

# **EUROCASTLE INVESTMENT LIMITED (the "Company")**

## **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Shareholders of the Company will be held at Regency Court, Glatigny Esplanade, St Peter Port, Guernsey GY1 1WW on 4 June 2008 at 2.00 p.m. (CET) for the purpose of considering and, if thought fit passing the following resolutions, of which resolutions 1, 2, 3 and 4 will be proposed as ordinary resolutions and resolution 5 will be proposed as a special resolution:

### **ORDINARY BUSINESS**

- 1** To receive and consider the profit and loss account and balance sheet of the Company and the reports of the Directors and the Auditors thereon for the year ended 31 December 2007.
- 2** To re-elect Dr. Udo Scheffel and Dr. Simon J Thornton as Directors.
- 3** To reappoint Ernst & Young LLP, as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company and authorise the Directors to determine their remuneration.

### **EXTRAORDINARY BUSINESS**

#### **Share Buyback Authority**

- 4** **THAT**, the Company be authorised unconditionally and generally for the purpose of the Companies (Purchase of Own Shares) Ordinance, 1998 to make market purchases (within the meaning of section 5 of that Ordinance) of ordinary shares of no par value in the capital of the Company on such terms and in such manner as the directors may from time to time determine, provided that:
  - 4.1** the maximum number of shares authorised to be purchased is 19,178,290;
  - 4.2** the minimum price which may be paid for a share is €0.01;
  - 4.3** the maximum price which may be paid for a share is an amount equal to 95% of the net asset value per share, as set out in the Company's latest published quarterly results;
  - 4.4** such authority shall expire on a date being the earlier of, either 18 months from the date of this resolution or at the next Annual General Meeting of the Company, unless such authority is varied, revoked or renewed prior to such date by an ordinary resolution of the Company in general meeting; and
  - 4.5** the Company may make a contract to purchase ordinary shares under such authority prior to its expiry which will or may be executed wholly or partly after its expiration and the Company may make a purchase of ordinary shares pursuant to any such contract.

#### **Amendment of the Articles of Association**

- 5** **THAT**, the articles of association of the Company be amended as follows:
  - 5.1** The following definitions be inserted in the definitions section:

“Relevant Exchange” meaning any stock exchange or market on which shares may be listed and/or traded (including Euronext Amsterdam and the Frankfurt Stock Exchange); and

“Euronext Amsterdam” meaning Euronext Amsterdam by NYSE Euronext.
  - 5.2** Article 2(11) be amended to read as follows:

‘The expressions “communication” and “electronic communication” shall include, without limitation, e-mail, facsimile, CD-Rom, audio tape and telephone transmission and (in the case of electronic communication by the Company in accordance with Article 34(6)) publication on a web site.’

**5.3** A new Article 2(12) be inserted to read as follows:

‘The expression “in writing” shall mean written or produced by any substitute for writing or partly one and partly another including (but only to the extent that the recipient (if not the Company) has requested or agreed) electronic communication.’

**5.4** Article 15(1) be amended by inserting the words:

‘or despatched by other reasonable means as the Board thinks fit’ after the phrase ‘...general nature of the business to be transacted shall be given by notice sent by post by Secretary or other officer of the Company or any other person appointed in that behalf by the Board...’.

**5.5** New Articles 16(3) and (4) be inserted to read as follows:

‘16.3 A Member participating by video link or telephone conference call or other electronic or telephonic means of communication in a meeting shall be treated as forming part of the quorum of that meeting provided that the Members present at the meeting can hear and speak to the participating Member.

16.4 A video link or telephone conference call or other electronic or telephonic means of communication in which a quorum of Members participates and all participants can hear and speak to each other shall be a valid meeting which shall be deemed to take place where the chairman is present unless the Members resolve otherwise.’

**5.6** Article 16(10) be amended by inserting the words:

‘or electronic means, or any combination thereof’ after the phrase ‘including the use of ballot or voting papers or tickets....’.

**5.7** Article 34(1) be amended to read as follows:

‘A notice may be given by the Company to any Member personally or by sending it by prepaid post (or despatching it by other reasonable means as the Board thinks fit) addressed to such Member at his registered address or if he desires that notices shall be sent to some other address or person to the address or person nominated for such purpose where appropriate, sending it using electronic communications to an address notified by the Member concerned to the Company for that purpose or by publication on a website or by any other means authorised in writing by the Member concerned. Notices to be posted to addresses outside the Channel Islands and the United Kingdom shall so far as practicable be forwarded by prepaid airmail.’

**5.8** Article 34(3) be amended by deleting the phrase:

‘at least one UK national newspaper and ...’;

and inserting the words:

‘accordance with the rules of any Relevant Exchange and in’ after the phrase ‘A notice given by advertisement shall be published in....’

**5.9** A new Article 34(12) be inserted to read as follows:

‘34.12 An electronic communication shall be deemed to have been received by the intended recipient 24 hours after it was transmitted, and in proving such receipt it shall be sufficient to show that such notice, document or information was properly addressed.’

By order of the Board

International Administration (Guernsey) Limited

Secretary

Dated 9 May 2008

Registered Office:

c/o International Administration (Guernsey) Limited

Regency Court

Glategny Esplanade

St Peter Port

Guernsey, GY1 1WW

Channel Islands

**NOTES:**

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy (or proxies) to attend and vote instead of him. A proxy need not to be a member of the Company. A form of proxy is attached which should be completed in accordance with the instructions printed on it. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting in person. If you do not intend to attend the meeting, please complete and return the form of proxy as soon as possible.
2. To be effective a form of proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be deposited at the offices of the Company's Registrar, Anson Registrars Limited, PO BOX 426, Anson Place, Mill Court, La Charroterie, St Peter Port, Guernsey GY1 3WX (Tel: +44 1481 711301. Fax: +44 1481 729829) not less than 48 hours before the time for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used.
3. Copies of all terms and conditions of appointment of Directors of the Company are available for inspection at the Company's registered office during business hours on any weekday (Saturdays, Sundays and public holidays excluded) and will also be available for inspection at the place of the meeting for 15 minutes before and during the meeting.
4. Entitlement to attend and vote at the Annual General Meeting, and the number of votes which may be cast thereat, will be determined by reference to the Company's register of members 48 hours before the time of the meeting or, if the meeting is adjourned, before the time fixed for the adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.
5. Shareholders holding their shares through Euroclear Nederland via banks and brokers are not included in the register of members - such shares are included in the register of members under the name of Euroclear Nederland. If shareholders who hold their shares through Euroclear Nederland wish to (i) attend the Annual General Meeting or (ii) appoint a proxy to attend, speak and vote on their behalf or (iii) give voting instructions without attending the meeting, they must instruct Euroclear Nederland accordingly. To do this, shareholders are advised to contact their bank or broker *as soon as possible* and advise them which of the three options they prefer.

Shareholders holding their shares through Euroclear Nederland and who indicate they wish to attend the Annual General Meeting will not receive an admittance card. They may therefore be asked to identify themselves at the Annual General Meeting using a valid passport, identity card or driving licence.