



EPE Special Opportunities

Annual General Meeting 2019

## Letter from the Chairman

# EPE Special Opportunities Limited

(a company incorporated in Bermuda with registered number 53954,  
with registered office: Clarendon House, 2 Church Street, Hamilton HM11, Bermuda)

Directors:  
C L Spears (Non-executive Chairman)  
H Bestwick (Non-executive Director)  
D R Pirouet (Non-executive Director)  
R B M Quayle (Non-executive Director)  
N V Wilson (Non-executive Director)

Business Address:  
Ordnance House  
31 Pier Road  
St Helier  
Jersey  
JE4 8PW

28 June 2019

Dear Shareholders,

### **Annual General Meeting**

#### **1. Introduction**

Please find enclosed notice of the forthcoming Annual General Meeting of the Company to be held at 12.00pm on 30 July 2019 at Ordnance House, 31 Pier Road, St Helier, Jersey, JE4 8PW.

In addition to the business usually conducted at the Company's annual general meeting (namely, the adoption of the Company's audited accounts, the re-appointment of the Company's Auditors, the re-appointment of Directors and the authorisation of the Directors to determine the remuneration of the Company's Auditors), the Board is seeking the approval of Shareholders for the continuation of the life of the Company until 31 December 2025.

#### **2. Duration of the Company**

The Board keeps the duration of the Company under periodic review and the position was last brought to Shareholders' attention at the annual general meeting on 16 July 2013. It was then resolved that the Shareholders be asked to vote on an ordinary resolution to extend the existence of the Company until 31 December 2020.

The Board is pleased with the development of the Company's portfolio and its prospects. The Board believes that the best value for the current investments, in particular its two largest investments, Luceco plc and Whittard of Chelsea, can be achieved by continuing to hold them for the medium-to-long term. This would give their respective management teams and the Investment Advisor the opportunity to enhance the value of the assets through the implementation of organic and acquisition-led growth strategies.

In addition, the Company continues to investigate a pipeline of potential new investments made available by the favourable market dynamics within lower mid-market private equity, wherein a large universe of companies and the relatively low availability of financing can create opportunities to acquire high quality assets at attractive entry valuations. The Board expects that the continued political uncertainty and economic disruption in the UK and Europe could lead to an increase in well-priced acquisition opportunities and believes that the Company's ability to take advantage of such opportunities would be best served by extending the life of the Company.

The Board believes that, in combination, the continued development of the existing investments over the medium-to-long term and the potential for strong value creation in new investments acquired at attractive pricing creates an opportunity for significant growth in the Company's net asset value.

The Board is therefore proposing that Shareholders be asked to vote on an ordinary resolution to continue the life of the Company until 31 December 2025. If such continuation resolution is not passed, the Board will submit alternative proposals for a re-organisation of the Company to Shareholders by no later than 31 January 2020. If such continuation resolution is passed, it is proposed that the next continuation resolution be put to the annual general meeting of the Company in 2025.

### **3. Purchase of Ordinary Shares**

The Board believes that an ongoing buy-back programme is in the best interest of the Company.

The Company is registered under and subject to the Companies Act 1981 of Bermuda (as amended, the "Act"). The Act does not require the Board to seek authority from the Company's Shareholders to make market purchases of Ordinary Shares. Any Ordinary Shares purchased by the Company may, at the Board's option, either be cancelled or be held by the Company as Treasury Shares. Any Treasury Shares held by the Company may be subsequently re-issued by the Company.

The Board will continue to ensure that any market purchase is subject to the conditions applied to historic purchases and pursuant to the Act and the Company's bye-laws, namely that:

- (a) the number of Ordinary Shares to be purchased in any 12-month period should not exceed 25 per cent. of the issued share capital of the Company;
- (b) no purchases shall be made where the aggregate purchase price payable by the Company in respect of the proposed purchase either by itself or, together with all amounts paid in respect of any other share or debt purchases in the preceding 12 months, exceeds 10 per cent. of the mean market capitalisation of all of the Company's equitable securities listed on any stock exchange for the 12 months preceding the proposed record date for the proposed purchase; and
- (c) no purchase of Ordinary shares shall be effected if, on the date on which the purchase is to be effected, there are reasonable grounds for believing that the Company is, or after the purchase would be, unable to pay its liabilities as they become due.

### **4. Resolutions**

The resolutions described below will be proposed at the Annual General Meeting:

1. ordinary resolutions adopting the audited accounts of the Company for the year ended 31 January 2019 (together with the Directors' and Auditor's reports thereon);
2. an ordinary resolution re-appointing KPMG Audit LLC as Auditors of the Company;
3. an ordinary resolution authorising the Directors to determine KPMG Audit LLC's remuneration;
4. an ordinary resolution to re-appoint David Pirouet as a Director of the Company; and
5. an ordinary resolution to continue the life of the Company until 31 December 2025.

The quorum for the Annual General Meeting is either two persons entitled to attend and to vote on the business to be transacted, each being a Shareholder or a proxy for a Shareholder or a duly authorised representative of a corporation which is a Shareholder or one person entitled to attend and to vote on the business to be transacted, being a Shareholder holding not less than one-tenth of the nominal issued

share capital of the Company to which the voting rights are attached and being present in person (or, being a corporation, by representative) or by proxy. On a show of hands, each holder who is present in person or (being a corporation) by a duly authorised representative has one vote. On a poll, each holder who is present in person or by proxy or (being a corporation) by a duly authorised representative has one vote for every Ordinary Share held. In order to be passed, the ordinary resolutions must be passed by a majority of not less than half of such Shareholders as, being entitled so to do, vote in person (or, being a corporation, by representative) or by proxy at the Annual General Meeting.

The Company Board, pursuant to the Company's bye-laws, specifies that only those members registered in the register of members of the Company as at 12:00pm on 26 July 2019 (or in the event that the meeting is adjourned, on the register of members not later than 12:00pm two business days prior to the time of any adjournment meeting) shall be entitled to attend or vote at the meeting in respect of the ordinary shares registered in their name at that time. Changes to entries on the register of members of the Company after 12:00pm on 26 July 2019 (or, in the event that the meeting is adjourned, on the register of members later than 12:00pm two business days prior to the time of any adjourned meeting) shall be disregarded in determining the rights of any person to attend or vote at the meeting.

## **5. Action to be taken in respect of the Annual General Meeting**

A Form of Proxy for use at the Annual General Meeting accompanies this document. The Form of Proxy should be completed and signed in accordance with the instructions thereon and returned to R&H Fund Services (Jersey) Limited, the Company's administrators, at Ordnance House, 31 Pier Road, St Helier, Jersey, JE4 8PW as soon as possible, but in any event so as to be received by no later than 12.00 12:00pm on 26 July 2019. The completion and return of a Form of Proxy will not preclude a Shareholder from attending the Annual General Meeting and voting in person should he or she so wish.

## **6. Recommendation**

The Directors consider the proposals contained in this document to be fair and reasonable insofar as the Shareholders are concerned and in the best interests of the Company and, accordingly, unanimously recommend that Shareholders vote in favour of the resolutions to be proposed at the Annual General Meeting.

My fellow Directors and I intend to exercise our voting rights in favour of the resolutions in respect of our shareholdings in the Company totalling 373,569 Ordinary Shares representing approximately 1.11 per cent of the Company's existing issued ordinary share capital.

Yours faithfully

Clive Spears  
Chairman

## Notice of Annual General Meeting

# EPE Special Opportunities Limited

(a company incorporated in Bermuda with registered number 53954,  
with registered office: Clarendon House, 2 Church Street, Hamilton HM11, Bermuda)

Business Address:  
Ordnance House  
31 Pier Road  
St Helier  
Jersey  
JE4 8PW

Notice is hereby given that the Fifteenth Annual General Meeting of EPE Special Opportunities Limited (the "Company") will be held at Ordnance House, 31 Pier Road, St Helier, Jersey, JE4 8PW on 30 July 2019 at 12.00pm for the following purposes:

### ORDINARY BUSINESS

To consider and, if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

- Resolution 1** To receive and adopt the audited accounts of the Company for the year ended 31 January 2019, together with the Directors' and Auditors' reports thereon
- Resolution 2** To re-appoint KPMG Audit LLC as Auditors to the Company
- Resolution 3** To authorise the Directors to determine the Auditors' remuneration
- Resolution 4** To re-appoint David Pirouet as a Director of the Company

### SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution which will be proposed as an ordinary resolution:

- Resolution 5** THAT the Company shall continue to operate until 31 December 2025. If such continuation resolution is not passed, the Board will submit alternative proposals for a re-organisation of the Company to Shareholders by no later than 31 January 2020. If such continuation resolution is passed, it is proposed that the next continuation resolution be put to the annual general meeting of the Company in 2025.

By order of the Board

R&H Fund Services (Jersey) Limited  
Company Administrator  
28 June 2019

#### NOTES:

1. A member who is entitled to attend and vote at the above-mentioned meeting is entitled to appoint a proxy or proxies to attend and, on a poll, vote instead of him or her in respect of such shares. A proxy need not be a member of the Company.

2. A Form of Proxy is enclosed which, to be valid, must be completed and delivered, sent by post or sent by facsimile to the Company's administrators, R&H Fund Services (Jersey) Limited, Ordnance House, 31 Pier Road, St Helier, Jersey, JE4 8PW or sent by email to [info@rhfsi.com](mailto:info@rhfsi.com) together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of such authority) to the Company's Administrator R&H Fund Services (Jersey) Limited, Ordnance House, 31 Pier Road, St Helier, Jersey, JE4 8PW so as to arrive not later than 12.00pm on 26 July 2019, being two business days before the time of the meeting.

3. Completion and return of a Form of Proxy does not preclude a member from attending and voting in person should they wish to do so.

4. The Board, pursuant to the Company's bye-laws, specifies that only those members registered in the register of members of the Company as at 12:00pm on 26 July 2019 (or in the event that the meeting is adjourned, on the register of members not later than 12:00pm two business days prior to the time of any adjournment meeting) shall be entitled to attend or vote at the meeting in respect of the ordinary shares registered in their name at that time. Changes to entries on the register of members of the Company after 12:00pm on 26 July 2019 (or, in the event that the meeting is adjourned, on the register of members later than 12:00pm two business days prior to the time of any adjourned meeting) shall be disregarded in determining the rights of any person to attend or vote at the meeting.