

This document is important and requires your immediate attention.

It contains the resolutions to be voted on at the Company's Annual General Meeting on Thursday, 15 July 2010 at 10.30am.

If you are in any doubt about the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 (or if you are resident outside the United Kingdom, an appropriately qualified independent financial advisor).

If you have sold or transferred all of your shares in Mothercare plc, please send this document and the accompanying documents at once to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

mothercare

Dear fellow investor,

The report and accounts for the year ended 27 March 2010 is now available on our website at www.mothercareplc.com.

I'm pleased to report that this has been another year of good progress for the Company with our worldwide network sales exceeding £1.0 billion for the first time, like for like sales growth in the UK for the fourth consecutive year and strong growth in our International businesses with the establishment of a joint venture business in India and other new territories. I urge you to read the business review that sets out the achievements made by the Company during the year. This progress has enabled the board to recommend a final dividend of 11.3 pence per share. This, together with the interim dividend, makes a total dividend of 16.8 pence per share, an increase of 15.9 per cent on last year.

For those who are unable to attend the AGM in person, but who do have a question to put to the board, please use the postal question facility or submit your questions via email to investorrelations@mothercare.com. I will respond in writing to questions received.

The directors believe that the resolutions to be proposed at the AGM are in the best interests of the Company and the shareholders as a whole. The directors therefore recommend shareholders to vote in favour of the resolutions, as they intend to do in respect of their own beneficial shareholdings representing approximately 0.9 per cent of the existing issued share capital of the Company.

Yours sincerely



Ian Peacock
Chairman

Enc. Notice of Meeting
Proxy Form and return envelope
Question form
Report and Accounts for those who have elected to receive a printed copy



Dear Shareholder,

Annual General Meeting 2010

The Annual General Meeting of the Company will be held at the Company's head office in Cherry Tree Road, Watford on Thursday, 15 July 2010 at 10.30am and we look forward to meeting as many shareholders as possible. For those shareholders using public transport and arriving at Watford Junction main line rail station we will be providing a complimentary bus service on a first come first served basis. The service will leave the station promptly at 10.00am to enable shareholders to reach the AGM venue by 10.20am. The service will return to the station after the AGM. You will find the bus in the station bus park adjacent to the station forecourt. Please look for the Mothercare AGM sign. If you intend to arrive by car, please note there is limited car parking available on site.

Shareholder Communications

If you elected to receive an email communication you should have already received your email and be aware that a printed copy of the Annual Report is available on our website at www.mothercareplc.com/financial-reports; a printed copy of the Annual Report is not therefore included within this mailing. **If you would prefer in future to receive a printed copy of the Annual Report, notice and form of proxy please contact the Company's Registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.** We will be happy to provide it to you.

We wish to encourage as many shareholders as possible to take advantage of the ability to cast their votes on the resolutions before the meeting by the use of the electronic proxy appointment service offered by the Registrars, Equiniti Limited, at www.sharevote.co.uk. Using this facility streamlines procedures for the AGM, helps meet our environmental targets and reduces costs.

Shareholder Discount Voucher Booklet

Those private shareholders holding 500 or more Mothercare plc ordinary shares are entitled to a voucher booklet giving a 10 per cent discount on up to £500 of merchandise in either Early Learning Centre or Mothercare stores in the UK. Eligible shareholders can request a voucher booklet by sending their name, address and shareholder account number by email to investorrelations@mothercare.com.

Yours sincerely

[Clive E Revett](#)

Group company secretary

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Mothercare plc (the 'Company') will be held at Cherry Tree Road, Watford, Hertfordshire WD24 6SH on Thursday 15 July 2010 at 10.30am for the transaction of the following business:

As Ordinary Resolutions:

- 1 To receive the Company's annual accounts, together with the directors' report, and the auditors' report on those accounts for the 52 weeks ended 27 March 2010.
- 2 To declare a final dividend of 11.3p per ordinary share for the 52 weeks ended 27 March 2010, payable on 6 August 2010 to those shareholders on the register of members at the close of business on 4 June 2010.
- 3 To approve the directors' remuneration report for the 52 weeks ended 27 March 2010.
- 4 To re-elect Ben Gordon, who retires by rotation, as a director of the Company.
Ben Gordon is Group Chief Executive.
- 5 To re-elect David Williams, who retires by rotation, as a director of the Company.
David Williams is a non-executive director and chairman of the Remuneration Committee.
- 6 To re-elect Bernard Cragg, who retires by rotation, as a director of the Company.
Bernard Cragg is senior non-executive director and chairman of the Audit Committee.
- 7 To reappoint Deloitte LLP as auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next general meeting of the Company at which accounts are laid and to authorise the directors to determine their remuneration.
- 8 THAT, conditional on the passing of Resolution 12 and in substitution for all existing authorities, the directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares (as defined in section 540 of the Act) in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £14,686,000, such authority to apply (unless previously renewed, varied or revoked by the Company in general meeting) until the end of the Company's next annual general meeting after this resolution is passed (or, if earlier, until close of business on 27 September 2011) but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired.

As Special Resolutions:

- 9 THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice, provided that this authority expires at the end of the Company's next annual general meeting after this resolution is passed.
- 10 THAT, conditional on the passing of Resolutions 8 and 12 and in substitution for all existing powers the directors be generally empowered pursuant to section 570 and section 573 of the Act to allot equity securities (as such phrase is to be interpreted in accordance with section 560 of the Act) for cash pursuant to the authority granted by Resolution 8 and to allot equity securities by virtue of section 560(3) of the Act, in each case free of the restriction in section 561 of the Act, such power to be limited:
 - (a) to the allotment of equity securities in connection with an offer of equity securities:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities (as defined in section 560(1) of the Act), as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider 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; and
 - (b) to the allotment of equity securities pursuant to the authority granted by Resolution 8 and/or an allotment of equity securities by virtue of section 560(3) of the Act (in each case otherwise than in the circumstances set out in paragraph (a) of this Resolution 10) up to an aggregate nominal amount of £2,202,910 calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into ordinary shares (as defined in section 560(1) of the Act) by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights,

such power to apply (unless previously renewed, varied or revoked by the Company in general meeting) until the end of the Company's next annual general meeting after this resolution is passed (or, if earlier, until close of business on 27 September 2011) but so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted after the power expires and the directors may allot equity securities under any such offer or agreement as if the power conferred hereby had not expired.
- 11 THAT the Company be and is hereby generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 50 pence each in the capital of the Company provided that:

Notice of Annual General Meeting continued

- (a) the maximum aggregate number of ordinary shares that may be purchased is £4,405,800 (being less than 10 per cent. of the Company's issued ordinary share capital);
 - (b) the minimum price (exclusive of expenses) that may be paid for an ordinary share is 50 pence per ordinary share, being the nominal value per ordinary share;
 - (c) the maximum price (exclusive of expenses) that may be paid for an ordinary share is the higher of:
 - (i) an amount equal to 105 per cent. of the average of the middle-market quotations for the ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
 - (ii) that stipulated by article 5(1) of Commission Regulation (EC) No 2273/2003 of 22 December 2003 implementing Directive 2003/6/EC of the European Parliament and of the Council as regards exemptions for buy-back programmes and stabilisation of financial instruments;
 - (d) unless previously renewed, varied or revoked by the Company in general meeting, this authority shall expire at the end of the next annual general meeting of the Company after this resolution is passed (or, if earlier, at the close of business on 27 September 2011); and
 - (e) the Company may make a contract or contracts to purchase ordinary shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of ordinary shares in pursuance of any such contract or contracts.
- 12 THAT:
- (a) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Act, are treated as provisions of the Company's Articles of Association; and
 - (b) the Articles of Association that are produced to the meeting and initialled by the chairman for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

By order of the board

Clive E Revett
Group Company Secretary

Cherry Tree Road, Watford, Hertfordshire, WD24 6SH

8 June 2010

Please see the explanatory notes to the notice of Annual General Meeting, below.

Notes to the notice of Annual General Meeting

- 1 Biographical details, including relevant qualifications and experience, of the directors proposed for re-election are given on page 26 of the Company's annual report and accounts.
- 2 An explanation of the business to be conducted at the Meeting is given on pages 6 to 8 of this notice of meeting.
- 3 Only those shareholders on the register of members of the Company as at 6.00pm on 13 July 2010 will be entitled to attend or vote at the annual general meeting and they may only vote in respect of the number of shares registered in their name at that time. Change to entries on the register of members after 6.00pm on 13 July 2010 will be disregarded in determining the rights of any person to attend or vote at the meeting.
- 4 Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting 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 meeting that the question be answered.
- 5 A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, to speak and to vote at the meeting. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A proxy need not be a member of the Company. A form for appointing a proxy is enclosed with this Notice. To be effective, the form of proxy must be completed and reach the Company's registrars not later than 10.30am on 13 July 2010. You may also submit your proxy electronically; see proxy card for details of how to register your vote. Completion of a form of proxy will not preclude a member from attending and voting in person at the meeting. If you require additional forms of proxy, please contact the Registrars of the Company on +44(0)121 415 7042 if calling from outside the UK or if within the UK on 0871 384 2013 (calls to this number are charged at 8p per minute from a BT landline. Other telephony providers' costs may vary.). Lines are open 08:30 to 17:30, Monday to Friday.

Notes to the notice of Annual General Meeting

continued

- 6 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of the same powers as the corporation could exercise if it were an individual member provided they do not do so in relation to the same shares.
- 7 CREST members holding their shares in uncertificated form who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the annual general meeting to be held on 15 July 2010 and any adjournments 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.

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's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or relates 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 (CREST ID RA19) no later than 10.30am on 13 July 2010. For these purposes, 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. No messages received through the CREST network after this time will be accepted. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is 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 CREST sponsor or voting service provider(s)) take(s) such actions 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 provider(s) are referred, in particular, to those sections of the CREST Manual concerning limitation of the CREST system and timings.

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. The CREST manual can be reviewed at www.euroclear.com/CREST.

- 8 The Company cannot accept responsibility for loss or damage arising from the opening or use of any emails or attachments from the Company and recommends that shareholders subject all messages to virus checking procedures prior to opening or use. Any electronic communication received by the Company and/or Equiniti, including the lodgement of an electronic form of proxy, that is found to contain a computer virus will not be accepted.
- 9 Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement 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 circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with section 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

- 10 A person who is not a shareholder of the Company, but has been nominated by a shareholder to enjoy information rights in accordance with section 146 of the Companies Act 2006, (a "nominated person") does not have a right to appoint any proxy. Nominated persons may have a right under an agreement with the shareholder to be appointed (or to have someone appointed) as a proxy for the meeting. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under an agreement with the relevant shareholder to give instructions as to the exercise of voting rights. 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 the registered shareholder or 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) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee to deal with matters that are directed to them 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.
- 11 The following documents, which are available for inspection during normal business hours at the registered office of the Company on any weekday (public holidays excluded), and will also be available for inspection at the annual general meeting from 10.00am on the day of the meeting until the conclusion of the meeting:
 - (i) copies of service contracts and letters of appointment of the directors of the Company;
 - (ii) copies of the deeds of indemnity of the directors;
 - (iii) a copy of the Company's Articles of Association (under article 141 of which the directors have the benefit of a "qualifying third party indemnity provision" for the purposes of sections 232, 234 and 236 of the Companies Act 2006); and
 - (iv) a copy of the Company's existing Articles of Association marked to show the changes being proposed in Resolution 12.
- 12 As at 25 May 2010 the Company's issued share capital consisted of 88,116,436 ordinary shares of 50 pence each, carrying one vote each. Therefore the total voting rights in the Company as at that date were 88,116,436.
- 13 A copy of this notice and other information required by section 311A of the Companies Act 2006 can be found at www.mothercareplc.com.

Explanatory Notes to the Proposed Resolutions

The Ordinary Resolutions will be passed if the votes cast for the resolutions are more than those cast against. The resolutions to be proposed as Special Resolutions will be passed if at least 75 per cent. of the votes cast for and against the resolutions are in favour.

As Ordinary Resolutions:

Resolution 1: To receive the Company's annual accounts together with the directors' report, and the auditors report upon the accounts for the 52 weeks ended 27 March 2010. The directors will present the report and accounts and shareholders may raise any questions on it at the meeting.

Resolution 2 : To declare a final dividend of 11.3p per share payable on 6 August 2010 to those shareholders on the register on 4 June 2010.

Resolution 3: To approve the directors' remuneration report. The report can be found on pages 36 to 41 of the Annual Report and Accounts for the 52 weeks ended 27 March 2010.

Resolution 4, 5 and 6: Re-appointment of directors. The Company's articles of association require that one third (or if not three or a multiple of three, the number nearest to but not less than one third) of the directors that are required to retire by rotation must retire. This year Ben Gordon, David Williams and Bernard Cragg are required to stand for re-election. Each of the directors standing for re-election have been subject to a formal performance evaluation. The Board believes that each of them should be re-elected, subject to shareholder approval, because they have continued to be effective members of the Board and have demonstrated commitment to their respective roles.

Resolution 7: Re-appointment of auditors. Deloitte LLP has indicated its willingness to act as auditors to the Company and accordingly an ordinary resolution to reappoint them will be proposed.

Resolution 8: Authority to allot new shares. The resolution will give the Board a general authority to allot up to an aggregate maximum nominal amount of £14,686,000, representing 29,372,000 shares, being approximately one-third of the issued ordinary share capital of the Company as at 25 May 2010 (the latest practicable date before publication of this notice).

The Directors have no present intention of using this authority, which will expire at the earlier of the end of the next AGM of the Company and 27 September 2011.

As at the date of this notice of meeting, the Company has no shares held in treasury.

As Special Resolutions:

Resolution 9: General Meeting Notice. Changes made to the Act by the Companies (Shareholders' Rights) Regulations 2009 (the "Shareholders' Rights Regulations") increase the notice period required for general meetings of companies to 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days, and certain requirements are satisfied. (Annual general meetings will continue to be held on at least 21 clear days' notice.)

Before the coming into force of the Shareholders' Rights Regulations on 3 August 2009, the Company was able to call general meetings other than Annual General Meetings on 14 clear days' notice without obtaining such shareholder approval. In anticipation of the implementation of the Shareholders' Rights Regulations, at the Company's last AGM, the shareholders approved a notice period of not less than 14 clear days (other than for annual general meetings) effective until the forthcoming AGM. The directors believe it is in the best interests of shareholders to preserve this ability and Resolution 9 seeks such approval. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

It is intended that this flexibility will only be used for non-routine business and where merited in the interests of shareholders generally.

Resolution 10: Disapplication of statutory pre-emption rights. This resolution will allow the directors to issue equity securities of the Company for cash without first being required to offer such shares to existing shareholders as provided by section 561 of the Companies Act 2006 (the "Act"). The resolution, if approved, will authorise the directors to issue shares in connection with a rights issue and otherwise to issue shares for cash up to a maximum aggregate nominal amount of £2,202,910 which represents approximately 5 per cent. of the issued ordinary share capital of the Company as at 25 May 2010, which is the latest practicable date before publication of this notice.

This authority will expire at the earlier of the end of the next AGM of the Company and 27 September 2011. The directors have no present intention to exercise the authority sought under this resolution. The Board confirms its intention that no more than 7.5 per cent. of the issued share capital will be issued for cash on a non-preemptive basis during any rolling three year period.

The authorities sought and the limits set by the resolution will also disapply the application of section 561 of the Act from a sale of treasury shares to the extent also specified in this resolution.

Explanatory Notes to the Proposed Resolutions

continued

Resolution 11: Purchase of own shares. The Company was authorised at the 2009 AGM to purchase up to 10 per cent of its shares in the market. This authority has not been used and expires at the conclusion of this year's AGM. This resolution seeks to renew the authority for a further year. Shares purchased under the authority would either be cancelled or held by the Company as treasury shares. The directors have no present intention of using this authority, but wish to be in a position to act quickly in the interests of the Company and shareholders generally if circumstances so warrant. The power given by this resolution will only be exercised if the directors are satisfied that any purchase will increase earnings per share of the ordinary share capital in issue after the purchase and, accordingly, that the purchase is in the interests of shareholders.

As at 20 May 2010 (being the last practicable date prior to the publication of this notice), conditional awards and options of 2,796,832 ordinary shares were outstanding representing 3.2 per cent. of the Company's issued ordinary share capital (excluding treasury shares). They would represent 3.5 per cent. of the Company's issued ordinary share capital if the authority to buy the Company's own shares had been used in full at that date.

Resolution 12: New Articles of Association. It is proposed in Resolution 12 to adopt new articles of association (the "New Articles") in order to update the Company's current articles of association (the "Current Articles") primarily to take account of the coming into force of the Shareholders' Rights Regulations, the implementation of the last parts of the Companies Act 2006 (the "Act") and certain amendments to the Uncertificated Securities Regulations 2001.

The key changes introduced in the New Articles are described below. Other changes, which are minor, technical, drafting, clarifying or consequential in nature or which merely reflect changes made by the Act, the Shareholders' Rights Regulations or the Uncertificated Securities Regulations 2001, or conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Innovation and Skills have not been highlighted in this explanatory note. A copy of the New Articles showing all the changes to the Current Articles is available for inspection, as noted on page 5.

1 The Company's objects

The provisions regulating the operations of the Company are currently set out in the Company's Memorandum of Association and the Current Articles. The Company's Memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Act significantly reduces the constitutional significance of a company's memorandum. The Act provides that a memorandum will record only the names of the subscribers and the number of shares each subscriber has agreed to take in the company. Under the Act, the objects clause and all other provisions which are contained in a company's memorandum, for existing companies at 1 October 2009, are deemed to be contained in the company's articles of association, but the company can remove these provisions by special resolution.

Further, the Act states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other provisions of its Memorandum which, by virtue of the Act, are treated as forming part of the Company's articles of association as of 1 October 2009. Resolution 12(a) confirms the removal of those provisions for the Company. As the effect of this resolution will be to remove the statement currently in the Memorandum regarding limited liability, the New Articles also contain an express statement regarding the limited liability of shareholders.

2 Authorised share capital and unissued shares

The Act abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Act, save in respect of employee share schemes.

3 Redeemable shares

Under the Companies Act 1985, if a company wished to issue redeemable shares, it had to include in its articles the terms and manner of redemption. The Act enables directors to determine such matters instead, provided they are so authorised by the articles. The New Articles contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the directors would need shareholders' authority to issue new shares in the normal way.

4 Suspension of registration of share transfers

The Current Articles permit the directors to suspend the registration of transfers. Under the Act, share transfers must be registered as soon as practicable. The power in the Current Articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the New Articles.

- 5 Authority to purchase own shares, consolidate and sub-divide shares, and reduce share capital
- Under the Companies Act 1985, a company required specific enabling provisions in its articles to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The Current Articles include these enabling provisions. Under the Act, a company will only require shareholder authority to do any of these things and it will no longer be necessary for articles to contain enabling provisions. Accordingly, the relevant enabling provisions have been removed in the New Articles.
- 6 Notice of general meetings
- The Shareholders' Rights Regulations amend the Act to require a company to give 21 clear days' notice of general meetings, unless the Company offers members an electronic voting facility and a special resolution reducing the period of notice to not less than 14 clear days has been passed. Annual general meetings must be held on 21 clear days' notice. The New Articles remove provisions in the Current Articles dealing with notice of general meetings on the basis that this is dealt with in the Act.
- 7 Special Business
- Under the Act as amended by the Shareholders' Rights Regulations, a company is required to state the general nature of all business to be dealt with at a meeting. The New Articles remove provisions relating to Special Business in order to reflect this.
- 8 Voting record date
- Under the Act, as amended by the Shareholders' Rights Regulations, a company must determine the right of members to vote at a general meeting by reference to the register not more than 48 hours before the time for the holding of the meeting, not taking account of days which are not working days. The Current Articles have been amended to reflect this requirement.
- 9 Voting by proxies on a show of hands
- The Shareholders' Rights Regulations have amended the Act so that it now provides that each proxy appointed by a member has one vote on a show of hands unless the proxy is appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution. The New Articles have been amended to reflect these changes.
- 10 Chairman's casting vote
- The Current Articles have been amended to remove the provision giving the chairman a casting vote in the event of an equality of votes, as this is no longer permitted under the Act.
- 11 Conflict of interest
- The opportunity has been taken to tidy up the wording in the Current Articles dealing with directors' interests, but no substantive changes have been made.
- 12 Use of seals
- Under the Companies Act 1985, a company required authority in its articles to have an official seal for use abroad. Under the Act, such authority will no longer be required. Accordingly, the relevant authorisation has been removed in the New Articles.
- 13 Articles which duplicate statutory provisions
- Provisions in the Current Articles which replicate provisions contained in the Act are in the main removed in the New Articles. This is in line with the approach advocated by the Government that statutory provisions should not be duplicated in a company's constitution.
- 14 General
- Generally, the opportunity has been taken to bring clearer language into the New Articles and in some areas to conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Innovation and Skills.

Written question facility

This is a prepaid form for any questions relating to the business which you may wish to put to your board. A written response will be sent to all questions received.

To the chairman, Mothercare plc

Name of shareholder

Address

Question

Signature

Date

BUSINESS REPLY LICENCE No.
ANG 9290

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The Chairman
Mothercare plc
Cherry Tree Road
WATFORD
WD24 6SH

First fold

Second fold