



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

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TUESDAY 9 JANUARY, 2018 AT 11.30 AM

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**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 NOTICE OF ANNUAL GENERAL MEETING

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Notice is hereby given that the one hundred and ninth Annual General Meeting of the Company will be held at the Crown Hotel, Wetheral, Carlisle on Tuesday 9 January, 2018 at 11.30 a.m. for the following purposes:

### ORDINARY BUSINESS

1. To receive the Company's annual accounts for the financial year ended 2 September 2017 together with the Directors' report and the Auditor's report on those accounts.
2. To declare a final dividend of 2.1 pence per Ordinary Share for the year ended 2 September 2017.
3. To re-elect Alistair Wannop as a Non-Executive Director of the Company.
4. To re-elect Chris Holmes as a Non-Executive Director of the Company.
5. To re-elect Tim Davies as an Executive Director of the Company.
6. To re-elect Neil Austin as an 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 PricewaterhouseCoopers LLP as Auditors of the Company.
10. To authorise the Audit Committee of the Board to determine the remuneration of the auditors.
11. To approve the Directors' Remuneration Report (excluding the Remuneration Policy) for the financial year ended 2 September 2017.
12. To approve the Directors' Remuneration Policy, set out on pages 34-39 of the Remuneration Committee Report, which takes effect immediately after the end of the Annual General Meeting on 9 January 2018.
13. To consider and, if thought fit, pass the following resolution, which will be proposed as an ordinary resolution:

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

  - a. the maximum nominal amount of such securities which may be allotted under this authority is £761,687.91; 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."
14. To consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

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

### SPECIAL BUSINESS

## Notice of Annual General Meeting

- a. the allotment of equity securities in connection with a rights issue or similar offer in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all shareholders are proportionate (as nearly as may be) to the respective number of Ordinary Shares held by them, subject only to such exclusion or other arrangements as the Directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in any territory; and
  - b. the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £114,253.30 representing approximately 5% of the current issued share capital of the Company, and shall expire on the date of the next annual general meeting of the Company or (if earlier) the date which is 6 months after the next accounting reference date of the Company, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired."
15. To consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:
- "**THAT**, the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693 of the Act) of Ordinary Shares provided that:
- a. the maximum number of Ordinary Shares which may be purchased is 9,140,264 (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 the higher of 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 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;
  - 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 2019 or, if earlier, on the date which is 12 months after the date of the passing of this Resolution; and
  - e. the Company may make a contract or contracts to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority, which contract or contracts will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts."
16. To consider and, if thought fit, pass the following Resolution which will be proposed as a special resolution:
- "**THAT**, a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice."

### BY ORDER OF THE BOARD



MATTHEW RATCLIFFE  
Company Secretary  
Date: 22 November 2017  
Old Croft, Stanwix,  
Carlisle CA3 9BA

# Dear Shareholder

## 2017 ANNUAL GENERAL MEETING

The Annual General Meeting of Carr's Group plc ("the Company") is to be held at the Crown Hotel, Wetheral, Carlisle on Tuesday 9 January 2018.

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

As you will see from the Notice of Annual General Meeting contained in this document, in addition to the ordinary business contained in Resolutions 1-13, there are items of special business contained in Resolutions 14-16 and these are explained and summarised below.

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

Resolutions 1-13 are ordinary resolutions which will be passed if more than 50% of the votes cast are in favour of the Resolutions. Resolutions 14-16 are special resolutions which will be passed if at least 75% of the votes cast are in favour of the Resolutions.

### Resolutions 3-8 – Re-election of Directors

Each of the Directors retire and separately stand for re-election to the Board in accordance with best practice. The Directors each consent to their proposed appointment and are eligible to be appointed. The Board believes that each of them continues to perform effectively with full commitment to their role.

Alistair Wannop was appointed to the Board on 1 September 2005. Alistair has been the Chairman of both the County NFU and the MAFF northern regional advisory panel. He has served as a Director of The English Farming and Food Partnership, Rural Regeneration Cumbria, and Cumbria Vision. Alistair is a fellow of the Royal Agricultural Society of England and currently holds office as High Sheriff of Cumbria. Age 55.

Chris Holmes was appointed to the Board on 7 January 1992, and as Chief Executive in September 1994. Previously he held senior management positions in the agricultural division of J Bibby & Sons. Chris retired as Chief Executive Officer on 28 February 2013 and commenced as Executive Chairman on that date until becoming Non-Executive Chairman on 1 August 2013. He currently serves as Chairman of Carlisle Youth Zone and Chairman of the Cumbria Local Enterprise Partnership Scrutiny Panel. Age 66.

Tim Davies was appointed Chief Executive on 1 March 2013. He was Group Managing Director of Grainfarmers PLC, and led its successful merger with Centaur Grain Ltd to become Openfield, the largest farmer-owned grain marketing business in the UK. Tim served as a Board Director of the Agricultural Industries Confederation between 2003 and 2016. Age 55.

Neil Austin was appointed Group Finance Director on 1 May 2013, joining the Company from PricewaterhouseCoopers LLP ("PwC") 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 41.

John Worby joined the Board as a Non-Executive Director on 1 April 2015. He is the Senior Independent Director and Chairman of the Audit Committee. John has held a number of senior positions within FTSE 250 companies. He is currently a Non-Executive Director of Fidessa Group plc, Senior Independent Director of Hilton Food Group plc, and Chairman of the audit committee of both companies. Previously, John was Finance Director of Genus plc, a role from which he retired in 2013, and Non-Executive Director of Cranswick plc for nine years until July 2014. He is a chartered accountant and a member of the Financial Reporting Review Panel. Age 66.

Ian Wood was appointed to the Board 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. He is a director of Talkin Energy Limited. Age 58.

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

### Resolution 11 – Directors' Remuneration Report

Resolution 11 asks shareholders to receive and approve the Directors' Remuneration Report which is set out on pages 33-43 of the Annual Report and Accounts (the full copy of which can be located at [investors.carrsgroup.com](http://investors.carrsgroup.com)). The Board considers that appropriate executive remuneration plays a vital part in helping to achieve the Company's overall objectives. This Resolution is an advisory vote, as permitted by law, and no entitlement to remuneration is conditional upon this Resolution being passed.

## Resolution 12 – Directors’ Remuneration Policy

Resolution 12 seeks the shareholder approval of the Directors’ Remuneration Policy. The Company is required to put its policy to shareholders for approval every three years unless there is a change to the policy. The current Directors’ Remuneration Policy was approved by shareholders at the Company’s previous Annual General Meeting which took place on 10 January 2017. It is proposed however that certain changes be introduced to the policy two years early owing to feedback received from shareholders and the level of support achieved at that Annual General Meeting. The proposed changes are summarised below (further details are set out at pages 34-39 of the Annual Report and Accounts which are available at [investors.carrsgroup.com](http://investors.carrsgroup.com)).

The proposed changes to the Directors’ remuneration policy can be summarised as follows:

1. The Company proposes to defer 25% of any annual bonus awarded to the Executive Directors for a period of two years and award that portion of any bonus in shares, in accordance with best practice. Shares will be acquired at market value using the funds that would otherwise have been payable as cash bonus. No increases in maximum annual bonuses are proposed. The Company recognises the importance of bonus deferral in strengthening the alignment of Executive Directors with shareholder interests. Deferrals will apply to any bonus earned in respect of the 2017/18 financial year onwards.
2. The Company proposes to introduce a requirement that share awards made under the Company’s Long Term Incentive Plan (“LTIP”) be held (net of tax) for a minimum period of two years after vesting. This means there will be a minimum period of five years between the grant of awards under the Company’s LTIP and the sale of awarded shares. The introduction of this change is in accordance with best practice and will better align the interests of Executive Directors with shareholders.
3. The Company proposes to introduce malus and clawback in relation to annual bonuses and awards made under the LTIP scheme which will apply in specific circumstances including financial misstatement, misconduct or error in calculation. The introduction of malus and clawback represents best practice. No increases in annual bonuses or awards under the LTIP are proposed. The Company’s Remuneration Committee proposes to introduce these provisions in accordance with its policy on annual bonuses and the rules of the Carr’s Milling Industries Long Term Incentive Plan 2013 (the “LTIP Rules”) which were approved by shareholders at the AGM which took place on 8 January 2013.
4. Under the Company’s current Directors’ remuneration policy, the Company’s performance for the purposes of LTIP awards is measured solely on the basis of Adjusted Earnings Per Share (“EPS”) growth. The proposed policy has been updated to allow for the introduction of one or more additional measures for assessing the Company’s performance. The Company considers that a second measure would provide a useful balance and a more appropriate means of measuring Company performance.

The Company wishes to spend some time considering alternative performance measures with a view to introducing one or more additional measures in the future. The Company will consult with major shareholders prior to the introduction of any new performance measure. Awards made under the Company’s LTIP in 2018 will continue to be made subject to stretching EPS targets.

5. In accordance with best practice, the remuneration report will now include retrospective disclosure of annual bonus targets, starting with the targets for the 2016/17 performance year.

The shareholder vote on the proposed Directors’ remuneration policy will be binding in that, once the policy is approved, the Company will not be able to make a remuneration payment to a current or prospective Director or a payment for loss of office to a current or past Director, unless that payment is consistent with the policy or has been specifically approved by a resolution of the Company’s shareholders. If the proposed resolution to approve the policy is not passed then the Company will either retain its current policy (that approved at the Annual General Meeting on 10 January 2017) or amend the proposed new policy and put it forward for approval at a further vote at a specially convened general meeting.

## Resolution 13 – Authority to allot shares

Under the Companies Act 2006 (“the Act”), the Directors of a public company are unable to allot shares without the authority of the Shareholders in a general meeting. Resolution 13 authorises the Directors to allot shares in the Company up to an aggregate nominal amount of £761,687.91. This represents 30,467,516 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 22 November 2017 (being the last practicable date before the printing of this document).

As at 22 November 2017 (being the last practicable date before the printing of this document), no shares in the Company were held as treasury shares.

This authority will last until the end of the next Annual General Meeting of the Company or 28 February 2019 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 request for authorisation to allot new shares in an amount up to one-third of the existing issued share capital of a company, it would regard as routine requests to authorise the allotment of a further one-third in connection with a rights issue. Resolution 13 is the usual general authority to allot shares up to approximately 33% of the Company’s issued share capital (which as in previous years is accompanied by a disapplication of Shareholders’ pre-emption rights Resolution in Resolution 14).

## Resolution 14 – Disapplication of pre-emption rights

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

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

Resolution 14 gives the Directors power to allot equity securities for cash (pursuant to the authority obtained in Resolution 13) and to sell treasury shares for cash as if the pre-emption provisions of section 561(1) of the Act do not apply. Other than in connection with a rights issue or other similar issue, the power contained in this Resolution will be limited to an aggregate nominal amount of £114,253.30. This represents 4,570,132 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 22 November 2017 (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 2019 if earlier. This Resolution complies with guidelines issued by investor bodies and, in accordance with normal practice, the Directors will seek annual renewal of this power.

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

## Resolution 15 – Authority to buy own Ordinary Shares

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

This authority allows the Company to purchase a maximum of 9,140,264 Ordinary Shares (which is approximately 10% of the Company's issued share capital as at 22 November 2017).

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 22 November 2017 (the latest practicable date before the printing of this document) options over 1,700,014 Ordinary Shares in the Company were outstanding under the Company's employee share schemes, representing 1.86% 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 2.32% of the Company's issued share capital (excluding treasury shares) at 22 November 2017.

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

## Resolution 16 – Notice of general meetings

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

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

## Proxy voting

If you are unable to attend the AGM, but would like to vote on the matters proposed, please ensure that a proxy form is submitted to our registrars, Link Asset Services. Proxy forms must be received by no later than 48 hours before the start of the AGM (excluding any day that is a non-working day) and can be submitted using either of the following methods:

1. Accessing the shareholder portal at [www.signalshares.com](http://www.signalshares.com). In order to do this you will need to log in using your username and password. If you have not previously registered to use the portal you will require your Investor Code ("IVC") which can be found on your share certificate, dividend confirmation or by contacting Link Asset Services by telephone on 0871 664 0300 (calls cost 12p per minute plus network extras, lines are open 8.30am-5.30pm, Monday to Friday). If you have forgotten your username or password you can request a reminder via the shareholder portal.
2. Completing a proxy form and posting it to Link Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 9ZA.

# Notes

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1. 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).
2. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
4. In order for a proxy appointment, or instruction, made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the Notice of Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy instructions. It is therefore the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
5. 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.
6. 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 (ie 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.
7. 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.
8. As at 5.00 pm on 22 November 2017, the Company's issued share capital comprised 91,402,641 Ordinary Shares of 2.5 pence each. Each Ordinary Share carries the right to one vote at a general meeting of the Company. On 22 November 2017 no shares were held in treasury and therefore, the total number of voting rights in the Company as at 5.00 pm on 22 November 2017 is 91,402,641.
9. The website referred to in note 1 will include information on the number of shares and voting rights.
10. 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:
  - 10.1 answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
  - 10.2 the answer has already been given on a website in the form of an answer to a question; or
  - 10.3 it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

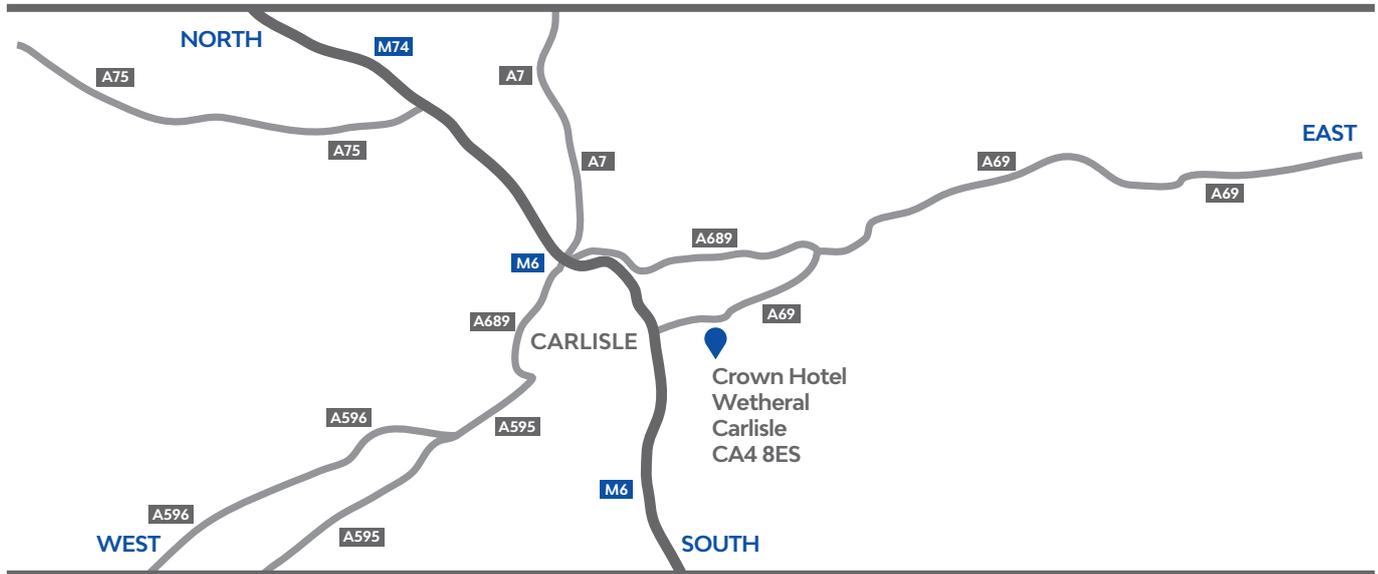
11. Under section 338 of the Companies Act 2006, a shareholder or shareholders meeting the qualification criteria set out at note 14 below, may, subject to conditions, require the Company to give to shareholders notice of a resolution which may properly be moved and is intended to be moved at that meeting.
  - 11.1 The conditions are that:
    - 11.1.1 The resolution must not, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise).
    - 11.1.2 The resolution must not be defamatory of any person, frivolous or vexatious.
  - 11.2 The request:
    - 11.2.1 may be in hard copy form or in electronic form (see note 15 below);
    - 11.2.2 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;
    - 11.2.3 must be authenticated by the person or persons making it (see note 15 below); and
    - 11.2.4 must be received by the Company at least 6 weeks before the meeting to which the request relates or, if later, the time at which notice is given of that meeting.
  - 11.3 In the case of a request made in hard copy form, such request must be:
    - 11.3.1 authenticated by being signed by the shareholder or shareholders making the request, who should also add their address; and
    - 11.3.2 sent to Matthew Ratcliffe, Carr's Group plc, Old Croft, Stanwix, Carlisle CA3 9BA.
  - 11.4 In the case of a request made in electronic form, such request must be:
    - 11.4.1 authenticated by stating on it the name of the shareholder sending the request and that shareholder's address; and
    - 11.4.2 sent to [matthew.ratcliffe@carrsgroup.com](mailto:matthew.ratcliffe@carrsgroup.com).
12. Under section 338A of the Companies Act 2006, a shareholder or shareholders meeting the qualification criteria set out at note 14 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).
  - 12.1 The conditions are that the matter of business 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 15 below);
    - 12.2.2 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;
    - 12.2.3 must be accompanied by a statement setting out the grounds for the request;
    - 12.2.4 must be authenticated by the person or persons making it (see note 15 below); and
    - 12.2.5 must be received by the Company at least 6 weeks before the meeting to which the request relates or, if later, the time at which notice is given of that meeting.
13. Under section 527 of the Companies Act 2006, a shareholder or shareholders meeting the criteria set out at note 14 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.
  - 13.1 Where the Company is required to publish such a statement on its website:
    - 13.1.1 it may not require the shareholders making the request to pay any expenses incurred by the Company in complying with the request;
    - 13.1.2 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
    - 13.1.3 the statement may be dealt with as part of the business of the meeting.
  - 13.2 The request:
    - 13.2.1 may be in hard copy form or in electronic form (see note 15 below);
    - 13.2.2 either set out the statement in full or, if supporting a statement sent by another shareholder, clearly identify the statement which is being supported;
    - 13.2.3 must be authenticated by the person or persons making it (see note 15 below); and
    - 13.2.4 be received by the Company at least one week before the meeting.

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14. In order to be able to exercise the shareholders' right to require:
  - 14.1 circulation of a resolution to be proposed at the meeting (see note 11);
  - 14.2 a matter of business to be dealt with at the meeting (see note 12); or
  - 14.3 the Company to publish audit concerns (see note 13),  
the relevant request must be made by:
    - 14.4 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
    - 14.5 at least 100 shareholders having a right to vote at the meeting and holding, on average, at least £100 of paid up share capital.
    - 14.6 For information on voting rights, including the total number of voting rights, see note 8 above and the website referred to in note 1.
15. Where a shareholder or shareholders wish to request the Company to:
  - 15.1 circulate a resolution to be proposed at the meeting (see note 11);
  - 15.2 include a matter of business to be dealt with at the meeting (see note 12); or
  - 15.3 publish audit concerns (see note 13),  
such request be must be made by either sending:
    - 15.4 a hard copy request which is signed by you, states your full name and addressed to Matthew Ratcliffe, Carr's Group plc, Old Croft, Stanwix, Carlisle CA3 9BA.
    - 15.5 a request which states your full name and address and confirms that you are the sender to matthew.ratcliffe@carrsgroup.com. Please state "AGM" in the subject line of the e-mail.
16. Voting on all resolutions will be conducted by way of a poll rather than on a show of hands. This is a more transparent method of voting as shareholders' votes are counted according to the number of shares registered in their names. As soon as practicable following the meeting, the results of the voting will be announced via a regulatory information service and also placed on the Company's website.
17. Copies of the service contracts of the Executive Directors, the Non-Executive Directors' contracts for services and the LTIP Rules approved in 2013 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.
18. Except as provided above, shareholders who have general queries about the meeting should call 01228 554600.

# How to get to the Crown Hotel



## Crown Hotel, Wetheral, Carlisle CA4 8ES

### From the M6 Travelling North

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

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

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

### From the M6 Travelling South

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

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

### Rail

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

### Bus

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



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