

Notices of annual general meeting  
and general meeting 2018

[www.mothercareplc.com](http://www.mothercareplc.com)

**mothercare**  
welcome to the club



**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 19 July 2018** at 11.00am ("AGM") and a GENERAL MEETING of the Company on **Thursday 12 July 2018** at 11.00am ("General Meeting").

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.

Notice of the AGM to be held at the Company's head office, Cherry Tree Road, Watford, Hertfordshire, WD24 6SH at 11.00am on **Thursday 19 July 2018** is set out at Part II with related notes and explanatory notes at Parts IV and V respectively.

Notice of the General Meeting to be held at the Company's head office, Cherry Tree Road, Watford, Hertfordshire, WD24 6SH at 11.00am on **Thursday 12 July 2018** is set out at Part III with related notes and explanatory notes and materials at Parts IV and VI respectively.

There is one form of proxy in respect of the AGM. Whether or not you intend to attend the AGM and/or the General Meeting, please complete and return the proxy form or use the electronic proxy service to lodge your proxy votes.

This document contains:

- Part I Letter from the Chairman
- Part II Notice of Annual General Meeting
- Part III Notice of General Meeting
- Part IV Notes to the Notices of AGM and General Meeting
- Part V Explanatory notes to the Proposed Resolutions of the AGM
- Part VI Explanatory notes to the General Meeting



# Part I

## Letter from the Chairman

Dear Shareholder

### Annual General Meeting 2018 and General Meeting

The AGM of the Company will be held at the Company's head office at Cherry Tree Road, Watford, Hertfordshire, WD24 6SH on Thursday, 19 July 2018 at 11.00am.

A General Meeting of the Company will be held at the Company's head office at Cherry Tree Road, Watford, Hertfordshire, WD24 6SH on 12 July 2018 at 11.00am in respect of action regarding a serious loss of capital pursuant to section 656(1) of the Companies Act 2006. More detail is set out in the explanatory notes at page 12.

We look forward to meeting as many shareholders as possible. Please note there is limited car parking available.

### Shareholder Communications

Those shareholders that elected to receive an email communication should have already received that email and be aware that the Annual Report and Notice of this Annual General Meeting and General Meeting are available on our website at [www.mothercareplc.com/financial-reports](http://www.mothercareplc.com/financial-reports); printed copies are therefore not being mailed to them. **If you would prefer in future to receive a printed copy of the Annual Report, Notice of Annual General Meeting and General Meeting, and Forms 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). All such votes must be received by 11.00am on 17 July 2018 in respect of the AGM. There is no proposed resolution in respect of the serious loss of capital as set out in the explanatory notes on page 12. Using the electronic proxy appointment service facility streamlines procedures for the meeting, helps meet our environmental targets and reduces costs.

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 0.868 per cent of the issued share capital of the Company.

### Board changes

Since the publication of the Company's preliminary results on 17 May 2018, Mark Newton-Jones re-joined the Board as CEO of the Company on 18 May 2018. As Mark's biography was not included in the annual report and accounts, it is set out in this notice of meeting at page 7.

Additionally, Richard Rivers and Lee Ginsberg are not standing for re-election and, therefore, will step down as non-executive directors with effect from the conclusion of the Annual General Meeting. I would like to thank both Richard and Lee for their contributions over the past decade.

### Share capital authorisations

On 17 May 2018, the Company announced, among other things that, it proposed to launch a new equity issue by way of a placing and open offer to be launched in July 2018 together with a share capital reorganisation such that the nominal value of each ordinary share in the Company shall be 1 penny per ordinary share instead of the current nominal value of 50 pence per ordinary share. A general meeting of the Company's shareholders will be convened to consider and, if thought fit, approve the resolutions necessary to give effect to the new equity issue and the share capital reorganisation. It is expected that the general meeting for this purpose will be held later in July 2018 and details of the placing and open offer and the notice of that general meeting is expected to be posted to shareholders in early July 2018 (the "General Meeting").

Given the expected forthcoming changes to the Company's issued share capital and the aggregate nominal value of the Company's shares, this year the resolutions relating to share capital typically considered at the Company's annual general meeting to authorise the allotment of shares under section 551 of the Companies Act 2006, to disapply pre-emption rights over the allotment of shares under section 561 of the Companies Act 2006 and

to authorise the buyback of shares under section 701 of the Companies Act 2006 will instead be proposed at the General Meeting.

Yours sincerely

A handwritten signature in black ink, consisting of a large, stylized loop on the left and a horizontal line crossing it, followed by a smaller loop on the right.

**Clive Whiley**  
**Chairman**

Enc: Notice of Annual General Meeting and General Meeting (for those elected to receive a printed copy)  
Form of Proxy and return envelope (for those elected to receive a printed copy)  
Report and Accounts (for those elected to receive a printed copy)

## Part II

# 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, 19 July 2018 at 11.00am. You will be asked to consider and if thought fit to pass the resolutions below. Resolution 12 will be proposed as a special resolution. All other resolutions will be proposed as ordinary resolutions.

### As Ordinary Resolutions:

- 1 To receive the Company’s annual accounts, together with the directors’ report, the strategic report, the directors’ remuneration report and the auditors’ report on those accounts and the auditable elements of the directors’ remuneration report for the financial year ended 24 March 2018.
- 2 To approve the directors’ remuneration report (other than the part containing the directors’ remuneration policy) for the 52 weeks ended 24 March 2018.
- 3 To elect Glyn Hughes as a director of the Company.
- 4 To re-elect Gillian Kent as a director of the Company.
- 5 To elect Mark Newton-Jones as a director of the Company.
- 6 To re-elect Nick Wharton as a director of the Company.
- 7 To elect Clive Whiley as a director of the Company.
- 8 To elect David Wood as a director of the Company.
- 9 To re-appoint 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.
- 10 To authorise the directors to determine the remuneration of the auditors.
- 11 That, in accordance with sections 366(2) and 367(3) of the Companies Act 2006, the Company and all companies that are its subsidiaries at any time during the period for which this resolution is effective are authorised, in aggregate, to:
  - (A) make political donations to political parties and/or independent election candidates not exceeding £50,000 in total;
  - (B) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
  - (C) incur political expenditure not exceeding £100,000 in total,

(as such terms are defined in sections 363 to 365 of the Companies Act 2006) during the period of one year beginning with the date of the passing of this resolution and provided that the authorised sum referred to in paragraphs (A), (B) and (C) above may be comprised of one or more amounts in different currencies which, for the purposes of calculating that authorised sum, shall be converted into pounds sterling at such rate as the board of the Company in its absolute discretion may determine to be appropriate.

**As a Special Resolution:**

- 12 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.

By order of the Board

A handwritten signature in black ink, appearing to read 'L Medini', with a long horizontal flourish extending to the right.

**Lynne Medini**  
**Company Secretary**

Registered office: Cherry Tree Road, Watford, Hertfordshire, WD24 6SH. Registered in England and Wales, No. 01950509

13 June 2018

**Please see the explanatory notes to the notice of Annual General Meeting, at Part V.**

## Part III

# Notice of General Meeting

Notice is hereby given that a General Meeting of Mothercare plc ("Company") will be held at Cherry Tree Road, Watford, Hertfordshire, WD24 6SH on Thursday, 12 July 2018 at 11.00am.

### **SERIOUS LOSS OF CAPITAL**

To consider whether any, and if so what, steps should be taken to address the serious loss of capital within the Company, pursuant to section 656(1) of the Companies Act 2006.

By order of the Board



**Lynne Medini**  
**Company Secretary**

Registered office: Cherry Tree Road, Watford, Hertfordshire, WD24 6SH. Registered in England and Wales, No. 01950509

13 June 2018

**Please see the explanatory notes to the notice of General Meeting, at Part VI.**



## Part IV

# Notes to the Notices of AGM and General Meeting

### Notes to the notices of Annual General Meeting and General Meeting (“Meetings”)

- 1 Biographical details, including relevant qualifications and experience, of the directors proposed for election and re-election are given on page 36 of the Company’s annual report and accounts with the exception of Mark Newton-Jones whose biography is set out here:

Mark has 30 years’ experience with and developing some of the industry’s leading retail brands in both stores and online. Formerly Mark has held directorships with companies within the Shop Direct Group where he was Chief Executive Officer. Mark was also a non-executive director of Boohoo plc from 2013 to 2016. Mark initially joined Mothercare as Chief Executive in 2014.

*Other directorships:* Mark is Chairman of Graduate Fashion Week and a board member of the INGKA Holding B.V. (Supervisory Board of the IKEA Group). Mark is also currently a director of Pockit Limited.

- 2 An explanation of the business to be conducted at the Meetings is given on pages 10 to 12 of this Notice.
- 3 Only those shareholders on the register of members of the Company as at 6.30pm on 17 July 2018 (or, in the event of any adjournment, at 6.30pm on the day that falls two business days before the reconvened meeting) will be entitled to attend, speak or vote at the Meetings and they may only vote in respect of the number of shares registered in their name at the relevant time. Change to entries on the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend or vote at the Meetings.
- 4 Any member attending the Meetings 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 Meetings but no such answer need be given if (a) to do so would interfere unduly with the preparation for the Meetings 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 Meetings 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 Meetings. A member may appoint more than one proxy in relation to the Meetings, 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, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA not later than 11.00am on 17 July 2018 in respect of the AGM. You may also submit your proxy electronically; see your proxy card for details of how to register your vote. Completion of a form of proxy, other such instrument or any CREST Proxy Instruction (as described in paragraph 8) will not preclude a member from attending and voting in person at the Meetings. 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 0371 384 2013. Lines are open 8.30am to 5.30pm, Monday to Friday (excluding public holidays in England and Wales).
- 6 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).
- 7 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.

## Part IV

### Notes to the Notices of AGM and General Meeting continued

- 8 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 Meeting to be held on 19 July 2018 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 ("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 11.00am on 17 July 2018 in respect of the AGM. There is no vote proposed in respect of the General Meeting to be held on 12 July 2018. 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](http://www.euroclear.com).

- 9 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 Limited, including the lodgement of an electronic form of proxy, that is found to contain a computer virus will not be accepted.
- 10 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 auditors' 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.
- 11 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, ("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. The statement of the rights of shareholders in relation to the appointment of proxies in paragraph 5 above does not apply to nominated persons. The rights described in paragraph 5 can only be exercised by shareholders of the Company. 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.

- 12 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), will also be available for inspection at the place of the Meetings from 10.45am on the day of the Meetings until the conclusion of the Meetings:
  - (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 136 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
- 13 As at 6 June 2018 (being the last practicable business day prior to the publication of this Notice) the Company's issued share capital consisted of 170,871,885 ordinary shares of 50 pence each, carrying one vote each. The Company holds no shares in treasury therefore the total voting rights in the Company as at that date were 170,871,885.
- 14 A copy of this Notice and other information required by section 311A of the Companies Act 2006 can be found at [www.mothercareplc.com](http://www.mothercareplc.com).
- 15 Except as provided above, members who have general queries about the Meetings should use the following means of communication (no other methods of communication will be accepted):
  - calling our shareholder helpline on +44(0)121 415 7042 if calling from outside the UK or if within the UK on 0371 384 2013. Lines are open 8.30am to 5.30pm, Monday to Friday;
  - by writing to Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA; or
  - by sending an email to [investorrelations@mothercare.com](mailto:investorrelations@mothercare.com)

You may not use any electronic address provided either in this Notice or any related documents (including the chairman's letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.

## Part V

# Explanatory Notes to the Proposed Resolutions of the AGM

### Explanatory Notes to the Proposed Resolutions of the AGM

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, strategic report, directors' remuneration report and the auditors' report upon the accounts and the auditable elements of the directors' remuneration report for the financial year ended 24 March 2018. The directors will present these reports and accounts and shareholders may raise any questions on these at the meeting.

**Resolution 2:** To approve the directors' remuneration report (other than the part containing the directors' remuneration policy which was approved by shareholders in 2017. The report can be found on pages 53 to 78 of the Annual Report and Accounts for the financial year ended 24 March 2018.

**Resolutions 3 to 8:** Re-election and election 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. In line with UK Corporate Governance Code requirements, all the directors are up for re-election.

Each of the directors standing for re-election has 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. Gillian Kent and Nick Wharton are non-executive directors.

Mark Newton-Jones was initially appointed to the Board in July 2014. Glyn Hughes was appointed to the Board in December 2017 as CFO. David Wood and Clive Whiley were appointed to the Board in April 2018. All four executive directors offer themselves for election.

**Resolution 9:** Re-appointment of auditors. Deloitte LLP has indicated its willingness to act as auditors to the Company and accordingly an ordinary resolution to re-appoint them will be proposed.

**Resolution 10:** To authorise the directors to determine the remuneration of the auditors.

**Resolution 11:** To authorise the making of political donations.

Part 14 of the Companies Act 2006 prohibits companies from making political donations exceeding £5,000 in aggregate in any 12 month period to (i) political parties, (ii) other political organisations and (iii) independent election candidates and from incurring political expenditure without shareholders' consent. However, as the definitions used in the Companies Act 2006 are broad, it is possible that normal business activities, which might not be thought to be political expenditure in the usual sense, could be caught.

It remains the policy of the Company not to make political donations or incur political expenditure within the ordinary meaning of those words and the directors have no intention of using the authority for that purpose. The authority being sought in this resolution will not change that policy, but is being sought as a precaution to ensure that the Company's normal business activities are within the Companies Act 2006.

#### As a Special Resolution:

**Resolution 12:** General meeting notice. Changes made to the Companies Act 2006 by the Companies (Shareholders' Rights) Regulations 2009 increased 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.

The directors believe it is in the best interests of shareholders to preserve this ability and Resolution 12 seeks such approval. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. Annual general meetings will continue to be held on at least 21 clear days' notice.

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

## Part VI

# Explanatory Notes to the General Meeting

### **EXPLANATORY NOTES RELATING TO THE BUSINESS TO BE CONDUCTED AT THE GENERAL MEETING**

#### **Meeting held pursuant to section 656, Companies Act 2006**

In circumstances where the value of the Company's net assets is less than half of its called up share capital (categorised as a 'Serious Loss of Capital'), the Directors are required, pursuant to section 656(1) of the Companies Act 2006, to convene a general meeting of the Company for the purpose of allowing shareholders to consider whether any, and, if so what, steps should be taken to deal with the situation. The Board would therefore like to ensure that this matter is addressed accordingly.

On 17 May 2018, the Company announced a comprehensive debt and equity refinancing of the Company. In light of this announcement the Board does not consider it necessary to propose any resolutions in relation to this matter at the General Meeting. The Board does however welcome dialogue with shareholders on this point and the General Meeting will provide a forum for such discussions to take place.



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