

Inmarsat plc

(incorporated in England and Wales under the Companies Act 1985 with registered no. 4886072)



Notice of 2016 Annual General Meeting to be held on 5 May 2016

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the action you should take, you should seek advice from your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 or from an appropriately authorised independent professional adviser if you are outside the United Kingdom.

If you have sold or transferred all your shares in Inmarsat plc, please forward this document and any other accompanying documents to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

CHAIRMAN'S LETTER AND EXPLANATION OF BUSINESS

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4 April 2016

Dear Shareholder

ANNUAL GENERAL MEETING

The Annual General Meeting (AGM) is an important opportunity for the Board to share with you an update on Inmarsat's performance and strategy and respond to any questions you may have.

This year the AGM will be held at 10.00am on Thursday 5 May 2016 at our offices located at 99 City Road, London EC1Y 1AX. Tea and coffee will be available from 9.30am onwards and after the AGM.

The formal Notice of Meeting (Notice) is attached to this letter. It describes the matters to be discussed at the meeting and sets out the procedures for your participation and voting.

Further details about the day, including directions and a map, can be found on page 8.

If you cannot attend the AGM, we would still like to hear about any issues or concerns you may have. Please send your comments to our Company Secretary, Alison Horrocks, at alison.horrocks@inmarsat.com.

WEBSITE

Our corporate website www.inmarsat.com/about-us/investor-relations/ is the principal way in which we communicate with our shareholders. If you have elected to receive an electronic copy of the 2015 Annual Report, or did not return the election card previously sent to you to request a copy of the Annual Report, this letter serves as notification that these are now available online. If you have requested a printed copy of the 2015 Annual Report, it is enclosed with this letter.

VOTING

Your vote is important to us. If you would like to vote on the Resolutions in the Notice but cannot attend the AGM, please complete the enclosed Form of Proxy. To ensure your vote is recorded, please send your Form of Proxy to Equiniti (the Company's registrar) as soon as possible. Equiniti must receive it by 10.00am on 3 May 2016. Submitting the Form of Proxy will not prevent you from attending and voting at the AGM itself.

ITEMS OF BUSINESS

Set out below is a brief explanation of the Resolutions to be considered and, if thought fit, approved at the AGM.

RESOLUTION 1: RECEIPT OF THE 2015 ANNUAL REPORT

The Board asks you to approve the financial statements and the Directors' report for the period ended 31 December 2015 together with the Auditor's report on the financial statements. This is to comply with legislative requirements.

RESOLUTION 2: APPROVAL OF THE ANNUAL REPORT ON REMUNERATION

In line with legislation, this vote will be advisory. The Annual Report on Remuneration is set out on pages 81 to 92 of the 2015 Annual Report and sets out the pay and benefits received by each of the Directors for the year ended 31 December 2015.

RESOLUTION 3: DECLARATION OF FINAL DIVIDEND

The Board recommends a final dividend of 31.78 cents (\$) per ordinary share. If approved, the recommended final dividend will be paid on 27 May 2016 to shareholders whose names are on the share register at the close of business on 13 May 2016.

Dividend payments will be made in Pounds Sterling based on the exchange rate prevailing in the London market four business days prior to payment.

RESOLUTIONS 4–15: RE-ELECTION OF DIRECTORS

In accordance with the UK Corporate Governance Code, all Directors are required to stand for re-election by shareholders on an annual basis.

The Directors believe the Board continues to maintain an appropriate balance of knowledge and experience and that all the Non-Executive Directors are independent in judgement. This follows a process of formal evaluation which confirms that each Director makes an effective and valuable contribution to the Board and demonstrates commitment to the role. Their biographical details can be found on pages 52 to 54 of the Company's 2015 Annual Report or on our corporate website at www.inmarsat.com/about-us/investor-relations/. Each re-election will be proposed as a separate Resolution.

RESOLUTIONS 16 AND 17: RE-APPOINTMENT AND REMUNERATION OF AUDITOR

The Board proposes that Deloitte LLP be re-appointed as Auditors of the Company. Deloitte LLP has expressed its willingness to continue in office for a further year. Resolution 17 proposes that the Directors be authorised to determine the remuneration of its Auditor.

RESOLUTION 18: AUTHORITY TO MAKE POLITICAL DONATIONS

The Companies Act 2006 (2006 Act) prohibits companies from making donations to registered political parties and other political organisations totalling more than £5,000 in any 12-month period, and from making any political expenditure unless authorised by its shareholders in advance. It remains the policy of the Company not to make donations to political organisations or independent election candidates, nor incur any political expenditure.

The definitions of 'political donation', 'political expenditure', 'political organisation' and 'political party' used in the 2006 Act are wide and could extend to bodies such as those concerned with policy review, law reform and the representation of the business community. The definitions could also capture special interest groups, such as those involved with the environment, which the Company and its subsidiaries might wish to support, even though these activities are not designed to support or influence support for a particular political party.

The Directors recognise that occasions arise where it may be in the best interests of shareholders for the Company to be able, if appropriate, to participate in public debate and opinion-forming on matters which affect its business. Your approval is being sought on a precautionary basis only to avoid inadvertent infringement of the 2006 Act by the Company and its subsidiaries. The Board is therefore seeking to renew the authority for the Company and its subsidiaries to be permitted to make political donations and to incur political expenditure, not exceeding the same previously approved aggregate amount of £200,000 in total, during the period from the date of the AGM to the conclusion of next year's AGM or 30 June 2017, whichever is earlier. In line with best practice guidelines published by the Investment Association (IA), formerly the ABI, this Resolution is put to you annually rather than every four years as required by the 2006 Act.

RESOLUTION 19: AUTHORITY TO ALLOT SHARES

The purpose of Resolution 19 is to renew the Directors' authority to allot unissued ordinary shares in the Company. Paragraph (A) of this Resolution would allow the Directors the authority to allot new shares and grant rights to subscribe for or convert other securities into shares up to an aggregate nominal value of €74,995 (representing 149,989,771 ordinary shares of €0.0005 each). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 10 March 2016, being the latest practicable date before publication of this Notice.

In line with guidance issued by the IA, paragraph (B) of this Resolution would allow the Directors to allot or grant rights to subscribe for shares in the Company up to a nominal amount of €149,990, reduced by the aggregate nominal amount of any allotments or grants under paragraph (A) of this Resolution. This amount (before reduction) represents approximately two-thirds of the Company's issued share capital as at 10 March 2016, the latest practicable date before the publication of this Notice. Where the Board does use the additional authority described in (B), the Directors intend to follow IA guidelines and all of the Directors will stand for re-election at the next AGM.

SPECIAL RESOLUTION 20: RENEWAL OF ANNUAL DISAPPLICATION OF PRE-EMPTION RIGHTS

Subject to the passing of Resolution 19, the Directors are also seeking authority to allot equity securities for cash without first offering them to existing shareholders in proportion to their existing shareholdings as required by statute.

This power is limited to allotments for cash in connection with pre-emptive offers, up to a maximum aggregate nominal value of €22,498. This aggregate nominal amount represents 10% of the issued share capital on 10 March 2016, being the latest practicable date before publication of this Notice and corresponds with the guidance produced by the IA and The Pensions and Lifetime Savings Association.

The Board intends to adhere to the provisions in the Pre-emption Group's Statement of Principles, as updated in March 2015 (the Statement of Principles), and not to allot shares for cash on a non pre-emptive basis pursuant to the authority in Resolution 20:

- (a) in excess of an amount equal to 5% of the total issued ordinary share capital of the Company excluding treasury shares; or
- (b) in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company excluding treasury shares within a rolling three-year period, without prior consultation with shareholders,

in each case other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

Although the Board has no present intention of exercising either of the authorities sought under Resolutions 19 and 20 (except in connection with the Company's employee share plans and any possible future Scrip Dividend Scheme), it is considered prudent to maintain the flexibility they provide and is in line with normal market practice. The authorities sought under Resolutions 19 and 20 will lapse at the conclusion of the next AGM or on 30 June 2017 whichever is the earlier.

SPECIAL RESOLUTION 21: AUTHORITY TO PURCHASE OWN SHARES

Authority is sought for the Company to buy back its own ordinary shares from the market. The authority limits the number of shares that could be purchased to 42,747,085 (representing 9.5% of the issued share capital) at the close of business on 10 March 2016 and sets minimum and maximum prices. This authority will expire at the conclusion of the next AGM or on 30 June 2017 whichever is the earlier, although the Board intends to seek replacement and renewal of this power at each AGM. The Board intends to exercise this authority only if and when, in the light of market conditions prevailing at the time, they believe that the effect of such purchases will be in the best interests of shareholders generally and result in increased earnings per share. Any purchase of ordinary shares would be by means of market purchases through the London Stock Exchange. Any ordinary shares purchased pursuant to this authority may either be held as treasury shares or cancelled by the Company, depending on which course of action is considered by the Directors to be in the best interests of shareholders at that time.

Resolution 21 sets a maximum number of shares which may be acquired (9.5% of the Company's issued share capital as at 10 March 2016) and the maximum and minimum prices at which they may be bought. As at 10 March 2016, there were options and share awards outstanding over 2,446,267 ordinary shares, representing approximately 0.54% of the Company's issued share capital. If the authority granted by Resolution 21 was to be fully exercised, these options and share awards would represent approximately 0.60% of the Company's issued share capital as at 10 March 2016.

As at 10 March 2016, the Company did not hold any treasury shares in the Company and no warrants over ordinary shares in the capital of the Company existed.

CHAIRMAN'S LETTER AND EXPLANATION OF BUSINESS CONTINUED

SPECIAL RESOLUTION 22: SCRIP DIVIDEND SCHEME

The Company wishes to retain the flexibility to introduce a Scrip Dividend Scheme to enable shareholders to increase their holdings in the Company without incurring dealing costs or stamp duty. Under a Scrip Dividend Scheme, you will be able to elect to receive ordinary shares in the Company in lieu of your cash dividend. The advantage to the Company is that it retains the proceeds which would otherwise be paid out as dividends. This resolution was last approved at the 2011 AGM and therefore its five-year authority expires at this AGM. It is being put forward again for shareholder approval for a new five-year period.

The Board has not made any decision to offer a scrip dividend arrangement but wishes to retain the flexibility to do so.

SPECIAL RESOLUTION 23: NOTICE OF GENERAL MEETINGS

In accordance with the 2006 Act, the notice period required for general meetings of the Company (other than annual general meetings) is 21 clear days unless a shorter notice period (subject to a minimum period of 14 clear days) is approved.

The approval will be effective until the Company's next AGM, when it is intended that a similar Resolution will be proposed. In accordance with the 2006 Act, the Company must make a means of electronic voting available to all shareholders, if a general meeting is called.

RECOMMENDATION

The Board is unanimously of the opinion that the proposed Resolutions to be put to the meeting are in the best interests of shareholders as a whole and, accordingly, recommends that you vote in favour of the Resolutions as the Directors intend to do in respect of their own beneficial holdings.

The Board and I look forward to your participation in the AGM and thank you for your continued support.

Yours faithfully,



ANDREW SUKAWATY
Chairman

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting (AGM) of Inmarsat plc (the Company) will be held at 99 City Road, London EC1Y 1AX, at 10.00am on 5 May 2016 for the following purposes:

To consider and, if thought fit, approve the following Resolutions which will be proposed, in the case of Resolutions 1 to 19 as ordinary Resolutions of the Company, and in the case of Resolutions 20 to 23, as special Resolutions of the Company.

ORDINARY BUSINESS

RESOLUTION 1: RECEIPT OF THE 2015 ANNUAL REPORT

THAT the Annual Report and Accounts for the financial year ended 31 December 2015 (the 2015 Annual Report) be received.

RESOLUTION 2: APPROVAL OF THE ANNUAL REPORT ON REMUNERATION

THAT the Annual Report on Remuneration set out in pages 81 to 92 of the 2015 Annual Report be approved.

RESOLUTION 3: DECLARATION OF FINAL DIVIDEND

THAT the final dividend for the year ended 31 December 2015 of 31.78 cents (\$) per ordinary share recommended by the Directors be declared payable on 27 May 2016 to the holders of ordinary shares whose names are on the register of shareholders of the Company at the close of business on 13 May 2016.

RE-ELECTION OF DIRECTORS

RESOLUTION 4

THAT Tony Bates be re-elected as a Director.

RESOLUTION 5

THAT Simon Bax be re-elected as a Director.

RESOLUTION 6

THAT Sir Bryan Carsberg be re-elected as a Director.

RESOLUTION 7

THAT Stephen Davidson be re-elected as a Director.

RESOLUTION 8

THAT Kathleen Flaherty be re-elected as a Director.

RESOLUTION 9

THAT Rtd. General C. Robert Kehler be re-elected as a Director.

RESOLUTION 10

THAT Janice Obuchowski be re-elected as a Director.

RESOLUTION 11

THAT Rupert Pearce be re-elected as a Director.

RESOLUTION 12

THAT Dr Abraham Peled be re-elected as a Director.

RESOLUTION 13

THAT Robert Ruijter be re-elected as a Director.

RESOLUTION 14

THAT Andrew Sukawaty be re-elected as a Director.

RESOLUTION 15

THAT Dr Hamadoun Touré be re-elected as a Director.

RESOLUTION 16: RE-APPOINTMENT OF THE AUDITOR

THAT Deloitte LLP be re-appointed as the Auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next AGM of the Company at which accounts are laid before the shareholders.

RESOLUTION 17: REMUNERATION OF THE AUDITOR

THAT the Directors be authorised to determine the remuneration of the Auditor of the Company.

RESOLUTION 18: AUTHORITY TO MAKE POLITICAL DONATIONS

THAT the Company, and those companies which are subsidiaries of the Company at any time during the period for which this Resolution has effect, be authorised for the purposes of section 366 of the Companies Act 2006 (the 2006 Act) during the period from the date of the passing of this Resolution and expiring at the conclusion of the Company's AGM to be held in 2017 or on 30 June 2017, whichever is the earlier:

- (A) to make political donations to political parties, and/or independent election candidates;
- (B) to make political donations to political organisations other than political parties; and
- (C) to incur political expenditure,

up to an aggregate amount of £200,000, and the total amount authorised under paragraphs (A) to (C) shall be limited to £100,000, provided that the maximum amounts referred to may comprise sums in different currencies which shall be converted at such rate as the Board may in its absolute discretion determine.

RESOLUTION 19: AUTHORITY TO ALLOT SHARES

THAT, in substitution for all existing authorities, the Directors be generally and unconditionally authorised in accordance with section 551 of the 2006 Act to exercise all the powers of the Company to allot shares, or to grant rights to subscribe for or convert any securities into shares:

- (A) up to a nominal amount of €74,995;
- (B) comprising equity securities (as defined in section 560 of the 2006 Act) up to a nominal amount of €149,990 (such amount to be reduced by the aggregate nominal amount of any allotments or grants made under paragraph (A) of this Resolution) in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings;
 - (ii) to holders of other equity securities as required by the rights of those securities or, subject to such rights, as the Directors consider necessary;

and so that the Directors may impose any limits or restrictions and make any arrangements which they 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,

such authorities to apply until the conclusion of the Company's next AGM after this Resolution is passed (or, if earlier, until the close of business on 30 June 2017) but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired.

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

SPECIAL RESOLUTIONS

RESOLUTION 20: AUTHORITY TO DISAPPLY PRE-EMPTION RIGHTS

THAT, in substitution for all existing powers and subject to the passing of Resolution 19, the Directors be generally empowered under section 570 of the 2006 Act to allot equity securities (as defined in section 560 of the 2006 Act) for cash under the authority granted by Resolution 19 as if section 561 of the 2006 Act did not apply to such allotment provided that this power to be limited:

- (A) to the allotment of equity securities in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (B) of Resolution 19, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only):
- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they 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) to the allotment of equity securities pursuant to the authority granted under paragraph (A) of Resolution 19 (otherwise than under paragraph (A) above) of equity securities up to a nominal amount of €22,498,

such power to expire at the end of the Company's next AGM after this Resolution is passed (or, if earlier, until the close of business on 30 June 2017) but so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted after the power expires and the Directors may allot equity securities under any such offer or agreement as if the power had not expired.

RESOLUTION 21: AUTHORITY TO PURCHASE OWN SHARES

THAT the Company be generally and unconditionally authorised to make one or more market purchases (as defined in section 693(4) of the 2006 Act) of ordinary shares of €0.0005 each in the Company (the ordinary shares), subject to the following conditions:

- (A) the maximum aggregate number of ordinary shares which may be purchased by the Company is 42,747,085 ordinary shares, representing approximately 9.5% of the Company's issued ordinary share capital;
- (B) the minimum price payable for each such ordinary share of the Company is its nominal value of €0.0005;
- (C) the maximum price payable for each such ordinary share of the Company shall be i) not more than five per cent above the average of the middle market quotations for the Company's ordinary shares as derived from the London Stock Exchange Daily Official List during the period of five business days immediately prior to such purchase or ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;
- (D) this authority will expire at the conclusion of the AGM in 2017 or 30 June 2017, whichever is the earlier; and
- (E) if the Company has agreed before the date referred to in (D) to purchase ordinary shares where these purchases will or may be executed after the authority terminates (either wholly or in part), the Company may complete such purchases.

RESOLUTION 22: SCRIP DIVIDEND SCHEME

The Directors of the Company are authorised to exercise the power conferred upon them by Article 124 of the Company's Articles of Association (as varied from time to time) so that, to the extent and in the manner determined by the Directors, the holders of ordinary shares in the Company be permitted, if offered, to elect to receive new ordinary shares in the Company, credited as fully paid, instead of all or any part of any dividends (including interim dividends) paid by the Directors or declared by the Company in general meetings (as the case may be) during the period commencing 5 May 2016 and ending on or before 5 May 2021.

RESOLUTION 23: NOTICE OF GENERAL MEETINGS

THAT a general meeting other than an AGM may be called on not less than 14 clear days' notice.

BY ORDER OF THE BOARD



ALISON HORROCKS FCIS

Chief Corporate Affairs Officer and Company Secretary

4 April 2016

Registered Office:
99 City Road
London EC1Y 1AX

NOTES

1. The Company intends to call a poll on all the resolutions at the AGM.
2. To be entitled to attend and vote at the Annual General Meeting (the AGM), shareholders must be registered in the register of shareholders of the Company by 6.00pm on 3 May 2016 (or, if the AGM is adjourned, at 6.00pm on the date that is two days prior to the adjourned AGM, excluding any day which is not a working day). Changes to entries on the register of shareholders after the relevant deadline shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the AGM or adjourned AGM.
3. A shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy to exercise all or any of his rights to attend, speak and vote on his behalf. A proxy need not be a shareholder of the Company but must attend the AGM in person to represent the shareholder. A proxy form is enclosed with this Notice. The completion of a proxy form will not preclude a holder of ordinary shares in the Company from attending and voting in person at the AGM.
4. As an alternative to completing a hard copy proxy form, a shareholder can appoint a proxy or proxies electronically by visiting www.sharevote.co.uk. Shareholders will need their Voting ID, Task ID and Shareholder Reference Number (this is the series of numbers printed under their name on the proxy form). Alternatively, if a shareholder has already registered with Equiniti Limited's online portfolio service, Shareview, they can submit a proxy form at www.shareview.co.uk. Full instructions are given on both websites. To be valid, your proxy appointment(s) and instructions should reach Equiniti Limited no later than 10.00am on 3 May 2016. Any electronic communication sent by a shareholder to the Company or the registrar that is found to contain a computer virus will not be accepted.
5. You can appoint the Chairman of the meeting or anyone else to be your proxy at the AGM. You can also, if you wish, appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares held by you.
 - > To appoint more than one proxy, you should photocopy the proxy form. Please indicate the number of shares in relation to which you authorise them to act as your proxy. Please also indicate by marking the box on the proxy form if the proxy instruction is one of multiple instructions being given.
 - > Where a proxy form does not state the number of shares to which it applies, the proxy is deemed to have been appointed in relation to the total number of shares registered in the name of the appointing shareholder.
 - > Where a proxy form does not state the number of shares to which it applies but is one of multiple instructions or where the aggregate number of shares exceeds a shareholder's entire holding, then the total number of shares registered in the name of the appointing shareholder will be apportioned pro rata.
6. The proxy form gives your proxy or proxies full rights to attend, speak and vote. If you wish to restrict the rights of your proxies, please cross out either or both of the words 'speak' or 'vote' as you feel appropriate.
7. In the case of a corporation or government body, the proxy form must be signed by a person who is authorised following a Resolution of the Board or other governing body, or by authority which is given under seal or signed by an officer duly authorised by the corporation or government body. In accordance with the Companies Act 2006 (as amended by the Companies (Shareholders' Rights) Regulations 2009), each such representative may exercise (on behalf of the corporation or government body) the same powers as the corporation or government body could exercise if it were an individual shareholder of the Company provided that where more than one corporate representative is appointed, they do not exercise the powers in relation to the same shares. A designated corporate representative does not need to be nominated.
8. In the case of joint holders, only the vote of the first shareholder listed on the register of shareholders, whether in person or by proxy may be counted by the Company.
9. To be valid, the proxy form, together with any power of attorney or other authority under which it is signed, must be lodged with the Company's Registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA by no later than 10.00am on 3 May 2016.
10. If you have appointed a proxy and attend the AGM in person and:
 - > vote on a show of hands, all proxy votes will be disregarded;
 - > vote on a poll using your poll card, your vote in person will override the proxy votes.
11. If you do not wish the proxy form to be seen by anyone, except the Company and the Company's Registrars, you should post it in an envelope to the address shown on the proxy form. No stamp is required for UK registered shareholders.
12. 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 shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the 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 shareholder as to the exercise of voting rights.
13. The statement of the rights of shareholders in relation to the appointment of proxies in this Notice does not apply to Nominated Persons. The rights in relation to the appointment of proxies can only be exercised by shareholders of the Company.
14. Under section 527 of the 2006 Act shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:
 - (i) 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
 - (ii) any circumstance 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 2006 Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement on a website under section 527 of the 2006 Act, 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 2006 Act to publish on a website.
15. CREST shareholders who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on 5 May 2016 and any adjournment(s) thereof by using the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com). 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.

NOTES CONTINUED

16. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's 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 RA19) by 10.00am on 3 May 2016 (being the statutory deadline of 48 hours prior to the holding of the AGM). 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.
17. CREST shareholders and, where applicable, their CREST sponsors or voting service provider(s), should note that Euroclear UK and 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 provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
18. 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.
19. Any shareholder attending the AGM has the right to ask questions. The Company must answer any question relating to the business being dealt with at the AGM which is put by a shareholder attending the meeting, except in certain circumstances, including if it is undesirable in the interests of the Company or the good order of the AGM to answer it or if to do so would involve the disclosure of confidential information.
20. At 10 March 2016 (being the last practicable business day prior to the publication of this Notice), the issued share capital of the Company consisted of 449,969,313 ordinary shares of €0.0005 each, carrying one vote each. Therefore the total voting rights in the Company as at 10 March 2016 (being the last practicable date before posting) were 449,969,313.
21. A copy of this Notice, and other information required by section 311A of the Companies Act 2006 can be found at www.inmarsat.com.

Documents available for inspection

22. The following documents will be available for inspection during business hours at the Company's registered office on any weekday (public holidays excluded) and will also be available for inspection at the place of the AGM for 15 minutes prior to and during the course of the meeting:
- (i) copies of the Executive Directors' service contracts; and
 - (ii) copies of the terms of appointment for the Non-Executive Directors.

In addition, the following information is, or will be, available on the Company's website (www.inmarsat.com):

- (i) the contents of this Notice of Meeting;
- (ii) the total numbers of shares in the Company in respect of which shareholders are entitled to exercise voting rights at the AGM;
- (iii) the total number of voting rights shareholders are entitled to exercise at the AGM; and
- (iv) if applicable, any shareholders' statements, shareholders' Resolutions or shareholders' matters of business received by the Company after the date of this Notice.



Inmarsat plc

99 City Road, London EC1Y 1AX, United Kingdom

DIRECTIONS

The AGM will be held at Inmarsat's head office, which is situated at 99 City Road, London EC1Y 1AX.

A map showing the venue of the AGM is set out opposite. Old Street is the closest tube station and you should take the Subway 2 exit. Moorgate and Liverpool Street Stations are both within 10 minutes' walking distance.