

Notice of Annual General Meeting of Stockholders

SOMERO ENTERPRISES, INC. (the “Company”)

(Incorporated in the State of Delaware, USA under the Delaware General Corporation Law (the “DGCL”) with registered number 3589295)

Notice is given that the Annual General Meeting of Stockholders (the “AGM”) of the Company will be held on 12 June 2018 at the Hyatt Regency Hotel located at 5001 Coconut Road, Bonita Springs, Florida 34134 U.S.A. at 9:00 am local time for the following purposes:

To consider and, if thought fit, to pass the following resolutions:

- To ratify the Directors’ Report and the Annual Report and the Company audited financial statements for the year ended December 31, 2017.
- To ratify the Directors’ Remuneration Report for the year ended December 31, 2017.
- To re-elect John T. Cooney as a Class III Director.
- To re-elect Howard E. Hohmann as a Class III Director.
- To ratify the appointment of Whitley Penn LLP as the auditors of the Company for the fiscal year ending December 31, 2018.
- To consider and act upon any matters incidental to the foregoing purposes and any other matters which may properly come before the AGM or any adjourned session thereof.

Please refer to the Annual Report and form of proxy, which forms a part of this Notice and is incorporated in this Notice by reference, for further information with respect to the business to be transacted at the AGM.

Stockholders of record at the close of business on April 23, 2018 are entitled to receive notice of, and vote at, the AGM or any adjournment or postponement of the AGM.

Whether or not you expect to attend the AGM, please complete, date and return the enclosed proxy as promptly as possible in order to ensure your representation at the AGM. To be effective, proxies must be sent to or deposited at the offices of Computershare Investor Services PLC the “Depositary” at: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 8 June 2018 at 2p.m. (UK time). Even if you have given your proxy, you may still vote in person if you attend the AGM.

You may inspect a complete list of the stockholders eligible to vote at the AGM during normal business hours at our offices located at 14530 Global Parkway, Fort Myers, Florida 33913, USA, during the ten days prior to the date of the AGM and also at the location indicated above during the AGM.

The Board of Directors unanimously recommends a vote “FOR” each of the proposed resolutions.

All stockholders are cordially invited to attend the AGM.

By order of the Board of Directors.

John Yuncza,
Secretary
April 20, 2018

Notes:

1. The Company’s Board of Directors has approved the Annual Report (including the Director’s Report and the Directors’ Remuneration Report contained therein) and the Company’s audited financial statements for the year ended December, 31 2017. Stockholder ratification of the Annual Report (including the Director’s Report and the Directors’ Remuneration Report contained therein) and the Company’s audited financial statements for the year ended December 31, 2017 is not mandatory under Delaware law. However, the Board is submitting the Annual Report (including the Director’s Report and the Directors’ Remuneration Report contained therein) and the Company’s audited financial statements for the year ended December 31, 2017 to the stockholders for ratification as a matter of good corporate practice. If ratification is not approved a majority of the shares of common stock voting at the AGM in person or by proxy, the Board will reconsider its approval thereof.
2. The Company’s Board of Directors has selected Whitley Penn LLP to serve as the Company’s auditors until the next Annual AGM of Stockholders. Stockholders ratification of the selection of Whitley Penn LLP as the Company’s auditors is not mandatory under Delaware law. However, the Board is submitting the selection of Whitley Penn LLP to the stockholders for ratification as a matter of good corporate practice. If ratification is not approved a majority of the shares of common stock voting at the AGM in person or by proxy, the Board will reconsider its approval thereof.
3. In accordance with the Company’s Bylaws, the holders of one-third in voting power of all issued and outstanding stock entitled to vote at the AGM, present in person or presented by proxy, shall constitute a quorum for the transaction of business.