

**ATLAS ESTATES LIMITED**  
**(the "Company")**

**PO Box 119**  
**Martello Court**  
**Admiral Park**  
**St Peter Port**  
**Guernsey**

**13 June 2016**

NOTICE IS HEREBY GIVEN THAT THE 2016 ANNUAL GENERAL MEETING OF THE MEMBERS OF ATLAS ESTATES LIMITED WILL BE HELD AT MARTELLO COURT, ADMIRAL PARK, ST. PETER PORT, GUERNSEY ON 14TH JULY 2016 AT 10.00AM TO TRANSACT THE FOLLOWING BUSINESS:

**AGENDA**

1. Appointment of Chairman of the Meeting.
2. Notice and quorum requirements.
3. Poll.
4. Consideration of the list of members.
5. To consider the passing of the following Resolutions as Ordinary Resolutions:
  - (1) THAT the Report of the Directors and the audited Financial Statements of the Company for the year ended 31 December 2015 be received and considered.
  - (2) That Mr Andrew Fox be re-elected as a Director of the Company.
  - (3) That BDO LLP be re-appointed as the auditors of the Company, to hold office from the conclusion of the meeting until the conclusion of the next meeting at which the annual audited accounts are presented to the Company, and that the Directors are given authorisation to fix the level of their remuneration – BDO are to review the interim condensed consolidated and non-consolidated financial statements of the Company for the period from 1 January 2016 to 30 June 2016 and will audit the consolidated and non-consolidated financial statements of the Company for the year ended 31 December 2016.
6. To consider the passing of the following Resolution as an Special Resolution:
  - (4) That, the Articles of Incorporation of the Company be and are hereby amended so as to be replaced in their entirety with the form contained in the printed document marked A attached hereto.
7. Any other business.

By Order of the Board

Authorised Signatory for  
Intertrust Fund Services (Guernsey) Limited  
Corporate Secretary

Please note that you are entitled to appoint a Proxy to vote instead of you. The Proxy need not be a Member of the Company. The form appointing a Proxy must be lodged at the Company's Registrar or the Company's Registered Office at least 48 hours before the Meeting to enable the Proxy to vote for you (see Proxy Form for details).

Please note that the Meeting will not be made available by way of publicly available real-time broadcast.



NOTES:

- (i) Please indicate with an "X" in the appropriate box how you wish the proxy to vote.
- (ii) The proxy will exercise his discretion as to how he votes or whether he abstains from voting:
  - a. on the resolutions referred to in this form of proxy if no instruction is given in respect of the resolution; and
  - b. on any business or resolution considered at the meeting other than the resolutions referred to in this form of proxy.
- (iii) In accordance with sections 222 and 223 of The Companies (Guernsey) Law 2008, you may appoint more than one person as your proxy to exercise all or any rights to attend and to speak and vote.
- (iv) To be valid the original of this form of proxy and the original of any power of attorney or of the authority under which it is executed (or a certified or office copy of such power of attorney) must be lodged with the Company's Registrar: Computershare Investor Services (Jersey) Limited, Queensway House, Hilgrove Street, St Helier, JE1 1ES or for convenience the registered office of the Company C/O Intertrust Fund Services (Guernsey) Limited, Martello Court, Admiral Park, St Peter Port, Guernsey not later than 48 hours before the time appointed for the Annual General Meeting. Or by e-mail to [externalproxyqueries@computershare.co.uk](mailto:externalproxyqueries@computershare.co.uk) Completing and returning this form of proxy will not prevent you from attending the meeting and voting in person if you so wish.
- (v) A form of proxy executed by a corporation must be either under its common seal or signed by an officer or attorney duly authorised by that corporation.
- (vi) In the case of joint holdings, the signature of the first named Member on the Register of Members will be accepted to the exclusion of the votes of the other joint holders.
- (vii) Pursuant to Regulation 41 of the Uncertificated Securities (Guernsey) Regulations 2009, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two business days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.