



EPE Special Opportunities plc

Annual General Meeting 2015

Letter from the Chairman

EPE Special Opportunities plc

(a company incorporated in the Isle of Man with registered number 008597V)

Directors:
G O Vero (Non-executive Chairman)
R B M Quayle (Non-executive Director)
C L Spears (Non-executive Director)
N V Wilson (Non-executive Director)

Registered Office:
IOMA House
Hope Street
Douglas
Isle of Man IM1 1AP

29 June 2015

Dear Shareholders,

Annual General Meeting

1. Introduction

Please find enclosed notice of the forthcoming Annual General Meeting of the Company to be held at 12.00 noon on 27 July 2015 at IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP.

2. Purchase of Ordinary Shares

In previous years the Board has sought authority from the Shareholders to make market purchases of Ordinary Shares. Such authority is not required under the Isle of Man Companies Act 2006, which regulates the Company. That Act currently deems any Ordinary Shares purchased by the Company to be automatically cancelled upon purchase which removes the flexibility to hold them as Treasury Shares and re-issue them. The Board believes that a continuing buy-back programme is in the best interest of the Company. If such purchases are made by a subsidiary the Ordinary Shares can be held and resold as if they were Treasury Shares. The Board will however continue to ensure that any market purchase is subject to the same conditions as those currently applied to the Company, namely:

- (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; and
- (b) the price which may be paid for any such Ordinary Shares should not be less than 5 pence per Ordinary Share nor more than £5 per Ordinary Share.

3. 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 2015 (together with the directors' and auditors' reports thereon), re-appointing KPMG Audit LLP as auditors of the Company and authorising the Directors to determine KPMG Audit LLP's remuneration.
2. an ordinary resolution to re-appoint Geoffrey Vero as a Director of the Company.

The quorum for the Annual General Meeting is two persons entitled to attend and to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation which is a member. 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 require only a simple majority of the total number of votes cast for and against such resolutions.

4. 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 IOMA Fund and Investment Management Limited, the Company's registrars, at IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP as soon as possible, but in any event so as to be received by no later than 12.00 noon on 25 July 2015. 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.

5. 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 Shareholders to 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 233,522 Ordinary Shares representing approximately 0.8 per cent. of the Company's existing issued ordinary share capital, with the exception of myself who will not vote on the resolution to approve my re-appointment as a Director of the Company.

Yours faithfully

Geoffrey Vero
Chairman

Notice of Annual General Meeting

EPE Special Opportunities plc

(a company incorporated in the Isle of Man with registered number 008597V)

Notice is hereby given that the Eleventh Annual General Meeting of EPE Special Opportunities PLC (the "Company") will be held at IOMA House, Hope Street, Douglas, Isle of Man, IM1 1AP on 27 July 2015 at 12.00 noon 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 2015, together with the Directors' and Auditors' reports thereon

Resolution 2 To re-appoint KPMG Audit LLP as Auditors to the Company

Resolution 3 To authorise the Directors to determine the Auditors' remuneration

Resolution 4 To re-appoint Geoffrey Vero as a Director of the Company

By order of the Board

Philip Scales
Company Secretary
29 June 2015

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 +44 (0) 1624 681392 or sent by email to elainesw@iomagroup.co.im 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 Registrar IOMA Fund and Investment Management Limited, IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP so as to arrive not later than 12.00 noon on 25 July 2015, being 48 hours 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 Company, pursuant to Regulation 22 of the Uncertificated Securities Regulations 2006 (Isle of Man), specifies that only those members registered in the register of members of the Company as at noon on 25 July 2015 (or in the event that the meeting is adjourned, on the register of members 48 hours before 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 noon on 25 July 2015 (or, in the event that the meeting is adjourned, on the register of members less than 48 hours before the time of any adjournment meeting) shall be disregarded in determining the rights of any person to attend or vote at the meeting.