

EPIC SECURITIES PLC

(a company incorporated in the Isle of Man with registered number 115527C)

NOTICE OF GENERAL MEETING OF THE HOLDERS OF ZERO DIVIDEND PREFERENCE SHARES

Notice is hereby given that a general meeting of the holders of zero dividend preference shares of 10p each in the capital of EPIC Securities plc (the "**Company**") will be held on 4 August 2010 at **IOMA House, Hope Street, Douglas, Isle of Man** at 10.30am to consider and, if thought fit, pass the following resolutions which will be proposed as extraordinary resolutions:

- Resolution 1** That the purchase by The Equity Partnership Investment Company plc of its income shares of 10p each and capital shares of 10p each, as described in the circular issued by the Company dated 7 July 2010, be and is hereby approved.
- Resolution 2** That the purchase by the Company of its zero dividend preference shares of 10p each, as described in the circular issued by the Company dated 7 July 2010, be and is hereby approved.

7 July 2010

By order of the Board

John Middleton
Secretary

Registered Office:

IOMA House
Hope Street
Douglas
Isle of Man
IM1 1AP

NOTES:

1. Only holders of zero dividend preference shares of 10p each in the capital of EPIC Securities plc ("**ZDP Holders**") are entitled to attend and vote at this meeting. Any such ZDP Holder is entitled to appoint a proxy (or proxies) to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
2. Completion and return of a form of proxy will not prevent a ZDP Holder from subsequently attending the Meeting and voting in person if he/she so wishes.
3. To be effective, the instrument appointing a proxy, and any power of attorney or other authority under which it is signed (or a copy of any such authority certified notarially or in some other way approved by the Directors), must be deposited with the Company's Registrars, not less than 48 hours before the time for holding the meeting or adjourned meeting.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about what action you should take, it is recommended that you immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 or, in the case of recipients outside the United Kingdom, your stockbroker, bank manager, solicitor, accountant or other financial adviser.

If you have sold or transferred all your shares in EPIC Securities plc (the "Company"), please forward this document at once, together with the accompanying form of proxy, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

EPIC SECURITIES PLC

(a company incorporated in the Isle of Man with registered number 115527C)

Directors:

Cameron McPhail (Chairman)
Donald C. McCrickard
Martin W. Richardson
Philip P. Scales

Registered Office:

IOMA House
Hope Street
Douglas
Isle of Man
IM1 1AP

Dear Shareholder,

7 July 2010

Recommended proposals to approve the purchase of shares by The Equity Partnership Investment Company plc ("EPIC") and to purchase zero dividend preference shares of 10p each in the capital of the Company ("ZDP Shares")

Details of the proposals

The Board of EPIC wishes to put in place a buy-back programme for its Income Shares of 10p each ("**Income Shares**") and Capital Shares of 10p each ("**Capital Shares**") and your Board wishes to put in place a buy-back programme for its ZDP Shares. As EPIC moves into its final year, its Board's focus is increasingly upon the liquidity of EPIC's investments and its ability to satisfy the expectations of holders of ZDP Shares, Income Shares and Capital Shares by July 2011. As a result, EPIC cannot expose its assets to significant risk and it becomes more difficult for EPIC to meet the hurdle rate returns required to satisfy the pre-determined capital entitlements of the ZDP Shares and the Income Shares through investments. Repurchasing shares can help achieve these hurdle rate returns without exposing EPIC to volatility risk, will enable EPIC to return cash early to shareholders and can help to mitigate the erosion of EPIC's net asset value over the final months of its life.

A special resolution to authorise the purchase of Income Shares and Capital Shares by EPIC was approved (subject to approval by the holders of ZDP Shares, as detailed below) at EPIC's annual general meeting held on 29 December 2009 (the "**AGM**"). A further special resolution is to be proposed at an extraordinary general meeting of EPIC convened for 4 August 2010 to authorise a higher proportion of the Income Shares to be purchased by EPIC (the "**EPIC EGM**") as permitted under recent amendments to the Listing Rules.

The key terms of the proposed buy-back programmes are:

- (i) the maximum number of Income Shares authorised to be purchased by EPIC would be 25% of the Income Shares in issue as at the date of the EPIC EGM;
- (ii) the maximum number of Capital Shares authorised to be purchased by EPIC is 14.99% of the Capital Shares in issue as at the date of the AGM;
- (iii) the maximum number of ZDP Shares authorised to be purchased by the Company would be 25% of the ZDP Shares in issue as at the date of the EGM (as defined below);
- (iv) the minimum price to be paid for such Income Shares, Capital Shares and ZDP Shares would be the nominal amount of such shares;
- (v) the maximum price (exclusive of expenses) to be paid for such Income Shares, Capital Shares and ZDP Shares would be 105% of the average of the middle market quotations taken from the Official List of the UK Listing Authority for the five business days before the purchase was made;
- (vi) the authority to make market purchases of Capital Shares will (unless previously varied, renewed or revoked) expire on the earlier of the next annual general meeting of EPIC and 29 June 2011, although EPIC may purchase Capital Shares after such date pursuant to a contract entered into prior to the expiry or revocation of the authority;
- (vii) the authority to be conferred at the EPIC EGM to make market purchases of Income Shares would (unless previously varied, reviewed or resolved) expire on the date which is 18 months after the EPIC EGM, although EPIC may purchase Income Shares after such date pursuant to a contract entered into prior to the expiry or revocation of the authority;
- (viii) the authority to be conferred at the EGM (as defined below) to make market purchases of ZDP Shares would (unless previously varied, renewed or revoked) expire on the date which is 18 months after the date of the EGM, although the Company may purchase ZDP Shares after such date pursuant to a contract entered into prior to the expiry or revocation of the authority; and
- (ix) the Company may either cancel any ZDP Shares it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them). EPIC may either cancel any Income Shares and/or Capital Shares it purchases under the authority granted at the AGM and/or to be granted at the EPIC EGM or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them).

It is currently anticipated that EPIC will make a capital contribution to the Company to enable it to fund the repurchase of ZDP Shares. EPIC has confirmed that it will not use the authority sought at the EPIC EGM to repurchase Income Shares unless at the same time the Company repurchases an equivalent proportion of the ZDP Shares. Further, EPIC will not use the authority granted at the AGM to repurchase Capital Shares unless at the same time it repurchases an equivalent proportion of the Income Shares and the Company repurchases an equivalent proportion of the ZDP Shares. The Company may purchase ZDP Shares in isolation, without any corresponding repurchase of Income Shares or Capital Shares by EPIC.

The use of the authority to be sought at the EGM to repurchase ZDP Shares is at the absolute discretion of the Board.

Options and warrants

There are no outstanding options or warrants to subscribe for ZDP Shares.

Approval of purchase of Income Shares and Capital Shares

Under the terms of the loan notes issued by EPIC to the Company in May 2006, the proposed purchase of Income Shares and Capital Shares by EPIC requires the sanction of an extraordinary resolution at a separate general meeting of the holders of the ZDP Shares, notice of which is set out at the end of this circular (the "**ZDP Meeting**").

Approval of the purchase of ZDP Shares

The proposed purchase of ZDP Shares by the Company requires sanction by a special resolution of the Company. Accordingly, an extraordinary general meeting of the Company is being convened, notice of which is set out at the end of this circular (the "**EGM**"). The Company's articles of association entitle the holders of ZDP Shares to vote at a general meeting of the Company where, inter alia, the resolution to be considered varies, modifies, alters or abrogates any of the rights or privileges attaching to the ZDP Shares. The proposed purchase of ZDP Shares is likely to be undertaken at a purchase price per ZDP Share less than that which the holders of ZDP Shares would be entitled to receive on a winding up or other return of capital under the Company's articles of association as at the date of purchase. Accordingly, the holders of ZDP Shares will be entitled to vote on the resolution at the EGM, as well as the holders of ordinary shares of £1 each in the capital of the Company ("**Ordinary Shares**").

In addition, as the proposed purchase of ZDP Shares will likely constitute a variation of the class rights attaching to the ZDP Shares, it will also require the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the ZDP Shares pursuant to the Company's articles of association. This resolution will also be considered at the ZDP Meeting.

Summary of Meetings and Resolutions

Shareholders will find at the end of this document notices convening the ZDP Meeting and the EGM. These meetings are convened to be held at the time set out in the notices and will be held at IOMA House, Hope Street, Douglas, Isle of Man.

The following extraordinary resolutions will be considered at the ZDP Meeting:

1. A resolution to approve the purchase of Income Shares and Capital Shares by EPIC.
2. A resolution to approve the purchase of ZDP Shares by the Company.

A special resolution to approve the purchase of ZDP Shares by the Company will be considered at the EGM.

The quorum for the ZDP Meeting is not less than two persons holding or representing by proxy at least one third of the nominal amount paid up on the ZDP Shares.

The quorum for the EGM 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.

Action to be taken – ZDP Meeting

Holders of ZDP Shares will find enclosed a form of proxy for use at the ZDP Meeting. Whether or not holders of ZDP Shares propose to attend the ZDP Meeting, they are requested to complete and return the proxy form in accordance with the instructions printed thereon as soon as possible, and in any event, so as to be received not less than 48 hours before the meeting is held. The completion and return of a proxy form will not prevent holders of ZDP Shares from attending and voting in person at the ZDP Meeting, should they so wish.

Action to be taken – EGM

Holders of Ordinary Shares and ZDP Shares will find enclosed a form of proxy for use at the EGM. Whether or not shareholders propose to attend the EGM, they are requested to complete and return the proxy form in accordance with the instructions printed thereon as soon as possible, and in any event, so as to be received by not later than 48 hours before the meeting is held. The completion and return of the proxy form will not prevent shareholders from attending and voting in person at the EGM, should they so wish.

Recommendation

The Directors consider that the grant of authority for the purchase of Income Shares, Capital Shares and ZDP Shares as set out in this circular is in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors of the Company unanimously recommend that holders of ZDP Shares vote in favour of the resolutions at the ZDP Meeting and holders of Ordinary Shares and ZDP Shares vote in favour of the resolution at the EGM.

Yours faithfully

Cameron McPhail
Chairman

EPIC SECURITIES PLC

(a company incorporated in the Isle of Man with registered number 115527C)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of EPIC Securities plc (the "Company") will be held on 4 August 2010 at IOMA House, Hope Street, Douglas, Isle of Man at 10.45am (or so soon thereafter as the general meeting of the holders of zero dividend preference shares of 10p each in the capital of the Company to be held on the same day shall have concluded) to consider and, if thought fit, pass the following resolution which will be proposed as a special resolution.

That the Company generally be and is hereby authorised for the purposes of Section 13 of the Companies Act 1992 to make market purchases (as defined in Section 13(2) of the said Act) of zero dividend preference shares of 10p each in the capital of the Company ("ZDP Shares"), provided that:

- (i) the maximum number of ZDP Shares hereby authorised to be purchased is 25 per cent. of the ZDP Shares in issue at the date hereof;
- (ii) the minimum price to be paid for such ZDP Shares is the nominal amount thereof;
- (iii) the maximum price (exclusive of expenses) to be paid for such ZDP Shares is 105 per cent. of the average of the middle market quotations taken from the Official List of the UK Listing Authority for the five business days before the purchase was made;
- (iv) the authority hereby conferred to make market purchases will (unless previously varied, renewed or revoked) expire on the date being eighteen months after the date on which this resolution is passed; and
- (v) under the authority hereby conferred, the Company may make a contract to purchase its own ZDP Shares prior to the expiry of such authority which would or could be executed wholly or partly after the expiry or revocation of such authority, and may make a purchase of its own ZDP Shares in pursuance of any such contract.

7 July 2010

By order of the Board

John Middleton
Secretary

Registered Office:

IOMA House
Hope Street
Douglas
Isle of Man
IM1 1AP

NOTES:

1. Only holders of ordinary shares of £1 each and zero dividend preference shares of 10p each in the capital of EPIC Securities plc are entitled to attend and vote at this meeting. Any such shareholder is entitled to appoint a proxy (or proxies) to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
2. Completion and return of a form of proxy will not prevent a shareholder from subsequently attending the Extraordinary General Meeting and voting in person if he/she so wishes.
3. To be effective, the instrument appointing a proxy, and any power of attorney or other authority under which it is signed (or a copy of any such authority certified notially or in some other way approved by the Directors), must be deposited with the Company's Registrars, not less than 48 hours before the time for holding the meeting or adjourned meeting.