

Notice Of Annual General Meeting

STM GROUP PLC (the "Company")

Notice is hereby given that the Annual General Meeting of the Company will be held on 7th May 2010 at 12 noon at Clinch's House, Lord Street, Douglas, Isle of Man for the purpose of considering and, if thought fit, passing the following resolutions:

Ordinary Resolutions

1. THAT the accounts for the year ended 31st December 2009 and the reports of the Directors and auditors thereon be received.
2. THAT the final dividend of 0.4p per share recommended by the directors be declared to be payable on 4th June 2010 to shareholders registered at the close of business on 14th May 2009. An interim dividend of 0.2p was paid in October 2009 making a total dividend payable for the year of 0.6p.
3. As Colin Douglas Porter has been appointed during the period since the last AGM, to confirm his appointment as a director of the Company.
4. THAT Bernard Gallagher, who has retired from office by rotation in accordance with Article 92.2 of the Company's Articles of Association, be reappointed as a director of the Company.
5. THAT Matthew Graham Wood, who has retired from office by rotation in accordance with Article 92.2 of the Company's Articles of Association, be reappointed as a director of the Company.
6. THAT KPMG LLP be reappointed as auditors of the Company to hold office from the conclusion of the Annual General Meeting until the conclusion of the Annual General Meeting held in 2011.
7. THAT, subject to and conditional on the passing of Special Resolution 1 and the Isle of Man Registrar of Companies issuing a certificate of re-registration in respect of the Company pursuant to section 150 of the Isle of Man Companies Act 2006 (the "2006 Act"), the Directors be authorised to issue up to a maximum of 100,000,000 ordinary shares of £0.001 each in the capital of the Company, with such maximum number to be inclusive of any ordinary shares in issue as at the date hereof.

Special Resolutions

1. THAT:
 - a) the Company be re-registered as a company incorporated under the 2006 Act;
 - b) the Company adopts the memorandum of association complying with section 149(2) of the 2006 Act in the form initialled by the Chairman of the meeting; and
 - c) the Company adopts the articles of association in the form initialled by the Chairman of the meeting.

By order of the Board

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Elizabeth A Plummer
Company Secretary

Clinch's House, Lord Street
 Douglas, Isle of Man IM99 1RZ
 29 March 2010

Notes:

A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and, on a poll, vote instead of that member. A proxy need not be a member of the Company. A form of proxy is enclosed. Proxy forms must be returned by post or by hand to the office of the Company's registrars, Computershare Investor Services (Jersey) Limited, PO Box 83, Ordnance House, 31 Pier Road, St Helier, Jersey JE4 8PW not less than 48 hours before the time of holding of the meeting. The Company specifies, pursuant to Regulation 22 of the Uncertificated Securities Regulations 2005 (SD No. 754/05), that only those members entered on the register of members as at 12:00 noon on 5 May 2010 (or in the event that the meeting is adjourned, on the register of members 48 hours before the time of any adjourned meeting) shall be entitled to attend or vote at the meeting in respect of the number of ordinary shares registered in their name at the time. Changes to the register of members after 12:00 noon on 5 May 2010 (or, in the event that the meeting is adjourned, on the register of members less than 48 hours before the time of any adjourned meeting) shall be disregarded in determining the rights of any person to attend or vote at the meeting.

A copy of the proposed new memorandum of association and new articles of association will be available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this notice until the conclusion of the AGM at the Company's registered office at Clinch's House, Lord Street, Douglas, Isle of Man IM99 1RZ or on the Company's website www.stmgrouplc.com.