

ACP MEZZANINE LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of ACP Mezzanine Limited ("**Company**") will be held at Ordnance House, 31 Pier Road, St. Helier, Jersey JE4 8PW, Channel Islands on 11 April 2008 at 11.00 a.m. (BST) for the purpose of considering and, if thought fit, adopting the following resolutions relating to the ordinary business of the Company at the Extraordinary General Meeting or any adjournment thereof:

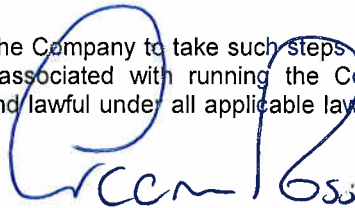
Ordinary Business

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

1. "In accordance with Article 4 of the Company's Articles of Association, and notwithstanding the terms of paragraph 19 of the Company's admission document to the Alternative Investment Market or any other term therein contained which does or which might have the effect of restricting or prohibiting the following, to unconditionally authorise the directors of the Company to allot and issue, grant options over, or otherwise dispose of up to an additional 500,000,000 ordinary shares of no par value in the capital of the Company to such persons as the directors of the Company may think fit and on such terms as the directors of the Company may think fit at their sole discretion.

Unless otherwise varied, renewed or revoked, this authority shall expire 24 months after the passing of this resolution, provided that if, prior to expiry of the authority, the Company has entered, partly or fully, into a contract or contracts or other arrangement for the allotment and issue, or granting options over, or otherwise agreeing to dispose any of the unallotted and unissued additional 500,000,000 ordinary shares of no par value in the capital of the Company, the Company may complete such contract or other arrangement provided that such completion takes place prior to a date not later than 30 months after the expiry of the authority as if the authority thereby conferred had not expired."

2. "To authorise and instruct the board of directors of the Company to take such steps and actions to reduce the regulatory burden and annual costs associated with running the Company as a collective investment fund as may be appropriate and lawful under all applicable laws, regulations and rules of any applicable listing authority."



by order of the board of Directors of
ACP Mezzanine Limited
Secretary to the Company

Dated: 27 March 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 notarially 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.

ACP MEZZANINE LIMITED

FORM OF PROXY

EXTRAORDINARY GENERAL MEETING

11 April 2008 at 11.00 a.m. (BST)

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

being a member of ACP Mezzanine Limited ("**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 Ordnance House, 31 Pier Road, St. Helier, Jersey JE4 8PW on 11 April 2008 at 11.00 a.m. (BST) or any adjournment thereof.

The proxy is to vote as follows:

Ordinary Resolutions	For*	Against*
<p>1. That the following resolution of the members of the Company be passed as an ordinary resolution:</p> <p>"In accordance with Article 4 of the Company's Articles of Association, and notwithstanding the terms of paragraph 19 of the Company's admission document to the Alternative Investment Market or any other term therein contained which does or which might have the effect of restricting or prohibiting the following, to unconditionally authorise the directors of the Company to allot and issue, grant options over, or otherwise dispose of up to an additional 500,000,000 ordinary shares of no par value in the capital of the Company to such persons as the directors of the Company may think fit and on such terms as the directors of the Company may think fit at their sole discretion.</p> <p>Unless otherwise varied, renewed or revoked, this authority shall expire 24 months after the passing of this resolution, provided that if, prior to expiry of the authority, the Company has entered, partly or fully, into a contract or contracts or other arrangement for the allotment and issue, or granting options over, or otherwise agreeing to dispose any of the unallotted and unissued additional 500,000,000 ordinary shares of no par value in the capital of the Company, the Company may complete such contract or other arrangement provided that such completion takes place prior to a date not later than 30 months after the expiry of the authority as if the authority thereby conferred had not expired."</p>	<input data-bbox="1119 968 1193 1041" type="checkbox"/>	<input data-bbox="1248 968 1321 1041" type="checkbox"/>
<p>2. That the following resolution of the members of the Company be passed as an ordinary resolution:</p> <p>"To authorise and instruct the board of directors of the Company to take such steps and actions to reduce the regulatory burden and annual costs</p>	<input data-bbox="1114 1731 1188 1804" type="checkbox"/>	<input data-bbox="1244 1731 1318 1804" type="checkbox"/>

associated with running the Company as a collective investment fund as may be appropriate and lawful under all applicable laws, regulations and rules of any applicable listing authority."

***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 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:
Dated : 2008

if for and on behalf of a corporation:

Signed by:
for and on behalf of:
Position:
Dated: 2008

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 notarially 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. (BST) on 9 April 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. (BST) on 9 April 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.

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. (BST) on 9 April 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. (BST) on 9 April 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.