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If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward this document, together with the accompanying white form of proxy, 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 of your Ordinary Shares. If you have sold only part of your holding of Ordinary Shares, please retain this document.

A & J MUCKLOW GROUP PLC

(incorporated and registered in England and Wales under registration number 00717658)

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY CIRCULAR TO SHAREHOLDERS

MUCKLOW

Notice convening the Annual General Meeting of A & J Mucklow Group plc to be held at the Birmingham Botanical Gardens & Glasshouses, Westbourne Road, Edgbaston, Birmingham, B15 3TR on 10 November 2009 at 11.30 a.m. is set out at the end of this document. Shareholders will find enclosed a form of proxy for use in connection with the Annual General Meeting. Shareholders are requested to complete the form of proxy in accordance with the instructions printed on it and return it to the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU as soon as possible and, in any event, so as to arrive no later than 11.30 a.m. on 8 November 2009, being 48 hours before the time appointed for the holding of the Annual General Meeting. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the Annual General Meeting in person should they subsequently decide to do so.

Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 2 to 4 of this document and which recommends you to vote in favour of the resolutions to be proposed at the Annual General Meeting.

A & J Mucklow Group plc

(incorporated and registered in England and Wales under number 00717658)

Directors:

R J Mucklow (Chairman)
D J Parker (Managing Director)
D Wooldridge (Finance Director)
D F Austin (Non-Executive Director)
P Ludlow (Non-Executive Director)
S Gilmore (Non-Executive Director)

Registered Office:
60 Whitehall Road
Halesowen
West Midlands
B63 3JS

1 October 2009

To shareholders and, for information only, to the holders of options over Ordinary Shares

Dear shareholder

Annual General Meeting — 10 November 2009

This year's Annual General Meeting is to be held at 11.30 a.m. on Tuesday 10 November 2009 at The Birmingham Botanical Gardens & Glasshouses, Westbourne Road, Edgbaston, Birmingham, B15 3TR. The formal notice convening the Annual General Meeting can be found on pages 5 to 8 of this circular. A form of proxy to use at this Meeting is enclosed with this document.

I should like to make some comments on the matters to be dealt with at the Annual General Meeting. There are 11 resolutions which shareholders are asked to approve, of which resolutions 1 to 9 relate to ordinary business for an Annual General Meeting and resolutions 10 and 11 relate to special business for an Annual General Meeting. Resolutions 1 to 8 are proposed as ordinary resolutions and resolutions 9, 10 and 11 are proposed as special resolutions.

Except where specified otherwise, all statutory references contained in this circular are to provisions of the Companies Act 2006 (the "Act").

Ordinary Business

Resolution 1 is to receive the Annual Report and Accounts for the financial year ended 30 June 2009 and the reports of the directors and Auditors thereon.

Resolution 2 is to approve the directors' remuneration report for the year ended 30 June 2009. The report has been prepared pursuant to section 420 of the Act and can be found on pages 26 to 29 of the Annual Report and Accounts. It is a requirement, pursuant to section 439 of the Act, that the report be submitted to shareholders for approval. In line with the Act, this vote will be advisory.

Resolution 3 relates to the payment of a final dividend of 9.65p per ordinary share for the year ended 30 June 2009 which is recommended by your directors. This dividend will be paid on 4 January 2010 to those ordinary shareholders on the register at the close of business on 27 November 2009.

Under the Company's Articles of Association, each director is obliged to retire from office and is eligible to offer himself up for reappointment at the third Annual General Meeting after the general meeting at which he was appointed or last reappointed. Resolution 4 concerns the reappointment of David Justin Parker, who is retiring in accordance with the Articles of Association. The Combined Code on Corporate Governance provides that any non-executive director serving more than nine years on the Board of the same public company should be subject to annual reappointment and the Articles of Association also require any director serving for such a continuous period to retire from office at each Annual General Meeting. As such, David Austin, who has served more than nine years on the Board, will be retiring from office at the Annual General Meeting and resolution 5 concerns his reappointment. Full biographical details for each of the directors seeking reappointment are included on page 22 of the Annual Report and Accounts.

The Company is required to appoint Auditors at each general meeting at which accounts are laid before the Company. Resolution 6 is proposed, therefore, to reappoint Deloitte LLP as Auditors of the Company for the ensuing year.

Resolution 7 is to authorise the Audit Committee to determine the remuneration of the Auditors.

Resolution 8 relates to the authority of the directors to allot shares. Under section 551 of the Act, the directors of a company may allot unissued shares if authorised to do so by shareholder resolution. Resolution 8, if passed, will continue

the directors' flexibility to act in the best interests of shareholders, when opportunities arise, by issuing new shares, and renews the authority given under section 80 of the Companies Act 1985 at the 2008 Annual General Meeting of the Company. Resolution 8 will, if passed, permit the directors to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £4,999,332.50 (being equivalent to approximately 33% of the issued ordinary share capital of the Company as at 30 September 2009, being the latest practicable date prior to the date of this circular). The authority will last until 31 December 2010 or, if earlier, the end of the next Annual General Meeting of the Company to be held following the passing of the resolution. As at 30 September 2009 the Company held no ordinary shares in treasury. There are no current plans to allot shares except in connection with existing employee share option schemes. In addition, no issue of shares will be made which would effectively alter control of the Company without the separate sanction of shareholders in general meeting.

Resolution 9 relates to the disapplication of pre-emption rights and is a special resolution. If equity securities are to be allotted for cash pursuant to the authority proposed to be given by resolution 9, section 561(1) of the Act requires that those securities are offered first to existing shareholders in proportion to the number they each hold at that time and otherwise in accordance with the technical requirements of the Act. Those provisions of the Act also apply to a sale of treasury shares by the Company. There may be circumstances, however, when it is in the interests of the Company to be able to allot new equity securities or sell shares held in treasury for cash without first offering them to existing shareholders or otherwise than strictly in compliance with those requirements, for example to finance business opportunities. The authority proposed to be given by resolution 9 will allow the directors to allot equity securities or sell shares held in treasury for cash without first offering them to existing shareholders in accordance with the Act, but limits such allotments or sales (i) to those made in connection with a rights issue or other pre-emptive offer to shareholders (subject to the directors' ability to make arrangements to deal with certain legal or practical problems arising in connection with such an offer), and otherwise (ii) to a maximum aggregate nominal value of £749,899.75 which is equivalent to approximately 5% of the Company's issued ordinary share capital as at 30 September 2009 (being the latest practicable date prior to the date of this circular). This authority will also expire on 31 December 2010 or, if earlier, at the conclusion of the next Annual General Meeting of the Company to be held following the passing of the resolution. The directors would not seek to exercise this authority in respect of more than 7.5% of the issued ordinary share capital of the Company in any rolling three-year period without prior consultation with the Investment Committees of the Association of British Insurers and National Association of Pension Funds.

Special Business

Provisions of the Company's Memorandum of Association

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, amongst other things, the objects clause which sets out the scope of activities the Company is authorised to undertake, as was required by the Companies Act 1985.

The Act has significantly reduced the constitutional importance of a company's memorandum by specifying that a memorandum will record only 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 prior to 1 October 2009 have been contained in a company's memorandum are automatically deemed to be contained in a company's articles but the Company can remove these provisions by special resolution.

The Act also states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses.

For the foregoing reasons the Company is proposing, in resolution 10, to remove the objects clause together with all other provisions of its Memorandum which, by virtue of the Act, were treated as forming part of the Company's Articles of Association as of 1 October 2009, but which are no longer required to form part of the Company's constitutional documents.

Notice of General Meetings

Resolution 11 will be proposed as a special resolution to approve the holding of general meetings, other than Annual General Meetings, on 14 days' notice. Although the Company's Articles of Association currently permit such meetings to be held on 14 days' notice, regulations came into force on 3 August 2009 to implement the Shareholder Rights Directive in the UK which change this position. The regulations now only enable general meetings (other than Annual General Meetings) to be held on 14 days' notice where a special resolution authorising this has been passed by shareholders either at the immediately preceding Annual General Meeting or at a general meeting held since that Annual General Meeting. Without the passing of resolution 11, the minimum notice period for general meetings under the regulations is 21 days. If resolution 11 is passed by shareholders, the regulations will only allow the Company to call a general meeting on 14 days' notice until the date of the next Annual General Meeting in 2010, and only if it makes a system of electronic voting available to all of its shareholders who hold voting shares in respect of the meeting in question, for example by offering shareholders the ability to appoint a proxy electronically by means of a website.

The directors consider resolution 11 to be in the best interests of shareholders, in order to ensure that the Company retains the flexibility it previously had prior to implementation of the regulations to hold general meetings on 14 days' notice. As noted above, because the new regulations require such a special resolution to be passed at each Annual General Meeting, this authority (if the resolution is passed by shareholders) will automatically expire at the conclusion of next year's Annual General Meeting. The Board's current intention is to seek a renewal of this authority on an annual basis.

Recommendation

Your directors consider that each resolution to be proposed at the Annual General Meeting is in the best interests of shareholders as a whole and unanimously recommend that shareholders vote in favour of all resolutions, as they intend to do in respect of their own shareholdings.

Proxies

A form of proxy for use by holders of ordinary shares, who are entitled to attend and vote at the Annual General Meeting, is enclosed. You are requested to complete this form in accordance with the instructions thereon and return it by post or by hand to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU so that it arrives as soon as possible and, in any event, not later than 11.30 a.m. on 8 November 2009. If you complete and return the proxy form, you can still attend and vote at the Annual General Meeting in person if you wish.

Yours faithfully,

Rupert Mucklow

Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of A & J Mucklow Group plc (the "Company") will be held at The Birmingham Botanical Gardens & Glasshouses, Westbourne Road, Edgbaston, Birmingham, B15 3TR on 10 November 2009 at 11.30 a.m. for the following purposes:

As Ordinary Business of an Annual General Meeting, to consider and, if thought fit, pass the following ordinary resolutions:

1. THAT the Company's accounts and the reports of the directors and the Auditors for the financial year ended 30 June 2009 be and are received.
2. THAT the directors' remuneration report for the financial year ended 30 June 2009 be and is approved.
3. THAT a final dividend for the financial year ended 30 June 2009 of 9.65p per ordinary share be and is declared, payable on 4 January 2010 to ordinary shareholders on the register of members at the close of business on 27 November 2009.
4. THAT David Justin Parker, who is retiring by rotation in accordance with the Company's Articles of Association, be and is reappointed as a director.
5. THAT David Austin, who is retiring in accordance with the Articles of Association and the Combined Code on Corporate Governance, be and is reappointed as a director.
6. THAT Deloitte LLP be and are reappointed as Auditors of the Company from the conclusion of this Meeting until the conclusion of the next general meeting at which accounts are laid before shareholders.
7. THAT the Audit Committee of the Company be and is authorised to determine the Auditors' remuneration.
8. THAT, pursuant to section 551 of the Companies Act 2006 (and in substitution for all subsisting authorities), the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company ("**Rights**") up to an aggregate nominal amount of £4,999,332.50 for the period expiring on 31 December 2010 or the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, whichever first occurs (unless previously renewed, varied or revoked by the Company in general meeting) but 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 in pursuance of that offer or agreement as if the authority conferred by this resolution had not expired.

As Ordinary Business of an Annual General Meeting, to consider and, if thought fit, to pass the following special resolution:

9. THAT, subject to the passing of resolution 8 in the notice of Annual General Meeting, the directors be and are generally empowered pursuant to sections 570 and 573 of the Companies Act 2006 (the "**Act**") to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 8 in the notice of Annual General Meeting as if section 561(1) of the Act did not apply to the allotment. This power is limited to:
 - (a) the allotment of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares in the capital of the Company made in proportion (as nearly as may be) to their existing holdings of ordinary shares but subject to the directors having a right to make such exclusions or other arrangements in connection with the offering as they deem necessary or expedient:
 - (i) to deal with equity securities representing fractional entitlements; and
 - (ii) to deal with legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - (b) the allotment of equity securities for cash otherwise than pursuant to paragraph (a) up to an aggregate nominal amount of £749,899.75

and will expire on 31 December 2010 or at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, whichever first occurs, but 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 allot equity securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(2) of the Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by resolution 8 in the notice of Annual General Meeting" were omitted.

As Special Business of an Annual General Meeting, to consider and, if thought fit, pass the following special resolutions:

10. THAT the Company's Articles of Association be amended by deleting all provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are treated as part of the Company's Articles of Association.
11. THAT, in accordance with the Company's Articles of Association, a General Meeting of the Company, other than an Annual General Meeting, may be called by 14 clear days' notice.

By Order of the Board

David Wooldridge

Company Secretary

Dated 1 October 2009

Registered office:

60 Whitehall Road
Halesowen
West Midlands
B63 3JS

Registered in England and Wales number 00717658

NOTES

1. A member entitled to attend and vote at the Meeting is also entitled to appoint a proxy or proxies to attend, speak and vote instead of him. 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. Appointment of a proxy will not preclude a member from attending and voting in person at the Meeting.
2. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. If a voting indication is given, your proxy will be legally obliged to vote in accordance with that indication. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
3. If you wish to attend the meeting in person, please arrive at the venue for the Meeting by 11.20 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 Capita Registrars to register your attendance. Shareholders who have queries regarding special access or other requirements should contact the Company Secretary by post at the Company's registered office noted above or by phone on 0121 550 1841.
4. Shareholders may appoint a proxy or proxies:
 - 4.1 by completing and returning a form of proxy by post or by hand to the offices of the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; or
 - 4.2 in the case of CREST members, through the CREST electronic proxy appointment service.
5. A form of proxy which may be used to make such an appointment and give proxy instructions accompanies this notice of Meeting. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Capita Registrars 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 8.30 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 to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.

6. To be effective, the appointment of a proxy, or amendment to the instructions given for a previously appointed proxy, must be received by Capita Registrars by one of the methods in note 2 above not less than 48 hours before the time for holding the Meeting. In addition, any power of attorney or other authority under which the proxy is appointed (or a notarially certified copy of such power or authority) must be deposited with Capita Registrars not less than 48 hours before the time for holding the Meeting.
7. 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. 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.
8. 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's ("**Euroclear UK & Ireland**") specifications and must contain the information required for such instructions, as described in the CREST Manual. The time of receipt of a proxy appointment or an instruction to a previously appointed proxy 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 (CREST ID RA10) is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
9. 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.
10. 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.
11. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names of the holders stand in the register of members in respect of the joint holding.
12. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of members in order to have the right to attend and vote at the Annual General Meeting is 5.30 p.m. on 8 November 2009 or, if the Meeting is adjourned, such time being not more than 48 hours prior to the time fixed for the adjourned Meeting. Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend or vote at the Meeting.
13. Members attending the Meeting in person or by proxy will be able to raise questions with the Board of directors relating to the business being dealt with at the Meeting, as set out in this notice.
14. If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "**Nominated Person**") you may, under an agreement between you and the member of the Company who has nominated you, have a right to be appointed (or have someone else appointed) as a proxy for the Meeting. If you do not have such a proxy appointment right, or you do but do not wish to exercise it, you may have a right to give instructions to the member who has appointed you as to the exercise of voting rights.
15. If you are a Nominated Person, the statements of the rights of members in relation to the appointment of proxies in paragraphs 1 to 8 above do not apply. The rights described in these paragraphs can only be exercised by registered members of the Company.
16. As at close of business on 30 September 2009 (being the latest business day prior to the publication of this notice) the Company's issued share capital consisted of 59,991,990 ordinary shares of 25p each, carrying one vote each, and 675,000 preference shares of £1 each, carrying no votes. Therefore, the total voting rights in the Company are 59,991,990.
17. Preference shareholders are reminded that under the Company's Articles of Association they are not entitled to vote at the Meeting. The report and accounts are sent to all debenture stockholders of the Company but holders of debenture stock are not entitled to vote at the Meeting.

18. Under section 319A of the Companies Act 2006, the Company must answer any questions you ask relating to the business being dealt with at the Meeting, unless:
 - 18.1 answering questions would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information;
 - 18.2 the answer has already been given on a website in the form of an answer to a question; or
 - 18.3 it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
19. Copies of all directors' service contracts with the Company and terms and conditions of appointment of non-executive directors, which are available for inspection during normal business hours at the registered office of the Company (public holidays excluded), will also be available for inspection at the place of the Meeting from 11.15 a.m. until its conclusion.
20. Under section 527 Companies Act 2006, members of the Company representing at least 5% of the total voting rights of the Company or at least 100 members who have a right to vote and hold shares in the Company on which there has been paid up an average sum per member of at least £100, may require the Company to publish on its website a statement setting out any matter relating to the audit of the Company's accounts or any circumstances connected with an Auditor ceasing to hold office since the last Annual General Meeting that the members propose to raise at the Meeting. Where the Company is required to publish such a statement on its website, it may not require the members making the request to pay its expenses in complying with the request. The Company must forward the statement to the Company's Auditors not later than the time when it makes the statement available on its website. The business of the Meeting includes any such statement that the Company has been required to publish on its website.
21. This notice of Meeting and details of (i) the total number of shares in the Company and shares of each class in respect of which members are entitled to exercise voting rights at the Meeting, and (ii) the total voting rights that members are entitled to exercise at the Meeting, are available on the Company's website, www.mucklow.com. In addition, members' statements, members' resolutions and members' matters of business (if any) will be added to that website for viewing as soon as reasonably practicable following receipt by the Company.
22. **You may not use any electronic address provided either in this notice of Meeting or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.**