



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Stewart & Wight plc will be held on 11 September 2013 at The Hendon Hall Hotel, Ashley Lane, Hendon, London NW4 1HF, commencing at 15.30 for the following purposes:-

As Ordinary Business to consider and, if thought fit, pass the following Resolutions which will be proposed as Ordinary Resolutions:-

1. To receive and adopt the Report and Accounts of the Company for the year ended 31 March 2013 together with the Report of the Auditor thereon.
2. To confirm the payment of the fixed dividend for the year ended 31 March 2013 on the Cumulative Preference Shares of 33.3p each ranking for this dividend.
3. To authorise the payment of a dividend for the year ended 31 March 2013 of 16 pence per share on the Ordinary Shares of 5p each ranking for this dividend.
4. To approve the Directors' Remuneration Report.
5. To re-elect as director, Mrs H Conn who retires by rotation in accordance with Article 100 of the Company's Articles of Association and being eligible offers herself for re-election.
6. To re-elect as director, Mr D Cramer who retires by rotation in accordance with Article 100 of the Company's Articles of Association and being eligible offers himself for re-election.
7. To re-appoint Chantrey Vellacott DFK LLP as auditor to the Company.
8. To authorise the directors to fix the remuneration of the auditor for the ensuing year.

Registered Office:
845 Finchley Road
London NW11 8NA
6 June 2013

By Order of the Board
DAVID M. CRAMER
Secretary

NOTES

- 1) A Member entitled to attend and vote at the Meeting convened by this Notice is entitled to appoint one or more proxies to attend and, on a poll, to vote in his or her stead. A proxy need not be a Member of the Company. The appointment of a proxy will not preclude a Member from being present at the Meeting and voting in person if he or she should subsequently decide to do so.
- 2) To be valid, forms of proxy must be lodged at the Company's registered office, 845 Finchley Road, London NW11 8NA not later than 48 hours before the time appointed for the holding of the Meeting.
- 3) The following documents will be available for inspection at the Company's registered office during normal business hours on any weekday (Saturdays and public holidays excepted) from the date of this Notice until the date of the Annual General Meeting and at the place of the Annual General Meeting for 15 minutes prior to and during the Meeting:-
 - a) the Register of Directors' Interests in the shares of the Company kept in accordance with Section 808 of the Companies Act 2006.
 - b) a copy of the Memorandum and Articles of Association of the Company.



Notice of Annual General Meeting continued

- 4) Nominated persons (a) Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a Nominated Person) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. (b) The statement of the rights of shareholders in relation to the appointment of proxies in paragraph (1) above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by shareholders of the Company.
- 5) Total Voting Rights as at 6 June 2013 the issued share capital of the Company consists of 1,564,720 Ordinary Shares of 5 pence each, carrying one vote each and 34,890 6% cumulative preference shares of 33.3p each. Therefore, the total number of voting rights of the Company as at 6 June 2013 is 1,599,610.
- 6) Any member attending the meeting has the right to ask questions. The Company has to answer any questions raised by members at the meeting which relate to the business being dealt with at the meeting unless: to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; the answer has already been given on a website in the form of an answer to a question, or; it is undesirable in the interests of the company or the good order of the meeting to answer the question.
- 7) A copy of this notice, and other information required by s311A of the Companies Act 2006, can be found at www.stewartandwightplc.co.uk