

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt about the contents of this document or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000 or an appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you sell or otherwise transfer, or have sold or otherwise transferred, all of your ordinary shares in McBride plc you should send this document as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. However, such documents should not be distributed, forwarded or transmitted into any jurisdiction in which to do so would constitute a breach of the relevant laws of such jurisdiction. If you sell or have sold or otherwise transferred only part of your holding, you should retain these documents.



(Incorporated in England and Wales - No. 2798634)

Shareholders should read the whole of this document and not just rely on the summarised information set out in the Chairman's letter.

**Directors:**

Iain Napier	(Chairman)
Rik De Vos	(Chief Executive Officer)
Chris Smith	(Chief Finance Officer)
Steve Hannam	(Senior Independent Non-Executive Director)
Neil Harrington	(Independent Non-Executive Director)
Sandra Turner	(Independent Non-Executive Director)

**Registered Office**  
Middleton Way  
Middleton  
Manchester  
M24 4DP

8 September 2015

**Dear Shareholder**

**Annual General Meeting**

The 2015 Annual General Meeting ('AGM') of McBride plc ('the Company') is to be held at Building C, Central Park, Northampton Road, Manchester M40 5BP on Tuesday 20 October 2015 at 2.30pm. The formal notice convening the meeting is set out on pages 3 to 5 of this document. Explanatory notes on all the business to be considered at the AGM appear on pages 9 to 12.

At the Company's General Meeting on 24 March 2011, shareholders approved the issue of non-cumulative redeemable preference shares with a nominal value of 0.1 pence each ('B Shares') as a new method of making payments to shareholders. That shareholder approval has been renewed at each of the Company's subsequent annual general meetings. The Company wishes to continue to issue B Shares during the year ending 30 June 2016 and resolution 13 seeks authority to do so. Subject to receiving approval at the AGM, the Directors intend to allot and issue B Shares in November 2015 on the basis of 19 B Shares for each ordinary share held on 23 October 2015. This will give a total allotment for the year ended 30 June 2015 of 36 B Shares (equating to 3.6 pence (2014: 5 pence)).

In accordance with the terms of the scheme, any B Shares may be redeemed immediately for cash and such a redemption would result in a payment to the redeeming shareholder. Details of the scheme can be found in the documents issued for the General Meeting, in the booklet entitled "Your Guide to B Shares" and on the Company's website at [www.mcbride.co.uk](http://www.mcbride.co.uk).

**Action required**

Whether or not you are able to attend the AGM, you are requested to complete and submit a Form of Proxy or to make a proxy appointment instruction in accordance with the notes to the Notice of Annual General Meeting ('Notice'). You may appoint a proxy electronically via the shareholder portal at [www.capitashareportal.com](http://www.capitashareportal.com). If you have not previously registered to use the portal you will need your investor code ('IVC'), which can be found on the printed Form of Proxy enclosed with this document. Shareholders who have elected to receive the Company's shareholder communications electronically will find their IVC on their email notification.

If you are a CREST member, you can register your proxy vote electronically by using the service provided by Euroclear.

As an alternative to submitting your proxy electronically, you may complete the Form of Proxy and return it in the prepaid envelope provided to the Company's registrar, Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

In each case, to be valid a Form of Proxy must be sent or a proxy appointment instruction made as soon as possible and in any event so as to be received not later than 2.30pm on 16 October 2015, being not less than 48 hours before the time appointed for the meeting. In calculating this date, and in accordance with the provisions of the Company's articles of association ('Articles') and section 360B of the Companies Act 2006 ('the Act'), no account shall be taken of a day that is not a working day.

Completion and return of a Form of Proxy or making a proxy appointment instruction will not prevent you from attending and voting in person at the meeting should you wish to do so.

**Recommendation**

The Board considers that the resolutions set out in the Notice are in the best interests of the Company and of its shareholders. Accordingly, the Board recommends shareholders to vote in favour of the resolutions, as each of the Directors intends to do in respect of their own beneficial holdings, where appropriate.

Yours faithfully

**Iain Napier**  
Chairman

## MCBRIDE PLC

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the twenty second Annual General Meeting ('AGM') of McBride plc ('the Company') will be held at Building C, Central Park, Northampton Road, Manchester M40 5BP on Tuesday 20 October 2015 at 2.30pm for the transaction of the following business.

#### Ordinary Resolutions

##### Resolution 1

To receive the Company's accounts for the financial year ended 30 June 2015, together with the directors' reports and the auditors' report on those accounts.

##### Resolution 2

To approve the directors' remuneration report for the financial year ended 30 June 2015 (other than the part containing the directors' remuneration policy).

##### Resolution 3

To elect Rik Jean Pierre Dora Albert De Vos as a Director.

##### Resolution 4

To elect Christopher (Chris) Ian Charles Smith as a Director.

##### Resolution 5

To re-elect Iain John Grant Napier as a Director.

##### Resolution 6

To re-elect Stephen (Steve) John Hannam as a Director.

##### Resolution 7

To re-elect Neil Simon Harrington as a Director.

##### Resolution 8

To re-elect Sandra Turner as a Director.

##### Resolution 9

To re-appoint PricewaterhouseCoopers LLP as auditors of the Company.

##### Resolution 10

To authorise the Directors to determine the auditors' remuneration.

##### Resolution 11

That the Company and each relevant subsidiary be and is hereby generally and unconditionally authorised for the purposes of sections 366 and 367 of the Act to:

- a. make political donations to political parties or independent election candidates;
- b. make political donations to political organisations other than political parties; and
- c. incur political expenditure,

with the amount authorised for each of the heads (a) to (c) above being limited to £50,000, and the aggregate amount not exceeding £50,000. Any such amount may be comprised of one or more amounts in different currencies which shall be converted at such rates as may be determined by the Board, in its absolute discretion, to be appropriate, and provided further that the authority granted by this resolution shall run from the date of the passing of this resolution until the earlier of 31 December 2016 and the conclusion of the next Annual General Meeting.

For the purposes of this resolution 11, 'political donations', 'political parties', 'political organisations', 'independent election candidates' and 'political expenditure' are to be construed in accordance with sections 363, 364 and 365 of the Act and a 'relevant subsidiary' shall be any company which is a subsidiary of the Company at any time during the period for which this resolution has effect.

**Resolution 12**

That the Directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot ordinary shares and grant rights to subscribe for, or convert any security into, ordinary shares:

- a. up to an aggregate nominal amount (within the meaning of sections 551(3) and (6) of the Act) of £6 million; and
- b. comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount (when added to any allotments made under (a) above) of £12 million in connection with or pursuant to an offer or invitation by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of, any regulatory body or stock exchange in any territory or any other matter whatsoever.

These authorities shall expire on the earlier of 31 December 2016 and the conclusion of the next Annual General Meeting (save that the Company may before such expiry make an offer or agreement which would or might require ordinary shares to be allotted or rights to be granted after such expiry and the Directors may allot ordinary shares, or grant rights to subscribe for or to convert any security into ordinary shares, in pursuance of any such offer or agreement as if the authorities conferred hereby had not expired). This authority shall be in substitution for and shall replace any existing authority to allot shares or to grant rights vested in the Directors on the date of the notice of this meeting that remain unexercised at the commencement of this meeting.

**Resolution 13**

That the Directors be and are hereby authorised:

- a. on one or more occasions, to capitalise such sum as they may determine from time to time but not exceeding the aggregate nominal sum of £7.5 million standing to the credit of the Company's share premium account and/or such other reserves as the Company may legally use in paying up in full at par up to 7.5 billion B Shares from time to time having the rights and being subject to the restrictions contained in the Articles; and provided that the authority conferred by this paragraph (a) shall expire at the conclusion of the next Annual General Meeting;
- b. for the purposes of section 551 of the Act, to exercise all the powers of the Company to allot and issue B Shares credited as fully paid up to an aggregate nominal amount of £7.5 million to the holders of ordinary shares of 10 pence each in the capital of the Company on the register of members on any dates determined by the Directors from time to time and on the basis of the number of B Shares for every ordinary share held as may be determined by the Directors from time to time (excluding the ordinary shares held by the Company in treasury), and provided that the authority conferred by this paragraph (b) shall expire at the conclusion of the next Annual General Meeting, and that such authority shall be in addition to, and without prejudice to, the authorities and powers granted in resolution 12 above; and
- c. to do all acts and things they may consider necessary or desirable to give effect to this resolution and to satisfy any entitlement to B Shares however so arising.

**Special Resolutions****Resolution 14**

That, subject to the passing of resolution 12 set out in the Notice of which this resolution forms part, the Directors be and they are hereby empowered pursuant to sections 570 and 573 of the Act to:

- a. allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authority conferred by resolution 12; and
- b. sell ordinary shares (as defined in section 560(1) of the Act) held by the Company as treasury shares, for cash, as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:
  - (i) in connection with or pursuant to an offer or invitation (but in the case of the authority granted under resolution 12(b), by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the Directors may deem necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of, any regulatory body or stock exchange in any territory or otherwise howsoever; and

(ii) in the case of the authority granted under resolution 12(a), and otherwise than pursuant to paragraph (i) of this resolution, for cash up to an aggregate nominal amount of £911,046 being approximately 5% of the Company's issued ordinary share capital (excluding treasury shares) as at 8 September 2015.

This power shall expire on the earlier of 31 December 2016 and the conclusion of the next Annual General Meeting (save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities or sell treasury shares in pursuance of such offer or agreement as if the power conferred hereby had not expired).

#### **Resolution 15**

That in accordance with sections 693 and 701 of the Act, the Company is hereby generally and unconditionally authorised to make market purchases (as defined in section 693(4) of the Act) on the London Stock Exchange of any of its ordinary shares of 10 pence each in its capital on such terms and in such manner as the Directors may from time to time determine and, where such shares are held as treasury shares, the Company may use them for the purpose of its long-term incentive schemes, provided that:

- a. the maximum aggregate number of ordinary shares which may be so purchased is 18,221,000 (representing approximately 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 8 September 2015);
- b. the maximum price (exclusive of expenses) at which ordinary shares may be so purchased shall not be more than the higher of an amount equal to (i) 105% of the average of the middle market quotations for an ordinary share in the Company derived from the London Stock Exchange Daily Official List for the five business days immediately prior to the day on which such share is contracted to be purchased and (ii) the price stipulated by Article 5(1) of the EU Buy-back and Stabilisation Regulation 2003 (No. 2273/2003). The minimum price is 10 pence per ordinary share, which amount shall be exclusive of expenses, if any;
- c. unless previously renewed, revoked or varied, this authority shall expire on the earlier of 31 December 2016 and the conclusion of the next Annual General Meeting; and
- d. the Company may, before this authority expires, make contracts for purchases of ordinary shares which would or might be executed wholly or partly after this authority expires, and may make purchases of ordinary shares pursuant to it as if this authority had not expired.

#### **Resolution 16**

That a general meeting of the Company (other than an Annual General Meeting) may be called on not less than 14 clear days' notice.

By Order of the Board

#### **Carole Barnet**

Company Secretary

8 September 2015

#### **Registered Office:**

Middleton Way  
Middleton  
Manchester  
M24 4DP

Registered in England and Wales number 2798634

## NOTES

### 1. Right to appoint a proxy

A member who is entitled to attend and vote 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 AGM. 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.

### 2. Means of appointing a proxy

Members entitled to appoint a proxy may do so by completing and submitting a hard copy Form of Proxy. A Form of Proxy for the meeting is enclosed. To be valid a hard copy Form of Proxy must be received by post or by hand (during normal business hours) by the Company's registrar, Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible and in any event so as to arrive not later than 2.30pm on Friday 16 October 2015.

Alternatively, you may submit your proxy electronically via the shareholder portal at [www.capitashareportal.com](http://www.capitashareportal.com). If you have not previously registered to use the portal you will need your IVC, which can be found on the hard copy Form of Proxy. To be a valid proxy appointment, the member's electronic message confirming the details of the appointment completed in accordance with the relevant instructions must be transmitted so as to be received by not later than 2.30pm on Friday 16 October 2015.

Members who hold their shares in uncertificated form may use the "CREST voting service" to appoint a proxy electronically, as explained in Note 3 below.

Completion of a hard copy Form of Proxy or any electronic proxy appointment instruction will not preclude a member attending and voting in person at the meeting.

### 3. CREST members

If you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. Further details are contained below. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures, and to the address, described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)) subject to the provisions of the Articles. 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 UK and Ireland 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 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 RA10) no later than 2.30pm on Friday 16 October 2015. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp 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 provider(s) should note that Euroclear UK and Ireland 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/her 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 provider(s) 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.

### 4. Nominated persons

Under the Act, where a shareholder holds shares on behalf of another person (in the way that most share dealing accounts are set up), the registered shareholder can nominate that other person (a 'Nominated Person') to receive documents published by the Company, such as reports and accounts and notices of meetings. Any Nominated Person who has received this Notice may, under an agreement with the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy at the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the registered shareholder as to the exercise of voting rights.

The statement of the rights of members in relation to the appointment of a proxy in Note 1 above does not apply to a Nominated Person. The rights described in Note 1 can only be exercised by members of the Company.

#### **5. Corporate members**

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares. Any such representative should bring to the meeting written evidence of his appointment, such as a certified copy of a board resolution of, or a letter from, the corporation concerned confirming the appointment.

#### **6. Right to attend and vote**

The Company hereby specifies that, to have the right to attend and vote at the AGM (and also for the purpose of calculating how many votes a person entitled to attend and vote may cast), a person must be entered on the register of holders of the ordinary shares of the Company by no later than 6.00pm on Friday 16 October 2015. Changes to entries on the register after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

#### **7. Documents on display**

The following documents will be available for inspection during normal business hours on Monday to Friday (excluding bank holidays) at the Company's registered office from the date of this document until the close of the AGM and at the place of the AGM for at least 15 minutes before the AGM and during the AGM:

- (i) copies of the Executive Directors' service agreements;
- (ii) copies of the letters of appointment of Non-Executive Directors; and
- (iii) the Articles.

The letters of appointment of Non-Executive Directors and the Articles, as well as a copy of this Notice and other information required by section 311A of the Act, will also be available on the Company's website at [www.mcbride.co.uk](http://www.mcbride.co.uk).

#### **8. Total number of shares and voting rights**

As at 8 September 2015 (being the last practicable day prior to the publication of this document) the Company's issued share capital consisted of 182,209,309 ordinary shares carrying one vote each. (This excludes 630,992 ordinary shares held as treasury shares, which carry no voting rights.) Therefore, the total voting rights in the Company as at that date were 182,209,309.

#### **9. Website publication of audit concerns**

Shareholders should note that it is possible that under section 527 of the Act, pursuant to requests made by members of the Company meeting the threshold requirements under that section, the Company may be required to publish on its website a statement setting out any matter relating to the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the AGM that the members propose to raise at the AGM. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on its website under section 527 of the Act, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on its website.

#### **10. Right to ask questions**

Any member entitled to attend and vote at the AGM 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.

#### **11. Electronic communications**

Any website or electronic address (within the meaning of section 333(4) of the Act) provided either in the Notice or in any related documents (including the Chairman's letter and the Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.

## 12. Non-United Kingdom resident shareholders

Shareholders who are not resident in the United Kingdom should consult their professional advisers to ascertain whether the effect of the redemption or subsequent disposal of B Shares by them will be subject to any restrictions or require compliance with any formalities imposed by the laws or regulations of, or any body or authority located in, the jurisdiction in which they are resident or to which they are subject. In particular, it is the responsibility of any shareholder not resident in the United Kingdom wishing to redeem B Shares or otherwise dispose of any shares in the Company to satisfy himself/herself fully as to observance of any government, exchange control or other consents which may be required or the compliance with other necessary formalities needing to be observed and the payment of any issue, transfer or other taxes or duties in such jurisdiction. The distribution of this document in certain jurisdictions may be restricted by law. Persons into whose possession this document comes should inform themselves about and observe any such restrictions. Neither this document nor any other document issued or to be issued by or on behalf of the Company in connection with the redemption of B Shares constitutes an invitation or offer to redeem B Shares in any jurisdiction in which such invitations or offers are unlawful.

In the event that the Board is advised that the allotment and issue of B Shares would or might infringe the laws of any jurisdiction outside the United Kingdom, or would or might require the Company to obtain governmental or other consent, or affect any registration, filing or other formality with which, in the opinion of the Company, it would be unable to comply or which it regards as unduly onerous, the Company will have the right to issue the B Shares to which such shareholders are entitled, to a nominee on behalf of such shareholders which nominee shall be entitled to sell or redeem such B Shares for cash with the net proceeds of such sale or redemption (as the case may be) being remitted to such shareholders. Any remittance of the net proceeds of sale or redemption shall be at the risk of the relevant shareholder.

In particular, but without prejudice to the generality of the foregoing, the B Shares have not been and will not be registered under the US Securities Act of 1933 (as amended) or the state securities laws of any state of the United States and such shares may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of such laws.

Each recipient of the B Shares within the state of New York, by accepting delivery of this document, will be deemed to have represented, agreed and acknowledged that it has received a copy of this document and such other information as it deems necessary to make an investment decision and that it:

- a. understands and acknowledges that the B Shares have not been and will not be registered under the Securities Act, and therefore may not be offered or sold, directly or indirectly, in the United States or to or for the account or benefit of any United States person, except in compliance with the registration requirements of the Securities Act and other applicable laws or pursuant to any exemption therefrom; and
- b. is acquiring the B Shares for its own account and (subject to disposition of its property being at all times within its control) not with a view to any resale or distribution or other disposition thereof.

Each recipient of the B Shares within the state of California, by accepting delivery of this document, will be deemed to have represented, agreed and acknowledged that it has received a copy of this document and such other information as it deems necessary to make an investment decision and that it:

- a. understands and acknowledges that the B Shares have not been and will not be registered under the Securities Act, and therefore may not be offered or sold, directly or indirectly, in the United States or to or for the account or benefit of any United States person, except in compliance with the registration requirements of the Securities Act and other applicable laws or pursuant to any exemption therefrom;
- b. is an institutional investor under Section 25102(i) of the California Corporations Code (an 'Institutional Investor'), has such knowledge and experience in financial and business matters as to be capable of evaluating the merits and risks of its investment in the B Shares, and is able to bear the economic risk of such investment. Institutional Investors are defined to include:
  - (i) a bank, savings and loan association, trust company, insurance company, investment company registered under the Investment Company Act of 1940, or pension or profit sharing trust (other than a pension or profit sharing trust of the issuer, a self employed individual retirement plan or an individual retirement account);
  - (ii) any organisation described in Section 501(c)(3) of the Internal Revenue Code, as amended to 29 December 1981, which has total assets (including endowment, annuity and life income funds) of not less than \$5,000,000 according to its most recent audited financial statement;
  - (iii) any corporation which has a net worth on a consolidated basis of not less than \$14,000,000 according to its most recent audited financial statement;
  - (iv) any wholly owned subsidiary of any of the foregoing institutional investors; or
  - (v) the federal government of the United States ('the Federal Government'), any agency or instrumentality of the Federal Government, any corporation wholly owned by the Federal Government, any state, any city, city and county, or county, or any agency or instrumentality of a state, city, city and county, or county, or any state university or state college and any retirement system for the benefit of employees of any of the foregoing;



(vi) provided that any purchaser listed in (i) to (v) above represents that it is purchasing for its own account (or for such trust account) for investment and not with a view to or for sale in connection with any distribution of securities; and

c. is acquiring the B Shares for its own account and (subject to disposition of its property being at all times within its control) not with a view to any resale or distribution or other disposition thereof.

The document, copies thereof or any document relating to the B Shares are only being distributed to shareholders. The B Shares are therefore only being issued to shareholders.

### **Annual General Meeting Location**

Building C, Central Park  
Northampton Road  
Manchester  
M40 5BP

Telephone: +44 (0)161 203 7400

## **Explanatory Notes**

The following paragraphs set out in summary form the resolutions to be proposed at the AGM.

### **Ordinary Resolutions**

#### **Resolution 1: Report and accounts**

The Directors are required to present to the Company in general meeting the financial statements, together with the reports of the directors and auditors in respect of each financial year. In accordance with the UK Corporate Governance Code ('the Code'), the Company proposes, as an ordinary resolution, a resolution on its annual accounts and reports for the financial year ended 30 June 2015 ('the 2015 Annual Report and Accounts').

#### **Resolution 2: Directors' remuneration report**

Following changes to the Act and associated remuneration regulations which took effect on 1 October 2013, the directors' remuneration report now comprises (i) a statement by the Chair of the Remuneration Committee, (ii) an annual report on remuneration and (iii) the directors' remuneration policy (together, 'the Directors' Remuneration Report'). The Directors' Remuneration Report can be found on pages 46 to 59 of the 2015 Annual Report and Accounts.

The Act requires the Company to seek shareholder approval for the Directors' Remuneration Report (other than the part containing the directors' remuneration policy) on an annual basis at the general meeting before which the Company's annual accounts are laid. This is sought in resolution 2. The vote on the directors' remuneration report is "advisory": that is, the Directors' entitlement to remuneration is not conditional on the report being approved.

The Company is required to seek shareholder approval of its directors' remuneration policy at least every three years from the date of its approval, unless the Company wishes to change the directors' remuneration policy, in which case it will need to put the revised policy to a shareholder vote and receive shareholder approval before it can implement the new policy.

Approval of the directors' remuneration policy (which can be found on pages 48 to 53 of the 2015 Annual Report and Accounts) was given by shareholders at the Company's 2014 AGM. The Directors are not proposing any changes to the approved remuneration policy at the 2015 AGM.

#### **Resolutions 3 to 8: Election a re-election of Directors**

(Biographical details are set out on pages 32 and 33 of the 2015 Annual Report and Accounts)

Having been appointed as Directors during the year, both Executive Directors offer themselves for election at the AGM.

#### **Rik De Vos - joined the Board on 2 February 2015**

Rik has over 27 years experience working within the chemical and manufacturing sectors, providing technical products to a wide variety of international markets, customers and consumers. He also brings extensive general management experience internationally as well as having proven success in completing several strategic turnaround projects where businesses have been restored to profitable growth.

#### **Chris Smith - joined the Board on 7 January 2015**

Chris is a chartered accountant and has more than 20 years' experience working in manufacturing businesses in highly competitive industries across the UK, Europe and the Far East.

In line with the recommendations of the Code the Chairman and all Non-Executive Directors have agreed to stand for re-election at the AGM. Therefore, the following Directors retire and offer themselves for re-election:

**Iain Napier – joined the Board on 1 July 2007 as Non-Executive Chairman**

Iain's inclusive leadership style and support for robust and accountable governance promotes an effective Board culture of openness and constructive challenge. Iain also offers a wide range of experience to the Group from his extensive career both in the UK and internationally, specifically from an FMCG supplier perspective.

**Steve Hannam – joined to the Board on 4 February 2013**

Steve brings extensive experience of independent Board level scrutiny, having held a number of positions as chairman and Non-Executive Director in listed companies during his career, as well as senior executive positions both internationally and in the UK. This offers diversity of style, skill and experience and makes him ideally suited for the role of Senior Independent Director, ensuring a challenging mindset when setting and monitoring implementation of the Group's strategy.

**Neil Harrington – joined to the Board on 3 January 2012**

Neil, a chartered accountant, brings a strong financial background as a highly experienced Executive Finance Director. In particular his wealth of knowledge, understanding and awareness of investment and banking facilities is invaluable. Neil's financial background and expertise leave him eminently suitable to hold the role of Audit Committee Chair.

**Sandra Turner – joined the Board on 1 August 2011**

Sandra brings extensive consumer business insight and experience, she is a Non-Executive Director and Remuneration Committee Chair of a number of listed companies and therefore also brings a broad knowledge, understanding and awareness of this continuously changing field and the importance of linking executive remuneration to the Company's strategy and performance.

The performance of the Board as a whole, as well as the contribution made by the individual Non-Executive Directors, have been reviewed during the course of the year. After considering this evaluation the Chairman considers that the individuals continue to demonstrate a great deal of commitment to their roles and that their respective skills complement each other to enhance the overall operation of the Board.

**Resolutions 9 and 10: Appointment and remuneration of auditors**

PricewaterhouseCoopers LLP have indicated their willingness to continue as the Company's auditors. Resolution 9 proposes their re-appointment to hold office from the conclusion of the AGM until the conclusion of the next general meeting at which accounts are laid before the Company. Resolution 10 proposes that the auditors' remuneration be determined by the Directors.

**Resolution 11: Donations to political organisations**

This resolution will give the Company and each relevant subsidiary the authority, for the purposes of section 366 of the Act, to make or incur:

- a. donations to political parties or independent election candidates;
- b. donations to political organisations other than political parties;
- c. political expenditure,

in each case during the period beginning with the date of the passing of this resolution and ending on the earlier of 31 December 2016 and the conclusion of the next Annual General Meeting, provided that the aggregate amount of political donations and political expenditure made or incurred by the Company and each relevant subsidiary pursuant to this resolution shall not exceed £50,000.

Whilst it is the Company's stated policy not to make donations or incur expenditure for party political purposes, the need for this resolution arises in order to prevent any inadvertent breach of the provisions of the Act which prohibit the making of political donations or incurring of political expenditure without authority. An inadvertent breach could occur as the definitions of 'political donations' and 'political expenditure' under the Act are potentially open to wide interpretation.

**Resolution 12: Authority to allot ordinary shares**

Your Directors may allot ordinary shares and grant rights to subscribe for, or convert any security into, shares only if authorised by the shareholders. The authority previously given to the Directors at the last Annual General Meeting will expire at the AGM. This resolution will grant the Directors authority to allot ordinary shares and grant rights to subscribe for, or convert any security into, ordinary shares (a) up to an aggregate nominal amount of £6 million and (b) comprising equity securities up to an aggregate nominal amount (when added to allotments under part (a) of this resolution) of £12 million where the allotment is in connection with a rights issue.

These amounts represent approximately one third and two thirds respectively of the total issued ordinary share capital of the Company (excluding treasury shares) as at 8 September 2015. If given, these authorities will expire on the earlier of 31 December 2016 and the conclusion of the next Annual General Meeting. The Directors have no present intention to exercise this authority other than in respect of the Company's obligations under long-term incentive schemes.

The Company held 630,992 treasury shares as at 8 September 2015 representing 0.3% of the issued ordinary share capital (excluding treasury shares).

### **Resolution 13: Proposed allotment and issue of B Shares/Payments to shareholders**

The Company proposes to continue to issue B Shares as a method of making payments to shareholders during the course of the year ending 30 June 2016. The Company also offers to redeem for cash all B Shares currently in issue and (subject to the approval of this resolution 13 at the AGM) all B Shares to be issued during the year ending 30 June 2016, in accordance with the procedure set out in the booklet entitled "Your Guide to B Shares", a copy of which is available on the Group's website at [www.mcbride.co.uk](http://www.mcbride.co.uk) or which can be obtained by contacting the Company directly. The booklet also contains further details regarding the Company's B Share scheme generally.

Paragraph (a) of resolution 13 is the authority for the Directors to capitalise up to £7.5 million standing to the credit of the Company's share premium account or such other reserve as the Company may legally use in paying in full and at par up to 7.5 billion B Shares from time to time having the rights and being subject to the restrictions contained in the Articles. If given, this power will expire at the conclusion of the next Annual General Meeting.

Paragraph (b) of resolution 13 is the authority for the Directors to allot and issue B Shares, credited as fully paid, up to an aggregate nominal amount of £7.5 million (representing approximately 3.4% of the market capitalisation of the ordinary share capital in issue (excluding treasury shares) as at 8 September 2015 (being the latest practicable date prior to publication of this document)). The Directors intend to allot and issue B Shares to shareholders on the basis of 19 B Shares for each ordinary share held on 23 October 2015 (excluding the ordinary shares held by the Company in treasury). As no decision can or will be taken with regard to a possible further issue of B Shares until after the interim accounts are finalised, the capitalisation limit has been set at just over twice the maximum amount needed for the proposed issue of B Shares in November 2015. This is to ensure that the Directors have sufficient authority to allot and issue B Shares in May 2016 should they so wish. If given, this power will expire at the conclusion of the next Annual General Meeting and such authority shall be additional to, and without prejudice to, the authority granted in resolution 12 on page 10.

Shareholders will not have to make any payments for the B Shares.

If all 969,007,195 B Shares previously issued but not redeemed, together with the 3,461,976,871 B Shares to be issued in November 2015, are redeemed on 27 November 2015 redemption payments would amount to £4,430,984.

### **Special Resolutions**

#### **Resolution 14: Power to allot ordinary shares for cash free from rights of pre-emption**

This resolution seeks to renew the Directors' power to allot equity securities or sell treasury shares for cash in certain limited circumstances otherwise than to existing shareholders pro rata to their holdings. The power granted at the last Annual General Meeting is due to expire at the AGM. Apart from offers or invitations in proportion to the respective number of shares held, the power is limited to the allotment of equity securities and the sale of treasury shares for cash up to an aggregate nominal value of £911,046 (being approximately 5% of the issued ordinary share capital (excluding treasury shares) as at 8 September 2015). If given, this power will expire on the earlier of 31 December 2016 and the conclusion of the next Annual General Meeting.

Your Directors will have due regard to institutional guidelines in relation to any exercise of this power, in particular the requirement for advance consultation and explanation before making any non pre-emptive cash issue pursuant to this resolution which exceeds 7.5% of the Company's issued share capital in any rolling three year period.

#### **Resolution 15: Purchase of own shares**

The Directors also consider it appropriate to renew shareholders' approval to enable the Company to purchase its own shares. Accordingly, this special resolution seeks authority to enable the Company to make market purchases of up to 18,221,000 of its own ordinary shares (being approximately 10% of the issued ordinary share capital (excluding treasury shares) as at 8 September 2015). The maximum price (exclusive of expenses) which may be paid for each share shall be an amount equal to the higher of (i) 105% of the average of the middle market quotations for an ordinary share in the Company derived from the London Stock Exchange Daily Official List for the five business days immediately prior to the day on which the share is contracted to be purchased and (ii) the price stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003. The minimum price (exclusive of expenses) per share shall be 10 pence, being the par value of the shares.

Any shares purchased under this authority can be either cancelled and the number of shares in issue reduced accordingly or held as treasury shares in accordance with the Act. Shares held in treasury can be cancelled, sold for cash or, in appropriate circumstances, used to meet obligations under long-term incentive schemes. The Company expects to hold repurchased shares pursuant to the authority conferred by this resolution as treasury shares. This would give the Company the ability to re-issue treasury shares quickly and cost-effectively and would provide the Company with additional flexibility in the management of its capital base. Any issue of treasury shares for the purpose of the Company's long-term incentive schemes will be made within any applicable anti-dilution limits set by guidance issued by the Investment Association (IA). Any shares held in treasury would not be eligible to vote nor would any dividend be paid, or B Shares be allotted, on any such shares.

The Directors believe that it is advantageous for the Company to have this flexibility to make market purchases of its own shares. This authority would be used only after careful consideration by the Directors, having taken into account market conditions prevailing at the time and the business needs and investment demands of the Company, and the Directors will only utilise this authority if satisfied that this would result in an increase in earnings per share and it is in the best interests of shareholders generally. If given, this authority will expire on the earlier of 31 December 2016 and the conclusion of the next Annual General Meeting.

#### Resolution 16: Notice of general meetings

The Company has the power under the Articles to call general meetings (other than annual general meetings) on not less than 14 clear days' notice and would like to preserve this ability. In order to do so, shareholders must first approve the calling of general meetings on shorter notice.

Resolution 16 seeks such shareholder approval. The shorter notice would not be used as a matter of routine, but only when the flexibility is merited by the business of the meeting (such as time sensitive matters) and in circumstances where it is to the advantage of the shareholders as a whole. If given, this authority will expire at the conclusion of the next annual general meeting, when it is intended that a similar resolution will be proposed. This is the same authority as was granted at last year's Annual General Meeting.

#### Directions

##### Public Transport

Main train lines stop at either Manchester Piccadilly or Victoria, which are a 15 minute taxi ride away from Central Park.

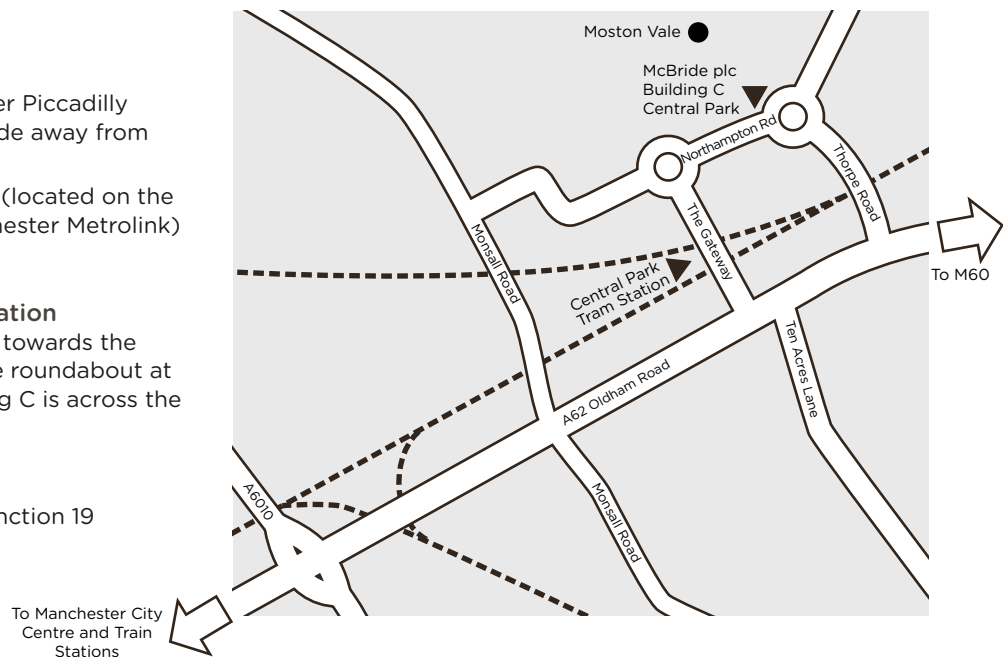
Alternatively, Central Park Tram Station (located on the Oldham and Rochdale line of the Manchester Metrolink) is a five minute walk.

##### Directions from Central Park Tram Station

On leaving the tram station proceed up towards the Metropolitan Police Headquarters at the roundabout at the top of the road. McBride plc Building C is across the roundabout.

##### Driving

Central Park is 20 minutes from both junction 19 of the M62 and junction 22 of the M60.



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