

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the seventy-ninth annual general meeting (the AGM or the Meeting) of St. Modwen Properties PLC (the Company) will be held at Gowling WLG (UK) LLP, Two Snowhill, Birmingham, B4 6WR on Friday, 27 March 2020 at 10.00am to consider and, if thought fit, to pass the following resolutions. Resolutions 1 to 15 (inclusive) will be proposed as ordinary resolutions and resolutions 16 to 20 (inclusive) will be proposed as special resolutions.

Ordinary business

Annual report and financial statements

1. To receive the Company's annual report and financial statements for the financial year ended 30 November 2019.

Directors' remuneration report

2. To approve the directors' remuneration report set out on pages 74 to 99 (inclusive) of the Company's annual report and financial statements for the financial year ended 30 November 2019 (excluding those pages containing the directors' remuneration policy).

Directors' remuneration policy

3. To approve the directors' remuneration policy set out on pages 78 to 86 (inclusive) of the Company's annual report and financial statements for the year ended 30 November 2019, which takes effect immediately after the end of the AGM.

Dividend

4. To declare a final dividend for the financial year ended 30 November 2019 of 5.1 pence per ordinary share.

Election and re-election of directors

5. To re-elect Mark Allan as a director.
6. To re-elect Ian Bull as a director.
7. To re-elect Simon Clarke as a director.
8. To re-elect Danuta Gray as a director.
9. To re-elect Jenefer Greenwood as a director.
10. To re-elect Jamie Hopkins as a director.
11. To re-elect Rob Hudson as a director.
12. To elect Sarah Whitney as a director.

Appointment and remuneration of auditor

13. To re-appoint KPMG LLP as the Company's auditor until the conclusion of the next general meeting of the Company at which accounts are laid.
14. To authorise the Audit Committee to determine the remuneration of the Company's auditor on behalf of the Board.

Authority to allot shares

15. To generally and unconditionally authorise the directors in accordance with section 551 of the Companies Act 2006 (the Act) to exercise all the powers of the Company to:
 - (a) allot shares in the Company or grant rights to subscribe for, or to convert any security into shares, in the Company up to an aggregate nominal amount of £7,412,566; and
 - (b) allot equity securities (within the meaning of section 560(1) of the Act) up to a further aggregate nominal amount of £7,412,566 in connection with an offer by way of a rights issue to:
 - (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

- (ii) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

subject to such exclusions or other arrangements as the directors 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 country or territory or any other matter.

Unless previously renewed, revoked or varied, the authorities conferred by this resolution 15 shall apply in substitution for all existing authorities under section 551 of the Act until the conclusion of the next AGM of the Company after the date on which this resolution is passed or, if earlier, 26 June 2021, but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would or might require shares to be allotted or rights to be granted after the authority expires and the directors may allot shares or grant such rights under such an offer or agreement as if the authority had not expired.

Disapplication of pre-emption rights

Special resolution

16. That, subject to the passing of resolution 15, the directors be generally empowered pursuant to section 570 of the Companies Act 2006 (the Act) to allot equity securities (within the meaning of section 560(1) of the Act) for cash pursuant to the authority conferred by resolution 15 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to:
 - (a) any such allotment and/or sale in connection with an offer or issue by way of rights or other pre-emptive offer or issue, open for acceptance for a period fixed by the directors, to:
 - (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

subject to such exclusions or other arrangements as the directors 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 country or territory or any other matter; and

- (b) any such allotment and/or sale, other than pursuant to paragraph (a) of this resolution 16, having, in the case of ordinary shares, an aggregate nominal amount or, in the case of other equity securities, giving the right to subscribe or convert into ordinary shares having an aggregate nominal amount, not exceeding £1,111,884.

Unless previously renewed, revoked or varied, the powers conferred by this resolution 16 shall apply in substitution for all existing powers under sections 570 and 573 of the Act until the conclusion of the next AGM of the Company after the date on which this resolution is passed or, if earlier, 26 June 2021 but, in each case, so that the Company may make offers and enter into agreements before the power expires which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold for cash after the power expires and the directors may allot equity securities and/or sell equity securities held as treasury shares for cash under such an offer or agreement as if the power had not expired.

Special resolution

17. That, subject and in addition to the passing of resolution 15, the directors be generally empowered pursuant to section 570 of the Companies Act 2006 (the Act) to allot equity securities (within the meaning of section 560(1) of the Act) for cash pursuant to the authority conferred by resolution 15 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be:

- (a) limited to any such allotment and/or sale of equity securities having, in the case of ordinary shares, an aggregate nominal amount or, in the case of other equity securities, giving the right to subscribe or convert into ordinary shares having an aggregate nominal amount, not exceeding £1,111,884; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

Unless previously renewed, revoked or varied, the powers conferred by this resolution 17 shall apply in substitution for all existing powers under sections 570 and 573 of the Act until the conclusion of the next AGM of the Company after the date on which this resolution is passed or, if earlier, 26 June 2021, but, in each case, so that the Company may make offers and enter into agreements before the power expires which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold for cash after the power expires and the directors may allot equity securities and/or sell equity securities held as treasury shares for cash under such an offer or agreement as if the power had not expired.

Purchase of own ordinary shares by the Company**Special resolution**

18. That the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the Act) to make market purchases (as defined in section 693 of the Act) of ordinary shares of 10 pence each in its capital (Ordinary Shares) on such terms and in such manner as the directors may from time to time determine provided that:

- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 22,237,698;
- (b) the minimum price which may be paid for an Ordinary Share is 10 pence (exclusive of expenses);
- (c) the maximum price which may be paid for an Ordinary Share is the highest of (in each case exclusive of expenses):
 - (i) an amount equal to 105% of the average market value of an Ordinary Share for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid for any number of Ordinary Shares on the London Stock Exchange; and
- (d) this authority shall, unless previously renewed, expire at the conclusion of the next AGM of the Company after the date on which this resolution is passed or, if earlier, 26 June 2021, except in relation to the purchase of any Ordinary Shares the contract for which was concluded before the date of expiry of the authority and which would or might be completed wholly or partly after that date.

Special business**Notice of meetings other than AGMs****Special resolution**

19. To authorise the Company to call a general meeting other than an AGM on not less than 14 clear days' notice, provided that this authority shall expire at the conclusion of the next AGM of the Company after the date on which this resolution is passed.

Changes to articles of association**Special resolution**

20. That, with effect from the conclusion of the AGM, the articles of association of the Company produced to the meeting and, for the purposes of identification, initialled by the Chair, be adopted as the articles of association for the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

Recommendation

The Board considers that all of the resolutions are in the best interests of the Company and its shareholders. The Board recommends that shareholders vote in favour of the above resolutions, as each of the directors who hold shares intend to do in respect of their own beneficial shareholdings.

By order of the Board

Andrew Eames

General Counsel and Company Secretary

14 February 2020

St. Modwen Properties PLC
Registered number: 349201
Registered office: Park Point,
17 High Street, Longbridge,
Birmingham B31 2UQ

Explanatory notes to proposed resolutions**Ordinary resolutions**

For a resolution proposed as an ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution.

Resolution 1 – Annual report and financial statements

Resolution 1 is an ordinary resolution to receive the annual report and financial statements for the financial year ended 30 November 2019. Copies will be available at the AGM.

Resolution 2 – Directors' remuneration report

Resolution 2 is an ordinary resolution to approve the directors' remuneration report, excluding those pages containing the directors' remuneration policy. In accordance with the Companies Act 2006 this vote is advisory only and the directors' entitlement to receive remuneration is not conditional on the resolution being passed. The resolution and vote offer a means for shareholders to provide feedback to the Board on the remuneration of the directors.

Resolution 3 – Directors’ remuneration policy

Resolution 3 is an ordinary resolution to approve the adoption of the new directors’ remuneration policy set out on pages 78 to 86 of the Company’s 2019 annual report and financial statements and provides details of the Company’s proposed policy on directors’ remuneration. The Company is required to seek shareholder approval of the directors’ remuneration policy at least every three years. The vote on the directors’ remuneration policy is binding on the Company and, if resolution 3 is passed, The directors’ remuneration policy will take effect immediately after the end of the AGM. If resolution 3 is passed, all payments made by the Company to current and former directors (in their capacity as directors) will be made in accordance with the policy. If resolution 3 is not passed, the remuneration policy approved by shareholders at the annual general meeting held on 29 March 2017 will continue to apply.

Resolution 4 – Declaration of final dividend

Resolution 4 is an ordinary resolution by which shareholders are asked to declare a final dividend. The directors recommend a final dividend for the financial year ended 30 November 2019 of 5.1 pence per ordinary share. If approved, this will be paid on 3 April 2020 to shareholders on the register of members at the close of business on 6 March 2020.

Resolutions 5 to 12 – Election and re-election of directors

Resolutions 5 to 12 are ordinary resolutions which deal with the election and re-election of the directors. In accordance with the Company’s articles of association and the UK Corporate Governance Code, all directors must retire at each AGM and shall, subject to his or her terms of appointment, be eligible for election or re-election.

Following her appointment to the Board on 16 September 2019, Sarah Whitney will retire and offer herself for election.

All other directors will retire and offer themselves for re-election.

Biographical details of all directors, including the contribution of each director to the Company’s long-term sustainable success, are set out on pages 56 and 57 of the Company’s annual report and financial statements. The performance of and contribution made by individual directors has been reviewed by the Chair during the course of the year and the Chair has confirmed that the performance of each director continues to be effective, that they continue to demonstrate commitment to their respective roles, and that their respective skills complement one another to enhance the overall operation of the Board. The Board therefore recommends the election or re-election (as applicable) of all directors standing for re-election or election.

Further supporting information regarding the non-executive directors can be found below.

Ian Bull (resolution 6)

Ian was appointed to the Board in September 2014 and is Chairman of the Audit Committee and Senior Independent Director (since March 2018). His career in finance spans over 25 years, including board level finance roles at Ladbroke’s plc and Greene King plc. Ian brings to the Board a wealth of corporate and financial knowledge, together with a sound understanding of accounting and regulatory matters.

Simon Clarke (resolution 7)

Simon was appointed to the Board in October 2004 following the death of his father, Sir Stanley Clarke, the founder and former Chairman of the Company. He is the Chairman of Dunstall Holdings Ltd. Whilst not considered to be independent for the purposes of the UK Corporate Governance Code, as the longest serving director Simon brings continuity and extensive knowledge of the business to the Board as well as strong commercial and management experience in both agriculture and property.

Danuta Gray (resolution 8)

Danuta was appointed to the Board in October 2018 is Chair of the Board, Chair of the Nomination Committee and a member of the Remuneration Committee. Danuta has significant Board and leadership experience. Until 2012 she was Chair of Telefónica O2 in Ireland, having previously been its Chief Executive Officer from 2001 to 2010 and has served as a non-executive director on a number of Boards, across the global telecommunications and IT, consumer and financial services sectors.

Jenefer Greenwood, OBE (resolution 9)

Jenefer was appointed to the Board in June 2017, is Chair of the Remuneration Committee (appointed in March 2018) and is a member of the Audit and Nomination Committees. She has over 30 years’ experience and knowledge of the real estate sector starting with Hillier Parker and subsequently working for Grosvenor Ltd until 2012 when she retired as director of sales and lettings.

Jamie Hopkins (resolution 10)

Jamie was appointed to the Board in March 2018 and in June 2019 was appointed as Chair of the Group Health and Safety Committee. Jamie has significant Board-level experience in real estate, asset management services and acquisitions in both public and private companies, as well as having strong operational skills including in financing and reporting. Jamie complements the Board’s skillsets and expertise and brings current commercial experience.

Sarah Whitney (resolution 12)

Sarah was appointed to the Board in September 2019. Sarah has over 30 years’ experience in a number of senior roles in the real estate and corporate finance sectors. She has particular experience in public private partnerships and has strong investment and corporate finance knowledge.

Resolutions 13 and 14 – Auditor appointment and remuneration

The Company is required to appoint or re-appoint auditors at each general meeting at which accounts are laid. The Audit Committee has reviewed the effectiveness of the audit process and has recommended to the Board the re-appointment of KPMG LLP as auditor of the Company until the conclusion of the next general meeting at which accounts are laid before the Company.

Resolution 14 proposes that the Audit Committee is authorised to determine the remuneration of the auditors on behalf of the Board.

Resolution 15 – Authority to allot shares

The authority conferred on the directors at last year’s AGM to allot shares in the Company expires at the conclusion of the 2020 AGM. Resolution 15 is an ordinary resolution to renew this authority.

The Investment Association (IA) guidelines on directors’ authority to allot shares state that IA members will permit, and treat as routine, resolutions seeking authority to allot new shares representing up to one-third of a company’s issued share capital. In addition, they will treat as routine a request for authority to allot shares representing an additional one-third of a company’s issued share capital provided that it is only used to allot shares pursuant to a fully pre-emptive rights issue.

Paragraph (a) of resolution 15 will, if resolution 15 is passed, authorise the directors to allot shares up to a maximum aggregate nominal amount of £7,412,566, which represents one-third of the Company's issued ordinary share capital as at 7 February 2020 (being the latest practicable date prior to the publication of the notice of AGM). Paragraph (b) of resolution 15 proposes that, in accordance with IA guidance, an additional authority be conferred on the directors to allot shares in connection with a rights issue up to a further maximum aggregate nominal amount of £7,412,566.

The authorities sought in paragraphs (a) and (b) of resolution 15 are in substitution for all existing authorities granted in the Company's articles of association or otherwise and are without prejudice to previous allotments or agreements or offers to allot made under such existing authorities. The authorities will each expire at the earlier of the conclusion of the next AGM of the Company or 26 June 2021.

The directors have no present intention of exercising these authorities other than to fulfil the Company's obligations under its share incentive plans approved previously by shareholders, but believe that it is in the best interests of the Company to have the authorities available to respond to market developments and to enable allotments to take place without the need for a general meeting should they determine that it is appropriate to do so.

Special resolutions

For a resolution proposed as a special resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolutions 16 and 17 – Authority to disapply pre-emption rights

Section 561(1) of the Companies Act 2006 requires that, if the directors wish to allot new shares or other equity securities, or sell treasury shares, for cash, those shares must first be offered to shareholders in proportion to their existing holdings. At last year's AGM a special resolution was passed, under section 570 of the Companies Act 2006, empowering the directors to allot equity securities for cash without first being required to offer such shares to existing shareholders. It is proposed that this authority be renewed in line with institutional shareholder guidelines.

Under resolution 16, it is proposed that the directors be authorised to issue shares for cash and/or sell shares from treasury (if any are so held) without offering them first to existing shareholders in proportion to their current holdings:

- (a) in respect of a rights issue, open offer or other offer that generally provides existing shareholders with the opportunity to subscribe for new shares pro rata to their existing holdings. This part of the authority is designed to give the directors flexibility to exclude certain shareholders from such an offer where the directors consider it necessary or desirable to do so in order to avoid legal, regulatory or practical problems that would otherwise arise; or
- (b) up to an aggregate nominal amount of £1,111,884 (up to 11,118,840 new ordinary shares of 10 pence each). This amount represents approximately 5% of the Company's issued ordinary share capital as at 7 February 2020 (being the latest practicable date prior to the publication of the notice of AGM). This part of the authority is designed to provide the Board with flexibility to raise further equity funding and to pursue acquisition opportunities as and when they may arise.

The authority proposed under resolution 17 is in addition to the authority granted by resolution 16. Under resolution 17, it is proposed that the directors be authorised to disapply statutory pre-emption rights in respect of an additional 5% of the Company's issued ordinary share capital as at 7 February 2020 (being the latest practicable date prior to the publication of the notice of AGM). This further authority may only be used in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or that has taken place in the preceding six-month period and is disclosed in the announcement of the issue as contemplated by the Pre-Emption Group's March 2015 Statement of Principles.

Excluding any shares issued in connection with an acquisition or specified capital investment as described above, the directors do not intend to issue more than 7.5% of the Company's issued ordinary share capital on a non-pre-emptive basis in any rolling three-year period without prior consultation with shareholders.

The authorities sought in resolutions 16 and 17 are in substitution for all existing authorities granted in the Company's articles of association or otherwise and are without prejudice to previous allotments or agreements or offers to allot made under such existing authorities. The authorities will each expire at the earlier of the conclusion of the next AGM of the Company or 26 June 2021.

The directors have no present intention of exercising these authorities other than to fulfil the Company's obligations under its share incentive plans approved by shareholders but consider it prudent to obtain the flexibility that these authorities provide.

Resolution 18 – Authority to purchase shares

Resolution 18 is a special resolution to renew the authority granted to the directors at last year's AGM to make purchases of its own ordinary shares through the market as permitted by the Companies Act 2006 and in line with institutional shareholder guidelines. No shares were purchased during the year and the Company does not hold any shares in treasury.

If passed, the resolution gives authority for the Company to purchase up to 22,237,698 of its ordinary shares, which represents 10% of the Company's issued ordinary share capital as at 7 February 2020 (being the latest practicable date prior to the publication of the notice of AGM). The resolution specifies the minimum and maximum prices which may be paid for any ordinary shares purchased under this authority. The authority will expire at the earlier of the conclusion of the next AGM of the Company and 26 June 2021.

The directors have no present intention for the Company to exercise the authority granted by this resolution to purchase its own shares. They would do so only after taking account of the overall financial position of the Company and in circumstances where to do so would be regarded by the Board as being in the best interests of shareholders generally and result in an increase in earnings per ordinary share. The Company may either cancel any shares it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them).

As at 7 February 2020 (being the latest practicable date prior to the publication of the notice of AGM), the Company had options outstanding over 5,892,065 ordinary shares, representing 2.65% of the issued share capital on that date. If the Company was to purchase the maximum number of shares permitted pursuant to this resolution, the options outstanding at 7 February 2020 would represent 3.31% of the issued share capital.

Resolution 19 – Notice period of general meetings

The Company must give at least 21 clear days' notice of any general meeting, but is permitted to call meetings other than the AGM on at least 14 clear days' notice if annual shareholder approval is obtained beforehand. The Company must also offer, for any meeting held on less than 21 clear days' notice, a facility to vote by electronic means that is accessible to all shareholders.

Resolution 19 is a special resolution to renew the authority granted at last year's AGM to allow the Company to hold general meetings (other than AGMs) on not less than 14 clear days' notice. This authority will be effective until the Company's next AGM.

The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

Resolution 20 – Changes to articles of association

The Company regularly reviews the suitability of its articles of association following developments in applicable law and regulation, and UK market practice. It is proposed that the Company adopts new articles of association (the New Articles) principally in order to reflect developments in current practice, and to provide clarification and additional flexibility in relation to certain matters. The existing articles of association (the Existing Articles) were most recently updated and adopted by the Company on 23 March 2016.

A summary of the principal changes being proposed in the New Articles are summarised in the Appendix to this Notice of AGM on page 186. Other changes, which are deemed to be of a minor, non-substantive, technical or clarificatory nature (including, where relevant, to certain defined terms), have not been noted in the Appendix.

A copy of the Company's Existing Articles, a copy of the New Articles and a copy marked up to show the proposed changes will be available for inspection as set out on page 186 of this Notice of AGM.

Shareholder notes

1. Entitlement to attend and vote

To be entitled to attend and vote at the AGM (and for the purpose of determining the number of votes they may cast), shareholders must be entered on the Company's register of members at 6.30pm on Wednesday, 25 March 2020 (or, in the event of any adjournment, at 6.30pm on the date which is two days before the date of the adjourned meeting). Changes to the Company's register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting in respect of the number of shares registered in their name at that time. It is proposed that all votes on the resolutions at the AGM will be taken by way of a poll.

2. Shareholder participation

Any shareholder attending the AGM has the right to ask questions. The Chair will ensure that any questions relating to the business to dealt with at the AGM receive a response unless (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.

3. Appointment of proxies – general

A shareholder entitled to attend, speak and vote at the AGM is entitled to appoint a proxy to exercise all or any of his or her rights to attend and to speak and vote on his or her behalf at the AGM. A shareholder may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company.

For the appointment to be effective, a proxy form, or electronic appointment of proxy or proxy appointment through CREST (see notes 4, 5 and 6 below) must be received by the Company's registrar by no later than 10.00am on Wednesday, 25 March 2020. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the AGM.

4. Appointment of proxies – proxy form

A form which may be used to appoint a proxy and give proxy instructions has been sent to shareholders. If you do not have a proxy form and believe that you should have one, or if you require additional forms to appoint more than one proxy, please contact the Company's registrars, Equiniti, on 0371 384 2198 (overseas callers should dial +44 (0)121 415 7047). Lines are open from 8.30am to 5.30pm (UK time), Monday to Friday, excluding public holidays in England and Wales. Alternatively, photocopy the proxy form which has been sent to you. All forms must be signed and should be returned together in the same envelope.

The notes to the proxy form explain how to direct your proxy to vote on each resolution or how to withhold your vote. Please note that the vote withheld option on the proxy form is provided to enable you to abstain on any particular resolution; it is not a vote in law and will not be counted in the calculation of votes for or against the resolution. If you sign the proxy form and return it without any specific directions your proxy will vote or abstain from voting at his or her discretion. If you wish to appoint a proxy other than the Chair of the meeting, please insert the name of your chosen proxy holder in the space provided on the proxy form. 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).

In the case of joint holders, the vote of the senior joint holder who tenders a vote, whether in person or by proxy, in respect of the holding will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names appear in the Company's register of members in respect of the joint holding. In the case of a corporate shareholder, the proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer or attorney. In the case of an individual, the proxy form must be signed by the appointing shareholder. Any alterations made to the proxy form should be initialled.

5. Appointment of proxies electronically

Shareholders may register the appointment of their proxy or proxies electronically via Equiniti's website at www.sharevote.co.uk and following the instructions. Shareholders will need their Voting ID, Task ID and Shareholder Reference Number (which are printed on the proxy form). Alternatively, shareholders who have already registered with Equiniti's online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk, clicking on the link to vote and following the on-screen instructions. A proxy appointment made electronically must be received by Equiniti by no later than 10.00am on Wednesday, 25 March 2020.

6. Appointment of proxies through CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service for the AGM, and any adjournment(s) thereof, may do so 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 Ltd's (Euroclear) specifications and must contain the information required for such instructions, as described in the CREST Manual (available at www.euroclear.com). The message, regardless of whether it relates to the appointment of a proxy or 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 Equiniti (ID RA19) by no later than 10.00am on Wednesday, 25 March 2020. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which Equiniti 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 Euroclear does not make available special procedures in CREST for any 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 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.

7. Changing and revoking proxy instructions

To change your proxy instruction simply submit a new proxy appointment using the methods set out above. Where two or more valid separate appointments of proxy are received in respect of the same share and for the same meeting, those received last by Equiniti will take precedence.

In order to revoke a proxy instruction, a shareholder will need to inform the Company by sending a signed hard copy notice clearly stating his/her intention to revoke a proxy appointment to Equiniti Ltd, Aspect House, Spencer Road, Lancing BN99 6DA. In the case of a corporate shareholder, the revocation notice must be executed under its common seal or signed on its behalf by a duly authorised officer or attorney. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power of attorney) must be included with the revocation notice. Termination of proxy appointments made through CREST must be made in accordance with the procedures described in the CREST Manual. The revocation notice must be received by no later than 10.00am on Wednesday, 25 March 2020. If a shareholder attempts to revoke its proxy appointment but the revocation is received after the time specified then the original proxy appointment will remain valid. Termination of proxy appointments made through CREST must be made in accordance with the procedures described in the CREST manual.

8. Corporate representatives

A corporate shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares. Representatives of shareholders that are corporations will have to produce evidence of their proper appointment when attending the AGM. Please contact Equiniti for further guidance.

9. Nominated persons

Any person to whom this notice is sent who is not a shareholder but is a person nominated by a shareholder under section 146 of the Companies Act 2006 to enjoy information rights (a Nominated Person) may, under an agreement with the shareholder who nominated him/her, have a right to be appointed, or have someone else appointed, as a proxy for the AGM. If a Nominated Person has no such right or does not wish to exercise it, he/she may, under any such agreement, have a right to give voting instructions to the shareholder.

The statement of the rights of shareholders in relation to the appointment of proxies set out in notes 3 to 7 above does not apply to Nominated Persons. The rights described in those notes can only be exercised by shareholders of the Company. If you are a Nominated Person it is important to remember that your main contact in terms of your investment remains the registered shareholder or the custodian or broker who administers the investment on your behalf.

10. Availability of information on a website

A copy of this notice of AGM, and other information required by section 311A of the Companies Act 2006, can be found on the Company's website at www.stmodwen.co.uk.

11. Website publication of audit concerns

Shareholders satisfying the threshold requirements in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter that such shareholder proposes to raise at the meeting relating to (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last AGM. The Company cannot require the shareholders requesting the publication to pay its expenses in complying with the request. Any statement required to be placed on the website must also be sent to the Company's auditor no later than the time the statement is made available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required to publish on its website under section 527 of the Companies Act 2006.

12. Total voting rights

As at 7 February 2020 (being the latest practicable date prior to the publication of the notice of AGM), the Company's issued share capital consisted of 222,376,988 shares carrying one vote each. Therefore the total voting rights in the Company as at 7 February 2020 was 222,376,988.

13. Documents available for inspection

The following documents are available for inspection at the registered office of the Company during normal business hours and will be at the place of the AGM for at least 15 minutes prior to and during the AGM:

- (a) copies of the directors' service agreements with the Company;
- (b) copies of the non-executive directors' letters of appointment;
- (c) a copy of the Company's Existing Articles, a copy of the New Articles and a copy of the Existing Articles marked up to show the proposed changes; and
- (d) a copy of the Company's indemnity for directors.

Copies of the Company's Existing Articles, a copy of the New Articles and a copy of the Existing Articles marked up to show the proposed changes will also be available for inspection during normal business hours from the date of this Notice of AGM until the end of the AGM at the offices of Mayer Brown International LLP, 201 Bishopsgate, London EC2M 3AF.

14. Communication with the Company

You may not use any electronic address provided in this notice of AGM or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

Notice of AGM Appendix

This appendix sets out a summary of the principal changes proposed to be made to the Company's Existing Articles.

1. Hybrid general meetings

To make it easier for the Company's shareholders to take part in future general meetings and to increase shareholder engagement, the New Articles permit the Company to hold 'hybrid' general meetings where shareholders have the option to attend and participate either in person (in a main location or in specified satellite locations as currently provided for by the Existing Articles) or virtually by electronic means.

Although the Company has no plans at the current time to hold hybrid general meetings, it considers the ability to do so to be in the best interests of shareholders as a whole and to reflect evolving best practice. In deciding whether to hold a hybrid general meeting in the future, the Company will have regard to the views and stance of shareholders and institutional and governance bodies at the relevant time.

The New Articles will not permit the Company to hold wholly virtual general meetings.

Certain consequential changes to facilitate this amendment have been made throughout the New Articles.

2. Untraced Shares

The New Articles amend the provisions of the Company's Existing Articles relating to shareholders who are considered untraced after a period of 12 years. The New Articles provide the Company greater flexibility when trying to trace shareholders. They replace the requirement to place notices in newspapers with a requirement for the Company to take reasonable steps to trace the shareholder and let them know that it intends to sell their shares. This can include engaging a professional asset reunification company or other tracing agency to search for shareholders who have not kept their details up-to-date on the share register. Shareholders whose shares are sold following this tracing process will not be able to claim the proceeds of the sale and the Company can use these funds as the Board thinks fit.

3. When notice deemed served

The Companies Act 2006 contains provision about when notices to shareholders are deemed served and which have effect subject to contrary provisions in a company's articles. It is therefore possible to change the delivery provisions by amending the articles of association. The New Articles update the Company's Existing Articles by reducing the period for deemed service of notice by post and electronic means from 48 hours to 24 hours.

4. Generally

Generally, the opportunity has been taken to update the language in the New Articles wherever appropriate.