

# EPIC SECURITIES PLC (the "Company")

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

(to be held on 4 August 2010 at 10.30am)

### Form of Proxy

**PLEASE READ THE CIRCULAR, THE NOTICE OF THE GENERAL MEETING OF THE HOLDERS OF ZERO DIVIDEND PREFERENCE SHARES AND THE ACCOMPANYING NOTES CAREFULLY**

I/We \_\_\_\_\_  
(name(s) in full)

Of \_\_\_\_\_  
(address(es))

A holder/holders of zero dividend preference shares in the capital of the above named Company and entitled to vote, hereby appoint the Chairman of the meeting (see Note 1)

Or \_\_\_\_\_

As my/our proxy to attend, represent, speak and vote for me/us on my/our behalf at the General Meeting of the Holders of Zero Dividend Preference Shares to be held at IOMA House, Hope Street, Douglas, Isle of Man on 4 August 2010 at 10.30am and at any adjournment thereof.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

Special Resolutions	For	Against	Vote withheld
<b>Resolution 1</b> That the purchase by The Equity Partnership Investment Company Plc of its income shares and capital shares, as described in the Circular, be approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b> That the purchase by the Company of its zero dividend preference shares, as described in the Circular, be approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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), with the Company's registrars at IOMA House, Hope Street, Douglas, ISLE OF MAN IM1 1AP (business reply postcode IM86 2AF), 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 and 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 paragraph 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.



EPIC Securities Plc  
IOMA House  
Hope Street  
Douglas  
ISLE OF MAN  
IM86 2AF

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