

THURSDAY



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COMPANIES HOUSE



Company Number: 3588431

## INTERNATIONAL TRANSPORT FINANCE LIMITED

### NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting (the *Meeting*) of International Transport Finance Limited (the *Company*) will be held at 80 Cheapside, London EC2V 6EE, UK on 6<sup>th</sup> February 2009 at 10 a.m. to consider, and, if thought fit approve the following resolutions in connection with a capitalisation issue of 501,020 ordinary shares of £1 each (the *Capitalisation Issue*) out of sums standing to the credit of the Company's share premium account and the allotment and issue of such shares credited as paid up in full to DVB Bank SE, acting through its London branch (*DVB London Branch*):

### SPECIAL RESOLUTION

1. **THAT** the Company's articles of association be altered by inserting the following new article 32A immediately following the existing article 32:

"32A. For the purposes of regulation 110 of Table A, the directors may, in appropriating any sum standing to the credit of the company's share premium account which is denominated in a currency other than sterling (*foreign currency sum*) to be capitalised pursuant to regulation 110 of Table A, calculate the amount of such foreign currency sum required to pay up in full the nominal amount of the shares to be issued by applying such market rate of exchange into sterling (whether spot or forward) ruling at the close of business in London on the date which is the business day last preceding either the date of any notice convening any general meeting of the company convened to pass any authority required under regulation 110 of Table A or the date of any written resolution passed for that purpose as they shall consider appropriate."

### ORDINARY RESOLUTIONS

2. **THAT** the authorised share capital of the Company be increased to £512,381 by the creation of 501,020 ordinary shares of £1 each.

3. **THAT**, subject to the passing of resolution 1 above and in place of all existing authorities, the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to allot relevant securities (within the meaning of section 80) up to an aggregate nominal amount of £501,020 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) five years after the date on which this resolution is passed, but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement as if this authority had not expired.



Company Number: 3588431

4. **THAT**, pursuant to regulation 110 of Table A (as it applies to the Company as modified by article 32 and article 32A of the Company's articles of association), an amount of US\$715,160.91 standing to the credit of the Company's share premium account (being an amount calculated by the directors as equal to £501,020 by applying the spot market rate of exchange ruling at the close of business in London on the date which is the business day last preceding the date of the director's resolution to make such capitalisation) be and is hereby capitalised for the purposes of paying up in full new ordinary shares to be issued pursuant to the Capitalisation Issue and the directors of the Company be and are hereby authorised to apply such amount in paying up the new ordinary shares and to take all such other steps as they may deem necessary or desirable to implement such Capitalisation Issue.

#### **SPECIAL RESOLUTION**

5. **THAT** the increase on 11 December 2008 of the authorised share capital of the Company to £11,361 by the creation of 47 ordinary shares of £1 each and the authority granted on 11 December 2008 to the directors pursuant to section 80 of the Companies Act 1985 to allot relevant securities (within the meaning of section 80) up to an aggregate nominal amount of £47 and the allotment and issue of 47 ordinary shares pursuant thereto be and is hereby ratified.

**By order of the Board**

**Clemence de Beauce, Company Secretary, International Transport Finance Limited**

**4<sup>th</sup> February 2009**

#### **NOTES TO THE NOTICE OF GENERAL MEETING**

##### **Appointment of proxies**

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 at the Meeting and you should have received a proxy form. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

2. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. 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) and give your instructions directly to them.



Company Number: 3588431

3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.

4. If you do not give your proxy an indication of how to vote on any resolution, 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.

#### **Appointment of proxy using hard copy proxy form**

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed; and
- sent or delivered to the Company at 2<sup>nd</sup> Floor, 80 Cheapside, London EC2V 6EE.

In the case of a member which is a company, the proxy form 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 proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

#### **Changing proxy instructions**

6. To change your proxy instructions simply submit a new proxy appointment using the methods set out above

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.

#### **Termination of proxy appointments**

7. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:

- By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company. 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



Company Number: 3588431

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.

- By sending an e-mail to the Company Secretary.

Appointment of a proxy 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.