

Notice of Annual General Meeting

Notice is hereby given that the sixty-ninth Annual General Meeting (AGM) of St. Modwen Properties PLC will be held at 12 noon on Friday 26th March 2010 at the Marketing Suite, Innovation Centre, 1 Devon Way, Longbridge Technology Park, Birmingham, B31 2TS for the following purposes

ORDINARY BUSINESS

1. To receive and adopt the report of the directors and the accounts for the year ended 30th November 2009.
2. To re-elect Steve Burke as a director.
3. To re-elect Simon Clarke as a director.
4. To re-elect John Salmon as a director.
5. To elect Lesley James as a director.
6. To elect Lady Katherine Innes Ker as a director.
7. To reappoint Deloitte LLP as auditors of the company to hold office until the conclusion of the next General Meeting at which accounts are laid and to authorise the directors to determine their remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions:

8. Ordinary Resolution

That the directors' remuneration report for the year ended 30th November 2009 be approved.

9. Ordinary Resolution

That the authority to allot relevant securities and equity securities conferred on the directors by Article 8.2 of the company's Articles of Association be and is hereby granted for the period ending on 26th June 2011 or at the conclusion of the AGM of the company to be held after the date of the passing of this Resolution (whichever is the earlier) and for such period the Section 551 amount shall be £4,963,907.

10. Special Resolution

That the power to allot relevant securities and equity securities conferred on the directors by Article 8.2 of the company's Articles of Association be and is hereby granted for the period ending on 26th June 2011 or at the conclusion of the AGM of the company to be held after the date of the passing of this Resolution (whichever is the earlier) and for such period the Section 561 amount shall be £1,001,805.

11. Special Resolution

That, in accordance with Article 10 of its Articles of Association and Section 701 of the Companies Act 2006, the company be and is hereby granted general and unconditional authority to make market purchases (as defined in Section 693 of the Companies Act 2006) of any of its own ordinary shares on such terms and in such manner as the board of directors may from time to time determine PROVIDED THAT the general authority conferred by this Resolution shall:

- (a) be limited to 20,036,093 ordinary shares of 10p each;

- (b) not permit the payment per share of more than 105% of the average middle market price quotation on the London Stock Exchange for the ordinary shares on the five previous dealing days or less than 10p (in each case exclusive of advance corporation tax (if any) and expenses payable by the company); and

- (c) expire on 26th June 2011 or at the conclusion of the next AGM of the company to be held after the date of the passing of this Resolution (whichever is the earlier), save that if the company should before such expiry enter into a contract of purchase then the purchase may be completed or executed wholly or partly after such expiry.

12. Special Resolution

That with effect from the conclusion of the meeting:

- (i) the Articles of Association of the company be amended by deleting all the provisions of the company's Memorandum of Association which, by virtue of Section 28 of the Companies Act 2006 are to be treated as provisions of the company's Articles of Association; and

- (ii) the Articles of Association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the company in substitution for and to the exclusion of the existing Articles of Association.

13. Special Resolution

That a general meeting other than an AGM may be called on not less than 14 clear days' notice.

By order of the board

Reeta Stokes
Company Secretary

3rd March 2010

Registered Office:

Sir Stanley Clarke House
7 Ridgeway
Quinton Business Park
Birmingham B32 1AF

Explanatory notes to the Resolutions

1 Resolution 1 is to receive the accounts and the reports of the directors and the auditors for the year ended 30th November 2009.

2 Resolutions 2 to 4 concern the re-election of directors retiring in accordance with the Articles of Association of the company. At this year's Annual General Meeting ("AGM"), the directors to retire by rotation will be Steve Burke, Simon Clarke and John Salmon. Each of the directors has undergone, during the year, a performance evaluation and the board remains satisfied that each director proposed for re-election remains committed to the role and continues to be an effective and valuable member of the board. Biographical details of these directors can be found on pages 48 and 49.

3 The Company's Articles of Association require any director appointed by the board to retire at the first AGM following his/her appointment. Accordingly, Lesley James and Lady Katherine Innes Ker, having been appointed on 19th October 2009, offer themselves for election in Resolutions 5 and 6. Their biographies are shown on pages 48 and 49.

4 Resolution 7 is proposed to re-appoint Deloitte LLP as auditors to hold office until the next general meeting of the company at which accounts are presented and to authorise the directors to determine the level of the auditors' remuneration.

5 Resolution 8 is to approve the Directors' Remuneration Report, which is included on pages 58 to 65 and provides details of the group's remuneration policy for the directors and senior executives. In accordance with the sections 439 and 440 of the Companies Act 2006, the vote on this resolution is advisory and no director's remuneration is conditional upon the passing of this resolution.

6 The existing general authority of the directors to allot shares and the current disapplication of the statutory pre-emption rights granted at the company's 2009 AGM expire at the conclusion of the forthcoming AGM.

Article 8.2 of the company's Articles of Association contains a general authority for the directors to allot shares in the company for a period (not exceeding five years) ("the prescribed period") and up to a maximum aggregate nominal amount ("the Section 551 amount") approved by a Special or Ordinary Resolution of the company. Article 8.2 also empowers the directors during the prescribed period to allot shares for cash in connection with a rights issue and also to allot shares for cash in any other circumstances up to a maximum aggregate nominal amount approved by a Special Resolution of the company ("the Section 561 amount").

Resolution 9, which will be proposed as an Ordinary Resolution, provides for the Section 551 amount to be £4,963,907 (being an amount equal to the authorised but unissued share capital of the company at the date of this report and representing 25% of the company's issued share capital at that date). The board has no intention at present to exercise the authority to allot shares under this resolution.

Resolution 10, which will be proposed as a Special Resolution, provides for the Section 561 amount to be £1,001,805 (representing 5% of the company's issued share capital).

The prescribed period for which these powers and authorities are granted will expire at the conclusion of the AGM to be held next year or on 26th June 2011 if earlier, when the directors intend to seek renewal of the authorities.

6 Resolution 11 is to renew the authority for the company to purchase certain of its own shares for a further year. The directors believe it is advantageous to have such authority but would only exercise it if it was believed to be in the best interests of shareholders. At present, the board has no intention to exercise the authority.

7 Resolution 12 proposes to adopt new articles of association (the "New Articles") with immediate effect at this year's AGM in order to update the company's current Articles of Association (the "Current Articles"), primarily to take account of the coming into force of the Shareholders' Rights Regulation and the implementation of the remaining parts of the Companies Act 2006 (the "2006 Act").

The principal changes introduced in the New Articles are summarised below. Other changes, which are of a minor, technical or clarifying nature reflect changes made by the 2006 Act and conform the language of the New Articles with that used in the model articles for public companies set out in The Companies (Model Articles) Regulations 2008 and have not been noted. As certain provisions of the Current Articles have been deleted and new provisions inserted, the New Articles are renumbered accordingly. The New Articles showing all the changes to the Current Articles are available for inspection as described.

Company's Objects

The provisions regulating the operations of the company are currently set out in the company's Memorandum and Articles of Association. The company's Memorandum contains, among other things, the objects clause which sets out the scope of the activities the company is authorised to undertake.

The 2006 Act has considerably reduced the constitutional significance of a company's memorandum. It provides that a memorandum will record only the names of the subscribers and the number of shares each subscriber has agreed to take in the company. Under the 2006 Act, the objects clause and all other provisions which are currently contained in a company's memorandum, for existing companies at 1 October 2009, will be deemed to be contained in a company's articles of association but the company can remove these provisions by special resolution.

Further the 2006 Act states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason, the company is proposing to remove its objects clause together with all other provisions of its memorandum which, by virtue of the 2006 Act, are to be treated as forming part of the company's Articles of Association. Resolution 12 confirms the removal of these provisions for the company. As the effect of this resolution will be to remove the statement currently in the company's Memorandum of Association regarding limited liability, the New Articles also contain an express statement regarding the limited liability of the shareholders.

Authorised share capital and unissued shares

The 2006 Act abolishes the requirement for a company to have an authorised share capital and this is reflected in the New Articles. The directors will still be limited as to the number of shares they can allot at any time because the allotment authority continues to be required under the 2006 Act, save in respect of employee share schemes.

Voting by proxies on a show of hands

The Shareholders' Rights Regulations have amended the 2006 Act so that it now provides that each proxy appointed by a member has one vote on a show of hands, unless the proxy is appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution. The Current Articles have been amended to reflect these changes.

Adjournments for lack of quorum

Under the 2006 Act as amended by the Shareholders' Rights Regulations, general meetings adjourned for lack of quorum must be held at least 10 clear days after the original meeting. The Current Articles have been changed to reflect this requirement.

Voting record date

Under the 2006 Act as amended by the Shareholders' Rights Regulations, the company must determine the right of members to vote at a general meeting by reference to the register not more than 48 hours before the time for the holding of the meeting, not taking account of days which are not working days. The Current Articles have been amended to reflect this requirement.

Articles which duplicate statutory provisions

Provisions in the Articles which replicate provisions contained in the Act are in the main to be removed from the New Articles. This is in line with both the approach advocated by the Government that statutory provisions should not be duplicated in the company's constitution and that of the company in the implementation of the 2006 Act.

8. Changes made to the 2006 Act by the Shareholders' Rights Regulations increase the notice period required for general meetings of the company to 21 clear days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. AGMs will continue to be held on at least 21 clear days' notice.

Before the Shareholders' Rights Regulations came into force on 3 August 2009, the company was able to call general meetings other than AGMs on 14 clear days' notice without obtaining such shareholder approval. In order to preserve this ability, Resolution 13 seeks such approval. The approval will be effective until the company's next AGM, when it is intended that a similar resolution will be proposed.

The following notes explain your general rights as a shareholder and your right to attend and vote at this AGM for to appoint someone else to vote on your behalf.

a) A member entitled to attend and vote at this meeting may appoint a proxy to attend, speak and vote on his/her behalf. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares of the member. A proxy need not be a member but must attend the meeting in person. Proxy forms should be lodged with the registrars' office or submitted not later than 48 hours before the time for which the meeting is convened. Completion of the appropriate proxy form does not prevent a member from attending and voting in person if he/she is entitled to do so and so wishes.

b) To be valid, the Form of Proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be received by the company's registrars before 12 noon on Wednesday 24 March 2010, in hard copy form either by post, by courier or by hand to the company's registrars, Equiniti Aspect House, Spencer Road, Lancing, BN99 6DA.

c) Any person to whom this notice is sent who is a person nominated under s146 Companies Act 2006 to enjoy information rights ("Nominated Person") may, under an agreement with the member who nominated him/her, have a right to be appointed, or have someone else appointed, as a proxy for the meeting. If a Nominated Person does not have this right or does not wish to exercise it, he or she may have a right under such an agreement to give the member voting instructions.

d) The statement of the rights of members in relation to the appointment of proxies in Note (a) does not apply to Nominated Persons.

e) As at 3rd March 2010 (being the last working day prior to the publication of this notice), the company's issued share capital consisted of 200,360,931 shares, carrying one vote each, which represents the total voting rights in the company as at that date.

f) The following documents are available for inspection during normal business hours at the registered office of the company on any business day and may also be inspected at the Marketing Suite, Innovation Centre, 1 Devon Way, Longbridge Technology Park, Birmingham, B31 2TS at least 15 minutes prior to the commencement of, and during the continuance of, the AGM:

(i) copies of the directors' service contracts with the company;

(ii) copies of the non-executive directors' letters of appointment; and

(iii) a copy of the company's current Memorandum and the Articles of Association and the New Articles of Association.

g) In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, the company gives notice that only those shareholders entered on the relevant register of members (the "Register") for certificated or uncertificated shares of the company (as the case may be) at 6 p.m. on Wednesday 24th March 2010 (the "Specified Time") will be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at the time. Changes to entries on the Register after the Specified Time will be disregarded in determining the rights of any person to attend or vote at that meeting. Should the meeting be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. Should the meeting be adjourned for a longer period, then to be so entitled, members must be entered on the Register at the time which is 48 hours before the time fixed for the adjourned meeting or, if the company gives notice of the adjourned meeting, at the time specified in the notice.

h) Electronic proxy appointment through CREST
CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM (and any adjournment(s) thereof) by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual (available at www.euroclear.com/ CREST). The message, regardless of whether it constitutes the appointment of a proxy or relates to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the company's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. 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 by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. 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 providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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.

i) Representatives of shareholders that are corporations will be required to produce evidence of their proper appointment when attending the general meeting. Please contact our Registrar if you need any further guidance on this.

j) Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if the proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).

k) To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrars' helpline on 08713 842 198 (or from overseas +44 1214 157047) or you may photocopy the form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. All forms must be signed and should be returned together in the same envelope.

l) You may not use any electronic address provided in either this Notice of General Meeting or any related documents (including the Proxy Form) to communicate with the company for any purposes other than those expressly stated.

m) Any shareholder attending the meeting has the right to ask questions. The company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the company or the good order of the meeting that the question be answered.

n) A copy of this notice, and other information required by s31 1A of the Companies Act 2006, can be found on the company's website at www.stmodwen.co.uk