

1. (Adjourned) 2015 AGM and Discussions – 11th August 2015
2. (Reconvened) 2015 AGM and Discussions – 21st August 2015

Appendix A : Attendance List – 11th August 2015

Appendix B : Attendance List – 21st August 2015

Appendix C : Meeting and Discussion Report – 11th August 2015

Appendix D : Meeting and Discussion Report – 21st August 2015

1. Tuesday 11th August 2015

The Meetings took place at the EEA (IAG) offices in Guernsey and were chaired by Mark Colton (Chairman of the EEA Life Settlement Fund Protected Cell Company Limited), supported by lawyers from Ogier and staff from International Administration Group (IAG). Other attendees included four of the other five EEA Directors (Simon Shaw absent due to a funeral), the Director from Grant Thornton (Auditor), a Director from EEA Fund Management (Guernsey) Ltd (Fund Manager) and nine shareholders / representatives (two from the EEA Investors Group and two former members) .

The total shares represented in person or by proxy was 2.78% (133,700) of the current 4.8m shares outstanding across all classes. This was insufficient to meet the quorum requirements (5%) and the AGM was duly adjourned until Friday 21st August at 10:15am at the same location.

A question was raised about the attendance / quorum for the previous (2014) AGM last November. The Secretary reported that the attendance / representation for the 2014 AGM was 12.02% and for the 2013 AGM 7.42%.

Appendix A is a list of attendees for the 11th August Meetings

Appendix C is the Report of the Discussions for the 11th August Meetings.

This Report was compiled by David Trinkwon from his notes and recollections of the meetings / discussions plus subsequent comments received from Richard Norman. The draft versions were sent to the other (investor) attendees for review and comment before finalisation. Paul Garrard requested some corrections which have now been incorporated in the final version.

A revised Draft was then sent to EEA for review and comment on 25th August 2015.

Any comments received will be incorporated in an update to this Report.

Friday 21st August 2015

The Meetings took place at the EEA (IAG) offices in Guernsey and were chaired by Mark Colton (Chairman of the EEA Life Settlement Fund Protected Cell Company), supported by lawyers from Ogier and staff from International Administration Group (IAG). Other attendees included four of the other five EEA Directors (David Jeffreys absent due to other commitments), three Directors from EEA Fund Management (Guernsey) Ltd (Fund Manager) and five shareholders / representatives (two from the EEA Investors Group and two former members). IAG were to state the total shares represented in person or by proxy. No quorum was required (other than two members present in person or by proxy) because this was a reconvened AGM.

Resolution One : Passed**> 50%**

FOR	AGAINST	TOTAL
426.4k	100.2k	526.6k
81.0%	19.0%	100.0%
Total Shares =		4809.9k
8.9%	2.1%	10.9%

Resolution 2 : Passed**> 50%**

FOR	AGAINST	TOTAL
427.3k	97.5k	524.8k
81.4%	18.6%	100.0%
Total Shares =		4809.9k
8.9%	2.0%	10.9%

Resolution 3 : Passed**>75%**

FOR	AGAINST	TOTAL
431.4k	103.3k	534.7k
80.7%	19.3%	100.0%
Total Shares =		4809.9k
9.0%	2.1%	11.1%

Resolution 3 does NOT say that the Directors WILL use their new discretion to reduce the premium reserve to one year. It just says that they will have the discretion to go down to one year (or even increase it beyond two years) if they consider it appropriate at any applicable point in time. This would be based on a prudent view of the various maturity predictions and cash forecasts at those times, and they now have more data available from Maple Life Analytics than they have had previously. It is the Board's view that they can now be more flexible, but remain prudent above all else, and can now strike a better balance against the desire to release more cash sooner to investors rather than having it sit in the Fund earning almost nothing. Passing this Resolution does NOT mean instant loss of prudence – it means having the flexibility to be even more prudent if necessary.

Any Other Business :

- To receive the 2014 Annual Report and Financial Statements - Completed
- Discussion re apparent proxy “anomalies” for 2014 AGM and 2015 AGM 1 : Refused

Appendix B is the List of Attendees for the 21st August Meetings

Appendix D is the Report of the Discussions for the 21st August Meetings.

APPENDIX A

ATTENDEES – Tuesday 11th August 2015

<u>Ref</u>	<u>Attendee</u>
PF1	Paul Fox – representing Meteor SLS shareholders
CP	Charles and Carol Patch – shareholders
KR	Keith Robertson – shareholder and UK IFA
IS	Ian Shipway – shareholder and UK IFA
PF2,AF	Peter and Ann Fisher - shareholders
RN	Richard Norman – shareholder *
DT	David Trinkwon – shareholder *
MC	Mark Colton – a Director and Chairman also representing shareholders
DJ	David Jeffreys – a Director, and Chairman of the Audit Committee
SB	Stephen Burnett – a Director, and a member of the Audit Committee
AS	Alison Simpson – a Director of the Company and the Administrator (IAG)
CD	Christopher Daly – a Director of the Company and ViaSource
	<i>Apologies for Absence from Simon Shaw, A Director of the Company</i>
CS	Cyril Swale – representing Grant Thornton Limited, Auditor
MH-R	Martyn Henley-Roussel – a Director of the Fund Manager
SH	Semelia Hamon – representing IAG, Secretary and Administrator
FW	Frances Watson - representing Ogier, Legal Advisers
JC	James Cooke - representing Ogier, Legal Advisers

* *Members of the EEA Investors' Group*

[END OF APPENDIX A]

APPENDIX B

ATTENDEES – Friday 21st August 2015

<u>Ref</u>	<u>Attendee</u>
SZ	Simon de Zoete – investor *
CP	Charles and Carol Patch – shareholders **
PG	Paul Garrard – representing an institutional investor
DT	David Trinkwon – shareholder *
MC	Mark Colton – a Director and Chairman also representing shareholders
SS	Simon Shaw – a Director of the Company and the Fund Manager **
SB	Stephen Burnett – a Director, and a member of the Audit Committee ***
AS	Alison Simpson – a Director of the Company and the Administrator (IAG)
CD	Christopher Daly – a Director of the Company and ViaSource **

Apologies for Absence from David Jeffreys, A Director of the Company and Chairman of the Audit Committee

MH-R	Martyn Henley-Roussel – a Director of the Fund Manager
JW	Jan Wilkinson – representing IAG, Secretary and Administrator
MW	Mark Woodall - representing the Secretary. Also a Director of the Fund Manager and Administrator (IAG)
FW	Frances Watson - representing Ogier, Legal Advisers
JC	James Cooke - representing Ogier, Legal Advisers

** Members of the EEA Investors' Group*

*** Arrived late during the discussion on Resolution 1*

**** Left early during the discussion on the Annual Report & Financial Statements*

[END OF APPENDIX B]

APPENDIX C

**QUESTIONS & RESPONSES for Informal Meeting after adjourned AGM
11th August 2015**

1. **PF1** – I'm intrigued as to why you believe that now is a good time to reduce the premium reserve to twelve months when the maturities aren't happening as expected and there appears to be an increased risk of depleting the premium reserve. Would measures be put in place to top-up the reserve if necessary (e.g. by selling policies) and is so would this reduce the future cash available for distribution? We (Meteor) have a large number of investors who will have differing views on the wisdom of this proposal and we haven't seen any hard evidence to explain or support this proposed reduction from two years to one year.

If the premium reserve is reduced to one year, might this cause a "windfall" boost to the December 2015 redemptions, and will this therefore benefit the purchasers of shares in the proposed share sale who will get an amount of cash back in December and onwards? Is this not a form of "sugar on top" for the buyers of the Run-off shares later this year?

Will the modelling that has been used to support the Board's recommendation be made available to investors so that they can understand the underlying assumptions and parameters involved, in order to make their own judgements of the wisdom or otherwise of this proposal?

The EEA announcement letter implied a concentration on accelerating the re-investment of cash in the Continuing cells into the purchase of new policies through the new Irish Fund. Is this another risk that investors will face from reducing the premium reserve?

MC and DJ Response : Firstly, we want to clarify that even at present, we are not obliged to keep a two year (or proposed one year) premium reserve. It is simply a threshold below which we are unable to release cash for redemptions and distributions. The Board will periodically review the maturities and premium situations and make appropriate decisions on the level of premium reserve to keep at any point in time before releasing cash to shareholders. Reducing the permitted threshold to one year doesn't mean that we will actually reduce it to one year in practice – we are just seeking more flexibility in our ability to do so, if and when appropriate. The two year threshold was set two years ago during the restructure at what might now be regarded as a confident or conservative level. In the light of experience, and pressure from shareholders to release more cash sooner, we asked the Manager to take a closer look. Maple Life has carried out a number of assessments covering various ranges and scenarios and the Manager has concluded that a one year threshold is prudent, adequate and appropriate. The Board believes that a two year reserve is being over prudent and that we should not be holding cash within the Fund which could be better returned to investors.

So far as the proposed sale of Run-off shares is concerned, the information is out there and Run-off shareholders can decide whether to sell their shares in the secondary market or hold on to them, and receive any benefit of cash redemptions as a result of reducing the premium reserve, if the Directors believe that it is prudent to do so. All parties will have access to the same information and can make their decisions accordingly. Regarding the question about making the modelling information available, this hasn't yet been discussed by the Board, but investors will know our current premium rates and commitments and can make some judgements about the reasonableness of our approach from time to time.

The objective of the proposed Resolution is to give the Directors the flexibility to increase the cash available for redemptions when it is prudent to do so. The priority for any available cash is to pay premiums, then redemption requests and then re-investment, in that order. We don't know how many redemption requests we will get from Continuing shareholders later this year or what the available cash and premium requirements will be at the time.

2. CP

- i) If the proposed Resolution is adopted, when can we expect it to come into effect in terms of seeing any redemption payments at the end of 2015 or whenever ?

MC and AS Response : The latest analysis shows that a twelve month premium reserve will be broadly adequate over the next period, but we can't predict or guarantee now what the position will be in December.

- ii) Why can't the reserve / threshold be reduced to six months ? Has there ever been a six-month period when there was insufficient cash to meet the premium commitments ?

MC : We've never looked at six-monthly periods, but I can't think of any twelve month periods where maturities haven't been adequate to cover the premium payments. I don't believe that there would be any six month periods where this would not have been a problem either.

- iii) In December your website said that there were 418 policies remaining and at the end of June 390 (a reduction of 28 policies) and yet your recent letter says that only 22 policies matured so far in 2015. Where did the other six policies go and why can't you explain on your website ?

CD and AS Response : There were some policies that matured in 2014 that were not reported until after the December cut-off date, and were counted in 2015. There was also one policy that expired in March 2015 without maturing.

3. KR

- i) Do you have a borrowing facility in place should the need arise to top up the premium reserve ?

MC and CD Response : We've never needed to. The Fund is allowed to borrow up to 10% of its NAV if necessary. We have received offers of loans in the past but have never needed to pursue it. We don't have any borrowing facility in place at present.

ii) The Fund appears to need between \$80-100m of maturities per year to keep the premium and redemption thresholds intact, and investors have taken comfort from what appears to be a prudent decision in the past to maintain a two year premium reserve. Given that maturities seem to be very low at the moment and the future is very uncertain, wouldn't it be wiser to wait a year or two before taking such a significant decision to reduce the premium reserve to one year ? I acknowledge that many investors want to see a more rapid return of cash but it seems negligent to me to suddenly give half of our reserve away and increase the risk that the Fund could go bust. The message that you are sending out loud and clear at the moment is that the Board wants to give some money out now or in December. Given that Maturities currently appear to be occurring at a quarter or third of the predicted rates, it seems that now is not the time to for someone responsible for managing other people's money should be asking for the power to give money away that might be to the longer term detriment of all shareholders.

MC : This partly highlights the dilemma facing the Board. The previous speaker was asking about six-month reserves in order to free up even more cash faster. What the Directors are seeking is the flexibility to determine the threshold based on the current view from time to time of the Fund maturities and projections going forward. The proposed resolution also gives the Board the flexibility to increase the threshold above two years at any time, if that appears to be necessary or prudent. You are correct that we believe that there is currently more cash currently available in the Fund than we need for prudent management and we want the flexibility to release some of that cash as quickly as possible. We have brought the proposed Resolution to the table because of our extensive analysis of past performance of the Fund, while acknowledging that there have recently been adverse changes in maturity performance.

4. IS

Do you have any explanations as to why the maturities have recently fallen off ? I've heard various theories but wondered what reasons or explanations the Board can give. Have there ever been periods where the maturities have been in excess of the predictions ?

CD Response : We have examined every policy in relation to the illnesses and ages etc concerned and we can't find any co-relation as to why the maturities aren't happening in accordance with our original projections. Since the restructuring two years ago we obtained new Life Expectancy (LE) estimates and started a two-yearly regular review cycle. 75% of policies have since been reviewed and the LEs and other valuation data updated accordingly. We still can't find any explanation as to why the maturities aren't happening as predicted. Last year we had a large number of maturities which just happened to be lower face value policies. This year we're going through a trough – we're having a small number of large face value maturities, and a smaller number of small and medium face value maturities. Yes – I believe that for most of the Fund period the maturities were in excess of the predictions.

(MC) – I think that also depends on the definition [of actual versus expected]. One relatively crude measure is whether people have died before their life expectancy and the answer clearly is YES – I believe that it's been around 77% of LE so far. As the Fund progresses and more evidence comes along then we need to look at the additional experience to better understand why better measures might be needed.

(RN) – I've been following performance versus expectations closely since the end of 2011 and I'm not aware of any period in which maturities have exceeded predictions. In fact it's been the opposite and has merely been restoring the balance from before 2011 when performance fees were involved.

(MC) – Predictions have been made and the people insured under the policies in the Fund have consistently lived longer than expected

(IS) – You mentioned the 77% but isn't it true that maturities will occur as a distribution around the expected LE dates, and the percentage will automatically increase towards 100% and then beyond as time progresses ? Is the portfolio so skewed for some reason that it cannot be predicted by these "normal" models ?

(MC) – I think that might be a fair question to ask of Maple Life Analytics. They do in fact use Mortality curves and other techniques to assess the distributions and whether they follow a bell-shaped curve or have a longer tail, subject of course to adjustments to take account of the impaired lives.

5. PF

Sitting round this table, most people are sharing concerns about this Fund, and I have myself observed that your predictions in the past have not come to fruition. We don't get much in the way of facts – some Fact Sheets and Portfolio Stats on the website, but no backup data or analysis. What can you say to give me comfort for the future ? If we are currently going through a period of turmoil then surely that calls for MORE prudence, not a reduction in the premium reserve ?.

MC Response : I can certainly say that the Manager does provide a lot of data – not all of it easy to digest. I certainly see a lot of information which is adequate for what I need to know. As to whether it gives you comfort, all I can say is that we can investigate and improve our predictions. It's also a fact that everyone in this portfolio will die at some point – the problem is that we can't predict exactly when. The Board is taking steps to improve its techniques. One thing that you will see in the next Quarterly Stats is that we are taking more account of historical performance. This is new. I can't point to anything in the immediate future that could give you comfort, all I can say is that sooner or later all the insured will die and the money will come into the Fund. The Board's concept of prudence is that if, in the worst case, there were zero maturities within a year, we would cover the premiums at least for those twelve months, but we would not expect to put ourselves into that position. We have never experienced such a situation in the past and we don't believe that excess cash should be held within the Fund doing nothing – it should be paid out to investors. In 2013 we considered that two years' reserve would be more than adequate, and certainly prudent. We now recommend that twelve months proposal is adequate, and still prudent, and allows us to return more cash to the investors but we can also adopt a longer period from time to time if judged necessary.

6. AF

My main concern is the way in which the investment has been devalued in the last few years, and especially the last year. As a small investor it's very concerning that at our stage in life when we expected to be spending our money, we are losing it and can't get it back. It's very worrying.

MC Response : That's an observation rather than a question, but good points nonetheless. On the positive side, we have seen the appointment of two new independent Directors and the appointment of an audit committee. They have done a lot of work on a costs review – the cost base of the Fund has come down following their appointment. We have introduced a new valuation mechanism, and while that has reduced the valuation it doesn't affect your actual returns because they are dependent on the maturities coming through. The drop in valuation has also reduced the amount of valuation based fees and charges, which keeps more cash in the Fund. This latest proposal (to reduce the premium reserve) is another measure taken by the Board to get money out to the investors. There has also been the recent letter to Run-off shareholders announcing the opportunity of a secondary market in the shares. All these actions have been (or are being) taken to do better for the investors where the Board possibly can.

7. RN

Firstly, I don't disagree with giving the Directors scope to increase the available cash by reducing the premium reserve because that doesn't mean that we are giving the Board permission to be reckless. However, as a Continuing shareholder expecting some redemption cash later this year I want to talk about the NAV. In my view the NAV was reduced improperly by 25% earlier this year. The reason that I say improperly is because presumably one reason for appointing Maple Life to improve the valuation was to enable the Board to better manage the portfolio and weed out poor policies, not to change the valuation methodology for the Fund whose purpose is repeatedly stated to be to hold policies through to maturity. The valuations shouldn't be based on market values of policies or discount rates and the Scheme Particulars don't permit the early sale of policies. Can you tell me that the Board will not be changing the valuation methodology again through to December 31st this year? Do you know what proportion of Continuing shareholders will be requesting redemptions later this year ?

MC Response : We have no plans to change the methodology, in fact quite the opposite. Nonetheless the actual valuations can still fluctuate because of changes in LEs from our 24-month rolling review of policies, FX fluctuations and actual maturity experience versus the valuation projections. The market based valuation is required by IFRS International Accounting Standards. We have no information about how many redemption requests we expect to receive later this year, and it would be inappropriate to speculate at this time.

(DJ) – If Continuing shareholders keep their shares (rather than redeem them) then they will not be affected by the valuations and NAVs. It is therefore reasonable to base the valuations on a market based approach. It is a measure of future cashflows brought back to a present value based on market based discount rates in accordance with normal accounting practice.

8. DT

MC Statement : We will not address the eight pages of questions that Mr Trinkwon has submitted in advance, which were in addition to (and in many cases covered) matters that we have dealt with in the various letters between us. We have expressed our serious concerns about the manner in which you are communicating with investors. Even if the Board were minded to answer the questions that you planned to ask today, they are so detailed and extensive that we would not have had the time to even consider, let alone prepare the appropriate responses. We are quite happy to meet with you individually after the meeting, but only as a personal shareholder and not in relation to any role that you have in the EEA Investors Group. The Board will be issuing an updated Q&A bulletin in the next few weeks which will cover all relevant matters, including the topics in your eight pages of questions. I will allow you to respond to my comments and also to ask follow-on questions based on the discussions that have just occurred within this meeting.

DT Response (to MC) : I did receive your latest response letter, and sent an email to Semelia saying that rather than annotate the response and send it out to our members, as I usually do, I would like to have a “constructive and informal” (private) meeting to try and resolve the obvious differences between us in an amicable manner. I haven’t ever (knowingly) asked any questions which have been answered before, and the latest questions were specifically aimed at the formal AGM and my participation as a shareholder. They relate to the proposed Resolutions and specific items in the 2014 Annual Report and Financial Statements. I believe that the questions are still valid, however and whenever we get around to addressing them. I will now address the matters raised during the earlier discussion in this informal meeting.

- i) PF1 mentioned the premium reserve. At last November’s AGM you stated that the reserve amount at that time was \$135m (rather than the \$145m that I had been using in my bulletins to member of the Group). I accepted your number (although I thought that it should maybe be \$140m). What is the current value that you are using, given that the Maple Life valuation has increased the future premium commitments by \$100m at December 2014 ?

MC Response : We don’t know.

- ii) CP asked about the Actual versus Expected performance over previous twelve month and six month periods and was told that there had never been any such period where actual hadn’t exceeded expectations. I disagree strongly. There has never been a twelve month period, where actual have reached, let alone exceeded expectations. The current six-month period [Jan – June 2015] has seen actual maturities of \$27.5m against a Maple Life expectation of \$78m (i.e. 35% A/E ratio). The premium and running costs of the Fund over the six months have been more than \$35m so the maturities have not even covered the running costs .of the Fund

MC Response : We agree about the current six-month period – but note that the maturities were not zero over that period either..

- iii) KR (and PF1 previously) had spoken extensively about the prudence or otherwise of the proposal to reduce the Premium Reserve to one year. What’s wrong with keeping it as it is – you’ve been in breach of the Article concerned for the past four years so what’s wrong with carrying on as you are ?

MC Response : I want to clear up a fundamental misunderstanding. The current Scheme Particulars do NOT oblige us to maintain a two-year Premium Reserve. What they DO impose is a threshold, beyond which we are allowed to make payments of Available Cash to investors. The proposal is simply to allow us to reduce this threshold to one year, if we deem it prudent from time to time. We can also keep at two years, or make it less or more as we consider appropriate in order to balance the need for prudence against the desire to return cash to investors. We have therefore not been in breach of the Article.

DT – That’s a very welcome and long overdue clarification, which I accept. Thank you.

- iv) CD said that 75% of policies had now been refreshed and the LEs restated as part of the 24-month rolling review. We have been told several times, including at the 2014 AGM, that 100% of the policies reviewed in the 2013 Mortality Review were using Fasano LEs (including the 35 that were held over for the first of the rolling reviews in 1H2014). We have been querying whether all the policies are in fact using Fasano LEs because the actual maturities don’t appear to support that. Have the 75% “refreshed” policies also been restated by Fasano using his LE’s ?

CD Response : A selection of policies are being reviewed and LEs restated every month, and the valuations might fluctuate accordingly. I’m not sure that the Board has actually committed or laid out a requirement that we will only use any one LE provider.

(DT) – I agree that the documentation says that you will only use a single LE provider (rather than the previous average of two providers) but we had been told at the last AGMs that ViaSource was only using Fasano now, and investors were relying on Fasano’s reputation to reassure us about the accuracy of the maturity predictions.

- v) CD also said that earlier on maturities had always exceeded expectations, although this hadn’t been quite so true recently. Based on our analysis, the portfolio has never reached (let alone exceeded) the maturity predictions published in the ViaSource Portfolio Stats. Prior to 2013 you were running at under 40% Actual / Expected (A/E). Since 2013 it has approached 60%. The Maple Life predictions so far this year are at 35% A/E. Fasano claims that his LEs have been repeatedly audited at 97-102% A/E. I will email you our document ¹ that confirms these results and we would welcome your comments.

CD Response : I object to the statement that we have never met or exceeded maturity expectations. All maturities so far have occurred within 77% of the expected maturity period.

- vi) PF2 had commented on the (lack of) certain information to backup the in data in the monthly Fact sheets and quarterly Portfolio Stats, and Mr Colton replied that the Fund Manager published enormous amounts of data – more than adequate for reasonable investor purposes. I just want to add that you received requests from several IFAs and investors (not just me) since 2013, especially related to maturity

¹¹ EEA Investors’ Group WP7C was emailed to Mr Daly and Mr Colton later on 11th August

and cash forecasts related to future run-off and redemption estimates. You always refuse these requests.

MC Response : We will be addressing this in the June Portfolio Stats which are on my desk at the moment, pending publication. I can't give you a date for their release.

- vii) RN commented that none of your current predictions are credible, and therefore neither is the NAV. This will particularly impact the upcoming Continuing share redemption requests, the Run-off share sale and the proposed resolution to reduce the premium reserve threshold. The NAV is only relevant to the Continuing shares being held for early redemption (approx 10-20% of the total shares) and has no relevance for the other 80-90% of shares. There is far too much emphasis on the NAV rather than the actual cash that will accrue to investors in the future. Also, the comment that you made to someone earlier that everyone will die eventually and we will get our money. That's almost true, but it ignores the fact that when they die will affect the amount of net cash we will eventually receive because of the future premium payments and expenses. The total could be anywhere between \$900m and \$500m depending on the actual maturity performance. If someone goes out and sell all the policies tomorrow then we will only get \$300m.

MC Response : We will be addressing this in the June Portfolio Stats which are on my desk at the moment, pending publication. I can't give you a date for their release. The NAV is needed for calculating valuation based fees and charges and for accounting purposes. Nobody knows how many redemption requests there will be for Continuing shares later this year. The amount of cash that investors will eventually get back will depend on the actual mortality experience of eth Fund, not on the accuracy of any predictions or projections.

- viii) MC – you said that you planned to answer the other questions that I had prepared for the AGM, and also my request for a (private) meeting to constructively resolve the disagreements between us in the recent exchanges of letters.

MC Response : We will be issuing a further Q&A for all investors to clarify certain points. We will review your questions when compiling the Q&A. Your request for a working meeting is a good suggestion and the Board will consider it during tomorrow's Board Meeting and will get back to you.

(FW) – The Board has to consider the impact on resources and the effectiveness of dealing with an extensive amount of questions from a single shareholder versus providing information to investors as a whole.

- ix) An investor asked me to bring your attention to his letter requesting that you reconsider his request for an investor information meeting in London.

MC Response : Unless the investor has provided some additional compelling argument then our decision will remain the same. We will write and respond directly to the investor concerned.

[END OF APPENDIX C]

APPENDIX D

D1. RECONVENED 2014 ANNUAL GENERAL MEETING

1. RESOLUTION 1

(DT) I am speaking AGAINST the Resolution and am very disappointed that the current Auditor (Grant Thornton) has chosen not to answer investor questions regarding the 2012 and 2013 Financial Statements, and appears to have brushed aside our concerns for the 2014 Audit as described in our letter dated 17th April 2015. I am also disappointed that he has failed to qualify several aspects of the 2014 Financial Statements and has approved the Report as giving a true and fair view of the Company's financial position.

(SZ) Is this a matter for the Audit Committee, and who are they, who is the Chairman and are they paid more for being on the Audit committee ? Why are the members of the Audit committee not stated in the Annual Report – which would be normal ? Have the current auditors visited America, what have they actually done to ensure that their opinions are valid ? Surely the Net Asset Value (NAV) that they have approved is dependent to a very large extent on the Life Expectancy estimates, which have consistently proven to be wrong ? I am not comfortable with the auditor, with who has actually done the work, what questions have they asked etc etc., and believe that they should be doing some very serious investigations in America. I am voting against the Resolution.

MC, and AS Response : David Jeffreys is the Chair of the Audit Committee and Stephen Burnett is the other member, and yes they are paid an extra £30k pa or so each for the additional functions. The Board has also discussed adding Mr Colton to the Audit Committee but this hasn't been formalised yet, and in any case Mr Colton was not involved in the review of the 2014 accounts. AS said that it was normal for auditors to use their offices and contacts elsewhere to carry out their duties and minimise the costs of flying people round the World.

SB Response : There is clearly only one important number in the balance sheet, and that is the NAV of the Life Settlements and to my mind the numbers have been rigorously tested and I have no concerns that it hasn't had the right amount of due diligence passed over it. I agree (with SZ) that the inputs are subjective and that the auditor has to follow due process to test the assumptions and form his opinion. (MC) summarised that he believed that he and the Audit committee had full confidence in the quality of the audit and had seen evidence of challenge.

(PG) I have no reason to express any concerns with the audit process at present. It is perfectly reasonable for an auditor to use overseas offices and agents to carry out work in the relevant jurisdiction. I am therefore comfortable with the current auditor.

Voting then took place on Resolution 1

2. RESOLUTION 2

(DT) I am speaking AGAINST the Resolution. The Audit Fee for 2014 has jumped to \$216k from \$61k in 2013. At the 2013 AGM which approved the re-appointment of Grant Thornton Alison Simpson stated

Grant Thornton's fee for the 2012 accounts was £80k (in 2013) and we would expect a similar amount for the 2013 accounts in 2014.

Please explain and justify the 2014 increase.

AS Response : The actual fee was £80k. We don't have the details behind the \$216k figure.

(SB) agreed to provide a breakdown of the \$216k amount. The amount of £106k has been agreed for the 2014 audit (in 2015) because of the extra work associated with the change in valuation methodology.

(PG) It is absolutely reasonable for the Directors to determine the reasonable audit fee in line with market conditions and to accept reasonable adjustments for increased time spent and inflation. If there is a significant increase beyond these causes then it would be appropriate for an explanation to be provided.

(CP) It does seem to me that ten fees have stayed reasonably similar, but I do agree that this particular discrepancy probably needs further explanation.

Voting then took place on Resolution 2

3. RESOLUTION 3 (Special Resolution)

I am speaking AGAINST the Resolution

(DT) I have noted all the comments and concerns at the information meeting after the adjourned AGM last week and remain convinced that now is not the time to grant further discretions to the Directors which might add further risk to entering the downward liquidity spiral that has led to the eventual insolvency of similar (but smaller) Life Expectancy funds. It has also come to my attention this morning (by talking with some Continuing shareholders) that they voted in favour of this resolution because they believe that it will boost their cash later this year or early in 2016.

If the Board exercises its proposed discretion at any time in such a way that it triggers the sale of policies at a discount to cover further premium payments, then there is a mechanism whereby this would benefit the 10-20% of redeeming Continuing shareholders to the detriment of the 80-90% of Run-off and non-redeeming Continuing shareholders, which would be unfair.

(SZ) I accept that releasing more cash to investors is a positive step, but from a prudential point of view, and bearing in mind the disastrous history of this Company, I'm not sure why you actually want to do this, and at this time. The policies in the Fund are not worth anything if you can't pay the premiums, and the more cash that you pay out for redemptions then the greater the "spiral risk" of not having sufficient cash to cover future premiums.

MC Response : This Resolution does NOT say that the Directors WILL use their new discretion to reduce the premium reserve to one year. It just says that they will have the discretion to go down to one year (or even increase it beyond two years) if they consider it appropriate at any applicable point in time. This would be based on a prudent view of the various maturity predictions and cash forecasts at those times, and we now have more such projection data available from Maple Life Analytics than we have had previously. These projections now show average outcomes, poor outcomes, very poor outcomes and best outcomes. It is our view that because we now have access to better projections than previously, then we can also be more flexible, but remain prudent above all else, and can now strike a better balance against the desire to release more cash sooner to investors rather than having it sit in the Fund earning almost nothing. Passing this Resolution does NOT mean instant loss of prudence – it means having the flexibility to be even more prudent if necessary.

(SB) – I think that it gives the Directors more flexibility to manage the [spiral] risk, actually, so it doesn't necessarily increase the risk.

(SZ) – The Maple Life projections for 2015 range from \$87m to \$215m of maturities, but with six months through the year there has only been \$27.5m. In the Fund Commentary you say that you will “investigate further” if the cashflow remains outside the range. What does “investigate further” mean in practice – will you call in independent investigators ? It seems to me that most of our problems stem from disastrously poor Life Expectancy estimates for many years, possibly based on poor or incorrect medical assessments. This all relates to the proposal to give the Directors more discretion – who is to blame for the obvious errors in the past ? Which Directors have actually been to America to investigate and better understand these critical issues ? Who is responsible for appointing the people who make the medical assessments ? If someone has done badly for you on an investment, would you give them a longer piece of rope ? Who does the Board blame for the poor estimates.

MC and CD Response : “Investigations” can mean a range of things, including looking for patterns of illnesses, face values, missing notifications, new cures or medicines. We could also ask for fresh or additional Life Expectancy reviews, possibly from different providers.

(DT) – It still boils down to the point that should we be giving the Board more discretion when I (and possibly others) don't feel that you have exercised your existing discretions very well in the recent or distant past. Therefore this matter of trusting you to possibly put the Fund at greater risk through making poor decisions in the future regarding distributions of cash could end up leaving us all worse off, some more so than others as described just now. [Those who can choose to redeem in the short term versus the 80-90% who are dependent on the longer term cash returns.]

(DT and SZ) - If the Resolution passes, then I repeat that many Continuing shareholders believe that this will significantly boost the redemption cash that they will receive at the end of this year. That's how they have interpreted this Resolution at this time, whether or not the Board intended it that way. Will you therefore please ensure that when you publish the results of this resolution, you clearly explain that any decisions later this year will depend on

all the prudence factors that you have extensively described in the discussions last week and today, and try to reduce or calibrate their expectations that there might be a big windfall at the end of this year ?

MC and SS Response : We don't believe that we've misled anyone in any way. This resolution does NOT indicate a change of policy regarding prudence and if we need to make that even clearer then we will do so.

(CP) – I certainly believe that this Resolution DID imply that, if passed, we could all expect a redemption payment next January. If things carry on more or less as they are, can you give any indication of how much we might expect at the end of the year ? Referring also to some earlier resolutions two years ago, it seems to me that if you appoint a Board then you leave them to get on with things in the interest of shareholders. I was also told a couple of years ago [by MH-R] that two years was the industry standard period [for premium reserves]. Have the goalposts now changed ?

MC Response : We can't commit or speculate at this time on any projections for the end of 2015. I don't know about the comment about two years being an industry standard period.

(CP) – I was also told in 2012 [By Peter Winders or Barry John] that no policies had been purchased with more than a five year term. Since the last policies were purchased in late 2011, will all the policies now terminate at the end of 2016 ?

CD Response : We do have a small number of term policies in the portfolio, but most of them can be converted into variable life policies, and this has been taken into account in the valuations and premium forecasts. The statement about five year terms was incorrect or has been misinterpreted.

(PG) – There are two key outcomes from the proposed resolution. The first provides Directors with more flexibility over the level of cash retained in the fund. Whilst concern has been expressed that the Directors will automatically use the flexibility to make a payment to shareholders nobody has focussed on the point that the Directors would be granted the ability to increase prudence by increasing the minimum premium reserve to beyond two years and reduce the risk of being unable to meet future premium payments. The Directors have a legal duty to act in the best interests of the company and this flexibility should assist them in exercising that duty. The second is a result of the ability to increase the minimum premium reserve. It is usual and reasonable for a fund to be able to prevent cash redeeming shareholders exiting at the disadvantage of continuing shareholders. By having the ability to increase the cash reserve, investors wishing to redeem may be prevented from reducing the available cash within the Fund during any future period when there are concerns that policy redemptions may not generate sufficient cash flows to meet future premiums beyond the current two year period. PG suggested that if there was such a high level of concern that the Directors were unable to make a judgement and the resolution failed to pass then perhaps a compromise keeping the minimum 2 year period but still introducing discretion above that level could be considered – probably at a future meeting.

Voting then took place on Resolution 3

4. ANY OTHER BUSINESS

4.1 2014 ANNUAL REPORT AND FINANCIAL STATEMENTS

4.1.1 EXPENSES (SZ)

Please explain some of the expense item increases. The expenses are now running at more than 3% pa of the Fund value, which is alarming. We have a Board which is not aligned with the interests of investors. Directors and their companies have taken enormous amounts of cash out of the company without putting anything back in by way of purchasing shares etc. Why can't some of these costs be paid in shares, for example ? I believe that it would be a good thing for a shareholder representative to be on the Board to improve corporate governance and better align the Board's interests with those of the investors. I would like specific explanations about some of the expense item increases as follows :

- a) Custodian Fees – increase from \$176k in 2013 to \$571k in 2014.
MC Response : My understanding is that the Custodian has indicated his wish to resign, but can't until we find a replacement. We have tried to find a suitable replacement and can't so far therefore the Custodian is charging a premium, which he is entitled to do under his contract.
- b) Legal Fees – increase from \$10k in 2013 to \$413k in 2014
MC Response : A substantial amount of legal work was undertaken on behalf of the Company, including responding to letters from the Investors' Group.
- c) Sub-Custodian Fees – increased by \$225k between 2013 and 2014
AS Response : No explanation available

4.1.2 OTHER QUESTIONS (DT)

- a) The first half 2015 Maturities of \$27.5m (35% of Maple Life's unpublished predictions) cast further doubt on the validity of the Company's valuation models and premium forecasts, and hence the December 2014 NAV. This indicates serious ongoing concerns about the portfolio maturity performance, especially since these concerns were specifically raised at the 2014 AGM in November 2014 and the Directors agreed that this was a priority issue / concern that was already under review. Why is there no mention of these concerns or explanations of the poor maturity performance. Why was the poor 1H2015 maturity performance not noted as a post balance sheet comment, as had been done in a previous Annual Report ?

MC, MW and AS Response : This is not an [Accounting or legal] requirement or obligation to disclose in the Annual Report as a post balance sheet event. The maturity information is published in the Quarterly Commentaries and Portfolio Statistics.

- b) What provisions have been made in the cash-flow and fair value calculations for tail write-off and future expenses over the projected maturities period. ?

MW Response : The accounts are on a going concern basis and therefore only reflect current expenses, not future costs.

- c) **To the Auditor** : Given our comments on the Directors' Report and the Financial Statements then why didn't you qualify the accounts in several material respects, especially since we raised a number of the issues in our letter to you in April 2015 ? Did you carry out all the auditing functions yourself and form your own opinions, or did you just rely on material provided by the administrator and the Manager's specialist advisors ?

No Response : The Auditor and the members of the Audit Committee were not present (SB had already left the meeting to catch a noon flight).

- d) **Note 8 (Investments)** : The valuation is still being done on the basis of Level 3 inputs. However, it has been possible for some time now to run the portfolio against an extensive database of actual market transactions. These are state-of-the-art databases and would allow the use of Level 2 inputs to value the Fund in preference to Level 3 inputs, as required by IFRS 13. Why did the Fund not strive to value the Fund more in line with a Level 2 asset? How did the various parties with a fiduciary duty with regards to the valuation of the fund – the Fund Manager, the Administrator, the Custodian and the Auditor – validate the plausibility of the valuations in the light of IFRS 13 and the AIFM Directive ? A (confidential) proposal was made to the Board during 2014 by a well qualified specialist in this area, but was apparently rejected.

MW and AS Response : We're not aware of any such proposal. The valuation will still be Level 3. The specialist doesn't know what he's talking about. .

- e) **Investment advisors' Report** - Further to the discussions during last weeks' meetings. why have the actual maturities always been far short of the published expectations, since inception, based on the industry standard measure of Actual / Expected? Please confirm that you are ONLY using Fasano LEs for the portfolio valuations since 2013 (including the two yearly rolling reviews). Why are you always quoting average portfolio LEs of 2 – 4 years when the actual maturity performance have always been worse than that ?

CD Response : The amounts projected have always been consistently presented. We obtain Life Expectancy estimates from independent providers and don't manipulate the reports in any way. We have only used Fasano LEs since 2013, although we have the discretion to use different providers going forwards. When you quote that Fasano has a 97 – 102% accuracy rate, you are quoting him out of context. He generally does not quote very many shorter Life Expectancies and our portfolio would be a very small proportion of his global estimates.

- f) The Report states future premium commitments of \$282m compared with your forecast from last year of \$170m (a 65% increase). Based on the (revised) Average LE of 48.6 months, this gives an average future premium rate of 2-3% per annum. The actual rates to date have grown from 4% (in 2007) to almost 6% in 2014. This suggests that the actual future premium commitment should be almost \$600m which is consistent with

our own predictions in WP7A. The future premium commitment is a key component of the fair value calculation for the Accounts and I am therefore challenging the credibility of the NAV calculation. The actual premium rate in 2014 was 5.8% and future ones should be increasing, bearing in mind that the rates increase more rapidly for the older lives that now remain in the portfolio.

MC and CD Response : We have engaged an independent third party, [Maple Life Analytics] to do these calculations using qualified professionals and approved by our Auditor. We have noted your comments.

(DT) - With respect, we've had professional calculations and audits before that haven't turned out to be worth very much.

- g) Maple Life has now estimated \$4m of future termination of cover from two policies. Are these included in your figures for December 2014 or must they be deducted from your figures ? Our own estimate for termination of cover at Dec 2014 was \$130m based on our predicted average LE of 6-7 years.

MC and CD Response : The NDB shown as outstanding at year-end will be correct as stated whether the policy will mature in the next two weeks or the next two years. The valuation calculations will take account of any future cover expiry and other factors.

- h) Since Maple Life is apparently now responsible for the valuation and predictions for the portfolio, what is the remaining ViaSource role / responsibility and will this result in a reduction in their fees and charges from now on ? We note that in fact ViaSource now receives an increased payment based on a 0.1% valuation based fee ? Is this shared with Maple Life in any way ?

MC Response : ViaSource is responsible for providing data to Maple Life, who are then responsible for carrying out the valuations for the portfolio. These valuations are then passed on to IAG who perform the valuations for the Fund and its Cells.

(DT) – Who is actually responsible for the Fund valuation ? IF we wish to challenge the valuations, for example, would we sue Maple Life or who ?

MC Response : The Board is ultimately responsible for the Fund valuation because they are our Accounts.

- i) **Cash Balances** : The Consolidated Report (Note 15 Page 30) shows a closing cash balance of \$122m. The January 2015 Fact Sheet shows a cash balance of \$134m across all 28 Cells (\$62m in Continuing Cells, \$72m in Run-off). Can you help me to understand / reconcile these differences ? Also, in your March and June Fund Commentaries you mention \$5.4m of cash attributable solely to Continuing Cells. Is this included within the \$122m / \$134m figures above or in addition to, in which case where is this amount recorded among the assets in the Financial Statements ?

SS Response : I can't be certain, but I believe that the Fact Sheet includes policies that have matured, but not yet turned into cash. The \$5.4m is the residue of the amount set aside for redemptions last June and was paid into the relevant Cells at that time. It is part of the cash balances stated for the Cells concerned.

The Cellular Reports (Note 14 Pages 100-103) show a total of \$33.7m cash and cash equivalents at year-end (\$20m in Continuing Cells and \$13.7m in Run-off Cells). How is this reconciled against the \$122m / \$134m cash balances noted above ?

SS and AS Response : Some cash is held within each Cell but other cash (e.g. for premium payments) is held within other accounts in various subsidiaries. The Cellular accounts only report the cash within the cells. The Consolidated accounts include the total cash, allocated in proportion across all Cells.

- j) Why was the new (Maple Life) valuation methodology applied to December 2014 when the relevant Scheme Particulars weren't updated until 30th January 2015 ? No mention was made of a new valuation methodology in the 31st December 2014 update of the Scheme Particulars. Our concern was that in addition to 31st December being the closing date for the 2014 accounts, the revaluation at that date also reduced the payment to the 5% redeeming [Continuing] shareholders by \$1.5m. When was the Board first aware that the previous valuations were "wrong" and therefore presumably obliged to immediately review and restate the valuations ? When did Maple Life actually start work on the revaluation, since there is no expenditure shown for them in the 2014 Accounts ?

MC Response : At no stage has the Board stated, or the Fund Manager or Investment Advisor ever indicated that the previous valuations were "wrong". When more evidence emerged of the Fund's actual mortality experience in 2013 then we introduced a new methodology which was documented and employed as described. More recently, we decided to engage an independent valuation agent and they adopted a different / more appropriate methodology.

- 4.2 (DT) – Can we discuss the apparent "anomalies" in the proxy and voting numbers for the 2014 and 2195 Mark I AGMs that I drew to Mr Colton's attention in my letter of 15th August, following last week's AGM.**

	Oct 2013 EGM		Dec 2013 AGM		Nov 2014 AGM		Aug 2015 AGM 1		Aug 2015 AGM 2	
Total Votes	3.16m	64%	331-340k	6.7-6.9%	220k	4.60%	?	?	525-535k	11%
Absentions	?	?	30k	0.60%	361k	7.42%	?	?	?	?
Total Proxies	?	?	365k	7.42%	582k	12.02%	134k	2.78%	?	?
Total Shares	4.92m	100%	4.92m	100%	4.84m	100%	4.81m	100%	4.81m	100%

AS Response : This cannot be added to the agenda and there are no anomalies. If necessary it can be discussed in the informal meeting after the AGM.

The Formal AGM was then closed.

4.3 INFORMAL Q&A SESSION

4.3.1 (SZ) – Investor Information

Can I just raise this question of an Investor presentation in London that you have rejected twice now, and mentioned cost as a reason ? This is a Guernsey based company that has gone to London and around the World to raise a billion dollars or more from investors. Regardless of any minimum legal or Regulatory obligations, it is good corporate governance and investor relations to have an investor presentation and explain, for example, the portfolio, how it's performing, who you're using to do the Life Expectancies, why it's gone wrong and all the rest of it. If you don't do it then people will ask "why don't they even bother to do it – they just take our money and disappear into Guernsey or wherever" ? It's just shockingly bad corporate governance and investor relations not to do it. Honesty pays – even it is bad news.

MC and SS Response : Cost wasn't the only factor in our answer. We have quite extensive investor engagement, predominantly through the advisors to the clients and our quarterly bulletins, plus direct meetings ourselves with High Net-Worth and institutional investors. We have also exchanged extensive information with yourself and Mr Trinkwon. We don't believe that there is a significant number of shareholders who wish to attend such an information session. We also don't really know who most of the investors are [because they are invested via platforms and nominees]. We don't want to provide possibly mis-leading or speculative forward looking information that might be wrong, other than the projections such as we have just published in the June Portfolio Statistics.

(SZ) – I've got the June Portfolio Stats here – it doesn't tell me very much about anything. It doesn't say what's going (or gone) wrong, or why. It doesn't put any colour on the portfolio, or explain the Life Expectancies, premium projections, expenses, redemption scenarios / values or anything useful about the prospects for the portfolio that we own. Every collective investment scheme issues forward looking statements (with appropriate disclaimers) to guide its investors – yes they sometimes get it wrong, but that's to be expected. All we get is historical data and evasive or "minimum legal obligation" answers to our legitimate questions or concerns. Are you seriously saying that the only thing that matters is the lack of maturities coming through ? What about expenses, premiums, termination of cover risks, poor predictions and poor portfolio management ? How are we expected to evaluate the upcoming share sale offer, or whether to request redemption of Continuing shares ?

MC Response : The lack of maturities is the fundamental and most important thing that has gone wrong, but it's not the only thing. But maturity performance does have consequential impacts on expenses, premium costs, cash flow and share redemptions. All of this is explained and made abundantly clear in the Offering Memorandum and other Fund documentation. The current difference now is that we have better information and projections [from Maple Life Analytics] based on our historical maturity experience (for the first time).

(DT) - The Maple Life projections in the June Portfolio Stats are now stated to be based on historical experience (for the first time) and show \$147.5m for 2015. Based on two other historical sources (which I can substantiate) the projection for 2015 would be around \$110m (or less), and the actual maturities to date (\$27.5m to June and \$40m so far to August) does not give me much confidence in the Maple Life projections in the June Portfolio Stats. You have said this past week or so that Maple Life has carried out a range of modelling of best, worst and even worst scenarios but investors have no visibility to the those scenarios or results on which to judge their alternatives for the upcoming Run-off share sales offer or Continuing share redemptions. Can you please publish some summary of those scenarios and results (as requested by Paul Fox of Meteor last week) so that investors can understand the backup and assumptions behind to these projections and particularly to the very wide range of the projections (\$87m - \$215m for 2015) ?

MC Response : The Board has to decide what level of detail is appropriate to satisfy most of the investors most of the time and not everyone completely. We have to come to a decision on the right amount of information to disclose. If that means that some people are dissatisfied then that's something that has to be accepted.

4.3.2 (DT) Misrepresentation

Earlier (during the formal AGM) you [MC] made some statements that I had misrepresented you (again) in some comments that I made in my letter to you of 15th August. I disagree with your statements and want to discuss and resolve the matters with you (in private if necessary) .

MC Response : I don't doubt your intentions, but in my experience [with you] discussion does not lead to resolution and I'm not willing to have a private discussion.

MC then apologised and left the meeting to meet other commitments elsewhere. AS took over the Chair.

4.3.3 (DT) Investors' Access to Information

Further to Mr Shaw's comments earlier about not knowing that many investors were not getting access to information. There are a large number of investors (in the UK and elsewhere) who do not have an IFA to represent them or keep them informed. There are an even larger number sitting behind the large platforms and nominees who do not routinely receive any information issued by EEA, including AGM notices or voting / proxy forms. They are unable to login to the EEA website without an IFA UK registration number or EEA (direct) Holder number, unless they can go through an unpublicised email route to get a special account / password set up.

SS Response : We are obliged by UK law not to market to the UK public, and therefore cannot provide open access to all the material on the EEA website. If an investor doesn't have a registered IFA then we can only provide access if we can satisfy ourselves that he or she is the beneficial owner of the investment, and this

might need confirmation or authorisation from the registered owner (e.g. platform or nominee). Even though the Fund is based in Guernsey, the marketing agent is regulated in the UK and must obey with UK laws and regulations. Regarding the earlier request about an investor presentation in London, the same restrictions would apply, and we would need the permission of the registered shareholders [i.e. platforms and nominees] before speaking to their investor clients. We agree that these things are very difficult, but it's not something that we have created to avoid providing information to investors. It's just the nature of regulation in the UK.

(DT) These same issues have now come up in the context of the proposed share sale via Tullett Prebon (TPAI). They refuse to register any investor without an IFA because of UK compliance rules. We've got investors in the UK and all over the World saying that they can't register. An investor in Singapore was able to register via the UK head office of his local IFA, but they are refusing to provide him with advice about selling his shares because they say that the EEA financials are "too opaque". TPAI have therefore ticked their compliance box because they have the name of an IFA, but the investor is unprotected in terms of any professional advice that he might seek. I have asked TPAI if it must be a UK registered IFA or not, but even with UK registered IFAs it's not certain that even they would be currently authorised, insured or willing to provide advice on UCIS or Life Settlements in relation to this investment decision. All of this is because the proposed sale is taking place in the UK under a UK umbrella, even though it's not a UK Fund or investment.

Maybe the sale should have been run by an agency in Guernsey under Guernsey Regulation (but avoiding the conflicts and problems associated with last year's proposal). It's a mess from an investors point of view.

SS Response : Under the 2013 restructuring the Board undertook to try and find a way for investors to sell their shares to institutional buyers. We tried last year, using a Guernsey stockbroker. This had to be abandoned for various reasons and we said that we would not bring forward another proposal. We were recently approached by Tullett Prebon (we didn't approach them or choose them) and we agreed to facilitate their proposal, in the interest of investors wanting to sell their shares, even though they might be at "distressed" discounts. We have no idea who their buyers are or what prices they will pay. If investors need help getting access to information to help them make their decisions then we will do our best (e.g. by providing passwords etc) but we still have to observe our UK legal obligations. Even the EEA Guernsey organisation can't break UK laws.

THE MEETING WAS CONCLUDED.

[END OF APPENDIX D]