

**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, 16 July 2009 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 28 March 2009.

I'm pleased to report that this has been another year of good progress for the Company. 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 9.9 pence per share. This, together with the interim dividend, makes a total dividend of 14.5 pence per share, an increase of 20.8 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](mailto: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 0.8 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  
Question form



Dear Shareholder,

### Annual General Meeting 2009

The Annual General Meeting of the Company will be held at the Company's head office in Cherry Tree Road, Watford on Thursday, 16 July 2009 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](http://www.mothercareplc.com/financial-reports); a printed copy of the Annual Report is not therefore included within this mailing. **If you would wish 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](http://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 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](mailto: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 16 July 2009 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 28 March 2009.
2. To declare a final dividend of 9.9p per ordinary share for the 52 weeks ended 28 March 2009, payable on 7 August 2009 to those shareholders on the register of members at the close of business on 5 June 2009.
3. To approve the directors' remuneration report for the 52 weeks ended 28 March 2009.
4. To elect Richard Rivers who was appointed, as a director since the last annual general meeting, as a director of the Company.
5. To re-elect Karren Brady, who retires by rotation, as a director of the Company.
6. To re-elect Ian Peacock, who retires by rotation, as a director of the Company.
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.

## Special Business

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

8. That the authorised share capital of the Company be increased from £52,500,000 to £60,000,000 by the creation of 15,000,000 ordinary shares of 50p each in the capital of the Company ('ordinary shares').
9. That the authority conferred on the directors by Article 4(B) of the Company's Articles of Association be and is hereby renewed for the period expiring at the conclusion of the next annual general meeting (or, if earlier, at the close of business on 30 September 2010) and for that period the 'section 80 amount' is £14,600,439.

## As Special Resolutions

10. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.
11. That, subject to the passing of Resolution 9 the power conferred on the directors by Article 4(C) of the Company's Articles of Association be and is hereby renewed for the period expiring at the conclusion of the next annual general meeting (or, if earlier, at the close of business on 30 September 2010) and for that period the 'section 89 amount' is £2,190,065.

12. 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 provided that:

- (a) the maximum aggregate number of ordinary shares that may be purchased is £4,380,131 (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 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 2010 (or, if earlier, at the close of business on 30 September 2010); 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 2009

**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 24 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 pages 27 and 28 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 14 July 2009 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. Changes to entries on the register of members after 6.00pm on 14 July 2009 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 14 July 2009. 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 16 July 2009 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 14 July 2009. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. 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.

- 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 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.
- 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; and
  - (ii) copies of the deeds of indemnity of the directors.

**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

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Address

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Question

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Signature

Date

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BUSINESS REPLY LICENCE No.  
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The Chairman  
Mothercare plc  
Cherry Tree Road  
WATFORD  
WD24 6SH

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