

IMPORTANT NOTE

THIS DOCUMENT 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 document together with the accompanying notice of Extraordinary General Meeting and 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.

Company Number: 005398V

THE ISLE OF MAN COMPANIES ACT 2006

NOTICE OF EXTRAORDINARY GENERAL MEETING

of

**STM GROUP PLC
(the “Company”)**

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Company will be held at 10:30 am on 31 December 2014 at 18 Athol Street, Douglas, Isle of Man, IM1 1JA for the purpose of considering and, if thought fit, passing the following special resolution:

Special Resolution

That the articles of association of the Company be amended by deleting article 15 in its entirety and replacing it with the following:

“15. Purchase of own shares

15.1 The Company may purchase, redeem or otherwise acquire its own shares for any consideration provided that the Company continues to have at least one shareholder at all times. The Company may hold its shares as treasury shares in accordance with applicable law.

15.2 Unless shares are expressed to be redeemable, the Company may only purchase, redeem or otherwise acquire them pursuant to –

15.2.1 an offer to all shareholders which, if accepted, would leave the relative rights of the shareholders unaffected and which affords each

shareholder a period of not less than 14 days within which to accept the offer; or

15.2.2 an offer to one or more shareholders to which all shareholders have consented in writing; or

15.2.3 an offer to one or more shareholders which is approved by a resolution of the Directors which states that, in the opinion of the Directors:-

- (a) the transaction benefits the remaining shareholders; and
- (b) the terms of the offer are fair and reasonable to the Company and the remaining shareholders,

and such resolution sets out the reasons for the Directors' opinion.

15.3 The Company may only offer to purchase, redeem or otherwise acquire shares if the resolution of the Directors authorising the purchase, redemption or other acquisition contains a statement that the Directors are satisfied, on reasonable grounds, that the Company will, immediately after the purchase, redemption or other acquisition, satisfy the Solvency Test.

15.4 Shares that the Company purchases, redeems or otherwise acquires pursuant to this Article shall be cancelled unless they are held as treasury shares in accordance with applicable law.

By order of the Board

Elizabeth A Plummer

Elizabeth A Plummer

Company Secretary

18 Athol Street

Douglas

Isle of Man IM1 1JA

4 December 2014

Notes:

The resolutions above is 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 the 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 by post or by hand 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.

As provided in Regulation 22 of the Uncertificated Securities Regulations 2006, only those members registered in the register of members of the Company 48 hours before the time set for the meeting (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 and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.