

**EEA LIFE SETTLEMENTS FUND PCC LIMITED**

*Registered in Guernsey under registration number 43302*

**Notice of Annual General Meeting**

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of EEA Life Settlements Fund PCC Limited (the **Company**) will be held at La Tonnelle House, Les Banques, St Sampson, Guernsey on Tuesday 18 October 2016 at 10.00 a.m. for the purpose of the business set out below and, if thought fit, passing resolutions 1 and 2 below which shall be proposed as ordinary resolutions.

**ORDINARY RESOLUTIONS**

**1 Appointment of auditors**

THAT Grant Thornton Limited of Lefebvre House, Lefebvre Street, St Peter Port, Guernsey GY1 3TF be re-appointed as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting.

**2 Remuneration of auditors**

THAT the directors of the Company be authorised to determine the remuneration of the auditors.

**OTHER BUSINESS**

**3 Financial statements to 31 December 2015**

To receive the Annual Report and Audited Consolidated Financial Statements of the Company for the year ended 31 December 2015.

By order of the Board  
Saffery Champness Fund Services Limited  
Company Secretary  
22 September 2016

## Notes

- 1 Any member of the Company who is entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, speak and vote in his or her place. A proxy need not be a member of the Company. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A form of proxy is enclosed.
- 2 The form of proxy (together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, or as otherwise approved by the Company's board of directors) must be deposited with the Company's administrator, Saffery Champness Fund Services Limited, at PO Box 141, La Tonnelle House, Les Banques, St Sampson, Guernsey, GY1 3HS not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof or it may be given by email to: [eea@saffery.gg](mailto:eea@saffery.gg) or by facsimile to: +44 (0) 1481 705354, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting (except that the power of attorney or other authority must be deposited as mentioned above and may not be sent by email).
- 3 Any corporation which is a member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the meeting. Any person so authorised shall be entitled to exercise on behalf of the corporation which he represents the same powers (other than to appoint a proxy) as that corporation could exercise if it were an individual member.
- 4 Only those members entered on the Company's register of members as at 10.00 a.m. (Guernsey time) on Friday 14 October 2016, or if the meeting is adjourned, as at 48 hours before the time of the adjourned meeting (excluding any period of time that does not comprise a business day) shall be entitled to attend and vote at the meeting or any adjournment thereof.
- 5 Completion and return of the form of proxy and election will not preclude members from attending, speaking and voting at the meeting in person should they wish to do so.

**EEA LIFE SETTLEMENTS FUND PCC LIMITED**  
**(the "Company")**

*Registered in Guernsey under registration number 43302*

**Form of proxy for use by all holders of participating redeemable preference shares in the Company at the 2016 Annual General Meeting of the Company to be convened at La Tonnelle House, Les Banques, St Sampson, Guernsey at 10.00 a.m. on Tuesday 18 October 2016 and any adjournment(s) thereof.**

I/We .....

of .....

.....

being a member/members of **EEA Life Settlements Fund PCC Limited** HEREBY APPOINT the Chairman of the Annual General Meeting (see Note 2 below)

.....

(full name(s) in block capitals)

of .....

.....

as my/our proxy to attend, speak and vote for me/us on my/our behalf at the 2016 Annual General Meeting of the Company to be held at La Tonnelle House, Les Banques, St Sampson, Guernsey on 18 October 2016 at 10.00 a.m. and at any adjournment thereof.

*Please indicate which way you wish your proxy to vote by ticking the appropriate box alongside each resolution (see Note 4 below).*

<b>Ordinary Resolutions</b>	<b>FOR</b>	<b>AGAINST</b>	<b>WITHHELD</b>
<b>1 Appointment of auditors</b> To re-appoint Grant Thornton Limited as auditors of the Company.			
<b>2 Remuneration of auditors</b> To authorise the directors to determine the remuneration of the auditors.			

Signature ..... (see note 4 below)      Date .....

## Notes

- 1 All holders (the “Shareholders”) of participating redeemable preference shares in the Company (the “Shares”) have the right to attend, speak and vote at the meeting. A Shareholder is entitled to appoint one or more proxies to exercise all or any of his or her rights to attend and to speak and vote in his or her place. A proxy need not be a member of the Company. Completion of the form of proxy will not preclude a member from attending, speaking and voting in person. Only those Shareholders entered on the Company’s register of members for the Shares as at 10.00 a.m. on Friday 14 October 2016 or, if the meeting is adjourned, as at 48 hours before the time of the adjourned meeting (excluding any period of time that does not comprise a business day), shall be entitled to attend, speak and vote at the meeting or any adjournment in relation to their Shares.
- 2 If you wish to appoint as your proxy someone other than the Chairman of the meeting, cross out the words “the Chairman of the Annual General Meeting (see Note 2 below)”, and write on the dotted lines the full name and address of your proxy. The change should be initialled. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman of the meeting) and give your instructions directly to them.
- 3 In the absence of instructions, the person appointed proxy may vote or abstain from voting as he or she thinks fit and, unless instructed otherwise, the person appointed 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.
- 4 This form must be signed and dated by the Shareholder or his/her attorney duly authorised in writing. If Shares in the Company are held by a nominee(s), a form(s) of proxy must be completed and signed by the nominee(s). If the Shareholder is a company, it may execute under its common seal, by the signature of a director and its secretary or two directors or other authorised signatories in the name of the company or by the signature of a duly authorised officer or attorney. In the case of joint holdings, any one holder may sign this form. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- 5 To appoint more than one proxy in relation to different Shares within your holding, you may photocopy this form. Please indicate on each copy of the form the proxy’s name and the number of Shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of Shares held by you). Please also indicate if the appointment of a proxy is one of multiple appointments being made. All such forms should be signed and returned together in the same envelope.
- 6 Any corporation which is a member may by resolution of its directors or other governing body or officers authorised by such body authorise such person or persons as it thinks fit to act as its representative at the meeting. Any person so authorised shall be entitled to exercise on behalf of the corporation which he represents the same powers as that corporation could exercise if it were an individual member.
- 7 This form must be completed and lodged with the Company's administrator, Saffery Champness Fund Services Limited, at PO Box 141, La Tonnelle House, Les Banques, St Sampson, Guernsey, GY1 3HS together with the power of attorney or other authority (if any) under which it is signed or a copy of such authority certified notarially (or otherwise approved by the Company's board of directors), so as to be received not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof at which the person named in the instrument proposes to vote or it may be given by email to: [eea@saffery.gg](mailto:eea@saffery.gg) or by facsimile to: +44 (0) 1481 705354 not less than 48 hours before the time for holding the meeting or adjourned meeting (except that the power of attorney or other authority must be deposited (as mentioned above) and may not be sent by email).
- 8 Completion of this form of proxy and election will not prevent you from attending and voting at the meeting should you wish to do so.