

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, solicitor, accountant or other professional adviser or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Mears Group PLC, please pass this document, together with the accompanying documents, as soon as possible 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.



Mears Group PLC

(incorporated and registered in England and Wales under number 3232863)

Notice of Annual General Meeting
and explanatory circular to shareholders 2026

This document should be read as a whole. Your attention is drawn to the letter from the Chair of Mears Group PLC (the '**Company**') set out on page 2 of this document, which contains the recommendation by the Directors of the Company to shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting.

Notice of the Annual General Meeting of Mears Group PLC to be held at the offices of Panmure Liberum, Level 12 Ropemaker Place, 25 Ropemaker Street, London EC2Y 9LY, on 3 June 2026 at 12:30pm is set out at the end of this document. Shareholders will also find enclosed with this document a form of proxy for use in connection with the Annual General Meeting.

Please complete and submit the form of proxy in accordance with the instructions printed on the enclosed form. The form of proxy must be received by Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, no later than 12:30pm on 1 June 2026. Alternatively, you can appoint a proxy online at www.investorcentre.co.uk/eproxy. CREST members who wish to appoint a proxy or proxies for the Annual General Meeting (and any adjournment(s) thereof) through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual.

If you are an institutional investor, you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Company's registrars, Computershare Investor Services PLC. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 12:30pm on 1 June 2026 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.

Letter from the Chair of Mears Group PLC

(incorporated and registered in England and Wales under number 3232863)

17 April 2026

Dear Shareholder

I am pleased to invite you to the Company's Annual General Meeting, which will be held at the offices of Panmure Liberum, Level 12 Ropemaker Place, 25 Ropemaker Street, London EC2Y 9LY, on 3 June 2026 at 12:30pm.

The notice of the 2026 Annual General Meeting (the '**AGM**') is set out on pages 3 and 4 of this document (the '**Notice**'). A copy of the Annual Report and Accounts for the year ended 31 December 2025 (the '**2025 Annual Report**') is available at www.mearsgroup.co.uk and a form of proxy is enclosed to enable you to exercise your voting rights.

Welcoming you to the AGM

The purpose of the AGM is to seek shareholders' approval for the resolutions set out in the Notice (the '**Resolutions**'). It is also an opportunity for shareholders to express their views and to ask questions of the Directors of the Company (the '**Board**'). We, as your Board, are committed to open dialogue with our shareholders and our AGM is an excellent means to engage with you directly.

We are delighted to welcome shareholders to join our AGM and we hope that shareholders will take up the opportunity to join the AGM and look forward to seeing you.

Voting and asking questions

If you are not attending the AGM, the Board strongly encourages you to exercise your right to vote by appointing the Chair of the AGM as your proxy to exercise your right to vote at the AGM in accordance with your instructions. To appoint a proxy, please complete the enclosed form of proxy and send it to our registrars, Computershare Investor Services PLC. Alternatively, you can appoint a proxy online at www.investorcentre.co.uk/eproxy following the instructions provided on the form of proxy. CREST members who wish to appoint a proxy or proxies for the AGM (and any adjournment(s) thereof) through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. If you are an institutional investor, you may also appoint a proxy electronically via the Proxymity platform.

Proxy appointments must be received by Computershare Investor Services PLC no later than 12:30pm on 1 June 2026.

We, as your Board, are committed to open dialogue with our shareholders. Your Board remains very mindful of ensuring that shareholders have an opportunity to engage with it and so shareholders who are unable to attend the AGM are encouraged to submit questions in advance of the AGM or raise matters of concern as a shareholder by emailing company.secretary@mearsgroup.co.uk with the subject line "AGM 2026" before 12:30pm on 1 June 2026. The Board will attempt to reply to any emails or written correspondence received as soon as reasonably practicable. Replies will either be made by return email or published on our website, as deemed appropriate by the Board.

In line with best corporate governance, voting on the Resolutions will be conducted by way of a poll. The Company considers a poll is more representative of shareholders' voting intentions because votes are counted according to the number of shares held and all votes tendered are taken into account.

The voting results will be announced through a regulatory information service and will be published on our website at www.mearsgroup.co.uk as soon as practicable following the AGM.

Directors

Biographical details of the Directors seeking election and re-election are detailed in full in Appendix 1 to this Notice of Meeting along with membership of the principal Board committees. Information on remuneration is set out in the Directors' Remuneration Report for the financial year ended 31 December 2025 (which is contained in pages 90 to 100 of the 2025 Annual Report).

Whilst the Group has a relatively small Board with just three independent Non-Executive Directors, I have been pleased that we have an appropriate balance of skills, experience and knowledge which are appropriate to effect oversight and implementation of the Group's strategy. However, I am also mindful that having such a small Board could leave the Board exposed in the event of an unanticipated departure. The Board recognised that following the departure of Dame Julia Unwin, former Non-Executive Director, whose tenure on the Board came to an end in January 2025, the Board had lost the benefit of Julia's extensive and varied experiences.

As announced on 25 February 2026, following an extensive search, I am delighted that Dame Clare Tickell was selected and joined the Board on 1 April 2026. Clare is a seasoned non-executive leader with over three decades of experience spanning housing, public service delivery, and corporate governance. She brings deep understanding of the interface between public accountability and commercial delivery and is a strong fit for Mears' purpose-led, contract-based business model. Clare's combination of National Audit Office Board membership, John Lewis Partnership governance and housing sector leadership positions her well to contribute to Mears' continued growth as a trusted and values-driven partner to the public sector.

Electronic communications

The Company actively encourages all shareholders to register for the electronic communications service. You can register for this via the Investor Centre at www.investorcentre.co.uk.

Recommendation

In the opinion of the Directors, each of the Resolutions is in the best interests of the Company and shareholders as a whole. Accordingly, the Directors recommend that shareholders vote in favour of the Resolutions at the AGM, as the Directors intend to do in respect of their own beneficial holdings of ordinary shares, which amount to approximately 0.7% of the issued ordinary shares of the Company.

Yours faithfully

J Clarke
Chair

Notice of Annual General Meeting 2026

Mears Group PLC

Notice is hereby given that the Annual General Meeting of Mears Group PLC (the '**Company**') will be held at the offices of Panmure Liberum, Level 12 Ropemaker Place, 25 Ropemaker Street, London EC2Y 9LY, on 3 June 2026 at 12:30pm to consider and, if thought fit, pass the following:

- Resolution 1. THAT the audited accounts for the year ended 31 December 2025, together with the Directors' and Auditor's Reports thereon, be received and adopted.
- Resolution 2. THAT the Directors' Remuneration Policy, contained on pages 80 to 89 of the Annual Report and Accounts for the financial year ended 31 December 2025, be approved.
- Resolution 3. THAT the Annual Report on Remuneration (excluding the Directors' Remuneration Policy) contained on pages 77 to 100 of the Annual Report and Accounts for the financial year ended 31 December 2025 be approved.
- Resolution 4. THAT the proposed amendments to the rules of the Mears Group Long Term Incentive Plan (the 'LTIP') as summarised in the explanatory notes section of this Notice of AGM, be approved and the Directors be authorised to adopt the amendments into the rules of the LTIP and to do all such other acts and things as they may consider appropriate to implement such amendments.
- Resolution 5. THAT PricewaterhouseCoopers LLP (PwC) be reappointed as auditor of the Company.
- Resolution 6. THAT the Directors be authorised to fix the remuneration of the auditor.
- Resolution 7. THAT a final dividend of 11.90p per ordinary share for the year ended 31 December 2025 be declared payable on 9 July 2026 to all members whose names appear on the Company's Register of Members as at 19 June 2026.
- Resolution 8. THAT Jim Clarke be re-elected as a Director.
- Resolution 9. THAT Lucas Critchley be re-elected as a Director.
- Resolution 10. THAT Andrew Smith be re-elected as a Director.
- Resolution 11. THAT Angela Lockwood be re-elected as a Director.
- Resolution 12. THAT Nick Wharton be re-elected as a Director.
- Resolution 13. THAT Clare Tickell be elected as a Director.
- Resolution 14. THAT the Board be and is hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the '**Act**') to exercise all the powers of the Company to allot shares in the Company and to grant such subscription and conversion rights as are contemplated by Sections 551(a) and (b) of the Act respectively:
- (a) up to an initial aggregate nominal amount of £288,348; and
 - (b) comprising equity securities (as defined in Section 560(1) of the Act) up to a further aggregate nominal amount of £288,348 but only in connection with a fully pre-emptive offer in favour of:
 - (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) holders of other equity securities as required by the rights of those securities or subject to such rights as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

provided that this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or, if earlier, at 6:00pm on 2 September 2027, (unless previously renewed, varied or revoked by the Company at a general meeting) save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the Board may allot shares or grant rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

(Resolutions 1 to 14 will be proposed as ordinary resolutions. For each of these to be passed, more than half of the votes cast must be in favour of the relevant Resolution.)

Notice of Annual General Meeting 2026 continued

Mears Group PLC

- Resolution 15. THAT, subject to the passing of Resolution 14, the Board be and is hereby authorised, pursuant to Section 570 of the Act, to allot equity securities (within the meaning of Section 560 of the Act, including where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Act) for cash under the authority given by Resolution 14 as if sub-section (1) of Section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
- (a) in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 14 above, by way of a fully pre-emptive offer only) to:
 - (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) holders of other equity securities as required by the rights of those securities or, subject to such rights as the Board otherwise considers necessary,and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
 - (b) (otherwise than pursuant to sub-paragraph (a) above) up to an aggregate nominal amount of £43,252, such authority to expire on the date of the next annual general meeting of the Company, or, if earlier, 6:00pm on 2 September 2027 (unless previously renewed, varied or revoked by the Company at a general meeting) 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 Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.
- Resolution 16. THAT the Company be generally and unconditionally authorised for the purposes of Section 701 of the Act to make market purchases (as defined in Section 693(4) of the Act) of ordinary shares with a nominal value of 1p each in the Company on such terms and in such manner as the Directors may determine, provided that:
- (a) the Company does not purchase under this authority more than 8,650,462 ordinary shares;
 - (b) the Company does not pay less than 1p (exclusive of expenses) for each ordinary share;
 - (c) the Company does not pay more for each ordinary share (exclusive of expenses) than the higher of:
 - (i) 5% over the average of the middle market price of the ordinary shares for the five business days immediately preceding the date on which the ordinary share is purchased, based on share prices and currency exchange rates published in the Daily Official List of the London Stock Exchange; and
 - (ii) an amount equal to the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venue where the market purchase made under this authority is carried out;
 - (d) this authority shall expire at the conclusion of the Annual General Meeting of the Company or at 6:00pm on 2 September 2027, whichever is sooner (unless previously renewed, varied or revoked by the Company at a general meeting); and
 - (e) the Company may make a contract to purchase its own ordinary shares under the authority conferred by this Resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own ordinary shares in pursuance of any such contract.
- Resolution 17. THAT the Company be and is hereby generally and unconditionally authorised to hold general meetings (other than an annual general meeting) on 14 clear days' notice from the date of the passing of this Resolution, such authority expiring at the conclusion of the next annual general meeting of the Company.

(Resolutions 15 to 17 inclusive will be proposed as special resolutions. For each of these to be passed, at least three-quarters of the votes cast must be in favour of the Resolution.)

By order of the Board

B R Westran

Secretary

17 April 2026

2nd Floor 5220 Valiant Court
Gloucester Business Park
Brockworth
Gloucester GL3 4FE

Explanatory notes to the Resolutions

Resolution 1

The Directors are required by law to present to the meeting the audited accounts and the Directors' and Auditor's Reports for the year ended 31 December 2025.

Resolution 2

In accordance with Section 439A of the Companies Act 2006 (the '**Act**'), the Company is required to seek the approval of shareholders for its Remuneration Policy every three years. The current Remuneration Policy was approved by shareholders at the annual general meeting in 2023 and is due for renewal. The main changes proposed to be made to the Remuneration Policy are summarised below. If approved by shareholders, the new proposed Remuneration Policy will take effect immediately upon conclusion of the Annual General Meeting.

The Remuneration Policy sets out the Company's future policy on Directors' remuneration, including the setting of Directors' pay and the granting of cash and share-based incentives, and is set out on pages 80 to 89 of the Annual Report and Accounts for the financial year ended 31 December 2025. Resolution 2 seeks shareholder approval of the Remuneration Policy. This vote on the Remuneration Policy is binding in nature. Once approved, the Company will not be able to make a remuneration payment to a current or past Director unless that payment is consistent with the Remuneration Policy or has been approved by a resolution of the members of the Company.

The main changes are as follows:

- an increase to the Executive Director LTIP grant opportunity from 100% of salary to 125% of salary and no change to the 150% of salary exceptional limit; and
- a change to bonus deferral arrangements by linking the level of deferral with achievement of the shareholding guideline. Currently, Executive Directors are required to defer 33% of their bonus for three years; the proposed policy reduces bonus deferral to 25% but only where Executive Directors have met their shareholding guidelines.

Resolution 3

In accordance with Section 439 of the Act, the Company is required to seek the approval of shareholders for its Annual Report on Remuneration (excluding the Directors' Remuneration Policy) set out on pages 77 to 100 of the 2025 Annual Report. This report gives details of the Directors' remuneration for the financial year ended 31 December 2025 and is set out in full on pages 90 to 100 of the 2025 Annual Report. The vote on the Annual Report on Remuneration is advisory in nature.

Resolution 4

Approved by shareholders at the 2020 annual general meeting of the Company for 10 years, the Mears Group Long Term Incentive Plan (the '**LTIP**') is the Company's long-term incentive arrangement for the Company's Executive Directors and other selected employees.

Two amendments are proposed to the rules of the LTIP.

The current terms of the LTIP provide that individuals may not ordinarily receive awards under the LTIP in any financial year over shares having a market value in aggregate (at time of grant) in excess of 100% of their annual base salary in that financial year (the '**Normal Limit**'). In exceptional circumstances the Remuneration Committee may grant awards over shares with a market value in aggregate (at time of grant) of up to 150% of the individual's annual base salary in that financial year (the '**Exceptional Limit**').

To align the LTIP to the Normal Limit for such purposes under the new Directors' Remuneration Policy proposed under Resolution 2, shareholder approval is sought under Resolution 4 to amend the Normal Limit in the rules of the LTIP to provide that participants may not ordinarily receive awards under the LTIP in any financial year over shares having a market value in aggregate (at time of grant) in excess of 125% of their annual base salary in that financial year. No change is proposed to the Exceptional Limit.

As per the current rules of the LTIP, market value for the purposes of the above limit shall ordinarily be based on the market value of shares on the dealing day immediately preceding the grant of an award or by reference to a short averaging period ending on such dealing day.

The LTIP may operate over new issue shares, treasury shares or shares purchased in the market.

The current rules of the LTIP provide that in any rolling 10-year period the Company may not issue (or have the possibility to issue) more than: (a) 10% of the issued ordinary share capital of the Company in respect of awards made in that period under the LTIP and any other employee share scheme adopted by the Company (the '**10% Limit**'); and (b) 5% of the issued ordinary share capital of the Company in respect of awards made in that period under the LTIP and any other discretionary share plan adopted by the Company (the '**5% Limit**').

The second amendment proposed to the rules of the LTIP is to remove the 5% Limit and consequently for the LTIP to operate solely by reference to the 10% Limit. This proposed amendment reflects that, in respect of dilution limits for long-term incentive plans, the latest Investment Association's Principles of Remuneration only set an expectation for such a 10% Limit.

As per the existing rules of the LTIP: (i) treasury shares will continue to count as new issue shares for the purposes of the limitation unless institutional investor bodies decide that they need no longer count; and (ii) lapsed awards or awards settled in cash or with shares purchased in the market do not count towards the limitation.

No other changes are proposed to the current rules of the LTIP and subject to shareholder approval the amended terms would take effect after the date of the AGM.

A copy of the rules of the LTIP in the proposed amended form will be available for inspection from the date of this Notice on the National Storage Mechanism and will also be available for inspection at the place of the Annual General Meeting for at least 15 minutes before and during the AGM.

Explanatory notes to the Resolutions continued

Resolutions 5 and 6

The auditor is required to be reappointed at each AGM at which accounts are presented. The current appointment of PwC as auditor will end at the conclusion of the AGM. The Directors, on the recommendation of the Audit Committee (which has evaluated the effectiveness and independence of the external auditor), are proposing the reappointment of PwC.

It is normal practice for a company's directors to be authorised to agree how much the auditor should be paid, and Resolution 6 grants this authority to the Directors.

Resolution 7

Final dividends must be approved by shareholders but must not exceed the amount recommended by Directors. If the meeting approves Resolution 7, the final dividend in respect of the financial year ended 31 December 2025 of 11.90p per share will be paid on 9 July 2026 to ordinary shareholders who are on the Register of Members on 19 June 2026 in respect of each ordinary share.

Resolutions 8 to 13

In accordance with the UK Corporate Governance Code and the Company's Articles of Association, all of the Directors except Clare Tickell will seek re-election at the AGM. Clare Tickell, having been appointed on 1 April 2026, will seek election at the AGM. Each Director will be proposed for re-election or election, as the case may be, by a separate Resolution.

The Executive Directors bring a wide range of experience to contribute to the long-term sustainable success of the Company. Lucas Critchley brings experience of the industry gained during his tenure at Mears; Andrew Smith brings a wealth of financial experience.

The Non-Executive Directors possess a good mix of sector experience, business acumen and financial experience and they provide active contributions to Board discussions, contributing to the long-term success of the Company. Jim Clarke brings experience from an extensive career in senior finance roles in consumer-facing industries. Angela Lockwood brings experience from a career in housing spanning nearly 30 years. Nick Wharton has extensive finance and corporate governance experience, gained both in the UK and internationally through executive and non-executive positions in consumer companies under both public and private equity ownership. Clare Tickell brings a deep understanding of the interface between public accountability and commercial delivery.

The Board is satisfied that all of the Non-Executive Directors are independent in character and there are no relationships or circumstances that are likely to affect their independence. The performance of the Board as a whole, as well as the contribution made by individual Directors, has been reviewed during the course of the year. After considering this performance review, and the combined expertise and experience of the Directors, the Chair has confirmed that the performance of every Director continues to be effective, that they continue to demonstrate commitment to their respective roles, that their respective skills complement one another to enhance the overall operation of the Board and that their contribution is, and continues to be, important to the Company's long-term sustainable success. Biographical details of the Directors seeking election are included in the Appendix to this Notice.

Resolution 14

The authority sought by this Resolution is for the Directors to be authorised to allot ordinary shares comprising up to a total aggregate nominal amount of £576,696. This represents approximately two-thirds of the issued share capital as at 31 March 2026 (being the latest practicable date prior to the posting of this Notice). This is within the guidelines issued by the Investment Association in that it is considered routine and standard practice for a listed company to seek authorisation to allot up to two-thirds of its existing issued share capital. However, the additional one-third may only be applied to a fully pre-emptive offer and the authorisation must only be valid for a maximum time period of 15 months. The Directors will therefore be seeking annual renewal of this authority in accordance with best practice and to ensure the Company has maximum flexibility in managing its capital resources. This authority will expire at the next annual general meeting, or, if earlier, at 6:00pm on 2 September 2027.

The Directors have no present intention of exercising this authority. However, the Directors consider it appropriate to maintain the flexibility that this authority provides. It is intended to renew this authority at successive annual general meetings.

As at 31 March 2026 (being the latest practicable date prior to the posting of this Notice), no shares are held by the Company in treasury.

Resolution 15

When shares are to be allotted for cash, Section 561 of the Act provides that existing shareholders have pre-emption rights and that any new shares are offered first to such shareholders in proportion to their existing shareholdings. There may be occasions, however, when the Board needs the flexibility to finance business opportunities by the issue of ordinary shares without a pre-emptive offer. Resolution 15 would give the Directors that authority.

The authority under Resolution 15 would be limited to:

- (a) allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board considers necessary; and
- (b) allotments or sales (otherwise than pursuant to (a)) up to an aggregate nominal amount of £43,252, which represents approximately 5% of the Company's issued ordinary share capital as at 31 March 2026 (being the latest practicable date prior to the publication of this Notice).

The disapplication authority under Resolution 15 is in line with the authority sought at the Annual General Meeting last year.

The Pre-Emption Group's Statement of Principles was revised in November 2022 (the '**Pre-Emption Principles**') to allow companies to seek authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to include: (i) an authority up to 10% of a company's issued share capital for use on an unrestricted basis; and (ii) an additional authority up to a further 10% of a company's issued share capital for use in connection with an acquisition of specified capital investment announced contemporaneously with the issue, or that has taken place in the 12-month period preceding the announcement of the issue. In both cases, an additional authority of up to 2% may be sought for the purposes of making a follow-on offer.

Having considered the revised Pre-Emption Principles, the Board considers that, for the time being, it is in the best interests of shareholders to adopt them but to retain the threshold for the general disapplication of pre-emption rights at 5%, the amount previously recommended under the 2015 Pre-Emption Group Statement of Principles. The Board continues not to seek additional authority to disapply pre-emption rights specifically for the purposes of financing a transaction or other capital investment of for the purposes of making a follow-on offer.

The Directors have no present intention of exercising this authority. However, the Directors consider it appropriate to maintain the flexibility that this authority provides. It is intended to renew this authority at successive annual general meetings.

The Directors confirm that, in considering the exercise of the authority under Resolution 15, they intend to follow the shareholder protections set out in Part 2B of the Pre-Emption Principles to the extent relevant and reasonably practicable.

The authority contained in Resolution 15 will expire at the next annual general meeting, or, if earlier, at 6.00pm on 2 September 2027.

Resolution 16

Share buybacks are a way of returning cash to shareholders. The Directors will exercise this authority only when to do so would be in the best interests of the Company and of its shareholders generally and could be expected to result in an increase in earnings per share of the Company.

Shares that are purchased by the Company must either be cancelled or held in treasury. Once shares are held in treasury, the Directors may only dispose of them in accordance with the relevant legislation by:

- (a) selling the shares (or any of them) for cash;
- (b) transferring the shares (or any of them) for the purposes of, or pursuant to, an employee share scheme; or
- (c) cancelling the shares (or any of them).

The Directors' intention is to cancel any shares purchased pursuant to this authority.

As shareholders will be aware, the Company announced a buyback programme on 26 March 2026. This buyback programme is being undertaken pursuant to the authority given at the annual general meeting held on 4 June 2025. This authority will expire at the conclusion of the Annual General Meeting. The Directors intend that the buyback programme will continue up to the value of £20m as announced, subject to the approval of Resolution 16 by the requisite majority at the AGM, and that all ordinary shares purchased under this authority be immediately cancelled, thereby reducing the number of ordinary shares in issue. Any purchases of ordinary shares would be by means of market purchase through the London Stock Exchange. The Directors have no present intention of commencing a further buyback programme beyond that already announced but will keep the matter under review, taking into account the financial resources of the Company, the Company's share price and future funding opportunities.

Authority is sought in Resolution 16 to purchase up to 10% of the issued ordinary share capital of the Company (excluding treasury shares). Resolution 16 specifies the maximum number of shares that may be purchased and the minimum and maximum prices at which they may be bought.

For information, as at 31 March 2026, there were options outstanding over 3,825,759 ordinary shares, representing 4.4% of the Company's issued ordinary share capital. If the authority given by Resolution 16 were to be fully used, the options would then represent 4.9% of the Company's issued ordinary share capital. The Company has no treasury shares and no warrants are in issue in relation to its shares.

The authorities contained in Resolution 16 will expire at the next annual general meeting, or, if earlier, at 6:00pm on 2 September 2027.

Resolution 17

Section 307A of the Act provides that listed companies must hold general meetings (other than annual general meetings) on 21 clear days' notice unless the members of that company pass a special resolution agreeing to a shorter notice period which cannot be any less than 14 clear days. It is therefore necessary for the Company to pass this Resolution allowing the Company to continue to hold general meetings (other than annual general meetings) on not less than 14 clear days' notice.

The Directors confirm that the shorter notice period would not be used as a matter of routine but only where flexibility is merited by the business of the meeting, the proposals are time sensitive and it 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.

Explanatory notes to the Resolutions continued

Notes

Proxy appointments

1. As a member of the Company, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the AGM and you should have received a form of proxy with this Notice of AGM. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy. Appointment of a proxy does not preclude you from attending the AGM and voting in person.
2. A proxy does not need to be a member of the Company. If you wish your proxy to speak on your behalf at the AGM, you will need to appoint your own choice of proxy (not the Chair) and give your instructions directly to them.
3. To appoint a proxy using the form of proxy, the form must be: (i) completed and signed; (ii) sent or delivered to the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY; and (iii) received by the Company's registrars no later than 12:30pm on 1 June 2026 (or at such later time as the Chair shall determine in their absolute discretion).
4. Alternatively, a proxy may be appointed electronically at www.investorcentre.co.uk/eproxy. You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown on your form of proxy, and agree to certain terms and conditions. To be valid, your proxy appointment and instructions should reach Computershare Investor Services PLC no later than 12:30pm on 1 June 2026.
5. If you are an institutional investor, you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Company's registrars, Computershare Investor Services PLC. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 12:30pm on 1 June 2026 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.
6. You may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. To appoint more than one proxy, (an) additional form(s) of proxy may be obtained by contacting Computershare Investor Services PLC on +44(0)370 889 3192 or you may photocopy the form of proxy accompanying this Notice.
7. You may terminate a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrars. The notice must be received by the Company's registrars no later than the cut-off time for the receipt of proxy appointments.
8. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Please note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the form of proxy enclosed with this Notice and would like to change the instructions using another hard copy form of proxy, please contact Computershare Investor Services PLC on +44(0)370 889 3192. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
9. Any power of attorney or any other authority under which the form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.
10. 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(s) 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.
11. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a '**CREST Proxy Instruction**') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications, must contain the information required for such instructions, as described in the CREST Manual (available from www.euroclear.com), and must be transmitted so as to be received by the Company's agent, Computershare Investor Services PLC (ID: 3RA50), by 12:30pm on 1 June 2026 (or at such later time as the Chair shall determine in his absolute discretion). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
12. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited 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. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournments of it by using the procedures described in the CREST Manual (available from www.euroclear.com). The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001 (as amended).
13. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first-named being the most senior).

Entitlement to attend and vote

14. Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001 (2001 No. 3755), the Company has specified that only those members registered on the Register of Members of the Company at 6:00pm on 1 June 2026 shall be entitled to attend and vote at the AGM in respect of the number of ordinary shares registered in their name at that time. Changes to the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the AGM.

Documents on display

15. Copies of the Non-Executive Directors' letters of appointment will be available for inspection at the Company's registered office during normal business hours from the date of this Notice to the date of the AGM and at the location of the AGM for 15 minutes before and during the AGM. A copy of the rules of the LTIP in the proposed amended form will be available for inspection at the location of the AGM for at least 15 minutes before and during the AGM.

Other information

16. Information regarding the meeting, including a copy of this Notice and the information required by Section 311A of the Companies Act 2006 (the 'Act'), is available from www.mearsgroup.co.uk.

Communication

17. Any electronic address provided either in this Notice or any related documents (including the form of proxy) may only be used for the limited purposes specified herein and not to communicate with the Company by electronic means or for any other more general purpose.
18. Except as provided above, shareholders who have general enquiries about the AGM should call our shareholder helpline on +44(0)370 889 3192 (calls to this number are charged at the standard rate per minute plus network extras and lines are open from 8:30am to 5:30pm (GMT) Monday to Friday, excluding UK public holidays). No other methods of communication will be accepted.

Information rights

19. Under the Act, there are a number of rights that may be available to indirect investors of Mears Group PLC, including the right to be nominated by the registered holder to receive general shareholder communications direct from the Company.
20. The rights of indirect investors who have been nominated to receive communications from the Company in accordance with Section 146 of the Act ('nominated persons') do not include the right to appoint a proxy. However, 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 a 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.
21. If you have been so nominated to receive general shareholder communications direct from Mears Group PLC, it is important to remember that your main contact in terms of your investment remains with the registered shareholder or custodian or broker, or whoever administers the investment on your behalf. You should also deal with them in relation to any rights that you may have under agreements with them to be appointed as a proxy and to attend, participate in and vote at the meeting, as described above.
22. 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. Mears Group PLC cannot guarantee dealing with matters that are directed to us in error. The only exception to this is where Mears Group PLC is exercising one of its powers under the Act and writes to you directly for a response.

Right to ask questions

23. Under Section 319A of the Act, any member attending the AGM has the right to ask questions at the AGM relating to the business of the AGM. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered. Shareholders may also submit questions in advance of the AGM or raise matters of concern as a shareholder by emailing company.secretary@mearsgroup.co.uk with the subject line "AGM 2026" before 9:30am on 1 June 2026.

Members' power to influence AGM agenda

24. Under Section 338 of the Act, members meeting the threshold requirements set out in that Section have the right to require the Company to give notice of a resolution which may properly be moved at the AGM. Any such request, which must comply with Section 338(4) of the Act, must be received by the Company no later than six weeks before the date fixed for the AGM.
25. Under Section 338A of the Act, members meeting the threshold requirements set out in that Section have the right to require the Company to include a matter (other than a proposed resolution) in the business to be dealt with at the AGM. Any such request, which must comply with Section 338A(4) of the Act, must be received by the Company no later than six weeks before the date fixed for the AGM.

Explanatory notes to the Resolutions continued

Notes continued

Statements related to the audit

26. Members satisfying the thresholds in Section 527 of the Act can require the Company to publish a statement on its website setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's Report and the conduct of the audit) that are to be laid before the meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the last AGM that the members propose to raise at the meeting. The Company cannot require the members requesting the publication to pay its expenses in connection with the publication. The Company must forward a copy of the statement to the auditor when it publishes the statement on the website. The business which may be dealt with at the meeting includes any such statement that the Company has been required to publish on its website.

Automatic poll voting

27. Each of the Resolutions to be put to the meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting, which is also in line with best corporate governance practice. Proxies and members will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. The results of the poll will be published on the Company's website and notified to the market once the votes have been counted and verified.

Conduct at the AGM

28. Unacceptable behaviour will not be tolerated at the AGM and it will be dealt with appropriately by the Chair.





Total voting rights and share capital

29. As at 6:00pm on 31 March 2026 (being the latest practicable date prior to the printing of this Notice) the Company's issued share capital consists of 86,504,628 ordinary shares of 1p, carrying one vote each. Therefore, the total voting rights in the Company as at 31 March 2026 are 86,504,628.

30. Updates to this number are released via the Regulatory News Service on the last trading day of each month and can be viewed online at www.mearsgroup.co.uk.

Appendix I: Directors' biographies

Committee key

-  Nominations Committee
-  Remuneration Committee
-  Audit and Risk Committee
-  Committee Chair

Jim Clarke

Chairman

Skills and experience

Jim is a very experienced company Chief Financial Officer. He qualified as a Chartered Accountant in 1984. He has spent much of his career in senior finance roles in consumer-facing industries, having been Chief Financial Officer at David Lloyd Leisure, JD Wetherspoon and Countrywide.

Principal external appointments

Hoburne Group Limited

Tenure

Six years

Committee membership



Lucas Critchley

Chief Executive Officer

Skills and experience

Lucas graduated with a BA in Business and Commerce, joining the Company as a business apprentice in 2004. He has worked his way up through business development and operational roles within the Group to join the Executive Board in 2023. He has hands-on experience of running contracts throughout his time at Mears, becoming Operations Director in 2017 and Group Chief Operating Officer in 2021. Lucas stepped up to Chief Executive on 31 December 2023 following the retirement of David Miles.

Principal external appointments

None

Tenure

21 years (Joined the Board in 2023)

Andrew Smith

Finance Director

Skills and experience

Andrew joined Mears in 1999 and, prior to his appointment to the Board, was Chief Financial Officer covering the Group's subsidiaries. Andrew qualified as a Chartered Accountant in 1994 and worked in professional practice prior to joining Mears.

Principal external appointments

None

Tenure

26 years (Joined the Board in 2007)

Angela Lockwood

Senior Independent Director

Skills and experience

Angela has extensive experience gained from a career in housing spanning 30 years. Starting her career at Sunderland Council, Angela then worked for Home Housing and subsequently joined Endeavour Housing Association, firstly as Housing Director and then Managing Director. She joined North Star in 2009, holding the position of CEO. Angela holds an MBA and is a Fellow of the Chartered Institute of Housing.

Principal external appointments

National Housing Federation Board, North East Advisory Board of Business in the Community

Tenure

Four years

Committee membership



Nick Wharton

Non-Executive Director

Skills and experience

Nick is a Chartered Accountant with extensive finance and corporate governance experience gained, both in the UK and internationally, through executive and non-executive positions in consumer companies under both public and private equity ownership. Nick has been Group Chief Financial Officer (CFO) at three public companies and Audit Committee Chair at four businesses including three FTSE-listed companies. Nick was formerly CFO of Pepco NV, Superdry plc and Halfords Group plc and was also Chief Executive Officer at Dunelm Group plc.

Principal external appointments

AG Barr plc, TheWorks.co.uk plc

Tenure

2 years

Committee membership



Clare Tickell

Non-Executive Director

Skills and experience

Clare is a seasoned non-executive leader with over three decades of experience spanning housing, public service delivery, and corporate governance. Clare's combination of National Audit Office Board membership, John Lewis Partnership governance and housing sector leadership positions her well to contribute to Mears' continued growth as a trusted and values-driven partner to the public sector.

Principal external appointments

John Lewis Partnership Foundation

Tenure

One month (Joined the Board in 2026)

Committee membership



Kiren Sampla

Employee Director (non-statutory)

Skills and experience

Kiren completed a University degree in Human Resource Management and brings over 20 years' experience in HR, primarily within the housing sector. Kiren joined Mears in 2015 as an HR Business Partner and subsequently progressed to Head of HR Operations. Prior to joining Mears, Kiren worked in the retail and banking sectors.

Principal external appointments

None

Tenure

Four months (Joined the Board in 2026)

Ben Westran

Company Secretary

Skills and experience

Ben is a Chartered Accountant and, prior to his appointment as Company Secretary, was Group Financial Controller and Director of a number of the Group's subsidiaries. Ben joined the Group in 2004, having previously worked in professional practice.

Principal external appointments

None

Tenure

21 years (Joined the Board in 2014)



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