

BMR GROUP PLC

*(Incorporated in England and Wales with registered company number 02401127)
35 Piccadilly, London, England, W1J 0DW*

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (**Meeting**) of BMR Group PLC (**Company**) will be held at the offices of Druces LLP at Salisbury House, London Wall, EC2M 5PS at 1:00pm on Friday 23 August 2019.

You will be asked to consider and vote on the resolutions below, all of which will be proposed as ordinary resolutions.

Ordinary Resolutions:

1. To receive and adopt the Company's annual accounts for the financial period ended 31 December 2018.
2. To re-appoint Colin Bird as a Director, who was appointed to the Board on 16 April 2018 and retires in accordance with the Articles of Association of the Company and being eligible offers himself for re-election.
3. To re-elect Antony Royston Gardner-Hillman as a Director of the Company.
4. THAT Crowe U.K. LLP be appointed as auditors to the Company, and to authorise the Directors to determine their remuneration.

By order of the Board

M A Borrelli

Company Secretary

31 July 2019

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

1. Appointment of proxies

- 1.1 If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the meeting and you should receive a proxy form following this notice of meeting. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
- 1.2 You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, please complete the requisite number of forms of proxy and state clearly on each form the number of shares in relation to which the proxy is appointed (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.).
- 1.3 You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. Failure to specify the number of shares to which each proxy appointment relates or specifying a number in excess of those held by the shareholder will result in the proxy appointment being invalid. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.
- 1.4 If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

2. Appointment of proxy by post

- 2.1 The notes to the proxy form explain how to direct your proxy how to vote on each resolution. To appoint a proxy using the proxy form, the form must be:
- 2.1.1 completed and signed;
 - 2.1.2 sent or delivered to the Company at Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD; and
 - 2.1.3 received by Neville Registrars no later than 1:00 pm on 21 August 2019.
- 2.2 In the case of a shareholder which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
- 2.3 Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

3. Appointment of proxy by joint members

- 3.1 In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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).

4. Changing proxy instructions

- 4.1 Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
- 4.2 Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Neville Registrars Limited.
- 4.3 If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

5. Termination of proxy appointment

- 5.1 A shareholder may change a proxy instruction but to do so you will need to inform Neville Registrars in writing by:
- 5.2 Sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
- 5.3 The revocation notice must be received by Neville Registrars no later than 1:00pm on 21 August 2019.
- 5.4 If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.
- 5.5 Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

6. Communication

- 6.1 Except as provided above, shareholders who have general queries about the meeting should contact the Company Secretary (no other methods of communication will be accepted). You may not use any electronic address provided either:

6.1.1 in this notice of Annual General Meeting; or

6.1.2 In any related documents (including the proxy form),

to communicate with the Company for any purposes other than those expressly stated.

7. Issued shares and total voting rights

- 7.1 As at 6.00pm 30 July 2019, the Company's issued share capital comprised 335,710,864 ordinary shares of £0.01 each. All of the ordinary shares have equal

voting rights, Therefore, the total number of voting rights in the Company as at 30 July 2019 is 335,710,864.

8. **General**

8.1 The following documents will be available for inspection (a) at the registered office of the Company during normal business hours on any weekday (public holidays excepted) from the date of this notice until the conclusion of the Annual General Meeting; and (b) at the place of the Annual General Meeting from 15 minutes prior to and during the meeting:

8.1.1 A copy of the register of Directors' interests in the shares of the Company and its subsidiaries;

8.1.2 Copies of all contracts of service under which Directors of the Company are employed by the Company or any of its subsidiaries;

8.1.3 Copies of any non-executive Directors' letters of appointment; and

8.1.4 A copy of the Articles of Association of the Company.

9. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended by the Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009), the Company specifies that only those Shareholders registered in the Company's register of members at 6.00 p.m. on 21 August 2019 or, if the meeting is adjourned, in the register of members at 6.00 p.m. on the second day prior to the day of any adjourned meeting, shall be entitled to attend or vote at this General Meeting in respect of the number of shares registered in their names at that time. Changes to entries on the register after 6.00 p.m. on 21 August 2019 or, if the meeting is adjourned, in the register of members after 6.00 p.m. on the second day prior to the day of the adjourned meeting, will be disregarded in determining the rights of any person to attend, speak or vote at the meeting or at any such adjournment.