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If you have sold or otherwise transferred all of your shares in James Cropper plc, please send this document, together with the accompanying documents (but not the 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 delivery to the purchaser or transferee.

James Cropper plc

(incorporated and registered in England and Wales under number 00030226)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting of James Cropper plc to be held at 11 am on Wednesday 29 July 2015 at The Bryce Institute, Burneside Mills, Kendal, Cumbria LA9 6PZ is set out at the end of this document.

A Form of Proxy for use at the Annual General Meeting is enclosed. To be valid, the Form of Proxy should be completed and returned in accordance with the instructions to Capita Asset Services at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible but in any event so as to arrive not later than 11.00 am on 27 July 2015 or 48 hours before the time for holding any adjourned meeting.

KPMG, which is authorised and regulated by the Financial Conduct Authority for investment business activities, is acting for the Company in relation to the Waiver Resolution and is not acting for any other person in relation to such Waiver Resolution. KPMG will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice in relation to the contents of this document or any transaction or arrangement referred to herein.

PART I
LETTER FROM CHAIRMAN

James Cropper plc

(incorporated and registered in England and Wales under number 00030226)

Registered Office:

Burneside Mills
Kendal
Cumbria
LA9 6PZ

Directors:

Mark Cropper (Chairman)
Philip Wild (Chief Executive Officer)
Isabelle Maddock (Group Finance Director)
Patrick Willink (Chief Technology Officer)
Dave Watson (Chief Operating Officer)
Martin Thompson (Managing Director of Technical Fibre Products Ltd)
David Wilks (Non-Executive Director)
Jim Sharp (Non-Executive Director)
Douglas Mitchell (Non-Executive Director)

30 June 2015

To the holders of Company Shares

Notice of Annual General Meeting

Dear Shareholder

1. INTRODUCTION

I am pleased to be writing to you with details of our 126th Annual General Meeting ("**AGM**") which we are holding at 11 am on Wednesday 29 July 2015 at The Bryce Institute, Burneside, Kendal, Cumbria LA9 6PZ. The formal notice of AGM is set out on page 27 of this document.

If you would like to vote on the Resolutions but cannot come to the AGM, you can appoint a proxy to exercise all or any of your rights to attend, vote and speak at the AGM by using one of the methods set out in the notes to the notice of AGM.

The purpose of this letter is to explain certain elements of the business to be considered at the AGM.

2. RESOLUTION 10 – WAIVER RESOLUTION

The purpose of this resolution is to seek the approval of Independent Shareholders of a waiver by the Panel of the obligation that might otherwise arise under Rule 9 of the Takeover Code for the Concert Party to make a mandatory offer for the Ordinary Shares not already owned by it as a result of any or all of (i) the vesting of Ordinary Shares under the 2012-2014 LTIP Awards and the

grant (and subsequent vesting) of Ordinary Shares under the 2015 LTIP Awards and (ii) the vesting of Ordinary Shares under the 2013 SAYE Awards. See paragraph 2.6 for further details.

2.1 Takeover Code

The Company is a company subject to the Code and its Shareholders are accordingly entitled to the protections afforded by the Code.

Under Rule 9 of the Code, any person who acquires an interest in shares (as defined in the Code) which, together with the shares in which he and persons acting in concert with him are already interested, carry 30 per cent. or more of the voting rights of a company which is subject to the Code, is normally required to make a general offer to all of the company's remaining shareholders to acquire their shares.

Similarly, when any person, together with persons acting in concert with him, is interested in shares which in the aggregate carry not less than 30 per cent. of the voting rights of such a company but does not hold shares carrying more than 50 per cent. of such voting rights, a general offer will normally be required if any further interests in shares are acquired by any such person.

An offer under Rule 9 of the Code must be made in cash and at the highest price paid by the person required to make the offer, or any person acting in concert with him, for any interest in shares in the company during the 12 months prior to the announcement of the offer.

Note 10 on Rule 9 of the Code provides that the exercise of share options will be considered to be an acquisition of an interest in shares for the purpose of Rule 9.

2.2 The Concert Party

The Company was founded by James Cropper in 1845 and since that date the Cropper family have been actively involved in running the Company. Various members of the Willink and Acland families are currently, or have been historically, involved in the management and oversight of the activities of the Company alongside the Cropper family. The Cropper, Willink and Acland families also have close historic ties to one another. The Panel regards the members of the Cropper, Willink and Acland families listed in paragraph 4 of Part II to be acting in concert for the purposes of the Code.

The Concert Party has always historically held a significant interest in the Company. When the Company was initially listed in 1951, the Concert Party held shares which carried 58.49 per cent. of the voting rights of the Company. By 28 June 2008, the Concert Party held in aggregate shares carrying 41.5 per cent. of the voting rights of the Company.

Since June 2008 there have been a number of disposals of interests in shares in the Company by members of the Concert Party and a number of acquisitions of interests in shares in the Company by members of the Concert Party. A number of those acquisitions were made by members of the Concert Party acquiring interests from other members of the Concert Party, which did not affect the aggregate interests of the Concert Party. However, a number of acquisitions were made by members of the Concert Party acquiring interests in shares in the Company from third parties which did increase the aggregate interests of the Concert Party. By 30 January 2010 the Concert Party was interested in shares carrying 46.9 per cent. of the voting rights of the Company in aggregate.

Ordinarily, as the Concert Party had an interest in shares which in aggregate carried not less than 30 per cent. of the voting rights of the Company but did not hold shares carrying more than 50 per cent. of such voting rights, such increases in the aggregate interests of the Concert Party over such period would have required the members of the Concert Party to make a general offer under Rule 9 of the Code to all of the Company's remaining shareholders to acquire their shares, as described in paragraph 2.1 above.

However, the Company and the Concert Party did not realise at the time that these acquisitions were in breach of Rule 9 of the Code, due to certain incorrect professional advice received by the Company in 2007. In addition, the share price at the time of the relevant acquisitions which would be the price at which any general offer, if required to be made, would be below the current share price. This would mean that even if a general offer had been made by the Concert Party in accordance with Rule 9 at the relevant times, there would not have been a benefit to the

shareholders, as they would now be able to sell their shares in the Company in the market at a higher price.

In addition, since January 2010, the Concert Party's aggregate interest has decreased to a level below its aggregate interest as at 28 June 2008 and, as at the Latest Practicable Date, the Concert Party held 3,604,747 Ordinary Shares with voting rights in the Company (representing approximately 39.3 per cent. of the issued voting share capital of the Company).

In the current circumstances and in light of the above, the Company consulted the Panel and is now proposing the Waiver Resolution in relation to further issues of new Ordinary Shares under the LTIP Awards and SAYE Scheme, as set out in paragraph 2.6 below, in order to avoid any breaches of the Code as a result of such issues and with a view to disclosing publicly the current and historic position of the Concert Party.

The Company has made appropriate enquires of the Concert Party and the interests of each of the members of the Concert Party is set out in paragraph 5.6 of Part II.

2.3 LTIP

The LTIP was approved and adopted by the Board in January 2008. The LTIP is a discretionary long-term incentive plan and provides for the grant of nil-cost options to executive Directors and selected senior executives. The Remuneration Committee reviews the quantum of awards made each year to ensure that they are in line with market practice and, when making awards, the Remuneration Committee will consider factors such as Company performance. The vesting of awards are subject to performance conditions set by the Remuneration Committee.

2012-2014 LTIP Awards

During the period from 2012 to 2014 the trustees of the James Cropper Employee Trust of James Cropper EBT Limited (the "**LTIP Trustees**") approved the following LTIP Awards to the Concert Party Directors, Mark Cropper and Patrick Willink:

LTIP Award	August 2012	July 2013	January 2014	August 2014	
Date of grant	20 August 2012	23 July 2013	21 January 2014	4 August 2014	
Date of vesting	August 2015	July 2016	January 2017	August 2017	
<u>Maximum number of Ordinary Shares that could vest to the Concert Party Directors under each LTIP Award</u>					<u>Total</u>
Mark Cropper	-	-	4,673	6,022	10,695
Patrick Willink	16,000	10,978	-	7,868	34,846

The maximum number of Ordinary Shares that can vest to a participant of the LTIP in a financial year is limited so that the value of Ordinary Shares vested to each participant cannot be more than 50 per cent. of that participant's basic salary. This value of Ordinary Shares is determined by calculating the average mid-market share price of the Ordinary Shares for the 20 days prior to the date of vesting.

The number of Ordinary Shares that are vested under the LTIP is determined by reference to pre-determined performance conditions. These are applied on vesting at the end of a three year period from the date of the grant of the LTIP Awards.

There are two different performance conditions: earnings per share conditions and EBITDA target conditions. The percentage of LTIP Awards that are determined by the two different performance conditions varies between the LTIP Concert Party Participants. The number of Ordinary Shares that will be vested to Mark Cropper under the LTIP will be determined by both earnings per share conditions and EBITDA target conditions, with 60 per cent. of the award determined by whether the Company meets the earnings per share conditions and 40 per cent. of the award determined by whether the Company meets the EBITDA target conditions. The number of Ordinary Shares that will vest to Patrick Willink is determined only by the earnings per share conditions.

The earnings per share conditions, applicable to both Mark Cropper for 60 per cent. of his award and Patrick Willink for 100 per cent. of his award, are as follows:

- if the growth in the Company's earnings per share, adjusted for IFRS pension adjustments, between the financial year end prior to the granting of the award and the financial year end prior to the vesting of the award, exceeds the increase in retail price index ("RPI") plus 10 per cent. per annum, then the applicable percentage of the award will vest in full;
- if the growth in the Company's earnings per share, adjusted for IFRS pension adjustments, between the financial year end prior to the granting of the award and the financial year end prior to the vesting of the award, exceeds the increase in RPI plus 2.5 per cent. per annum, then the applicable percentage of the award will vest at 10 per cent.;
- if the growth in the Company's earnings per share, adjusted for IFRS pension adjustments, between the financial year end prior to the granting of the award and the financial year end prior to the vesting of the award, exceeds the increase in RPI by more than 2.5 per cent. but less than 10 per cent. per annum, then the applicable percentage of the award will vest proportionally between 10 per cent. and 100 per cent.; and
- if the growth in the Company's earnings per share, adjusted for IFRS pension adjustments, between the financial year end prior to the granting of the award and the financial year end prior to the vesting of the award, does not exceed the increase in RPI by more than 2.5 per cent., then the applicable percentage of the award will lapse.

The EBITDA target conditions, applicable to only Mark Cropper for 40 per cent. of his award, are as follows:

- if the EBITDA target, as set out in the Company's three year business plan approved in the year that the award was granted, is met or exceeded, then the applicable percentage of the award will vest in full;
- if the EBITDA target, as set out in the Company's three year business plan approved in the year that the award was granted, is not fully met, but more than 95 per cent. of the EBITDA target is reached, then the applicable percentage of the award will vest at 30 per cent.;
- if the EBITDA target, as set out in the Company's three year business plan approved in the year that the award was granted, is not fully met, but more than 90 per cent. and less than 95 per cent. of the EBITDA target is reached, then the applicable percentage of the award will vest at 20 per cent.; and
- if less than 90 per cent. of the EBITDA target, as set out in the Company's three year business plan approved in the year that the award was granted, is reached, then the applicable percentage of the award will lapse.

Proposed LTIP Awards

The Company believes that by making awards under the LTIP it is able to offer a competitive incentive tool that:

- rewards senior executive directors if they achieve substantial improvements in the Company's underlying performance;
- aligns the rewards available to executive directors with the rewards available to shareholders; and
- assists in the retention of senior management over the long term.

In 2015, the Remuneration Committee will, subject to the approval of Independent Shareholders of the Waiver Resolution, grant Mark Cropper a 2015 LTIP Award in respect of a maximum of 6,300 Ordinary Shares and grant Patrick Willink a 2015 LTIP Award in respect of a maximum of 8,300 Ordinary Shares. Should Independent Shareholders approve the Waiver Resolution, the Company will grant these awards in August 2015.

2.4 SAYE Scheme

The Company's Savings Related Share Option Scheme ("**SAYE Scheme**") was approved in a general meeting of the Company on 2 August 2000, and subsequent rule amendments were approved in a general meeting of the Company on 28 July 2010.

The SAYE Scheme, administered by Yorkshire Building Society, allows employees of the Company to save monthly amounts from their taxed income over either a 3.25 or 5.25 year period. At the end of the savings period the employee can opt to take the amount saved in either cash or newly issued Ordinary Shares. If the employee opts to take Ordinary Shares, the number they receive is based on a discount of up to 20 per cent. of the average 5 day Ordinary Share price at the time of the commencement of the savings period.

The Company believes that granting options under the SAYE Scheme is important to motivate the workforce, and that it is a competitive incentive tool in the remuneration strategy.

2013 SAYE Scheme:

Patrick Willink is the only member of the Concert Party to participate in the SAYE Scheme. The details of Patrick Willink's SAYE Awards are set out below:

Concert Party Director	Patrick Willink
Name of SAYE Awards	September 2013 3.25 year scheme
Date of grant	1 September 2013
Exercise Price	199.52p
No. of options granted	902
No. of options lapsed	-
No. of options outstanding	902
Maximum no. of Ordinary Shares that could vest to the Concert Party Director under the SAYE Scheme	902

2.5 Maximum potential holding

Pursuant to the Code, it is necessary to provide an illustration of the Concert Party, Mark Cropper and Patrick Willink's maximum potential interests in the voting share capital of the Company based on certain assumptions.

Assuming vesting of the Ordinary Shares to the maximum extent possible under the 2012-2014 LTIP Awards and under the 2015 LTIP Awards by means of the issue of new Ordinary Shares and vesting of the Ordinary Shares to the maximum extent possible under the 2013 SAYE Awards by means of the issue of new Ordinary Shares, where no other person exercises any options or other rights to subscribe for Ordinary Shares, the Concert Party, Mark Cropper and Patrick Willink's, maximum potential interest in the voting share capital of the Company would be as set out below (if the Waiver Resolution is approved). The current interest in the voting share capital of the Company is at the Latest Practicable Date:

Shareholder	Shareholder's current interest in voting share capital		No. of Ordinary Shares with voting rights if maximum vesting under the 2012-2014 LTIP Awards and 2015 LTIP Awards	No. of Ordinary Shares with voting rights if maximum vesting under the 2013 SAYE Awards	Shareholder's maximum potential interest in voting share capital	
	No.	%			No.	%
	No.	%	No.	No.	No.	%

Mark Cropper	1,233,677 ¹	13.5	16,995	-	1,250,672	13.6
Patrick Willink	48,099 ¹	0.5	43,146	902	92,147	1.0
Concert Party	3,604,747	39.3	60,141	902	3,665,790	39.7
Total voting share capital	9,168,205				9,229,248	

¹ Beneficial and non-beneficial interests of Mark Cropper and Patrick Willink, respectively, excluding interests held by wives and children

2.6 Waiver of the obligation to make a general offer under Rule 9 of the Takeover Code

Upon vesting of the Ordinary Shares under the 2012-2014 LTIP Awards and the 2015 LTIP Awards and under the 2013 SAYE Awards the Concert Party's interest in the voting share capital of the Company could increase beyond its current level of 39.3 per cent. As the Concert Party already has an interest in Ordinary Shares which in aggregate carry not less than 30 per cent. of the voting rights of the Company but do not hold Ordinary Shares carrying more than 50 per cent. of such voting rights, as specified in Rule 9 of the Code, any incremental increase in the Concert Party's aggregate interest in the voting share capital would normally require the Concert Party to make a mandatory offer for the remainder of the issued ordinary share capital of the Company under such rule.

When a waiver is sought under Appendix 1 of the Code to waive the obligation to make a general offer under Rule 9 which would otherwise arise in relation to the exercise of options for the issue of new shares, Note 10 on Rule 9 in general requires that the issue of the options be approved (rather than the exercise of these options) by the Independent Shareholders of the Company in accordance with Appendix 1 of the Code. However, at the time of granting options under the 2012-2014 LTIP Awards and 2013 SAYE Awards, independent shareholder approval was not obtained due to the incorrect professional advice given to the Company in 2007.

As a result, the Independent Directors consulted with the Panel which agreed in accordance with Appendix 1 of the Code, subject to a poll vote of the Independent Shareholders on the Waiver Resolution at the AGM, that it would waive any obligation that would otherwise arise under Rule 9 as a result of the potential vesting of Ordinary Shares under the 2012-2014 LTIP Awards and the 2015 LTIP Awards and the potential vesting of Ordinary Shares under the 2013 SAYE Awards. The Waiver Resolution will not permit the Concert Party's interest to reach or exceed an aggregate of approximately 39.7 per cent. of the voting share capital without the Concert Party being required to make a mandatory offer for the remainder of the issued ordinary share capital of the Company under Rule 9 of the Code.

The Waiver will apply, provided the Waiver Resolution is approved by the Independent Shareholders, only in respect of increases in the Concert Party's percentage interest in Ordinary Shares resulting from the vesting of Ordinary Shares to the LTIP Concert Party Participants under the 2012-2014 LTIP Awards or the 2015 LTIP Awards or the vesting of Ordinary Shares to the SAYE Concert Party Participant under the 2013 SAYE Awards. Other increases in the Concert Party's or any member of the Concert Party's percentage interest in Ordinary Shares (arising, for example, from market purchases of Ordinary Shares by or on behalf of any member of the Concert Party or from the grant of other options over Ordinary Shares by the Company) would be subject to the provisions of Rule 9 of the Code.

If the Independent Shareholders do not approve the Waiver Resolution:

- (A) the relevant LTIP Concert Party Participant would be required to sell down in advance any Ordinary Shares that vest under the 2012-2014 LTIP Award unless arrangements can be put in place to ensure that the relevant member of the Concert Party's percentage interest in Ordinary Shares will not increase as a result of any such vesting of Ordinary Shares since, based on the total issued ordinary share capital of the Company and the Concert Party's percentage interest in the Ordinary Shares as at the Latest Practicable Date, any vesting of Ordinary Shares to either of the LTIP Concert Party Participants under the 2012-

2014 LTIP Awards would normally result in the Concert Party having to make a mandatory offer to all Shareholders under Rule 9 of the Code;

(B) the relevant SAYE Concert Party Participant would be required to sell down in advance any Ordinary Shares that vest under the 2013 SAYE Awards unless arrangements can be put in place to ensure that the relevant member of the Concert Party's percentage interest in Ordinary Shares will not increase as a result of any such vesting of Ordinary Shares since, based on the total issued ordinary share capital of the Company and the Concert Party's percentage interest in the Ordinary Shares as at the Latest Practicable Date, any vesting of Ordinary Shares to the SAYE Concert Party Participant under the 2013 SAYE Awards would normally result in the Concert Party having to make a mandatory offer to all Shareholders under Rule 9 of the Code; and

(C) the 2015 LTIP Awards will not be made to the LTIP Concert Party Participants by the Company.

Members of the Concert Party will not be entitled to vote their interest in 3,604,747 Ordinary Shares in the Company, representing approximately 39.3 per cent. of the voting share capital (as at the Latest Practicable Date) on the Waiver Resolution.

2.7 Concert Party's intentions

The members of the Concert Party have confirmed to the Company that they are not proposing, as a result of any increase in the Concert Party's percentage interest in Ordinary Shares pursuant to the 2012-2014 LTIP Awards, the 2015 LTIP Awards or the 2013 SAYE Awards or any of them, to make any change to the Directors' strategic plans for the Company set out in the 2015 Annual Report and Accounts. In addition, the members of the Concert Party have also confirmed that they are not proposing, as a result of any increase in the Concert Party's percentage interest in Ordinary Shares following any vesting of Ordinary Shares pursuant to the 2012-2014 LTIP Awards or the 2015 LTIP Awards or any vesting of Ordinary Shares pursuant to the 2013 SAYE Awards or any of them to seek any change in: the composition of the Board, the locations of the Company's place of business, the continued employment of the employees and management of the Company and of its subsidiaries (including any material change in the conditions of employment), employer contributions into the Company's pension scheme, the accrual of benefits for existing members, and the admission of new members, the deployment of the fixed assets of the Company, or the maintenance of any of the Company's existing trading facilities in respect of its Ordinary Shares. The members of the Concert Party have confirmed to the Company that they are not proposing, as a result of any increase in the Concert Party's percentage interest in Ordinary Shares pursuant to the 2012-2014 LTIP Awards, the 2015 LTIP Awards or the 2013 SAYE Awards or any of them, to make an offer for the Company.

3. RECOMMENDATION

3.1 Resolutions other than the Waiver Resolution

The Board considers Resolutions 1 to 9 (inclusive) are in the best interests of the Company and its Shareholders as a whole and are therefore likely to promote the success of the Company. The Directors unanimously recommend that you vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings with voting rights which amount in aggregate to 1,318,678 Ordinary Shares representing approximately 14.4 per cent. of the issued voting share capital of the Company as at the Latest Practicable Date.

3.2 The Waiver Resolution

The Independent Directors who have been so advised by KPMG consider the Waiver Resolution to be fair and reasonable and in the best interests of the Independent Shareholders and the Company as a whole. In providing this advice to the Independent Directors, KPMG has taken into account the commercial assessments of the Independent Directors. Accordingly, the Independent Directors recommend that Independent Shareholders vote in favour of the Waiver Resolution as they intend to do in respect of their own beneficial holdings totalling 68,875 Ordinary Shares representing approximately 0.8 per cent. of the Company's issued voting share capital as at the Latest Practicable Date.

Yours faithfully

Mark Cropper
Chairman

PART II

ADDITIONAL INFORMATION RELATING TO THE WAIVER RESOLUTION

1. RESPONSIBILITY

1.1 Other than as set out below, the Directors accept responsibility for the information contained in this document other than:

1.1.1 the recommendation and associated opinion attributed to the Independent Directors set out in the "Recommendation" section of the Chairman's Letter; and

1.1.2 the information relating to the Concert Party contained in this Part II of the document.

To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

1.2 The Concert Party Directors take responsibility for the information relating to the Concert Party contained in Part II of this document. To the best of the knowledge and belief of the Concert Party Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

1.3 The Independent Directors take responsibility for the recommendation and associated opinion attributed to them in the "Recommendation" section of the Chairman's Letter. To the best of the knowledge and belief of the Independent Directors (who have taken all reasonable care to ensure that such is the case) such information is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. THE COMPANY

2.1 The Company was incorporated and registered in England and Wales on 22 November 1889 and with registered number 00030226. The registered office of the Company is Burneside Mills, Kendal, Cumbria LA9 6PZ.

2.2 As at the Latest Practicable Date the issued share capital of the Company was 9,168,205 Ordinary Shares of 25 pence each, carrying one vote each, and the Company held no Ordinary Shares in treasury. Therefore, the total number of voting rights in the Company on the Latest Practicable Date was 9,168,205.

3. DIRECTORS

The Directors of the Company and the positions they hold are as follows:

Mark Cropper ¹	Chairman
Philip Wild	Chief Executive Officer
Isabelle Maddock	Group Finance Director
Patrick Willink ¹	Chief Technology Officer
Dave Watson	Chief Operating Officer
Martin Thompson	Managing Director of Technical Fibre Products Ltd
David Wilks	Non-Executive Director
Jim Sharp	Non-Executive Director
Douglas Mitchell	Non-Executive Director

1. Concert Party Directors

4. THE CONCERT PARTY

The members of the Concert Party and the relationships between them are set out below:

Name of Director	Relationship
Cropper Family	
Relationship to James A Cropper	
James A Cropper	
Susan Cropper	Wife
Mark Cropper	Son
Sarah Turner	Daughter
Philip Cropper	Brother
Nicola Milbank	Sister
John Sclater	Ex Brother in law (Nicola Millbank's 1 st husband)
Elizabeth Robinson	Sister in law (Susan Cropper's sister)
Virginia Ayling	Sister in law (Susan Cropper's sister)
Genevieve Hurst	Niece (Philip Cropper's daughter)
Thomas Cropper	Nephew (Philip Cropper's son)
Adam Cropper	Nephew (Philip Cropper's son)
James Sclater	Nephew (son of Nicola Milbank)
Lucy Cropper	Wife of Thomas Cropper
Tessa Abrams	First cousin (daughter of Theodosia Cropper)
Harriet Lupton	First cousin (daughter of Ruth Cropper, another of James Winstanley Cropper's children)
Michael Lupton	First cousin (son of Ruth Cropper)
Caspar Verney	First cousin (son of Theodosia Cropper)
Caroline Dagul	First cousin (daughter of Theodosia Cropper)
Jane Brownson	First cousin (daughter of Rachel Cropper)
Giles Bowring	First cousin (son of Gay Cropper)
Emily Bowring	Daughter of Giles Bowring (who is a first cousin)
Alexander Bowring	Son of Giles Bowring (who is a first cousin)
Rebecca Whitworth	First cousin (daughter of Gay Cropper)
Christine Craig	Widow of son (who was a first cousin) of Theodosia Cropper
Willink Family	
Relationship to Nicholas Willink	
Nicholas Willink	
Jennifer Willink	Wife
Patrick Willink	Son
Katie Willink	Daughter-in-law (married to Patrick Willink)
Amanda Trickett	Daughter
Susan Harrison	Daughter
Oliver Willink	Grandson (son of Patrick Willink)
Thomas Willink	Grandson (son of Patrick Willink)
Samuel Willink	Grandson (son of Patrick Willink)
John Willink	Brother
Judith Willink	Sister in law (married to John Willink)
William Willink	Brother
Hester Willink	Sister in law (married to William Willink)
Anne Sykes	Sister
Sarah Stone	Sister

Michael Stone	Brother in law (married to Sarah Stone)
David Willink	Nephew (son of John Willink)
Michael Willink	Nephew (son of John Willink)
Tricia Willink	Niece (daughter of John Willink)
Helen Willink-Walker	Niece (daughter of William Willink)
Priscilla Yilmaz	Niece (daughter of William Willink)
Caroline Gent	Niece (daughter of Anne Sykes)
Emma Mackintosh	Niece (daughter of Sarah Stone)
Richard Stone	Nephew (son of Sarah Stone)

Acland Family	Relationship to Oliver Acland
Oliver Acland	
Peter Acland	Son

5. INTERESTS IN ORDINARY SHARES

Directors

5.1 Directors' Interests

As at the close of business on the Latest Practicable Date, the interests, rights to subscribe and short positions of the Directors, their immediate family and persons connected with them (within the meaning of Part 22 of the Act) in Ordinary Shares which would be required to be notified pursuant to Part 22 of the Act and related regulations, or which would be required to be entered in the register maintained under Part 22 of the Act, were as set out below:

Name of Director	Interest	Number of Ordinary Shares ²	Percentage of current voting share capital	Number of options on Ordinary Shares ³
Mark Cropper ¹	Beneficial	1,205,593	13.1	10,695
	Non-beneficial	559,571 ⁴	6.1	-
Philip Wild	Beneficial	1,143	0.1	78,872
Isabelle Maddock	Beneficial	11,019	0.1	14,036
Patrick Willink ¹	Beneficial	44,210	0.5	35,748
	Non-beneficial	1,132,408 ⁵	12.4	-
Dave Watson	Beneficial	1,021	0.1	11,084
Martin Thompson	Beneficial	37,630	0.4	32,469
David Wilks	Beneficial	9,112	0.1	-
	Non-beneficial	101,255	1.1	-
Jim Sharp	Beneficial	7,950	0.1	-
	Non-beneficial	101,255	1.1	-
Douglas Mitchell	Beneficial	1,000	0.1	-
	Non-beneficial	101,255	1.1	-

1. Concert Party Directors
2. Including Ordinary Shares held on trust for the Directors by the SIP Trustee under the SIP
3. The number of options on Ordinary Shares includes options on Ordinary Shares granted under the LTIP and under the SAYE Scheme
4. Including 531,487 Ordinary Shares held on trust for his sister Sarah Turner
5. Including 1,062,974 Ordinary Shares held on trust for Mark Cropper and Sarah Turner

5.2 LTIP Scheme

As at the close of business on the Latest Practicable Date, details of the maximum number of Ordinary Shares that could vest to the Directors, their immediate family and persons connected with them (within the meaning of Part 22 of the Act) under the LTIP (including the 2012-2014 LTIP Awards, but not the 2015 LTIP Awards) were as set out below:

Name	Number at Latest Practicable Date
Philip Wild	74,362
Mark Cropper ¹	10,695
Patrick Willink ¹	34,846
Isabelle Maddock	9,676
Martin Thompson	32,469
Dave Watson	11,084
	173,132

1. Concert Party Directors

5.3 SAYE Scheme

As at the close of business on the Latest Practicable Date, details of the maximum number of Ordinary Shares that could vest to the Directors under the SAYE Scheme (including under the 2013 SAYE Awards) were as set out below.

Name	Number under September 2013 SAYE Scheme (3.25 year period from 1 September 2013)	Number under September 2013 SAYE Scheme (5.25 year period from 1 September 2013)	Total
Isabelle Maddock	-	4,360	4,360
Philip Wild	4,510	-	4,510
Patrick Willink ¹	902	-	902

1. Concert Party Director

5.4 SIP

Under the Company's employee share incentive plan (the "**SIP**"), Ordinary Shares are held on trust by the trustees of the SIP (the "**SIP Trustees**") for the participants in the SIP. The participants have a beneficial interest in the Ordinary Shares held on trust for them by the SIP Trustees, but do not exercise any voting rights over these Ordinary Shares. The SIP Trustees have the discretion to vote on the Ordinary Shares held in trust. After a holding period of five years, under the terms of the SIP, the Ordinary Shares held by the SIP Trustees are transferred to their beneficial owners.

As at the close of business on the Latest Practicable Date, details of the Ordinary Shares held by the SIP Trustees on behalf of the Directors were as set out below:

Name	Number awarded on 17 May 2010	Number awarded on 16 July 2010	Number awarded on 18 July 2011	Number awarded on 16 July 2012	Number awarded on 23 July 2013	Number awarded on 21 July 2014	Total held by SIP Trustees
Mark Cropper ¹	-	-	-	-	-	44	44
Isabelle Maddock	29 ²	545 ²	247 ²	41 ²	122 ²	85 ²	1,069
Martin Thompson	51 ²	545	247	-	-	94	937
Dave Watson	-	-	-	-	-	21	21

Philip Wild	-	-	-	-	58	85	143
Patrick Willink ¹	88	545	247	-	197	59	1,136
						Total	3,350

1. Concert Party Directors

2. Ordinary Shares granted under the SIP prior to appointment to the Board

5.5 Directors' Dealings

During the 12 month period ended on the Latest Practicable Date the Directors, their immediate family and persons connected with them (within the meaning of Part 22 of the Act) had the following dealings in the Ordinary Shares:

Name	Date	Transaction	Number of Ordinary Shares	Price
Mark Cropper ¹	21 July 2014	SIP Interest ²	44	3.835
Isabelle Maddock	8 December 2014	SIP Award ³	227	1.322
	21 July 2014	SIP Interest ²	85	3.835
Martin Thompson	19 November 2014	Disposal	(3,500)	3.85
	12 November 2014	SAYE Awards	18,251	0.852
	21 July 2014	SIP Interest ²	94	3.835
	10 July 2014	Disposal	(5,000)	3.95
Dave Watson	21 July 2014	SIP Interest ²	21	3.835
Philip Wild	21 July 2014	SIP Interest ²	85	3.835
Patrick Willink ¹	22 September 2014	Disposal	(3,500)	4.06
	21 July 2014	SIP Award ³	56	1.065
	21 July 2014	SIP Interest ²	59	3.835

1. Concert Party Directors

2. Ordinary Shares granted to the SIP Trustee to be held on behalf of the participants of the SIP under the terms of the SIP. The participants have the beneficial interest in the Ordinary Shares but are unable to vote on these Ordinary Shares

3. Ordinary Shares transferred from the SIP Trustees under the terms of the SIP to the beneficial owners

On 30 May 2014 Mark Cropper pledged 204,924 Ordinary Shares of 25 pence each in the Company in which he has a beneficial interest in to Svenska Handelsbanken AB as security for a bank loan relating to his other business interests. The loan has a term ending on 5 June 2019. The voting rights in relation to these Ordinary Shares remain with Mark Cropper.

Concert Party

5.6 Concert Party's Interests

As at the close of business on the Latest Practicable Date the interests of each member of the Concert Party were as set out below:

Name of Director	Number of Ordinary	Percentage of current voting
------------------	--------------------	------------------------------

	Shares¹	share capital
Cropper Family		
James A Cropper	491,689 ²	5.4
Susan Cropper	88,648	1.0
Mark Cropper	1,233,677 ³	13.5
Sarah Turner	642,631	7.0
Philip Cropper	234,300	2.6
Nicola Milbank	58,500	0.6
John Sclater	20,000	0.2
Elizabeth Robinson	10,000	0.1
Virginia Ayling	6,500	0.1
Genevieve Hurst	51,500	0.6
Thomas Cropper	24,034	0.3
Adam Cropper	95,800	1.0
James Sclater	9,000	0.1
Lucy Cropper	30,164	0.3
Tessa Abrams	2,122	0.1
Harriet Lupton	6,449	0.1
Michael Lupton	9,668	0.1
Caspar Verney	1,950	0.1
Caroline Dagul	2,000	0.1
Jane Brownson	4,250	0.1
Giles Bowring	4,000	0.1
Emily Bowring	1,500	0.1
Alexander Bowring	1,500	0.1
Rebecca Whitworth	6,334	0.1
Christine Craig	3,150	0.1
Total	3,039,366	33.2
Willink Family		
Nicholas Willink	57,010	0.6
Jennifer Willink	30,000	0.3
Patrick Willink	48,099 ⁴	0.5
Katie Willink	36,936	0.4
Amanda Trickett	5,653	0.1
Susan Harrison	6,175	0.1
Oliver Willink	175	0.1
Thomas Willink	175	0.1
Samuel Willink	175	0.1
John Willink	20,031	0.2
Judith Willink	17,249	0.2
William Willink	4,084	0.1
Hester Willink	150,000	1.6
Anne Sykes	91,194	1.0
Sarah Stone	16,674	0.2
Michael Stone	-	-

David Willink	6,750	0.1
Michael Willink	1,323	0.1
Tricia Willink	7,510	0.1
Helen Willink-Walker	4,000	0.1
Priscilla Yilmaz	4,000	0.1
Caroline Gent	1,350	0.1
Emma Mackintosh	3,725	0.1
Richard Stone	707	0.1
Total	512,995	5.6

Acland Family

Oliver Acland	47,009	0.5
Peter Acland	5,377	0.1
Total	52,386	0.6

TOTAL CONCERT PARTY HOLDING 39.3
3,604,747

1. including Ordinary Shares held on trust for the members of the Concert Party by the SIP Trustee under the SIP
2. includes 12,000 non-beneficial holdings
3. includes 28,084 non-beneficial holdings
4. includes 41,350 non-beneficial holdings

As at the Latest Practicable Date, Mark Cropper has a beneficial interest of 1,205,593 Ordinary Shares in the Company (representing approximately 13.1 per cent. of the issued voting share capital of the Company). Mark joined the Board in 2006, and became Deputy Chairman in 2008 and then Chairman in 2010. He is the sixth generation of the Cropper family to be involved in the business.

As at the Latest Practicable Date, Sarah Turner has a beneficial interest of 642,631 Ordinary Shares in the Company (representing approximately 7.0 per cent. of the issued voting share capital of the Company). Sarah is the married daughter of Sir James Cropper, and is not involved in the business.

As at the Latest Practicable Date, Sir James A Cropper has a beneficial interest of 479,689 Ordinary Shares in the Company (representing approximately 5.2 per cent. of the issued voting share capital of the Company). Sir James joined the Group in 1966. Formerly non-executive chairman, he resigned from this position in 2010 after which he was a non-executive director until he resigned from the Board on 31 July 2013. After over 40 years of distinguished service within the Company, Sir James was appointed the first Honorary President of the Company.

- 5.7 During the 12 month period ended on the Latest Practicable Date the members of the Concert Party had the following dealings in the Ordinary Shares:

Name	Date	Transaction	Number of Ordinary Shares
Mark Cropper	1 June 2015	Non-beneficial disposal ¹	(101,255)
	3 December 2014	Non-beneficial acquisition ¹	41,255
Nicola Milbank	28 November 2014	Disposal	(4,000)

Genevieve Hurst	18 March 2015	Disposal	(1,000)
Thomas Cropper	15 September 2014	Disposal	(4,000)
	28 August 2014	Disposal	(4,000)
	19 June 2014	Disposal	(4,000)
Lucy Cropper	23 September 2014	Disposal	(2,612)
	14 July 2014	Disposal	(4,000)
Tessa Abrams	9 January 2015	Dividend re-investment	5
	8 August 2014	Dividend re-investment	17
Harriet Lupton	9 January 2015	Dividend re-investment	32
	8 August 2014	Dividend re-investment	95
Patrick Willink	21 July 2014	SIP Award	56
Katie Willink	25 September 2014	Disposal	(3,500)
Judith Willink	11 December 2014	Acquisition	3,796
Michael Stone	8 July 2014	Disposal	(2,000)
Emma Mackintosh	10 February 2015	Disposal	(3,607)

¹ Mark Cropper was a trustee of the James Cropper Employee Trust of James Cropper EBT Limited (the "JC Trust"). On 3 December 2014, the JC Trust acquired 41,255 Ordinary Shares. On 1 June 2015 Mark Cropper resigned as a trustee of the JC Trust.

General

- 5.8 As at the close of business on the Latest Practicable Date, none of the Company, none of the Directors, none of the members of the Concert Party, or any persons acting in concert with them had borrowed or lent any Ordinary Shares.
- 5.9 As at the close of business on the Latest Practicable Date, save as disclosed in this paragraph 5 of Part II of this document and except for intra-Concert Party dealings:
- 5.9.1 none of (i) the Directors, their immediate families or persons connected with them (within the meaning of Part 22 of the Act); (ii) any persons acting in concert with the Company; and (iii) the members of the Concert Party:
- (A) was interested, directly or indirectly, in Ordinary Shares;
- (B) had any rights to subscribe for any Ordinary Shares, or any short positions in any Ordinary Shares (whether conditional or absolute and whether in the money or otherwise), including any short position under a derivative; or

- (C) had entered into any agreements to sell any Ordinary Shares, or any delivery obligations, or rights to require another person to purchase or take delivery of, any Ordinary Shares;
- 5.9.2 no member of the Concert Party or the Directors, their immediate families or persons connected with them (within the meaning of Part 22 of the Act) had any dealings (including borrowing or lending) in Ordinary Shares which took place during the period beginning 12 months preceding the date of this document and ending on the Latest Practicable Date.
- 5.10 As at the close of business on the Latest Practicable Date, neither KPMG nor any other connected adviser of the Company (including any person controlling, controlled by or under the same control as it) had any interests, rights to subscribe or short positions in the Ordinary Shares.

Definitions and references

- 5.11 For the purposes of this paragraph 5:
- 5.11.1 "arrangement" includes indemnity or option arrangements, and any agreement or understanding, formal or informal, of whatever nature, relating to relevant securities which may be an inducement to deal or refrain from dealing, details of which are set out in paragraph 5.11.2 below;
 - 5.11.2 "dealing" or "dealt" includes the following:
 - (A) the acquisition or disposal of securities;
 - (B) the taking, granting, acquisition, disposal, entering into, closing out, termination, exercise (by either party) or variation of an option (including a traded option contract) in respect of any securities;
 - (C) subscribing or agreeing to subscribe for securities;
 - (D) the exercise or conversion, whether in respect of new or existing securities, of any securities carrying conversion or subscription rights;
 - (E) the acquisition of, disposal of, entering into, closing out, exercise (by either party) of any rights under, or variation of, a derivative referenced, directly or indirectly, to securities;
 - (F) entering into, terminating or varying the terms of any agreement to purchase or sell securities; and
 - (G) any other action resulting, or which may result, in an increase or decrease in a number of securities in which a person is interested or in respect of which he has a short position;
 - 5.11.3 "derivative" includes any financial product the value of which, in whole or in part, is determined directly or indirectly by reference to the price of an underlying security;
 - 5.11.4 "interested" in securities includes if a person:
 - (A) owns them;
 - (B) has the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to them or has general control of them;

- (C) by virtue of any agreement to purchase, option or derivative, has the right or option to acquire them or call for their delivery; or is under an obligation to take delivery of them, whether the right, option or obligation is conditional or absolute and whether it is in the money or otherwise;
- (D) is party to any derivative whose value is determined by reference to their price; and which results, or may result, in his having a long position in them; and
- (E) has long economic exposure, whether absolute or conditional, to changes in the price of those securities (but a person who only has a short position in securities is not treated as interested in those securities); and

5.11.5 ownership or control of 20 per cent. or more of the equity share capital of a company is regarded as the test of associated company status and "control" means an interest or interests in shares carrying in aggregate 30 per cent. or more of the voting rights attributable to the share capital of a company which are currently exercisable at a general meeting, irrespective of whether such interest or interests give *de facto* control.

6. MIDDLE MARKET QUOTATIONS

The middle market quotations for the Ordinary Shares of the Company, as derived from the AIM appendix to The London Stock Exchange Daily Official List, on the first business day of each month of the six immediately preceding the date of this document and on the Latest Practicable Date were as follows:

Date	Price per Ordinary Share (pence)
29 June 2015	490.00
1 June 2015	440.50
1 May 2015	417.50
1 April 2015	417.50
2 March 2015	452.50
2 February 2015	432.50
2 January 2015	407.50

7. ARRANGEMENTS

No member of the Concert Party has entered into any agreement, arrangement or understanding (a) which has any connection with or dependence upon the proposals set out in Part V; or (b) for the transfer of any Ordinary Shares received by Mark Cropper and Patrick Willink pursuant to exercise of the awards granted under the LTIP and the SAYE Scheme.

8. DIRECTORS' SERVICE CONTRACTS

Executive Directors

8.1 Details of the service agreements currently in place between the Company and the executive Directors are as follows:

Executive Director	Effective Date of Contract	Term	Notice Period
Philip Wild	25 August 2012	Rolling 6 months	6 months
Isabelle Maddock	22 May 2014	Rolling 6 months	6 months
Patrick Willink ¹	1 April 2005	Rolling 12 months	12 months
Dave Watson	6 September 2013	Rolling 6 months	6 months

Martin Thompson 7 May 2013 Rolling 12 months 12 months

1. Concert Party Directors

Chairman and Non-Executive Directors

8.2 Details of the service agreements currently in place between the Company and the Chairman and non-executive Directors are as follows:

Chairman and Non-Executive Directors	Effective Date of Contract	Term	Notice Period
Mark Cropper (Chairman)	4 November 2013	Rolling 12 months	12 months
David Wilks	4 November 2014	Initial 3 years, followed by shareholder election per Articles of Association	1 month
Jim Sharp	4 November 2014	Initial 3 years, followed by shareholder election per Articles of Association	1 month
Douglas Mitchell	4 November 2014	Initial 3 years, followed by shareholder election per Articles of Association	1 month

¹ Concert Party Director

8.3 The aggregate emoluments of the Directors for the financial year ended 28 March 2015 are as follows:

Director	Salary & fees	Compensation for Loss of Office	Benefits	Annual Bonus	Pension Costs	Total
	£'000	£'000	£'000	£'000	£'000	£'000
Executive						
Philip Wild	170	-	55	20	11	256
Isabelle Maddock (appointed July 2014)	67	-	12	8	4	91
Patrick Willink ¹	101	-	20	12	16	149
Dave Watson	113	-	23	13	7	156
Martin Thompson	105	-	23	25	7	160
John Denman (retired July 2014)	34	-	7	-	-	41
Nigel Read (retired May 2014)	9	59	1	-	7	76
Non-Executive						
Mark Cropper (Chairman) ¹	72	-	10	-	3	85
David Wilks	27	-	-	-	-	27
Jim Sharp	25	-	-	-	-	25
Douglas Mitchell	25	-	-	-	-	25

1. Concert Party Directors

- 8.4 There have been no new Directors' service contracts, or letters, or terms of appointment, or amendments to existing Directors' service contracts or letters or terms of appointment within the period of six months prior to the date of this document.

9. MATERIAL CONTRACTS

- 9.1 The following contract (not being a contract entered into in the ordinary course of business) has been entered into by the Company in the last two years prior to the date of this document or has been entered into at any time and contain an obligation or entitlement which is material to the Company as at the date of this document:

9.1.1 The Company pays £40,000 (2014: £38,750) annually to Sir James A Cropper for the use of reservoirs to supply water to the factory premises. The contract is based on a twenty year repairing lease with rent reviews every five years. The rent is negotiated through independent advisers representing each party. The Company paid £45,550 (2014: £76,231) to Ellergreen Hydro, a company in which Mark Cropper is Managing Director, in the period for a maintenance project. The Company paid £23,909 (2014: £12,736) to Ellergreen Estate (trading name of the J A Cropper (1989) Settlement), a trust of which Mark Cropper is a beneficiary for imports of electricity from the hydro-electric plant owned and operated by the Trust.

- 9.2 Save as disclosed above no contracts have been entered into by the Company or any member of the Concert Party otherwise than in the ordinary course of business in the last two years prior to the date of this document which are or may be material.

10. FINANCIAL AND OTHER INFORMATION ON THE COMPANY¹

- 10.1 James Cropper was incorporated in England and Wales in 1889. The Group's principal activities comprise the manufacture of specialist paper and technically advanced paper products. For the year ended 28 March 2015, the Group delivered revenues of £83,052,000, operating profit before interest (excluding the impact of IAS 19) of £3,899,000, profit before tax after IAS 19 of £2,575,000 representing a 96% increase on the prior year and diluted earnings per share of 20.1 pence. Capital expenditure during the year was £2,619,000 principally to invest in additional capacity and as at 28 March 2015 net debt for the Group was £6,105,000. The Group has negotiated a £5,500,000 revolving credit facility post year end.

- 10.2 As set out in Part III, this document incorporates by reference:

10.2.1 the audited consolidated financial statements of the Group and related auditor's report for the year ended 28 March 2015 (pages 58 to 87); and

10.2.2 the audited consolidated financial statements of the Group and related auditor's report for the year ended 29 March 2014 (pages 49 to 82).

- 10.3 There are no current ratings or outlooks accorded to the Company by ratings agencies.

- 10.4 Other than as set out below, there has been no significant change in the financial or trading position of the Company since 28 March 2015 (the date of its most recent published accounts):

10.4.1 the Company announced in its preliminary results statement on 23 June 2015 it is creating a new business which will require significant upfront investment and will take some time to be cash generative; and

10.4.2 the Group has negotiated a £5,500,000 revolving cash facility.

¹ Amounts in this paragraph are rounded to the nearest thousand

11. **CONSENTS**

- 11.1 KPMG has given and has not withdrawn its written consent to the inclusion in this document of the references to its name in the form and context in which they are included.

PART III

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the offices of Herbert Smith Freehills LLP, Exchange House, Primrose Street, London EC2A 2EG, and at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this notice of the AGM until the end of the AGM, and also on the Company's website at <http://www.cropper.com>:

1. this document;
2. the service contract of each executive Director;
3. the letters of appointment of each non-executive Director;
4. the Memorandum and Articles of Association of the Company;
5. the annual report and accounts of the Company for the year ended 28 March 2015 (which can be found on the Company's website at www.cropper.com under the Financial section of the web site) and includes:
 - (a) the consolidated and standalone financial statements;
 - (b) a list of Directors and independent auditor;
 - (c) the reports of the Board; and
 - (d) the reports of the approved independent auditors;
6. the annual report and accounts of the Company for the year ended 29 March 2014 (which can be found at <http://www.cropper.com/financial/annual-report/previous-annual-reports-1.php> ;and
7. the consent letter from KPMG to the Company referred to in paragraph 11 of Part II of this document.

The documents under items 5 to 6 above are incorporated by reference into this document. A copy of the Annual Report accompanies this document. Any Shareholder, person with information rights or other person to whom this document is sent may request a copy of each of the documents set out above in hard copy form. Hard copies will only be sent where valid requests are received from such persons. Hard copies of all of the documents incorporated by reference into this document are available free of charge on request in writing or by telephone from the Company Secretary at James Cropper plc, Burneside Mills, Kendal, Cumbria LA9 6PZ (tel: 01539 722002).

PART IV
DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise:

"2012-2014 LTIP Awards"	awards of Ordinary Shares granted to Mark Cropper and Patrick Willink under the LTIP between 2012 and 2014 as set out under paragraph 2.3 of the Chairman's Letter
"2013 SAYE Awards"	awards of Ordinary Shares granted to Patrick Willink under the SAYE Scheme in 2013 as set out under paragraph 2.4 of the Chairman's Letter
"2015 LTIP Awards"	the proposed awards of up to a maximum of 8,300 Ordinary Shares to Patrick Willink and 6,300 Ordinary Shares to Mark Cropper to be granted in August 2015 subject to the passing of the Waiver Resolution
"Act"	the Companies Act 2006
"Acting in Concert"	has the meaning set out in the Code
"AGM" or "Annual General Meeting"	the annual general meeting of the Company to be held at 11 am on Wednesday 29 July 2015 at The Bryce Institute, Burneside, Kendal, Cumbria LA9 6PZ and any adjournment(s) thereof
"Annual Report"	the Company's annual report and accounts for the year ended 28 March 2015
"Articles" or "Articles of Association"	the existing articles of association of the Company
"Board" or "Directors"	the directors of the Company
"business day"	any day (other than Saturday or Sunday or public holiday) on which banks are generally open for business in London
"Capita Asset Services"	Capita Asset Services, a trading name of Capita Registrars Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU
"Concert Party"	the Ordinary Shareholders listed in paragraph 4 of Part II of this document, further details of whom are set out in paragraph 2.2 of Part I of this document
"Concert Party Directors"	those Directors who are members of the Concert Party, namely Mark Cropper and Patrick Willink
"Chairman"	Mark Cropper, the chairman of James Cropper
"Chairman Letter"	the letter from the Chairman set out in Part I of this document
"CREST"	the system for the paperless settlement of trades in securities operated by Euroclear in accordance with the CREST Regulations
"CREST Manual"	the current version of the CREST Manual is available on www.euroclear.co.uk/CREST
"CREST Proxy Instructions"	has the meaning in the CREST Manual
"CREST Regulations"	the Uncertificated Securities Regulations 2001 (SI 2001/3755) (as amended)

"EBITDA"	earnings before interest, taxes, depreciation, and amortization
"Euroclear"	Euroclear UK & Ireland Limited, the operator of CREST
"Form of Proxy"	the form of proxy accompanying this document for use by Shareholders in connection with the AGM
"Group"	the Company together with its subsidiaries and subsidiary undertakings
"Independent Directors"	Philip Wild, Isabelle Maddock, Dave Watson, Martin Thompson, David Wilks, Jim Sharp and Douglas Mitchell
"Independent Shareholders"	those Ordinary Shareholder who are not members of the Concert Party
"James Cropper Company"	or James Cropper plc of Burneside, Kendal, Cumbria LA9 6PZ
"JC Trust"	the James Cropper Employee Trust of James Cropper EBT Limited
"KPMG"	KPMG LLP, a limited liability partnership registered in England and Wales with registered number OC301540 and which has its registered office at 15 Canada Square, E14 5GL, United Kingdom
"Latest Practicable Date"	29 June 2015, being the latest practicable date prior to the publication of this document
"LTIP"	the Company's 2008 Long Term Incentive Plan
"LTIP Awards"	the share awards made pursuant to the rules of the LTIP
"LTIP Concert Party Participants"	Mark Cropper and Patrick Willink
"LTIP Trustees"	the trustees of the James Cropper Employee Trust of James Cropper EBT Limited
"Panel"	the Panel on Takeovers and Mergers
"Remuneration Committee"	the remuneration committee of the Company
"Resolution" or "Resolutions"	the resolutions set out in the notice of the Annual General Meeting at Part V of this document
"RPI"	retail price index
"SAYE Scheme"	the Company's save-as-you-earn scheme
"SAYE Concert Party Participant"	Patrick Willink
"Shareholder" or "Ordinary Shareholder"	a holder of Ordinary Shares in the Company
"Shares" or "Ordinary Shares"	ordinary shares of 25 pence each in the capital of the Company
"SIP"	the Company's employee share incentive plan
"SIP Trustees"	the trustees of the Company's SIP
"Takeover Code" or "Code"	the City Code on Takeovers and Mergers
"Waiver"	the waiver of any requirement under Rule 9 of the Takeover Code for the Concert Party to make a general offer to Shareholders by reason of the vesting of the 2012-2014 LTIP Awards and the 2015 LTIP Awards and

the vesting of the 2013 SAYE Awards

"Waiver Resolution"

Resolution 10 in the form set out in the notice of the Annual General Meeting at the end of this document approving a waiver of the mandatory offer provisions set out in Rule 9 of the Takeover Code

PART V
NOTICE OF AGM
James Cropper plc

NOTICE IS HEREBY GIVEN that the 126th Annual General Meeting of the Company will be held at The Bryce Institute, Burneside, Kendal, Cumbria LA9 6PZ on Wednesday 29 July 2015 at 11 am to consider and, if thought fit, pass Resolutions 1 to 8 inclusive and Resolution 10 as ordinary resolutions and Resolution 9 as a special resolution. The Chairman of the Company will act as Chairman of the Meeting for Resolutions 1 to 9, and another independent director of the Company will act as Chairman of the Meeting for Resolution 10.

Resolution 1

To receive and consider the statement of accounts and reports of the Directors and the auditors for the year ended 28 March 2015.

Resolution 2

To declare a final dividend for the year ended 28 March 2015 of 6.3 pence for each Ordinary Share payable on 7 August 2015 to all Ordinary Shareholders on the register of the Company at close of business on 10 July 2015.

Resolution 3

To elect Isabelle Maddock as a director of the Company.

Resolution 4

To re-elect Patrick Willink as a director of the Company.

Resolution 5

To reappoint KPMG as auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company.

Resolution 6

To authorise the Directors to determine the remuneration of the auditors of the Company.

Resolution 7

To consider and approve the Directors' Remuneration Report for the year ended 28 March 2015.

Resolution 8

THAT the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company 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 an aggregate nominal amount of £207,949 provided that this authority shall expire at the end of the next Annual General Meeting of the Company or, if earlier, 15 months from the date of this Resolution, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or such rights to be granted after such expiry and the directors shall be entitled to allot shares and grant rights pursuant to any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the directors to allot shares and grant rights be and are hereby revoked.

Resolution 9

THAT the directors be and they are hereby empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash pursuant to the authority conferred by Resolution 8 above or by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of securities in favour of the holders of Ordinary Shares on the register of members at such record dates as the

directors may determine where the equity securities respectively attributable to the interests of the Ordinary Shareholders are proportionate (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them on any such record dates, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of Ordinary Shares being represented by depositary receipts or any other matter; and

- (b) the allotment (otherwise than pursuant to sub-paragraph (a) of this Resolution 9) to any person or persons of equity securities up to an aggregate nominal amount of £207,949,

and shall expire upon the expiry of the general authority conferred by Resolution 8 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

Resolution 10

THAT the waiver granted by the Panel on Takeovers and Mergers of the obligation, which would otherwise arise pursuant to Rule 9 of the City Code on Takeovers and Mergers, for members of the Concert Party to make a general offer to the other shareholders of the Company for all of their Ordinary Shares as a result of the vesting of up to 60,141 Ordinary Shares to the LTIP Concert Party Participants pursuant to the 2012-2014 LTIP Awards and the 2015 LTIP Awards and the vesting of up to 902 Ordinary Shares to the SAYE Concert Party Participant pursuant to the 2013 SAYE Awards be and is hereby approved.

BY ORDER OF THE BOARD

David Carey

Company Secretary

7 July 2015

Registered Office:

Burneside Mills

Kendal

Cumbria LA9 6PZ

Notes:

Proxies

1. To be entitled to attend and vote, whether in person or by proxy, at the AGM, members must be registered in the Register of Members of the Company at 6.00 pm on 27 July 2015 (or, if the meeting is adjourned, at 6 pm on the date which is two days prior to the adjourned meeting). Changes to entries on the Register of Members after this time shall be disregarded in determining the rights of persons to attend or vote (and the number of votes they may cast) at the AGM or adjourned meeting.
2. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the Company. Any such member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by such member. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please photocopy the form of proxy and indicate in the box next to the proxy's name the number of shares in relation to which he or she is authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. A proxy need not be a member of the Company. Your proxy could be the Chairman, another director of the Company or another person who has agreed to attend to represent you. Your proxy must vote as you instruct and must attend the meeting for your vote to be counted. Appointing a proxy will not prevent a shareholder from attending in person and voting at the meeting. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman of the meeting) and give your instructions directly to that person.
4. A form of appointment of proxy is enclosed. Details of how to appoint a proxy are set out in the notes to the proxy form. If you return more than one valid proxy appointment in respect of the same share for use at the same meeting and in respect of the same matter, that received last by the registrar before the latest time for the receipt of proxies shall be treated as replacing or revoking the other or others as regards to that share.
5. The form of proxy includes a vote withheld option. Please note that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for and against any particular Resolution.
6. The appointment of a proxy and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated should be deposited with the Company's registrar at the address shown on the proxy form not later than 11.00 am on 27 July 2015 or 48 hours before the time for holding any adjourned meeting. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions.
7. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com/CREST). 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 made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) 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 the latest time(s) for receipt of proxy appointments specified in the notice of 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. 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.

8. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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 providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

Waiver Resolution

9. Resolution 10 will be taken on a poll in accordance with the requirements of the Panel. The members of the Concert Party will not be entitled to vote on the resolution.

Corporate representatives

10. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the AGM. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares.

Total Voting Rights

11. As at 9.00 am on the Latest Practicable Date, being the last practicable day prior to the publication of this notice, the Company's issued share capital comprised 9,168,205 Ordinary Shares of 25 pence each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 9.00 am on the Latest Practicable Date, being the last practicable date prior to the publication of this notice is 9,168,205.

Directors' contracts

12. Copies of the contracts of service for directors and a statement of directors' interests are available for inspection during normal business hours at the registered office of the Company and they may be inspected at the place of the Annual General Meeting for at least 15 minutes prior to the meeting and at the meeting.