



EPE Special Opportunities plc

Annual General Meeting 2011

# EPE SPECIAL OPPORTUNITIES PLC

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Seventh Annual General Meeting of EPE Special Opportunities PLC (the “Company”) will be held at IOMA House, Hope Street, Douglas, Isle of Man, IM1 1AP on 28 July 2011 at 12 noon for the following purposes:

### ORDINARY BUSINESS

To consider and, if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

- Resolution 1** To receive and adopt the audited accounts of the Company for the year ended 31 January 2011, together with the Directors’ and Auditor’s reports thereon
- Resolution 2** To re-appoint KPMG Audit LLP as Auditors to the Company
- Resolution 3** To authorise the Directors to determine the Auditor’s remuneration

### SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution which will be proposed as a special resolution:

- Resolution 4** THAT the articles of association of the Company be altered by the deletion of the first sentence of the present Article 107 and the substitution therefor of the following new sentence:
- “107. The Directors (other than alternate Directors) shall be entitled to receive by way of fees for their services as Directors such sum as the Board may from time to time determine provided that such sum shall not exceed in the aggregate £150,000 (or such other sum as the Company in general meeting shall from time to time determine).”

By order of the Board

Philip Scales  
Company Secretary  
10 June 2011

### NOTES

1. A member who is entitled to attend and vote at the above-mentioned meeting is entitled to appoint a proxy or proxies to attend and, on a poll, vote instead of him or her in respect of such shares. A proxy need not be a member of the Company.
2. A Form of Proxy is enclosed which, to be valid, must be completed and delivered, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of such authority) to the Company’s Registrar, IOMA Fund and Investment Management Limited, IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP so as to arrive not later than 12 noon on 26 July 2011, being 48 hours before the time of the meeting.
3. Completion and return of a Form of Proxy does not preclude a member from attending and voting in person should they wish to do so.
4. The Company, pursuant to Regulation 22 of the Uncertificated Securities Regulations 2005 (Isle of Man), specifies that only those members registered in the register of members of the Company as at 12 noon on 26 July 2011 (or in the event that the meeting is adjourned, on the register of members 48 hours before the time of any adjournment meeting) shall be entitled to attend or vote at the meeting in respect of the ordinary shares registered in their name at that time. Changes to entries on the register of members of the Company after 12 noon on 26 July 2011 (or, in the event that the meeting is adjourned, on the register of members less than 48 hours before the time of any adjournment meeting) shall be disregarded in determining the rights of any person to attend or vote at the meeting.

**EPE SPECIAL OPPORTUNITIES PLC** (the "Company")

28 July 2011 at 12 noon

# Form of Proxy

(PLEASE COMPLETE IN BLOCK CAPITALS)

I/We (name(s) in full)

of (address(es))

being (a) member(s) of the above-named Company, hereby appoint the Chairman of the meeting, or failing him

as my/our proxy to attend, represent, speak and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at IOMA House, Hope Street, Douglas, Isle of Man on 28 July 2011 at 12 noon and at any adjournment thereof.

*Please indicate with an "X" in the space below how you wish your votes to be cast in respect of the Resolutions set out in the notice convening the Annual General Meeting. If no specific direction to voting is given by an "X" in the appropriate space below, the proxy will vote or abstain at his or her discretion.*

**Ordinary Resolutions**

		For	Against
Resolution 1	To receive and adopt the audited accounts of the Company for the year ended 31 January 2011, together with the Directors' and Auditor's reports thereon	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To re-appoint the Auditors	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To authorise the directors to determine the Auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>

**Special Resolution**

Resolution 4	To alter Article 107 by the deletion of the first sentence and substitution as set out in the Notice	<input type="checkbox"/>	<input type="checkbox"/>
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Signature

Date

NOTES

1. You may appoint one or more proxies of your own choice, if you are unable to attend the meeting but would like to vote. If such an appointment is made, delete the words "the Chairman of the meeting" and insert the name(s) of the person or persons appointed as proxy/proxies in the space provided. A proxy need not be a member of the Company. If no name is entered, the return of this form duly signed will authorise the Chairman of the meeting to act as your proxy.
2. In the case of a corporation, this form of proxy must be executed under its common seal or under the hand of a duly authorised officer or attorney.
3. In order that this form of proxy shall be valid, it must be deposited (together with any power of attorney or other authority under which it is signed or a notorially certified copy of such power or a copy certified in some other manner approved by the directors), at the Company's registrars, IOMA Fund and Investment Management Limited, IOMA House, Hope Street, Douglas, Isle of Man, IM1 1AP, not later than 48 hours before the time appointed for the meeting. You can only appoint a proxy using the procedures set out in these notes.
4. The completion and return of a form of proxy will not, however, preclude shareholders from attending and voting in person at the meeting or at any adjournment thereof, should they wish to do so.
5. If two or more persons are jointly entitled to a share conferring the right to vote, any one of them may vote at the meeting either in person or by proxy, but if more than one joint holder is present at the meeting either in person or by proxy, the one whose name stands first in the register of members in respect of the joint holding shall alone be entitled to vote in respect thereof. In any event, the names of all joint holders should be stated on the form of proxy.
6. A vote given by a proxy or authorised representative of a company is valid notwithstanding termination of his authority unless notice of the termination is received at the Company's registrars' address as set out in Note 3 above (or at such other place at which the instrument of proxy was duly received) at least 48 hours before the time fixed for holding the meeting or adjourned meeting at which the vote is given.



EPE Special Opportunities PLC  
IOMA House  
Hope Street  
Douglas  
ISLE OF MAN  
IM86 2AF

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