

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take you should seek your own personal financial advice from your stockbroker, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your Ordinary Shares in Starcom Plc, please forward this document, together with the accompanying Form of Proxy, as soon as possible, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

Starcom Plc

(incorporated in Jersey with registration number 111932)

Notice of General Meeting

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 3 and 4 of this document and in which the Directors recommend that Shareholders vote in favour of the Resolutions.

Notice of General Meeting to be held at the offices of Peterhouse Corporate Finance Limited, New Liverpool House, 15 Eldon Street, London EC2M 7LD at 11.00 a.m. on 26 October 2017 is set out on page 6 of this document. The Form of Proxy for use at the General Meeting which accompanies this document should be returned, together with the power of attorney or other authority (if any) under which the Form of Proxy is signed or a certified copy of such power or authority, to Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU by hand or by post (or by email or fax in accordance with the instructions in the Form of Proxy) so as to be received not less than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the holding of the meeting or any adjournment of it (as the case may be). Completion and return of the Form of Proxy will not preclude Shareholders from attending and voting in person at the General Meeting should they wish to do so.

Copies of this document will be available for collection, free of charge, for a period of one month from the date of this document, at the Company's registered office during normal business hours (Saturdays, Sundays and public holidays excepted) and may be downloaded from the Company's website: www.starcomsystems.com.

FORWARD-LOOKING STATEMENTS

This document includes "forward-looking statements" which includes all statements other than statements of historical fact, including, without limitation, those regarding the Group's financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "would", "could" or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Group's control that could cause the actual results, performance or achievements of the Group to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements and therefore undue reliance should not be placed on such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Group's present and future business strategies and the environment in which the Group will operate in the future. These forward-looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Group's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

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Expected timetable of principal events

Publication of this document and posting to Shareholders	10 October 2017
Latest time and date for receipt of Forms of Proxy	11.00 a.m. on 24 October 2017
General Meeting	11.00 a.m. on 26 October 2017

LETTER FROM THE CHAIRMAN

Starcom Plc

(incorporated in Jersey with registration number 111932)

Directors:

Michael Rosenberg (*Non-executive Chairman*)
Avraham (Avi) Hartmann (*Chief Executive Officer*)
Udi Shenig (*Chief Financial Officer*)
Avi Engel (*Non-executive Director*)

Registered Office:

13-14 Esplanade
St Helier
Jersey JE1 1BD

To Shareholders

10 October 2017

Notice of General Meeting

Dear Shareholder

1. Introduction

The Company announced today that it is convening a General Meeting to seek new authorities from Shareholders to allot Shares for general purposes and on a non-pre-emptive basis.

I am writing to set out the background to and reasons for the new authorities being sought, and to give you notice of the General Meeting to be held at 11.00 a.m. on 26 October 2017, formal notice of which is set out at the end of this document. The General Meeting is being convened for the purpose of proposing the Resolutions described below. The Directors intend to vote (or procure a vote) in favour of the Resolutions in respect of their own beneficial holdings totalling 24,424,604 Ordinary Shares, representing 12.0 per cent. per cent. of the Existing Ordinary Shares. In addition, two other senior managers intend to vote in respect of their own beneficial holdings totalling 47,195,868 shares representing 23.1 per cent. of the Existing Ordinary Shares.

2. Background to and reasons for seeking the authorities

Following the placing of Ordinary Shares and warrants to subscribe for Ordinary Shares by the Company in June 2017, the authorities to issue new Shares which were granted by Shareholders at the last annual general meeting have almost been exhausted.

Accordingly, the Directors are seeking new authorities from Shareholders to allot further Ordinary Shares, and to disapply pre-emption rights on the issue of new Ordinary Shares for cash. The Directors believe that being granted such authorities will provide the Company with the capacity to raise further funds as and when needed and/or to pay down commercial loans through the issue of new Ordinary Shares.

The new agreements which have been secured by the Company (as summarised in the recent interim results report) and the possibility of further new agreements now under negotiation have increased the Company's working capital requirements. The Directors consider it important, and in the best interests of the Company, that they have the ability to move quickly to secure new funds if the opportunity to do so should arise. As reported in the interim results report, activity is at a high level and the Directors are confident that revenues for 2017 will exceed last year's. It is encouraging that current agreements already anticipate a good start to 2018.

3. General Meeting

Set out on page 6 of this document is a notice convening a General Meeting to be held at the offices of Peterhouse Corporate Finance Limited, New Liverpool House, 15 Eldon Street, London EC2M 7LD at 11.00 a.m. on 26 October 2017. At the General Meeting, the following resolutions will be proposed:

1. An ordinary resolution giving the Directors power to allot relevant securities in connection with any offer by way of rights, open offer or other pre-emptive offer up to in aggregate 135,914,035 Ordinary Shares, representing two thirds of the Existing Ordinary Shares; and
2. A special resolution to empower the Directors to dis-apply Shareholders' pre-emption rights up to 50,000,000 Ordinary Shares, representing approximately 24.5 per cent. of the Existing Ordinary Shares.

Resolution 2 is conditional upon the passing of Resolution 1. Each of the authorities in Resolutions 1 and 2 will expire at the conclusion of the Company's next Annual General Meeting.

4. Action to be taken by Shareholders in respect of the General Meeting

Shareholders will find enclosed with this document a Form of Proxy for use at the General Meeting. **Whether or not you propose to attend the General Meeting in person**, you are strongly encouraged to complete, sign and return your Form of Proxy in accordance with the instructions printed on it as soon as possible, but in any event so as to be received, by email, fax or post or, during normal business hours only, by hand, at Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU **by no later than 11.00 a.m. on 24 October 2017** (or, in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a working day)).

Appointing a proxy in accordance with the instructions set out above will enable your vote to be counted at the General Meeting in the event of your absence. **The completion and return of the Form of Proxy will not prevent you from attending and voting at the General Meeting, or any adjournment thereof, in person should you wish to do so.**

5. Recommendation

The Directors believe that the Resolutions to be proposed at the General Meeting are in the best interests of the Company and Shareholders as a whole and unanimously recommend that you vote in favour of the Resolutions as they, together with two senior managers, intend to do (or procure be done) in respect of their own beneficial holdings totalling 71,620,472 Ordinary Shares, representing approximately 35.1 per cent. of the Existing Ordinary Shares.

Yours faithfully

Michael Rosenberg
Non-executive Chairman

Definitions

The following definitions apply throughout this document and the Form of Proxy unless the context requires otherwise:

"AIM"	the AIM market of the London Stock Exchange
"AIM Rules"	the AIM Rules for Companies published by the London Stock Exchange
"Business Day"	any day on which banks are generally open in England and Wales for the transaction of business, other than a Saturday, Sunday or public holiday
"Company" or "Starcom"	Starcom Plc
"CREST"	a relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations)
"CREST Regulations"	the Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended from time to time
"Directors" or "Board"	the directors of the Company whose names are set out on page 3 of this document
"Existing Ordinary Shares"	the 203,871,053 Ordinary Shares in issue at the date of this document
"Form of Proxy"	the form of proxy for use in connection with the General Meeting
"General Meeting"	the general meeting of the Company to be held at the offices of Peterhouse Corporate Finance Limited, New Liverpool House, 15 Eldon Street, London EC2M 7LD at 11.00 a.m. on 26 October 2017 or any adjournment thereof, notice of which is set out in the Notice of General Meeting
"Group"	the Company and its subsidiaries
"London Stock Exchange"	London Stock Exchange plc
"Notice of General Meeting"	the notice convening the General Meeting which is set out at the end of this document
"Ordinary Shares"	ordinary shares of no par value each in the share capital of the Company
"Resolutions"	the resolutions to be proposed at the General Meeting, details of which are set out in the Notice of General Meeting
"Shareholders"	the holders of Ordinary Shares from time to time

NOTICE OF GENERAL MEETING

Starcom Plc

(incorporated in Jersey with registration number 111932)

NOTICE IS HEREBY GIVEN that a general meeting of Starcom Plc (the "**Company**") will be held at the offices of Peterhouse Corporate Finance Limited, New Liverpool House, 15 Eldon Street, London EC2M 7LD at 11.00 a.m. on 26 October 2017 for the purposes of considering and, if thought fit, passing the following resolutions, with Resolution 1 being proposed as an ordinary resolution and Resolution 2 being proposed as a special resolution.

ORDINARY RESOLUTION

1. **THAT**, pursuant to article 2.3 of the Company's articles of association, the Directors of the Company be given power to allot relevant securities in connection with any offer by way of rights, open offer or other pre-emptive offer up to in aggregate 135,914,035 shares (representing two thirds of the current allotted and fully paid ordinary shares), such authority to expire at the date of the next Annual General Meeting of the Company.

SPECIAL RESOLUTION

2. **THAT**, conditional on the passing of Resolution 1 and pursuant to article 2.10 of the Company's articles of association, the Directors of the Company be given power to allot equity securities for cash up to in aggregate 50,000,000 shares (representing approximately 24.5 per cent. of the current allotted and fully paid ordinary shares) as if the pre-emption rights in the articles of association did not apply to any such allotment, such authority to expire at the date of the next Annual General Meeting of the Company.

By order of the Board
Capita Secretaries Ltd
12 Castle Street
St Helier
Jersey
JE2 3RT

10 October 2017

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 on your behalf at a general meeting of the Company.
2. 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 on your proxy form. If you sign and return your 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.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. In the event of a conflict between a blank proxy form and a proxy form which states the number of shares to which it applies, the specific proxy form shall be counted first, regardless of whether it was sent or received before or after the blank proxy form, and any remaining shares in respect of which you are the registered holder will be apportioned to the blank proxy form. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you must complete a separate Form of Proxy for each proxy or, if appointing multiple proxies electronically, follow the instructions given on the relevant electronic facility. Members can copy their original Form of Proxy, or additional Forms of Proxy can be obtained from Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.
4. The return of a completed proxy form, other such instrument or any CREST proxy instruction (as described in note 13 below) 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.
5. To direct your proxy how to vote on the resolutions mark the appropriate box on your proxy form with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. 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.
6. To be valid any proxy form or other instrument appointing a proxy must be:
 - 6.1 completed and signed;
 - 6.2 sent or delivered to Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; and
 - 6.3 received by Capita Asset Services no later than 11:00 a.m. on 24 October 2017.

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. In the case of a member which is a company, your proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the Company or an attorney for the Company.
9. Any power of attorney or any other authority under which your proxy form is signed (or a duly certified copy of such power or authority) must be included with your proxy form.
10. 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.
11. You may not use any electronic address provided in your proxy form to communicate with the Company for any purposes other than those expressly stated.
12. The issued share capital of the Company consists of 203,871,053 Ordinary Shares, carrying one vote each. Therefore, the total number of voting rights of the Company at one vote per share is 203,871,053.
13. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting to be held on 26 October 2017 at 11:00 a.m. and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Capita Asset Services (CREST Participant ID: RA10), no later than 48 hours, excluding any day that is not a business day, before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) 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 sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
14. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in article 34 of the Uncertificated Securities (Jersey) Order 1999.
 15. Only those members entered on the register of members of the Company at close of business on 24 October 2017 or, in the event that this meeting is adjourned, in the register of members as at close of business, UK time, on the day two days before the date of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their names at that time. Changes to the entries on the register of members after the close of business on 24 October 2017 or, in the event that this meeting is adjourned, in the register of members before the close of business on the day two days before the date of the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
 16. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
 17. Any member attending the meeting has the right to ask questions. The Company has to answer any questions raised by members at the meeting which relate to the business being dealt with at the meeting unless:
 - 17.1 to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - 17.2 the answer has already been given on a website in the form of an answer to a question, or;
 - 17.3 it is undesirable in the interests of the company or the good order of the meeting to answer the question.