

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you are recommended to seek your own advice immediately from a stockbroker, solicitor, accountant or other professional adviser authorised pursuant to the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.**

If you have sold or transferred all of your Ordinary Shares in the Company, please forward this document together with the Proxy Form without delay 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. Such documents should not, however, be forwarded or transmitted in or into any jurisdiction where to do so might constitute a violation of the relevant laws in such jurisdiction. If you have sold or transferred only part of your holding of Ordinary Shares, you should retain these documents and consult the stockbroker bank or other agent through whom the sale or transfer was effected.

**This document should be read in conjunction with the enclosed Proxy Form and the definitions set out in Part 2 of this document. The whole of this document should be read and, in particular, your attention is drawn to the letter from the Senior Independent Director of the Company set out in Part 1 of this document which contains the recommendation by the Directors to Shareholders to vote in favour of the resolutions relating to the Special Business to be proposed at the Annual General Meeting.**

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# Stobart Group Limited

(incorporated under the laws of Guernsey with registered number 39117)

## Notice of Annual General Meeting

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A notice convening the Annual General Meeting of the Company to be held at 11.00 a.m. on 6 July 2018 at St Pierre Park Hotel, Rohais, St Peter Port, Guernsey GY1 1FD is set out in Part 3 of this document. Whether or not you propose to attend the Annual General Meeting, please complete, sign and return the accompanying Proxy Form in accordance with the instructions printed on it as soon as possible. The Proxy Form must be received by the Company's registrar, Link Asset Services, not less than 48 hours before the time of the holding of the Annual General Meeting. The Proxy Form may be delivered, by post or by hand, to Link Asset Services so that it is received by Link Asset Services by no later than 11.00 a.m. on 4 July 2018 (being 48 hours before the time appointed for the holding of the Annual General Meeting). CREST members can also appoint proxies by using the CREST electronic proxy appointment service and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual so that it is received by Link Asset Services by no later than 11.00 a.m. on 4 July 2018. The time of receipt will be taken to be the time from which Link Asset Services is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

Completion and return of a Proxy Form or transmitting a CREST Proxy Instruction will not prevent you from attending and voting at the Annual General Meeting in person should you wish to do so.

## **IMPORTANT NOTICE**

The release, publication or distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about, and observe, any applicable restrictions or requirements. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction. This document has been prepared for the purposes of complying with English law and the Listing Rules and the applicable rules and the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of England and Wales. The statements contained in this document are made as at the date of this document, unless some other time is specified in relation to them, and publication of this document shall not give rise to any implication that there has been no change in the facts set forth herein since such date. Nothing contained in this document shall be deemed to be a forecast, projection or estimate of the future financial performance of the Company except where otherwise stated.

## **FORWARD-LOOKING STATEMENTS**

This document contains certain 'forward-looking statements' with respect to certain plans and objectives of the members of the Group. In some cases, these forward-looking statements can be identified by the fact that they do not relate to historical or current facts and by the use of forward-looking terminology, including the terms 'anticipates', 'believes', 'estimates', 'expects', 'intends', 'plans', 'prepares', 'goal', 'target', 'will', 'may', 'should', 'could' or 'would' or, in each case, their negative or other variations or comparable terminology. These statements are based on assumptions and assessments made by the Directors in light of their experience and their perception of historical trends, current conditions, expected future developments and other factors they believe appropriate. Investors should specifically consider the factors identified in this document that could cause actual results to differ before making an investment decision. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the Company or the Group, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. They are also based on numerous assumptions regarding the Company's and/or the Group's present and future business strategies and the environment in which it is believed that the Group will operate in the future. These forward-looking statements speak only as at the date of this document. The Company expressly disclaims any obligations or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this document to reflect any change in the Company's expectations with regard thereto, any new information or any change in events, conditions or circumstances on which any such statements are based, unless required to do so by law or any appropriate regulatory authority. Should one or more of these risks or uncertainties materialise, or should underlying assumptions prove incorrect, actual results may vary materially from those described in this document.

# Stobart Group

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## Expected Timetable of Events

Last time and date for receipt of Proxy Form for the Annual General Meeting	11.00 a.m. on 4 July 2018
Last time and date for receipt of CREST Proxy Instructions	11.00 a.m. on 4 July 2018
Last time and date for registration in the Register	Close of business on 4 July 2018
Annual General Meeting	11.00 a.m. on 6 July 2018

### Notes:

1. References to times are to London times unless otherwise stated.
2. The dates and times given in this document are based on the Company's current expectations and may be subject to change.
3. Any changes to the timetable set out above will be announced via a Regulatory Information Service.

# PART 1: LETTER FROM THE SENIOR INDEPENDENT DIRECTOR OF STOBART GROUP LIMITED

(incorporated under the laws of Guernsey with registered number 39117)

Directors:

Iain Ferguson CBE	(Non-Executive Chairman)
Warwick Brady	(Chief Executive Officer)
Andrew Tinkler	(Executive Director)
Richard Laycock	(Chief Financial Officer)
Andrew Wood	(Non-Executive Director)
John Garbutt	(Non-Executive Director)
John Coombs	(Non-Executive Director)

*Registered Office*  
Old Bank Chambers  
La Grande Rue  
St. Martin's  
Guernsey  
GY4 6RT

8 June 2018

Dear Shareholder

## Notice of Annual General Meeting

I am sending this document to you as the Senior Independent Director of the Company.

As announced on 25 May 2018, Andrew Tinkler, an Executive Director and Shareholder of the Company, has advised the Board that he does not intend to vote his Ordinary Shares in favour of the re-election of Iain Ferguson CBE, the Chairman of the Company, at the forthcoming Annual General Meeting.

All of the other Directors offering themselves for election or re-election at the Annual General Meeting have full confidence in Mr Ferguson, both as a Director and as Chairman and are recommending that Shareholders vote in favour of Resolution 2, the re-election of Mr Ferguson, at the Annual General Meeting. Furthermore, John Coombs and I have advised the Board that we intend to resign from the Board in the event that Mr Ferguson is not re-elected. As announced in the 2018 Preliminary Statement of Results, John Garbutt, the other Non-Executive Director, has decided to step down at the Annual General Meeting.

On 4 June 2018, the Company received a requisition from shareholders (including Mr Tinkler) holding in excess of 33% of the Company's voting capital to nominate Philip Day to be elected as a Director of the Company either at the AGM or at a subsequently convened general meeting and to invite the Board to nominate him as Chairman. The Board will convene a further general meeting in accordance with its articles in due course.

On each of 29 May 2018 and 5 June 2018, the Company made a further announcement relating to these matters. These announcements (and the announcement of 25 May 2018) can be found at [www.stobartgroup.co.uk/regulatory-news-service](http://www.stobartgroup.co.uk/regulatory-news-service).

### 1. Notice of Annual General Meeting

Your attention is drawn to the Notice set out in Part 3 of this document (including the explanatory notes) convening the Annual General Meeting to be held at 11.00 a.m. on 6 July 2018 at St Pierre Park Hotel, Rohais, St Peter Port, Guernsey GY1 1FD where the resolutions set out in the Notice will be proposed.

Only holders of Ordinary Shares may vote at the Annual General Meeting.

As previously announced, notwithstanding the slight delay to the date of the Annual General Meeting, the proposed dividend of 4.5 pence per share will still be paid on 6 July 2018. The Board intends to declare an interim dividend of such amount, rather than recommending a final dividend for approval by Shareholders at the Annual General Meeting. The record date for the dividend will remain the same (14 June 2018). Consequently there will be no resolution relating to the dividend at the Annual General Meeting.

### 2. Action to be taken

You are invited to attend the Annual General Meeting. If you would like to vote on the resolutions but cannot attend the Annual General Meeting in person, please fill in the Proxy Form accompanying this document and return it to Link Asset Services at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible. Link Asset Services must receive the Proxy Form by 11.00 a.m. on 4 July 2018 (being 48 hours before the time appointed for the holding of the Annual General Meeting).

Resolutions 1 to 11 are to be proposed as ordinary resolutions and Resolutions 12 and 13 are to be proposed as special resolutions. The ordinary resolutions 1 to 11 will require a simple majority of those voting in person or by proxy (whether on a show of hands or on a poll) in favour of such resolutions. The special resolutions 12 and 13 will require approval by not less than 75 per cent of those voting in person or by proxy (whether on a show of hands or on a poll) in favour of such resolutions.

CREST members can appoint proxies by using the CREST electronic proxy appointment service and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual so that it is received by Link Asset Services (under CREST participant ID: RA10) by no later than 11.00 a.m. on 4 July 2018 (being 48 hours before the time appointed for the holding of the Annual General Meeting). The time of receipt will be taken to be the time from which Link Asset Services is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

Completion and return of a Proxy Form or transmitting a CREST Proxy Instruction will not prevent you from attending the Annual General Meeting and voting in person should you wish to do so.

### **3. Further information**

Your attention is drawn to the definitions set out in Part 2 of this document and the Notice of Annual General Meeting set out in Part 3 at the end of this document. You are advised to read the whole of this document and not rely on the summary information provided above.

### **4. Recommendation**

The Board considers the passing of the resolutions relating to the Special Business to be proposed at the Annual General Meeting to be in the best interests of the Company and the Shareholders as a whole.

Accordingly, the Board recommends that the Shareholders vote in favour of the resolutions relating to the Special Business to be proposed at the Annual General Meeting.

Yours faithfully

**Andrew Wood**

Senior Independent Director

## PART 2: DEFINITIONS

The following definitions apply to words and phrases used in this document except where the context requires otherwise:

<b>“Articles of Incorporation”</b>	the articles of incorporation of the Company adopted pursuant to a resolution at the Annual General Meeting of the Company on 29 June 2017;
<b>“Annual General Meeting”</b>	the Annual General Meeting of the Company convened for 11.00 a.m. on 6 July 2018, notice of which is set out in Part 3 of this document;
<b>“Annual Report and Accounts”</b>	the Annual Report and Accounts for financial year ended 28 February 2018;
<b>“Board”</b>	the Directors of the Company (or, where the context requires, any duly constituted committee thereof);
<b>“Company or Stobart”</b>	Stobart Group Limited, a company incorporated under the laws of Guernsey with registered number 39117;
<b>“CREST”</b>	the Relevant System (as defined in the CREST Regulations), in respect of which Euroclear is the operator (as defined in the CREST Regulations);
<b>“CREST Manual”</b>	the rules governing the operation of CREST, consisting of the CREST Reference Manual, CREST International Manual, CREST Central Counterparty Service Manual, CREST Rules, Registrars Service Standards, Settlement Discipline Rules, CCSS Operations Manual, Daily Timetable, CREST Application Procedures and CREST Glossary of Terms (all as defined in the CREST Glossary of Terms promulgated by Euroclear on 15 July 1996 and as subsequently amended);
<b>“CREST member”</b>	a person who has been admitted by Euroclear as a system member (as defined in the CREST Regulations);
<b>“CREST participant”</b>	a person who is, in relation to CREST, a system participant (as defined in the CREST Regulations);
<b>“CREST Proxy Instruction”</b>	an appropriate and valid CREST message appointing a proxy by means of CREST;
<b>“CREST Regulations”</b>	the Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended;
<b>“CREST sponsor”</b>	a CREST participant admitted to CREST as a CREST sponsor;
<b>“Director(s)”</b>	the Directors of the Company;
<b>“Electronic Means”</b>	a document sent in electronic form and by electronic means, which means that it is sent and received at its destination by means of electronic equipment for the processing (which expression includes, without limitation, digital compression) or storage of data, and entirely transmitted and received by wire, by radio, by optical means or by other electromagnetic means, or is sent by other means;
<b>“Euroclear”</b>	Euroclear UK & Ireland Limited, as the CREST operator (as defined in the CREST Regulations);
<b>“FSMA”</b>	the Financial Services and Markets Act 2000, as amended from time to time;
<b>“Group or Stobart Group”</b>	the Company, the subsidiaries and all other subsidiary undertakings of the Company from time to time;
<b>“Latest Practicable Date”</b>	8 June 2018 (being the latest practicable date prior to publication of this Notice);
<b>“Listing Rules”</b>	the listing rules made by the UK Listing Authority under section 73A of FSMA, as amended from time to time;
<b>“Notice”</b>	the notice of the Annual General Meeting set out in Part 3 of this document;
<b>“Ordinary Share” or “Ordinary Shares”</b>	the issued Ordinary Shares of 10p each in the capital of the Company;
<b>“Proxy Form”</b>	the form of proxy which accompanies this document, for use at the Annual General Meeting;
<b>“Regulatory Information Service”</b>	any channel recognised as a channel for the dissemination of regulatory information by listed companies, as defined in the Listing Rules;
<b>“Shareholder”</b>	a registered holder of an Ordinary Share; and
<b>“Special Business”</b>	the resolutions numbered 11 to 13 and set out in the Notice.

# PART 3: NOTICE OF ANNUAL GENERAL MEETING

## STOBART GROUP LIMITED

(incorporated under the laws of Guernsey with registered number 39117)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 11.00 a.m. on 6 July 2018 at St Pierre Park Hotel, Rohais, St Peter Port, Guernsey GY1 1FD. Resolutions 1 to 11 will be proposed as ordinary resolutions and Resolutions 12 and 13 will be proposed as special resolutions.

### Ordinary Business:

1. To receive the Company's Annual Accounts for the financial year ended 28 February 2018, the Directors' Report and the Auditor's Report on those accounts.
2. To re-elect Iain Ferguson CBE under article 76 of the Articles of Incorporation, who retires by rotation pursuant to article 75(1) of the Articles of Incorporation and provision B.7.1 of the UK Corporate Governance Code and who, being eligible, offers himself for re-election as a Director.
3. To re-elect Warwick Brady under article 76 of the Articles of Incorporation, who retires by rotation pursuant to article 75(1) of the Articles of Incorporation and provision B.7.1 of the UK Corporate Governance Code and who, being eligible, offers himself for re-election as a Director.
4. To re-elect Andrew Tinkler under article 76 of the Articles of Incorporation, who retires by rotation pursuant to article 75(1) of the Articles of Incorporation and provision B.7.1 of the UK Corporate Governance Code and who, being eligible, offers himself for re-election as a Director.
5. To re-elect Andrew Wood under article 76 of the Articles of Incorporation, who retires by rotation pursuant to article 75(1) of the Articles of Incorporation and provision B.7.1 of the UK Corporate Governance Code and who, being eligible, offers himself for re-election as a Director.
6. To re-elect John Coombs under article 76 of the Articles of Incorporation, who retires by rotation pursuant to article 75(1) of the Articles of Incorporation and provision B.7.1 of the UK Corporate Governance Code and who, being eligible, offers himself for re-election as a Director.
7. To approve the appointment of Richard Laycock as a Director under article 74 of the Articles of Incorporation.
8. To reappoint KPMG LLP as auditors of the Company.
9. To authorise the Directors to agree the auditors' remuneration.
10. To approve the Directors' Remuneration Report (other than the Directors' Remuneration Policy) for the financial year ended 28 February 2018.

### Special Business:

11. To consider and, if thought fit, pass the following resolution which will be proposed as an ordinary resolution:

*"THAT, for the purposes of article 7(1) of the Articles of Incorporation, the Directors of the Company be and they are hereby generally and unconditionally authorised to exercise all or any of the powers of the Company to issue shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company (such shares and rights being together referred to as 'Relevant Securities') up to an aggregate nominal value of £11,576,447 to such persons at such times and generally on such terms and conditions as the Directors may determine (subject always to the Articles of Incorporation), provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting of the Company or on 28 September 2019 (if earlier) save that the Directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require Relevant Securities to be issued after the expiry of such period and the Directors of the Company may issue Relevant Securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired."*

12. To consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

*"THAT, subject to the passing of Resolution 11, the Directors of the Company be and are hereby generally and unconditionally authorised to issue shares for cash, under the authority given by Resolution 11, as if article 7(2)(b) of the Articles of Incorporation did not apply to any such issue, provided that this power shall be limited to (a) the issue of shares in connection with an offer of shares by way of a rights issue only to (i) the holders of Ordinary Shares of 10 pence each in the capital of the Company in proportion as nearly as practicable to their respective holdings of such shares, and (ii) holders of other shares as required by the rights of those shares or as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements as the Directors may otherwise consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and/or (b) the issue otherwise than pursuant to (a) above of shares up to an aggregate nominal value equal to £1,736,467; and such power shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting of the Company or on 28 September 2019 (if earlier) save that the Directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require shares to be issued after the expiry of such period and the Directors of the Company may issue shares in pursuance of such offer or agreement as if such power had not expired."*

## PART 3: NOTICE OF ANNUAL GENERAL MEETING STOBART GROUP LIMITED continued

13. To consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

*"THAT in accordance with the Companies (Guernsey) Law, 2008 as amended, and in substitution for all existing authorities, the Company be, and hereby is generally, and unconditionally authorised to make one or more market acquisitions as defined in section 316 of the Companies (Guernsey) Law, 2008 of its Ordinary Shares of 10 pence each, provided that:*

- a) *the maximum aggregate number of Ordinary Shares hereby authorised to be acquired does not exceed 34,729,340 Ordinary Shares of 10 pence each;*
- b) *the minimum price (exclusive of expenses) which may be paid for an Ordinary Share shall be 10 pence;*
- c) *the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall be not more than the higher of: (i) 5 per cent above the average of the middle market quotations for the Ordinary Shares as derived from the Official List of the London Stock Exchange plc for the five business days before the purchase is made; and (ii) the higher of the price of the last independent trade, and the highest independent bid at the time of the purchase for the Ordinary Shares;*
- d) *the authority conferred shall expire at the conclusion of the next annual general meeting of the Company or on 28 September 2019 (if earlier);*
- e) *notwithstanding paragraph (d), the Company may make a contract to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be completed wholly or partly after the expiration of such authority, and may make a purchase of Ordinary Shares pursuant to any such contract; and*
- f) *any Ordinary Shares bought back may be held as treasury shares in accordance with the Companies (Guernsey) Law, 2008 or be subsequently cancelled by the Company."*

By order of the Board

**Louise Brace**  
Company Secretary  
Stobart Group Limited

*Registered Office*  
Old Bank Chambers  
La Grande Rue  
St Martin's  
Guernsey GY4 6RT

Registered in Guernsey with registered number 39117

8 June 2018

# Explanatory notes to the resolutions

## **Resolution 1 – Report and Accounts**

The Directors are obliged to lay the Directors' and Auditor's Reports and audited financial statements for the year ended 28 February 2018 before Shareholders at a general meeting.

## **Resolutions 2 to 7 inclusive – reappointment and appointment of Directors**

Under the UK Corporate Governance Code, the Directors of a FTSE 350 company should be subject to annual re-election by the Shareholders. Andrew Tinkler and Warwick Brady offer themselves for reappointment as Executive Directors and Richard Laycock offers himself for appointment as an Executive Director. Iain Ferguson CBE offers himself for reappointment as Non-Executive Chairman and each of Andrew Wood and John Coombs offer themselves for reappointment as Non-Executive Directors. The Directors believe that both the Non-Executive Directors are independent in character and judgement and make a valuable contribution to the Board. In addition, the Chairman confirms that, following formal procedure evaluation, each of the Non-Executive Director's performance continues to be effective and they each demonstrate commitment to their role.

John Garbutt is not offering himself for re-election and will resign from the Board following the Annual General Meeting.

## **Resolutions 8 and 9 – Auditors' appointment and remuneration**

The auditors of a company must be reappointed at each general meeting at which accounts are presented. Resolution 8 proposes the reappointment of the Company's existing auditors, KPMG LLP, until the next annual general meeting of the Company to be held in 2019. In accordance with current best practice, Resolution 10 is a separate resolution which gives authority to the Directors to determine the auditors' remuneration.

## **Resolution 10 – Directors' Remuneration Report**

The Board seeks Shareholder approval of the Directors' Remuneration Report 2018 (excluding the Directors' Remuneration Policy) which gives details of the Directors' remuneration for the financial year ended 28 February 2018 and which is set out on pages 62 to 76 of the Annual Report and Accounts for financial year ended 28 February 2018 sent with this Notice. In line with legislation, this vote will be advisory and the Directors' entitlement to remuneration is not conditional on the resolution being passed.

## **Resolution 11 – Directors' authority to issue shares**

This resolution authorises the general issue of Shares up to an aggregate nominal value of £11,576,447, which is equal to approximately one-third of the nominal value of the current issued share capital of the Company (excluding treasury shares). Such authority will expire at the conclusion of the next annual general meeting of the Company or 28 September 2019 (whichever is the earlier). The Directors have no current intention to exercise this authority. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to issue Relevant Securities but without prejudice to any issue of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

## **Resolution 12 – disapplication of pre-emption rights**

This resolution authorises the Directors to issue Ordinary Shares of 10 pence each in the Company for cash without first offering them to the existing Shareholders in proportion to their existing shareholdings up to an aggregate nominal amount of £1,736,467 (representing 17,364,670 Ordinary Shares of 10 pence each). This represents approximately 5 per cent of the issued Ordinary Share capital of the Company (excluding treasury shares) as at the Latest Practicable Date and is in accordance with the Pre-Emption Group Guidelines which provide that the power to issue shares on a non-pre-emptive basis should be limited to an aggregate nominal amount equivalent to 5 per cent of existing issued share capital. In accordance with the Pre-Emption Group Guidelines, the Board confirms its intention that no more than 7.5 per cent of the issued share capital of the Company will be issued for cash on a non-pre-emptive basis during any rolling three-year period.

## Explanatory notes to the resolutions continued

### **Resolution 13 – authority to purchase own shares**

This resolution seeks Shareholder approval for the Company to make market purchases of up to 34,729,340 Ordinary Shares of 10 pence each, being approximately 10 per cent of the issued share capital of the Company (excluding treasury shares) as at the Latest Practicable Date and specifies the minimum and maximum prices at which the Ordinary Shares may be bought.

In certain circumstances it may be advantageous for the Company to purchase its own shares and the Directors consider it to be desirable for the general authority to be available to provide flexibility in the management of the Company's capital resources. Purchases of the Company's own shares will be made if to do so would be in the best interests of the Company and of its Shareholders generally, and would result in an increase in earnings per share. The Company may either retain any of its own shares which it has purchased as treasury shares with a view to possible use at a future date or cancel them. Holding the shares as treasury shares gives the Company the ability to use them quickly and cost-effectively and would provide the Company with additional flexibility in the management of its capital base. No dividends will be paid on and no voting rights will be exercised in respect of treasury shares. It is the Company's current intention that if any shares are repurchased under this authority, a sufficient number will be held in treasury to meet the requirements, as they arise, of the Company's share incentive arrangements, with the remainder being cancelled.

The total number of awards and options to subscribe for Ordinary Shares in the capital of the Company outstanding as at the Latest Practicable Date was 10,488,226, representing approximately 3.0 per cent of the issued share capital (excluding treasury shares) at that date. If the authority being sought under this resolution was utilised in full, the issued share capital would be reduced by an equivalent amount and the outstanding awards and options would represent approximately 3.4 per cent of the issued share capital as at the Latest Practicable Date. No warrants over Ordinary Shares in the capital of the Company are in existence as at the Latest Practicable Date.

## General notes to the Notice

1. A member of the Company entitled to attend and vote at the meeting convened by this Notice is entitled to appoint one or more proxies to exercise any of his rights to attend, speak and vote at that meeting on his behalf. If a member appoints more than one proxy, each proxy, must be entitled to exercise the rights attached to different shares. A proxy need not be a member of the Company.
2. A proxy may only be appointed using the procedures set out in these notes and the notes to the Proxy Form. To appoint a proxy, a member may complete, sign and date the enclosed Proxy Form and deposit it at the office of the Company's Registrars, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 11.00 a.m. on 4 July 2018. Any power of attorney or any other authority under which the Proxy Form is signed (or a duly certified copy of such power or authority) must be enclosed with the Proxy Form.
3. In order to revoke a proxy appointment, a member must sign and date a Notice clearly stating his intention to revoke his proxy appointment and deposit it at the office of the Company's Registrars, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 11.00 a.m. on 4 July 2018. Alternatively, a member may revoke a proxy appointment by notifying the Company in writing at its registered office before the commencement of the Annual General Meeting, or any adjournment thereof, or the taking of any poll at which the proxy is to be used.
4. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so in relation to the meeting, and any adjournment(s) thereof, by utilising the procedures described in the CREST Manual. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message must be transmitted so as to be received by the Company's Registrars, Link Asset Services (whose CREST ID is RA10) by the latest time for receipt of proxy appointments specified in Note 2 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. 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.
5. 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 service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
6. As at the Latest Practicable Date, the Company's issued share capital consists of 347,293,406 Ordinary Shares of 10 pence each, carrying one vote each, 7,035,425 treasury shares in respect of which the Company is not permitted to exercise voting rights (such treasury shares equate to approximately 2.0 per cent of the Company's issued share capital (excluding treasury shares)), and 1,000 non-voting deferred shares of 0.1 pence each. Therefore, the total voting rights in the Company as at the Latest Practicable Date are 347,293,406.
7. Any corporation which is a member of the Company may authorise one or more persons (who need not be a member of the Company) to attend, speak and vote at the meeting as the representative of that corporation. A certified copy of the board resolution of the corporation appointing the relevant person as the representative of that corporation in connection with the meeting must be deposited at the office of the Company's Registrars prior to the commencement of the meeting.
8. The right to vote at the meeting shall be determined by reference to the register of members of the Company. Only those persons whose names are entered on the register of members of the Company at close of business on 4 July 2018 shall be entitled to attend and vote in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and/or vote at the meeting.
9. Members who wish to communicate with the Company by electronic means in connection with the matters set out in this Notice may do so by contacting the Company at [company.secretary@stobartgroup.com](mailto:company.secretary@stobartgroup.com) on or before the close of business on 4 July 2018.
10. As soon as practicable following the Annual General Meeting, the results of the voting at the meeting and the number of votes cast for and against and the number of votes withheld in respect of each resolution will be announced via a Regulatory Information Service and also placed on the Company's website [www.stobartgroup.com](http://www.stobartgroup.com).
11. A copy of this Notice and the Company's Annual Report and Accounts for financial year ended 28 February 2018 will also be placed on the website.

