THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. It contains the Resolutions to be voted on at an Extraordinary General Meeting of the Company (the "EGM") to be held at 2.00pm on 17 July 2008. If you are in any doubt about the contents of this document and/or the action you should take, you should immediately seek your own advice from your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000. This document does not constitute an offer for sale of any Ordinary Shares.

If you have sold or otherwise transferred all of your Ordinary Shares in the share capital of ACP Capital Limited, you should immediately send this document, together with the accompanying Form of Proxy, to the purchaser or transferee or the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

The Directors of the Company, whose names appear on page 4, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors of the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

ACP CAPITAL LIMITED

(a company incorporated with limited liability under the laws of Jersey under registration number 91066)

Notice of Requisitioned Extraordinary General Meeting and Unanimous Recommendation of Your Board to Vote Against the Proposed Resolutions

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Notice of the EGM to be held at Ordnance House, 31 Pier Road, St Helier, Jersey, JE4 8PW at 2.00pm on 17 July 2008 is set out at the end of this document.

A Form of Proxy for use at the EGM is enclosed with this document and should be completed, signed and returned in accordance with the instructions thereon, as soon as possible but, in any event, so as to be received by the Company's registrars, Computershare Investor Services (Channel Islands) Limited, Ordnance House, 31 Pier Road, St Helier, Jersey, JE4 8PW by no later than 2.00pm on 15 July 2008.

A summary of the action to be taken by ACP Capital shareholders is set out on page 10 of this document. Whether or not you intend to be present at the EGM, please complete and return the enclosed Form of Proxy as soon as possible and in any event so as to arrive by not later than 2.00pm on 15 July 2008.

No offer, invitation or inducement to acquire shares or other securities in the Company is being made by or in connection with this document. Certain statements made in this document are forward looking statements. Such statements are based on current expectations and are subject to a number of risks and uncertainties that could cause actual results and performance to differ materially from any expected further results or performances, express or implied, by the forward looking statements. Certain statements in this document are based on preliminary unaudited financial results and management analysis and may differ from audited results. Factors that might cause forward-looking statements or statements based on unaudited figures to differ materially from actual results include, among other things, regulatory and economic factors. The Company assumes no responsibility to update any of the forward-looking statements or statements based on unaudited figures contained herein.

CONTENTS

KEY INFORMATION

- The Board is committed to creating value for all shareholders. Whilst the Company was on track to deliver its 5p dividend target for 2008 and still believes in its achievability, the Board cannot at this stage assess the impact of QVT's actions on that target.
- The Board has tempered its Business Plan stated at the time of the Company's secondary capital raise in March 2007 as a response to changing market conditions. As a result of the implementation of the modified Business Plan, the Board considers that the Company is currently withstanding market conditions with a stable NAV.
- The Board considers that current management continuity is vital to the delivery of the Business Plan and is key to the successful development and execution of the Company's strategy. The Company's senior management, including Derek Vago, Eric Youngblood and Nikolaj Larsen, the three Executive Directors, will resign their executive management positions within the ACP Capital Group should QVT be successful in effecting a change of control of the Board.
- A number of the Company's commercial arrangements would be affected by a change of control. DB will have the right to terminate the Facilities and employee/management options will vest leaving management and employees together owning approximately 15 per cent. of the issued share capital of the Company.
- Following the Company's 2008 AGM, the Board has initiated a share buyback scheme pursuant to which approximately 3.4 million Ordinary Shares have been purchased to date. The Board intends to continue the share buyback scheme as soon as practicably possible through to the end of 2008.
- QVT is proposing to change the current Board of three Executive Directors and five independent Directors to a board of directors with three shareholder representatives and two independent directors. The Board believes that this would compromise the independence of the Board and its ability to act on behalf of all shareholders.
- The Board's primary concern is that QVT does not understand ACP Capital's business – the Company is not a vehicle or investment trust, but a live, operating business with tangible and intangible assets and commercial relationships. So far as the Board is aware, QVT's proposed directors do not have experience of the specific sectors in which the Company operates. In the Board's opinion, QVT's proposal of a theoretical liquidation of the Company takes no account of current market conditions, the impact of the departure of management or the illiquidity of certain of the Company's assets.
- The Board believes that the average price at which QVT acquired its Ordinary Shares is approximately 83.5p. Even if a liquidation of the nature proposed by QVT were achievable (which the Board doubts), it would potentially be at a substantial discount to the true value of the Company's assets, which, whilst benefiting QVT, would be to the detriment of all shareholders who have participated in any of the Company's previous share issues.
- If QVT wishes to obtain control of your Company, then the Board believes that it should make a realistic offer for your shares under the City Code and not seek to obtain it through back door methods. Such an offer should properly reflect not only today's market value but also the significant value which the Board believes is inherent in the Company's business and existing investments.

Support your Board and vote AGAINST the Resolutions

PART I

LETTER FROM THE CHIEF EXECUTIVE OFFICER

ACP CAPITAL LIMITED

(a company incorporated with limited liability under the laws of Jersey under registration number 91066)

Directors:
Derek Vago, *Chief Executive Officer*
Eric Youngblood, *Executive Director*
Nikolaj Larsen, *Executive Director*
Alan Braxton, *Non-Executive Director*
François Georges, *Non-Executive Director*
Craig Stewart, *Non-Executive Director*
Hilary Valentine, *Non-Executive Director*
Daniele Discepolo, Non-Executive Director

Registered Office:
Ordnance House
31 Pier Road, St Helier
Jersey JE4 8PW

27 June 2008

To Shareholders

Notice of Requisitioned Extraordinary General Meeting
and
Unanimous Recommendation to Support Your Board and
Vote <u>Against</u> the Proposed Resolutions

Dear Sir or Madam,

The Company has received a notice from Vidacos Nominees Limited ("**Vidacos**") requisitioning an extraordinary general meeting (an "**EGM**") to propose the removal of six of the eight Directors of the Company and to appoint Mr John Chapman, Mr Patrick McCann and Mr James Lowenstein to the Board, thereby effectively giving QVT control of the Board.

The Notice of EGM is set out at on page 14 of this document.

We wish to explain to all shareholders why we consider that you should reject completely the Resolutions which are to be proposed at the EGM to be held at 2.00pm on Thursday 17 July 2008.

Background

Vidacos is acting as nominee for and on the instructions of Deutsche Bank AG through its London Branch, in its capacity as prime broker for QVT Fund LP and Quintessence Fund LP as beneficial owners of 55,772,475 Ordinary Shares held by Vidacos. The Board understands that QVT Financial Fund LLP is or may be interested in a further 2,870,525 Ordinary Shares also held by Vidacos. Taken together, the Company understands that QVT is currently interested, in aggregate, in 58,643,000 Ordinary Shares, representing 29.91 per cent. of the Company's issued share capital.

QVT subscribed for approximately 12.0 million Ordinary Shares in the Company's capital raise in March 2007, in which the Board outlined its strategy to be implemented over the course of approximately 18 months. Since August 2007, QVT has increased its shareholding in the Company to its current holding of 58.6 million Ordinary Shares. Based on the information available to it, the Board believes that the average price at which QVT has acquired its shareholding is approximately 83.5p per share.

QVT sent a letter to the Board dated 19 May 2008 that included the following proposals:

(i) that ACP Capital should create a redemption facility as soon as reasonably practicable for up to 80 per cent. of the Company's shares in issue at NAV, to be financed through, amongst other things, the sale of the Company's equity holdings/investments and the sale of senior debt assets on the balance sheet;

(ii) that ACP Capital should not participate in ACP Mezzanine's June 2008 capital raise; and

(iii) that ACP Capital should not deploy further capital until delivering to shareholders a proposal for the future, demonstrating how the Company intends to deliver shareholder value (please see sections on GCI and ACP Mezzanine in Part II of this document which specifically explains the value of deploying further capital).

In the Company's written response dated 2 June 2008, the Board rejected these proposals on the grounds that the Board consider them to be value destructive and to display a lack of understanding of the Company's business. The Board's view is that the removal of the majority of Directors is completely contrary to the best interests of shareholders and is motivated entirely by the ambitions of a single shareholder to gain control of the Company and embark on a theoretical liquidation plan that would not provide the best potential for a return of value for all shareholders.

In the spirit of engagement, ACP Capital offered to assist QVT to arrange a sell-down of its holding in the Company. QVT did not respond to this offer. On 11 June 2008, QVT wrote a further letter to the Board (which was received by the Company on 16 June 2008) this time requisitioning an EGM in order to replace six of the eight Directors, including Derek Vago, Eric Youngblood and Nikolaj Larsen, the Company's three Executive Directors.

Since this date, the Company has made several attempts to engage QVT in discussions to resolve these issues, including a letter dated Friday 20 June 2008 in which the Company urged QVT to reconsider its position and enter into an open discussion with the Board. QVT's response (by letter dated 24 June 2008) asked representatives of the Board to travel to New York for a meeting but was otherwise non-specific. Your Board responded (in a letter dated 27 June 2008) offering to travel to New York as soon as practicable but asked for confirmation that both Daniel Gold and Ron Avni will be present in order to avoid unnecessary time and cost outlays. The Directors remain willing to engage in any meaningful dialogue with QVT.

The Board considers that QVT's recent change of investment manager from Lars Bader to Ron Avni may indicate a new strategy for QVT. The Board's primary concern is that QVT does not understand ACP Capital's business – the Company is not a vehicle or investment trust, but a live, operating business with tangible and intangible assets and commercial relationships. So far as the Board is aware, QVT's proposed directors do not have experience of the specific sectors in which the Company operates. In the Board's opinion, QVT's proposal of a theoretical liquidation of the Company takes no account of current market conditions, the impact of the departure of management or the illiquidity of certain of the Company's assets.

Furthermore, in light of the Board's belief that the average price at which QVT acquired its Ordinary Shares is approximately 83.5p, even if such a liquidation were achievable (which the Board doubts), it would potentially be at a substantial discount to the true value of the Company's assets, which, whilst theoratically benefiting QVT, would be to the detriment of all shareholders who have participated in any of the Company's previous share issues.

QVT has provided only very limited information on its proposed directors. Based on ACP Capital's own research, the Board is also concerned that QVT's proposed directors do not possess the specialist knowledge of the core European SME/financial services sector required to manage the Company's business, or to achieve a satisfactory realisation of the Company's assets that would return a value acceptable to all shareholders, or to meet the Company's current contractual obligations which include performance obligations in management contracts with ACP Mezzanine and GCI.

The Board is firmly of the view that it is essential for a business such as ACP Capital to have in place a committed management team with the requisite specialist sector experience in order to deliver such value. The Company's senior management have informed the Board that they will resign their executive management positions within the ACP Capital Group should QVT be successful in effecting a change of control of the Board.

ACP Capital's Stated Strategy

The Board of ACP Capital is dedicated to delivering value for all shareholders. The Company's Business Plan contains a clear and considered strategy which was communicated to shareholders in the Company's March 2007 capital raise. The Board has naturally tempered the Business Plan in light of difficult market conditions. Whilst the Board was confident that its overall strategy would be successful and that the Company was on track to meet its 5p dividend target for 2008 and still believes in its achievability, the Board cannot at this stage assess the impact of QVT's actions on that target.

The Company intends to move to the Main List following publication of the Company's audited accounts for 31 December 2008, which is targeted for February 2009. The Board also believes that a move of ACP Mezzanine's primary listing to a recognised exchange would follow as soon as possible.

By contrast, QVT has given no indication of a strategy for the long-term success of the Company nor has it provided or proposed any plan to deliver shareholder value at a level which, in the Board's opinion, properly recognises the Company's potential. In the circumstances, QVT's actions may be viewed as an attempt to take control of the Company (i) without outlining an alternative strategy; (ii) without offering to pay a premium to acquire a majority shareholding in the Company; and (iii) without offering an exit to shareholders who disagree with QVT's proposals.

If QVT wishes to obtain control of your Company, then the Board believes that it should make a realistic offer for your shares under the City Code and not seek to obtain it through back door methods. Such an offer should properly reflect not only today's market value but also the significant value which the Board believes is inherent in the Company's existing business and investments.

ACP Capital's Performance

The Company's stated strategy, as communicated to shareholders at the time of its secondary capital raise in March 2007, is to become a leading provider of integrated finance solutions to European SMEs in its key target markets of the UK, France, Germany and Italy.

ACP Capital is in the process of achieving this by:

- developing and expanding its localised debt origination platforms (see information on *Leasecom* in Part II);
- growing its asset management business by launching new vehicles, assuming third-party management contracts and supporting the growth of existing vehicles through the Investment Manager, which is a wholly-owned subsidiary of the Company (see information on *Continued Private Equity Initiative: GCI* in Part II);
- pursuing substantial revenue diversification;
- initiating a move to the Main List as soon as the Company has the required three-year financial history.

As a response to current market conditions, the Company has implemented a measured slow-down of growth, which the Board believes has been instrumental in contributing to the Company's NAV remaining stable.

Pursuant to the Company's share buyback scheme, approximately 3.4 million Ordinary Shares have been purchased to date. The Board intends to continue the share buyback scheme as soon as practicably possible through to the end of 2008.

The Board considers that the Company's financial performance has remained resilient in the current economic climate:

- NAV per share has remained stable (18 June 2008: approximately 117p (unaudited); 31 December 2007: 117p; 30 June 2007: 119p);
- Dividend of 3.5p paid in 2007 (target of 3p);
- Dividend of 5p expected for 2008* (target of 5p).

* Whilst the Board was confident that its overall strategy would be successful, and that the Company was on track to meet its 5p dividend target for 2008 and still believes in its achievability, the Board cannot at this stage assess the impact of QVT's actions on that dividend target

Sources and Uses of Funds between 1 January 2008 and 18 June 2008 (£ millions):

Cash and cash equivalents as at 1 January 2008	£59.9
Investment in ACP Mezzanine capital raise (6 June)	£37.6
Exercise of options in ACP Mezzanine (5 June)	£0.8
Investments in GCI (January)	£4.3
Investment in MSG (16 April)	£2.3
Investment in IFR (28 April)	£1.8
Total investments	£46.8
Dividend paid (1 April)	£7.0
Share buy-backs (April and May)	£2.9
Total distribution to shareholders	£9.9
Total cash outlays	£56.7
Opening cash balance – less cash outflows	£3.2
Cash and cash equivalents as at 18 June 2008 (unaudited)	£15.5
Increase in cash from operations & FX movements	£12.3

Notwithstanding the Company's measured slow-down of expansion plans, the Directors believe that the Company's original strategy (as outlined in the Business Plan) may, in fact, benefit from the current deterioration in general market conditions. The Board believes that SMEs will find it increasingly difficult to obtain financing, thereby providing an opportunity for the ACP Capital Group to increase its integrated finance offering to the SME market. Accordingly, the Company participated in ACP Mezzanine's capital increase in June 2008 and the Investment Manager assumed the management contract for GCI's private equity vehicle business in June 2008.

The Board is confident that ACP Capital remains on course to implement its Business Plan successfully, although over a longer time period than the 18 months originally envisaged in March 2007 due to market conditions.

The Board believes that the anticipated realisation of the Company's strategy would lead to an appreciation in shareholder value and, consequently, that QVT's attempts to take control of the Board would jeopardise that potential if successful.

Key Developments and Looking Ahead

For further details on some of the Company's recent key developments and future intentions, please see Part II of this document.

Anticipated Effect of Change of Control should QVT be Successful

The Board stated in its letter to QVT dated 20 June 2008 that, amongst other things, it was concerned that QVT may not have given due consideration to the impact of an unplanned change of control of the Board.

A number of ACP Capital's commercial arrangements will be affected in the event of a change of control of the Board, which, if they occurred, in the Board's opinion, would be to the detriment of shareholders. These commercial arrangements are summarised below.

DB Facilities

The Facilities which the Company and ACP Mezzanine have with DB were entered into pre-July 2007 on attractive terms: 75bps spread and 65 – 75 per cent. advance rate. ACP Capital and ACP Mezzanine have approximately £21 million and €75 million respectively worth of assets in these Facilities.

Under the terms of the Facilities, upon Derek Vago and Eric Youngblood ceasing to act for the Company, DB has the right to terminate the Facilities, which would allow DB to liquidate the relevant Company's assets under each of the Facilities. The Board is concerned that, if DB exercised this right, these assets may not be realised at a favourable valuation in current market conditions.

In addition, each of ACP Capital and ACP Mezzanine is contractually liable to cover DB for any potential shortfall arising from the relevant assets held with the Facilities being sold at a price which is below the drawn amount of the respective Facilities.

ESOP and ESAP schemes

Upon a change of control, including a change of control of the Board, all grants under the Company's ESOP and ESAP schemes immediately vest. Currently, there are 11.5 million ESOP options and 2.3 million ESAP awards outstanding.

In addition, as part of Derek Vago's service arrangements and pursuant to a letter dated 30 November 2006, which was signed by Collins Stewart Europe Limited in its capacity as the Company's Nominated Adviser and reviewed by certain institutional shareholders, if during the first three years of service a change of control of the Board occurs, Derek Vago shall be awarded further options to subscribe for additional shares in the Company which would, in those circumstances, immediately vest.

In the event of a change of control causing all ESOP options and ESAP awards to vest, the aggregate total number of Ordinary Shares held by employees and management would increase from approximately 16 million Ordinary Shares to approximately 32 million Ordinary Shares, taking the total Ordinary Shares then in issue from approximately 196 million to approximately 210 million. In such circumstances, management and employees would together then hold approximately 15 per cent. of the issued share capital of the Company.

Intended Departure of Key Management Personnel

ACP Capital's senior management including Derek Vago, Eric Youngblood and Nikolaj Larsen have indicated to the Board that they will resign their executive management positions within the ACP Capital Group should QVT be successful in effecting a change of control of the Board.

The Board believes that these departures could be detrimental to ACP Capital's existing business. As an example, the identified pipeline of loan assets outlined as part of ACP Mezzanine's June 2008 capital raise may not be completed. This may prevent achievement of the targeted annualised dividend yield for ACP Mezzanine of 17.5 per cent. projected for the end of 2008 which would in turn affect the anticipated increase in revenue for the Investment Manager in respect of management and performance fees. In the event of these revenues being reduced, the Board believes that ACP Capital's ability to meet its 5p dividend target for 2008 could be impaired.

Based on ACP Capital's own research, the Board is concerned that QVT's proposed directors do not possess the specialist knowledge of the core European SME/financial services sector required to manage the Company's business or to achieve a satisfactory realisation of the Company's assets that would return a value acceptable to all shareholders.

QVT is proposing to change the current Board, comprising three Executive Directors and five independent Directors, to a board with three shareholder representatives and two independent directors, which the current Directors believe could compromise the independence of the Board and its ability to act on behalf of all shareholders.

The Board believes that it is essential for a business such as ACP Capital to have in place a committed management team with specialist sector experience in order to deliver value to shareholders and that any change in the management structure of the Company as it executes its strategy would prove detrimental to the business.

Summary and Conclusion

Your Directors urge shareholders to vote against the Resolutions and ask shareholders to note the following:

Potentially Damaging Business Consequences

- Trigger of change of control provisions – DB will have the right to terminate the Facilities and employee/management options will vest leaving management and employees together owning approximately 15 per cent. of the issued share capital of the Company;
- Departure of committed and experienced management team which the Board believes could harm the Company's ability to achieve the targeted annualised dividend yield for ACP Mezzanine of 17.5 per cent. projected for the end of 2008 which would in turn affect the anticipated increase in revenue for the Investment Manager in respect of management and performance fees. In the event of these revenues being reduced, the Board believes that ACP Capital's ability to meet its 5p dividend target for 2008 could be impaired.

Lack of Clarity on Business Strategy

If the Resolutions are passed, the Board strongly believes that the Company's Business Plan will be significantly impaired and shareholder value will not be achieved because:

- QVT has given no indication of a long-term strategy for the success of the Company;
- QVT's proposed directors do not have the requisite knowledge of the Company's business nor, so far as the Board is aware, do they have experience of the specific sector in which the Company operates;
- QVT's proposals suggest an intention to liquidate the Company which the Board believes could, in today's market conditions, effectively be a fire sale of assets. As an example, the Company is contractually prohibited from disposing of its investment in Leasecom, which represents approximately 11 per cent. of the Company's NAV.

As a result of QVT's actions:

- The Company's discussions with prospective investors for ACP Capital High Income have put been on hold;
- ACP Mezzanine's ability to complete the funding of certain loans identified at the time of its June 2008 capital raise is being put at risk.
- The Company's French legal counsel has advised a slow-down in the Company's application for the Banque de France Licence for Leasecom.

Although the Board could have called an EGM for as late as 12 August 2008 in compliance with its statutory obligations (following receipt of QVT's requisition), your Directors have taken the decision to write to shareholders at the earliest possible opportunity. In doing so, the Board is anxious to minimise what it perceives to be damaging effects of QVT's actions and to preserve value for all shareholders.

The Board has clear objectives for the management of the Company's business as outlined above. Whilst the Board was confident that its overall strategy would be successful and that the Company was on track to meets its 5p dividend target for 2008 and still believes in its achievability, the Board cannot at this stage assess the impact of QVT's actions on that dividend target. The Board intends a move to the Main Market as soon as reasonably practicable. The Board intends to continue its share buyback scheme as soon as practicably possible through to the end of 2008. The Board considers that it has been successful in its implementation of the Business Plan and is fully aware of the need to adjust its strategy in the light of challenging economic conditions. The Board is confident that the current Directors are best placed to deliver sustainable growth and thereby enhance shareholder value.

Action to be Taken

You will find set out at the end of this document a notice convening the EGM to be held at Ordnance House, 31 Pier Road, St. Helier, Jersey, JE4 8PW, Channel Islands on 17 July 2008 at 2.00pm (BST).

How to Vote on the Resolutions

Shareholders are requested to complete and return the enclosed Form of Proxy for use at the EGM in accordance with the instructions printed thereon so as to arrive at the address printed thereon as soon as possible and in any event not later than 2.00pm (BST) on 15 July 2008.

Completion of a Form of Proxy will not prevent you from attending the EGM and voting in person should you so wish.

Recommendation

Your Board considers that the Resolutions to be proposed at the EGM are NOT in the best interests of the shareholders of the Company as a whole.

Accordingly, **your Board unanimously recommends shareholders to vote against all the Resolutions** to be proposed at the EGM, as they intend to do in respect of their own beneficial holdings in the Company amounting to, in aggregate, 15,655,950 Ordinary Shares, representing approximately 7.98 per cent. of the current issued share capital of the Company.

Thank you for your continued support and confidence.

Yours faithfully

Derek Vago
Chief Executive Officer

PART II

KEY DEVELOPMENTS AND LOOKING AHEAD

In light of the current developments with QVT, the Board cannot guarantee the success of some or all of the following initiatives.

ACP Mezzanine

In June 2008, ACP Mezzanine successfully completed an €80 million capital raise, taking its total equity raised to €180 million. This further developed ACP Mezzanine's objective of being a leading sub-investment grade lender to the European SME market.

ACP Capital invested approximately €47.5 million in ACP Mezzanine's capital raise, with the aim of selling down a portion of its holding in the vehicle over time, in parallel with ACP Mezzanine's intended move of its primary listing to a recognised exchange. ACP Capital's shareholding in ACP Mezzanine currently stands at approximately 54 per cent.

The Company expects ACP Mezzanine's deployment of proceeds in its identified pipeline to improve diversification. In addition, the Investment Manager expects that the targeted annualised dividend yield for ACP Mezzanine will increase to 17.5 per cent. by the end of 2008.[1]

Based on ACP Mezzanine achieving this 17.5 per cent. dividend yield target, ACP Capital is expected to generate significant revenues from an increase in management fees (from €1.8 million to €3.2million), increase in performance fees (from approximately €1.2 million to approximately €3.3 million), underwriting fees of €1.9 million and increased dividend income. Together, these should produce an anticipated ROE from the investment in the June 2008 capital raise of approximately 35 per cent., despite the Company increasing its shareholding to approximately 54 per cent.

It is the Board's intention to release cash through an orderly sell-down of a portion of the Company's shareholding in ACP Mezzanine over time and in parallel to a move of its primary listing to a recognised exchange.

Continued Private Equity Initiative: GCI

On 19 June 2008, the Investment Manager entered into a five-year management agreement with two German subsidiaries of GCI, which the Directors anticipate will generate substantial revenues for the Company's growing private equity business. As announced, the management agreement is subject to obtaining the relevant supervisory board consent.

The Investment Manager is entitled to receive an annual management fee of the higher of (i) 2 per cent. of the combined NAV (latest reported audited NAV: approximately €69 million) and (ii) €1.57 million.

The Investment Manager is entitled to be paid a performance fee of 20 per cent. of the yearly uplift in NAV adjusted for capital increases. Assuming the NAV of approximately €69 million remains at this level at 31 December 2008, the Investment Manager will be entitled to performance fees for 2008 which would be equivalent to approximately 1.3p per Ordinary Share, which represents approximately 27 per cent. of the Company's stated 5p dividend target for 2008.

The Company has also invested approximately €2.9 million alongside GCI in MSG, which marked the first co-investment between ACP Capital Strategic Equity and GCI, fulfilling a key strategic objective set out at the time of ACP Capital's investment in GCI on 16 April 2008.

The Company is expecting to establish a similar private equity partnership in France by the end of 2008.

The Company is also in preliminary discussions to sell a minority stake in the Investment Manager, valuing the division at approximately €50 – €60 million, equivalent to approximately 20p per Ordinary Share, which the Directors believe is not reflected in the current share price. However, being a business generated by skilled employees, the Board believes that a successful realisation of this value in the Investment Manager would be reliant on the Company's current management team remaining in place.

[1] Based on the issue price in the June 2008 capital raise of €0.60 per share

ACP Capital High Income

ACP Capital High Income has warehoused approximately £32 million of senior debt assets and has put in place a £125 million committed funding line. The Company has recently initiated discussions with prospective investors, but these have been put on hold pending the outcome of the EGM.

ACP Capital Infrastructure

Following the Company's announcement of the establishment of a renewable energy partnership with Next Energy Capital SaRL in April 2008, ACP Capital Infrastructure is in discussions regarding potential joint ventures in renewable energy and transport sectors.

Leasecom

The Company's shareholding in Leasecom is currently approximately 45 per cent. The Company has completed the first step in transforming Leasecom from a broker into a diversified SME lender. In July 2007, ACP Mezzanine committed to fund Leasecom's lending activities to French SMEs.

New product offerings include a car-leasing subsidiary which is being established.

The Company expects that Leasecom will receive a Banque de France licence at some point during the last quarter of 2008, which is intended to enable Leasecom to launch a new corporate debt offering. However, the Company has been advised by its French legal counsel to slow down this process, pending the outcome of the EGM.

ACP Capital intends over time for Leasecom to become the Company's consolidation vehicle for all of its finance origination platforms, given the anticipated banking licence.

IFR

The Directors believe that the shares in IFR should not be sold at its current share price of €0.51 per share, as the Board is of the opinion that this value significantly undervalues IFR.

The Company currently has an approximate 27 per cent. shareholding in IFR. ACP Capital understands that IFR has appointed Rothschild as financial adviser, which, in the Board's opinion, could lead to a full-scale refinancing and/or a sale of IFR itself at some point in the future.

The Company's current shareholding in IFR, being in excess of 25 per cent., provides certain statutory veto rights in respect of any possible sale of IFR, which the Board believes would protect the Company and its shareholders by ensuring that if IFR is sold, it should be on the best possible terms for ACP Capital.

PART III

DEFINITIONS AND GLOSSARY

The following definitions and glossary apply throughout this document and the accompanying Form of Proxy unless the context requires otherwise:

"ACP Capital" or the "Company"	ACP Capital Limited
"ACP Capital Group"	ACP Capital and its subsidiaries,which includes (for the avoidance of doubt) ACP Mezzanine and GCI
"ACP Capital Infrastructure"	ACP Capital Infrastructure Limited
"ACP Mezzanine"	ACP Mezzanine Limited
"Board" or "Directors"	the board of directors of the Company
"Business Plan"	the Board's stated eighteen-month strategy for the Company at the time of its secondary capital raise in March 2007
"City Code"	The City Code on Takeovers and Mergers
"DB"	Deutsche Bank AG
"ESAP"	Employee share award plan
"ESOP"	Employee share option plan
"Facilities"	the 2007 leverage facility between the Company and DB and the 2006 leverage facility between ACP Mezzanine and DB
"FX"	foreign exchange
"GCI"	GCI Management AG
"IFR" or "IFR Capital"	IFR Capital plc
"Investment Manager"	ACP Investment Management Limited
"Leasecom"	Leasecom Group SAS
"London Stock Exchange"	London Stock Exchange plc
"Main List"	the main list of the London Stock Exchange
"MSG"	Maschinenfabrik Spaichingen GmbH
"NAV"	net asset value
"Ordinary Shares"	the ordinary shares of 0.1 pence each in the capital of the Company
"QVT"	QVT Fund LP, Quintessence Fund LP, QVT Financial Fund LLP and/or QVT Financial LP, as the context requires.
"Resolutions"	the resolutions to be proposed at the EGM
"ROE"	return on equity
"SME"	small and medium-sized enterprises (with enterprise value below €250m, typically with 10 – 250 employees)
"UK"	United Kingdom

ACP CAPITAL LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of ACP Capital Limited ("**Company**") will be held at Ordnance House, 31 Pier Road, St. Helier, Jersey JE4 8PW, Channel Islands on 17 July 2008 at 2.00pm (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:

1. **THAT Derek Vago** be and is hereby removed from the office of director of the Company with immediate effect;
2. **THAT Eric Youngblood** be and is hereby removed from the office of director of the Company with immediate effect;
3. **THAT Nikolaj Larsen** be and is hereby removed from the office of director of the Company with immediate effect;
4. **THAT François Georges** be and is hereby removed from the office of director of the Company with immediate effect;
5. **THAT Alan Braxton** be and is hereby removed from the office of director of the Company with immediate effect;
6. **THAT Daniele Discepolo** be and is hereby removed from the office of director of the Company with immediate effect;
7. **THAT John Chapman** be and hereby is appointed a director of the Company with immediate effect;
8. **THAT Patrick McCann** be and hereby is appointed a director of the Company with immediate effect; and
9. **THAT James Lowenstein** be and hereby is appointed a director of the Company with immediate effect.

By order of the Board

Craig Stewart
Director
ACP Capital Limited
Ordnance House, 31 Pier Road,
St. Helier, Jersey JE4 8PW, Channel Islands.

27 June 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. 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 or 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 2.00pm. (BST) on 15 July 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 2.00pm (BST) on 15 July 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.