



ST. JAMES'S PLACE

NOTICE OF ANNUAL GENERAL MEETING
TO BE HELD ON
23 MAY 2018

This document is important and requires your immediate attention.

If you are in any doubt as to the action you should take, you should consult your professional adviser immediately.

If you have sold or transferred all your shares in St. James's Place plc, please send this document and the accompanying form of proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



ST. JAMES'S PLACE plc

Registered office: St. James's Place House
1 Tetbury Road, Cirencester, Gloucestershire GL7 1FP
Telephone 01285 640302 Facsimile 01285 640436

13 April 2018

Dear Shareholder

ANNUAL GENERAL MEETING 2018

I am pleased to invite you to the Annual General Meeting (the "AGM") of St. James's Place plc (the "Company"), which will be held at 11:30am on Wednesday, 23 May 2018 at The Royal Aeronautical Society, 4 Hamilton Place, London, W1J 7BQ.

The Notice of AGM, which follows this letter, sets out the business to be considered at the meeting, together with Explanatory Notes which describe that business in more detail.

Directors' Election/Re-election

As announced last year, Craig Gentle was appointed to the Board on 1 January 2018 and, in accordance with the requirements set out in our Articles of Association, he will retire at the AGM and stand for election (Resolution 11). In line with the UK Corporate Governance Code and our Articles of Association, you will see that all of the other Directors will be standing for re-election (Resolutions 3 to 10). The biographies of each Director may be found on the Company's website and in the Company's Annual Report and Accounts for the year ended 31 December 2017 (the "2017 Annual Report") on pages 70 and 71.

External Auditor

Following the full tender process undertaken in 2016, the Audit Committee's 2017 annual review of the external auditor considered their terms of engagement, their independence and objectivity and the effectiveness and performance of the audit process (further details of the review can be found on page 87 of the 2017 Annual Report). The Audit Committee concluded that it remained satisfied with the external auditor's performance and, as a result, we are proposing the reappointment of PricewaterhouseCoopers LLP as the Company's external auditor (Resolution 13).

Voting

A form of proxy for use by shareholders in connection with the AGM is enclosed. We would request that (whether or not you are able to attend the meeting) you complete the form of proxy and send it to the Company's Registrars as soon as possible and, in any event, so as to be received by no later than 11:30am on Monday, 21 May 2018.

Further information on proxies is contained in the Explanatory Notes on pages 7 and 8 of this Notice of AGM. Submitting a form of proxy will ensure that your vote is recorded but will not prevent you from attending the meeting and voting in person should you wish to do so.

Recommendation

The Board considers that all the proposed Resolutions set out in the Notice of AGM are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of each Resolution, as they themselves intend to do in respect of their own beneficial shareholdings in the Company.

Yours faithfully

Sarah Bates

Chair

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of St. James's Place plc (the "Company") will be held at The Royal Aeronautical Society, 4 Hamilton Place, London, W1J 7BQ on 23 May 2018 at 11:30am. The Annual General Meeting will be held for the following purposes:

ORDINARY BUSINESS

To consider and, if thought fit, to pass the following Resolutions as Ordinary Resolutions:

Resolution 1

To receive the Company's annual accounts and reports of the Directors and auditors thereon for the year ended 31 December 2017.

Resolution 2

To declare a final dividend of 27.45 pence per ordinary share for the year ended 31 December 2017.

Resolution 3

To re-elect Sarah Bates as a Director.

Resolution 4

To re-elect Iain Cornish as a Director.

Resolution 5

To re-elect Andrew Croft as a Director.

Resolution 6

To re-elect Ian Gascoigne as a Director.

Resolution 7

To re-elect Simon Jeffreys as a Director.

Resolution 8

To re-elect David Lamb as a Director.

Resolution 9

To re-elect Patience Wheatcroft as a Director.

Resolution 10

To re-elect Roger Yates as a Director.

Resolution 11

To elect Craig Gentle as a Director.

Resolution 12

To approve the Directors' remuneration report for the year ended 31 December 2017.

Resolution 13

To re-appoint PricewaterhouseCoopers LLP as the auditors of the Company to hold office until the conclusion of the next General Meeting at which accounts are laid before the Company.

Resolution 14

To authorise the Directors to determine the remuneration of the auditors of the Company.

NOTICE OF ANNUAL GENERAL MEETING continued

SPECIAL BUSINESS

To consider and, if thought fit, pass the following Resolutions, of which Resolution 15 will be proposed as an Ordinary Resolution and Resolutions 16 to 18 will be proposed as Special Resolutions:

Resolution 15

THAT, in substitution for all existing authorities, the authority and power conferred on the Directors by Article 8.2 of the Company's Articles of Association be hereby renewed so that the prescribed period shall (unless previously renewed, revoked or varied by the Company in General Meeting) end on the date of the Annual General Meeting in 2019 (or, if earlier, 30 June 2019) and for such period the Section 551 Amount (as defined in the Company's Articles of Association) shall be £26,189,752 provided that the Company may, before such expiry, make offers or agreements which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority hereby conferred had not expired.

Resolution 16

THAT, in substitution for all existing authorities and subject to the passing of Resolution 15 set out in this Notice of Annual General Meeting, the authority and power conferred on the Directors by Article 8.3 of the Company's Articles of Association be hereby renewed so that the prescribed period shall end on the date of the Annual General Meeting in 2019 (or, if earlier, 30 June 2019) and for such period the Section 561 Amount (as defined in the Company's Articles of Association) shall be £3,968,144, provided that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the authority hereby conferred had not expired.

This power shall also apply to a sale of treasury shares which is an allotment of equity securities by virtue of Section 560(2) of the Companies Act 2006 as if in the first paragraph of this Resolution the words "and subject to the passing of Resolution 15 set out in this Notice of Annual General Meeting" were omitted.

Resolution 17

THAT the Company be generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of ordinary shares of 15p each in the capital of the Company provided that:

- a. the maximum aggregate number of ordinary shares authorised to be acquired is 52,908,591, representing approximately 10 per cent. of the Company's issued ordinary share capital as at 21 March 2018 (being the latest practicable date prior to publication of this Notice of Annual General Meeting);
- b. the minimum price (exclusive of expenses) which may be paid for an ordinary share is 15p;
- c. the maximum price (exclusive of expenses) which may be paid for an ordinary share is the higher of:
 - i. an amount equal to 105 per cent. of the average of the middle market quotations for an ordinary share as derived from the daily official list of the London Stock Exchange for the five business days immediately preceding the day on which the purchase is contracted to be made; and
 - ii. the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulations 2003;
- d. this authority will (unless previously revoked, varied or renewed) expire at the conclusion of the next Annual General Meeting of the Company held after the date on which this Resolution is passed or, if earlier, 30 June 2019; and
- e. the Company may make a contract or contracts to purchase ordinary shares under this authority before this authority expires which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract as if the authority conferred hereby had not expired.

Resolution 18

THAT a General Meeting of the Company, other than an Annual General Meeting of the Company, may be called on not less than 14 clear days' notice.

By Order of the Board

E J Kelly

Company Secretary
St. James's Place plc
13 April 2018

Registered Office:
St. James's Place House
1 Tetbury Road
Cirencester
Gloucestershire
GL7 1FP

EXPLANATORY NOTES TO THE RESOLUTIONS

RESOLUTION 1: TO RECEIVE THE COMPANY'S ANNUAL ACCOUNTS

The Directors present the Company's annual accounts and the reports of the Directors and auditors thereon for the year ended 31 December 2017.

RESOLUTION 2: DECLARATION OF FINAL DIVIDEND

A final dividend can only be paid after the shareholders have approved it at a General Meeting. The Board recommends payment of a final dividend of 27.45 pence per ordinary share on 1 June 2018 to shareholders on the register at the close of business on 6 April 2018.

RESOLUTIONS 3 TO 10: RE-ELECTION OF DIRECTORS

In accordance with the UK Corporate Governance Code and Article 83 of the Company's Articles of Association, all Directors, with the exception of Craig Gentle who was appointed during the year, will retire and stand for re-election at the Annual General Meeting. Biographical details of all Directors are set out on pages 70 and 71 of the Company's Annual Report and Accounts and on the Company's website.

Following the formal performance evaluation referred to on pages 81 and 82 of the Company's Annual Report and Accounts, which included an assessment of the performance of each individual Director, the Board considers that the performance of each Director continues to be effective and demonstrates the commitment required to continue in their present role. Further information regarding the independence and time commitments of the Directors can also be found on pages 76 and 80 of the Annual Report and Accounts.

The Board accordingly recommends each Director's re-election.

RESOLUTION 11: ELECTION OF DIRECTOR

In accordance with the UK Corporate Governance Code and Article 88 of the Company's Articles of Association, Craig Gentle, who was appointed as a Director since the last Annual General Meeting, will retire and stand for election at the Annual General Meeting. Craig's biographical details are set out on page 70 of the Company's Annual Report and Accounts and on the Company's website. Craig was appointed as a result of careful succession planning which took account of the skills and characteristics required in the role of Chief Financial Officer. Craig was appointed to the Board on 1 January 2018 and in the short time since his appointment, Craig has performed in line with the Board's expectations.

The Board recommends Craig's election.

RESOLUTION 12: TO APPROVE THE DIRECTORS' REMUNERATION REPORT

Pursuant to Section 439 of the Companies Act 2006 the Board proposes a Resolution approving the Directors' remuneration report (excluding the part containing the Summary of the Directors' Remuneration Policy) for the financial year ended 31 December 2017. The full text of the Directors' Remuneration Report is contained on pages 100 to 110 of the Company's Annual Report and Accounts.

RESOLUTION 13: RE-APPOINTMENT OF AUDITORS

It is proposed that PricewaterhouseCoopers LLP be re-appointed as auditors to the Company. The Company is required to appoint auditors at each General Meeting at which accounts are laid to hold office until the conclusion of the next such meeting.

RESOLUTION 14: REMUNERATION OF AUDITORS

In accordance with standard practice, this Resolution authorises the Directors to determine the remuneration of the auditors of the Company.

RESOLUTION 15: AUTHORITY TO ALLOT SHARES

Section 551 of the Companies Act 2006 requires that the authority of the Directors to allot relevant securities shall be subject to the approval of shareholders in a General Meeting.

Accordingly, shareholders are being asked to renew, until the Annual General Meeting in 2019 (or, if earlier, 30 June 2019), the Directors' authorisation to allot the Company's unissued shares up to a nominal amount of £26,189,752 (which represents 174,598,347 ordinary shares and, as at 21 March 2018 (being the latest practicable date prior to publication of this document), approximately 33 per cent. of the issued ordinary share capital of the Company (excluding treasury shares)). The Directors have no present intention of allotting shares pursuant to this authority except in relation to the issue of shares in relation to share schemes and other incentive arrangements operated by the Company and its subsidiaries. The Company does not hold any treasury shares at 21 March 2018 (being the latest practicable date prior to publication of this document).

RESOLUTION 16: DISAPPLICATION OF PRE-EMPTION RIGHTS

Section 561 of the Companies Act 2006 contains pre-emption rules by which, unless the shareholders determine otherwise by Special Resolution, ordinary shares to be issued for cash must first be offered to shareholders in proportion to their existing holdings. In practice, it is desirable to modify these pre-emption rules to a limited extent, for example so as to allow rights issues to existing shareholders in the conventional form (rather than the form which would be required by the Companies Act 2006) and to avoid infringement of overseas securities laws where some shareholders are resident overseas. It is proposed to renew the Directors' power under the Company's Articles of Association to allot equity securities otherwise than in accordance with these pre-emption rules for a period to expire on the date of the Annual General Meeting in 2019 (or, if earlier, 30 June 2019), provided that any equity securities allotted for cash pursuant to such power be limited to a nominal amount of £3,968,144 (which represents 26,454,295 ordinary shares and, as at 21 March 2018 (being the latest practicable date prior to publication of this document), 5 per cent. of the Company's issued ordinary share capital). The Directors have no present intention of allotting shares pursuant to this authority, except in relation to share schemes and other incentive arrangements operated by the Company and its subsidiaries. No more than 7.5 per cent. of the issued share capital will be issued on a non pre-emptive basis in any three-year period. Shareholders will note that this Resolution also relates to treasury shares (if any).

RESOLUTION 17: PURCHASE OF OWN SHARES

Under Section 701 of the Companies Act 2006, the Company requires the authority of shareholders in a General Meeting to renew its authority to purchase its own shares. Resolution 17 specifies the maximum number of shares that may be purchased (approximately 10 per cent. of the Company's issued share capital as at 21 March 2018) and the maximum and minimum prices which may be paid. The authority will expire at the end of the next Annual General Meeting, or 30 June 2019, whichever is the earlier.

The Directors have no present intention for the Company to purchase its own shares and will exercise this authority only when to do so would be in the best interests of the shareholders generally and where, in the light of prevailing market conditions, they consider it will result in an increase in earnings per ordinary share.

Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange. Should the Directors exercise such authority, any shares so purchased may be placed into treasury and subsequently transferred to satisfy awards arising under the Company's employee share schemes, or issued for cash as provided for by the Companies Act 2006. Any shares purchased otherwise than in accordance with the preceding sentence will be cancelled and the number of shares in issue will be reduced accordingly.

On 21 March 2018 (being the latest practicable date prior to publication of this document), there were options or awards outstanding over 10,026,672 new ordinary shares, representing 1.90 per cent. of the Company's issued share capital (excluding treasury shares). If the authority given by Resolution 17 were to be fully used, these would represent 2.11 per cent. of the Company's ordinary issued share capital (excluding treasury shares). The Company has no warrants in relation to its shares.

RESOLUTION 18: NOTICE OF MEETINGS

Pursuant to the Companies (Shareholders' Rights) Regulations 2009 the notice period for General Meetings of a company has been extended to 21 clear days unless certain requirements are satisfied. In line with the Resolution passed at the Annual General Meeting in 2017, the Directors believe it is in the best interests of the shareholders for the Company to preserve the shorter notice period and accordingly are putting this Resolution to the meeting to continue to allow the Company to call meetings (other than Annual General Meetings) on 14 clear days' notice. It is intended that this flexibility will only be used for non-routine business and, where merited, in the interests of shareholders as a whole.

The approval will be effective until the Company's Annual General Meeting in 2019, when it is expected a similar Resolution will be proposed. The Company will also need to meet the requirements for electronic voting as set out in Section 307A of the Companies Act 2006 before it can call a General Meeting on 14 clear days' notice.

EXPLANATORY NOTES

The following notes explain your rights as a shareholder and your right to attend and vote at the Annual General Meeting, or to appoint someone else to vote on your behalf.

1. Any member entitled to attend and vote at the meeting convened by the Notice set out above may appoint a proxy or proxies to attend, speak and vote (on both a show of hands and on a poll) at that meeting instead of him. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different shares. A proxy need not be a member of the Company.

Appointment of a proxy will not preclude a member from attending the Annual General Meeting and voting in person. Proxies may be appointed by:

- completing and returning the proxy form enclosed with this Notice;
 - going to www.investorcentre.co.uk/eproxy; or
 - (if you are a CREST member) having an appropriate CREST message transmitted via the CREST system.
2. To be effective, a proxy form must be completed in accordance with the instructions printed thereon and received by the Company's Registrars no later than 48 hours before the time appointed for holding the Annual General Meeting or an adjourned meeting.
 3. Electronic proxies. You may, if you wish, appoint your proxy electronically at www.investorcentre.co.uk/eproxy. You will need your Shareholder Reference Number, Control Number and PIN, all of which can be found on your proxy form. Full instructions are given on the website. The proxy appointment and instructions should reach Computershare not less than 48 hours before the time appointed for the holding of the Annual General Meeting or an adjourned meeting. Please note that any electronic communication found to contain a computer virus will not be accepted.
 4. CREST proxy voting service. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on Wednesday 23 May 2018 and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK and Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) no later than 48 hours before the time appointed for holding the Annual General Meeting or an adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The CREST Manual can be reviewed at www.euroclear.com.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

5. The Company specifies that in order to have the right to attend and vote at the Annual General Meeting (and also for the purpose of calculating how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company by not later than close of business on Monday, 21 May 2018 or, if the Annual General Meeting is adjourned, not later than 48 hours before the time fixed for the adjourned meeting. Changes to entries on the register after this time shall be disregarded in determining the rights of any person to attend or vote at this meeting.
6. Copies of the following documents are available for inspection at the registered office of the Company and at Spencer House, 27 St. James's Place, London SW1A 1NR, during normal business hours on any weekday (Saturdays, Sundays and Bank Holidays excepted) until the conclusion of the Annual General Meeting:
 - the service agreements of the Company's Executive Directors;
 - the terms and conditions of appointment of the Company's Non-executive Directors;
 - the Company's Articles of Association; and
 - the Terms of Reference of the Company's Audit, Remuneration, Nomination and Risk Committees.

These documents will also be available for inspection at the place of the Annual General Meeting from 11:15am until its conclusion.

7. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of the same powers as the corporation could exercise if it were an individual member provided that they do not do so in relation to the same shares.
8. Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.
9. The statement of the rights of members in relation to the appointment of proxies in paragraphs 1 to 4 above does not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by members of the Company.
10. All members and their proxies will have the opportunity to ask questions at the Annual General Meeting. When invited by the Chair, if you wish to ask a question, please wait for a Company representative to bring you a microphone. It would be helpful if you could state your name before you ask your question. Questions may not be answered at the Annual General Meeting if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company, or would not be to the good order of the meeting. The Chair may also nominate a Company representative to answer a specific question after the meeting or refer the response to the Company's website.
11. It is possible that, pursuant to requests made by members of the Company under Section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter in relation to: (i) the audit of the Company's accounts (including the audit report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Companies Act 2006. The Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.
12. As at 21 March 2018, (being the latest practicable date prior to the publication of this Notice), the Company's issued share capital comprised 529,085,905 ordinary shares of 15p each. Each ordinary share carries the right to one vote at a General Meeting and, therefore, the total number of voting rights in the Company as at the above date is 529,085,905.
13. Shareholders are advised that, unless otherwise stated, any telephone number, website and e-mail address set out in this Notice, the Proxy Form or the Chair's letter (or any related documents) should not be used for the purposes of serving information on the Company (including the service of documents or information relating to the proceedings at the Company's Annual General Meeting).
14. A copy of this Notice, and other information required by Section 311A of the Companies Act 2006 can be found at www.sjp.co.uk.

