

**ACP MEZZANINE LIMITED**  
("Company")

**NOTICE OF ANNUAL GENERAL MEETING**

**18 March 2008 at 11:00 a.m. (GMT)**

Notice is hereby given that the annual general meeting of the Company will be held at *Ordnance House, 31 Pier Road, St. Helier, Jersey JE4 8PW, Channel Islands* on 18 March 2008 at 11:00am (GMT) 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 RESOLUTIONS**

1. **THAT** the Company's audited accounts for the period from 1 January 2007 to 31 December 2007 be approved and adopted.

The Company's audited accounts will be distributed to all members no later than 29 February 2008. Until such distribution is made, members are referred to the Company's press release dated 18 February 2008, which contains the Company's Preliminary Year End Results.

2. **THAT** the interim dividend of €0.045 (*four and a half Euro cents*) per share paid out in August 2007 be and is approved, confirmed and ratified.
3. **THAT** a final dividend of €5,070,600.00 (being €0.05 (*five Euro cents*) per share with 101,412,000 ordinary shares in issue) be approved, confirmed and paid; the Board of Directors having made a prior recommendation to do so.
4. **THAT** the appointment of *Kingston Smith LLP* as auditor of the Company to hold office until the conclusion of the next annual general meeting be approved and confirmed.



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By order of the Board of Directors  
**R&H Fund Services (Jersey) Limited**  
Secretary to the Company

Dated: 19 February 2008

Registered Office Address: Ordnance House, 31 Pier Road, St. Helier, Jersey JE4 8PW, 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. 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 notorially certified copy of such power or authority, must be received at Ordnance House, 31 Pier Road, St. Helier, Jersey JE4 8PW, Channel Islands or at such other place as is specified for that purpose in the notice of meeting issued by the Company 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.
3. 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.
4. 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.
5. 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. on 16 March 2008 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. on 16 March 2008 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.

**ACP MEZZANINE LIMITED**  
**FORM OF PROXY**  
**ANNUAL GENERAL MEETING**

**18 March 2008 at 11:00 a.m. (GMT)**

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

being a member of ACP Mezzanine Limited, 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 ACP Mezzanine Limited to be held at *Ordnance House, 31 Pier Road, St. Helier, Jersey JE4 8PW* on 18 March 2008 at 11:00 a.m. (GMT) or any adjournment thereof.

**The proxy is to vote as follows:**

Ordinary Resolutions	For*	Against*
<p>1. <b>THAT</b> the Company's audited accounts for the period from 1 January 2007 to 31 December 2007 be approved and adopted.</p> <p>The Company's audited accounts having been distributed to all members by 29 February 2008. Until such distribution is made, members have been referred to the Company's press release dated 18 February 2008, which contains the Company's Preliminary Year End Results.</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>2. <b>THAT</b> the interim dividend of €0.045 (<i>four and a half Euro cents</i>) per share paid out in August 2007 be and is approved, confirmed and ratified.</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>3. <b>THAT</b> a final dividend of €5,070,600.00 (being €0.05 (<i>five Euro cents</i>) per share with 101,412,000 ordinary shares in issue) be approved, confirmed and paid; the Board of Directors having made a prior recommendation to do so.</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>4. <b>THAT</b> the appointment of <i>Kingston Smith LLP</i> as auditor of the Company to hold office until the conclusion of the next annual general meeting be approved and confirmed.</p>	<input type="checkbox"/>	<input type="checkbox"/>

\* please complete either "For" or "Against" 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:**

Signed: .....

Dated : ..... 2008

**if for and on behalf of a corporation:**

Signed by: .....

for and on behalf of: .....

Position: .....

Dated: ..... 2008

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