

Fastnet Equity plc

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Fastnet Equity plc will be held at 2.00 p.m. on 30 September 2015 at Conrad London St James, 22-28 Broadway, London SW1H 0BH to consider, and if thought fit, pass the following resolutions of which resolutions 1 to 4 are being proposed as ordinary resolutions and resolution 5 is being proposed as a special resolution:

Ordinary Business

Resolution 1: To receive and adopt the financial statements for the year ended 31 March 2015 together with the reports of the directors and auditors thereon (Ordinary Resolution).

Resolution 2: To re-elect as a director Michael Nolan in accordance with the Company's articles of association (Ordinary Resolution).

Resolution 3: To re-appoint BDO LLP as auditor of the Company and to authorise the Audit Committee to determine their remuneration (Ordinary Resolution).

Resolution 4: That the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 ("Act") to exercise all and any powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any securities into shares in the Company ("Rights") as follows:

(a) up to an aggregate nominal amount of £1,312,403; and

(b) otherwise in connection with an offer by way of a rights issue:

a. to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

b. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange provided that the authority hereby conferred shall operate in substitution for and to the exclusion of any previous authority given to the Directors pursuant to section 551 of the Act and shall expire on the date falling 18 months from the date of the passing of this resolution unless such authority is renewed, varied or revoked by the Company in general meeting save that the Company may at any time before such expiry make an offer or agreement which might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of such offer or agreement as if the authority hereby conferred had not expired (Ordinary Resolution).

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Special Business

Resolution 5: That subject to and conditional upon passing of resolution 4 the Directors be empowered pursuant to Section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) for cash either pursuant to the authority conferred by Resolution 4 or by way of a sale of treasury shares, as if Section 561 (1) of the Act did not apply to any such allotment PROVIDED THAT such power shall be limited to:

(a) the allotment of equity securities in connection with an offer by way of a rights issue:

1.a.1 to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

1.a.2 to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

(b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal amount of £1,312,403;

and the power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the Directors pursuant to section 561 (1) of the Act and shall expire on the date falling 18 months from the date of the passing of this Resolution unless such power is renewed, varied or revoked by the Company in general meeting except that the Company may before the expiry of any power contained in this Resolution make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired (Special Resolution).

By order of the Board

A Mooney
Company Secretary

4 September 2015

Registered office:
Ivybridge House
1 Adam Street
London
WC2N 6LE

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Notes

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote on your behalf at a general meeting of the Company.
2. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your Proxy a person other than the Chairman of the meeting, insert their full name in the box on your Form of Proxy. If you sign and return your Form of Proxy with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. In the event of a conflict between a blank Form of Proxy and a Form of Proxy which states the number of shares to which it applies, the specific Form of Proxy shall be counted first, regardless of whether it was sent or received before or after the blank Form of Proxy, and any remaining shares in respect of which you are the registered holder will be apportioned to the blank Form of Proxy. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you must complete a separate Form of Proxy for each proxy or, if appointing multiple proxies electronically, follow the instructions given on the relevant electronic facility. Members can copy their original Form of Proxy.
4. The return of a completed Form of Proxy, other such instrument or any CREST proxy instruction (as described in paragraph 12 below) does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
5. To direct your proxy how to vote on the resolutions mark the appropriate box on your Form of Proxy with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To be valid any Form of Proxy or other instrument appointing a proxy must be:
 - completed and signed;
 - sent or delivered to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, BR3 4TU; and
 - received by Capita Asset Services no later than 2.00 p.m. on 28 September 2015.
7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
8. In the case of a member which is a company, your Form of Proxy must be executed under its common seal or signed on its behalf by a duly authorised officer of the Company or an attorney for the Company.
9. Any power of attorney or any other authority under which your Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with your Form of Proxy.
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
11. You may not use any electronic address provided in your Form of Proxy to communicate with the Company for any purposes other than those expressly stated.

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12. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on 30 September 2015 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.
13. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by the Company's agent, Capita Asset Services (CREST Participant ID: RA10), no later than 2.00 p.m. on 28 September 2015. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

14. Only those members entered on the register of members of the Company at 6.00 p.m. on 28 September or, in the event that this meeting is adjourned, in the register of members as at 6.00 p.m. on the day two business days before the date of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their names at that time. Changes to the entries on the register of members after 2.00 p.m. on 28 September 2015 or, in the event that this meeting is adjourned, in the register of members after 6.00 p.m. on the day two business days before the date of the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
15. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

In order to revoke a proxy instruction you will need to inform the Company's Registrars by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, BR3 4TU. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Capita Asset Services no later than 2.00 p.m. on 28 September 2015.

16. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
17. Copies of the directors' service contracts and letters of appointment are available for inspection at the registered office of the Company during normal business hours on any business day and will be available for inspection at the place where the meeting is being held from 15 minutes prior to and during the meeting.