

EPE SPECIAL OPPORTUNITIES PLC

(the "Company")

Annual General Meeting

20 July 2012 at 12 noon

FORM OF PROXY

(PLEASE COMPLETE IN BLOCK CAPITALS)

I/We (name(s) in full)

.....
of (address(es))

.....
being (a) member(s) of the above-named Company, hereby appoint the Chairman of the meeting, or failing him

.....
as my/our proxy to attend, represent, speak and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at IOMA House, Hope Street, Douglas, Isle of Man on 20 July 2012 at 12 noon and at any adjournment thereof.

Please indicate with an "X" in the space below how you wish your votes to be cast in respect of the Resolutions set out in the notice convening the Annual General Meeting. If no specific direction to voting is given by an "X" in the appropriate space below, the proxy will vote or abstain at his or her discretion.

Ordinary Resolutions		For	Against
Resolution 1	To receive and adopt the audited accounts of the Company for the year ended 31 January 2012, together with the Directors' and Auditors' reports thereon		
Resolution 2	To re-appoint the Auditors		
Resolution 3	To authorise the Directors to determine the Auditors' remuneration		
Resolution 4	To approve and adopt the Share Matching Plan as set out in the Notice and authorise the Directors to do all such acts and things as they may consider necessary or expedient to carry it into effect		
Special Resolutions			
Resolution 5	To: (a) re-register the Company as a company incorporated under the Companies Act 2006 (as amended); (b) adopt the memorandum of association as set out in the Notice; and (c) adopt the articles of association as set out in the Notice		
Resolution 6	To authorise the Company generally to make market purchases (as defined in the Notice) of up to 7,339,190 Ordinary Shares of 5 pence each in the capital of the Company		

Signature Date2012

Notes

1. You may appoint one or more proxies of your own choice, if you are unable to attend the meeting but would like to vote. If such an appointment is made, delete the words "the Chairman of the meeting" and insert the name(s) of the person or persons appointed as proxy/proxies in the space provided. A proxy need not be a member of the Company. If no name is entered, the return of this form duly signed will authorise the Chairman of the meeting to act as your proxy.
2. In the case of a corporation, this form of proxy must be executed under its common seal or under the hand of a duly authorised officer or attorney.
3. In order that this form of proxy shall be valid, it must be deposited (together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or a copy certified in some other manner approved by the Directors), at the Company's registrars, IOMA Fund and Investment Management Limited, IOMA House, Hope Street, Douglas, Isle of Man, IM1 1AP, not later than 48 hours before the time appointed for the meeting. You can only appoint a proxy using the procedures set out in these notes.
4. The completion and return of a form of proxy will not, however, preclude shareholders from attending and voting in person at the meeting or at any adjournment thereof, should they wish to do so.
5. If two or more persons are jointly entitled to a share conferring the right to vote, any one of them may vote at the meeting either in person or by proxy, but if more than one joint holder is present at the meeting either in person or by proxy, the one whose name stands first in the register of members in respect of the joint holding shall alone be entitled to vote in respect thereof. In any event, the names of all joint holders should be stated on the form of proxy.
6. A vote given by a proxy or authorised representative of a company is valid notwithstanding termination of his authority unless notice of the termination is received at the Company's registrars' address as set out in Note 3 above (or at such other place at which the instrument of proxy was duly received) at least 48 hours before the time fixed for holding the meeting or adjourned meeting at which the vote is given.