

# NOTICE OF ANNUAL GENERAL MEETING

## IMPORTANT NOTE

**THIS NOTICE AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE 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 immediately from your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if you are resident outside the United Kingdom, from another appropriately qualified financial adviser.

If you have sold or transferred all of your shares, please forward this Notice together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

**Due to security restrictions at the venue, if you intend to attend the meeting please notify Veronique Noel (Veronique.noel@stmgroupplc.com) before 12 noon (UK time) on Friday 10 May 2019.**

## STM GROUP PLC (the 'Company') NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held on 14 May 2019 at 2:00 p.m. at Pinsent Masons, 30 Crown Place, London EC2A 4ES for the purpose of considering and, if thought fit, passing the following resolutions:

- Ordinary Resolutions**
1. THAT the accounts for the year ended 31 December 2018 and the reports of the Directors and auditors thereon be received.
  2. THAT the final dividend of 1.3p per share recommended by the Directors be declared to be payable on 26 June 2019 to shareholders registered at the close of business on 31 May 2019, the ex-dividend date of the shares is 30 May 2019.
  3. THAT the appointment as Director of the Company of Graham Kettleborough, who has been appointed as Director during the period since the last Annual General Meeting, be confirmed in accordance with article 83 of the Company's Articles of Association (the 'Articles').
  4. THAT the appointment as Director of the Company of Duncan Crocker, who has been appointed as Director during the period since the last Annual General Meeting, be confirmed in accordance with Article 83 of the Articles.
  5. THAT the appointment as Director of the Company of Pete Marr, who has been appointed as Director during the period since the last Annual General Meeting, be confirmed in accordance with Article 83 of the Articles.
  6. THAT Malcolm Berryman who has retired from office by rotation in accordance with Article 88 of the Articles, be reappointed as a Director of the Company.
  7. THAT Deloitte LLP having been appointed as auditors during the year 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 2020.
- Special Resolution**
8. THAT the Directors be authorised to allot ordinary shares for cash as if the restrictions at Article 7.1 (Pre-emption) of the Articles do not apply to such allotment, provided such allotment or allotments are limited to the allotment of ordinary shares up to an aggregate nominal amount equal to 10 per cent of the aggregate nominal amount of all the ordinary shares in issue as of the date of passing this resolution, which would amount to a maximum of 5,940,808 ordinary shares, such authority to expire at the conclusion of the next Annual General Meeting of the Company after passing of this resolution (the 'First Period') save that the Company may before the expiry of the First Period make an offer or agreement which would or might require ordinary shares to be allotted after such expiry of the First Period (as the case may be) and the Directors of the Company may allot ordinary shares in pursuance of such offer or agreement as if their authority conferred hereby had not expired.

### Notes:

Resolutions 1 to 7 are to be proposed as Ordinary Resolutions. Resolution 8 is to be proposed as a Special Resolution requiring the approval of (i) on a show of hands a majority of not less than 75 per cent of such members as are present and voting at the relevant meeting and are entitled under the Articles to vote on a show of hands; or (ii) on a poll members of the Company holding not less than 75 per cent of the voting rights attributable to the shares held by the members present and voting at the relevant meeting and entitled under these Articles to vote on a poll.

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 to the office of the agent of the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Rd, Bristol BS99 6ZY 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 2006 (SD No. 743/06), that only those members entered on the register of members as at close of business on 10 May 2019 (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 close of business on 10 May 2019 (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.

By order of the Board



**Elizabeth A Plummer**  
Company Secretary  
18 Athol Street, Douglas  
Isle of Man, IM1 1JA  
25 March 2019