

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take, you should immediately consult your stockbroker, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all your shares in McBride plc please hand this document, together with the accompanying form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



(Registered in England and Wales company no. 2798634)

Directors:		Registered Office:
Iain Napier	(Independent Non-Executive Chairman)	28th Floor
Miles Roberts	(Chief Executive)	Centre Point
Christine Bogdanowicz-Bindert	(Independent Non-Executive Director)	103 New Oxford Street
Robert Lee	(Independent Non-Executive Director)	London
Colin Smith	(Senior Independent Non-Executive Director)	WC1A 1DD

24 September 2009

Dear Shareholder

Annual General Meeting

The Annual General Meeting ('AGM') of McBride plc (the 'Company') is to be held at 1st Floor, Centre Point, 103 New Oxford Street, London WC1A 1DD on Monday 26 October 2009 at 2.30 p.m. The formal notice convening the meeting is set out on pages 5 to 10 of this document. This document describes, and gives a detailed explanation of, each resolution to be proposed at the AGM.

Explanatory Notes

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

Ordinary Resolutions

Report & Accounts – Resolution 1

The directors are required to present the financial statements of the Company for the year ended 30 June 2009, together with the reports of the directors and auditors, to the AGM. The annual report and accounts include the business review and statements on the Group's compliance with corporate governance and on corporate social responsibility.

Directors' Remuneration Report – Resolution 2

This resolution is to receive and approve the directors' remuneration report for the year ended 30 June 2009. The report is set out on pages 43 to 48 of the annual report.

Payment of final dividend – Resolution 3

The directors recommend the payment of a final dividend on the ordinary shares of the Company of 4.3 pence per share. If you approve the recommended final dividend, this will be paid on 27 November 2009 to all ordinary shareholders who are on the register of members at close of business on 23 October 2009.

Re-election of directors – Resolutions 4, 5, 6, 7 and 8

(biographical details are set out on page 24 of the 2009 annual report)

The performance of the board as a whole, as well as the contribution made by the individual non-executive directors, has been reviewed during the course of the year. After considering this evaluation the board 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.

The following directors offer themselves for re-election as directors:

Iain Napier – joined the board on 1 July 2007 as non-executive Chairman
Iain retires and, being eligible, offers himself for re-election. He has strong experience of international, consumer goods markets and brings proven leadership skills to the board.

Christine Bogdanowicz-Bindert – joined the board on 1 September 2003
Christine retires and, being eligible, offers herself for re-election. She is an international financier and has valuable knowledge of overseas markets in the Group's field of operation, in particular in Central and Eastern Europe.

Robert Lee – joined the board on 1 September 2003
Robert retires and, being eligible, offers himself for re-election. He brings knowledge of the petrochemical industry and purchasing to the board.

Miles Roberts – joined the board on 2 January 2002
Miles retires and, being eligible, offers himself for re-election. He joined the Company in 2002 as Finance Director and was appointed Chief Executive in 2005.

Colin Smith – joined the board on 4 April 2002
Colin retires and, being eligible, offers himself for re-election. He brings experience of the UK retail sector and financial accounting to the board.

Re-appointment of auditors – Resolution 9

This resolution proposes the re-appointment of KPMG Audit Plc as auditors of the Company 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.

Auditors' remuneration – Resolution 10

This resolution proposes that the remuneration of the auditors be determined by the directors.

Donations to political organisations – Resolution 11

This resolution will give the Company and each relevant subsidiary the authority for the purposes of sections 366 and 367 of the Companies Act 2006 (the 'Act') to make or incur:

- donations to political parties or independent election candidates;
- donations to political organisations other than political parties;
- political expenditure,

in each case during the period beginning with the date of the passing of this resolution and ending at the conclusion of the AGM in 2010, 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 remains the Company's 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.

Authority to allot shares – Resolution 12

Your directors may allot 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 AGM of the Company will expire at this year's AGM. This resolution will grant the directors authority to allot shares and grant rights to subscribe for, or convert any security into, 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 2 September 2009. If given, these authorities will expire at the conclusion of the AGM in 2010. Where usage of these authorities exceeds the thresholds suggested by the Association of British Insurers (the 'ABI') in their December 2008 guidance, your directors will stand for re-election at the following AGM to the extent required by the ABI.

The Company held 752,019 treasury shares as at 2 September 2009 representing 0.417% of the issued ordinary share capital (excluding treasury shares). The directors have no present intention to exercise this authority other than in respect of the Company's obligations under the share option and incentive schemes.

Special resolutions

Power to allot shares for cash – Resolution 13

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 AGM is due to expire at this year's 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 £901,441 (being 5% of the issued ordinary share capital (excluding treasury shares) as at 2 September 2009). If given, this power will expire at the conclusion of the AGM in 2010.

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.

Purchase of own shares – Resolution 14

The directors also consider it appropriate to renew shareholders' approval to enable the Company to purchase its own shares. Accordingly, this resolution seeks authority to enable the Company to make market purchases of up to 18,028,000 of its own ordinary shares (being approximately 10% of the issued ordinary share capital (excluding treasury shares) as at 2 September 2009). 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 each share.

Any shares purchased under this authority will 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 employee share 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 purposes of the Company's employee share schemes will be made within any applicable anti-dilution limits set by the ABI. Any shares held in treasury would not be eligible to vote nor would any dividend be paid 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 at the conclusion of the AGM in 2010.

As at 2 September 2009 the total number of outstanding options to subscribe for ordinary shares was 509,615. This represents 0.28% of the Company's issued ordinary share capital (excluding treasury shares). If the authority to purchase the Company's ordinary shares was exercised in full these options would then represent 0.31% of the Company's issued share capital (excluding treasury shares).

Adoption of new articles of association – Resolution 15

The implementation of the final provisions of the Act will come into force on 1 October 2009. It is proposed to adopt new articles of association (the 'New Articles') in order to update the current articles of association (the 'Current Articles'). The New Articles reflect the new legislation and take account of other changes in practice since the Current Articles were adopted. The principal changes introduced in the New Articles are summarised in the attached Appendix.

Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the Act, have not been noted in the Appendix. The New Articles showing all the changes to the Current Articles are available for inspection, as noted on page 9 of this document.

Notice of general meetings – Resolution 16

Changes made to the Act by the Companies (Shareholders' Rights) Regulations 2009 increase the notice period required for general meetings of the Company to at least 21 clear days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. (AGMs will continue to be held on at least 21 clear days' notice.)

Until the coming into force of the Companies (Shareholders' Rights) Regulations 2009 on 3 August 2009, the Company was able to call general meetings (other than AGMs) on at least 14 clear days' notice without obtaining such shareholder approval. In order to preserve this ability, this resolution 16 seeks the necessary shareholder approval. If given, this authority will expire at the conclusion of the AGM in 2010, when it is intended that a similar resolution will be proposed.

Note that the changes to the Act mean that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

Action required

Whether or not you are able to attend the meeting, you may complete and submit your proxy electronically by accessing www.eproxyappointment.com. For security reasons, members will need to provide their shareholder reference number (SRN) and personal identification number (PIN) to validate the submission of their proxy online. Members' individual SRN and PIN have been notified electronically to those members who have elected to receive the Company's shareholder communications electronically. Otherwise, members' individual SRN and PIN are shown on the printed form of proxy.

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, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible and in any event so as to arrive not later than 2.30 p.m. on 23 October 2009 being not more than 48 hours before the time appointed for the meeting. In calculating this date, and in accordance with the provisions of the Current Articles and section 360B of the Act, no account has been taken of a day that is not a working day whilst granting shareholders the longest possible time to be entered on the register.

For further information, see the instructions printed on the form of proxy. Completion and return of a form of proxy will not prevent you from attending and voting in person at the meeting should you wish to do so.

Recommendation

Your directors believe that the resolutions set out in the Notice of Annual General Meeting are in the best interests of the Company and of its shareholders. Accordingly, your directors recommend shareholders to vote in favour of the resolutions, as each of the directors intends to do in respect of their own beneficial holdings.

Yours faithfully



Iain Napier
Chairman

MCBRIDE PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the sixteenth Annual General Meeting ('AGM') of McBride plc (the 'Company') will be held at 1st Floor, Centre Point, 103 New Oxford Street, London WC1A 1DD on 26 October 2009 at 2.30 p.m. for the transaction of the following business.

Ordinary Resolutions

Resolution 1

To receive, consider and approve the Company's report and accounts for the financial year ended 30 June 2009 together with the directors' report and the auditors' report on those accounts.

Resolution 2

To receive, consider and approve the directors' remuneration report for the year ended 30 June 2009.

Resolution 3

To declare a final dividend of 4.3 pence per ordinary share for the year ended 30 June 2009.

Resolution 4

To re-elect John (Iain) Grant Napier, non-executive chairman, as a director.

Resolution 5

To re-elect Christine Anne Bogdanowicz-Bindert as a non-executive director.

Resolution 6

To re-elect Robert Anthony Lee as a non-executive director.

Resolution 7

To re-elect Miles William Roberts as an executive director.

Resolution 8

To re-elect Colin Deverell Smith as a non-executive director.

Resolution 9

To reappoint KPMG Audit Plc as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before 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 Companies Act 2006 (the 'Act') to:

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

provided that the aggregate sum which may be donated or expended, as appropriate, by the Company or each relevant subsidiary pursuant to the authority granted by this resolution shall not exceed £50,000 in relation to the Company or any relevant subsidiary, which 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 until the conclusion of the AGM in 2010.

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 the time that this resolution is passed or at any time during the period from the date of the passing of this resolution until the conclusion of the AGM in 2010.

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 shares and grant rights to subscribe for, or convert any security into, 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 at the conclusion of the AGM in 2010 (save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the directors may allot shares or grant rights to subscribe for or to convert any security into 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 the extent not utilised at the date this resolution is passed.

Special Resolutions

Resolution 13

That, subject to the passing of resolution 12 set out in the Notice of Annual General Meeting of which this resolution forms part, the directors of the Company 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) to 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 problems 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) above, and otherwise than pursuant to paragraph (i) of this resolution, for cash up to an aggregate nominal amount of £901,441 being 5% of the Company's issued ordinary share capital (excluding treasury shares) as at 2 September 2009.

This power shall expire at the conclusion of the AGM in 2010 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 14

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 purposes of its employee share schemes, provided that:

- (a) the maximum aggregate number of ordinary shares which may be so purchased is 18,028,000 (representing approximately 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 2 September 2009);
- (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 at the conclusion of the AGM in 2010; 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 15

To effect the following changes to the constitutional documents of the Company:

- (a) The Articles of Association of the Company be amended to include the deletion of all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Act, are to be treated as provisions of the Company's Articles of Association.
- (b) The Articles of Association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

Resolution 16

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

By Order of the Board
Mr R J Beveridge
Company Secretary
24 September 2009

Registered Office:
28th Floor
Centre Point
103 New Oxford Street
London
WC1A 1DD

Registered in England and Wales number 2798634

Notes

1 Proxies

Only holders of ordinary shares are entitled to attend and vote at this meeting. 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 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. A form of proxy for the meeting is enclosed.

To be valid any forms of proxy or other instrument appointing a proxy need to be received by post or by hand (during normal business hours) with the Company's registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, or at the electronic address provided in the form of proxy, as soon as possible and in any event so as to arrive not later than 2.30 p.m. on 23 October 2009, being not more than 48 hours before the time of the meeting. In calculating this date, and in accordance with the provisions of the Current Articles and section 360B of the Act, no account has been taken of a day that is not a working day whilst granting shareholders the longest possible time to be entered on the register. If you are a CREST member, see note 3 below.

Completion of a form of proxy, or other instrument appointing proxy, or any CREST Proxy Instruction will not preclude a member attending and voting in person at the meeting.

2 Completion of proxies

As an alternative to completing and returning the printed form of proxy, you may submit your proxy electronically by accessing www.eproxyappointment.com. For security reasons, members will need to provide their shareholder reference number (SRN) and personal identification number (PIN) to validate the submission of their proxy online. Members' individual SRN and PIN are shown on the printed form of proxy.

3 CREST Members

Alternatively, 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 AGM and any adjournment(s) thereof by using the procedures, and to the address, described in the CREST Manual subject to the provisions of the Company's articles of association. 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 Euroclear UK and Ireland (formerly CRESTCo) specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST). 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 3RA50) no later than 48 hours before the time of the AGM. In calculating this 48 hours, no account shall be taken of a day that is not a working day. 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 (formerly 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 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 AGMs. 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 for 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 proxies in paragraphs 1, 2 and 3 above does not apply to a Nominated Person. The rights described in these paragraphs 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.

6 Right to attend and vote

In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, 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 2.30 p.m. on 23 October 2009, being not more than 48 hours before the time fixed for the meeting. In calculating this date, and in accordance with the provisions of the Current Articles and section 360B of the Act, no account has been taken of a day that is not a working day whilst granting shareholders the longest possible time to be entered on the register. 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

Copies of executive directors' service agreements, letters of appointment of non-executive directors, and a copy of the proposed new articles of association of the Company and a copy of the Current Articles marked up to show the changes being proposed in resolution 15 are available for inspection at the Company's registered office (and the current and proposed new articles of association will also be available at the offices of Ashurst LLP, Broadwalk House, 5 Appold Street, London EC2A 2HA) during normal business hours from the date of this notice until the close of the AGM (except days that are not working days). All these items will also be available for inspection at the place of the AGM for at least 15 minutes prior to and during the meeting. The letters of appointment of non-executive directors, the proposed new articles of association and the mark up of the Current Articles, as well as the 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.

A copy of the proposed new articles of association will also be lodged with the Document Viewing Facility of the Financial Services Authority at 25 The North Colonnade, Canary Wharf, London, E14 5HS.

8 Total number of shares and voting rights

As at 2 September 2009 (being the last practicable day prior to the publication of this Notice) the Company's issued share capital consists of 180,288,282 ordinary shares carrying one vote each. (This excludes 752,019 ordinary shares held as treasury shares, which carry no voting rights.) Therefore, the total voting rights in the Company as at that date were 180,288,282.

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: (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 AGM; or (ii) any circumstance connected with an auditor of the Company appointed for the financial year beginning 1 July 2009 ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act (in each case) 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 attending 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 this Notice of Annual General Meeting 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.

Annual General Meeting

1st Floor
Centre Point
103 New Oxford Street
London
WC1A 1DD

Telephone: +44 (0)20 7539 7850

Facsimile: +44 (0)20 7539 7855

Location

Centre Point is located in Central London at the junction of Tottenham Court Road, Oxford Street and New Oxford Street. It is immediately above Tottenham Court Road tube station from which it is recommended that Exit 4 is used to access Centre Point.

McBRIDE PLC

APPENDIX

EXPLANATORY NOTES OF PRINCIPAL CHANGES TO THE COMPANY'S MEMORANDUM AND ARTICLES OF ASSOCIATION

1 The Company's objects

The provisions regulating the operations of the Company are currently set out in the Company's memorandum and articles of association. The Company's memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Act significantly reduces the constitutional significance of a company's memorandum. The Act provides that, with effect from 1 October 2009, a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the Act the objects clause and all other provisions which are contained in a company's memorandum, for existing companies at 1 October 2009, are deemed to be contained in a company's articles of association but the company can remove these provisions by special resolution.

Further, the Act states that unless a company's articles of association provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other provisions of its memorandum which, by virtue of the Act, are to be treated as forming part of the Company's articles of association as of 1 October 2009. Resolution 15 confirms the removal of these provisions for the Company. As the effect of this resolution will be to remove the statements currently in the Company's memorandum regarding limited liability and pensions and benefits of officers and employees, the New Articles also contain express statements regarding the limited liability of the shareholders and benefits of directors.

2 The Act (General)

Statutory references have been amended to bring them into line with the Act where references previously referred to the Companies Act 1985.

3 Articles which duplicate statutory provisions

Provisions in the Current Articles which replicate provisions contained in the Act are in the main amended to bring them into line with the Act.

4 Authorised share capital and unissued shares

The Act abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this by removing the Company's authorised share capital. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Act, save in respect of employee share schemes.

Articles relating to increase in authorised share capital and cancellation of unissued share capital have also been removed from the New Articles as a result of the removal of the Company's authorised share capital.

5 Share purchase and reduction of share capital

With effect from 1 October 2009, specific authorisations in a company's articles of association for share buy-backs and reduction of shares are no longer required and will be permitted, unless there are specific restrictions on such transactions in the articles of association. Such authorisations have been removed from the New Articles as they are no longer necessary.

6 Redeemable shares

Until 1 October 2009, if a company wishes to issue redeemable shares, it must include in its articles of association the terms and manner of redemption. The Act, from 1 October 2009, enables directors to determine such matters instead provided they are so authorised by the articles of association. The New Articles contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the directors would need shareholders' authority to issue new shares in the usual way.

7 Shareholder Rights Directive

The Companies (Shareholders' Rights) Regulations 2009 came into force on 3 August 2009 and implemented the EU Shareholder Rights Directive in the UK by way of amendments to the Act. Certain changes are introduced in the New Articles to reflect the new rules.

The article relating to ordinary and special business has been removed as section 311(2) of the Act has been amended so that traded companies must now state the general nature of their business in the notices of their general meetings. Previously the legislation, subject to the articles of association, permitted that only special business need be described in the notices.

The chairman's casting vote has been removed, as traded companies can no longer include such a provision in their articles of association.

The Act now provides that each proxy appointed by a member has one vote on a show of hands unless the proxy is appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution. The New Articles reflect these changes and clarify how the provisions of the Act giving a proxy a second vote on a show of hands would apply to discretionary instructions.

A provision has been included in the New Articles to clarify that there is no obligation on the Company to check that a proxy or corporate representative is voting in accordance with instructions. This follows the introduction of a new section in the Act which requires a proxy to vote in accordance with instructions.

The New Articles contain amended provisions in relation to service of notice during curtailment of postal services. Section 308 of the Act only allows a notice to be in hard copy, in electronic form or by website, and section 308 is not subject to the articles of association. This brings into doubt whether a notice may be given by way of a newspaper advert. However, under section 310, to whom a notice is sent can be subject to the articles of association, and therefore the updated provisions try to offer maximum flexibility by expressing those people to whom a notice may be sent.

The Act has also been amended to require the Company to give at least 21 clear days' notice of general meetings unless, in the case of general meetings that are not AGMs, the Company offers members an electronic voting facility and a special resolution reducing the period of notice to not less than 14 clear days has been passed. AGMs must continue to be held on at least 21 clear days' notice. The New Articles reflect these new requirements.

General meetings adjourned for lack of quorum must now be held at least 10 clear days after the original meeting. The New Articles reflect this requirement.