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If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents 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. If you sell or have sold part only of your holding of Ordinary Shares, please consult the bank, stockbroker or other agent through whom the sale or transfer was effected. However, this document should not be forwarded to or sent in or into any jurisdiction in which to do so would constitute a breach of the relevant laws of such jurisdiction.

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## **BOOKER GROUP PLC**

(incorporated in England and Wales with registered number 05145685)

### **Notice of Annual General Meeting and Proposed Special Dividend of 3.02 pence per Ordinary Share**

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**This document should be read as a whole and in conjunction with the accompanying Form of Proxy. Your attention is drawn to the letter from the Chairman of the Company which is set out on page 2 of this document and which recommends you to vote in favour of the resolutions to be proposed at the Annual General Meeting.**

**Notice of the Annual General Meeting of the Company to be held at Makro Branch Enfield, 57 Stockingswater Lane, Enfield, Middlesex EN3 7XA on 5 July 2017 at 11:00 a.m. is set out on pages 3 to 9 of this document.**

The form of proxy to be used in conjunction with the resolutions is enclosed. Whether or not you intend to attend the Annual General Meeting in person, you are requested to complete the proxy form in accordance with the instructions printed on it and return it as soon as possible by post to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY or (during normal business hours only) by hand to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE, but, in any event, so as to be received by the Company's registrars, Computershare Investor Services PLC by no later than **11.00 a.m. on 3 July 2017**. Shareholders may also lodge their proxy vote online at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). Shareholders who hold their Ordinary Shares in CREST may appoint a proxy electronically by transmitting a CREST Proxy Instruction to Computershare so that it is received no later than **11.00 a.m. on 3 July 2017**.

Completion and return of a Form of Proxy, the giving of a CREST Proxy Instruction, or the completion of a proxy form online will not preclude shareholders from attending and voting in person at the Annual General Meeting (in substitution for their proxy vote) if they wish and are so entitled.

# CHAIRMAN'S LETTER

## Booker Group plc

(incorporated in England and Wales with registered number 05145685)

**Registered Office**  
Equity House  
Irthlingborough Road  
Northants  
Wellingborough  
NN8 1LT

26 May 2017

To: *Booker Group plc shareholders and persons with information rights*

Dear Shareholder,

### NOTICE OF ANNUAL GENERAL MEETING AND PROPOSED SPECIAL DIVIDEND OF 3.02 PENCE PER ORDINARY SHARE

This document contains the notice convening the Company's Annual General Meeting (the "**Annual General Meeting**") which is to be held at Makro Branch Enfield, 57 Stockingswater Lane, Enfield, Middlesex EN3 7XA on 5 July 2017 at 11:00 a.m. and details of a proposed special dividend of 3.02 pence per ordinary share in the issued share capital of the Company (each an "**Ordinary Share**"). The formal notice of the Annual General Meeting is set out on pages 3 to 9 of this document.

If you would like to vote on the resolutions but cannot come to the Annual General Meeting, please fill in the proxy form sent to you with this document and return it to our registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible. Alternatively, you can register your proxy vote electronically or, if you are a member of CREST, via the CREST system as set out on pages 10 to 11. However you choose to submit your appointment of proxy, Computershare Investor Services PLC must receive it by no later than **11.00 a.m. on 3 July 2017**.

#### Explanatory Notes

Explanations of the resolutions to be proposed at the Annual General Meeting are set out in the notice of Annual General Meeting.

#### Dividends

Shareholders are being asked to approve a final dividend for the year ended 24 March 2017 of 4.97 pence per Ordinary Share. If you approve the recommended final dividend, this will be paid on 7 July 2017 to all shareholders whose names are on the register of members at close of business on 9 June 2017.

In addition, shareholders are being asked to approve a special dividend of 3.02 pence per Ordinary Share. If you approve the recommended special dividend, this will be paid on 7 July 2017 to all shareholders whose names are on the register of members at close of business on 9 June 2017.

#### Recommendations

The board of directors (the "**Board**") considers the terms of the proposed special dividend of 3.02 pence per Ordinary Share and each of the resolutions to be proposed at the Annual General Meeting (including the resolution to approve the special dividend) to be in the best interests of shareholders as a whole. Accordingly, the Board recommends that shareholders vote in favour of the resolutions (including the resolution to approve the special dividend) to be proposed at the Annual General Meeting, as the Directors intend to do for their respective individual beneficial holdings of, in aggregate, 120,616,694 Ordinary Shares, representing approximately 6.8 per cent. of the total issued share capital of the Company as at 25 May 2017, being the latest practicable date before the publication of this document.

The results of the Annual General Meeting will be announced via a Regulatory Information Service and on the Company website ([www.bookergroup.com](http://www.bookergroup.com)) as soon as practicable after the Annual General Meeting.

Yours faithfully



**Stewart Gilliland**  
Non-Executive Chairman

# NOTICE OF ANNUAL GENERAL MEETING

Company Number: 05145685

# BOOKER

## NOTICE OF ANNUAL GENERAL MEETING OF BOOKER GROUP PLC

For ease of reference, explanatory notes are set out in italics below the relevant formal resolutions.

Notice is hereby given that the Annual General Meeting of Booker Group plc (the "Company") will be held at Makro Branch Enfield, 57 Stockingswater Lane, Enfield, Middlesex EN3 7XA on 5 July 2017 at 11.00 a.m. to consider and, if thought fit, pass resolutions 1 to 16 (inclusive), which will be proposed as ordinary resolutions, and resolutions 17 to 19 (inclusive), which will be proposed as special resolutions.

### THE RESOLUTIONS

1. To receive the audited annual accounts of the Company for the financial year ended 24 March 2017, together with the directors' and the auditors' reports on those accounts.

*The directors are required to present to the shareholders at the Annual General Meeting the Company's audited annual accounts and related directors' and auditors' reports for the financial year ended 24 March 2017.*

2. To approve the directors' Remuneration Report for the financial year ended 24 March 2017 in the form set out on pages 34 to 52 of the 2017 Annual Report and Accounts (excluding the directors' Remuneration Policy set out on pages 36 to 45 of the 2017 Annual Report and Accounts).

*In accordance with section 439 of the Companies Act 2006 (the "Act"), the Board has presented to shareholders its directors' remuneration report in the form set out on pages 34 to 52 of the 2017 Annual Report and Accounts (excluding the directors' Remuneration Policy set out on pages 36 to 45 of the 2017 Annual Report and Accounts) (the "Remuneration Report"). The Remuneration Report gives details of the directors' remuneration payments measured against their performance and that of the Company during the year ended 24 March 2017. The Company's auditors, KPMG LLP, have audited those parts of the Remuneration Report capable of being audited and their report may be found on pages 54 to 57 of the 2017 Annual Report and Accounts. In accordance with the Act, this resolution is advisory only in order to provide shareholder feedback to the Board and the directors' entitlements to remuneration are not conditional upon the resolution being passed.*

3. To approve the directors' Remuneration Policy in the form set out on pages 36 to 45 of the 2017 Annual Report and Accounts, such policy to take effect from the end of the Annual General Meeting.

*Pages 36 to 45 of the 2017 Annual Report and Accounts set out the directors' Remuneration Policy (the "Remuneration Policy"), which shareholders are asked to approve. The directors' Remuneration Policy is subject to a binding shareholder vote by ordinary resolution at least every three years and the directors' Remuneration Policy was last approved by shareholders at the annual general meeting in 2014. If so approved this policy will be effective from the end of the Annual General Meeting and all payments by the Company to a current or prospective director and all payments for loss of office to a current or former director must be made in accordance with the policy unless approved by a shareholder resolution.*

4. To declare a final dividend for the year ended 24 March 2017 of 4.97 pence per Ordinary Share as recommended by the directors to be paid on 7 July 2017 to all shareholders registered on the register of members of the Company at the close of business on 9 June 2017.

*Resolution 4 seeks shareholder approval for a final dividend for the year ended 24 March 2017 of 4.97 pence per Ordinary Share which is recommended by the directors. If resolution 4 is approved by shareholders, the final dividend for the year ended 24 March 2017 will be paid on 7 July 2017 to shareholders whose names are on the register of members at the close of business on 9 June 2017.*

## NOTICE OF ANNUAL GENERAL MEETING CONTINUED

5. To declare a special dividend of 3.02 pence per Ordinary Share as recommended by the directors to be paid on 7 July 2017 to all shareholders registered on the register of members of the Company at the close of business on 9 June 2017.

*Since 2014, the Company has annually returned capital to shareholders by way of a "B Share Scheme". This year the Company will not be proposing a return of capital by way of "B Share Scheme" but instead is proposing a return of value to shareholders by way of a special dividend. Due to the Group's continued strong performance, the Board is recommending a special dividend to all shareholders whose names are on the register of members at close of business on 9 June 2017 of 3.02 pence per Ordinary Share, in addition to the final dividend of 4.97 pence per Ordinary Share in respect of the financial year ended 24 March 2017. Having reviewed the Group's balance sheet, the Board believes that the Group has sufficient resources to meet its needs after the payment of this special dividend.*

6. To re-elect Stewart Gilliland as a director of the Company.
7. To re-elect Charles Wilson as a director of the Company.
8. To re-elect Jonathan Prentis as a director of the Company.
9. To re-elect Guy Farrant as a director of the Company.
10. To re-elect Helena Andreas as a director of the Company.
11. To re-elect Andrew Cripps as a director of the Company.
12. To re-elect Gary Hughes as a director of the Company.
13. To re-elect Karen Jones as a director of the Company.

*Under the Articles of Association, one-third of the Board are obliged to retire by rotation at each annual general meeting of the Company and no director may serve for more than three years without being re-elected by shareholders. However, in accordance with the recommendations of the UK Corporate Governance Code (the "Code"), all of the directors have confirmed that they will retire and offer themselves for re-election by the shareholders at the Annual General Meeting.*

*As announced on 30 March 2017, in light of the proposed merger with Tesco, the Committee considered the composition of the Board and its Committees and determined that the Company would benefit from stability, as well as retaining the knowledge and experience Andrew Cripps has gained of the Company. Accordingly, Andrew Cripps, rather than retiring from the Board and leaving the Company as had previously been proposed, has agreed to continue as a non-executive director and to offer himself for re-election at the forthcoming Annual General Meeting.*

*Having undertaken a performance evaluation, the Committee considered that the performance of each of the Non-Executive Directors proposed for re-election, being Stewart Gilliland, Helena Andreas, Gary Hughes, Karen Jones and Andrew Cripps, was effective and that they have each demonstrated a strong commitment to their role. The Committee has also undertaken a review of each of the Non-Executive Directors' other interests and external time commitments, such review being particularly rigorous in accordance with the Code in the case of Karen Jones as she has served in excess of seven years on the Board and in the case of Andrew Cripps as he has served in excess of nine years on the Board, and has concluded that each of them is independent in character and judgement and that there are no relationships or circumstances likely to affect (or which appear to affect) his or her judgement.*

*In considering whether Andrew Cripps continued to be independent as he will have served on the Board for more than nine years, the Committee considered the time dedicated to his various roles as non-executive director, including Deputy Chairman of Swedish Match AB, Chairman of the Audit Committee of Howden Joinery Group plc and of Boparan Holdings Limited, where he is also Senior Independent Director and his contribution to the Board in discussions generally. The Committee was satisfied that he continued to remain independent, having regard to the Code's independence criteria.*

*The Board is satisfied that each of the Directors proposed for re-election has the appropriate balance of skills, experience, independence and knowledge of the Company to enable him or her to discharge the duties and responsibilities of a director effectively. Accordingly, the Board unanimously recommends the re-election of each of the Directors.*

Biographical details of each of the Directors standing for re-election are as follows:

**Stewart Gilliland - Non-Executive Chairman and Chairman of the Nomination Committee**

Stewart is currently a Senior Independent Director of Mitchells & Butlers plc and a Non-Executive Director of C&C Group plc and Curious Drinks Ltd. He is also a Director of Nature's Way Foods Ltd. Stewart was formerly Chief Executive of Muller Dairies UK and Ireland and has held senior roles with leading consumer facing companies, including Whitbread and Interbrew.

**Charles Wilson - Chief Executive**

Charles started his career in 1986 with Procter & Gamble following which he was a consultant with OC&C Strategy Consultants and a Director of Abberton Associates. In 1998 he became an Executive Director of Booker Group plc which merged with Iceland plc in 2000. In 2001 he became an Executive Director of Arcadia Group plc and in 2004 he became an Executive Director of Marks and Spencer plc. In 2005 he was appointed as Chief Executive of Booker.

**Jonathan Prentis - Group Finance Director**

Jonathan qualified as a Chartered Accountant with Deloitte. He was appointed as Group Finance Director of Booker in 2005. Prior to this appointment, Jonathan was Finance Director of Group Logistics within The Big Food Group plc. Prior to 2003, he was with TDG plc.

**Guy Farrant - Chief Operating Officer**

Guy is the Group's Chief Operating Officer. Guy has a wealth of food experience having worked in the food industry for 30 years rising to be Director of Food and latterly, Operations and Retail Director at Marks and Spencer plc.

**Helena Andreas - Non-Executive Director**

Helena was appointed as Head of Group Marketing and Communications for Nordea Bank in 2014. Formerly she was Group Head of Retail & Distribution at Vodafone Group. Prior to joining Vodafone Helena held senior positions in marketing and operations at Tesco and previously was a business consultant at Accenture. Helena holds an MBA from INSEAD.

**Andrew Cripps - Non-Executive Director**

Andrew is currently Non-Executive Deputy Chairman of Swedish Match AB. He is also Chairman of the Audit Committee of Howden Joinery Group plc and of Boparan Holdings Limited, where he is also Senior Independent Director. Andrew has been Non-Executive Director (and Audit Committee Chairman) of a number of UK public companies for over 12 years. Prior to this he held senior executive roles with Rothmans International and British American Tobacco plc. He read Economics at the University of Cambridge and qualified as a Chartered Accountant with KPMG.

**Gary Hughes - Non-Executive Director and Chairman of the Audit Committee**

Gary is a senior member of the Operational Excellence team at Apax Partners, the global private equity firm, where he also sits on the board of General Healthcare Group Limited, a portfolio company. In addition to this, Gary is a Non-Executive Director of Majid Al Futtaim Retail LLP, Scottish Event Campus Limited and the Scottish Football Association. Gary's previous roles include Chief Financial Officer of Gala Coral Group, Chief Executive Officer of the largest operating division of United Business Media plc and Group Finance Director of Emap plc. Gary was formerly Chairman of the Audit Committee at J Sainsbury plc and a Non-Executive Director of Premier Farnell plc. Gary qualified as a Chartered Accountant with Ernst & Whinney, now Ernst & Young.

**Karen Jones, CBE - Non-Executive Director, Chairman of the Remuneration Committee and Senior Independent Director**

Karen is a founder and Chairman of Food and Fuel Ltd, a hospitality company. She is also a Non-Executive Director of Cofra AG, Corbin and King Ltd, Firmenich International and Chairman of Hawksmoor Ltd. She is also on the board of RNTE (Royal National Theatre Enterprises Board). Karen was formerly CEO of Spirit Group Ltd, a private equity-backed 2,000 strong pub and restaurant group. Prior to Spirit, Karen founded, grew and floated The Pelican Group Plc, owner of a number of restaurant chains including Café Rouge. Karen was awarded a CBE in 2006 for services to hospitality, and an honorary doctorate from the University of East Anglia in July 2013.

## NOTICE OF ANNUAL GENERAL MEETING CONTINUED

14. To re-appoint KPMG LLP as auditors to the Company to act as such from the conclusion of this Annual General Meeting until the conclusion of the next general meeting of the Company at which accounts are laid.

*Auditors are required to be appointed at each general meeting at which accounts are presented to shareholders to hold office from the end of that meeting until the end of the next such meeting. It was reported last year that, having tendered the external audit engagement, we intended to appoint PricewaterhouseCoopers LLP as the Company's external auditor for the financial year commencing 25 March 2017. On 27 January 2017, we announced the proposed merger with Tesco PLC and as a consequence the Board has concluded that the Company's best interests would be served by maintaining the status quo and ensuring stability until completion of the merger. Accordingly, having received confirmation from KPMG LLP of its willingness to stand for re-appointment for the financial year ending 30 March 2018, this resolution proposes the re-appointment of KPMG LLP as the Company's auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next general meeting of the Company at which accounts are laid. Should the merger not complete, the Company would look to re-tender the external audit engagement.*

15. To authorise the audit committee (for and behalf of the Board) to determine the fees to be paid to the auditors to the Company.

*The remuneration of auditors must be fixed by the Company in a general meeting or in such manner as the Company may determine in a general meeting. The usual practice is for shareholders to resolve that the audit committee be authorised to agree the auditors' fees for and on behalf of the Board.*

16. That, in substitution for all existing authorities, the directors be generally and unconditionally authorised, in accordance with section 551 of the Act, to exercise all the powers of the Company to allot shares in the Company (as defined in section 540 of the Act) or grant rights to subscribe for or to convert any security into shares in the Company:

- (a) up to an aggregate nominal amount of £5,940,956 representing approximately one-third of the issued share capital of the Company as at 25 May 2017, being the latest practicable date before publication of this notice; and
- (b) comprising equity securities (as defined in section 560(1) of the Act) up to a further aggregate nominal amount of £5,940,956 representing approximately one-third of the issued share capital of the Company as at 25 May 2017, being the latest practicable date before publication of this notice in connection with an offer by way of a rights issue,

such authorities to apply until the conclusion of the next annual general meeting of the Company (or, if earlier, until the close of business on 6 September 2018) unless previously renewed, varied or revoked by the Company in general meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired. References in this resolution 16 to the nominal amount of rights to subscribe for or to convert any security into shares (including where such rights are referred to as equity securities as defined in section 560(1) of the Act) are to the nominal amount of shares that may be allotted pursuant to the rights.

For the purposes of this resolution 16, "rights issue" means an offer to:

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, including an offer to which the directors may impose any limits or restrictions or make any other arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

*This resolution 16 seeks shareholder approval to renew the directors' authority to allot shares, which will provide flexibility enabling the directors to respond to market developments and to act in shareholders' interests to allot securities (for example, in order to raise capital and make acquisitions) if the directors determine that it is appropriate to do so.*

*At the annual general meeting last year, the directors were given the authority to allot shares in the Company until the next annual general meeting. It is the Company's policy to seek renewal of this authority annually. These authorities will only be valid until the conclusion of the next annual general meeting after the passing of this resolution or the close of business on 6 September 2018, whichever is the earlier.*

*The Investment Association share capital management guidelines on directors' authority to allot shares state that its members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to two thirds of the Company's issued share capital. The guidelines provide that any routine authority to allot shares representing in excess of one third of the Company's issued share capital should only be used to allot shares pursuant to a fully pre-emptive rights issue.*

*In accordance with these guidelines, the Board seeks the shareholders' authority to allot shares in the capital of the Company up to a maximum nominal amount of £11,881,911, representing the Investment Association's guidelines limit of approximately two thirds of the Company's issued ordinary share capital as at 25 May 2017, being the latest practicable date before publication of this notice. Of this amount, £5,940,956 (representing approximately one third of the Company's issued ordinary share capital) can only be allotted pursuant to a rights issue.*

*As at 25 May 2017, being the latest practicable date before publication of this notice, the Company did not hold any treasury shares.*

*The directors have no present intention of exercising these authorities other than in relation to the Company's employee share plans.*

17. THAT, in substitution for all existing authorities and subject to the passing of resolution 16, the directors be generally empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority granted by resolution 16 and/or pursuant to section 573 of the Act to sell Ordinary Shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Act, such authority to be limited:
- a) to the allotment of equity securities and/or sale of treasury shares for cash in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (b) of resolution 16, by way of a rights issue only):
    - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
    - (ii) to holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions or make any other arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (b) to the allotment of equity securities pursuant to the authority granted by paragraph (a) of resolution 16 and/or sale of treasury shares for cash (in each case otherwise than in the circumstances set out in paragraph (a) of this resolution 17) up to a nominal amount of 5 per cent. of the issued ordinary share capital of the Company as at the latest practicable date before publication of this notice (calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, Ordinary Shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights),

such authority to apply until the conclusion of the next annual general meeting of the Company (or, if earlier, until the close of business on 6 September 2018) unless previously renewed, varied or revoked by the Company in general meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires and the directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority had not expired.

For the purpose of this resolution 17, "rights issue" has the same meaning as in resolution 16 above.

*Resolution 17 is proposed as a special resolution.*

*If the directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to the shareholders, in proportion to their existing holdings.*

*The directors have no present intention to exercise this authority. However, the directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. This cannot be done under the Act unless the shareholders have first waived their pre-emption rights. The purpose of resolution 17, which is proposed as special resolution, is to disapply pre-emption rights.*

## NOTICE OF ANNUAL GENERAL MEETING CONTINUED

Resolution 17 authorises directors to allot new shares, pursuant to the authority given by resolution 16, or to sell treasury shares for cash:

- a) up to a nominal amount of £11,881,911, representing approximately two thirds of the Company's issued ordinary share capital, to existing shareholders on a pre-emptive basis. However, unless the shares are allotted pursuant to a rights issue (rather than an open offer), the directors may only allot shares up to a nominal amount of £5,940,956, (representing approximately one third of the Company's issued ordinary share capital) (in each case, subject to any limits, restrictions or arrangements, such as for fractional entitlements and overseas shareholders, as the directors consider necessary or appropriate); and/or
- b) otherwise up to a nominal value of £891,143, equivalent to approximately 5 per cent. of the total issued ordinary share capital of the Company as at 25 May 2017,

in each case without the shares first being offered to shareholders in proportion to their existing holdings.

The directors intend to adhere to the provisions in the Pre-Emption Group's Statement of Principles, as updated in March 2015, and not to allot shares for cash on a non pre-emptive basis pursuant to the authority in resolution 17 either in excess of an amount equal to 5 per cent. of the total issued ordinary share capital of the Company (excluding treasury shares) or in excess of an amount equal to 7.5 per cent. of the total issued ordinary share capital of the Company (excluding treasury shares) within a rolling three year period, without prior consultation with shareholders.

Resolution 17 complies with the Investment Association's share capital management guidelines and follows the resolution template issued by the Pre-Emption Group in May 2016.

If the resolution is passed, the authority will expire at the end of the Company's next annual general meeting or, if earlier, the close of business on 6 September 2018.

18. That the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Act) of Ordinary Shares provided that:
  - (a) the maximum aggregate number of Ordinary Shares authorised to be purchased is 178,228,667 (representing less than 10 per cent. of the issued ordinary share capital);
  - (b) the minimum price (excluding expenses) which may be paid for an Ordinary Share is 1 pence;
  - (c) the maximum price (excluding expenses) which may be paid for an Ordinary Share shall be the higher of (1) an amount equal to 105 per cent. of the average of the middle market quotations for an Ordinary Share as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that Ordinary Share is purchased and (2) the higher of the price of the last independent trade and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out;
  - (d) this authority shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, the close of business on 6 September 2018; and
  - (e) the Company may make a contract to purchase Ordinary Shares under this authority before the expiry of the authority, which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of Ordinary Shares in pursuance of any such contract.

*This resolution, which is proposed as a special resolution, seeks shareholder approval to give the Company authority to buy back its own Ordinary Shares in the market as permitted by the Act. The authority limits the number of shares that could be purchased to a maximum of 178,228,667 (representing less than 10 per cent. of the issued share capital of the Company as at close of business on 25 May 2017, being the latest practicable date before publication of this notice) and sets minimum and maximum prices. This authority will expire no later than 6 September 2018.*

*No market purchases were made during the year ended 24 March 2017. The directors have no present intention of exercising the authority to purchase the Company's Ordinary Shares but will keep the matter under review, taking into account other investment opportunities, market conditions, appropriate gearing levels and the overall financial position of the Company. The authority will be exercised only if the directors after careful consideration believe that to do so would result in an increase in earnings per share and would be in the best interests of shareholders generally.*

*Any purchases of Ordinary Shares would be by means of market purchases through the London Stock Exchange.*

*Any Ordinary Shares purchased pursuant to this authority may either be held as treasury shares or cancelled by the Company, depending on which course of action is considered by the directors to be in the best interests of the shareholders at the time. Whilst held in treasury, the shares are not entitled to receive any dividends and have no voting rights. The*

directors believe that it is appropriate for the Company to have the option to hold its own shares in treasury and that doing so enables the Company to sell the shares quickly and cost effectively or use them to satisfy awards under the Company's employee share schemes and provides the Company with additional flexibility in the management of its capital base. The directors will have regard to investor group guidelines which may be in force at the time of any such purchase, holding or re sale of shares held in treasury.

As at close of business on 25 May 2017, being the latest practicable date before publication of this notice, there were options and awards over 37,132,931 Ordinary Shares in the capital of the Company, which represented 2.08 per cent. of the Company's issued ordinary share capital (excluding treasury shares) as at that date. As at close of business on 25 May 2017, being the latest practicable date before publication of this notice, the Company did not hold any treasury shares and no warrants over Ordinary Shares in the capital of the Company existed.

If approved, this authority will expire at the conclusion of the Company's next annual general meeting or the close of business on 6 September 2018, whichever is sooner. The directors intend to seek renewal of this authority at each annual general meeting of the Company.

19. To authorise the directors to call a general meeting of the Company other than an annual general meeting on not less than 14 clear days' notice, provided that this authority expires at the conclusion of the next annual general meeting of the Company.

This resolution, which is proposed as a special resolution, is proposed to allow the Company to continue to call general meetings other than an annual general meeting on 14 clear days' notice. The Act provides that the minimum notice period for general meetings is 21 clear days unless the Company (a) has passed a special resolution in general meeting approving the holding of a general meeting on 14 clear days' notice; and (b) offers the facility for all shareholders to vote by electronic means. Annual general meetings must continue to be held on at least 21 clear days' notice.

At the last annual general meeting, shareholders approved the calling of meetings other than an annual general meeting on 14 clear days' notice. This resolution is proposed as the Company would like to continue to preserve this ability. In the event that this authority is to be exercised, the directors will ensure that it is not used as a matter of routine, but only when time-sensitive matters are to be discussed and where it is thought to be in the interests of shareholders as a whole, and they intend to follow other best practice recommendations as regards its use. If approved, the authority will be effective until the next annual general meeting of the Company, when it is intended that a similar resolution will be proposed in order to renew this power.

Registered office:  
Booker Group plc  
Equity House  
Irthlingborough Road  
Wellingborough  
Northants  
NN8 1LT

By Order of the Board

**Mark Chilton**  
Company Secretary

26 May 2017

# NOTES

The following notes explain your general rights as a shareholder and your rights to attend and vote at the Annual General Meeting or to appoint someone else to vote on your behalf.

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B of the Act, the Company specifies that only persons on the register of members as at 6.00 p.m. (UK time) on 3 July 2017 shall be entitled to attend the Annual General Meeting either in person or by proxy and the number of shares then registered in their respective names shall determine the number of votes such persons are entitled to cast on a poll at the meeting. Changes to entries on the register after 6.00 p.m. (UK time) on 3 July 2017 shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.
2. A shareholder is entitled to appoint a proxy to exercise all or any of his rights to attend and to speak and vote instead of him at the Annual General Meeting. A form of proxy is enclosed with this notice for use in relation to the Annual General Meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A proxy need not be a shareholder of the Company. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company's registrars, Computershare Investor Services PLC.
3. A person who is not a shareholder of the Company, but has been nominated by a shareholder to enjoy information rights in accordance with section 146 of the Act (a "**Nominated Person**") does not have a right to appoint a proxy. Nominated Persons may have a right, under an agreement with the shareholder, to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under an agreement with the relevant shareholder to give instructions as to the exercise of voting rights.
4. If you have been nominated to receive general shareholder communications directly from the Company, it is important to remember that your main contact in terms of your investment remains the registered shareholder or custodian or broker who administers the investment on your behalf. Therefore, any changes or queries relating to your personal details and holding (including any administration) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to them in error. The only exception to this is where the Company, in exercising one of its powers under the Act, writes to you directly for a response.
5. To be valid, the form of proxy must be executed by or on behalf of the shareholder or, if the shareholder is a corporate, under the hand of a duly authorised officer or attorney.
6. If two or more valid but differing appointments of proxy are delivered or received in respect of the same share, the one which is last validly delivered or received (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which instrument was last validly delivered or received, none of them shall be treated as valid in respect of that share.
7. The form of proxy and power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of such power or authority must be received by the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY not later than 11.00 a.m. on 3 July 2017, or if the Annual General Meeting is adjourned, 48 hours prior to the adjourned meeting. Shareholders may also lodge their proxy vote online at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). In order to access the voting system, shareholders will need their Shareholder Reference Number, PIN and Control Number found on their proxy card. Return of the form of proxy or any CREST Proxy Instruction (as described in paragraph 8 below) will not prevent you from attending and voting at the meeting instead of the proxy, if you wish. If you do this and there is a poll vote, your proxy votes will be ignored.
8. 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) thereof by utilising 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.

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 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 Computershare Investor Services PLC (ID 3RA50) not later than 11:00 a.m. on 3 July 2017. 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 Computershare Investor Services PLC is able to retrieve the message by enquiry to CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited 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.

9. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.
10. 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 section 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 meeting includes any statement that the Company has been required to publish on a website under section 527 of the Act.
11. Shareholders attending the meeting have the right to ask questions. The Company has an obligation to answer such questions relating to the business being dealt with at the meeting, but no such answer need be given if: (i) it is undesirable in the interest of the Company or the good order of the meeting; (ii) to do so would unduly interfere with the preparation for the meeting or involve the disclosure of confidential information; or (iii) the answer has already been given on a website in the form of an answer to a question.
12. As at 25 May 2017 (being the last practicable date before publication of this notice) the Company's issued share capital consisted of 1,782,286,667 Ordinary Shares, carrying one vote each. The Company does not currently hold any shares in treasury. Therefore, the total number of voting rights in the Company as at 25 May 2017 was 1,782,286,667. On a vote by poll, every shareholder who is present in person or by proxy has one vote for every Ordinary Share held. It is proposed that all votes on the resolutions at the Annual General Meeting will be taken by way of a poll.
13. Copies of the following documents will be available for inspection at the offices of Clifford Chance LLP, 10 Upper Bank Street, London E14 5JJ during usual business hours (excluding weekends and English public holidays) from the date of this notice until the conclusion of the Annual General Meeting and at the Annual General Meeting itself for at least 15 minutes prior to the Annual General Meeting until the meeting ends:
  - (a) the service agreements of each of the Executive Directors of the Company;
  - (b) the letters of appointment of the Chairman and each of the Non-Executive Directors of the Company; and
  - (c) the terms of reference of the audit, nomination and remuneration committees of the Board of Directors of the Company.
14. Except as provided above, shareholders who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted): call our general shareholder helpline on 0370 889 3230; or write to the Company's Registrars, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY. Shareholders may not use any electronic address provided either in this notice or any related documents (including the Chairman's letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.
15. A copy of this notice of meeting and other information required by section 311A of the Act can be found at [www.bookergroup.com](http://www.bookergroup.com).