

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own independent financial advice from a stockbroker, bank manager, solicitor, accountant, or other financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your St Ives plc shares, please send this document, together with the accompanying documents as soon as possible 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.



St Ives plc
One Tudor Street
London EC4Y 0AH
26 October 2012

Dear shareholder

I am pleased to send you the Annual Report and Accounts for 2012 with this letter, which contains the Notice of the Annual General Meeting ('AGM') to be held at 11.00 a.m. on Tuesday, 27 November 2012 and an explanation of the routine and non-routine business to be put to the AGM. The Notice is set out on pages 5 to 7 of this document.

If you would like to vote on the Resolutions but cannot come to the AGM, you can appoint a proxy to exercise all or any of your rights to attend, vote and speak at the AGM. A Form of Proxy is separately enclosed.

Routine business

The following Resolutions will be proposed as Ordinary Resolutions:

Resolution 1 – Receipt of the 2012 Annual Report and Accounts

Under companies legislation the directors of the Company must present their report and the annual statements to the AGM. Shareholders of the Company may raise questions relating to the 2012 Annual Report and Accounts under this Resolution.

Resolution 2 – Approval of the 2012 Directors' Remuneration Report

The Directors' Remuneration Report for the 52 weeks ended 27 July 2012 has been prepared and is laid before the AGM for approval of shareholders in accordance with section 439 of the Companies Act 2006 ('the 2006 Act'). The vote is advisory and does not affect the actual remuneration paid to any individual director. The Directors' Remuneration Report can be found on pages 40 to 49 in the 2012 Annual Report and Accounts.

Resolution 3 – Declaration of the final dividend for 2012

A final dividend can only be paid after it has been approved by the shareholders. A final dividend of 4.00 pence per 10 pence ordinary share is recommended by the directors for payment to shareholders who are on the shareholders' register at close of business on 30 November 2012. If approved, the final dividend will be paid on 21 December 2012.

Resolutions 4 and 5 – Reappointment of auditors and auditors' remuneration

The Company is required under section 489 of the 2006 Act to appoint auditors at each general meeting at which the accounts are laid before the Company, to hold office until the conclusion of the next such meeting. Resolution 4, on the Company's audit committee's recommendation after undertaking a review described on page 39 in the 2012 Annual Report and Accounts, proposes the reappointment of Deloitte LLP as auditors of the Company. Resolution 5 authorises the directors, in accordance with standard practice, to set the remuneration of the auditors. In accordance with its terms of reference, the Company's audit committee will approve the auditors' remuneration and terms of engagement and make recommendations to the board.

Resolutions 6 to 12 – Directors seeking re-election/election

In accordance with best corporate governance practice (although not required for the Company under the UK Corporate Governance Code) for the first time, all of the Company's directors are standing for re-election, or in the case of Helen Stevenson, election, by the shareholders at this year's AGM.

The board has confirmed, following a performance review, that all of the directors standing for re-election/election continue to perform effectively and demonstrate commitment to their roles.

In relation to the re-election/election of non-executive directors, Mike Butterworth, Richard Stillwell, Tony Stuart and Helen Stevenson, I can confirm that the board has determined that each are independent, experienced, and influential individuals from a range of industries and backgrounds. Their diverse mix of skills and business experience provides a significant contribution to the proper functioning of the board and its committees, ensuring that matters are fully debated and that no individual dominates the board's decision-making processes.

Biographies of each of the directors seeking re-election/ election can be found on page 4 of this document.

Simon Marquis is retiring from the board at the end of this year's AGM and is not seeking re-election. The whole of the board and I will like to thank Simon Marquis for his hard work and dedication over the years.

Non-routine business

Resolution 13 – Allotment of share capital

This Resolution deals with the directors' authority to allot shares.

At the AGM of the Company held on 29 November 2011, the directors were authorised to allot relevant securities up to an aggregate maximum nominal amount of £7,474,100. It is proposed to renew this authority such that the directors be granted authority to allot shares in the capital of the Company up to a maximum nominal amount of £7,988,424 (equating to 79,884,240 ordinary shares), which reflects the Association of British Insurers' ('ABI') guideline limit of approximately two thirds of the Company's issued ordinary share capital as at 24 October 2012 (the latest practicable date prior to publication of this letter), in addition to relevant securities which may be issued pursuant to outstanding options under the Group's discretionary share option schemes and sharesave plan. Of this amount a maximum nominal amount of £3,994,212 (equating to 39,942,120 ordinary shares) (representing approximately one third of the Company's issued ordinary share capital) can only be allotted pursuant to a rights issue. This power will last until the conclusion of the 2013 AGM or, if earlier, 26 February 2014.

The directors have no present intention of allotting new ordinary shares, other than in respect of the Group's discretionary share option schemes and sharesave plan.

The remaining resolutions will be proposed as Special Resolutions:

Resolution 14 – Disapplication of statutory pre-emption rights

Approval is sought for the directors to be able to allot shares in the capital of the Company pursuant to the authority granted under Resolution 13 above for cash without complying with the pre-emption rights in the 2006 Act in certain circumstances. In the light of the ABI guidelines described in relation to Resolution 13 above, this authority will permit the directors to allot:

(a) shares up to a nominal amount of £7,988,424 (equating to 79,884,240 ordinary shares) (representing approximately two-thirds of the Company's issued share capital as at 24 October 2012 (the latest practicable date prior to publication of this letter)) on an offer to existing shareholders on a pre-emptive basis. However, unless the shares are allotted pursuant to a rights issue (rather than an open offer), the directors may only allot shares up to a nominal amount of £3,994,212 (equating to 39,942,120 ordinary shares) (representing approximately one-third of the Company's issued share capital) (in each case subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the directors see fit); and

(b) shares up to a maximum nominal value of £599,131 (equating to 5,991,310 ordinary shares), representing approximately 5% of the issued ordinary share capital of the Company as at 24 October 2012 (the latest practicable date prior to publication of this letter) otherwise than in connection with an offer to existing shareholders.

The directors have no present intention of exercising this authority.

The directors confirm their intention to follow the provisions of the Pre-emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period. The Principles provide that companies should not issue shares for cash representing more than 7.5% of the relevant company's issued share capital in any rolling three-year period, other than to existing shareholders, without prior consultation with shareholders.

The authority contained in Resolution 14 will expire upon the expiry of the general authority (conferred in Resolution 13 (i.e. at the end of the next AGM or, if earlier, 26 February 2014)).

Resolution 15 – Authority for the Company to purchase its own shares

This Resolution gives the Company authority to buy back its own ordinary shares in the market as permitted by the 2006 Act. The authority limits the number of shares that could be purchased to a maximum of 11,982,630 representing approximately 10% of the Company's issued ordinary share capital as at 24 October 2012 (the latest practicable date prior to publication of this letter) and sets minimum and maximum prices. This authority will expire at the conclusion of the next AGM or, if earlier, 26 February 2014.

The directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, taking into account the financial resources of the Company, the Company's share price and future funding opportunities. The authority will be exercised only if the directors believe that to do so would result in an increase in earnings per share and would be in the interests of shareholders generally. Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange.

Listed companies purchasing their own shares are allowed to hold them in treasury as an alternative to cancelling them. No dividends are paid on shares whilst held in treasury and no voting rights attach to treasury shares.

If Resolution 15 is passed at the AGM, it is the Company's current intention to cancel all of the shares it may purchase pursuant to the authority granted to it. However, in order to respond properly to the Company's capital requirements and prevailing market conditions, the directors will need to reassess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them, provided it is permitted to do so.

As at 24 October 2012 (the last practicable date prior to publication of this letter), there were options over 6,303,058 ordinary shares in the capital of the Company representing 5.26% of the Company's issued ordinary share capital. If the authority to purchase the Company's ordinary shares being sought in Resolution 15 and the existing authority to purchase ordinary shares taken at last year's AGM (which expires at the end of this year's AGM) were exercised in full, these options would represent 6.52% of the Company's issued ordinary share capital. The Company does not currently have any treasury shares.

Resolution 16 – Notice for calling a general meeting

The notice period required by the 2006 Act for general meetings of the Company is 21 clear days unless shareholders approve a shorter notice period, which cannot be less than 14 clear days (AGMs must always be held on at least 21 clear days' notice). At the AGM 2011, shareholders authorised the calling of general meetings other than AGMs on not less than 14 clear days' notice and it is proposed that this authority be renewed.

The 2006 Act requires that, in order for a company to be able to call general meetings, other than AGMs, on less than 21 clear days' notice, the company must satisfy two conditions. First, it must make a means of electronic voting available to all shareholders for that meeting (this condition is met if the company offers a facility, accessible to all shareholders, to appoint a proxy by means of a website). The second condition is that there is an annual resolution of shareholders approving the reduction of the minimum notice period from 21 days to 14 days.

The flexibility offered by this Resolution will be used where, taking into account the circumstances, the directors consider it is appropriate in relation to the business of the meeting and in the interests of the Company and the shareholders as a whole. The authority granted by this Resolution, if passed, will be effective until the Company's next AGM, when a similar resolution will likely be proposed.

Recommendation

The board considers the Resolutions will promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. The directors unanimously recommend that you vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings which amount in aggregate to 588,514 ordinary shares representing approximately 0.49% of the existing issued ordinary share capital of the Company.

Yours sincerely



Richard Stillwell
Chairman

Biographies of directors standing for re-election/election

Executive Directors

Matt Armitage, Chief Financial Officer & Group Managing Director – Marketing Services

Matt joined the board on 3 September 2007, having previously worked for Tequila London Ltd – a below-the-line marketing services business owned by Omnicom Inc – for five years as their Finance Director. Matt has headed up the Group's Marketing Services businesses since March 2012. Prior to joining the Company, Matt held various financial management positions with companies operating in the telecommunications, technology and fast-moving consumer goods industries, including serving ten years with Unilever plc.

Age: 43

Patrick Martell, Chief Executive

Patrick joined the board on 2 August 2003. He started with the Group in 1980, was appointed a director of Clays in 1994 and became its Managing Director in 2000. Since 2003, Patrick has held the positions of Managing Director – Media Products and then Managing Director – UK Operations. He was appointed Chief Executive in April 2009.

Age: 48

Lloyd Wigglesworth, Group Managing Director – Print & Publishing Services

Lloyd joined the board on 1 December 2008, initially as a non-executive director, taking an executive appointment the following year, and is now responsible for the Group's Print & Publishing Services businesses. Lloyd has previously been Managing Director of Entertainment UK, Smiths News, EMAP's Apex and Choice publishing companies, Frontline and The Dutch Meat Marketing Board in the UK. In addition Lloyd has served on the boards of a number of retailing, marketing and property companies after starting his career at Mars Inc. Lloyd is an advisory partner to NewMarket Partners, a business consultancy.

Age: 53

Non-Executive Directors

Mike Butterworth, Non-Executive Director

Mike joined the board on 1 August 2010. He has served as Group Finance Director of Cookson Group plc for the past seven years, a FTSE250 company supplying products, processes and services to the ceramics, electronics and precious metals industries. Previously, Mike was Group Finance Director of Incepta Group plc for five years, an international marketing and communications group, prior to which he spent five years as Group Financial Controller at BBA Group plc, the international aviation and materials technology group. Mike chairs meetings of the Audit Committee.

Age: 51

Richard Stillwell, Chairman

Richard joined the board on 1 September 2006 and was appointed Chairman of the Company on 26 April 2011. He is a qualified barrister (non-practising) and holds non-executive directorships with Fiberweb plc, Scott Bader Company Ltd (Chairman) and TBI Ltd. Until 2000 Richard was Executive Vice President of ICI plc, where he had held various posts for 26 years. Richard chairs meetings of the Nominations Committee.

Age: 63

Tony Stuart, Non-Executive Director

Tony joined the board on 31 January 2011. He is a former Managing Director at NM Rothschild, a leading UK investment bank, where he worked for more than 25 years. In the course of his career, Tony was a corporate finance adviser to many leading companies in the UK and overseas. Now a consultant at Rothschild, Tony also serves as a director of Cornwall Development Company and is an independent Governor at University College, Falmouth. Tony chairs meetings of the Remuneration Committee.

Age: 60

Helen Stevenson, Non-Executive Director

Helen joined the board on 1 May 2012. She was Chief Marketing Officer UK at Yell Group plc from 2006 to 2012 and, prior to this, served as Lloyds TSB Group Marketing Director. Helen started her career with Mars Inc where she spent 19 years, culminating in her role as European Marketing Director, leading category strategy development across Europe. Helen has additionally served as a non-executive director on the main board of the Department of Work and Pensions. Helen sits on the Henley Business School Strategic Advisory Board and is a non-executive director of Navitas IP, a boutique private equity partnership.

Age: 51

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of St Ives plc (the 'Company') will be held at One Tudor Street, London EC4Y 0AH on Tuesday, 27 November 2012 at 11.00 a.m. to consider and, if thought fit, to pass the following resolutions of which Resolutions 1 to 13 inclusive will be proposed as Ordinary Resolutions and Resolutions 14, 15 and 16 will be proposed as Special Resolutions:

Routine business

1. To receive and adopt the audited financial statements for the fifty three weeks ended 27 July 2012 together with the reports of the directors and auditors.
2. To approve the Directors' Remuneration Report for the 2011/2012 financial year.
3. To declare a final dividend of 4.00 pence per 10 pence ordinary share.
4. To re-appoint Deloitte LLP as auditors to the Company to hold office until the conclusion of the next Annual General Meeting of the Company.
5. To authorise the directors to fix the remuneration of the auditors.
6. To re-elect Matt Armitage as a director.
7. To re-elect Patrick Martell as a director.
8. To re-elect Lloyd Wigglesworth as a director.
9. To re-elect Mike Butterworth as a director.
10. To re-elect Richard Stillwell as a director.
11. To re-elect Tony Stuart as a director.
12. To elect Helen Stevenson as a director.

Non-routine business

13. THAT the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights'):
 - (a) up to an aggregate nominal amount of £3,994,212 (equating to 39,942,120 ordinary shares); and
 - (b) up to a further aggregate nominal amount of £3,994,212 (equating to 39,942,120 ordinary shares) provided that:
 - (i) they are equity securities (within the meaning of section 560(1) of the Companies Act 2006); and
 - (ii) they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record dates as the directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record dates, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter, provided that this authority shall expire on the date of the next Annual General Meeting of the Company or, if earlier, on 26 February 2014, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the directors to allot shares and grant Rights be and are hereby revoked.

14. THAT the directors be and they are hereby empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash either pursuant to the authority conferred by Resolution 13 above or by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment provided that this power shall be limited to:
- (a) the allotment of equity securities in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 13 by way of rights issue only) in favour of the holders of ordinary shares on the register of members at such record dates as the directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record dates, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and
 - (b) the allotment (otherwise than pursuant to sub-paragraph (a) of this Resolution 14 to any person or persons of equity securities up to an aggregate nominal amount of £599,131 (equating to 5,991,310 ordinary shares), and shall expire upon the expiry of the general authority conferred by Resolution 13 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.
15. THAT the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 10 pence each of the Company on such terms and in such manner as the directors may from time to time determine, provided that:
- (a) the maximum number of ordinary shares hereby authorised to be acquired is 11,982,630 (i.e., £1,198,263 in nominal value) (representing approximately 10% of the issued ordinary share capital of the Company as at 24 October 2012 (the last practicable date prior to publication of this notice);
 - (b) the minimum price which may be paid for any such share is 10 pence;
 - (c) the maximum price which may be paid for any such share is the higher of (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased and (ii) the amount stipulated by Article 5(1) of the EU Buy-Back and Stabilisation Regulation (being the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 15 will be carried out);
 - (d) the authority hereby conferred shall expire on the date of the next Annual General Meeting or 26 February 2014 whichever is earlier unless previously renewed, varied or revoked by the Company in general meeting; and
 - (e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract.
16. THAT a general meeting other than an Annual General Meeting, may be called on not less than 14 clear days' notice.

By order of the board



Philip Harris
Secretary

26 October 2012

Registered number 1552113
Registered office:
One Tudor Street
London EC4Y 0AH

Notes

1. A shareholder of the Company entitled to attend and vote at the Annual General Meeting 2012 ("AGM") is entitled to appoint one or more proxies to exercise all or any of his rights to attend, speak and, vote at the meeting provided that each proxy is appointed to exercise the rights attaching to different shares held by the shareholder. A proxy need not be a shareholder of the Company but must attend the AGM to represent you.
2. The appointment of a proxy or proxies does not preclude a shareholder from attending the AGM and voting in person. A form of proxy is enclosed for use by shareholders.
3. To appoint more than one proxy (unless you are appointing your proxies via the CREST electronic proxy appointment service), please photocopy the form of proxy. Please insert the name and address (in CAPITAL letters) of each of your proxies on a separate copy of the form of proxy. On each copy of the form of proxy you must also include the number of shares in respect of which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) and indicate how you wish each proxy to vote or abstain from voting. You may not appoint more than one proxy to exercise the rights attached to any one share. Please also indicate by ticking the box that the proxy is one of multiple instructions being given. Additional proxy form(s) may be obtained by contacting the Registrars' helpline: calls from the UK: 0871 664 0300 (calls cost 10 per minute plus network extras) and calls from overseas +44 20 8639 3399. If you wish to appoint the Chairman as one of your multiple proxies, simply leave the wording of "the Chairman of the Meeting" on the relevant copy of the form of proxy. Please ensure you sign and date each copy of the form of proxy and, if returned by post, include them in the same envelope.
4. To change your proxy instructions you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the registrars (whose phone number is given in the preceding paragraph). The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
5. In order to be valid, the form of proxy must be received by the Company not less than 48 hours before the time of the AGM and be returned by one of the following methods: either (i) in hard copy form by post, by courier or by hand to St Ives plc's Registrars, Capita Registrars, (PXS), The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; or (ii) in the case of CREST shareholders, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 6 below.
6. CREST shareholders who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual on the Euroclear website (www.Euroclear.com/CREST). CREST personal shareholders or other CREST sponsored shareholders, and those CREST shareholders who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by St Ives plc's Registrars (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the Company's Registrars are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in the Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. CREST shareholders 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 messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST shareholder concerned to take (or, if the CREST shareholder is a CREST personal shareholder or sponsored shareholder 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 shareholders and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
7. A shareholder of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the AGM. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder of the Company, provided that he does not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.
8. A copy of this notice has been sent for information only to persons who have been nominated by a shareholder to enjoy information rights under section 146 of the Companies Act 2006 (a "Nominated Person"). The rights to appoint a proxy cannot be exercised by a Nominated Person: they can only be exercised by the shareholder. However, a Nominated Person may have a right under an agreement between him and the shareholder by whom he was nominated to be appointed as a proxy for the meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the shareholder as to the exercise of voting rights.
9. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, in order to be able to attend and vote at the AGM or any adjourned meeting, (and also for the purposes of calculating how many votes a person may cast), a person must have his/her name entered on the register of members of the Company by no later than 48 hours before the time appointed for the meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
10. Shareholders satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last annual general meeting, that the shareholders propose to raise at the AGM. The Company cannot require the shareholders requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditors no later than the time it makes its statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required to publish on its website.
11. The Company must cause to be answered at the AGM any question relating to the business being dealt with at the AGM which is put by a shareholder attending the AGM (except in certain circumstances, including if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered or if to do so would involve the disclosure of confidential information).
12. The contents of this notice of meeting, details of the total number of shares in respect of which shareholders are entitled to exercise voting rights at the AGM, the total voting rights that shareholders are entitled to exercise at the AGM, details of the totals of the voting rights that shareholders are entitled to exercise at the AGM and, if applicable, any shareholders' statements, shareholders' resolutions or shareholders' matters of business received by the Company after the date of this notice will be available on the Company's website (www.st-ives.co.uk).
13. As at 24 October 2012 (being the last business day prior to the publication of this Notice of AGM) the Company's issued share capital consisted of 119,826,366 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 24 October 2012 were 119,826,366. The Company does not hold any shares in treasury.
14. Copies of the directors' service contracts and letters of appointment with the Company, are available for inspection at the Company's registered office, which is at One Tudor Street, London EC4Y 0AH, during normal business hours on any weekday (Saturdays, Sundays and English public holidays excepted) from the date of posting of this document, up to, and including, the date of the AGM and will also be available at the place of the AGM from 15 minutes prior to and during the AGM.
15. You may not use any electronic address provided in this notice of meeting to communicate with the Company for any purposes other than those expressly stated.

