

PME AFRICAN INFRASTRUCTURE OPPORTUNITIES PLC

(Incorporated in the Isle of Man under company number 120060C)
(the "Company")

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the Company will be held at the Company's registered office c/o Galileo Fund Services Limited, Millennium House, 46 Athol Street, Douglas, Isle of Man IM1 1JB, British Isles, on 11 August 2014, at 9.30 a.m. (UK time), to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY BUSINESS

1. To receive and adopt the Report of the Directors, the Auditors' Report and the Audited Consolidated Financial Statements of the Company for the financial year ended 31 December 2013.
2. To re-appoint PricewaterhouseCoopers, Isle of Man as the Auditors of the Company for the financial year ending 31 December 2014 and that the directors of the Company be authorised to determine the remuneration of the Auditors.
3. To re-appoint as a director of the Company, Mr Paul Macdonald who retires in accordance with Article 87 of the Articles of Association and offers himself for re-election.

By Order of the Board
Suzanne Jones
Secretary

Dated: 18 July 2014

Registered Office
Millennium House
46 Athol Street
Douglas
Isle of Man IM1 1JB
British Isles

VOTING INSTRUCTIONS:

- 1 A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and, on a poll, to vote instead of him/her; a proxy need not be a member of the Company. In the case of joint-holders, if more than one of such joint-holder is present, only the person whose name stands first in the Register of Members in respect of the relevant joint-holding will be entitled to vote, whether in person or by proxy.
- 2 A form of proxy accompanies this Notice. Completion and return of the form of proxy will not preclude a member from attending and voting at the Meeting, if he/she so wishes. In the event that a member who has lodged a form of proxy attends the Meeting, his/her form of proxy will be deemed to have been revoked.
- 3 In order to be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, should be deposited at Galileo Fund Services Limited, Millennium House, 46 Athol Street, Douglas, Isle of Man IM1 1JB, British Isles (Attention: Suzanne Jones on Fax: +44 (0)1624 692 601) by no later than 48 hours before the date appointed for holding the meeting.
- 4 Please advise if you are attending the meeting in person by contacting Galileo Fund Services Limited, on the telephone number +44 (0)1624 692 600.

PME AFRICAN INFRASTRUCTURE OPPORTUNITIES PLC

(Incorporated in the Isle of Man under company number 120060C)

(the "Company")

FORM OF PROXY

To be used for the Annual General Meeting of the Company to be held at the offices of Galileo Fund Services Limited, Millennium House, 46 Athol Street, Douglas, Isle of Man IM1 1JB, British Isles, on 11 August 2014, at 9.30 a.m. (UK time):

I/We _____¹

of _____¹ being member(s) of the

Company, hereby appoint the Chairman of the Meeting or ² _____

of _____ or Ian Dungate of Galileo

Fund Services Limited or failing him, Suzanne Jones of Galileo Fund Services Limited as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held on 11 August 2014 and at any adjournment hereof:

I/We direct my/our proxy to vote in respect of the Resolutions to be proposed at such Annual General Meeting in the following manner³:-

ORDINARY BUSINESS

- 1 THAT the Report of the Directors, the Auditors' Report and the Audited Consolidated Financial Statements of the Company for the financial year ended 31 December 2013 be adopted.
- 2 THAT PricewaterhouseCoopers, Isle of Man be re-appointed as the Auditors of the Company for the financial year ending 31 December 2014 and that the directors of the Company be authorised to determine the remuneration of the Auditors.
- 3 THAT Mr Paul Macdonald, who retires in accordance with Article 87 of the Articles of Association and offers himself for re-election, be re-appointed as a director of the Company.

	FOR	AGAINST	ABSTAIN
1			
2			
3			

Dated _____ 2014

Signature _____

(NAME IN BLOCK CAPITALS)

NOTES:

- 1 Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.

- 2 If you wish to appoint a person other than the Chairman of the Meeting as your proxy please delete the words "the Chairman of the Meeting" and print the name and address of the person you wish to appoint in the space provided.
- 3 Please indicate with a "X" in the appropriate space beside the resolution how you wish your proxy to vote on your behalf on a poll. Except as otherwise instructed, your proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting.
- 4 This form of proxy must be signed by the member or his attorney duly authorised in writing, or if the appointor is a corporation then the form of proxy must be executed under the hand of an officer of the corporation duly authorised on their behalf.
- 5 A member entitled to attend and vote is entitled to appoint one or more parties to attend and, on a poll, to vote instead of him/her. A proxy need not also be a member. In the case of joint holders, if more than one such joint holder is present, only the person whose name stands first in the Register of Members in respect of the relevant joint holding will be entitled to vote, whether in person or by proxy.
- 6 This form of proxy should be completed and lodged at the Company's registered office c/o Galileo Fund Services Limited, Millennium House, 46 Athol Street, Douglas, Isle of Man, IM1 1JB, British Isles, (Fax: +44 (0)1624 692601) by no later than 48 hours before the date appointed for holding the meeting together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority.