

# EPE SPECIAL OPPORTUNITIES PLC

(the "Company")

## Extraordinary General Meeting

(to be held on 27 August 2010 at 10.00 a.m.)

### FORM OF PROXY

**PLEASE READ THE CIRCULAR, THE NOTICE OF THE EXTRAORDINARY GENERAL MEETING AND THE ACCOMPANYING NOTES CAREFULLY**

(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 IOMA House, Hope Street, Douglas, Isle of Man on 27 August 2010 at 10.00 a.m. 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 Resolutions		For	Against	Vote withheld
<b>Resolution 1</b>	To approve the Proposals (as defined in the Circular)			
<b>Resolution 2</b>	To approve the increase in the authorised share capital of the Company from £1,650,000 to £2,250,000			
<b>Special Resolutions</b>				
<b>Resolution 3</b>	To authorise the Company to make market purchases of Ordinary Shares of the Company			
<b>Resolution 4</b>	To approve the reduction of capital of the Company by cancelling all amounts standing to the credit of the share premium account			

Signature..... Date.....2010

#### 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, or failing him" 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. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. Unless instructed otherwise, the proxy may also vote or abstain from voting as he or she thinks fit on any other business which may properly come before the meeting (including amendments to resolutions).
7. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
8. 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.

BUSINESS REPLY SERVICE

Licence No. DO96

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**EPE SPECIAL OPPORTUNITIES PLC**

**IOMA House**

**Hope Street**

**Douglas**

**ISLE OF MAN**

**IM86 2AF**