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If you have sold or otherwise transferred all of your Ordinary Shares, please forward this document together with the accompanying Proxy Form at once 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. If you have sold or otherwise transferred only part of your holding of Ordinary Shares, you should retain these documents and contact immediately the stockbroker, bank or other agent through whom the transfer or sale was effected.

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## **STRONTIUM PLC**

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 5200315)

### **Re-registration as a Private Limited Company**

**and**

### **Notice of General Meeting**

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You should read the whole of this document, but your attention is drawn, in particular, to the letter to Shareholders from the Chairman of the Company set out in Part 1 of this document. This letter explains the background to and reasons for the Proposal.

Notice convening the General Meeting to be held at Atlantic House, Imperial Way, Reading, RG1 0TD at 11.45 a.m. on 3 May 2012 is set out at the end of this document. A Proxy Form for use at the General Meeting is enclosed with this document. **Whether or not you intend to be present at the General Meeting, please complete and sign the Proxy Form, in accordance with the instructions printed on it, and return it to Strontium plc, Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL as soon as possible by post or (during normal business hours only) by hand but, in any event, so as to arrive no later than 11.45 a.m. on 1 May 2012.** The completion and return of a Proxy Form will not preclude you from attending and voting in person at the General Meeting, or any adjournment thereof.

## DEFINITIONS

“ <b>2006 Act</b> ”	the Companies Act 2006;
“ <b>AIM</b> ”	AIM, a market operated by the London Stock Exchange plc;
“ <b>Board</b> ” or “ <b>Directors</b> ”	the directors of the Company as at the date of this document whose names are set out on page 3 of this document;
“ <b>Company</b> ” or “ <b>Strontium</b> ”	Strontium Plc;
“ <b>Company Website</b> ”	<a href="http://www.strontiumplc.com">www.strontiumplc.com</a> ;
“ <b>General Meeting</b> ”	the General Meeting of the Company convened for 11.45 a.m. on 3 May 2012 by the Notice and any adjournment thereof;
“ <b>Notice</b> ”	the notice of the General Meeting, which is set out at the end of this document;
“ <b>Ordinary Shares</b> ”	ordinary shares of 2p each in the capital of the Company;
“ <b>Proposal</b> ”	the proposed Re-registration as described in this document;
“ <b>Proxy Form</b> ”	the form of proxy enclosed with this document for use at the General Meeting, or any adjournment thereof;
“ <b>Re-registration</b> ”	the re-registration of the Company as a private limited company;
“ <b>Resolutions</b> ”	the resolutions to be proposed at the General Meeting, as set out in the Notice and a reference to a “ <b>Resolution</b> ” shall be construed accordingly; and
“ <b>Shareholders</b> ”	holders of Ordinary Shares.

## PART 1

### LETTER FROM THE CHAIRMAN OF STRONTIUM PLC

(Incorporated and registered in England and Wales under the Companies Act 1985 with number 5200315)

*Directors:*

Michael Metcalfe (Non-Executive Chairman)  
David Barker (Managing Director)  
Colin Brumpton (Non-Executive Director)

*Registered office:*

Atlantic House  
Imperial Way  
Reading  
Berkshire  
RG2 0TD  
12 April 2012

Dear Shareholder,

#### **Re-registration as a Private Limited Company and Notice of General Meeting**

##### **1. Introduction**

The Company is seeking to obtain Shareholder approval to re-register the Company as a private limited company.

This letter sets out the background to, and explains why the Directors consider the Re-registration to be in the best interests of the Company and Shareholders as a whole.

##### The Re-Registration

Following the cancellation of the admission of the Ordinary Shares to trading on AIM on 28 April 2011, the Directors consider that there is little benefit to maintaining the Company's status as a public limited company together with the extra costs and administrative burdens associated with such status.

Assuming the resolution to approve the Re-registration is passed, the Company, as a private limited company, will not be required to hold annual general meetings. However, the Board intends that, following completion of the Proposals, the Company will continue to hold annual general meetings.

Under the 2006 Act, as part of the Re-registration, the Company is required to make such changes to its name and to its articles of association as are required in connection with the Company becoming a private company limited by shares. A resolution will therefore be proposed to amend the articles of association to change the name of the Company to Strontium Limited.

The Re-registration requires the approval of not less than 75 per cent. of the votes cast by Shareholders at a general meeting. The approval of Shareholders to the Resolutions to implement the Proposal is therefore being sought at the General Meeting to be held at 11.45 a.m. on 3 May 2012. The Notice, which convenes the General Meeting at which the Resolutions will be proposed, is set out at the end of this document.

## **2. The City Code on Takeovers and Mergers**

The City Code continues to apply to the Company for a period of 10 years from the date the Company de-listed from AIM, being 28 April 2011, in accordance with section 3(a)(ii)(B) of the Introduction to the City Code.

The Re-registration will not affect the application of the City Code and the Shareholders will continue to benefit from the protections of the City Code should there be a subsequent offer to acquire their Shares during such 10 year period.

## **3. General Meeting**

Implementation of the Proposal requires the approval of Shareholders at a general meeting. Accordingly, there is set out at the end of this document a notice convening the General Meeting.

At the General Meeting, the following resolutions will be proposed:

1. Resolution 1 - a special resolution to approve the re-registration of the Company under the name Strontium Limited; and
2. Resolution 2 – a special resolution to amend the articles of association.

Both of the Resolutions are proposed as special resolutions which means they must be approved by not less than 75 per cent. of votes cast by Shareholders at the General Meeting.

## **4. Action to be taken – General Meeting**

Shareholders will find enclosed a Proxy Form for use in connection with the General Meeting. Whether or not you intend to be present at the meeting, you are requested to complete the Proxy Form in accordance with the instructions printed on it and return it by post or (during normal business hours only) by hand to Strontium plc, Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL as soon as possible and, in any event, so as to be received by **no later than 11.45 a.m. on 1 May 2012.**

The completion and return of a Proxy Form will not preclude Shareholders from attending the General Meeting should they wish to do so.

## **5. Recommendations**

The Board consider the Proposal to be in the best interests of the Company and Shareholders as a whole. Accordingly, the Board recommend that you vote in favour of the Resolutions as those members of the Board who hold Ordinary Shares intend to do in respect of their holdings of, in aggregate, 8,938,040 Ordinary Shares, representing in aggregate approximately 65.7 per cent. of the Company's current issued Ordinary Shares.

Yours faithfully,

**Michael Metcalfe**  
Non-Executive Chairman

## **STRONTIUM PLC**

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 5200315)

### **NOTICE OF GENERAL MEETING**

Notice is hereby given that a general meeting of Strontium Plc (the “**Company**”) will be held at Atlantic House, Imperial Way, Reading, RG1 0TD at 11.45 a.m. on 3 May 2012 to consider and, if thought fit, to pass the following resolutions (“**Resolutions**”) all of which will be proposed as special resolutions:

### **SPECIAL RESOLUTIONS**

1. **THAT** the Company be re-registered as a private limited company under the Companies Act 2006 by the name of Strontium Limited.

**THAT** subject to the passing of Resolution 1 above:

2. **THAT** the articles of association of the Company be amended as follows:
  - 2.1. by deleting all the references to "Strontium plc" and substituting "Strontium Limited" in their place;
  - 2.2 by deleting the reference to "public company limited by shares" and substituting "private company limited by shares" in its place;
  - 2.3 by deleting the statement that "the Company is to be a public company" which, by virtue of section 28 of the Companies Act 2006, is deemed to be treated as a provision of the Company's articles of association.

Dated 12 April 2012

Registered office:

Atlantic House  
Imperial Way  
Reading  
Berkshire  
RG2 0TD

BY ORDER OF THE BOARD

Gary Withey  
Company Secretary

## Notes

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

2. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

3. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

### **Appointment of proxy using hard copy proxy form**

4. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to the Company at Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL or faxed to the Company at 01252 719232 or scanned and emailed to the Company at [proxies@shareregistrars.uk.com](mailto:proxies@shareregistrars.uk.com); and
- received by the Company no later than 11.45 am on 1 May 2012.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

### **Appointment of proxy by joint members**

5. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

### **Changing proxy instructions**

6. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

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 Company's registrars, Share Registrars Limited (telephone 01252 821390) to obtain another hard-copy form. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

### **Termination of proxy appointments**

7. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by the Company no later than 11.45 am on 1 May 2012.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

### **Communication**

8. Members who have general queries about the Meeting should contact the Company's registrars, Share Registrars Limited in writing to Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL or by telephone on 01252 821390 (no other methods of communication will be accepted).

You may not use any electronic address to communicate with the Company for any purposes.

9. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those Shareholders entered on the Register of Members of the Company as at 6.00 p.m. on 2 May 2012, or in the event that the 1 General Meeting is adjourned, on the Register of Members 48 hours before the time of any adjourned meeting, shall be entitled to attend or vote at the General Meeting in respect of the number of Shares registered in their name at that time. Changes to the entries on the Register of Members after 6.00 p.m. on 2 May 2012 or, in the event that the General Meeting is adjourned, in the Register of Members 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the General Meeting, notwithstanding any provisions in any enactment, the articles of association of the Company or other instrument to the contrary.

**STRONTIUM PLC**

Form of Proxy

**For use at the General Meeting**

I/We .....  
(block capitals please)

of .....

being a member/members of the Company hereby appoint (see Note 1)

.....

whom failing the Chairman of the Meeting to be my/our proxy and to attend and vote for me/us on my/our behalf at the General Meeting of the Company to be held on 3 May 2012 at 11.45 am and at any adjournment thereof. My/our proxy is to vote as indicated below in respect of the Resolutions set out in the Notice of Meeting (see Note 2):

	<b>RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
<b>1</b>	That the Company be re-registered as a private limited company			
<b>2</b>	That the articles of association be amended			

Dated .....

Signed or sealed (see Note 3) .....

## Notes

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.

2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.

4. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

5. To appoint a proxy using this form, the form must be:

- completed and signed;
- sent or delivered to the Company at Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL or faxed to the Company at 01252 719232 or scanned and emailed to the Company at [proxies@shareregistrars.uk.com](mailto:proxies@shareregistrars.uk.com); and
- received by the Company no later than 11.45 am on 1 May 2012.

In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

6. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

8. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

9. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.

10. You may not use any electronic address to communicate with the Company for any purposes.

11. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those Shareholders entered on the Register of Members of the Company as at 6.00p.m. on 2 May 2012, or in the event that the General Meeting is adjourned, on the Register of Members 48 hours before the time of any adjourned meeting, shall be entitled to attend or vote at the General Meeting in respect of the number of Shares registered in their name at that time. Changes to the entries on the Register of Members after 6.00 p.m. on 2 May 2012 or, in the event that the General Meeting is adjourned, in the Register of Members 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the General Meeting, notwithstanding any provisions in any enactment, the articles of association of the Company or other instrument to the contrary.