

STM GROUP PLC (“THE COMPANY”)

FORM OF PROXY – ANNUAL GENERAL MEETING
 (“AGM”) TO BE HELD ON MONDAY 27 APRIL 2009 AT 12 NOON

I/We hereby appoint the Chairman of the Meeting or the Chief Executive Officer or the following person (The person does not have to be a member of the Company)

Please leave this blank if you have selected the Chairman or CEO. Do not insert your own name(s).

as my/our proxy to attend and vote on my/our behalf at the AGM of the Company to be held at Clinch’s House, Lord Street, Douglas, Isle of Man on Monday 27 April 2009 at 12 noon and at any adjournment thereof as indicated in the resolution boxes*.

	For	Against	Vote withheld
Ordinary Resolutions			
1. To approve and adopt the accounts			
2. To approve the final dividend			
3. To re-elect Timothy John Revill			
4. To re-elect Alan Roy Kentish			
5. To re-appoint KPMG Audit LLC as auditors			
6. Authority to allot shares			
Special Resolutions			
1. Authority to issue shares non-pre-emptively			
2. Authority for Company to purchase own shares			
3. To amend the Articles of Association			

Signature(s) (Please sign in the box above)

Any one joint holder may sign

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Date

Disclaimer

Kindly Note: This form is issued only to the addressee(s) and is specific to the class of security and the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders, (ii) classes of security or (iii) uniquely designated accounts. The issuer and Computershare accept no liability for any instruction that does not comply with these conditions.

Notes for completion of proxy form

- Please indicate by placing “X” in the appropriate space how you wish your votes to be cast in respect of the Ordinary Resolutions and the Special Resolutions. If this form is duly signed and returned but without any specific discretion on any other business (including a motion to adjourn the meeting or to amend the Ordinary Resolution and the Special Resolution) the proxy may vote at his discretion.
- In case of joint shareholders, the vote of the first named in the register of members of the Company who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders.
- This form must be executed by the shareholder(s) or his/their attorney duly authorised in writing. In the case of a shareholder which is a corporation, this form must be executed either under common seal, by signature of a director and its secretary or by two directors or under the hand of an officer or attorney duly authorised in writing on its behalf.
- To be valid, this form must be completed, signed and deposited at or returned by post to the Company’s CREST service provider, Computershare Investors services (Channel Islands) Limited. PO Box 83, Ordnance House. 31 Pier Road, St Helier, Jersey JE4 8PW so as to be received no later than 48 hours before the time of holding the meeting.
- The “Vote Withheld” option is provided to enable you to abstain on any particular resolution. However, it should be noted that a “Vote Withheld” is not a vote in law and will not be counted in the calculation of the proportion of the votes “For” and “Against” a resolution.

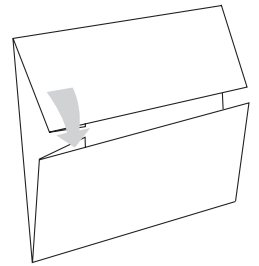
* Completion and return of the form of proxy will not prevent you from attending and voting at the meeting instead of your proxy if you so wish.

Business Reply
Licence Number
JE 147

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first fold



Computershare Investors Services
(Channel Islands) Limited
PO Box 83
Ordnance House
31 Pier Road
St Helier
Jersey JE4 8PW

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