

ACP MEZZANINE LIMITED
FORM OF PROXY
ANNUAL GENERAL MEETING
22nd July 2010 at 11:00am (BST)

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

of (address).....

being a member of ACP Mezzanine 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 annual general meeting of the Company to be held at 22-24 Seale Street, St Helier, Jersey JE2 3QG on 22nd July 2010 at 11:00am (BST) or any adjournment thereof.

The proxy is to vote as follows: -

	Ordinary Resolutions	For*	Against*	Abstain*
1.	THAT the Company’s audited accounts for the year ended 31 st December 2009 be approved and adopted.			

***please complete either “For”, “Against” or “Abstain” 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 by:

Dated:2010

If for and on behalf of a corporation:

Signed by:

for and on behalf of:

Position:

Dated:2010

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 (Jersey) Limited, Queensway House, Hilgrove Street, St Helier, Jersey, JE1 1ES.

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 Queensway House, Hilgrove Street, St Helier, Jersey, JE1 1ES** 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 11:00am (BST) on 20th July 2010 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 11:00am (BST) on 20th July 2010 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.