

**ACP MEZZANINE LIMITED**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of ACP Mezzanine Limited (the “**Company**”) will be held at 22-24 Seale Street, St Helier, Jersey JE2 3QG, Channel Islands on 17<sup>th</sup> September 2009 at 11:00am (BST) for the purpose of considering and, if thought fit, adopting the following resolutions relating to the ordinary business of the Company at the Annual General Meeting or any adjournment thereof:

**Ordinary Business**

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

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<sup>st</sup> December 2008 (the “**Accounts**”) 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.

---

By order of the board of Directors of  
ACP Mezzanine Limited  
SJ Secretaries Limited  
Secretary to the Company

Dated: 24th August 2009

Registered Office Address: 22-24 Seale Street, St Helier, Jersey JE2 3QG, Channel Islands.

NOTES: -

1. A member of the Company entitled to attend and vote at the meeting convened by the notice set out above is entitled to appoint a proxy to attend and, on a poll, to vote in his/her place. A proxy may demand, or join 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. An instrument for the purposes of appointing a proxy is enclosed. **To be valid, the instrument and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be received at Ordnance House, 31 Pier Road, St Helier, Jersey, 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 the instrument proposes to vote or, in the case of a poll, before the time appointed for taking the poll and, in default, the instrument shall not be treated as valid.
4. In the case of a member which is a company, the instrument appointing a proxy must be executed under the member's 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 the instrument appointing a 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 name 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.