

In light of the COVID-19 pandemic and the continuing measures on limiting group gatherings, shareholders are not permitted to attend the meeting in person.

You are kindly requested to submit your votes by proxy by appointing the chairman of the meeting as your proxy.

No business other than the resolutions set out in this Notice of General Meeting 2020 will be dealt with.

For shareholders receiving this Notice of Meeting in hard copy, a form of proxy is enclosed. You can also submit your votes electronically as set out on page 2 of this notice.

Shareholders receiving notifications of documents available on our website are requested to submit your votes electronically as set out on page 2 of this Notice.

Questions can be submitted ahead of the general meeting by email to:
investorrelations@mothercare.com

Mothercare plc
Notice of General Meeting 2020
www.mothercareplc.com

mothercare

This document is important and requires your immediate attention.

It contains the resolutions to be voted on at a General Meeting of the Company on **26 November 2020** at 11.00am ("GM").

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 plc

Registered in England no 1950509



MOTHERCARE PLC • WESTSIDE 1 • LONDON ROAD • HEMEL HEMPSTEAD • HERTFORDSHIRE • HP3 9TD

REGISTERED IN ENGLAND NO 1950509

Part I

Letter from the Chairman

Dear Shareholder

General Meeting 2020

A GM of the Company will be held at Westside 1, London Road, Hemel Hempstead, HP3 9TD on 26 November 2020 at 11.00am. As per the statement on the first page of this Notice and in line with current government guidance, you are requested not to attend in person but to submit your votes by proxy. If you attempt to attend in person, you will unfortunately be refused entry this year. Please note that you are encouraged to appoint the chairman of the meeting as your proxy so as to ensure that you can vote and be represented at the GM. No other person appointed as a proxy will be entitled to attend the GM in person so if you appoint another proxy, they will therefore be unable to vote at the GM.

Split AGM and Accounts Meeting

We explained prior to the AGM held on 23 September 2020, that a combination of factors including the discontinued businesses and COVID-19 had complicated the audit process meaning that more time was necessary to finalise the audit and financial statements resulting in them being tabled at a separate meeting. The annual report and accounts were published on 25 September 2020 and will be tabled at this GM along with the standard shareholder resolutions relating to directors' remuneration and the auditors.

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 GM are available on our website at www.mothercareplc.com/investors. Printed copies are being mailed to those shareholders who have elected to receive hard copy documents. If you would prefer in future to receive a printed copy of the Annual Report, Notice of General Meeting and Form of Proxy, please contact the Company's Registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.

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. All such votes must be received by 11.00am on 24 November 2020. 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 GM 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 1.3 per cent of the issued share capital of the Company.

Yours sincerely



Clive Whiley
Chairman

Enc: Notice of GM (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)

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Part II

Notice of General Meeting (GM)

Notice is hereby given that a GM of Mothercare plc (the “Company”) will be held at Westside 1, London Road, Hemel Hempstead, HP3 9TD on 26 November 2020 at 11.00 am. You will be asked to consider and if thought fit to pass the resolutions below. All 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 28 March 2020.
- 2 To approve the directors’ remuneration report (other than the part containing the directors’ remuneration policy) for the 52 weeks ended 28 March 2020.
- 3 To re-appoint Grant Thornton UK LLP as auditor of the Company to hold office until the conclusion of the next general meeting of the Company at which accounts are laid.
- 4 To authorise the directors to determine the remuneration of the auditors.

By order of the Board



Lynne Medini
Company Secretary

Registered office: Westside 1, London Road, Hemel Hempstead, Hertfordshire, HP3 9TD. Registered in England and Wales, No. 01950509

26 October 2020

Please see the explanatory notes to the notice of General Meeting at Part IV of this document.

Part III

Notes to the Notice of GM ("Meeting")

- 1 An explanation of the business to be conducted at the Meeting is given on page 7 of this Notice.
- 2 The right to vote at the GM is determined by reference to the Company's register of members. Only those shareholders on the register of members of the Company as at 6.30pm on 24 November 2020 (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 Meeting 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 Meeting.
- 3 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. However, due to COVID-19 shareholders are not permitted to attend the meeting. We request that you submit questions in electronic form to investorrelations@mothercare.com (please state "Mothercare plc: GM" in the subject line of the email).
- 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 proxy may only be appointed in accordance with the procedures set out in this note 4 and notes 5 to 7 below. 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. Failure to specify the number of shares each proxy appointment relates to, or specifying a number which when taken together with the numbers of shares set out in the other proxy appointments is in excess of the number of shares held by the shareholder, may result in the proxy appointment being invalid. 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 24 November 2020. 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 7) would not ordinarily preclude a member from attending and voting in person at the Meeting. However, due to COVID-19, shareholders are not permitted to attend 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 0371 384 2013. Lines are open 9.00am to 5.00pm, Monday to Friday (excluding public holidays in England and Wales).
5. 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).
- 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 Meeting to be held on 26 November 2020 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 24 November 2020. 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.

- 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 Limited, 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 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. Any such request must: (i) identify the statement to which it relates, by either setting out the statement in full or, if supporting a statement requested by another shareholder, clearly identifying the statement which is being supported; (ii) comply with the requirements set out in note 17 below; and (iii) be received by the Company at least one week before the meeting. 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.

Any request by a shareholder or shareholders to require the Company to publish audit concerns as set out in this note 9:

- (i) may be made in electronic form, by sending it to investorrelations@mothercare.com (please state "Mothercare Plc: GM" in the subject line of the email); and
- (ii) must state the full name(s) and address(es) of the shareholder(s).

Part III

Notes to the Notice of GM ("Meeting")

continued

- 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, ("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 4 above does not apply to nominated persons. The rights described in paragraph 4 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.
- 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), will also be available for inspection at the place of the Meeting from 10.45am 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.
- 12 As at 26 October 2020 (being the last practicable business day prior to the publication of this Notice) the Company's issued share capital consisted of 374,192,494 ordinary shares of one 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 374,192,494.
- 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.
- 15 Except as provided above, members who have general queries about the Meeting 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 9.00am to 5.00pm, 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

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 IV

Explanatory Notes to the Proposed Resolutions of the GM

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 28 March 2020. The directors will present these reports and accounts and shareholders may raise any questions on these in advance of the meeting by sending an email to investorrelations@mothercare.com.

Resolution 2: To approve the directors' remuneration report (other than the part containing the directors' remuneration policy which was approved by shareholders on 29 March 2019) which describes how the Company's directors' remuneration policy has been implemented during the previous financial year. The report can be found on pages 37 to 52 of the Annual Report and Accounts for the financial year ended 28 March 2020.

Resolution 3: Re-appointment of auditor. Grant Thornton UK LLP has indicated its willingness to act as external auditor to the Company and accordingly an ordinary resolution to re-appoint them will be proposed.

Resolution 4: To authorise the directors to determine the remuneration of the auditor.

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Registered in England number 1950509