

ACP MEZZANINE LIMITED
FORM OF PROXY
ANNUAL GENERAL MEETING
17th September 2009 at 11:00am (BST)

I / We: (full name).....

of (address).....

being a member of ACP Mezzanine Limited (the “**Company**”), do hereby appoint:

(full name).....

or failing him: (full name).....

or failing him the Chairman of the Meeting as my / our proxy to attend the annual general meeting of the Company to be held at 22-24 Seale Street, St Helier, Jersey JE2 3QG on 17th September 2009 at 11:00am (BST) or any adjournment thereof.

The proxy is to vote as follows: -

	Ordinary Resolutions	For*	Against*	Abstain*
1.	THAT Mr John Chapman, who retires in accordance with Article 70.2 of the Articles of Association of the Company as Director of the Company, but who is willing to act as a Director, be re-elected as a Director of the Company in accordance with Article 69 of the Articles of Association of the Company.			
2.	THAT Mr Stephen Coe, who retires in accordance with Article 70.2 of the Articles of Association of the Company as Director of the Company, but who is willing to act as a Director, be re-elected as a Director of the Company in accordance with Article 69 of the Articles of Association of the Company.			
3.	THAT Mr Rupert Walker, who retires in accordance with Article 70.2 of the Articles of Association of the Company as Director of the Company, but who is willing to act as a Director, be re-elected as a Director of the Company in accordance with Article 69 of the Articles of Association of the Company.			
4.	THAT the Company’s audited accounts for the year ended 31 st December 2008 be approved and adopted.			
5.	THAT the appointment of BDO Stoy Hayward LLP as auditor of the Company to hold office until the conclusion of the next annual general meeting be approved and confirmed and that the Directors be authorised to agree the auditors’ remuneration.			

***please complete either “For”, “Against” or “Abstain” for each resolution by marking “X” in each respective box. If no indication is given your proxy will have discretion to vote or to abstain (including on any other matter which may properly come before the meeting as he/she thinks fit).**

If by an individual:

If for and on behalf of a corporation:

Signed by:

Signed by:

Dated:2009

for and on behalf of:

Position:

Dated:2009

Notes:

1. A member of the Company entitled to attend and vote at the Annual General Meeting referred to above is entitled to appoint a proxy to attend and, on a poll, to vote in his/her place. A proxy may demand, or joint in demanding, a poll. A proxy need not be a member of the Company.
2. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, a member should contact the Company's registrars Computershare Investor Services (Channel Islands) Limited, Ordnance House, 31 Pier Road, St Helier, Jersey, JE4 8PW, Channel Islands.
3. **To be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be received at Ordnance House, 31 Pier Road, St Helier, JE4 8PW, Channel Islands** not later than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in this form of proxy proposes to vote or, in the case of a poll, before the time appointed for taking the poll and, in default, this form of proxy shall not be treated as valid.
4. In the case of a member which is a company, this form of proxy must be executed under its common seal (or in any other manner permitted by law and having the same effect as if executed under seal) or under the hand of a duly authorised officer, attorney or other person.
5. Completion of this form of proxy does not preclude a member from subsequently attending and voting at the meeting in person if he/she so wishes. If a member appoints a proxy and then attends the meeting in person, the proxy appointment will automatically be terminated.
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
7. Pursuant to Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, the Company specifies that only those members entered on the register of members of the Company as at 11.00 a.m. (BST) on 15 September 2009 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after 11.00 a.m. (BST) on 15 September 2009 or, if the meeting is adjourned, on the register of members 48 hours before the time fixed for the adjourned meeting shall be disregarded in determining the rights of any person to attend or vote at the meeting.