

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 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 application of 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 Chairman 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 to be proposed at the AGM.

Stobart Group Limited

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

Notice of Annual General Meeting

A Notice convening the AGM of the Company to be held at 11.00 a.m. on 30 July 2020 at Stobart Group, 15 Stratford Place, London W1C 1BE is set out in Part 3 of this document.

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 Guernsey 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 Guernsey. 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

Contents

Expected Timetable of Events	3
Part 1: Letter from the Chairman of Stobart Group Limited	4
Part 2: Definitions	7
Part 3: Notice of AGM	8

Expected Timetable of Events

Last time and date for receipt of Proxy Forms for the AGM	11.00 a.m. on 28 July 2020
Last time and date for receipt of CREST Proxy Instructions	11.00 a.m. on 28 July 2020
Last time and date for registration in the Register	Close of business on 28 July 2020
AGM	11.00 a.m. on 30 July 2020

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 CHAIRMAN OF STOBART GROUP LIMITED

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

Directors

David Shearer	(Non-Executive Chairman)
Warwick Brady	(Chief Executive Officer)
Nick Dilworth	(Chief Operating Officer)
Lewis Girdwood	(Chief Financial Officer)
Ginny Pulbrook	(Non-Executive Director)
John Coombs	(Non-Executive Director)
David Blackwood	(Non-Executive Director)

Registered Office
Floor 2
Trafalgar Court
Les Banques
St Peter Port
Guernsey
GY1 4LY

2 July 2020

Dear Shareholder

Notice of Annual General Meeting

I am pleased to enclose the Notice set out in Part 3 of this document (including the explanatory notes) convening the Annual General Meeting (AGM) of Stobart Group Limited (the Company). The AGM will be held at 11.00 a.m. on 30 July 2020 at Stobart Group, 15 Stratford Place, London W1C 1BE where the resolutions set out in the Notice will be proposed and Shareholders' approval sought.

Coronavirus (COVID-19) measures and equity fundraising

On 26 March 2020, the UK Government's Stay at Home Measures were passed into law in England and Wales with immediate effect to deal with the COVID-19 pandemic. Similar Stay at Home Measures were implemented in Guernsey. The UK measures currently prohibit indoor public gatherings except in certain limited circumstances and also restrict forms of travel (including air travel). Whilst the Guernsey Stay at Home Measures have been relaxed, it is not certain whether Stay at Home Measures (in the UK or Guernsey) will be in place in full or in part at the date of the AGM, and the Board is taking the precaution of planning for the AGM on the basis that they will be. Therefore, we are assuming that it will not be possible for Shareholders to attend the AGM in person and so it is necessary to make some adjustments to how this year's AGM is conducted.

Consequently, the AGM this year will be functional in format to comply with the Company's Articles of Incorporation, relevant legal requirements and to enable Shareholders to vote on the important customary annual business.

However, the Board is keen to ensure that Shareholders are able to exercise their right to vote and, accordingly, strongly recommends that Shareholders vote by way of proxy.

We also recognise the importance of being able to answer Shareholders' questions. Shareholders are invited to email Louise Brace, our Company Secretary, (louise.brace@stobartgroup.com) including their Shareholder Reference Number (shown on their share certificate as Investor Code or IVC), with any questions relating to the business of the AGM which they would like to have considered. We request that questions be submitted by 17 July 2020 at the latest.

The health and wellbeing of our employees, Shareholders and the wider communities in which we operate is of paramount importance to the Board and the steps set out above are necessary and appropriate ones to take given the current pandemic.

The Board continues to closely monitor the evolving situation in relation to COVID-19 and related guidance issued by the UK and Guernsey Governments. We will continue to keep our plans.

Will allow us to move forward. The Group intends to use the net proceeds from the capital raise for general corporate purposes. These include repayment of certain amounts drawn under the Revolving Credit Facility and short-term stabilisation and maintenance through support to the Aviation and Energy businesses as the Company rebuilds top-line revenues and works through COVID-19 recovery, and Stobart Air funding requirements. In addition, there will be selective investment including in airport infrastructure for a post COVID-19 world to establish a platform for 'best customer experience'.

Business of the AGM

Your attention is drawn to the Notice of AGM set out in Part 3 at the end of this document and the definitions set out in Part 2. You are advised to read the whole of this document, including the explanatory notes to the resolutions, and not rely on the summary information provided above.

There are 20 resolutions which form the business of the AGM. Further information about each resolution can be found in the Explanatory Notes to this document at pages 11 to 15.

Resolutions 1 to 16 are to be proposed as ordinary resolutions and resolutions 17 to 20 are to be proposed as special resolutions. The ordinary resolutions 1 to 16 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 17 to 20 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.

Only holders of Ordinary Shares may vote on the resolutions.

Electronic meeting

Shareholders may attend the meeting electronically by either downloading the dedicated 'Lumi AGM' app or by accessing the Lumi AGM website, <http://web.lumiagm.com>.

Downloading the AGM app

To access the AGM you will need to download the latest version of the dedicated AGM App, called 'Lumi AGM', onto your smartphone from the Google Play Store™ or the Apple® App Store. We recommend that you do this in advance of the meeting date. Please note that the app is not compatible with older devices operating Android 4.4 (and below) or iOS 9 (and below).

Accessing the Lumi AGM website

Lumi AGM can also be accessed online using most well-known internet browsers such as Internet Explorer (not compatible with versions 10 and below), Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone. If you wish to access the AGM using this method, please go to <https://web.lumiagm.com> on the day.

Logging in

On accessing either the app or AGM website, you will be asked to enter a Meeting ID which is 163-648-321. You will then be prompted to enter your unique Login ID and PIN. These can be found on your letter or email if you are registered for email communications. Access to the meeting via the app or website will be available from 10.30 a.m. on 30 July 2020.

If you are a new Shareholder and have not received a letter or email with login details, please contact the Company's registrar, Link Asset Services, before 5.30 p.m. on 27 July on 0371 277 1020 for a unique Login ID and PIN. Lines are open 9.00 a.m. to 5.30 p.m. Monday to Friday (excluding public holidays in England and Wales).

Duly appointed proxies and corporate representatives

If you appoint a proxy to represent you, please contact the Company's registrar, Link Asset Services before 5.30 p.m. on 27 July 2020 on 0371 277 1020 for a unique Login ID and PIN. Lines are open 9.00 a.m. to 5.30 p.m. Monday to Friday (excluding public holidays in England and Wales). If you hold your shares in a nominee account with a bank or broker and you wish to access the meeting you will need a corporate letter of representation. Please contact your bank or broker, who will provide this. The Company's registrar will then issue a unique Login ID and PIN to you.

Audio broadcast

The electronic meeting will be broadcast in audio format only with presentation slides. Once logged in, and at the commencement of the meeting, you will be able to listen to the proceedings of the meeting on your device, as well as being able to see the slides of the meeting.

The webcast will be uploaded to the Company's website after the AGM for Shareholders to refer to.

Questions on the business of the AGM

If you would like to submit a question about any items of business to be discussed at the AGM, please send your questions to our Company Secretary, Louise Brace (louise.brace@stobartgroup.com) by no later than close of business on 17 July 2020.

Requirements

An active internet connection is required at all times to listen to the audiocast. It is the user's responsibility to ensure you remain connected for the duration of the meeting.

PART 1: LETTER FROM THE CHAIRMAN OF STOBART GROUP LIMITED continued

Voting in advance of the AGM

In these unprecedented times, where we cannot allow Shareholders to attend the meeting in person, it is therefore even more important than usual that Shareholders vote in advance of the meeting.

Stobart Group is committed to reducing paper and improving efficiency wherever possible in its communications with Shareholders; therefore this year you will not receive a hard copy Proxy Form for the AGM in the post. You can instead submit your proxy vote electronically by accessing the Shareholder portal at www.signalshares.com, logging in and selecting the 'Vote Online Now' link. You will require your username and password in order to log in and vote. If you have forgotten your username and password you can request a reminder via the Shareholder portal. If you have not previously registered to use the portal you will require your investor code (IVC) which can be found on your share certificate or dividend notification. You may also request a hard copy Proxy Form directly from the Company's registrar, Link Asset Services, on 0371 664 0300.

Proxy votes should be submitted as early as possible and in any event must be received by the Company's registrar, Link Asset Services, no later than 11.00 a.m. on 28 July 2020 (being 48 hours before the time appointed for the holding of the AGM).

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 (under CREST participant ID: RA10) by no later than 11.00 a.m. on 28 July 2020 (being 48 hours before the time appointed for the holding of the AGM). 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.

Recommendation

The Board considers the passing of the resolutions to be proposed at the AGM 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 to be proposed at the AGM, as the Directors intend to do in respect of their own beneficial holdings of Ordinary Shares, which amount in aggregate to 1,587,834 Ordinary Shares representing approximately 0.25 per cent of the issued Ordinary Shares of the Company (excluding treasury shares) at the Latest Practicable Date.

Yours faithfully

David Shearer
Chairman

PART 2: DEFINITIONS

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

AGM	the Annual General Meeting of the Company convened for 11.00 a.m. on 30 July 2020, Notice of which is set out in Part 3 of this document;
Annual Report and Accounts	the Annual Report and Accounts for the financial year ended 29 February 2020;
Articles of Incorporation	the Articles of Incorporation of the Company adopted pursuant to a resolution passed at the annual general meeting of the Company on 29 June 2017;
Board	the Directors of the Company (or, where the context requires, any duly constituted committee thereof);
Capital Raise	the firm placing and placing and open offer of Ordinary Shares carried out pursuant to the combined prospectus and circular dated 5 June 2020 and as approved by Shareholders at the extraordinary general meeting on 25 June 2020;
Company or Stobart	Stobart Group Limited, a company incorporated under the laws of Guernsey with registered number 39117;
CREST	the CREST system (as defined in the CREST Regulations);
CREST Manual	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);
CREST member	a person who has been admitted by Euroclear as a member (as defined in the CREST Regulations) of CREST;
CREST participant	a person who is, in relation to CREST, a user (as defined in the CREST Regulations);
CREST Proxy Instruction	an appropriate and valid CREST computer instruction appointing a proxy by means of CREST;
CREST Regulations	the Uncertificated Securities (Guernsey) Regulations, 2009 (SI 2009 No. 48), as amended;
CREST sponsor	a sponsor (as defined in the CREST Regulations) in relation to CREST;
Director(s)	the Directors of the Company;
Electronic Means	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;
Euroclear	Euroclear UK & Ireland Limited;
FSMA	the Financial Services and Markets Act 2000, as amended from time to time;
Group or Stobart Group	the Company, the subsidiaries and all other subsidiary undertakings of the Company from time to time;
Latest Practicable Date	29 June 2020 (being the latest practicable date prior to publication of this Notice);
Listing Rules	the listing rules made by the Financial Conduct Authority under section 73A of FSMA, as amended from time to time;
New Articles	the new Articles of Incorporation to be adopted by the Company in the event that Resolution 20 is passed, in the form of the regulations available at www.stobartgroup.co.uk/investors ;
Notice	the notice of AGM set out in Part 3 of this document;
Ordinary Share or Ordinary Shares	the issued Ordinary Shares of 10p each in the capital of the Company;
Proxy Form	the form of proxy which can now be submitted online through www.signalshares.com or in hard copy to the Company's registrars, Link Asset Services;
Regulatory Information Service	any channel recognised as a channel for the dissemination of regulatory information by listed companies, as defined in the Listing Rules;
Shareholder	a registered holder of an Ordinary Share;
2020 LTIP	Stobart Group 2020 Long Term Incentive Plan;
2020 DBP	Stobart Group 2020 Deferred Bonus Plan.

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 AGM of the Company will be held at 11.00 a.m. on 30 July 2020 at Stobart Group, 15 Stratford Place, London W1C 1BE. Resolutions 1 to 16 will be proposed as ordinary resolutions and Resolutions 17 to 20 will be proposed as special resolutions. You will be asked to consider and vote on the resolutions below. For further information on all of the resolutions, please refer to the explanatory notes which can be found on pages 11 to 15.

Ordinary Business:

1. To receive the Company's Annual Accounts for the financial year ended 29 February 2020, the Directors' Report and the Auditor's Report on those accounts.
2. To re-elect David Shearer, who retires and, being eligible, offers himself for re-election as a Director pursuant to provision 18 of the UK Corporate Governance Code.
3. To re-elect Warwick Brady, who retires and, being eligible, offers himself for re-election as a Director pursuant to provision 18 of the UK Corporate Governance Code.
4. To re-elect Nick Dilworth, who retires and, being eligible, offers himself for re-election as a Director pursuant to provision 18 of the UK Corporate Governance Code.
5. To re-elect Lewis Girdwood, who retires and, being eligible, offers himself for re-election as a Director pursuant to provision 18 of the UK Corporate Governance Code.
6. To re-elect Ginny Pulbrook, who retires and, being eligible, offers herself for re-election as a Director pursuant to provision 18 of the UK Corporate Governance Code.
7. To re-elect John Coombs, who retires and, being eligible, offers himself for re-election as a Director pursuant to provision 18 of the UK Corporate Governance Code.
8. To re-elect David Blackwood, who retires and, being eligible, offers himself for re-election as a Director pursuant to provision 18 of the UK Corporate Governance Code.
9. To approve the appointment of Clive Condie as a Director under Article 74 of the Articles of Incorporation.
10. To re-appoint KPMG LLP as auditors of the Company to hold office until the conclusion of the next general meeting of the Company at which accounts are laid.
11. To authorise the Directors to determine the auditors' remuneration.
12. To approve the Directors' Remuneration Report (other than the Directors' Remuneration Policy) for the financial year ended 29 February 2020, set out on pages 86 to 112 of the Annual Report and Accounts.
13. To approve and adopt with immediate effect after the end of the AGM the Directors' Remuneration Policy set out on pages 92 to 102 of the Annual Report and Accounts for financial year ended 29 February 2020.

Special Business:

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

"THAT

- (a) *the rules of the 2020 LTIP, in the form produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification and the principal terms of which are summarised in Appendix 1 to the circular containing the Notice, be and they are hereby approved and the Directors be and are generally authorised to adopt the 2020 LTIP and to do all acts and things that they consider necessary or expedient to give effect to the 2020 LTIP; and*
- (b) *the Directors be and are hereby authorised to adopt further schemes based on the 2020 LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any share made available under such further schemes are treated as counting against any limits on individual or overall participation in the 2020 LTIP."*

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

"THAT

- (a) *the rules of the 2020 DBP, in the form produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification and the principal terms of which are summarised in Appendix 2 to the circular containing the Notice, be and they are hereby approved and the Directors be and are generally authorised to adopt the 2020 DBP and to do all acts and things that they consider necessary or expedient to give effect to the 2020 DBP; and*
- (b) *the Directors be and are hereby authorised to adopt further schemes based on the 2020 DBP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any share made available under such further schemes are treated as counting against any limits on individual or overall participation in the 2020 DBP."*

16. 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 (or article 4.4 of the New Articles, if adopted pursuant to Resolution 20), 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 Ordinary Shares in the Company or to grant rights to subscribe for, or to convert any security into, Ordinary Shares in the Company:

- (a) up to an aggregate nominal amount of £20,830,871 to such persons at such times;*
- (b) up to an aggregate nominal amount of £55,548,989 (including within such limit any Ordinary Shares granted under paragraph (a) above) in connection with an offer by way of a rights issue to:*
 - i the holders of Ordinary Shares in proportion as nearly as practicable to their respective holdings of such shares; and*
 - ii the holders of other equity securities as required by the rights of those securities 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, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

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 at close of business on 30 October 2021 (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 Ordinary Shares to be issued, or rights to subscribe for or to convert any security into Ordinary Shares to be granted, after the expiry of such period and the Directors of the Company may issue Ordinary Shares and grant rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired."

17. 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 16, the Directors of the Company be and are hereby generally and unconditionally authorised to issue equity securities (as defined in the Articles of Incorporation) for cash, under the authority given by Resolution 16, and/or to sell Ordinary Shares held by the Company as treasury shares for cash, as if article 7(2)(b) of the Articles of Incorporation (or article 5.2 of the New Articles, if adopted pursuant to Resolution 20) did not apply to any such issue or sale, provided that this power shall be limited to:

- (a) the issue of equity securities in connection with a rights issue or any other pre-emptive offer to:*
 - i the holders of Ordinary Shares in proportion as nearly as practicable to their respective holdings of such shares; and*
 - ii the holders of other equity securities as required by the rights of those securities 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, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (b) the issue of equity securities or sale of treasury shares otherwise than pursuant to paragraph (a) above up to an aggregate nominal amount of £3,124,630.60,*

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 at close of business on 30 October 2021 (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 equity securities to be issued and treasury shares to be sold after the expiry of such period and the Directors of the Company may issue equity securities and sell treasury shares in pursuance of such offer or agreement as if such power had not expired."

PART 3: NOTICE OF ANNUAL GENERAL MEETING continued

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

"THAT, subject to the passing of Resolutions 16 and 17, the Directors of the Company be and are hereby generally and unconditionally authorised to issue equity securities (as defined in the Articles of Incorporation) for cash, under the authority given by Resolution 16, and/or to sell Ordinary Shares held by the Company as treasury shares for cash, as if article 7(2)(b) of the Articles of Incorporation (or article 5.2 of the New Articles, if adopted pursuant to Resolution 20) did not apply to any such issue or sale, provided that:

- (a) this power shall be limited to the issue of equity securities or sale of treasury shares for cash up to an aggregate nominal amount of £3,124,630.60; and*
- (b) the issue of equity securities or sale of treasury shares for cash is for the purposes of financing (or refinancing, if the power is used within six months of the original transaction) a transaction which the Directors of the Company determine to be an acquisition of 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,*

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 at close of business on 30 October 2021 (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 equity securities to be issued and treasury shares to be sold after the expiry of such period and the Directors of the Company may issue equity securities and sell treasury shares in pursuance of such offer or agreement as if such power had not expired."

19. 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 on such terms and in such manner as the Directors may determine, provided that:

- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be acquired does not exceed 62,492,612 Ordinary Shares;*
- (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 an Ordinary Share as derived from the Daily Official List of London Stock Exchange plc for the five business days immediately before the purchase is made; and (ii) the higher of the price of the last independent trade of an Ordinary Share, and the highest independent bid as derived from the London Stock Exchange Trading System 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 at close of business on 30 October 2021 (if earlier);*
- (e) notwithstanding paragraph (d) above, 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."*

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

"THAT the New Articles be and are hereby approved and adopted as the new Articles of Incorporation of the Company in substitution for and to the exclusion of the existing Articles of Incorporation of the Company."

By order of the Board

Louise Brace	<i>Registered Office</i>
Company Secretary	Floor 2
Stobart Group Limited	Trafalgar Court
	Les Banques
	St Peter Port
	Guernsey
	GY1 4LY

Registered in Guernsey with registered number 39117

2 July 2020

Explanatory notes to the resolutions

Resolutions 1 to 16 (inclusive) are proposed as ordinary resolutions. For each of these to be passed, a simple majority in favour of the relevant resolution will be required of those voting. Resolutions 17 to 20 are proposed as special resolutions. For each of these to be passed, at least 75 per cent of the votes cast must be in favour of the resolution.

An explanation of each of the resolutions is set out below:

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 29 February 2020 before Shareholders at a general meeting.

Resolutions 2 to 9 inclusive – re-election and appointment of Directors

Under the UK Corporate Governance Code, the Directors of all companies admitted to the premium segment of the Official List of the Financial Conduct Authority should be subject to annual re-election by the Shareholders. Warwick Brady, Nick Dilworth and Lewis Girdwood each offer themselves for re-election as Executive Directors. David Shearer, Ginny Pulbrook, John Coombs and David Blackwood each offer themselves for re-appointment as Non-Executive Directors. Clive Condie, who has been appointed as Director by the Board following the Company's 2019 AGM, offers himself for appointment as Non-Executive Director.

The Directors believe that all five of the Non-Executive Directors are independent in character and judgement, such that more than half of the Board (excluding the Chairman) are independent. In addition, the Chairman confirms that, following formal procedure evaluation in relation to their duty to act in the long-term interest of the Company on behalf of its Shareholders (while also having due regard for other stakeholders), each re-appointed Non-Executive Director's performance is and continues to be effective and they each demonstrate commitment to their role.

The diverse experience, skills and contribution offered by each Director across a variety of industries and sectors (as more particularly described in their individual biographies) are very valuable to the Company and complement its strategy. Given that these attributes are, and will continue to be, important to the Company's long-term sustainable success, the Chairman believes that it is appropriate that each of them who wish to continue to serve on the Board, do so.

The biographies below summarise the skills and experience of each Director and set out the specific reasons why each Director is, and continues to be, important to the sustainability of the Company's long-term success.

Biographies

David Shearer, Non-Executive Chairman

David Shearer joined the Board on 1 June 2019 and was appointed Non-Executive Chairman on 23 July 2019 following the 2019 AGM.

David is an experienced independent director and corporate financier and turnaround specialist. He is currently Non-Executive Chairman of Speedy Hire Plc, Socium Group Limited and the Scottish Edge Fund.

David was previously the senior partner of Deloitte LLP for Scotland and Northern Ireland, and a UK executive board member of the firm until 2003. Since then, David held the positions of co-Chairman of Martin Currie (Holdings) Limited, Chairman of Mouchel Group plc and Crest Nicholson plc and a Non-Executive Director of City Inn Limited, in each case standing down after completing the successful restructuring of these businesses. David was also Non-Executive Chairman of Aberdeen New Dawn Investment Trust plc, Liberty Living Group plc and Liberty Living Finance plc, Senior Independent Director of Renold plc, STV Group plc and Superglass Holdings plc and Non-Executive Director of Mithras Investment Trust plc.

David is the Chairman of the Nomination Committee.

Warwick Brady, Chief Executive

Warwick Brady was appointed Chief Executive in July 2017, having worked closely with the Group since 2011, whilst he was Chief Operating Officer for easyJet, as part of unlocking capacity constraints at London's several airports including London Southend Airport. Warwick played a key part in easyJet's growth to a FTSE 100 business.

Warwick has significant experience in the aviation sector, having worked in senior executive roles at easyJet, Ryanair and Kingfisher/Air Deccan in India. He also has a background in private equity in manufacturing and technology and holds an MBA.

Warwick has held board positions at Airline Group and National Air Traffic Services (NATS), the UK's airspace provider, and is currently a Non-Executive Director of FirstGroup plc (a leading transport operator in the UK and North America).

Explanatory notes to the resolutions continued

Nick Dilworth, Chief Operating Officer

Nick Dilworth was appointed Chief Operating Officer in September 2018, having worked as Group Commercial Director since October 2017.

Nick previously worked for BES Utilities, where he was Managing Director. He has also previously occupied a number of leadership roles at Practice Plan Limited and Medenta Finance and has a strong commercial background.

Nick qualified as a Chartered Accountant with BDO LLP before joining Grant Thornton as a Corporate Financier.

Nick is also currently a Non-Executive Director of AirportR Limited.

Lewis Girdwood, Chief Financial Officer

Lewis Girdwood was appointed Chief Financial Officer and Executive Director on 1 April 2019.

Lewis previously served as Chief Financial Officer to IAG Cargo Limited, which provides global cargo services to British Airways, Iberia, Aer Lingus and other IAG airlines. Prior to that, he was Head of Financial Planning and Analysis at easyJet, responsible for financial business partnering across the airline.

Lewis has also held senior finance roles at Premier Foods PLC, British Bakeries Limited and Racal Electronics Group International.

Lewis is also a member of the Audit Committee of charity Tommy's.

John Coombs, Non-Executive Director

John Coombs joined the Board on 1 July 2014. In 2018, John stepped down after 16 years from the position of Managing Director of Unilever Ventures Limited, during which time he chaired the Investment Committee and made investments in 50 early-stage businesses in the UK, US and Europe.

John has sat on the boards of 20 companies, five as Chairman. Currently he is also Non-Executive Chairman of the Co-op's Federal Retail and Trading Services Limited, which coordinates purchasing for Co-operative retailers in the UK.

John is the Chairman of the Remuneration Committee and a member of the Audit and Nomination Committees.

Ginny Pulbrook, Non-Executive Director

Ginny Pulbrook joined the Board on 1 October 2018. With a background in financial public relations and investment banking, Ginny brings more than 30 years' experience as a board-level adviser to quoted companies in the infrastructure, industrial and support services sectors.

Ginny is a Partner at Capital Market Communications (Camarco). Prior to joining Camarco in 2014, Ginny co-founded and spent 26 years at one of the UK's leading financial public relations firms, Citigate Dewe Rogerson. Her specific areas of expertise include high-profile capital markets transactions and change management. A former Development Council Member of the Natural History Museum, she is currently Vice Chairman of Carers (UK), the UK's leading charity for unpaid carers.

Ginny is a member of the Remuneration, Nomination and Audit Committees and is also the Board People Engagement representative.

David Blackwood, Non-Executive Director

David Blackwood was appointed to the Board on 1 March 2019. David has significant experience at senior levels of finance, audit and risk. He is Non-Executive Chairman of Connect Group plc, the market leader in the distribution of newspapers and magazines in the UK and is a Non-Executive Director at Scapa Group plc, where he is also Chairman of the Audit Committee and Senior Independent Director. David was a Non-Executive Director of Dignity plc until he stepped down from the Board in June 2020.

Previous positions include Chief Financial Officer of Synthomer plc where he was employed for seven years. Prior to this he held a number of senior roles with ICI plc. David has also previously served as a member of the Cabinet Office Audit and Risk Committee and the Board for Actuarial Standards. He is a member of the Institute of Chartered Accountants in England and Wales and a Fellow of the Association of Corporate Treasurers.

David is the Chairman of the Audit Committee and a member of the Remuneration and Nomination Committees.

Clive Condie, Non-Executive Director

Clive Condie was appointed to the Board on 1 July 2020. Clive was the Chairman of London Luton Airport until June 2018, a position he held since November 2013 when Ardian and AENA (the world's largest airport operator) acquired the business. Besides being Chairman, Clive was interim Chief Executive during 2014. Clive is also a Director of CLH-PS, the largest fuel pipeline and storage facility in the UK.

Clive has more than 35 years' experience in the aviation industry having worked for, amongst others, Manchester Airport and British Airways. Clive has also previously served on the boards of a number of airports including London Luton some 17 years ago, Lima in Peru and Curaçao in the Dutch Antilles.

Clive is a Fellow of the Royal Aeronautical Society.

Clive is a member of the Remuneration, Nomination and Audit Committees.

Resolutions 10 and 11 – Auditors' re-appointment and remuneration

The auditors of a company must be appointed at each general meeting at which accounts are presented to Shareholders. Resolution 10 proposes the re-appointment of the Company's existing auditors, KPMG LLP, until the conclusion of the next annual general meeting of the Company to be held in 2021. The current appointment of KPMG LLP as the Company's auditors will end at the conclusion of the AGM and it has advised of its willingness to stand for re-appointment.

In accordance with current best practice, Resolution 11 is a separate resolution which gives authority to the Directors to determine the auditors' remuneration.

Resolutions 12 and 13 – Directors' Remuneration

For UK incorporated companies, there are requirements in relation to the content and approval of the Directors' Remuneration Report. Although, as a Guernsey-incorporated company, Stobart is not subject to these requirements, the Board considers that Shareholders would expect the Company to voluntarily mirror the requirements of the UK legislation applicable to a Main Market company so far as is practicable. In addition, in line with the requirements of the UK Companies Act 2006 (the UK Companies Act), Shareholder approval is being sought for a new Directors' Remuneration Policy. The Board is happy to do so as the Directors consider that the requirements facilitate good corporate governance.

Resolution 12 seeks separate Shareholder approval for the Directors' Remuneration Report (other than the Directors' Remuneration Policy) which gives details of the Directors' remuneration for the financial year ended 29 February 2020 and which is set out on pages 86 to 112 of the Annual Report and Accounts. The vote is advisory only and no Director's remuneration is conditional on the vote being passed.

Resolution 13 relates to the Directors' Remuneration Policy. The Company's current Directors' Remuneration Policy was approved by Shareholders at the AGM on 29 June 2017. The approach to the determination of the new Directors' Remuneration Policy is set out in the letter from the Chairman of the Remuneration Committee on pages 87 to 89 of the Annual Report and Accounts for the financial year ended 29 February 2020. The proposed new Directors' Remuneration Policy is set out on pages 92 to 102 of the Annual Report and Accounts. Subject to its approval, all future payments by the Company to the Directors will be in accordance with the new Directors' Remuneration Policy other than any existing remuneration commitments or contractual arrangements agreed prior to the approval and implementation of the new Directors' Remuneration Policy (which will be honoured in accordance with their original terms) or where a payment has been separately approved by a Shareholder resolution. If the new Directors' Remuneration Policy is approved, it will take effect immediately after the date of the AGM and is currently intended to apply for the next three-year period.

Resolutions 14 and 15 – New Employee Share Plans

Pursuant to Resolutions 14 and 15, the Board seeks Shareholder approval of two new employee share plans (the 2020 LTIP and the 2020 DBP), each of which is being introduced in connection with the proposed Directors' Remuneration Policy. A summary of the principal terms of the 2020 LTIP is set out in Appendix 1 to this document and a summary of the principal terms of the 2020 DBP is set out in Appendix 2 to this document.

Explanatory notes to the resolutions continued

Resolution 16 – Directors’ authority to issue shares

In accordance with The Investment Association’s Share Capital Management Guidelines, this resolution authorises the general issue of Ordinary Shares:

- (a) up to an aggregate nominal amount of £20,830,871, which is equal to approximately one-third of the nominal value of the current issued share capital of the Company (excluding treasury shares) at the Latest Practicable Date; and
- (b) up to an aggregate nominal amount of £55,548,989, which is equal to approximately two-thirds of the nominal value of the current issued share capital of the Company (excluding treasury shares) at the Latest Practicable Date (including the amount in paragraph (a) above) in connection with a pre-emptive offer to existing Shareholders by way of a rights issue (with exclusions to deal with fractional entitlements to shares and overseas Shareholders to whom the rights issue cannot be made due to legal and practical problems).

Such authority will expire at the conclusion of the next annual general meeting of the Company or 30 October 2021 (whichever is earlier). The Directors have no current intention to exercise this authority (except to satisfy awards made under Stobart Group’s employee share schemes), but the Board wishes to ensure that the Company has maximum flexibility in managing the financial resources of the Company. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to issue Ordinary Shares or to grant rights to subscribe for or to convert any securities into Ordinary Shares but without prejudice to any issue of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

The Company held no treasury shares as at the Latest Practicable Date.

Resolutions 17 and 18 – disapplication of pre-emption rights

These resolutions authorise the Directors to issue equity securities (as defined in the Articles of Incorporation) for cash without first offering them to the existing Shareholders in proportion to their existing shareholdings. The authority under this resolution would be limited to:

- (a) allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board considers necessary;
- (b) allotments or sales (otherwise than pursuant to (a) above) up to an aggregate nominal amount of £3,124,630.60 (representing 31,246,306 Ordinary Shares), which represents approximately 5 per cent of the issued Ordinary Share capital of the Company (excluding treasury shares) as at the Latest Practicable Date; and
- (c) allotments or sales (otherwise than pursuant to (a) above) up to an aggregate nominal amount of £3,124,630.60 (representing 31,246,306 Ordinary Shares), which represents approximately a further 5 per cent. of the issued Ordinary Share capital of the Company (excluding treasury shares) as at the Latest Practicable Date, for the purposes of financing (or refinancing, if the waiver is used within six months of the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Pre-emption Group’s Statement of Principles.

The disapplication authorities in Resolution 17 are in accordance with the Pre-Emption Group’s Statement of Principles which allow a board to allot equity securities for cash otherwise than in connection with a pre-emptive offer up to 5 per cent of a company’s issued share capital for use on an unrestricted basis.

The disapplication authorities in Resolution 18 are in addition to the authorities in Resolution 17, in accordance with the Pre-Emption Group’s Statement of Principles which allow a board to allot equity securities for cash otherwise than in connection with a pre-emptive offer up to a further 5 per cent of a company’s issued share capital for the purposes of financing (or refinancing, if the waiver is used within six months of the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Pre-emption Group’s Statement of Principles.

In accordance with the Pre-Emption Group’s Statement of Principles, 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 (except in accordance with Resolution 18) without prior consultation with Shareholders. The Directors have no present intention to exercise this authority, but it is considered prudent to maintain the flexibility that this authority provides.

Resolution 19 – authority to purchase own shares

This resolution seeks Shareholder approval for the Company to make market purchases of up to 62,492,612 Ordinary Shares, 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. The authority conferred shall expire at the conclusion of the next annual general meeting of the Company or on 30 October 2021 (if earlier).

The Directors have no present intention of exercising the authority to purchase the Company's Ordinary Shares, however, 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 shares repurchased under this authority and held in treasury will, at the appropriate time, be transferred to the Stobart Group Employee Benefit Trust to meet the requirements, as they arise, of the Company's share incentive arrangements (unless otherwise agreed by the Board).

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 4,085,840, representing approximately 0.7 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 0.7 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.

Resolution 20 – adoption of new Articles of Incorporation

This resolution proposes that the New Articles should be adopted as the Articles of Incorporation of the Company, in place of the existing Articles of Incorporation.

The existing Articles of Incorporation were last adopted in 2017, but have evolved over time, with various amendments being made to reflect specific changes to company law or to address specific issues, without being the subject of a complete review for a number of years. Some of the drafting in the existing Articles of Incorporation is out of date, or no longer fully in line with current market practice. In addition, the existing Articles of Incorporation contain a number of provisions dealing with the Company's share capital which are redundant in light of changes to Guernsey Companies Law which moved away from a principal of capital maintenance.

The New Articles are based on an entirely new set of regulations, rather than being an amended version of the existing Articles of Incorporation. As a result, there are a large number of subtle or technical differences in the drafting of the two sets of regulations, which means that it is not possible to highlight every change. However, the Company and its advisers have sought to minimise any substantive differences which would affect Shareholders. Any such substantive differences are highlighted in the summary of the changes set out in Appendix 3 to this document.

You are encouraged to read the summary of the changes contained in Appendix 3, so that you can understand the effect of adopting the New Articles. A copy of the full terms of the New Articles is available at www.stobartgroup.co.uk/investors. If you would like a hard copy of the New Articles, please request this from Louise Brace, Company Secretary (louise.brace@stobartgroup.com).

General notes to the Notice

1. The rules of the 2020 LTIP and 2020 DBP will be available for inspection on the Investors section of the Company's website until the close of the AGM and at the place of the AGM for at least 15 minutes before the meeting and during the meeting.
2. A member of the Company entitled to attend, speak 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. As no persons other than those required to form a legal quorum will be permitted entry to the AGM in breach of the 'Stay at Home' rules, the Board strongly encourages Shareholders to appoint the Chairman of the AGM, rather than any other person, as their proxy to exercise their right to vote at the AGM in accordance with their instructions.
3. You can vote either:
 - by logging on to www.signalshares.com and following the instructions;
 - by requesting a hard copy Proxy Form directly from the registrar, Link Asset Services (previously called Capita), on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
4. Proxy votes should be submitted as early as possible and in any event must be received by the Company's registrar, Link Asset Services, no later than 11.00 a.m. on 28 July 2020 (being 48 hours before the time appointed for the holding of the AGM).
5. 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 registrar, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 11.00 a.m. on 28 July 2020. Alternatively, a member may revoke a proxy appointment by notifying the Company in writing at its registered office before the commencement of the AGM, or any adjournment thereof, or the taking of any poll at which the proxy is to be used. A member may also revoke a proxy appointment by logging on to www.signalshares.com and following the instructions.
6. 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 registrar, Link Asset Services (whose CREST ID is RA10) by the latest time for receipt of proxy appointments specified in Note 4 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 34(1) of the Uncertificated Securities (Guernsey) Regulations, 2009.
7. 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.
8. As at the Latest Practicable Date, the Company's issued share capital consists of 624,926,123 Ordinary Shares, carrying one vote each, with no 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 624,926,123.
9. 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 registrar prior to the commencement of the meeting. However, Shareholders should note that no persons other than those required to form a legal quorum will be permitted entry to the AGM in breach of the 'Stay at Home' rules. The Board therefore strongly encourages Shareholders to appoint the Chairman of the AGM, rather than any other person, as their proxy to exercise their right to vote at the AGM in accordance with their instructions.

10. 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 28 July 2020 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.
11. 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 on or before the close of business on 28 July 2020.
12. As soon as practicable following the AGM, 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.co.uk.
13. The following documents are available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excluded) at the Company's registered office, Floor 2, Trafalgar Court, Les Banques, St Peter Port, Guernsey GY1 4LY, from the date of this Notice until the conclusion of the AGM and will be available for inspection at the place of the AGM for at least 15 minutes prior to and during the AGM: copies of the Directors' service contracts.
14. A copy of this Notice will also be placed on the website.

APPENDIX 1

SUMMARY OF THE PRINCIPAL TERMS OF THE STOBART GROUP 2020 LONG TERM INCENTIVE PLAN

The 2020 LTIP is a discretionary share plan which will be administered by the Board of Directors or a Committee appointed by the Board, and references in this summary to the Board should be read accordingly. Decisions in relation to the participation in the 2020 LTIP by Executive Directors of the Company will be taken by the Remuneration Committee of the Board of Directors.

The Company has previously operated the Stobart Group Limited Long Term Incentive Plan 2014 for Executive Directors of the Company and other senior management. Subject to approval of the 2020 LTIP at the Company's 2020 AGM, it is proposed that with effect from that meeting share awards will be granted under the 2020 LTIP.

Eligibility

Any employee (including an Executive Director) of the Company or any of its subsidiaries will be eligible to participate in the 2020 LTIP at the discretion of the Board.

Form of award

An Award under the 2020 LTIP may be in the form of:

- (a) a conditional right to acquire ordinary shares in the Company (**Shares**) at no cost (a **Conditional Award**);
- (b) an option to acquire Shares at no cost or for an exercise price per Share equal to the nominal value of a Share (a **Nil-Cost Option**); or
- (c) a right to a cash amount related to the value of a number of Shares (a **Cash Award**).

In this summary, Nil-Cost Options and Conditional Awards are together referred to as **Awards**. References to Shares includes notional Shares to which a Cash Award relates.

Grant of Awards

Awards may be granted within the six week period following the Company's 2020 AGM. Thereafter, ordinarily Awards may only be granted within the six week period following announcement of the Company's results for any period or the approval by Shareholders of a new Directors' Remuneration Policy. However, the Board may grant Awards at other times in exceptional circumstances. If Awards cannot be granted in any of these periods due to regulatory restrictions, they may be granted within the six week period following the lifting of the restriction.

Individual limit

A participant shall not be granted an Award (other than an Award granted to facilitate the recruitment of a participant) in respect of any financial year of the Company over Shares with a market value (as determined by the Board) in excess of 200% of their annual base salary.

Overall limits

Awards may be granted over newly issued Shares, treasury Shares or Shares purchased in the market.

In any 10 year period, the number of Shares which may be issued under the 2020 LTIP and under any other employees' share plan adopted by the Company may not exceed 10 per cent of the issued ordinary share capital of the Company from time to time.

In any 10 year period, the number of Shares which may be issued under the 2020 LTIP and under any other discretionary employees' share plan adopted by the Company may not exceed five per cent of the issued ordinary share capital of the Company from time to time.

Treasury Shares will be treated as newly issued for the purpose of this limit until such time as guidelines published by institutional investor representative bodies determine otherwise.

Performance conditions

Awards will ordinarily be subject to the satisfaction of a performance condition which will determine the proportion (if any) of the Award which will vest at the end of a performance period. The Board will have discretion to grant Awards which are not subject to performance conditions, although Awards granted to Executive Directors (other than awards granted to facilitate the recruitment of an Executive Director) must be subject to performance conditions. A performance period will usually be three years long.

A performance condition may be amended or substituted if an event occurs which causes the Board to consider such action to be appropriate. Any amended or substituted performance condition would not be materially less difficult to satisfy.

Vesting, release and exercise

Awards subject to a performance condition will normally vest as soon as practicable following the end of the performance period to the extent that the performance condition has been satisfied. Awards not subject to a performance condition will usually vest on the third anniversary of the grant date (or on such other date or dates as the Board determines).

The Board has discretion to vary any formulaic outturn applying to an Award where it believes that the outturn does not reflect the Board's assessment of overall performance or is not appropriate in the context of circumstances that were unexpected or unforeseen at the date of grant or if there exists any other reason why such a variation is appropriate.

Awards may be subject to a 'holding period' of up to two years following vesting. Any Award, other than an Award granted to facilitate the recruitment of an Executive Director, granted to an Executive Director will be subject to a holding period of two years. An Award which is subject to a holding period will ordinarily be released (so that the participant is entitled to acquire the Shares) following the end of the holding period. Alternatively, Awards that are subject to a holding period may be granted on the basis that the participant is entitled to acquire Shares following vesting but that, other than sales to cover tax liabilities, they are not entitled to dispose of Shares until the end of the holding period.

Awards which are not subject to a holding period will ordinarily be released at vesting.

Awards granted in the form of Nil-Cost Options will normally be exercisable from the date of release until the tenth anniversary of the grant date, or such earlier date as the Board determines.

Settlement of Awards

Before Shares have been delivered, the Board may decide to pay a cash amount equal to the value of some or all of the Shares the participant would otherwise have received.

Dividends

On the release of an Award (or on the exercise of an Award granted in the form of a Nil-Cost Option), the Company may provide additional Shares to the participant based on the value of dividends paid on vested Shares over such period as the Board determines (ending no later than the date on which the Award is released). The Board shall determine the basis on which this amount is calculated which may assume the reinvestment of the dividends into Shares.

Malus and clawback

At any time prior to the fifth anniversary of the grant of an Award, the Board may cancel the Award or impose further conditions on it (if Shares have not been delivered in respect of it, including if it is subject to a holding period) or may require the participant to make a payment to the Company in respect of some or all of the Shares acquired.

These malus and clawback provisions may be applied in the event of a misstatement of the Company's results, an error in assessing a performance condition, a material failure of risk management, serious reputational damage to the Company, material misconduct on the part of the participant, a material health and safety failure, a corporate failure or any other circumstances that the Board in its discretion considers to be similar in nature or effect.

Cessation of employment – unvested Awards

Ordinarily, unvested Awards will lapse on termination. However, if a participant ceases to hold office or employment by reason of death, ill-health, injury, disability or for any other reason at the Board's discretion (a **Good Leaver**), any unvested Award they hold will usually continue and be released at the originally anticipated release date. The Board will retain the discretion to vest the Award as soon as reasonably practicable after the cessation of employment or at some other time (such as following the end of the performance period in the case of an award which would otherwise be subject to a holding period).

Unless the Board determines otherwise, the extent to which an Award held by a Good Leaver is released will be determined by reference to the extent to which any performance condition has been satisfied (as determined by the Board in the event of release before the end of the performance period).

The extent to which an Award is released will be reduced to take account of the proportion of the performance period that has elapsed at the date of cessation (in the case of an Award subject to a performance condition) or the proportion of the period from grant to the originally anticipated vesting date that has elapsed at the date of cessation (in the case of an Award not subject to a performance condition).

Cessation of employment – vested but unreleased Awards

If an Award is granted subject to a holding period and the participant ceases employment during the holding period, the Award will be released, to the extent vested, at the normal release date (unless the participant is summarily dismissed, in which case the Award will lapse). The Board will have discretion to release the Award at the date of cessation.

APPENDIX 1

SUMMARY OF THE PRINCIPAL TERMS OF THE STOBART GROUP 2020 LONG TERM INCENTIVE PLAN continued

Corporate events

In the event of a takeover of the Company, unvested Awards will vest and be released (and vested but unreleased awards will be released) as soon as reasonably practicable.

Unvested Awards will vest taking into account the extent to which any performance condition has been satisfied at the date of change of control (as determined by the Board) and, unless the Board determines otherwise, taking into account the proportion of the performance period (or vesting period in the case of an Award that is not subject to a performance condition) that has elapsed. Alternatively, the Board may permit Awards to be exchanged for awards over shares in the acquiring company (and, ordinarily, will require this if the change of control is an internal reorganisation).

If other events occur such as a winding-up of the Company, demerger, delisting, special dividend or other event which, in the opinion of the Board, may affect the current or future value of Shares, the Board may determine that Awards will vest and be released on the same basis as in the event of a change of control. To the extent that a Nil-Cost Option vests and is released, the Board will determine the length of time during which that Nil-Cost Option may be exercised.

Adjustment of Awards

In the event of a variation of the Company's share capital, the number of Shares subject to an Award, any exercise price attaching to a Nil-Cost Option and/or any performance condition attaching to an Award, may be adjusted.

The number of Shares subject to an Award, any applicable exercise price and any performance condition may also be adjusted in the event of a demerger, delisting, special dividend, rights issue or other event, which may, in the Board's opinion, affect the current or future value of Shares.

Amendment, termination and further terms of the 2020 LTIP

The Board may amend the 2020 LTIP at any time, provided that the approval of the Company's Shareholders in a general meeting will be required for any amendments to the advantage of participants relating to eligibility, limits, the basis for determining a participant's entitlement to, and the terms of, the Shares or cash comprised in an Award and the impact of any variation of capital to become effective.

However, any minor amendment to benefit administration, to take into account legislative changes, or to obtain or maintain favourable tax treatment, exchange control or regulatory treatment may be made by the Board without Shareholder approval.

The 2020 LTIP will usually terminate on the tenth anniversary of its approval by Shareholders but the rights of existing participants will not be affected by any termination.

Awards are not transferable (other than on death). No payment will be required for the grant of an Award. Awards will not form part of pensionable earnings.

APPENDIX 2

SUMMARY OF THE PRINCIPAL TERMS OF THE STOBART GROUP 2020 DEFERRED BONUS PLAN

The 2020 DBP is a discretionary share plan under which the deferred part of any annual bonus may be delivered. The 2020 DBP will be administered by the Board of Directors or a committee appointed by the Board, and references in this summary to the Board should be read accordingly. Decisions in relation to the participation in the 2020 DBP by Executive Directors of the Company will be taken by the Remuneration Committee of the Board of Directors.

Eligibility

Any current or former employee (including a current or former Executive Director) of the Company or any of its subsidiaries will be eligible to participate in the 2020 DBP at the discretion of the Board.

Form of award

An award under the 2020 DBP may be granted in the form of:

- (a) a conditional right to acquire ordinary shares in the Company (**Shares**) at no cost (a **Conditional Award**); or
- (b) an option to acquire Shares at no cost or for an exercise price per Share equal to the nominal value of a Share (a **Nil-Cost Option**).

In this summary, Nil-Cost Options and Conditional Awards are together referred to as **Awards**.

Grant of Awards

The Board may determine that a proportion of an employee's annual bonus will be deferred into an Award. Deferral of Executive Directors' bonuses into Awards will be in line with the Company's Directors' Remuneration Policy. The number of Shares subject to an Award will be such number of Shares as have a value (as determined by the Board) equal to the deferred bonus. Ordinarily, Awards may be granted within the six week period following announcement of the Company's results for any period or the determination of the amount of any relevant bonus. However, the Board may grant Awards at other times in exceptional circumstances. If Awards cannot be granted in any of these periods due to regulatory restrictions, they may be granted within the six week period following the lifting of the restriction.

Overall limits

Awards may be granted over newly issued Shares, treasury Shares or Shares purchased in the market.

In any 10 year period, the number of Shares which may be issued under the 2020 DBP and under any other employees' share plan adopted by the Company may not exceed 10 per cent of the issued ordinary share capital of the Company from time to time.

In any 10 year period, the number of Shares which may be issued under the 2020 DBP and under any other discretionary employees' share plan adopted by the Company may not exceed five per cent of the issued ordinary share capital of the Company from time to time.

Treasury Shares will be treated as newly issued for the purpose of this limit until such time as guidelines published by institutional investor representative bodies determine otherwise.

Vesting and exercise

Awards will usually vest on the second anniversary of the determination of the relevant bonus (or on such other date as the Board determines). Nil-Cost Options will then normally be exercisable until the tenth anniversary of the grant date.

Settlement of Awards

Before Shares have been delivered, the Board may decide to pay a cash amount equal to the value of some or all of the Shares the participant would otherwise have received.

Dividends

On the vesting of an Award (or on the exercise of an Award granted in the form of a Nil-Cost Option), the Company may provide additional Shares to the participant based on the value of dividends paid (including special dividends) on vested Shares over the vesting period. The Board shall determine the basis on which this amount is calculated which may assume the reinvestment of the dividends into Shares.

Malus and clawback

At any time prior to the later of: (i) the second anniversary of the date on which the relevant bonus is determined; and (ii) the vesting date, the Board may reduce the number of Shares to which the Award relates or impose further conditions on it (if Shares have not been delivered in respect of it) or may require the participant to make a payment to the Company in respect of some or all of the Shares acquired.

These malus and clawback provisions may be applied in the event of a misstatement of the Company's results, an error in assessing a performance condition, a material failure of risk management, serious reputational damage to the Company, material misconduct on the part of the participant, a material health and safety failure, a corporate failure or any other circumstances that the Board in its discretion considers to be similar in nature or effect.

APPENDIX 2

SUMMARY OF THE PRINCIPAL TERMS OF THE STOBART GROUP 2020 DEFERRED BONUS PLAN continued

Cessation of employment – unvested Awards

If a participant ceases to hold office or employment as a result of their dismissal for gross misconduct or in circumstances where the Board reasonably considers they are leaving to join a major direct competitor, any unvested Award they hold will lapse. If a participant leaves employment for any other reason, any unvested Award they hold will usually continue and vest on the originally anticipated vesting date. The Board will retain the discretion to vest the Award as soon as reasonably practicable after the cessation of employment.

Corporate events

In the event of a takeover of the Company, unvested Awards will vest in full. Alternatively, the Board may permit participants to exchange Awards for equivalent awards which relate to shares in a different company (and, ordinarily, will require this if the change of control is an internal reorganisation).

If other events occur such as a winding-up of the Company, demerger, delisting, special dividend, or other event which, in the opinion of the Board, may affect the current or future value of Shares, the Board may determine that Awards will vest.

Adjustment of Awards

In the event of a variation of the Company's share capital, the number of Shares subject to an Award and any exercise price attaching to a Nil-Cost Option may be adjusted.

The number of Shares subject to an Award may also be adjusted in the event of a demerger, delisting, special dividend, rights issue or other event, which may, in the Board's opinion, affect the current or future value of Shares.

Amendment, termination and further terms of the 2020 DBP

The Board may amend the 2020 DBP at any time, provided that the approval of the Company's Shareholders in a general meeting will be required for any amendments to the advantage of participants relating to eligibility, limits, the basis for determining a participant's entitlement to, and the terms of, the Shares or cash comprised in an Award and the impact of any variation of capital to become effective.

However, any minor amendment to benefit administration, to take into account legislative changes, or to obtain or maintain favourable tax treatment, exchange control or regulatory treatment may be made by the Board without Shareholder approval.

The 2020 DBP will usually terminate on the tenth anniversary of its approval by Shareholders but the rights of existing participants will not be affected by any termination.

Awards are not transferable (other than on death). No payment will be required for the grant of an Award. Awards will not form part of pensionable earnings.

APPENDIX 3

SUMMARY OF THE PRINCIPAL DIFFERENCES BETWEEN THE CURRENT ARTICLES OF INCORPORATION AND THE NEW ARTICLES

The current Articles of Incorporation of the Company (**Current Articles**) have evolved over time, with various amendments being made to reflect specific changes to company law or to address specific issues, without being the subject of a complete review. The Company recently asked its advisers to conduct a review of the Current Articles, which concluded that some of the drafting is out of date, or no longer fully in line with current market practice. In addition, there are a number of provisions dealing with the Company's share capital which are redundant in light of changes to Guernsey Companies Law which moved away from a principle of capital maintenance.

As a result, it is proposed that the Company should adopt a new set of Articles of Incorporation (**New Articles**), which would replace the Current Articles in their entirety.

The New Articles are based on recent, market standard examples of Guernsey-incorporated companies which are listed on the London Stock Exchange. As a result, there are a large number of subtle or technical differences as a result of the drafting. However, the Company has sought to minimise any substantive differences which would affect Shareholders. Any such substantive differences are highlighted below. Where the Current Articles include specific provisions (such as notice periods for meetings, number of Directors, quorum requirements for meetings, etc.) the New Articles have been drafted so as to replicate those provisions.

Destination table and summary of principal differences between the Current Articles and the New Articles

Current Article	New Article	Summary of changes
n/a	3	A new Article has been added to explicitly state that the New Articles dis-apply the standard default articles prescribed by Guernsey law.
3(1)	n/a	The statement of the share capital has been removed.
3(2)	4.1	The rights of the Ordinary Shares are unchanged.
3(3)	4.4.2	
3(4)	37.1	
3(5)	4.2	The rights of the Deferred Shares are unchanged.
3(6)	4.3	
4	4.4, 4.5 and 16	The provisions of the New Articles have substantially the same effect as those under the Current Articles, but with improved and more extensive drafting. The explicit reference to financial assistance contained in the Current Articles has been repeated in the New Articles as a Guernsey company may provide financial assistance without explicit authority in its articles.
5	7	
6(1)	4.6	
6(2)		
6(3)	n/a	The current Article has been removed as the Company is no longer required to have an authorised share capital.
7	5	
8	4.4.10	
9	6	
10	12	
11	15	
12	14	
13	15.4	
14-16	10	
17-20	8	
21-30	9	
31-33	11	

APPENDIX 3

SUMMARY OF THE PRINCIPAL DIFFERENCES BETWEEN THE CURRENT ARTICLES OF INCORPORATION AND THE NEW ARTICLES continued

Current Article	New Article	Summary of changes
34	14.1	
35	11.12	
36	11.13	
37	n/a	The current Article has been removed as the Company is no longer required to have an authorised share capital.
38	4.4	
39	16.1	
40	16.2	
41	n/a	The current Article has been removed as the procedures referred to are no longer required as a matter of Guernsey law.
42(1)	17.1, 17.2, 17.6	
42(2)	21.4	
42(3)	12.9, 13.6	
42(4)-(5)	21.3	
43	17.7	
44-47	17.3-17.5	The New Articles include a right for Shareholders to requisition a general meeting, the terms of which replicate the right provided by the Guernsey Companies Law. This replaces a separate less well defined right, as contained in the Current Articles.
48	18.1	
49	18.2	
50	18.3	
51	22.1	<p>The meaning of 'ordinary business' for Annual General Meetings has been refined to ensure that Shareholders receive adequate notice of matters to be dealt with at Annual General Meetings. In particular, the appointment of Directors is no longer the ordinary business of an Annual General Meeting, so that Shareholders will be given adequate notice of any proposed appointments in advance of the meeting.</p> <p>In addition, all business at Extraordinary General Meetings is special business – meaning that normal Annual General Meeting business will only be dealt with at the Annual General Meeting.</p>
52	22.2	
53	22.5	The Current Articles provide that if a general meeting is not quorate within five minutes of the scheduled start time, it will be dissolved or adjourned. The New Articles allow greater flexibility by setting the default deadline at 15 minutes after the scheduled start time and also by allowing the Chairman to extend the time at their discretion.
54	20.1	
55	22.6	
56	22.7	The New Articles explicitly permit the Chairman to move directly to a poll vote.
57 & 59	22.8, 22.9	
58	22.10	
60	22.12	
61	23.1-23.3	New Article 22.2 explicitly deals with proxies casting votes both for and against a resolution, reflecting the position under the UK Companies Act.
62	23.4	
63	23.5	

Current Article	New Article	Summary of changes
64	23.6	
65	n/a	The current Article 65 has not been included as it duplicates other provisions.
66	n/a	The current Article 66 has not been included as it is not required.
67	23.7	
68	23.8	
69	23.7	
70	n/a	The current Article 70 has not been included as it is not required.
71	23.10	
72	24	
73	25.1	References to appointment of first Directors have been removed as these are redundant.
74	25.5	
75(1)	25.7-25.9	The Current Articles provide for one third of the Directors to retire each year by rotation. Under the UK Corporate Governance Code, the Directors should be subject to annual re-election and this requirement is enshrined in the New Articles.
75(2)	25.4	
76(1)	25.10	
76(2)	25.6	
76(3)	n/a	The current Article 76(3) has not been included as it is not required as the position is dictated by the Guernsey Companies Law.
77	25.3	
78	26	The New Articles sets a maximum amount of remuneration which can be paid to Non-Executive Directors.
79	34	
80	28	The New Articles increases the maximum amount of borrowing that may be incurred without approval by the Shareholders by way of ordinary resolution to the greater of £10,000,000 or an amount equal to four times the Adjusted Capital and Reserves (as defined in the New Articles).
81	29.1	
82	n/a	The current Article 82 has not been included as it is not required.
83	32.9	
84	29.4	
85	27	There are some differences in how a Director's interest is defined (in particular in relation to interests through connected parties) but the new provisions reflect the definition of 'interested' used in the Guernsey Companies Law.
86	n/a	The current Article 86 has not been included as it is not required.
87	29.2	
88	n/a	The current Article 88 has not been included as it is not required.
89	31	
90	n/a	The current Article 90 has not been included as it is not required and duplicates other provisions.
91-98	32	
99	33	
100	35	

APPENDIX 3

SUMMARY OF THE PRINCIPAL DIFFERENCES BETWEEN THE CURRENT ARTICLES OF INCORPORATION AND THE NEW ARTICLES continued

Current Article	New Article	Summary of changes
102	36	
103	n/a	The current Article 103 has not been included as it is not required.
104-114	38	The New Articles contain additional provisions explicitly specifying the manner in which scrip dividends are calculated.
115-117	n/a	These Articles have not been included in the New Articles as they are not required in view of Guernsey law linking distributions to solvency, rather than capital and profits.
118-121	39	
122-128	40	The equivalent provisions in the New Articles are much shorter. The text in the Current Articles replicates the Guernsey Companies Law and is not required.
129-138	41	Provisions relating to notices have been improved to fully reflect the electronic notice provisions under the Guernsey Companies Law.
139	42	
140	43	The indemnity for Directors contained in the Current Articles uses unusual drafting so that its scope is difficult to determine. The New Articles contain a standard indemnity which covers the Directors to the extent permitted by the Guernsey Companies Law.
141	30	
142	44	

The following provisions of the New Articles are not present in the Current Articles:

New Article	Explanation
13	The New Articles contain a provision explicitly dealing with disclosure obligations for the purposes of the Listing Rules.
17.9-17.15	Provisions expressly providing for hybrid meetings, thereby providing greater clarity as to how Shareholders can attend general meetings either in person or electronically, such as through an online portal.
18.4, 18.5	Uncontroversial provisions relating to notices for general meetings.
19	Power to postpone a general meeting after the notice has been sent, but before the meeting is held, where the Directors consider that it is impracticable or unreasonable to continue with the meeting at the scheduled time.
20.2	Clarification of the powers of the Chairman of general meetings.
21	Confirmation that Directors may attend and speak at general meetings.
23.9	Ability of Shareholders to appoint an attorney to represent them.
23.11	Confirmation that Shareholder resolutions can be passed by written resolution.
23.12	Insertion of confirmation that the validity of votes cannot be challenged after the meeting. The inclusion of this Article is recommended by the Chartered Governance Institute.
25.2	Confirmation of the formalities required to be appointed as a Director.
29.3	Confirmation of Board control over its committees.
37	Explicit confirmation of the power of the Company to set record dates for notices, voting and dividends.
41.12	Provisions enabling a Shareholder to nominate another person to receive communications from the Company on their behalf.
45	Provisions enabling the Company to deal with Shareholders who cannot be traced over an extended period of time.
46	Confirmation of how the Company executes documents.

