

Inmarsat plc

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



Notice of Additional Resolution to be proposed at the 2015 Annual General Meeting

To be held on 6 May 2015

This document gives notice of a further resolution to be proposed at the Annual General Meeting of Inmarsat plc (the Company), to be held at 10am on 6 May 2015 at 99 City Road, London EC1Y 1AX — set out on pages 3 and 4 of this document. It is supplementary to the Notice of Annual General Meeting dated 31 March 2015 which shareholders will have received recently. Shareholders will find enclosed a Supplementary Form of Proxy for use at the Annual General Meeting. It is issued in place of the Form of Proxy which shareholders will have received with the original Notice of Annual General Meeting. The original Form of Proxy should be discarded and not used. Appointment of proxies on the Supplementary Form of Proxy only will be accepted. If you have already submitted an original Form of Proxy you will need to resubmit a Supplementary Form of Proxy as the original form will be discarded. Shareholders are requested to complete and return the Supplementary Form of Proxy whether or not they intend to be present at the meeting. To be valid, Supplementary Forms of Proxy should be completed and signed in accordance with the instructions printed thereon and returned by post or by hand so as to reach the Registrars as soon as possible and, in any event, by no later than 10am on 4 May 2015 (or, in the case of an adjournment, no later than 48 hours before the time fixed for the holding of the adjourned meeting). The return of a Supplementary Form of Proxy will not preclude a shareholder from attending and voting at the meeting. Electronic proxy votes submitted before receipt of this document should also be resubmitted.

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.

8 April 2015

Dear Shareholder

ANNUAL GENERAL MEETING

You will have received a Notice of Annual General Meeting from the Company in recent days. I am writing to you now with notice of an additional resolution to be proposed at the Annual General Meeting (AGM) of the Company to be held at 99 City Road, London EC1Y 1AX at 10am on 6 May 2015. **The date and time of the meeting has not changed.**

ADDITIONAL RESOLUTION

The additional resolution (shown below) relates to the re-election of Rtd. General C. Robert Kehler, who is required to seek re-election at the AGM in accordance with the UK Corporate Governance Code. Due to an oversight, we failed to include the relevant resolution in the original Notice of Annual General Meeting we sent to you.

“RE-ELECTION OF DIRECTORS

That Rtd. General C. Robert Kehler be re-elected as a director.” (Resolution 13 on the revised notice)

This new resolution will be proposed as an ordinary resolution and is in addition to the resolutions included in the original Notice of Annual General Meeting. The Supplementary Notice of Annual General Meeting on pages 3 and 4 of this document includes the text of all of the resolutions to be proposed at the meeting. Only resolution 13 is new, and some resolutions have been renumbered. The other resolutions were included in the original Notice of Annual General Meeting dated 31 March 2015 and my explanation of those matters of business in the document accompanying that original notice remains valid and has not changed.

ACTION TO BE TAKEN

A new Form of Proxy (called the Supplementary Form of Proxy) relating to the AGM accompanies this document. It is issued in place of the Form of Proxy which shareholders will have received with the original Notice of Annual General Meeting. The original Form of Proxy should be discarded and not used. Appointment of proxies on the new Form of Proxy only will be accepted. If you have already submitted an original Form of Proxy you will need to resubmit a new Form of Proxy as the original form will be discarded. Electronic proxy votes submitted prior to receipt of this document (whether online or through CREST) should also be resubmitted. You are asked to complete, sign and date the new Form of Proxy in accordance with the instructions printed on it and return it as soon as possible and, in any event, so as to be received by the Company’s registrars, Equiniti Limited, no later than 10.00am on 4 May 2015.

Further details with regard to completion of the Supplementary Form of Proxy are set out in the notes to this Supplementary Notice of Annual General Meeting set out on pages 5 and 6.

Completion and return of the Supplementary Form of Proxy will not preclude you from attending the AGM and voting in person if you wish to do so. I apologise for any inconvenience which these new arrangements will cause you. If you have already submitted your Forms of Proxy or voted electronically, I would ask you to please resubmit your votes.

RECOMMENDATION

The Board believes 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.

Yours faithfully,



Andrew Sukawaty
Chairman

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of Inmarsat plc (the 'Company') will be held at 99 City Road, London EC1Y 1AX, at 10am on 6 May 2015 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 20 as ordinary resolutions of the Company, and in the case of Resolutions 21 to 23, as special resolutions of the Company.

ORDINARY BUSINESS

RESOLUTION 1: RECEIPT OF THE 2014 ANNUAL REPORT

THAT the Report and Accounts of the Directors and the Auditor for the year ended 31 December 2014 (the '2014 Report and Accounts') be received.

RESOLUTION 2: APPROVAL OF THE ANNUAL REPORT ON REMUNERATION

THAT the Annual Report on Remuneration contained in the 2014 Report and Accounts be approved.

RESOLUTION 3: DECLARATION OF FINAL DIVIDEND

THAT the final dividend for the year ended 31 December 2014 of 30.26 cents (US\$) per ordinary share recommended by the Directors be declared payable on 29 May 2015 to the holders of ordinary shares whose names are on the register of members of the Company at the close of business on 15 May 2015.

ELECTION OF DIRECTORS

RESOLUTION 4

THAT Tony Bates be elected as a Director.

RESOLUTION 5

THAT Robert Ruijter be elected as a Director.

RESOLUTION 6

THAT Dr Hamadoun Touré be elected as a Director.

RE-ELECTION OF DIRECTORS

RESOLUTION 7

THAT Andrew Sukawaty be re-elected as a Director.

RESOLUTION 8

THAT Rupert Pearce be re-elected as a Director.

RESOLUTION 9

THAT Simon Bax be re-elected as a Director.

RESOLUTION 10

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

RESOLUTION 11

THAT Stephen Davidson be re-elected as a Director.

RESOLUTION 12

THAT Kathleen Flaherty be re-elected as a Director.

RESOLUTION 13

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

RESOLUTION 14

THAT Janice Obuchowski be re-elected as a Director.

RESOLUTION 15

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

RESOLUTION 16

THAT John Rennocks be re-elected as a Director.

RESOLUTION 17: 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 general meeting of the Company at which accounts are laid before the members.

RESOLUTION 18: REMUNERATION OF THE AUDITOR

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

RESOLUTION 19: 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 Annual General Meeting to be held in 2016 or 30 June 2016, 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 each of 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 20: 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, or to grant rights to subscribe for or convert any securities into shares:

- (A) up to an aggregate nominal amount of €74,855; and
- (B) comprising equity securities (as defined in section 560 of the 2006 Act) up to a further nominal amount of €74,855 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
 - (iii) 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 end of the Company's next Annual General Meeting after this Resolution is passed (or, if earlier, until the close of business on 30 June 2016) 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.

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING CONTINUED

SPECIAL RESOLUTIONS

RESOLUTION 21: AUTHORITY TO DISAPPLY PRE-EMPTION RIGHTS.

THAT, in substitution for all existing powers and subject to the passing of Resolution 20, 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 20 and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the 2006 Act, in each case free of the restriction in section 561 of the 2006 Act, such 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 20, 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 defined in section 560(1) of the 2006 Act 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 by paragraph (A) of Resolution 20 and/or an allotment which constitutes an allotment of equity securities by virtue of section 560(3) of the 2006 Act (in each case otherwise than in the circumstances set out in paragraph (A) of this Resolution 21) up to a nominal amount of €11,229, calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares (as defined in section 560(1) of the 2006 Act) by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights.

such power to apply until the end of the Company's next Annual General Meeting after this Resolution is passed (or, if earlier, until the close of business on 30 June 2016) 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 22: 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 42,671,466 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 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;
- (D) this authority will expire at the close of the Annual General Meeting in 2016 or 30 June 2016, 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 23: NOTICE OF GENERAL MEETINGS

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



ALISON HORROCKS FCIS
Company Secretary

8 April 2015

Registered Office:
99 City Road
London EC1Y 1AX

NOTES

1. To be entitled to attend and vote at the Annual General Meeting (the 'AGM'), members must be registered in the register of members of the Company by 6pm on 4 May 2015 (or, if the AGM is adjourned, at 6pm 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 members 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.
2. A member 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 member of the Company but must attend the AGM in person to represent the member. A proxy form is enclosed with this notice. The completion of a proxy form will not preclude a holder of ordinary shares in Inmarsat plc from attending and voting in person at the AGM.

The new Form of Proxy (which is called a Supplementary Form of Proxy) is issued in place of the Form of Proxy which shareholders will have received with the original Notice of Annual General Meeting dated 31 March 2015. The original Form of Proxy should be discarded and not used. Appointment of proxies on the Supplementary Form of Proxy only will be accepted. If you have already submitted an original Form of Proxy you will need to resubmit a Supplementary Form of Proxy as the original form will be discarded. Electronic proxy votes submitted before receipt of this document should also be resubmitted.
3. 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 10am on 4 May 2015. 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.
4. 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 member.
 - > 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 member's entire holding, then the total number of shares registered in the name of the appointing member will be apportioned pro rata.
5. 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.
6. 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 member 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.
7. In the case of joint holders, only the vote of the first member listed on the register of members, whether in person or by proxy may be counted by the Company.
8. 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 10am on 4 May 2015.
9. 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.
10. 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 members.
11. 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.
12. 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.
13. Under section 527 of the Companies Act 2006 members 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 Companies Act 2006. 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 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.
14. CREST members 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 6 May 2015 and any adjournment(s) thereof by using the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com). 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.

NOTES CONTINUED

15. 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 10am on 4 May 2015, (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.
16. CREST members 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 member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
17. 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.
18. Any member attending the AGM has the right to ask question. 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.
19. At 20 March 2015 (being the last practicable business day prior to the publication of this notice), the issued share capital of the Company consisted of 449,173,324 ordinary shares of €0.0005 each, carrying one vote each. Therefore the total voting rights in the Company as at 20 March 2015 (being the last practicable date before posting) were 449,173,324.
20. A copy of this notice, and other information required by section 311A of the Companies Act 2006 can be found at www.inmarsat.com.
21. Documents available for inspection
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;
 - (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 members are entitled to exercise voting rights at the AGM;
 - (iii) the total number of voting rights members are entitled to exercise at the AGM; and
 - (iv) if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice.



DIRECTIONS

The Annual General Meeting 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 Annual General Meeting is set out opposite. Old Street is the closest tube station and you should take Exit 3. Moorgate and Liverpool Street Stations are both within 10 minutes' walking distance.

EXPLANATORY NOTES TO THE RESOLUTIONS

RESOLUTION 1: RECEIPT OF THE 2014 ANNUAL REPORT

The Directors are required by company law to present the financial statements, the Directors' report and the Auditor's report on the financial statements to the meeting.

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 72 to 82 of the 2014 Annual Report.

RESOLUTION 3: DECLARATION OF FINAL DIVIDEND

Members are asked to declare the payment of a final dividend for the year ended 31 December 2014 of 30.26 cents (US\$) per ordinary share as recommended by the Board. The final dividend declared cannot exceed the amount recommended by the Board. The final dividend will be payable on 29 May 2015 to shareholders of ordinary shares whose names are on the register of members at the close of business on 15 May 2015.

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 – 6: ELECTION OF DIRECTORS

The following Directors, having been appointed since the date of the last AGM, are only permitted to hold office until the date of the next AGM following their appointment. The Directors are then eligible for appointment by shareholders. The Directors seeking election at the 2015 AGM are:

- > Tony Bates (Executive Director)
- > Robert Ruijter (independent Non-Executive Director)
- > Dr Hamadoun Touré (independent Non-Executive Director)

The term of office for Non-Executive Directors is a maximum of two terms, or six years, whichever is the shorter, and a third term of office will be recommended by the Board to shareholders as appropriate. Their biographical details can be found on pages 50 to 52 of the Company's Report and Accounts 2014. Each election will be proposed as a separate Resolution.

RESOLUTIONS 7 – 16: RE-ELECTION OF DIRECTORS

In accordance with the UK Corporate Governance Code, all directors of FTSE 350 companies are required to seek re-election by shareholders on an annual basis. All of the Directors will therefore retire and offer themselves for re-election.

The Board has confirmed following the board evaluation, that all Directors standing for re-election at the forthcoming AGM continue to be effective in their role on the Board and demonstrate the level of independence and commitment required. The Board therefore recommends to shareholders the re-election of each director. Their biographical details can be found on pages 50 to 52 of the Company's Report and Accounts 2014. Each re-election will be proposed as a separate Resolution.

RESOLUTIONS 17 AND 18: RE-APPOINTMENT AND REMUNERATION OF AUDITOR

The Company is required at each general meeting where financial statements are presented to appoint auditors who will remain in office until the next general meeting. The Audit Committee has reviewed the effectiveness, performance, independence and objectivity of the existing Auditor, Deloitte LLP, on behalf of the Board, who now propose their re-appointment as the Auditor of the Company. Deloitte LLP has expressed its willingness to continue in office for a further year.

It is normal practice for a company's directors to be authorised to determine the remuneration of its auditor and members are being asked to authorise the Board to do so.

Each Resolution will be proposed separately.

RESOLUTION 19: AUTHORITY TO MAKE POLITICAL DONATIONS

Subject to limited exceptions, Part 14 of the Companies Act 2006 Act ('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. 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.

It remains the policy of the Company not to make political donations or incur political expenditure. However, the Directors recognise that occasions arise where it may be in the best interests of members for the Company to be able, if appropriate, to participate in public debate and opinion-forming on matters which affect its business. To avoid inadvertent infringement of the 2006 Act by the Company and its subsidiaries, the Directors are seeking to renew the authority for the Company and its subsidiaries to be permitted to make political donations and to incur political expenditure during the period from the date of the AGM to the conclusion of next year's AGM or 30 June 2015, whichever is earlier, up to the same previously approved maximum aggregate amount of £200,000.

SPECIAL RESOLUTION 20: AUTHORITY TO ALLOT SHARES

The Articles of Association of the Company grant a general authority to the Board to allot unissued shares up to an amount and for a period to be specified in a resolution passed by members. The purpose of resolution 20 is to renew the Directors' authority to allot ordinary shares.

The authority contained in paragraph (A) of this resolution would allow the Directors to allot new shares and grant rights to subscribe for or convert other securities into shares up to an aggregate nominal value of €74,855, which is, equivalent to approximately one-third of the issued ordinary share capital of the Company as at 20 March 2015, being the latest practicable date prior to publication of this document.

The authority contained in paragraph (B) of this resolution would allow the Directors to allot shares in the Company or grant rights to subscribe up to a further nominal amount of €74,855 only in connection with a rights issue which is, equivalent to approximately one-third of the issued ordinary share capital of the Company as at 20 March 2015, being the latest practicable date prior to publication of this document. Where the aggregate actual usage of this authority exceeds the one-third threshold in the circumstances set out in the guidance issued by the Association of British Insurers ('ABI') concerning directors' powers to allot share capital in the context of a rights issue, all members of the Board of the Company will stand for re-election at the following AGM, as required by the ABI and to the extent not already doing so in accordance with the UK Corporate Governance Code.

As at 20 March 2015, the Company did not hold any treasury shares.

SPECIAL RESOLUTION 21: RENEWAL OF ANNUAL DISAPPLICATION OF PRE-EMPTION RIGHTS

If the Company issues new equity securities, English company law requires that they be offered first to existing members in proportion to the number of those securities which they hold at the time of the offer in accordance with the procedure set out in the 2006 Act. However, it may sometimes be in the interests of the Company for the Board to allot shares other than to members in proportion to their existing shareholdings or, on a pre-emptive basis but not strictly in accordance with the provisions of the 2006 Act.

Subject to the passing of Resolution 20, this resolution will be proposed as a special resolution. If passed, it would give the Board the authority to allot equity securities for cash up to an amount representing 5% of the issued share capital on 20 March 2015, being the latest practicable date prior to publication of this document, without first offering them to existing members in proportion to their existing shareholdings.

EXPLANATORY NOTES TO THE RESOLUTIONS CONTINUED

SPECIAL RESOLUTION 21: RENEWAL OF ANNUAL DISAPPLICATION OF PRE-EMPTION RIGHTS CONTINUED

Except as provided in the next paragraph, this authority would be, as in previous years, limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities or, if the Board considers it necessary, as permitted by the rights of those securities, or otherwise up to an aggregate nominal amount of €11,229.33. This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 20 March 2015, being the latest practicable date prior to publication of this document.

Allotments made under the authorisation in paragraph (B) of Resolution 20 would be limited to allotments by way of a rights issue only (subject to the right of the Board to impose necessary or appropriate limitations to deal with, for example, fractional entitlements and regulatory matters).

The authority sought, and the limits set by Resolution 21, will also disapply the pre-emption provisions from a sale of treasury shares to the extent also specified in Resolution 21. However, as at 20 March 2015, the Company did not hold any treasury shares.

In accordance with the guidelines issued by the Pre-Emption Group, the Board confirms its intention that no more than 7.5% of the issued share capital of the Company will be issued for cash on a non-pre-emptive basis during any rolling three-year period.

Although the Board has no present intention of exercising either of the authorities sought under Resolutions 20 and 21 (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 20 and 21 will lapse at the conclusion of the next AGM or on 30 June 2016 whichever is the earlier.

The Board expects that this authorisation will be replaced and renewed for a specific amount and period at each AGM.

SPECIAL RESOLUTION 22: AUTHORITY TO PURCHASE OWN SHARES

In certain circumstances, it may be advantageous for the Company to purchase its own shares. Resolution 22, which is a special resolution, seeks authority from shareholders to buy back its own ordinary shares from the market. The authority limits the number of shares that could be purchased to 42,671,466 (representing less than 10% of the Company's issued share capital as at the close of business on 20 March 2015 and sets minimum and maximum prices. This authority will expire at the conclusion of the next AGM or on 30 June 2016 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 members 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 the shareholders at the time.

Resolution 22 sets a maximum number of shares which may be acquired (9.5% of the Company's issued share capital as at 20 March 2015) and the maximum and minimum prices at which they may be bought. At 20 March 2015, there were options and share awards outstanding over 3,523,440 ordinary shares, representing 0.78% of the issued share capital. If authority given by Resolution 22 were to be fully used, these options and share awards would represent 0.87% of the Company's issued share capital as at 20 March 2015.

As at 20 March 2015, the Company did not hold any treasury shares in the Company and no warrants over ordinary shares in the capital of the Company existed.

SPECIAL RESOLUTION 23: NOTICE OF GENERAL MEETINGS

Changes made to the 2006 Act pursuant to the Companies (Shareholders' Rights) Regulations 2009 require that general meetings are held at 21 days' notice unless shareholders agree to a shorter notice period. The regulations permit companies to use the 14 clear days' notice period for general meetings if the company provides a facility for shareholders to vote by electronic means and a special resolution reducing the period of notice to 14 days has been passed at the last AGM. The Company already provides the ability to vote electronically online, however, if anything further is needed to fulfil this requirement in the future, shareholders will be informed accordingly.

The Company would like to preserve the ability to hold general meetings (but not an AGM) on 14 clear days' notice. The shorter notice period would not be used as a matter of routine and would only be used where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. Resolution 23, which is a special resolution, seeks such approval. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.



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