

# MCB FINANCE GROUP PLC

*(a company incorporated in England and Wales and registered with number 06032184)*

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of MCB Finance Group Plc (the "**Company**") will be held at 10 a.m. on Tuesday 11 May 2010 at the Radisson Blu Plaza hotel on Mikonkatu 23, 00100 Helsinki, Finland for the purpose of considering and, if thought fit, passing the following resolutions, which will be proposed, in the case of Resolutions 1 to 3 (inclusive) as ordinary resolutions and in the case of Resolution 4 as a special resolution. This means that for Resolutions 1 – 3 (inclusive) to be passed, a majority of the votes cast must be in favour of the Resolution and that for Resolution 4 to be passed, not less than three-quarters of the votes cast must be in favour of the Resolution.

### ORDINARY RESOLUTIONS

1. **THAT** the accounts of the Company for the year ended 31 December 2009, together with the report of the directors of the Company and the report of the auditors thereon be received, considered and approved.
2. **THAT** Mazars LLP be and are hereby re-appointed as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company before which the Company's statutory accounts are laid and that the directors of the Company from time to time be authorised to fix the remuneration of the Company's auditors for that period.
3. **THAT** the directors of the Company from time to time be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "**2006 Act**") to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company up to the aggregate nominal amount of £579,800 provided that the authority hereby conferred shall operate in substitution for and to the exclusion of any previous authority given to the directors of the Company pursuant to section 80 of the Companies Act 1985 (as amended) and shall expire on the earlier of the conclusion of the next annual general meeting and 21 August 2011 (the "**Authority Period**") unless such authority is renewed, varied, or revoked by the Company in general meeting (save that the Company may, at any time before the expiry of the Authority Period, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of the Authority Period and the directors of the Company may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired).

### SPECIAL RESOLUTION

4. **THAT**, subject to and conditional upon the passing of Resolution 3 above, the directors of the Company be and are hereby empowered, in substitution for any existing power or authority pursuant to section 95(1) of the Companies Act 1985 to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash as if the pre-emption provisions in section 561 of the 2006 Act did not apply to such allotments (the "**Section 571 Empowerment**"):
  - (a) in connection with an offer of such securities (whether by way of a rights issue, open offer or otherwise) to holders of relevant equity securities in proportion (as nearly as may be) to the respective amounts of equity securities

held by them taking into account any prohibitions against or difficulties concerning the making of an offer or allotment to shareholders whose registered address or place of residence is overseas and subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient to deal with equity securities which represent fractional entitlements or legal or practical difficulties under the laws of any territory or the requirements of any regulatory body, stock exchange or other authority in any jurisdiction; and

- (b) otherwise than pursuant to paragraph (a) above, up to a maximum aggregate nominal amount of £260,913,

provided that the Section 571 Empowerment shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the earlier of 21 August 2011 and the conclusion of the next annual general meeting of the Company (the "**Section 571 Period**") but so that the Company may at any time prior to the expiry of the Section 571 Period make an offer or agreement which would or might require equity securities to be allotted pursuant to these authorities after the expiry of the Section 571 Period and the directors of the Company may allot equity securities in pursuance of such offer or agreement as if the authorities hereby conferred had not expired.

16 April 2010

By Order of the Board  
Henry Nilert  
Company Secretary

Registered Office:  
65 Duke Street  
London  
W1K 5NT

## NOTES

1. A member entitled to attend, speak and vote at the meeting is entitled to appoint a proxy or proxies to attend and to vote instead of him/her. A proxy need not be a member of the Company.
2. A form of proxy is provided with the notice posted to shareholders and instructions for its use are shown on the form (including how to appoint multiple proxies (as the case may be)). To be valid, the form of proxy enclosed with this notice must be completed and executed in accordance with the instructions printed thereon and must be received by the Company at its registered office at 65 Duke Street, London W1K 5NT no later than 10.00 a.m. on Friday 7 May 2010. Deposit of the form of proxy will not prevent a shareholder attending the meeting and voting in person. If someone else signs the form of proxy on your behalf, you or that person must send the power of attorney or other written authority under which it is signed (or a notarially certified copy of such power or authority) to the Company together with the form of proxy.