

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in Macfarlane Group PLC, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

31 March 2016

Dear Shareholder

Macfarlane Group PLC 2016 Notice of Annual General Meeting

This year's Annual General Meeting ("AGM") is to be held at The City Hotel, 36 Cambridge Street, Glasgow G2 3HN on 10 May 2016 at 12 noon. The notice of the AGM, which follows this letter, sets out the business to be considered at the meeting. The notice also contains items of business which are of a technical nature. The purpose of this letter is to explain certain elements of that business to you.

The two key matters I would draw to your attention are set out in Resolutions 2 and 3 and in Resolution 12.

Resolution 2 asks for your approval for a new long-term incentive plan, which is intended to operate in a similar fashion to the existing plan which will lapse on 9 May 2016. If that approval is granted, there will then be a need to approve a Remuneration Policy statement which will enable the use of the plan and this approval will be sought in Resolution 3.

With respect to Resolution 12, our corporate strategy is to grow the Group both organically and through acquisitions of high-quality complementary businesses. You may be aware that Macfarlane Group has acquired three companies during 2014 and 2015 and these are proving to be successful for the Group. It is important that we maintain a balance in the funding arrangements for acquisitions between our share capital base and bank borrowings. For example, in the case of the Network Packaging Limited acquisition in 2014, we raised c£3m of share capital from existing institutional shareholders as a means of reducing the bank borrowings required to finance the acquisition. In addition, in some cases, the parties selling their business are issued with Macfarlane Group shares as part of the acquisition price.

In order to have a reasonable level of flexibility to execute such transactions, your Board is seeking authority under Resolution 12 to issue up to 10% of the current issued share capital. This will represent an increase compared to the level of authority of 5% previously held by the Board.

It is intended that your Board will adhere to the guidance provided in the Pre-Emption Group 2015 Statement of Principles for the disapplication of pre-emption rights (the "Statement of Principles") issued by the Pre-Emption Group. The Directors will have due regard to the Statement of Principles in relation to any exercise of the power granted under Resolution 12. In particular the Board does not intend to allot shares for cash on a non pre-emptive basis pursuant to this power other than in connection with an acquisition or specified capital investment or programme of such acquisitions or capital investments (within the meaning of the Statement of Principles) which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

Your directors believe that all the Resolutions to be considered at the AGM are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. The directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings.

I hope that you can attend the AGM on 10 May 2016 and look forward to seeing you there.

Yours faithfully

Graeme Bissett
Chairman

Notice of Annual General Meeting

Macfarlane Group PLC (Company No: SC4221)

NOTICE IS HEREBY GIVEN THAT the one hundred and seventeenth ANNUAL GENERAL MEETING ("AGM") of the members of MACFARLANE GROUP PLC (the "**Company**") will be held at the City Hotel Glasgow, 36 Cambridge Street, Glasgow G2 3HN on Tuesday 10 May 2016 at 12 noon for the purpose of transacting the following business:

Ordinary Business

1. To receive, consider and adopt the Directors' Report and the Company's Annual Accounts for the financial year ended 31 December 2015 ("**the Annual Accounts**");
2. To approve the Macfarlane Group 2016 Performance Share Plan;
3. To approve the Directors' Remuneration Policy set out on pages 30 to 33 (inclusive) in the Annual Accounts;
4. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the financial year ended 31 December 2015 set out on pages 27 to 29 (inclusive) in the Annual Accounts;
5. To declare a dividend of 1.29p per share payable on 9 June 2016;
6. To re-elect Robert McLellan as a Director of the Company;
7. To re-elect John Love as a Director of the Company;
8. To re-elect Graeme Bissett as a Director of the Company;
9. To reappoint KPMG LLP as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company;
10. To authorise the Directors to determine the remuneration of the auditors.

Special Business

To consider and, if thought fit, pass resolutions 11 and 12 which will be proposed as an ordinary and as a special resolution respectively:

11. That the Directors be and are hereby authorised for the purposes of section 551 of the Companies Act 2006 (the "**Act**") 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 £10,384,280 (representing one third of the issued share capital at 30 March 2016) and shall expire at the AGM of the Company in 2017, or, if earlier on the date falling 15 months after the date of the passing of this resolution but so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or securities to be converted into shares after such expiry and that the Directors be and are hereby authorised to allot shares and grant such rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot shares but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.
12. Subject to the passing of (and the authority thereby conferred by) ordinary resolution 11 above, that the Directors be and are hereby empowered pursuant to section 570 of the Companies Act 2006 (the "**Act**") to allot equity securities for cash (as defined in section 560 of the Act) pursuant to the authority given in accordance with section 551 of the Act, as if section 561 of the Act did not apply to any such allotment provided that this power shall be limited: (i) to the allotment of equity securities in connection with an offer of equity securities: (a) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and (b) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and (ii) to the allotment (otherwise than pursuant to paragraph (i) above) of equity securities, up to a maximum nominal amount of £3,115,284 (representing 10% of the Company's issued ordinary share capital as at 30 March 2016), which authority shall expire at the conclusion of the AGM of the Company in

2017, or, if earlier, on the date falling 15 months after the date of the passing of this resolution, except that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot equity securities in pursuance of such offers or agreements and all authorities previously conferred under section 570 of the Act be and they are hereby revoked, provided that such revocation shall not have retrospective effect.

To transact such other ordinary business as may be properly transacted at the AGM.

By Order of the Board

Derek L.H. Quirk
Company Secretary
21 Newton Place
Glasgow G3 7PY
31 March 2016

Explanation of the resolutions to be proposed at the AGM

Resolution 1 is a standard resolution. The Annual Accounts are required to be laid before the Company in general meeting. The Annual Accounts are accompanied by the Directors' Report, the Directors' Remuneration Report and the report of the Independent Auditor.

Resolution 2 is a resolution seeking authority from shareholders to approve the Macfarlane Group 2016 Performance Share Plan ("2016 PSP"). As further described in the Directors' Remuneration Report for 2015, this is in effect a renewal of the current Macfarlane Group Performance Share Plan which has been operating for 10 years from its initial approval by the Company's shareholders at the 2006 AGM.

The 2016 PSP as proposed to the AGM is a market normal senior executive share plan and its key features remain in line with best practice. In addition to best practice features to the plan (particularly "malus" and "clawback") are being introduced, which reflect market developments since the original plan was established in 2006. A share ownership guideline such that executive directors must retain all shares which vest under the 2016 PSP (net of any sales to cover applicable taxes) until they have built up a shareholding equal to 100% of their base salary is also being introduced as described in the Directors' Remuneration Report for 2015.

The rules of the 2016 PSP will be on display at the registered office until the AGM and at the place of the AGM for at least 15 minutes beforehand. They are also available for inspection at these times at the offices of FIT Remuneration Consultations LLP, 5 Fitzhardinge Street, London W1H 6ED.

A summary of the principal terms of the 2016 PSP is set out at Appendix 1 to this notice.

Resolution 3 is a resolution to approve and adopt the new Remuneration Policy as set out on pages 30 to 33 of the Annual Accounts. Regulations came into force on 1 October 2013 which required the Company to offer shareholders a binding vote on the Remuneration Policy at least every three years. The policy was last approved at the 2014 AGM and following the introduction of the new plan, referred to above, there is effectively a change to the policy. If approved the policy will come into force on 10 May 2016 and enable the Directors to operate the 2016 PSP. The policy will remain in force for three years. If the Company wished to change the policy before its expiry it would need to seek approval from shareholders.

Resolution 4 requests approval for the Directors' Remuneration Report, on pages 27 to 29 of the Annual Accounts. This is an advisory vote and votes cast against approval of the Directors' Remuneration Report will not invalidate the Annual Report and Accounts as a whole.

Resolution 5 will, if passed, confirm approval of the payment of a final dividend. The Directors have proposed a final dividend of 1.29p per share, to be paid on 9 June 2016 to shareholders on the register on 13 May 2016.

Resolutions 6 to 8 seek approval for the re-appointment of Directors in accordance with the Company's Articles of Association and the UK Corporate Governance Code as it applies to companies outside the FTSE350. The biographies of the Directors seeking re-election which appear in the Annual Accounts are repeated here for ease of reference:

Bob McLellan Non-Executive Director joined the Board on 5 March 2013. Bob was Chief Executive of DS Smith Packaging UK until 2011, latterly as Deputy CEO Packaging (UK and Continental Europe). He has spent many years working in the packaging sector and holds leading roles in both the UK and Continental European industry employer associations. He is currently Chairman of the Logson Group and a non-executive director of Swanline Print Limited. Bob chairs the Remuneration Committee and is also a member of the Nominations and Audit Committees.

John Love is a member of The Institute of Chartered Accountants of Scotland, John has been with the Group for nineteen years and was appointed Finance Director on 12 July 1999. He was with Deloitte and its predecessor firms for sixteen years before joining Macfarlane Group in 1996.

Graeme Bissett joined the Board on 11 May 2004 as a non-executive director, becoming Chairman on 8 May 2012. He is Chairman of the Nominations Committee and a member of the Remuneration Committee. Graeme has previously served as finance director of international groups and as a partner with Arthur Andersen. His other board appointments comprise Interbulk Group plc, Anderson Strathern, Curo Compensation Ltd and The Scottish Futures Trust Ltd. He also has pro-bono appointments including Chairman of Children 1st, the children's welfare charity and as a member of the Court of the University of Glasgow.

The Board recommends these appointments as they bring significant and relevant expertise to the Board and in the case of the executive appointment, supports the implementation of the Company's strategy.

Resolution 9 proposes the reappointment of KPMG LLP as auditors of the Company.

Resolution 10 seeks separate authority to determine their remuneration.

Resolution 11 – under the Companies Act 2006 (the “Act”) the Directors may only allot unissued shares if authorised to do so by the Shareholders in general meeting. At the AGM held in 2015, Shareholders granted the Directors authority to allot relevant securities under Section 551 of the Act for a period of up to 15 months and this authority expires at the 2016 AGM. Resolution 11 seeks to renew this authority to allow the Directors to allot shares or grant rights to subscribe for or convert any security into shares up to an aggregate nominal amount of £10,384,280 representing an amount equal to one-third of the Company's issued share capital as at 30 March 2016 (being the latest practicable date before the date of this notice (the “Latest Practicable Date”). As at 30 March 2016 the Company holds no treasury shares. If given, these authorities will expire at the Annual General Meeting in 2017 or on 9 August 2017, whichever is the earlier. This authority complies with the latest institutional guidelines issued by the Investment Association.

Resolution 12 is proposed as a special resolution, requiring a majority of 75% of those voting to be in favour. If the directors wish to allot equity securities for cash they are required to offer those equity securities first to current shareholders in proportion to their existing holdings. This resolution requests authority for disapplication of statutory pre-emption rights and such authority would be limited to allotments in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board otherwise considers necessary, or otherwise up to an aggregate nominal amount of £3,115,284, representing 10% of the issued share capital of the Company as at the Latest Practicable Date. The authority, if granted, would replace a similar resolution passed at last year's AGM in respect of 5% of the issued share capital.

If given, this power will expire on 9 August 2017 or at the conclusion of the Annual General Meeting in 2017, whichever is the earlier. The figure of 10% (increased from 5% last year) reflects the Pre-Emption Group 2015 Statement of Principles for the disapplication of pre-emption rights (the “Statement of Principles”). The Directors will have due regard to the Statement of Principles in relation to any exercise of this power, in particular they do not intend to allot shares for cash on a non pre-emptive basis pursuant to this power:

- (i) in excess of an amount equal to 5% of the total issued ordinary share capital of the Company excluding treasury shares; or
- (ii) in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company excluding treasury shares in any rolling three-year period, without prior consultation with shareholders,

in each case other than in connection with an acquisition or specified capital investment (within the meaning of the Statement of Principles) which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

Appendix 1: Summary of the Principal Terms of the Macfarlane Group Performance Share Plan (“2016 PSP”)

Operation

The Remuneration Committee of the Board of directors of the Company (the “Committee”) will supervise the operation of the 2016 PSP.

Eligibility

Any employee (including an executive director) of the Company and any of its subsidiaries will be eligible to participate in the 2016 PSP at the discretion of the Committee.

Grant of awards

The Committee may grant an award in one of two forms:

- (i) conditional allocation, where a participant will receive free ordinary shares in the Company (“Shares”) on the vesting of his/her award; or
- (ii) nil or nominal cost options, where a participant can decide when to exercise his/her award over Shares during a limited period of time after it has vested.

The Committee may also grant share-based awards to be settled in cash where it is appropriate to do so.

The Committee may normally grant awards within six weeks following the Company’s announcement of its results for any period. The Committee may also grant awards within six weeks of the approval of the 2016 PSP by shareholders or when there are exceptional circumstances which the Committee considers justifies the granting of awards.

No awards will be granted after 9 May 2026, being ten years after the 2016 AGM.

No payment will be required for the grant of an award. Awards are not transferable (other than to the participant’s personal representatives in the event of death). Awards are not pensionable.

Individual limit

The maximum number of shares that may be awarded to a participant in any financial year will be limited so that the market value of such shares on the award date will not exceed 100% of the individual’s base salary (or 200% in exceptional circumstances).

Overall 2016 PSP limits

The 2016 PSP may operate over new issue Shares, treasury Shares or Shares purchased in the market. The current intention is that all awards will be satisfied using new issue Shares.

In any period of ten years the Company may not issue (or have the possibility to issue) more than 10% of the issued ordinary share capital of the Company under the 2016 PSP and any other employee share plan adopted by the Company. A further limit of 5% of the issued ordinary share capital will apply to awards made only under executive share plans, calculated on the same basis.

Treasury Shares will count as new issue Shares for the purposes of this limit but they will also cease to count towards this limit if institutional investor bodies decide that they need not count.

Vesting of awards

Awards will normally vest following the third anniversary of grant once the Committee has determined the extent to which the applicable performance conditions have been satisfied and provided the participant is still a director or employee in the Company’s group.

Performance conditions for 2016 PSP awards

It is currently intended that the performance conditions for 2016’s awards will be based on growth in adjusted earnings per share (“EPS”) measured over a period of three financial years to 31 December 2018. As an underpin, awards will only vest if the Committee considers that the Company’s overall performance during the three year period warrants that level of vesting.

The Committee will have the power to set different performance conditions from those described above for future awards provided that, in the reasonable judgement of the Committee, the new performance conditions are no less challenging in the light of circumstances prevailing at that time. The Committee would seek to consult with its leading shareholders before materially different targets are used.

Similarly the Committee will have the power to vary the terms of existing performance conditions to take account of technical changes, for example changes in accounting standards, or if the Committee considers that the performance condition can no longer achieve its original purpose. However, the amended performance condition will have to be, in the Committee's view, not relatively less challenging as a result of the change.

Leaving employment

As a general rule, an award will lapse upon a participant leaving the employment of the Company's group. However, if before the vesting of an award a participant ceases to be a director or employee within the Company's group by reason of death, disability, injury, redundancy, retirement with the consent of his employing company, sale or transfer of their employing company or business out of the Company's group, or in other circumstances at the discretion of the Committee, then the award will vest on the normal vesting date (i.e. the third anniversary of the date of grant) to the extent determined by the performance conditions measured over the full performance period.

The Committee may, at its discretion, permit or require awards to vest in such circumstances at the time of cessation of employment, in which case awards would normally be subject to the performance conditions as measured over the shorter period.

In either case, there will also be a pro-rata reduction in the size of the award for the time that has elapsed up to the date of cessation compared to the original three-year vesting period, unless the Committee determines that it would be inappropriate to apply a pro-rata reduction (or more appropriate to apply a varied approach to pro-rating).

Corporate events

In the event of a takeover, scheme of arrangement or winding up of the Company (not being an internal corporate reorganisation), all awards would vest early to the extent that the performance conditions have, in the opinion of the Committee, been satisfied at that time. The awards would normally be pro-rated to reflect the shorter than normal period of time between the date of the award and the time of vesting. The Committee can decide not to pro-rate awards (or to apply a varied approach to pro-rating) if it regards it as appropriate to do so in the particular circumstances.

In the event of an internal corporate reorganisation, awards will be replaced by equivalent new awards over shares in a new holding company, unless the Committee decides that awards should vest on the same basis as described above.

Awards may also vest on the same basis if a demerger, special dividend or other similar event is proposed which, in the opinion of the Committee, would affect the market price of the Shares to a material extent.

Participants' rights

Awards structured as conditional allocations and options will not confer any shareholder rights on participants until the awards have vested and the participants have received their Shares.

Participants will receive a payment (in Shares), on or shortly following the vesting of their awards, of an amount equivalent to the dividends that would have been paid on the Shares vesting under the awards between the time when the awards were granted and the time when they vest (and assuming reinvestment in Shares on the relevant ex dividend dates).

Rights attaching to Shares

Any Shares allotted when an award vests (or for an award structured as an option, when it is exercised) will rank equally with all other Shares then in issue (except for rights arising by reference to a record date prior to their allotment).

Appendix 1: Summary of the Principal Terms of the Macfarlane Group Performance Share Plan (“2016 PSP”) (continued)

Variation of capital

In the event of any variation of the Company’s share capital, or in the event of a demerger, payment of a special dividend or other similar event which materially affects the market price of the Shares, the Committee may make such adjustments as it considers appropriate to the number of Shares subject to an award and/or the exercise price payable (if any).

Malus and Clawback

The Committee retains a power to reduce the potential vesting of unvested awards (including to zero) (often referred to as malus) or to recoup the value of previously vested awards from an individual within 3 years of vesting if it considers it appropriate to do so (often referred to as clawback). The Committee may choose to exercise this power in circumstances of:

- a material misstatement of financial results for any period;
- an error or the use of inaccurate information in assessing the extent to which any performance condition was satisfied; or
- summary dismissal of an individual.

Alterations to the 2016 PSP

The Committee may, at any time, amend the provisions of the 2016 PSP in any respect, provided that the prior approval of shareholders is obtained for any amendments that are to the advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of Shares or the transfer of Shares held in treasury, the basis for determining a participant’s entitlement to, and the terms of, the Shares or cash to be provided under the 2016 PSP and the adjustment of awards or options.

The requirement to obtain the prior approval of shareholders will not, however, apply to any minor alteration made to benefit the administration of the 2016 PSP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Company’s group.

Overseas plans

The Board may at any time without further shareholder approval establish further plans in overseas territories, any such plan to be similar to the 2016 PSP, but modified to take account of local tax, exchange control or securities laws, provided that any Shares made available under such further plans are treated as counting against the limits on individual and overall participation in the 2016 PSP.

Attendance at AGM and proxy voting

1. A member entitled to attend and vote at the Annual General Meeting (the “**Meeting**”) is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, speak and to vote at the meeting.
A proxy need not be a member of the Company.
A 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 him.
2. A shareholder attending the meeting has the right to ask questions relating to the business being dealt with at the meeting in accordance with section 319A of the Companies Act 2006 (the “**Act**”). In certain circumstances prescribed by the same section of the Act, the Company need not answer a question.
3. Information regarding the meeting, including the information required by section 311A of the Act, is available from www.macfarlanegroup.com.
4. A form of proxy is enclosed with this notice. (Please note that this is different to the alternative method of submitting proxies using CREST which is described in Note 5 below). To be effective the instrument appointing a proxy must be completed and deposited, together with the authority (if any) under which it is executed or a notarially certified copy of such authority, at the office of the Company’s registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, BN99 8LU (the “**Company’s Registrars**”) not later than forty eight hours (disregarding any day that is not a working day) before the time appointed for holding the meeting, being 12 noon on Friday 6 May 2016.

Completion and return of the form of proxy does not preclude a member from attending and voting in person at the meeting. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. A replacement proxy form may be obtained by contacting the Company.

To revoke your proxy instructions, please contact the Company’s Registrars by no later than 12 noon on Friday 6 May 2016. However, if you have appointed a proxy and attend and vote at the meeting in person, your proxy appointment will automatically be terminated when you exercise your vote. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this notice. Please read note 6 relating to Nominated persons below.

5. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com>). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment 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 must be transmitted so as to be received by the issuer’s agent (ID: RA19) not later than forty eight hours (disregarding any day that is not a working day) before the time appointed for holding the meeting, being no later than 12 noon on Friday 6 May 2016. 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.

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.

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.

Attendance at AGM and proxy voting (continued)

6. If you are a person who has been nominated under section 146 of the Act to enjoy information rights, you may have a right under an agreement between you and the member of the Company who has nominated you to have information rights ("**Relevant Member**") to be appointed or to have someone else appointed as a proxy for the meeting. If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights. Your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.
7. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the Company's register of members no later than 6pm on Friday 6 May 2016, or in the case of an adjournment, as at 48 hours (disregarding any day that is not a working day) prior to the time of the adjourned meeting shall be entitled to attend and vote at the meeting.
8. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
9. As at 6pm on 30 March 2016 the Company's issued share capital comprised 124,611,360 Ordinary Shares of 25p 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 6pm on 30 March 2016 is 124,611,360.
10. Any member who has a general query about the meeting should contact the Company Secretary by post at the Company's Registered Office. No other method of communication will be accepted. You may not use any electronic address provided in this notice of the Meeting or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
11. Under Section 527 of the Act members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:
 - (i) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the Meeting; or
 - (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Act.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website.

The business which may be dealt with at the AGM includes any statement that the Company has been required under Section 527 of the Act to publish on a website. Any request pursuant to section 527 must be received by the Company at least one week before the meeting to which it relates.

12. Copies of each director's service contract and non-executive director's terms of appointment with the Company, or with any of its subsidiary undertakings are available for inspection at the registered office of the Company during usual business hours until the time of the meeting and will be available for inspection at the City Hotel Glasgow, 36 Cambridge Street, Glasgow G2 3HN for at least 15 minutes prior to and during the meeting.
13. Shareholders who prefer to register the appointment of their proxy electronically via the internet can do so through Equiniti's website at www.sharevote.co.uk where full instructions on the procedure are given. The Voting ID, Task ID and Shareholder Reference Number printed on the proxy form will be required in order to use this electronic proxy appointment system. Alternatively shareholders who have already registered with Equiniti's online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk and then click on the link to vote. A proxy appointment made electronically will not be valid if received after 12 noon on Friday 6 May 2016.

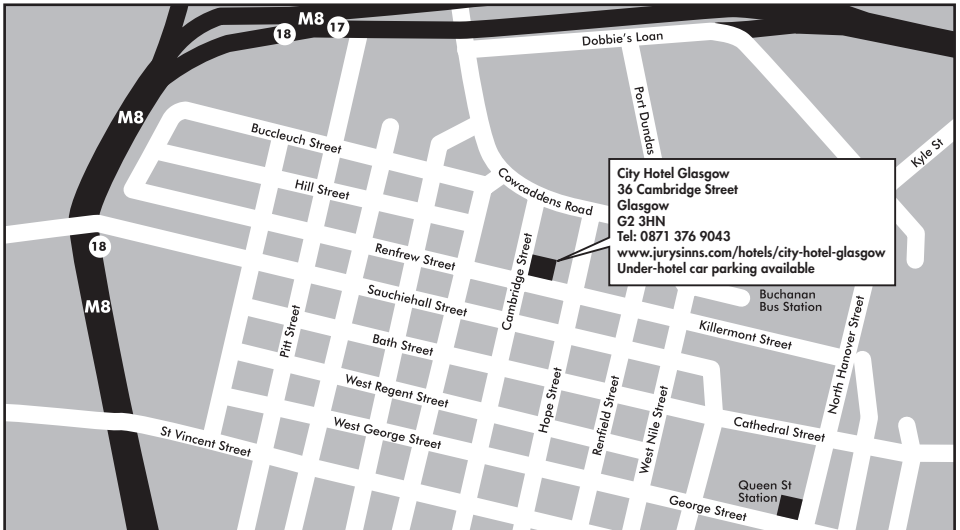
How to get to the City Hotel Glasgow

Road: From South M8, junction 17, 3 sets of lights, 1st left, 2nd straight over, 3rd right. From West M8, junction 17, right fork, 5 sets of lights, 1st right, 2nd right, 3rd right, 4th left, 5th right. 250 car parking spaces are available for a charge.

Rail: Take trains to either Glasgow Central or Queen Street Station. Both stations are only 0.5 miles from the hotel.

Air: Glasgow Airport is 9 miles away.

Glasgow



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