

EEA LIFE SETTLEMENTS FUND PCC LIMITED

Registered in Guernsey under registration number 43302

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 2015 Annual General Meeting of EEA Life Settlements Fund PCC Limited (the **Company**) will be held at Regency Court, Glatigny Esplanade, St Peter Port, Guernsey GY1 1WW on Tuesday 11 August 2015 at 2.00 p.m. for the purpose of the business set out below, and if thought fit, passing the following resolutions, resolutions 1 and 2 to be proposed as ordinary resolutions and resolution 3 to be proposed as a special resolution.

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.

SPECIAL RESOLUTION

3 Amendment of articles of incorporation

THAT the Company's articles of incorporation be amended so that the current definition of "Available Cash" which states as follows:

"**Available Cash**" means cash held directly by the relevant Class Fund after deduction of any accrued fees and expenses (which, for the avoidance of doubt, shall not include any cash required to pay two years' premia on Current Underlying Investments attributable to that Class Fund from time to time, which cash shall be retained by one or more subsidiaries of the Company);"

be deleted in its entirety and replaced with the following new definition of "Available Cash":

"**Available Cash**" means cash held directly by the relevant Class Fund after deduction for any accrued fees and expenses (for the avoidance of doubt, cash required to pay the premia on Current Underlying Investments from time to time attributable to that Class Fund for a one year period (or such longer period as the Directors may determine from time to time) will be retained by the relevant Class Fund or one or more subsidiaries of the Company, and will not be Available Cash for this purpose);"

OTHER BUSINESS

4 Financial statements to 31 December 2014

To receive the Annual Report and Audited Consolidated Financial Statements of the Company for the year ended 31 December 2014.

By order of the Board
International Administration Group (Guernsey) Limited
Company Secretary
16 July 2015

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 International Administration Group (Guernsey) Limited at PO Box 282, Regency Court, Gategny Esplanade, St Peter Port, Guernsey, GY1 3RH, marked for the attention of Company Secretarial Department, not less than 48 hours before the time appointed for holding the meeting or any adjournment of it or it may be given by email to: cosec@iag.co.gg or by facsimile to: +44 (0) 1481 716868, 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).
- 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 2.00 p.m. (Guernsey time) on Friday 7 August 2015, or if the meeting is adjourned, as at 48 hours before the time of the adjourned meeting 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.

FORM OF PROXY

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 2015 Annual General Meeting of the Company to be held at Regency Court, Glatigny Esplanade, St Peter Port, Guernsey GY1 1WW at 2.00 p.m. on Tuesday 11 August 2015 and any adjournment(s) thereof.

I/We

(full name(s) in block capitals)

of

.....

(address in block capitals)

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

.....

.....

(address in block capitals)

as my/our proxy to attend, speak and vote for me/us on my/our behalf at the 2015 Annual General Meeting of the Company to be held at Regency Court, Glatigny Esplanade, St Peter Port, Guernsey GY1 1WW, on Tuesday 11 August 2015 at 2.00 p.m. and at any adjournment thereof.

To allow effective constitution of the meeting, if it is apparent to the Chairman that no members of the Company will be present in person or by proxy, other than by proxy in the Chairman's favour, then the Chairman may appoint a substitute to act as proxy in his stead for any member of the Company, provided that such substitute proxy shall vote on the same basis.

I/We wish my/our proxy to vote as indicated below. *Please indicate which way you wish your proxy to vote by ticking the appropriate box alongside each resolution (see Note 3 below).*

Ordinary Resolutions		FOR	AGAINST	WITHHELD
1	To re-appoint Grant Thornton Limited as auditors			
2	To authorise the directors to determine the remuneration of the auditors			
Special Resolution		FOR	AGAINST	WITHHELD
3	To approve the amendments to the articles of incorporation concerning the definition of Available Cash			

Signature (see note 4 below) Date

Name of registered holder

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 2.00 p.m. on Friday 7 August 2015 or, if the meeting is adjourned, as at 48 hours before the time of the adjourned meeting, 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 line 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 The form of proxy 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 International Administration Group (Guernsey) Limited at PO Box 282, Regency Court, Gategny Esplanade, St Peter Port, Guernsey, GY1 3RH, marked for the attention of Company Secretarial Department, 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: cosec@iag.co.gg or by facsimile to: +44 (0) 1481 716868 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.