

1950509
THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF

MOTHERCARE PLC ("the Company")

At the Annual General Meeting of the Company duly convened and held at Cherry Tree Road, Watford, Hertfordshire, WD24 6SH on 26 July 2019, the following resolutions were passed, as Special Resolutions:

12 THAT with effect from the conclusion of the Annual General Meeting, the Articles of Association of the Company produced to the meeting and initialled for the purpose of identification by the chairman of the meeting be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

13 THAT a general meeting other an annual general meeting may be called on not less than 14 clear days' notice, provided that this authority expires at the end of the Company's next annual general meeting after this resolution is passed.

14 THAT, if resolution 10 is passed, pursuant to sections 570 and 573 of the Companies Act 2006 the Board be given power to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:

(A) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (B) of resolution 10, by way of a rights issue only):

(i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(ii) to holders of other equity securities, as required by the rights of those securities, or, subject to such rights, as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or

practical problems in, or under the laws of, any territory or any other matter;
and

(B) to the allotment (otherwise than under paragraph (A) above) of equity securities or sale of treasury shares up to a nominal amount of £170,871.88, such power to apply in each case until the end of next year's annual general meeting (or, if earlier, until the close of business on 26 October 2020) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

15 THAT, if resolution 10 is passed, the Board be given power in addition to any authority granted under resolution 14 to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be:

limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £170,871.88; and

used only for the purposes of financing (or re-financing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such power to apply in each case until the end of next year's annual general meeting (or, if earlier, until the close of business on 26 October 2020) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

16 THAT the Company be authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares of one pence each ("Ordinary Shares"), such power to be limited:

(a) to a maximum number of 34,174,377 Ordinary Shares; and

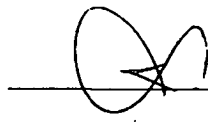
(b) by the condition that the minimum price which may be paid for an Ordinary Share is one pence per share and the maximum price which may be paid for an Ordinary Share is the highest of:

(i) an amount equal to 5 per cent above the average of the middle market quotations for an Ordinary Share as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; and

(ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out,

in each case, exclusive of expenses;

such power to apply until the end of next year's annual general meeting (or, if earlier, until the close of business on 26 October 2020) but in each case so that the Company may enter into a contract to purchase Ordinary Shares which will or may be completed or executed wholly or partly after the power ends and the Company may purchase Ordinary Shares pursuant to any such contract as if the power had not ended.


Clive Whiley