding six month period and is disclosed in the announcement of the issue.

The additional power being sought under this resolution is within the parameters set out in the Statement of Principles. The power sought and the limits set by this resolution will also apply to any sale or transfer of treasury shares. The Directors consider it prudent to have the flexibility to buy back shares into treasury and subsequently to sell or to transfer them, if appropriate. This will enable them to act on short notice in appropriate circumstances if that is in the best interests of the Company.

Together with resolution 12 (if passed), this would give the Directors the power to allot shares for cash (or grant rights over shares) and/or sell treasury shares of up to 10% of the issued share capital of the Company, on a non pre-emptive basis. Whilst there are no current plans to allot shares pursuant to the power under this resolution 13, the Directors wish to ensure that the Company has sufficient flexibility in managing the Group's capital resources. This power will expire at the conclusion of the Annual General Meeting of the Company in 2024 or 28 February 2024, if earlier. In accordance

with market practice, the Directors will seek an annual renewal of this authority.

Resolution 14: Authority to buy own 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 9,402,153 ordinary shares (which is approximately 10% of the Company's issued share capital as at 31 January 2023 (being the latest practicable date before the printing of this document).

The price to be paid for any ordinary share must not be less than 2.5p, being the nominal value of an ordinary 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 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 power will expire at the conclusion of the Annual General Meeting of the Company in 2024 or 28 February 2024, if earlier.

As at 31 January 2023 (the latest practicable date before the printing of this document), options over 2,817,809 ordinary shares in the Company were outstanding under the Company's employee share schemes, representing 3% of the Company's issued share capital at that date. If the existing authority to purchase ordinary 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 3.74% of the Company's issued share capital at 31 January 2023.

The Company operates three share option schemes under which awards may be satisfied by the allotment or transfer of ordinary shares to a scheme participant. In practice, the Company typically satisfies awards to participants by the transfer of ordinary shares from the trustee of each of the schemes.

The Directors confirm that ordinary shares of the Company 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. Ordinary 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 Companies 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 of the Company will continue to be held on at least 21 clear days' notice.

The shorter notice period would not be used as a matter of routine for such general meetings, but only where the flexibility is merited by the business of the general meeting and is thought to be to the advantage of shareholders as a whole.

The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. At the 2022 AGM, shareholders authorised the calling of general meetings (other than an Annual General Meeting) on not less than 14 clear days' notice, and it is proposed that this authority be renewed.

The Companies Act provided that, 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, which the Company does.

Recommendation

The Directors of the Company consider that each of the resolutions set out in the notice of the 2023 AGM is in the best interests of the Company and its shareholders as a whole and unanimously recommend that shareholders vote in favour of each of the resolutions to be proposed at the 2023 AGM as they intend to do in respect of their own beneficial shareholdings.

Yours faithfully



Peter Page
Executive Chair

Notice of Annual General Meeting

Carr's Group plc

(Incorporated in England and Wales with registered number 98221)

NOTICE is hereby given that the one hundred and fourteenth Annual General Meeting of the Company will be held at The Halston Hotel Carlisle in the Mail Exchange function room, 20-34 Warwick Road, Carlisle CA1 1AB at 12.00pm GMT on Monday 27 February 2023 for the following purposes:-

SPECIAL BUSINESS

To consider and, if thought fit, pass the following Resolution 1, which will be proposed as a special resolution:-

1. THAT, notwithstanding the provisions of article 18.1 of the articles of association of the Company (and so that this resolution shall have overriding effect as against the articles of association of the Company), the business of this Annual General Meeting shall not include (a) the receipt and consideration of the profit and loss account, the balance sheet and reporting of the Directors and auditors and the documents required by law to be annexed to the balance sheet, (b) the approval of the Directors' remuneration report, and (c) the appointment of the auditor and the determination of their remuneration.

ORDINARY BUSINESS

To consider and, if thought fit, pass the following Resolutions 2 – 9, each of which will be proposed as an ordinary resolution:-

2. To elect Tim Jones as a Director of the Company.
3. To elect David White as a Director of the Company.
4. To re-elect Peter Page as a Director of the Company.
5. To re-elect John Worby as a Director of the Company.
6. To re-elect Ian Wood as a Director of the Company.
7. To elect Shelagh Hancock as a Director of the Company.
8. To elect Stuart Lorimer as a Director of the Company.
9. THAT, in substitution for all existing and unexercised authorities, 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 "Companies Act") to exercise all powers of the Company to allot shares and to grant rights to subscribe for, or to convert any security into, shares in the Company 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):-
 - (a) up to an aggregate nominal amount of £775,677.63; and
 - (b) comprising equity securities (within the meaning of section 560 of the Companies Act) up to a further aggregate nominal amount of £775,677.63 in connection with a rights issue or similar offer in favour of holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to their existing holdings of such ordinary shares, but subject to such exclusions, limits, restrictions or other arrangements as the Directors of the Company deem necessary, appropriate or expedient in relation to fractional entitlements, treasury shares, record dates or any legal, regulatory or practical problems or difficulties in or under the laws of any territory, the requirements of any regulatory body or stock exchange or any other matter,

provided that 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 of the

Company or on 28 February 2024 (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 shares to be allotted after the expiry of such period, and the Directors of the Company may allot shares in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL BUSINESS

To consider and, if thought fit, pass the following Resolutions 10 and 11, each of which will be proposed as an ordinary resolution:-

10. THAT the rules of the Carr's Group Long Term Incentive Plan 2023 (the "New LTIP"), a summary of the principal provisions of which is set out in Appendix 1 to this Notice of Annual General Meeting and a copy of which is produced to the Meeting signed by the Chair for the purposes of identification, be approved and adopted by the Company and the Directors be authorised to do all acts and things necessary to establish and carry the New LTIP into effect and to establish schedules to the New LTIP or further schemes for the benefit of employees outside the UK, based on the New LTIP but modified to take account of local tax, exchange control and securities laws in overseas territories, provided that any shares made available under such schedules or schemes are treated as counting against any limits on individual or overall participation contained in the New LTIP.
11. THAT the rules of the Carr's Group Deferred Share Bonus Plan 2023 (the "New DBSP"), a summary of the principal provisions of which is set out in Appendix 1 to this Notice of Annual General Meeting and a copy of which is produced to the Meeting signed by the Chair for the purposes of identification, be approved and adopted by the Company and the Directors be authorised to do all acts and things necessary to establish and carry the New DBSP into effect and to establish schedules to the New DBSP or further schemes for the benefit of employees outside the UK, based on the New DBSP but modified to take account of local tax, exchange control and securities laws in overseas territories, provided that any shares made available under such schedules or schemes are treated as counting against any limits on individual or overall participation contained in the New DBSP.

To consider and, if thought fit, pass the following Resolutions 12 – 15, each of which will be proposed as a special resolution:-

12. THAT, subject to and conditional upon the passing of Resolution 9, and in substitution for all existing and unexercised powers, the Directors of the Company be and are hereby empowered pursuant to sections 570 and 573 of the Companies Act to allot equity securities (within the meaning of section 560 of the Companies Act) for cash pursuant to the authority conferred by Resolution 9 as if section 561 of the Companies Act did not apply to any such allotment, provided that this power shall be limited to:-
 - (a) the allotment of equity securities in connection with a rights issue or similar offer in favour of holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to their existing holdings of such ordinary shares, but subject to such exclusions, limits, restrictions or other arrangements as the Directors of the Company deem necessary,

appropriate or expedient in relation to fractional entitlements, treasury shares, record dates or any legal, regulatory or practical problems or difficulties in or under the laws of any territory, the requirements of any regulatory body or stock exchange or any other matter; and

- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £117,526.90 representing approximately 5% of the current issued share capital of the Company.

such power to expire on the date of the next Annual General Meeting of the Company or on 28 February 2024 (if earlier), 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.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by Resolution 9" were omitted.

- 13. THAT, subject to and conditional upon the passing of Resolution 9, and in substitution for all existing and unexercised powers, the Directors of the Company be and are hereby empowered pursuant to sections 570 and 573 of the Companies Act to allot equity securities (within the meaning of section 560 of the Companies Act) for cash pursuant to the authority conferred by Resolution 9 as if section 561 of the Companies Act did not apply to any such allotment, provided that this power shall be:-

- (a) limited to the allotment of equity securities up to a nominal amount of £117,526.90 representing approximately 5% of the current issued share capital of the Company; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

such authority to expire on the date of the next Annual General Meeting of the Company or on 28 February 2024 (if earlier), 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.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by Resolution 9" were omitted.

- 14. THAT the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693 of the Companies Act) of ordinary shares of 2.5 pence each in the Company ("Ordinary Shares") provided that:-

- (a) the maximum number of Ordinary Shares which may be purchased is 9,402,153 (representing approximately 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 the higher of (i) 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; and (ii) the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out;
- (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 2024 or on 28 February 2024 (if earlier); 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. THAT a general meeting (other than an Annual General Meeting) of the Company may be called on not less than 14 clear days' notice."

BY ORDER OF THE BOARD



Matthew Ratcliffe
Company Secretary
Date: 3 February 2023

Old Croft
Stanwix
Carlisle
CA3 9BA

Notes

Entitlement to attend and vote

1. Only those shareholders registered in the Company's register of members at: 6.00pm on Thursday 23 February 2023; or, if the Annual General Meeting is adjourned, at 6.00pm on the day two days prior to the adjourned meeting (excluding non-working days), shall be entitled to attend, speak and vote at the Annual General 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 Annual General Meeting.
2. Voting on all resolutions will be taken in the Meeting on a poll. The Company will publish the outcome of the voting on all resolutions, and the results of the proxy votes cast in advance of the Meeting, as soon as is reasonably practicable following the Meeting.
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 Annual General Meeting.

Appointment of proxies

4. Shareholders entitled to attend and vote at the Annual General Meeting are entitled to appoint a proxy or proxies to exercise all or any of their rights to attend, speak and vote in their place 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.
5. A Form of Proxy, which may be used to make such appointment and give proxy instructions, accompanies this notice and instructions for its use are shown on the Form of Proxy. The appointment of a proxy does not preclude members from attending the Annual General Meeting and voting if they so wish, however, if they do attend and vote at the Meeting any proxy appointment will be treated as revoked. A shareholder may only appoint a proxy:-
 - 5.1 by completing and returning the Form of Proxy accompanying this notice to the Company's Registrar, Link Group, Freepost, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL in accordance with the instructions contained therein; or
 - 5.2 by logging on to the share portal: www.signalshares.com and following the instructions.

To be valid, the proxy appointment must be received by not later than 12.00pm GMT on Thursday 23 February 2023.

CREST proxy voting

6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting 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.

7. 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 & International Limited's ("Euroclear") 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 note 5 above. 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 Euroclear 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.

Nominated persons

8. 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. The statement of the rights of shareholders in relation to the appointment of proxies in notes 4 and 5 does not apply to nominated persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
9. 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.

Corporate representatives

10. Any body corporate 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. Any such representative should bring to the Annual General Meeting written evidence of their appointment, such as a certified copy of a board resolution of, or a letter from, the body corporate concerned confirming the appointment.

Issued share capital and voting rights

11. As at 5.00 pm on 31 January 2023, the Company's issued share capital comprised 94,021,533 ordinary shares of 2.5 pence each. Each ordinary share carries the right to one vote in a poll at a general meeting of the Company. The Company holds no shares in treasury.

Shareholder questions

12. Any member has the right to ask questions. The Company will answer any question you ask relating to the business being dealt with at the Meeting unless:-

- 12.1 answering the question would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information;
- 12.2 the answer has already been given on a website in the form of an answer to a question; or
- 12.3 it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

Inspection of documents

13. Copies of the service contracts of the Executive Directors and the Non-Executive Directors' letters of appointment are available for inspection at the Company's registered office during normal business hours (by appointment) from the date of this notice until the time of the Annual General Meeting, and at the venue of the Annual General Meeting from 15 minutes before the commencement of the Annual General Meeting and until its conclusion.
14. A copy of the proposed rules of each of the Carr's Group Long Term Incentive Plan 2023 and the Carr's Group Deferred Share Bonus Plan 2023 is available for inspection at the place of the Annual General Meeting for at least 15 minutes prior to and during the Meeting. A copy of the rules of each of the Carr's Group Long Term Incentive Plan 2023 and the Carr's Group Deferred Share Bonus Plan 2023 has been submitted to the National Storage Mechanism and will shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Shareholders enquiries

15. Except as provided above, shareholders who have general queries about the Meeting should contact the Company by telephone on +44(0)1228 554600.

Use of electronic address

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 Form of Proxy).

to communicate with the Company for any purposes other than those expressly stated.

Website

17. Information regarding the Annual General Meeting, including the information required by section 311A of the Companies Act 2006, can be found at <https://www.carrsgroup-ir.com/>.

Appendix 1

Summary of the principal terms of the Carr's Group Long Term Incentive Plan 2023 and the Carr's Group Deferred Bonus Share Plan (together, the "New Plans")

1. Carr's Group Long Term Incentive Plan 2023

General

The Carr's Group Long Term Incentive Plan 2023 (the "**New LTIP**") will enable executive directors and selected employees of the Company and its group (the "**Group**") to be granted awards over ordinary shares ("**LTIP Awards**").

The New LTIP has been designed to be materially similar to the Company's previous long term incentive plan, the Carr's Milling Industries Long Term Incentive Plan 2013, which was approved by shareholders in January 2013, and which expired in January 2023. Appropriate changes have been made to the LTIP rules to bring them in line with prevailing best practice and the new Directors' Remuneration Policy proposed for approval by shareholders at the 2020 Annual General Meeting.

The operation of the New LTIP will be overseen by the Remuneration Committee of the board of directors of the Company (the "**Committee**"), which consists entirely of non-executive directors.

Eligibility

The New LTIP rules provide that all employees of the Group (including executive directors) are eligible to participate at the discretion of the Committee.

Individual Limits

The maximum number of shares that may be awarded to a participant in the form of LTIP Awards in any financial year will be limited so that the market value of such shares on the grant date will not exceed 100% (or, in exceptional circumstances, 200%) of the participant's base salary, or any higher limit that is specified under the Company's prevailing shareholder-approved Directors' Remuneration Policy in force at the time that the relevant LTIP Award is granted.

Structure of LTIP Awards

LTIP Awards will ordinarily be granted as nil-cost options to acquire shares, although LTIP Awards may also be structured as: (i) conditional awards of shares; or (ii) as or nominal-cost options to acquire shares.

The Committee may also grant conditional awards of shares or grant cash-based awards of an equivalent value to share-based awards, or settle share-based awards with cash, although the Committee does not currently intend to do so.

Vesting of LTIP Awards and Performance Conditions

LTIP Awards may be subject to stretching performance conditions which will determine the extent to which such LTIP Awards shall be capable of vesting ("**Performance Awards**"). Alternatively, LTIP Awards may be granted which are not subject to performance conditions and which vest solely on the basis of the participant's continued employment with the Group ("**Restricted Share Awards**"). Restricted Share Awards may not be granted to executive directors.

Performance Awards will not ordinarily be capable of vesting until the third anniversary of their grant date, except in exceptional circumstances such as corporate events (see further below).

Post-vesting holding period

Executive Directors (and such other participants as the Committee determines) shall be required to retain any vested Ordinary Shares acquired under the New LTIP until the fifth anniversary of the grant date of the relevant LTIP Award.

In specified circumstances, the Committee may allow a participant who is subject to the post-vesting holding period to sell, transfer, assign or dispose of some or all of those Ordinary Shares prior to the end of the post-vesting holding period.

Performance Awards

The extent to which a Performance Award shall vest shall be determined by reference to performance conditions set at the date that such Performance Award is granted. The Committee currently intends to grant Performance Awards which are subject to performance conditions measuring performance in the Company's earnings per share over a three-year performance period, although applicable performance conditions are kept under review and may be varied in the future years.

Details of the performance conditions applicable to Performance Awards granted to executive directors will be fully disclosed in the Company's Annual Report and Accounts which are prepared for the year in which the relevant LTIP Awards were granted and will at all times be subject to the Company's prevailing shareholder-approved Directors' Remuneration Policy.

The Committee may vary the performance conditions applying to existing Performance Awards in exceptional circumstances, provided the Committee considers the varied performance conditions are a fairer measure of performance and provide a more effective incentive for the participant and will not be materially less difficult to satisfy than the original conditions would have been but for the event in question.

Adjustment of vesting outcome of LTIP Awards

The Committee retains discretion to adjust the extent of vesting of any LTIP Award that would otherwise result under the New LTIP rules. In the case of Performance Awards, such adjustment may be irrespective of the extent to which any performance condition applicable to that Performance Award has been met.

Such discretion would only be used where the Committee considers that the extent of vesting but for any adjustment would not produce an appropriate vesting outcome for the relevant participant or the Group, taking into account overall performance of the Group or the participant, or because the vesting outcome is inappropriate in the context of circumstances that were unexpected or unforeseen at the award date (or, the case of a Performance Award, the start of the applicable performance period).

Cessation of Employment

If a participant ceases to be employed within the Group, their LTIP Award(s) will normally lapse on the date of termination of employment.

However, if a participant ceases to be employed with the Group due to their: (i) death; (ii) ill-health, injury or disability; (iii) agreed retirement; (iv) redundancy; (v) the sale of the Group member or business unit which is the participant's employer company out of the Group; or (vi) in any other circumstances at the Committee's discretion, then the participant will be treated as a "good leaver", in which case their LTIP Award(s) shall vest subject to:

- in the case of Performance Awards, the extent to which the performance conditions applicable to the Performance Award(s) have, in the opinion of the Committee, been satisfied over the original performance period; and
- in the case of all LTIP Awards, a time pro-rata apportionment of the number of shares under the LTIP Award(s) by reference to the length of time between the grant date of the relevant LTIP Award and the date of cessation of the participant's employment, relative to the full length of the original vesting period.

LTIP Awards held by good leavers will normally vest on their normal vesting timetable. Exceptionally and at the Committee's discretion, LTIP Awards held by good leavers may vest sooner following the date of the participant's cessation of employment.

In a good leaver scenario, the Committee will retain discretion to vary the application of time pro-rating and increase the number of shares which vest (although, in the case of a Performance Award, this may not result in the number of shares which vest being higher than the number of shares which may vest by reference to application of the performance conditions).

Takeover, Reconstruction etc.

In the event of: (i) a takeover of the Company; (ii) a scheme of arrangement (not being an internal corporate re-organisation); (iii) a winding-up of the Company; or (iv) (at the discretion of the Committee) a demerger, unvested LTIP Awards shall vest immediately and on the same basis as described above in the case of a "good leaver".

Alternatively, on the occurrence of a takeover or a scheme or arrangement, the Committee may specify that LTIP Awards shall not vest on the occurrence of such event and instead participants shall be required to 'roll-over' their awards into equivalent new awards over shares in a new holding company.

LTIP Awards will be automatically 'rolled-over' on the occurrence of an internal reorganisation.

2. Carr's Group Deferred Bonus Share Plan 2023

General

The Carr's Group Deferred Bonus Share Plan 2023 (the "New DBSP") is intended to facilitate the deferral of a portion of any annual bonus which is paid to selected employees of the Group into awards over shares ("DBSP Awards"). The New DBSP has been designed to align with prevailing best practice and the terms of the Company's Directors' Remuneration Policy.

The operation of the New DBSP will be overseen by the Committee, which consists entirely of non-executive directors.

Eligibility

All employees of the Group are eligible to participate in the New DBSP and receive DBSP Awards at the discretion of the Committee.

The New DBSP will primarily be operated to defer the bonuses of executive directors. However, the Committee may select other employees of the Group to participate in the New DBSP at its discretion.

Size of DBSP Awards

DBSP Awards shall be granted over such number of shares as have a market value equal to the value of the portion of the employee's bonus that the Committee has determined is required to be deferred into a DBSP Award.

In the case of executive directors, the proportion of their annual bonus which is required to be deferred into a DBSP Award shall be not less than the amount specified in the Company's prevailing shareholder-approved Directors' Remuneration Policy in force at the time that the DBSP Award is granted. The Committee retains discretion to specify that a higher proportion (including up to 100%) of an executive director's annual bonus shall be required to be deferred into a DBSP Award at its discretion.

Structure of DBSP Awards

DBSP Awards may be structured as: (i) conditional awards of shares; or (ii) as nil-cost or nominal-cost options to acquire shares.

The Committee may also grant cash-based awards of an equivalent value to share-based awards, or settle share-based awards with cash, although the Committee does not currently intend to do so.

Vesting of DBSP Awards

DBSP Awards granted to executive directors will not ordinarily be capable of vesting until the second anniversary of their grant date, except in exceptional circumstances such as corporate events. Shorter vesting periods may apply to DBSP Awards granted to employees who are not executive directors.

The vesting of DBSP Awards will not ordinarily be subject to the achievement of any performance conditions.

Leaving employment

If a participant ceases to be employed within the Group, their DBSP Award(s) will normally lapse on the date of termination of employment.

However, if a participant ceases to be employed with the Group due to their: (i) death; (ii) ill-health, injury or disability; (iii) agreed retirement; (iv) redundancy; (v) the sale of the Group member or business unit which is the participant's employer company out of the Group; or (vi) in any other circumstances at the Committee's discretion, then the participant will be treated as a "good leaver", in which case their DBSP Award(s) shall vest on their normal vesting timetable (except in the case of death, when the DBSP Award will vest on the date of death). In addition, a participant's resignation shall not in itself justify being treated as a "bad leaver". Other than in the case of death, exceptionally and at the Committee's discretion, DBSP Awards held by good leavers may vest sooner following the date of the participant's cessation of employment. The extent to which a "good leaver's" DBSP awards will vest may be subject to time pro-ration, at the Committee's discretion.

Corporate events

In the event of: (i) a takeover of the Company; (ii) a scheme of arrangement (not being an internal corporate re-organisation); (iii) a winding-up of the Company; or (iv) (at the discretion of the Committee) a demerger, unvested DBSP Awards shall vest immediately and subject to time pro-rating (unless the Committee determines, at its direction, to disapply such time pro-rating).

Appendix 1 continued

Alternatively, on the occurrence of a takeover or a scheme or arrangement, the Committee may specify that DBSP Awards shall not vest on the occurrence of such event and instead participants shall be required to 'roll-over' their awards into equivalent new awards over shares in a new holding company.

DBSP Awards will be automatically 'rolled-over' on the occurrence of an internal reorganisation.

3. Terms common to the New Plans

In this paragraph 3, references to "Awards" are to both LTIP Awards and DBSP Awards unless otherwise stated.

Grants of Awards

Awards may be granted:

- in the period of six weeks following the date on which the New Plans are approved by shareholders;
- in the period of six weeks commencing on the dealing day following the announcement by the Company of its results for any period;
- in the case of the New LTIP, in the period of six weeks after the person to whom it is granted first becomes an employee;
- in the case of the New DBSP, in the period of six weeks following the determination of the relevant employee's bonus for any period; and
- subject to any relevant restrictions on dealings in shares, on any other day on which the Committee determines that exceptional circumstances exist that justify the grant of an Award.

If regulatory or statutory restrictions prevent Awards from being granted in these periods, Awards may be made in the period immediately after the removal of all such restrictions.

No Awards may be granted under the New Plans more than 10 years after the date on which they are approved by shareholders.

Exercise periods (applicable only to options)

Where Awards are granted in the form of options to acquire shares, once vested such options will remain exercisable up until the tenth anniversary of their grant date (or such shorter period that the Committee specifies on grant).

Shorter exercise periods apply in the case of Awards held by "good leavers" and/or vesting of Awards in connection with corporate events.

Dilution limits

Awards granted under the New Plans may be satisfied by the issue of new shares, shares purchased in the market by an employee benefit trust or shares transferred from treasury.

No Award may be granted under the New Plans if it would cause the number of new shares issued or issuable pursuant to awards and options granted in any rolling 10-year period:

- under any Group share plan (including the New LTIP and the New DBSP and any all-employee plan) to exceed 10% of the Company's issued ordinary share capital at the proposed date of grant; or

- under any discretionary Group share plan (including the New LTIP and the New DBSP but excluding any all-employee plan) to exceed 5% of the Company's issued ordinary share capital at the proposed date of grant.

As is typical, if Awards are specified as being capable of being satisfied by a transfer of existing shares only (including shares held by or purchased by any employee benefit trust), the percentage limit stated above will not apply.

For so long as it is required by institutional investor guidelines, these dilution limits will also apply to Awards satisfied by the transfer of shares from treasury.

Dividend equivalent payments

The Committee may determine that a participant is entitled to receive a payment (in cash or shares) when they receive their vested shares of an amount equivalent to any dividends that would have been payable in relation to the vested shares between the date of grant and the vesting date of the Award (or if later, and only whilst an LTIP Award which is structured as a nil-cost option remains unexercised, the expiry of any post-vesting holding period).

Any dividend equivalent payment may exclude the amount of any special dividends or other dividends and/or may assume re-investment of dividends in further shares, in each case at the discretion of the Committee.

Post-employment holding period

Executive directors (and such other participants as the Committee determines) will ordinarily be required to retain a number of shares that vest in connection with any Award until the second anniversary of the date of their cessation of employment with the Group. The number of shares that are required to be retained shall be determined by the Committee at the time that the Award vests. The details of the post-employment holding period, including the specified number or value of shares that an individual is required to retain post-cessation of their employment, will be set out in the Directors' Remuneration Policy.

In specified circumstances, the Committee may allow participants who are subject to the post-employment holding period to sell, transfer, assign or dispose of some or all of those shares prior to the end of the post-employment holding period, subject to such additional terms and conditions as the Committee specifies.

Malus and Clawback

The Committee may apply the malus and clawback provisions if:

- the relevant participant has participated in or was responsible for conduct which resulted in significant losses to any member of the Group;
- the Company has reasonable evidence of fraud or material dishonesty by the relevant participant;
- the Company has become aware of any material wrongdoing on the part of the relevant participant;
- the relevant participant has acted in any manner which in the opinion of the Committee has brought or is likely to bring any member of the Group into material disrepute or is materially adverse to the interests of any member of the Group;

- there is a breach of the relevant participant's employment contract that is a potentially fair reason for dismissal;
- the relevant participant is in breach of a fiduciary duty owed to any member of the Group;
- a participant who has ceased to be an employee was in breach of their employment contract or fiduciary duties in a manner that would have prevented the grant or vesting of an award had the Company been aware (or fully aware) of that breach, and of which the Company was not aware (or fully aware) until after both the participant's ceasing to be an employee and the time (if any) when the Committee decided to permit the vesting of the award;
- there was a material error in determining whether an award should be made, or in determining the size and nature of the award;
- a member of the Group materially mis-stated any financial information (whether or not audited) for any part of any year that was taken into account in determining whether an award should be made, or in determining the size and nature of the award;
- a member of the Group or business unit that employs or employed the relevant participant, or for which the relevant participant is responsible, has suffered a material failure of risk management; or
- there has been an instance of material corporate failure of the Company.

Any application of malus and clawback may be satisfied by way of a reduction in the amount of any future bonus, subsisting award or future share awards (whether granted under the New LTIP, New DBSP or any other share plan adopted by any Group member, other than a tax-advantaged all employee Sharesave or Share Incentive Plan) and/or a requirement to make a cash payment.

Variations of share capital

If there is: (i) a capitalisation or rights issue; (ii) a sub-division, consolidation or reduction of the Company's ordinary share capital; (iii) a de-merger or payment of a special dividend; or (iv) any other variation of the Company's share capital that may (in the opinion of the Committee) affect the value of the Company's shares, then the Committee may (at its discretion) adjust the number of shares subject to Awards.

Amendments

The Committee may amend the New Plans at any time at its discretion.

However, the provisions governing: (i) eligibility requirements; (ii) equity dilution; (iii) individual limits on participation; (iv) the basis for determining participants' rights to acquire shares; and (v) the adjustments that may be made following a rights issue or any other variation of capital, cannot be altered to the advantage of participants without the prior approval of the Company's shareholders in general meeting.

There is an exception for minor amendments to benefit the administration of the New Plans, to take account of a change in legislation affecting the New Plans or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants in the New Plans or for any member of the Group.

Rights attaching to shares

Awards will not confer any shareholder rights, such as the right to vote the shares or to receive any dividend, until a participant has received the shares after vesting or exercise (as applicable).

Shares allotted or transferred under the New Plans will rank alongside shares of the same class then in issue.

Miscellaneous

Awards are not transferable (except on death). Benefits received under the New Plans are not pensionable benefits.

No payment shall be required for the grant of an Award.

The Committee may adopt schedules to, or establish further plans based on, the New LTIP and/or the New DBSP but which are modified to take account of local tax, exchange control or securities laws in any territory, provided that such further plans are materially similar to the New LTIP or New DBSP (as applicable) and that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the New LTIP or New DBSP (as applicable).

This summary does not form part of the rules of the New LTIP or the New DBSP and should not be taken as affecting the interpretation of their detailed terms and conditions. The Directors reserve the right up to the time of the 2023 Annual General Meeting to make such amendments and additions to the rules of the New LTIP and the New DBSP as may be necessary or as they consider appropriate and provided that such amendments do not conflict in any material respect with this summary.

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