

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 17 July 2008 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,

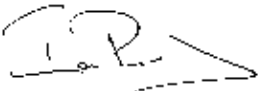
I have pleasure in enclosing the report and accounts for the year ended 29 March 2008.

As you will see from the annual report, this has been a transformational year of progress. 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 continue with its dividend policy by recommending a final dividend of 8.3p per share. This, together with the interim dividend, makes a total dividend of 12.0p per share, an increase of 20.0 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 the internet at investorrelations@mothercare.com or the website at www.mothercare.com/investorinfo. 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 0.8 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



Dear Shareholder,

Annual General Meeting 2008

The Annual General Meeting of the Company will be held at the Company's head office in Cherry Tree Road, Watford on Thursday 17 July 2008 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.

Adoption of New Articles of Association of the Company

A resolution will be proposed at the Annual General Meeting to adopt new articles of association of the Company, primarily to take account of changes in English company law brought about by the Companies Act 2006. The principal changes introduced in the proposed new articles are summarised in the Appendix. Other changes which are of a minor, technical or clarifying nature have not been noted in the Appendix. Your attention is drawn to the general authority under section 80 of the Companies Act 1985 (the '1985 Act') and the general power under section 89 of the 1985 Act that would be granted pursuant to the proposed new articles of association. Accordingly, separate section 80 and section 89 resolutions will not be proposed at the forthcoming annual general meeting. Further details are set out in the Appendix.

Shareholder Communications

Last year we wrote to all shareholders asking whether they wished to continue to receive shareholder documentation by post as paper communications. If you elected to receive an email communication you should have already received your e-mail and be aware that a printed copy of the Annual Report is available on our website at www.mothercare.com/ar08; a printed copy of the Annual Report is not therefore included within this mailing. If you did not expressly respond to our request last year, we have assumed that you no longer wish to receive shareholder documentation by post and again a printed copy of the Annual Report is not included in this mailing and can be accessed on our website, as noted above. **If you wish in future to receive a printed copy of the Annual Report, notice and proxy voting card please contact the Company's Registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.**

At the AGM last year, members approved a recommendation to make company documents available on a website. Going forward this will be our prime method of communicating with shareholders.

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. Next year it is our intention simply to advise shareholders of their relevant account details to enable voting to take place. Individual notices of meeting and voting cards will not be distributed. These actions will streamline procedures for the AGM, help meet our environmental targets and reduce costs.

Shareholder Discount Voucher Booklet

Those private shareholders holding 500 or more Mothercare plc ordinary shares are entitled to a voucher booklet giving 10 per cent discount on up to £500 of merchandise in either Early Learning Centre or Mothercare stores. Eligible shareholders should request a voucher booklet by sending their name, address and shareholder account number either by e-mail to investorrelations@mothercare.com or by telephone to 01923 206455.

Yours sincerely

Clive 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 17 July 2008 at 10.30am for the following purposes:

Ordinary Business

1. To receive the Company's annual accounts, together with the directors' report, the directors' remuneration report and the auditors' report on those accounts and on the auditable part of the directors' remuneration report, for the 52 weeks ended 29 March 2008.
2. To declare a final dividend of 8.3p per ordinary share for the 52 weeks ended 29 March 2008, payable on 8 August 2008 to those shareholders on the register of members at the close of business on 6 June 2008.
3. To approve the directors' remuneration report for the 52 weeks ended 29 March 2008.
4. To re-elect Neil Harrington, who retires by rotation, as a director of the Company.
5. To re-elect Bernard Cragg, who retires by rotation, as a director of the Company.
6. To reappoint Deloitte & Touche 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.

Special Business

To consider and, if thought fit, pass the following resolutions:

As Special Resolutions

7. THAT new articles of association, in the form produced to the meeting and initialled by the Chairman for the purposes of identification, be adopted in substitution for the Company's existing articles of association.
8. THAT the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the Companies Act 1985) of ordinary shares of 50p each in the capital of the Company ('ordinary shares') provided that:

- (a) the maximum aggregate number of ordinary shares that may be purchased is 8,700,000 (being less than 10 percent of the Company's issued ordinary share capital);
- (b) the minimum price (exclusive of expenses) that may be paid for an ordinary share is 50p 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) this authority shall expire at the conclusion of the next annual general meeting of the Company to be held in 2009; and
- (e) the Company may make a contract 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.

By order of the board

Clive E Revett

Group Company Secretary

Cherry Tree Road, Watford, Hertfordshire, WD24 6SH

1 June 2008

Please see the notes to the notice of Annual General Meeting on the reverse of this document

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 ordinary and special business to be conducted at the Meeting is given in the directors' report on page 29 of the Company's annual report and accounts.
- 3 Only those shareholders on the register of members of the Company as at 6.00pm on 15 July 2008 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 15 July 2008 will be disregarded in determining the rights of any person to attend or vote at the meeting.
- 4 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 15 July 2008. 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 attending and voting in person at the meeting. If you require additional forms of proxy, please contact the Registrars of the Company on 0871 384 2013 (calls to this number are charged at 8p per minute from a BT landline. Other telephony providers' costs may vary).
- 5 In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives.
- 6 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 17 July 2008 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 10.30 on 15 July 2008. For this 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 of 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 section 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.

- 7 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,
- 8 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 and 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 manger 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.
- 9 The following documents, which are available for inspection during normal business hours at the registered office of the Company on any weekday (Saturday and 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; and
 - (iii) a copy of the proposed new articles of association of the Company.

Appendix

Explanatory notes on principal changes to the Company's Articles of Association

Articles which duplicate statutory provisions

Certain provisions in the current articles of association replicate the Companies Act 1985. Where such provisions have been changed by the Companies Act 2006, these changes have been replicated in our new Articles. Examples include provisions as to the form of resolutions, the variation of class rights and provisions regarding the period of notice required to convene general meetings. The main changes proposed to reflect this approach are detailed below.

Form of resolution

The current articles of association contain a provision that, where for any purpose an ordinary resolution is required, a special or extraordinary resolution is also effective. This provision is being amended as the concept of extraordinary resolutions has not been retained under the Companies Act 2006.

Variation of class rights

The current articles of association contain provisions regarding the variation of class rights. The proceedings and specific quorum requirements for a meeting convened to vary class rights are contained in the Companies Act 2006. The relevant provisions have therefore been adopted in the proposed new articles of association.

Convening extraordinary and annual general meetings

The provisions in the current articles of association dealing with the convening of general meetings and the length of notice required to convene general meetings are being amended to conform to new provisions in the Companies Act 2006. In particular, a general meeting (other than an annual general meeting) to consider a special resolution can be convened on 14 days' notice, whereas previously 21 days' notice was required and the concept of extraordinary general meetings has not been retained under the Companies Act 2006. In future, such meetings will be general meetings.

Votes of members

Under the Companies Act 2006 proxies are entitled to vote on a show of hands whereas under the current articles of association proxies are only entitled to vote on a poll. The method for calculating the time limits for the appointment or termination of a proxy appointment has been altered by the Companies Act 2006. Such appointments should be received more than 48 hours before the meeting or, in the case of a poll taken more than 48 hours after the meeting, more than 24 hours before the time for the taking of a poll. These time periods are now permitted to exclude weekends and bank holidays. Multiple proxies may be appointed provided that each proxy is appointed to exercise the rights attached to a different share held by the shareholder. Multiple corporate representatives may also be appointed in accordance with the Companies Act 2006. The proposed new articles of association reflect all of these new provisions.

Conflicts of interest

The Companies Act 2006 sets out directors' general duties which largely codify the existing law but with some changes. Under the Companies Act 2006, from 1 October 2008 a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the Company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The Companies Act 2006 allows directors of public companies to authorise conflicts and potential conflicts where appropriate, provided that the articles of association contain a provision to this effect. The Companies Act 2006 also allows the articles of association to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The proposed new articles of association give the directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards that will apply when directors decide whether to authorise a conflict or potential conflict. Firstly, only directors who have no interest in the matter being considered will be able to take the relevant decision and, secondly, in taking the decision the directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

It is also proposed that the new articles of association should contain provisions relating to confidential information, attendance at board meetings and availability of board papers to protect a director from being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the directors.

It is the board's intention to report from time to time on the Company's procedures for ensuring that the board's powers to authorise conflicts are operated effectively.

Directors' indemnities and loans to fund expenditure

The Companies Act 2006 has in some areas widened the scope of the powers of a company to indemnify directors and to fund expenditure incurred in connection with certain actions against directors. In addition, the existing exemption allowing a company to provide money for the purpose of funding a directors defence in court proceedings now expressly covers regulatory proceedings and applies to associated companies.

Authority to allot shares and disapplication of pre-emption rights

The Companies Act 1985 (the '1985 Act') prevents the directors from allotting unissued shares of the Company unless they are authorised to do so by the shareholders in a general meeting or by the articles of association (the 'section 80 authority'). Also pursuant to the 1985 Act, the Company's section 80 authority is subject to the more restricted authority whereby the directors are prohibited from issuing equity securities for cash, other than pro rata to existing shareholders, unless they are empowered to do so by special resolution or by the articles of association (the 'section 89 power'). The existing articles confer a separate section 80 authority and section 89 power which were last renewed at the 2007 annual general meeting. The proposed new articles confer a general section 80 authority upon the directors to allot shares up to £4,247,547 (being the authorised but unissued share capital of the Company) and a general section 89 power to issue equity securities for cash, other than pro rata to existing shareholders, to a maximum of £2,181,707 (being 5 per cent of the issued share capital of the Company), each for a period of five years or until the date on which the authorities are renewed by shareholders, if earlier. Accordingly, separate section 80 and section 89 resolutions will not be proposed at the forthcoming annual general meeting. The Company does not hold any treasury shares.

General

Generally the opportunity has been taken to conform the language of the new articles of association to the Companies Act 2006.

Written question facility

This is a pre-paid 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 6WD

First fold

Second fold