THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT CONTAINS THE RESOLUTIONS TO BE VOTED ON AT THE COMPANY'S ANNUAL GENERAL MEETING TO BE HELD ON 25 MAY 2016.

If you are in doubt as to what action you should take, you are recommended to seek your own advice from an appropriate professional adviser who is authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your Shares in Polypipe Group plc (the "Company"), please send this document and the accompanying Form of Proxy, as soon as possible, to the purchaser or transferee or to the other person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Polypipe Group plc

(Incorporated and registered in England and Wales with no. 06059130)

NOTICE OF ANNUAL GENERAL MEETING

The second Annual General Meeting ("AGM") of Polypipe Group plc (the "Company") will be held on 25 May 2016 at the Holiday Inn, High Road, Doncaster, DN4 9UX, United Kingdom at 10.30am.

A Form of Proxy for the purpose of voting accompanies this document and, to be valid, must be completed and returned in accordance with the instructions set out thereon as soon as possible by mail so as to reach:

Capita Asset Services
PXS
34 Beckenham Road
Beckenham
Kent
BR3 4TU

by no later than 10.30am on Monday 23 May 2016

Dear Shareholder.

The AGM is an important day in our calendar and is the Board's opportunity to present the Company's performance and strategy to shareholders and to listen and respond to your questions.

The formal Notice of Meeting is attached to this letter on pages 3-4. An explanation of each of the resolutions to be proposed at the AGM is set out on pages 5-6. A proxy form is also enclosed with this Notice. If you have requested a printed copy of the Annual Report and Accounts, it is also enclosed.

If you requested to receive the Annual Report and Accounts electronically or did not return the election letter previously sent to you, please accept this letter as notification that the Company's 2015 Annual Report and Accounts has now been published on our website at www.polypipe.com.

Your vote counts

Your vote is important to us. You can vote by signing and returning your proxy form or by attending and voting at the AGM. Instructions are set out in the notes on pages 7 - 8.

Recommendation

Your Directors believe that the Resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and we unanimously recommend that you vote in favour of them, as we propose to do so in respect of our own shareholdings.

The Directors and I look forward to meeting as many of you as possible at our AGM and we thank you for your continued support.

Yours faithfully,

Ron Marsh

Chairman

Notice of 2016 Annual General Meeting

Notice is hereby given that the AGM of Polypipe Group plc will be held at the Holiday Inn, High Road, Doncaster, DN4 9UX, United Kingdom on 25 May 2016 at 10.30am, to consider and vote on the Resolutions below. Resolutions 1 to 12 will be proposed as ordinary resolutions and Resolutions 13 to 15 will be proposed as special resolutions.

ORDINARY RESOLUTIONS

Resolution 1

To receive the Company's financial statements for the year ended 31 December 2015 together with the Directors' report and the auditors' report on these accounts ("the 2015 Annual Report and Accounts").

Resolution 2

To approve the Directors' Remuneration Report for the year ended 31 December 2015, excluding the Directors' Remuneration Policy, set out on pages 55 – 61 of the Company's 2015 Annual Report and Accounts.

Resolution 3

To declare a final dividend of five and a half pence per ordinary share.

Resolution 4

To re-elect Mr David Hall as a Director of the Company.

Resolution 5

To re-elect Mr Ron Marsh as a Director of the Company.

Resolution 6

To re-elect Mrs Moni Mannings as a Director of the Company.

Resolution 7

To re-elect Mr Paul Dean as a Director of the Company.

Resolution 8

To re-elect Mr Mark Hammond as a Director of the Company.

Resolution 9

To elect Mr Martin Payne as a Director of the Company.

Resolution 10

To re-appoint Ernst & Young LLP as Auditor of the Company to hold office from the conclusion of this Meeting until the conclusion of the next General Meeting of the Company at which the Company's accounts are laid.

Resolution 11

To authorise the Audit Committee of the Company to determine the Auditor's remuneration.

Resolution 12

THAT, in substitution for any existing authority but without prejudice to the exercise of any such authority prior to the date of the passing of this resolution, the Board of Directors of the Company (the "Board") be and it is hereby generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £66,353.69 provided that this authority shall expire at the conclusion of the AGM of the Company to be held in 2017 or on 30 June 2017, whichever is the earlier, save that the Company may before such expiry make an offer or enter into an agreement which would or might require shares to be allotted, or rights to subscribe for or to convert securities into shares to be granted, after such expiry and the Board may allot shares or grant such rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

Resolution 13

THAT, subject to the passing of Resolution 12 and in substitution for any existing authority but without prejudice to the exercise of any such authority prior to the date of the passing of this resolution, the Board of Directors of the Company (the "Board") be and it is hereby 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) (including the grant of rights to subscribe for, or to convert any securities into, ordinary shares of £0.001 each in the capital of the Company ("Ordinary Shares")) for cash either pursuant to the authority conferred on it by such Resolution 12 or by way of a sale of treasury shares (within the meaning of section 560(3) of the Act) as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities for cash in connection with a rights issue, open offer or other pre-emptive offer in favour of the holders of Ordinary Shares on the register of members on a date fixed by the Board where the equity securities respectively attributable to the interests of all such holders of Ordinary Shares are proportionate (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them on that date (subject to such exclusions or other arrangements in connection with the rights issue, open offer or other pre-emptive offer as the Board deems necessary or expedient to deal with shares held in treasury, fractional entitlements to equity securities and to deal with any legal or practical problems or issues arising in any overseas territory or under the requirements of any regulatory body or stock exchange); and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) of this resolution) of equity securities up to an aggregate nominal amount of £9,999.99

and provided that this power shall expire at the conclusion of the AGM of the Company to be held in 2017 or on 30 June 2017, whichever is the earlier, save that the Company may before such expiry make an offer or enter into an agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Resolution 14

THAT the Company be and it is hereby generally authorised pursuant to section 701 of the Companies Act 2006 (the "Act") to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of £0.001 each in the capital of the Company ("Ordinary Shares") on such terms and in such manner as the Board of Directors may from time to time determine, provided that:

- (a) the number of such Ordinary Shares hereby authorised to be purchased by the Company shall not exceed 19,926,034;
- (b) the price that may be paid by the Company for any of its Ordinary Shares shall not be less than £0.001, being the nominal value of each Ordinary Share, and shall not be greater than 105% of the average trading price of the Ordinary Shares as derived from the middle market quotations for an Ordinary Share on the London Stock Exchange Daily Official List for the five trading days immediately preceding the date on which a share is contracted to be purchased; and
- (c) unless previously revoked, renewed, extended or varied, the authority hereby conferred shall expire at the conclusion of the AGM of the Company to be held in 2017 or on 30 June 2017, whichever is the earlier, provided that the Company may effect purchases following the expiry of such authority if such purchases are made pursuant to contracts for purchases of Ordinary Shares which are entered into by the Company on or prior to the expiry of such authority.

Resolution 15

That a General Meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.

By order of the Board

Capita Company Secretarial Services Ltd

Company Secretary 15 April 2016

Registered Office:

Polypipe Group plc Broomhouse Lane Edlington Doncaster DN12 1ES

Explanatory Notes to the Notice of Annual General Meeting

Resolutions 1 to 12 are proposed as ordinary resolutions. More than 50% of the votes cast must support these resolutions in order for the resolutions to be passed. Resolutions 13 to 15 are proposed as special resolutions. More than 75% of the votes cast must support these resolutions in order for the resolutions to be passed.

Resolution 1: Financial Statements and Directors' Report

The Directors of the Company are required by the Companies Act 2006 to lay the accounts of the Company for the financial year ended 31 December 2015, the report of the Directors and the report of the auditors of the Company on those accounts before shareholders at General Meeting. Shareholders will have the opportunity to put questions on the 2015 Annual Report and Accounts to the Directors at the AGM.

Resolution 2: Directors' Remuneration Report

Shareholders will have the opportunity to cast an advisory vote on the Directors' Remuneration Report for the year ended 31 December 2015.

Resolution 3: Final dividend

The Board proposes a final dividend of five and a half pence per ordinary share for the year ended 31 December 2015. If approved, the recommended final dividend will be paid on 1 June 2016 to all shareholders who are on the Register of Members at close of business on 29 April 2016.

Resolutions 4 - 8: Re-election of Directors

The Company's Articles of Association require that each Director appointed to the Board shall retire and seek election every three years at the AGM. However, in accordance with the provisions of the UK Corporate Governance Code, all members of the Board wishing to continue their appointments will seek re-election by the shareholders annually.

Following the recommendation from the Nomination committee, the Board is satisfied that each of the Directors continues to be effective and demonstrates a commitment to their role and that each of the Directors continues to be able to dedicate sufficient time to their duties.

Full biographies of all the Directors are set out in the Company's 2015 Annual Report and accounts and are also available for viewing on the Company's website (www.polypipe.com).

Resolution 9: Election of Director

Martin Payne

Role: Chief Financial Officer

Martin Payne is our newly appointed Chief Financial Officer. He was previously Group Finance Director and an Executive Director of Norcros plc between March 2011 and April 2016. Prior to that he held senior financial positions at JCB, the construction equipment manufacturer, and IMI plc, the listed engineer. He is a Fellow of the Chartered Institute of Management Accountants and has an economics degree from Durham University.

Resolution 10: Re-appointment of auditors

The Company is required under section 489 of the Companies Act 2006 to reappoint auditors at each General Meeting at which accounts are laid, such auditors to hold office until the next such meeting. Resolution 10 proposes the appointment of Ernst & Young LLP as auditors of the Company. The Audit Committee of the Board has reviewed the effectiveness of the audit services of Ernst & Young LLP for the year ended 31 December 2015 and continues to be satisfied with Ernst & Young LLP's effectiveness and independence.

Resolution 11: Remuneration of auditors

Resolution 11 authorises the Audit Committee of the Company to determine the auditors' remuneration for the coming financial year, pursuant to section 492 of the Companies Act 2006.

Resolution 12: Authority to allot ordinary shares

Resolution 12 invites shareholders to give authority to the Directors to allot shares. Resolution 12 will, if approved, give the Directors authority to allot shares until the conclusion of the AGM to be held in 2017 or 30 June 2017, whichever is the earlier. This authority is restricted to the allotment of shares having an aggregate nominal value of up to £66,353,69, representing approximately 33.3% of the Company's issued ordinary share capital (excluding treasury shares) on 15 April 2016 (being the latest practicable date before the date of this document). The Company holds 739,522 treasury shares, representing 0.37% of the issued share capital. The extent of the authority follows the guidelines issued by institutional investors. There are no present plans to allot shares, other than in respect of employee share schemes.

Resolutions 13, 14 and 15 are special resolutions. At least 75% of the votes cast must support these resolutions in order for the resolutions to be passed.

Resolution 13: Disapplication of pre-emption rights

Resolution 13 is to dis-apply statutory pre-emption rights. Section 561 of the Act gives all shareholders the right to participate on a pro-rata basis in all issues of equity securities for cash, unless they agree that this right should be disapplied. The effect of this resolution is to empower the Directors, until the conclusion of the AGM to be held in 2017 or 30 June 2017, whichever is the earlier, to allot equity securities for cash, without first offering them on a pro-rata basis to existing shareholders, but only up to a maximum nominal amount of £9,999.99 representing approximately 5% of the Company's issued ordinary share capital (including treasury shares) on 15 April 2016 (being the latest practicable date before the date of this document). In addition, the resolution empowers the Directors to deal with fractional entitlements and any practical problems arising in any overseas territory on any offer made on a pro-rata basis. The Directors consider that it is appropriate for this authority and these powers to be granted to preserve flexibility for the future.

Resolution 14: Authority to purchase Company's own shares

Resolution 14 is seeking shareholder approval to allow the Company to make market purchases of the Company's ordinary shares on such terms and in such manner as the Directors may determine from time to time, subject to the limitations set out in this resolution. If this resolution is passed, the Company will be authorised to purchase up to a maximum of 19,926,034 ordinary shares, being approximately 10% of the Company's issued ordinary share capital (exclusive of treasury shares) on 15 April 2016 (being the latest practicable date before the date of this document). This resolution sets out the minimum and maximum price that the Company may pay for purchases of its ordinary shares. If this resolution is passed, the authority for the Company to purchase its ordinary shares will remain effective until the conclusion of the AGM to be held in 2017 or 30 June 2017, whichever is the earlier. Under the authority sought by this resolution, the Company may purchase its ordinary shares following the date on which the authority expires if such purchases are made pursuant to contracts entered into by the Company on or prior to the date on which the authority expires.

Our Directors are of the opinion that it would be advantageous for the Company to have the flexibility to purchase its own shares should such action be deemed appropriate by the Board. 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 the financial resources of the Company, the Company's share price, future investment opportunities and the overall position of the Company. The authority will be exercised only if the Directors believe that to do so would result in an increase in earnings per share and would be in the interests of shareholders generally. Shares purchased would either be cancelled and the number of shares in issue reduced accordingly or held as treasury shares.

The Company operates long term incentive plans under which awards may be satisfied by the allotment or transfer of ordinary shares to award holders. As at 15 April 2016 (being the latest practicable date before the date of this document), awards were subsisting over 36,314 ordinary shares (the "Award Shares"), representing approximately 0.018% of the Company's issued share capital. As at that date, the Company held 739,522 treasury shares representing 0.37% of the issued share capital. If the authority to purchase the Company's ordinary shares under resolution 14 were exercised in full, the Award Shares would represent approximately 0.02% of the Company's issued ordinary share capital (exclusive of treasury shares) as at 15 April 2016.

Resolution 15: Notice of General Meetings, other than AGMs

Under the Companies Act 2006, the notice period for general meetings (other than an Annual General Meeting) is 21 clear days' notice unless the Company:

- has gained shareholder approval for the holding of general meetings on 14 clear days' notice by passing a special resolution at the most recent AGM; and
- offers the facility for all shareholders to vote by electronic means.

The Company would like to preserve its ability to call general meetings (other than an Annual General Meeting) on less than 21 clear days' notice. The shorter notice period would not be used as a matter of routine but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole. Resolution 15 seeks such approval. Should this resolution be approved it will be valid until the end of the next Annual General Meeting.

Administrative Notes in connection with the Annual General Meeting

- 1. To be entitled to attend, speak and vote at the meeting (and for the purpose of the determination by the Company of the votes that may be cast), only those shareholders registered in the Register of Members of the Company as at 6pm on Monday 23 May 2016 shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after 6pm on Monday 23 May shall be disregarded in determining the right of any person to attend or vote at the Annual General Meeting.
- 2. A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend, speak and vote instead of him or her. A proxy need not be a member of the Company. A Form of Proxy is enclosed with this notice. Completion and return of the Form of Proxy will not preclude shareholders from attending or voting at the Annual General Meeting, if they so wish. If you have appointed a proxy and attend the Annual General Meeting in person, your proxy appointment will be nullified automatically.
- 3. To be valid, the Form of Proxy, together with the power of attorney or other authority, if any, under which it is executed (or a notarially certified copy of such power of attorney) must be deposited with:

Capita Asset Services PXS 34 Beckenham Road Beckenham Kent BR3 4TU

or electronically at www.capitashareportal.com no later than **10.30am on Monday 23 May 2016** or in the case of shares held through CREST, via the CREST system, (see note 4 - 6 below). If you return more than one proxy appointment, that received last by the Registrar before the latest time for the receipt of proxies will take precedent.

- 4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM (and any adjournment of the AGM) by using the procedures described in the CREST Manual (available from electronichttps://euroclear.com/site/public/EUI). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
- 5. 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 the issuers' agent (ID RA10) by 10.30am on Monday 23 May 2016. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuers' agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 6. 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 message. 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 system 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 (as amended).
- 7. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
 - Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Capita Asset Services on 0871 664 0300 (calls cost 12p per minute plus network extras; lines are open 08.30am to 5.30pm, Monday to Friday, excluding UK public holidays).
- 8. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's Registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Capita Asset Services no later than 10.30am on Monday 23 May 2016.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Annual General Meeting and voting in person. If you have appointed a proxy and attend the Annual General Meeting in person, your proxy appointment will automatically be terminated.

- 9. If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights (Nominated Person):
 - You may have a right under an agreement between you and the shareholder of the Company who has nominated you to have information rights to be appointed or have someone else appointed as a proxy of 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 shareholder to give instructions to the shareholder as to the exercise of voting rights;
 - Your main point of contact in terms of your investment in the Company remains the shareholder (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.
- 10. 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/her discretion. Your proxy will vote (or abstain from voting) as he/she thinks fit in relation to any other matter which is put before the Annual General Meeting.
- 11. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
- 12. 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. The Form of Proxy must be executed under its common seal or under the hand of any officer or attorney duly authorised.
- 13. To be valid, any Form of Proxy or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's Registrar, at the address shown on the Form of Proxy. You are advised to read the terms and conditions of use carefully.
- 14. As at 15 April 2016 (being the last practicable business day prior to the publication of this notice), the Company's issued share capital comprised 199,999,862 ordinary shares of £0.001 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 15 April 2016 is 199,260,340.
- 15. Members meeting the threshold requirements set out in the Companies Act 2006 have the right to (a) require the Company to give notice of any resolution which can properly be, and is to be, moved at the Annual General Meeting pursuant to section 338 of the Act; and/or (b) include a matter in the business to be dealt with at the Annual General Meeting, pursuant to section 338A of the Companies Act 2006.
- 16. Under section 527 of the Companies Act 2006, 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:
 - he audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or
 - 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 Companies Act 2006.

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 Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor 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 Companies Act 2006 to publish on a website.

- 17. Any member attending the meeting has the right to ask questions. The Company must answer any questions you ask relating to the business being dealt with at the meeting unless:
 - Answering the question would interfere unduly with the preparation of the meeting or involve the disclosure of confidential information;
 - The answer has already been given on a website in the form of an answer to a question; or
 - It is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- 18. Copies of the Executive Directors' service contracts and the letters of appointment of the Chairman and Non-Executive Directors are available for inspection during normal business hours at the registered office of the Company on any business day from the date of this notice until the conclusion of the Annual General Meeting and on the date of the Annual General Meeting at the location of the meeting from 10.30am until the conclusion of the Annual General Meeting.
- 19. Members who have general queries about the Annual General Meeting should telephone the Company's Registrar on 0871 664 0300 (calls cost 12p per minute plus network extras; lines are open 08.30am to 5.30pm, Monday to Friday, excluding UK public holidays).
- 20. A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at www.polypipe.com.
- 21. Members may not use any electronic address or fax number provided in this notice or in any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.