

# EPE SPECIAL OPPORTUNITIES PLC

(the "Company")

## EXTRAORDINARY GENERAL MEETING

24 AUGUST 2018 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 Extraordinary General Meeting of the Company to be held at Ordinance House, 31 Pier Road, St Helier, Jersey, JE4 8PW on 24 August 2018 at 12.00 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 Extraordinary 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 Resolution	For	Against
1. THAT the Board of Directors' decision not to adopt equivalent provisions to those contained in the City Code on Takeovers and Mergers in the "New Articles" to be approved and adopted pursuant to Resolution 2(a)(v) below, be approved.		
Special Resolution	For	Against
2. THAT, subject to and conditional upon the passing of Resolution 1 above: (a) the proposed migration of the Company from the Isle of Man to Bermuda and the taking of all steps in connection therewith be approved, including, but not limited to: (i) the making of an application to the Isle of Man Companies Registry for the discontinuation of the Company in the Isle of Man and for the continuation of the Company in Bermuda; (ii) the continuance of the Company as an exempted company under the laws of Bermuda and the discontinuance of the Company as a company under the laws of the Isle of Man and authorisation for the directors of the Company to effect all necessary actions and execute and deliver any and all necessary documents to the Minister of Finance and the Registrar of Companies in Bermuda and to the Isle of Man Companies Registry in the Isle of Man in order to effect the continuance of the Company as an exempted company under the laws of Bermuda and the discontinuance of the Company as a company under the laws of Isle of Man; (iii) that, upon the effectiveness of the Migration, there shall be: (A) no changes to the Board of Directors; and (B) no changes to the issued or authorised capital of the Company and that the Company's authorised capital continue to consist of ordinary shares par value £0.05 each; (iv) that, subject to the Registrar of Companies in Bermuda issuing the certificate of incorporation on a continuance in connection with the proposed migration of the Company from the Isle of Man to Bermuda, as described in the circular published by the Company on 1 August 2018 (the "Certificate"), the Company's name be changed to "EPE Special Opportunities Limited" and the Company's registered office be changed to "Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda"; and (v) subject to the Registrar of Companies in Bermuda issuing the Certificate, the memorandum of continuance and bye-laws tabled at the meeting and labelled the "New Articles" and initialled by the Chairman of the meeting be approved and adopted as the new memorandum and bye-laws of the Company in substitution for and to the entire exclusion of the existing memorandum and articles of association of the Company, and the directors of the Company be authorised to do all such acts and things necessary or desirable in order to effect the proposed migration of the Company from the Isle of Man to Bermuda; and (b) subject to and conditional upon the Bermuda Registrar of Companies issuing the Certificate, the admission of the Company's Ordinary Shares of 5 pence each to trading on the AIM market of the London Stock Exchange be cancelled and that the directors be authorised to take all steps which are necessary or desirable in order to effect such cancellation.		

Signature: ..... Date: .....

## 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 administrators, R&H Fund Services (Jersey) Limited, Ordnance House, 31 Pier Road, St Helier, Jersey, JE4 8PW, sent by post, or facsimile to +44 (0) 1534 8250250 or sent by email to FundsCosec@rawlinson-hunter.co.uk not later than 48 business 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 business hours before the time fixed for holding the meeting or adjourned meeting at which the vote is given.