

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 2007 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 31 March 2007.
2. To declare a final dividend of 6.7p per ordinary share for the 52 weeks ended 31 March 2007, payable on 10 August 2007 to those shareholders on the register of members at the close of business on 8 June 2007.
3. To approve the directors' remuneration report for the 52 weeks ended 31 March 2007.
4. To re-elect Ben Gordon who retires by rotation, as a director of the Company.
5. To re-elect David Williams, 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 Ordinary Resolutions

7. 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 15 months after the date of the passing of this resolution or, if earlier, at the conclusion of the next AGM and for that period the 'section 80 amount' is £11,206,050.
8. THAT:
 - (a) the Company may send or supply any document or information that is required or authorised to be sent or supplied by the Company under the Companies Acts (as defined in section 2 of the Companies Act 2006 (the '2006 Act')), or pursuant to the Company's articles of association, or pursuant to any other rules or regulations to which the Company may be subject, by making it available on a website;
 - (b) the relevant provisions of the 2006 Act, which apply when documents sent under the Companies Act are made available on a website, shall also apply, with any necessary changes, when any document or information is sent or supplied under the Company's articles of association or other rules or regulations to which the Company may be subject; and
 - (c) this Resolution 8 shall supersede any provision of the Company's articles of association to the extent that it is inconsistent with this resolution.

As Special Resolutions

9. THAT, subject to the passing of Resolution 7, 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 15 months after the date of the passing of this resolution or, if earlier, at the conclusion of the next AGM and for that period the 'section 89 amount' is £1,833,882.
10. 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 7,300,000 (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 AGM of the Company to be held in 2008; 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

Company secretary

Cherry Tree Road, Watford, Hertfordshire WD24 6SH

1 June 2007

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 20 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 22 and 23 of the Company's annual report and accounts. In addition, a further explanation of the proposal with regard to electronic communications with shareholders is given in the company secretary's letter to shareholders which accompanies this notice.
- 3 A member entitled to attend and vote at the Meeting may appoint one or more proxies to attend and, on a poll, to vote on his/her behalf. A proxy need not be a member of the Company. A form of proxy accompanies this Notice and instructions for completion are shown thereon. Completion of a form of proxy will not prevent a member from attending the Meeting and voting in person if he/she so wishes. The total proxy votes for, against or withheld in respect of each resolution will be announced at the Meeting after it has been dealt with on a show of hands.
- 4 To be valid, a form of proxy (and the original or a notarily certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated) must be completed, signed and received at the office of the Company's registrars, Lloyds TSB Registrars, The Causeway, Worthing, West Sussex BN99 6DA by no later than 10.30am on Tuesday, 17 July 2007.
- 5 In relation to uncertificated shares, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the register of members of the Company as at 6pm on Tuesday, 17 July 2007 shall be entitled to vote at the Meeting and only in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after 6pm on Tuesday, 17 July 2007 shall be disregarded in determining the rights of any person to attend or vote at the Meeting.
- 6 Copies of the directors' service contracts and copies of the letters of appointment for the non-executive directors, are available for inspection by the members during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this Notice until the close of the Meeting at the registered office of the Company. Copies of all such documents will also be available from 10.15am on Thursday, 19 July 2007 at the AGM venue until the close of the Meeting.
- 7 **Electronic proxy appointment through CREST**
CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on Thursday, 19 July 2007 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

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 CRESTCo'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 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 (ID 7RA01) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. 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. 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 CRESTCo does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. 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 action 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 providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations 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.

Shareholders who would prefer to register the appointment of their proxy electronically via the internet can do so through Lloyds TSB Registrars' website at www.sharevote.co.uk using their personal Authentication Reference Number (this is the series of 24 numbers printed under the shareholder's name on the proxy form). Alternatively, shareholders who have already registered with Lloyds TSB Registrars' online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk and clicking on 'Company Meetings'. Full details and instructions on these electronic proxy facilities are given on the websites. Please note that any electronic communication found to contain a computer virus will not be accepted.

This document is important and requires your immediate attention.

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.

If you have sold or transferred all of your shares in Mothercare plc, please send this circular 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 31 March 2007.

As you will see from the joint statement by Ben Gordon, your chief executive, and myself this has been another year of good progress. Ben and 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 6.7p per share. This, together with the interim dividend, makes a total dividend of 10.0p per share, an increase of 11.1 per cent on last year.

The Annual General Meeting of the Company will, this year, be held at the Company's head office in Cherry Tree Road, Watford on Thursday, 19 July 2007 and I 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 that there is limited car parking available on site.

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 question via the website at www.mothercare.com/investorinfo. I will respond to questions received in writing.

Recommendation

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. Annual report and accounts
 Letter from company secretary re electronic communications
 Notice of Meeting
 Proxy form, communications card and return envelope(s)
 Voucher booklet (private shareholders with over 500 shares only)



MOTHERCARE PLC • CHERRY TREE ROAD • WATFORD • HERTFORDSHIRE • WD24 6SH

REGISTERED IN ENGLAND NO 1950509

Dear shareholder

Whilst the Company's articles of association currently contain provisions relating to electronic communications, the Companies Act 2006 includes new provisions regarding shareholder communications which came into force on 20 January 2007. The new provisions will allow the Company to offer shareholders greater choice in how we communicate with you.

The key change that you should be aware of is the ability for us to use our website to communicate with shareholders to a greater extent than was previously possible. This change recognises the growing role that the internet plays in effective and timely communications.

The board believes it is in the best interests of the Company to take advantage of these broader powers. Receiving your communications electronically offers advantages in terms of speed and convenience, and is a secure method of obtaining your shareholder documentation which also allows the Company to communicate in a more environmentally friendly and cost effective way.

We are therefore tabling a resolution to allow the Company to take advantage of the new provisions for approval at the Annual General Meeting on Thursday, 19 July 2007. Subject to the passing of that resolution, it is the board's intention in the future to provide, as far as possible, all documents via the Company's website to all shareholders who have not specifically elected to receive the information in paper form.

What does that mean for communications to me from the Company?

Where shareholders have not specifically elected to receive paper communications, they will be notified either electronically (where an e-mail address has been supplied) or by letter whenever a shareholder document has been made available on the website.

What do I need to do next?

Providing the resolution is passed, the Company is asking how you would like to receive further communications in accordance with the options set out below:

[View shareholder documents on our website](#)

If you are happy to view shareholder documents in this way, we will send you a notification whenever they are added to the website. You can choose to have notifications sent by e-mail by registering online at www.shareview.co.uk or by filling in your email address on the communications card. Alternatively, if you would prefer to receive notifications in paper copy through the post, you do not need to take any further action.

For every shareholder electing to receive notifications by e-mail, the Company will donate £1 to The Mothercare Charitable Foundation.

[Receive hard copies of shareholder documents by post](#)

To receive shareholder documents in this way, you must complete and return the enclosed communications card attached to your proxy documentation by Friday, 17 August 2007. Otherwise, your consent will be deemed to have been given to the Company sending or supplying documents or information by means of its website and you will only receive notifications by post as described in the paragraph above.

Of course, you can still ask the Company for a hard (paper) copy of any document at any time by writing to me. The Company will send the copy free of charge within 21 days of receiving the request.

These new arrangements will ensure that shareholders who prefer to continue receiving hard copy documents can do so, while enabling the Company to take advantage of the environmental and cost benefits arising from reduced paper usage, printing and distribution.

If the Company is required to restrict the sending of any Documents or Information to any shareholders, for example, due to the local laws of the jurisdiction in which the shareholder is resident or otherwise located, we will not be permitted to use electronic means to communicate with shareholders. In any such case, we will send you hard copies of the Documents or Information.

If you have any queries regarding your options, please contact our Registrars, Lloyds TSB on 0870 600 3965.

Yours sincerely

Clive Revett

Company secretary