

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 (as amended) without delay. If you have sold or otherwise transferred all of your shares in Portmeirion Group PLC, you should forward this document and the accompanying Form of Proxy 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 onward transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of shares, you should retain these documents.

PORTMEIRION GROUP

PORTMEIRION GROUP PLC **Notice of** **Annual General Meeting**

Notice of the Annual General Meeting of Portmeirion Group PLC to be held at Eversheds LLP, One Wood Street, London, EC2V 7WS on 19 May 2015 at 11.00 a.m. is set out on pages 1 to 3 of this document. The action to be taken by shareholders is set out above and on page 3. Whether or not you propose to attend the Annual General Meeting, please complete, sign and return the enclosed Form of Proxy in accordance with the instructions printed on it so that it is received not less than 48 hours before the time of the holding of the Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING

PORTMEIRION GROUP PLC (the "Company")

Notice is hereby given that the Annual General Meeting ("**AGM**") of the Company will be held at Eversheds LLP, One Wood Street, London, EC2V 7WS, on 19 May 2015 at 11.00 a.m. for the following purposes:

As ordinary business: to consider and, if thought fit, pass the following resolutions which will be proposed as ordinary resolutions.

1. To receive the audited accounts for the year ended 31 December 2014 together with the Report of the Directors, the Strategic Report and the Auditor's Report on those accounts.
2. To declare a final dividend of 21.00p per share in respect of the year ended 31 December 2014 payable on 27 May 2015 to shareholders on the register at the close of business on 24 April 2015.
3. To re-elect P. E. Atherton as a Director.
4. To re-elect L. F. Bryan as a Director.
5. To re-elect Lady Judge as a Director.
6. To re-elect J. Kong as a Director.
7. To re-elect B. W. J. Phillips as a Director.
8. To re-elect R. J. Steele as a Director.
9. To reappoint Mazars LLP as auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next meeting at which accounts are laid before the Company and to authorise the Directors to fix their remuneration.
10. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy contained within that Report) as set out in the Report and Accounts for the year ended 31 December 2014.

As special business: to consider and, if thought fit, pass the following resolutions which will be proposed as special resolutions save for resolution 11 which will be proposed as an ordinary resolution.

11. That, in substitution for all existing authorities and pursuant to section 551 of the Companies Act 2006, the Directors be generally and are unconditionally authorised to allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company, up to a maximum aggregate nominal amount of £178,429 during the period from the date of the passing of this resolution up to the conclusion of the next Annual General Meeting of the Company (to be held in 2016) or 30 June 2016, whichever is the earlier, on which date the authority will expire (unless previously renewed, varied or revoked by the Company in general meeting), 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 subscribe for or convert any security into shares to be granted, after expiry of this authority and the Directors may allot shares and grant rights in pursuance of any such offer or agreement as if this authority had not expired.
12. That, subject to the passing of resolution 11 in the Notice of this Annual General Meeting and in substitution for all existing unexercised powers, the Directors be hereby generally empowered pursuant to section 570 and section 573 of the Companies Act 2006 (the "**Act**") to make allotments of equity securities (within the meaning of section 560 of the Act) for cash either pursuant to the authority conferred on them by resolution 11 in the Notice of this Annual General Meeting or by way of a sale of treasury shares as if section 561 of the Act did not apply to any such allotment, provided that this power be limited:

- a) to the allotment of equity securities where such equity securities have been offered to the holders of ordinary shares in the capital of the Company in proportion (as nearly as may be) to the respective numbers of ordinary shares held by them, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
- b) to the allotment otherwise than pursuant to sub-paragraph (a) above of equity securities up to an aggregate nominal amount of £53,528;

and that this power shall expire at the conclusion of the next Annual General Meeting of the Company (to be held in 2016) or on 30 June 2016, whichever is the earlier, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may, notwithstanding such expiry, allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

13. That the Company be and is hereby generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 (the "**Act**") to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 5p each in the capital of the Company ("**Ordinary Shares**") provided that:

- a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 1,070,576;
- b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is 5p per share;
- c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall not be more than 5 per cent. above the average of the middle market quotations for an Ordinary Share as derived from the AIM section of the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary Share is contracted to be purchased;
- d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company (to be held in 2016) or on 30 June 2016 whichever is the earlier; and
- e) the Company may enter into a contract or contracts to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may, notwithstanding such expiry, make a purchase of Ordinary Shares in pursuance of any such contracts as if the power conferred hereby had not expired.

By order of the Board

B. W. J. Phillips

Secretary

16 April 2015

Registered Office:

London Road, Stoke-on-Trent,
Staffordshire, ST4 7QQ.

Notes:

1. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders on the register of members of the Company as at 6.00 p.m. on 17 May 2015 (or, if the meeting is adjourned, not later than 6.00 p.m. on the day which is two days before the date of the adjourned meeting) will be entitled to attend or vote at the AGM and they may only vote in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after 6.00 p.m. on 17 May 2015 (or, if the meeting is adjourned, after 6.00 p.m. on the day which is two days before the date of the adjourned meeting) will be disregarded in determining the rights of any person to attend or vote at the meeting.
2. If you wish to attend the meeting in person, please arrive at the venue for the meeting by 10.45 a.m. Please sign the attendance card attached to the form of proxy which accompanies this notice of meeting and bring it with you to the meeting, to enable your attendance to be registered.
3. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to exercise all or any of his/her rights to attend and to speak and vote at the meeting. 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 that member. A proxy need not be a member of the Company, but must attend the AGM to represent the member. Appointment of a proxy will not prevent members from attending this meeting and voting in person.
4. A form of proxy is enclosed with this notice. If you do not have a form of proxy and believe that you should have one, or if you require additional forms, please contact Capita Asset Services on 0871 664 0300 (calls cost 10p per minute plus network extras from within the UK) or from overseas on +44 20 8639 3399 (in either case lines are open 9.00 a.m. to 5.30 p.m. (UK time) Monday to Friday). Should you wish to appoint more than one proxy, please photocopy the form indicating on each copy the name of the proxy you wish to appoint, the number of Ordinary Shares in respect of which the proxy is appointed and the way in which you wish them to vote on the resolutions that are proposed. You should send all pages together to Capita Asset Services in accordance with the instructions below.
5. To be valid, the form of proxy must be lodged with Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, BR3 4TU not later than 48 hours before the time fixed for the meeting, along with any power of attorney or other authority under which the proxy is appointed (or a notarially certified copy of such power or authority). A pre-paid address for use within the UK is printed on the reverse of the form of proxy should you wish to use it.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com). 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 & Ireland Limited ("Euroclear UK & Ireland")'s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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) by not later than 11.00 a.m. on 17 May 2015 or by not later than 48 hours prior to the time appointed for the holding of any adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & 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 CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers 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.
7. To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
8. A 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 no more than one corporate representative exercises powers over the same share.
9. Copies of all Directors' service contracts with the Company and the terms and conditions of appointment of Non-executive Directors are available for inspection during normal business hours at the registered office of the Company (public holidays excluded) and will also be available for inspection at the place of the AGM from 10.45 a.m. on the day of the AGM until its conclusion.
10. You may not use any electronic address provided either in this notice of Annual General Meeting or in any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.