

ACP CAPITAL LIMITED
FORM OF PROXY
EXTRAORDINARY GENERAL MEETING
14 August 2009 at 11.00 a.m. (BST)

I/We: - (full name)

of (address).....

being a member of ACP Capital 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 extraordinary general meeting of the Company to be held at 22-24 Seale Street, St Helier, Jersey, JE2 3QG on 14 August 2009 at 11.00 a.m. (BST) or any adjournment thereof.

The proxy is to vote as follows: -

	Ordinary Resolutions	For*	Against*
1.	THAT John Chapman be and is hereby removed from office as a director of the Company with immediate effect;		
2.	THAT Patrick McCann be and is hereby removed from office as a director of the Company with immediate effect;		
3.	THAT James Lowenstein be and is hereby removed from office as a director of the Company with immediate effect;		
4.	THAT Stephen Coe be and is hereby removed from office as a director of the Company with immediate effect;		
5.	THAT Antony Gardner-Hillman be and is hereby removed from office as a director of the Company with immediate effect;		
6.	THAT Brandur Thor Ludwig be and is hereby appointed a director of the Company with immediate effect;		
7.	THAT Philippe Vienot be and is hereby appointed a director of the Company with immediate effect; and		
8.	THAT Eric Youngblood be and is hereby appointed a director of the Company with immediate effect.		

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

If by an individual:

Signed by:

Dated:2009

If for and on behalf of a corporation:

Signed by:

for and on behalf of:

Position:

Dated:2009

Notes:

1. A member of the Company entitled to attend and vote at the Extraordinary 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 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. **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 12 August 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 12 August 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.