

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT CONTAINS PROPOSALS RELATING TO CVC CREDIT PARTNERS EUROPEAN OPPORTUNITIES LIMITED (THE "COMPANY") ON WHICH YOU ARE BEING ASKED TO VOTE.

If you are in any doubt about the contents of this Circular or the action you should take, you are recommended to seek immediately your own personal financial advice from an appropriately qualified independent adviser authorised pursuant to the UK Financial Services and Markets Act 2000 if in the United Kingdom or otherwise regulated under the laws of your own country.

If you have sold or otherwise transferred all of your Shares please send this Circular together with the accompanying Proxy Appointment at once to the purchaser or transferee or to the stockbroker, banker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

This Circular should be read as a whole. Your attention is drawn in particular to the letter from your Chairman which is set out on pages 2 to 5 of this Circular and which recommends that you vote in favour of the resolutions to be proposed at the annual general meeting of the Company ("**AGM**") referred to in this Circular. Your attention is also drawn to the section entitled "Action to be Taken" on page 4 of this Circular.

CVC CREDIT PARTNERS EUROPEAN OPPORTUNITIES LIMITED

(a closed-ended investment company limited by shares incorporated under the laws of Jersey with registered number 112635)

Notice of Annual General Meeting 2019

Annual Circular in relation to Contractual Quarterly Tenders

The proposals described in this Circular are conditional on Shareholder approval at the AGM. Notice of the AGM to be held at 9.30am on 24 April 2019 at 7 Bond Street, St. Helier, Jersey JE2 3NP (which forms part of this Circular) is attached at pages 8 to 10 of this Circular.

Shareholders are requested to return a Proxy Appointment, enclosed with this Circular, by one of the following methods: (i) in hard copy form by post, by courier or by hand to Computershare Investor Services (Jersey) Limited c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY; or (ii) in the case of CREST members, by utilising the CREST electronic proxy appointment service (details of which are contained in this Circular), in either case so as to be received by Computershare Investor Services (Jersey) Limited ("**Computershare Registrars**") as soon as possible and, in any event, not less than 48 hours before the time at which the AGM (or any adjournment thereof) is to begin. Completion of a Proxy Appointment will not preclude a Shareholder from attending, speaking and voting in person at the AGM. The enclosed proxy form does not form part of this Circular.

Defined terms used in this Circular have the meanings ascribed to them in the section headed "Definitions" in Part III of this Circular or where not so defined, shall have the same meaning as in the Prospectus issued by the Company dated 20 March 2014 (a copy of which is available from the Company's website at www.ccpeol.com).

This Circular is not a prospectus and is not an offer to sell or a solicitation of any offer to buy any securities in the United States or in any other jurisdiction. The Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended, and the Company has not been, and will not be, registered under the U.S. Investment Company Act of 1940, as amended.

The Company is regulated by the Jersey Financial Services Commission.

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TIMETABLE

Latest time and date for receipt of forms of proxy for the AGM	9.30am on 18 April 2019
Annual General Meeting	9.30am on 24 April 2019
Announcement of the results of the AGM	24 April 2019

The expected timetable of events in relation to the Contractual Quarterly Tenders over the next four quarters is set out in Section A of the Annual Circular which is appended to this Circular as Appendix 1 and is available on the Company's website.

All references to times in this document are London times unless otherwise stated. Any revisions to the times and dates referred to above and elsewhere in this Circular will be notified to Shareholders by public announcement.

PART I: LETTER FROM THE CHAIRMAN

CVC CREDIT PARTNERS EUROPEAN OPPORTUNITIES LIMITED

(a closed-ended investment company limited by shares incorporated under the laws of Jersey with registered number 112635)

Richard Boléat
Stephanie Carbonneil
Mark Tucker
David Wood

Registered Address:
IFC1
The Esplanade
St Helier
Jersey
JE1 4BP

20 March 2019

To the Shareholders

Dear Sir or Madam

NOTICE OF ANNUAL GENERAL MEETING

RECOMMENDED PROPOSAL FOR THE APPROVAL AND RATIFICATION OF CERTAIN RESOLUTIONS

1. Introduction

I am pleased to enclose notice of the Sixth Annual General Meeting (the "**AGM**") of CVC Credit Partners European Opportunities Limited (the "**Company**") which is to be held on Wednesday 24 April 2019 at 9.30am at 7 Bond Street, St. Helier, Jersey JE2 3NP.

The notice convening the AGM (the "**Notice**") is set out in Part IV of this Circular. The explanatory notes for the business to be transacted at the AGM are set out below.

I also refer you to the Company's Annual Circular in respect of the next four Contractual Quarterly Tenders which is appended to this Circular at Appendix 1, and to the Company's annual financial report 2018, both of which are available on the Company's website, www.ccpeol.com. A resolution to receive and consider the reports of the auditor and directors and the accounts for the year ended 31 December 2018 is included in the business of the AGM (Resolution 1), as is a resolution to approve payment of a final dividend for the year ended 31 December 2018 (Resolution 8).

In addition to the ordinary business to be undertaken at the AGM, the Board wishes to seek Shareholder approval in connection with the following additional matters: (i) the renewal of the Directors' authority for the Company to make market purchases of its own Shares pursuant to the Contractual Quarterly Tender facility (Resolution 9), (ii) the buy-back by the Company of up to 14.99 per cent. of the Shares in issue (Resolution 10), as further explained below, and (iii) to grant authority to the Directors to allot up to 10% of the Shares in issue (excluding any Shares held in treasury) at the date of the AGM, without having previously to offer such Shares to shareholders on a pre-emptive basis (Resolution 11) (together, the "**Proposals**"),

The Board believes that the Proposals are in the best interests of the Company and its Shareholders as a whole and recommends that you vote in favour of all the Resolutions at the AGM. You are urged to complete and return your Proxy Appointment without delay, whether or not you intend to attend the AGM.

2. Ordinary business

Each of the Directors will retire at this year's AGM and will stand for re-election by the Shareholders. In addition, Shareholders will be asked to vote on the election of Stephanie Carbonneil as a new Director of the Company. Biographical details for each Director can be found in the Company's annual financial report 2018. The Company believes that the individual contributions of the Directors proposed to be elected or re-elected are, and would continue to be, important to the Company's long-term sustainable success. I therefore ask you to support the re-election or, in the case of Ms Carbonneil, election of the

Directors, each of whom has confirmed their intention to offer themselves for re-election or election at the AGM (Resolutions 3, 4, 5 and 6).

Shareholders are also invited to vote on the Directors' remuneration report for the year ended 31 December 2018 (Resolution 2), which is set out in the Company's annual financial report 2018. Please note that the vote is advisory only, and the Directors' entitlement to remuneration is not conditional on Resolution 2 being passed.

At every general meeting at which accounts are presented to Shareholders, the Company is required to appoint an auditor to serve until the next general meeting. Ernst & Young LLP have indicated that they are willing to continue as the Company's auditor for another year. You are asked to approve their re-appointment and, following normal practice, to authorise the Board to determine their remuneration (Resolution 7).

Resolution 8 seeks Shareholder approval to declare a final dividend of £0.01375/€0.01375 per Share, which is recommended by the Directors for payment to Shareholders appearing on the register of members of the Company at 6pm on 3 May 2019. If approved by Shareholders at the AGM, the final dividend will be paid on 14 June 2019.

3. Contractual Quarterly Tenders - Purchase of own Shares by the Company

Resolution 9, a Special Resolution to be proposed at the AGM, seeks to renew the authority for the Company to make market purchases of its own Shares pursuant to the Contractual Quarterly Tender facility. The Board is seeking authority to have the ability to tender for and purchase each quarter up to 24.99 per cent. of the Shares in issue at the relevant Tender Record Date, subject to a maximum annual limit of 50.00 per cent. of the Shares in issue at close of business on the date immediately prior to the AGM. The terms and conditions of the Contractual Quarterly Tender facility to which this authority relates are set out in this year's Annual Circular, which is appended to this Circular at Appendix 1. Your attention is drawn to Part I of the Prospectus, and specifically the sections entitled "Discount Control: Quarterly Tenders" (pages 73 to 77) and "Part XIII: Terms and Conditions of the Contractual Quarterly Tenders" (pages 236 to 245) (a copy of the Prospectus can be obtained from the Company's website, www.cpeol.com), which are incorporated by reference into this Circular (see page 6 of this Circular). Your attention is also drawn, in particular, to the risk factors set out in Section E of the Annual Circular.

In order to offer Shareholders liquidity on a net asset value basis, the Company has established the Contractual Quarterly Tender facility, further details of which are set out in the Annual Circular which is Appendix 1 to this document. It is the Directors' intention to use such authority as stated in the Annual Circular.

Tender Purchases by the Company will be financed by back-to-back redemptions of Company Investment Vehicle Interests and, as a result, Tender Purchases will be contingent upon successful *pro rata* redemptions of Company Investment Vehicle Interests held by the Company. The Tender Price determination and settlement will mirror the redemption timeline of the Investment Vehicle. The operation of these arrangements reflects the liquidity of assets held by the Investment Vehicle. Shareholders should refer to Section B of Appendix 1 for the process for De Minimis Tender Requests.

The minimum price which may be paid by the Company for any Share will be 1 pence (or equivalent for a Share denominated in a currency other than Sterling); and the maximum price which may be paid by the Company for any share will be the Tender Price, as set out on page 3 of the Annual Circular.

Applications in connection with Contractual Quarterly Tender facility will be subject to an additional condition being that the amount that a Shareholder will realise as a result of the election to tender must be greater than the tender administration charge payable by that Shareholder. The Directors have introduced this restriction to avoid situations where Shareholders seek to redeem their shares but after the tender administration charge is applied, are not entitled to receive any distributions for such shares.

The Company may retain any of its own Shares which it has purchased as treasury shares with a view to possible re-issue at a future date, or cancel them. The Company would consider holding any of its own Shares that it purchases pursuant to the authority conferred by this resolution as treasury shares in order to give the Company the ability to re-issue Shares from treasury quickly and cost-effectively and to provide the Company with additional flexibility in the management of its capital base.

There are no options to subscribe for Shares outstanding as at the date of this Circular.

4. Share Buy-Backs

The Directors are seeking authority to buy back up to 14.99 per cent. of the Shares in issue as at 24 April 2019, being the date of the AGM. Any buy-back of Shares will be made subject to the Companies Law and within guidelines established from time to time by the Directors. The Directors intend that the making and timing of any buy-backs will be at their discretion.

The Board aims to minimise the discount at which the Shares trade relative to the net asset value per Share, as well as to reduce volatility and increase liquidity in the Shares. In seeking to achieve this, the Board believes it should maintain flexibility and therefore does not operate a fixed discount management policy. Resolution 10, a Special Resolution to be proposed at the AGM, seeks the authority for the Company to make Share buy-backs for this purpose.

The timing and structure of any such purchases are entirely discretionary and no expectation or reliance should be placed on the Board exercising such discretion. Shares purchased by the Company may be retained as treasury shares pending re-issue at a future date, or cancelled.

The minimum price at which Shares will be repurchased is 1 pence (or equivalent for a Share denominated in a currency other than Sterling). The maximum price, exclusive of expenses, at which Shares will be repurchased, will be the higher of (i) an amount equal to 105 per cent. of the average of the middle market quotations for a Share taken from the Official List for the five business days immediately preceding the day on which the Share is purchased; and (ii) the higher of the price of the last independent trade and the current highest independent bid for a share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this resolution will be carried out.

5. Resolutions

You will find attached to this Circular, a notice convening the AGM of the Company to be held at 9.30am on 24 April 2019.

As at the date of this notice, the Company's issued share capital, excluding treasury shares comprises 343,287,565 Sterling Shares of no par value and 126,980,138 Euro Shares of no par value. Each Sterling Share carries the right to 1.17 votes and each Euro Share carries the right to 1 vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company is 528,626,589.

6. Action to be Taken

Enclosed with this Circular is a form of proxy for use by Shareholders in respect of the AGM. Whether or not you intend to attend the AGM, you should ensure that your Proxy Appointment is returned to Computershare Registrars, by one of the following means:

- (1) in hard copy form by post, by courier or by hand to, Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY; or
- (2) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the notes to the Notice of the AGM.

In each case, the Proxy Appointment must be received by Computershare Registrars not less than 48 hours before the time that the AGM is scheduled to begin. To be valid, the relevant Proxy Appointment should be completed in accordance with the instructions accompanying it and lodged with Computershare Registrars by the relevant time.

Completion and return of the Proxy Appointment will not affect a Shareholder's right to attend and vote at the AGM. A quorum consisting of two persons entitled to vote upon the Resolution, each being a Shareholder or a proxy for a Shareholder or duly authorised representative of a body corporate is required for the AGM unless the AGM is adjourned in accordance with the Articles. At such an adjourned meeting the quorum shall be one person entitled to vote upon the Resolution.

7. Documents on Display

Copies of this Circular will be available for inspection at the registered office of the Company at IFC1, The Esplanade, St Helier, Jersey JE1 4BP during normal business hours on any Business Day, from the date of this Circular until the conclusion of the AGM, and at the place of the AGM for at least 15 minutes prior to, and during, the AGM.

8. Recommendation

The Board considers that the Proposals and the Resolutions are likely to promote the success of the Company and are in the best interests of the Company and of Shareholders as a whole and accordingly recommends that all Shareholders vote in favour of the Resolutions at the AGM.

Yours faithfully,

Richard Boléat
Chairman

PART II: ADDITIONAL INFORMATION

1. Material Contracts

The Company has not been a party to any material contracts since its incorporation on 20 March 2013 (being contracts entered into by the Company since its incorporation and which are, or may be, material) which contain information that Shareholders would reasonably require to make a properly informed assessment of how to vote on the Resolutions.

2. Major Shareholders

As at the date hereof, insofar as is known to the Company, the following persons are directly or indirectly interested in 5 per cent, or more of the Company's total voting rights:

<i>Name</i>	<i>Percentage of Voting Rights in issue</i>
Quilter plc	20.26%
Investec Wealth & Investment Limited	6.72%
Canaccord Genuity Group Inc	5.84%
FIL Limited	5.23%

3. Significant Change

There has been no significant change in the financial or trading position of the Company since 31 December 2018, being the last date in respect of which the Company has published financial information.

4. Director's Interests in Shares

As at the date of this Circular, none of the Directors or any person connected with any of the Directors has a Shareholding or any other interest in the share capital of the Company.

5. Information Incorporated by Reference

The table below sets out the information incorporated by reference into this Circular from the Prospectus so as to provide information required pursuant to the Listing Rules.

	<u>Page number(s) in the Prospectus</u>	<u>Page number(s) in this Circular</u>
Discount Control: Quarterly Tenders	73 to 77	3
Part XIII: Terms and Conditions of the Contractual Quarterly Tenders	236 to 245	3

Save as set out above, information that is incorporated by reference or referred or cross-referred to in the Prospectus is not incorporated by reference into this Circular, and no other portions of the Prospectus is incorporated by reference into this Circular. In the event of any inconsistency between the Prospectus and the Circular, the Circular will prevail.

PART III: DEFINITIONS

"AGM"	the annual general meeting of the Company to be held at 9.30am on 24 April 2019 at 7 Bond Street, St. Helier, Jersey JE2 3NP (or any adjournment thereof), notice of which is set out in Part IV of this Circular;
"Annual Circular"	the document set out in Appendix 1 to this Circular;
"Articles"	the memorandum and articles of association of the Company;
"Business Day"	a day on which the London Stock Exchange and banks in Jersey are normally open for business;
"C Share"	a redeemable ordinary share of no par value in the capital of the Company issued as a "C Share" of such class (denominated in such currency) as the Directors may determine in accordance with the Articles and having such rights and being subject to such restrictions as are contained in the Articles
"Circular"	this document;
"Companies Law"	Companies (Jersey) Law 1991, as amended or replaced from time to time and any ordinance, statutory instrument or regulation made thereunder;
"Company"	CVC Credit Partners European Opportunities Limited, a closed-ended investment company incorporated in Jersey under the Companies Law on 20 March 2013 with registered number 112635;
"Computershare Registrars"	Computershare Investor Services (Jersey) Limited;
"CREST"	the facilities and procedures for the time being of the relevant system of which Euroclear has been approved as operator pursuant to the Uncertificated Securities Regulations 2001 of the United Kingdom (SI No. 2001/3755) and the CREST Jersey Regulations;
"Directors" or "Board"	the directors of the Company;
"Euro Shares"	Euro denominated Shares;
"Notice"	the notice convening the AGM set out in Part IV of this Circular;
"Proposals"	the items of business to be proposed at the AGM;
"Proxy Appointment"	the appointment of a proxy on behalf of a Shareholder in accordance with the procedures described in this Circular;
"Resolutions"	the resolutions to be proposed at the AGM and contained in the Notice, and each such resolution a "Resolution";
"Share"	a redeemable ordinary share of no par value in the capital of the Company issued as a "Share" of such class (denominated in such currency) as the Directors may determine in accordance with the Articles and having such rights and being subject to such restrictions as are contained in the Articles;
"Shareholder"	a holder of Shares; and
"Sterling Shares"	Sterling denominated Shares.

Defined terms used in this Circular where not defined above, shall have the same meaning as in the Prospectus issued by the Company dated 20 March 2014 (a copy of which is available from the Company's website at www.ccpeol.com).

PART IV: NOTICE OF ANNUAL GENERAL MEETING

CVC Credit Partners European Opportunities Limited

(a closed-ended investment company limited by shares incorporated under the laws of Jersey with registered number 112635)

Notice of Annual General Meeting

Capitalised terms used in this Notice of AGM and not otherwise defined have the meanings ascribed to them in the Circular of the Company dated 20 March 2019.

NOTICE is hereby given that the sixth Annual General Meeting of CVC Credit Partners European Opportunities Limited (the "**Company**") will be held at 7 Bond Street, St. Helier, Jersey JE2 3NP on 24 April 2019 at 9.30am for the purpose of transacting the following ordinary business:

1. To receive the directors' report and audited financial statements of the Company for the year ended 31 December 2018, together with the auditors' report thereon;
2. To approve the directors' remuneration report in the form set out in the Company's annual financial report 2018;
3. To re-elect Mr Richard Boléat as a director of the Company;
4. To re-elect Mr Mark Tucker as a director of the Company;
5. To re-elect Mr David Wood as a director of the Company;
6. To elect Ms Stephanie Carbonneil as a director of the Company;
7. To re-appoint Ernst & Young LLP as the Company's independent auditors and to authorise the directors to agree their remuneration;
8. To declare a final dividend for the year ended 31 December 2018 of £0.01375 per Sterling Share and €0.01375 per Euro Share to be payable to the shareholders appearing on the register at the close of business on 3 May 2019 as recommended by the Directors of the Company;

AND the following special business:

To consider and if thought fit pass the following resolutions:

Special Resolutions

9. THAT, the Company be and is hereby unconditionally and generally authorised for the purposes of Article 57 of the Companies (Jersey) Law 1991, as amended (the "**Law**") to make one or more market purchases on a stock exchange of Shares by means of Quarterly Tender Offers made by the Company as principal in accordance with the procedures described in Appendix 1 Annual Circular to this , and to cancel such Shares, or hold such Shares in treasury, provided that:
 - (a) the maximum number of Shares of any class hereby authorised to be repurchased by the Company in each quarter of a calendar year is an amount equal to 24.99 per cent. of the Shares of such class in issue as at the relevant Tender Record Date (as defined in the Annual Circular dated 20 March 2019);
 - (b) the maximum number of Shares of any class hereby authorised to be repurchased by the Company in each calendar year is an amount equal to 50.00 per cent. of the Shares of such class in issue as at the Annual Record Date (as defined in the Annual Circular dated 20 March 2019);

- (c) the minimum price (exclusive of expenses), which may be paid by the Company for any Share will be 1 pence;
- (d) the maximum price (exclusive of expenses), which may be paid by the Company for any Share will be the Tender Price (as set out in the Annual Circular dated 20 March 2019);
- (e) unless previously revoked, varied or renewed, this authority shall expire upon the earlier to occur of (i) the date being 18 months from the date of this resolution, and (ii) the end of the Company's next Annual General Meeting; and
- (f) a contract to purchase Shares under this authority may be made prior to the expiry of this authority, and concluded in whole or in part after the expiry of this authority.

10. THAT, the Company be and is hereby generally and unconditionally authorised to make one or more market purchases on a stock exchange of, and to cancel, or hold as treasury shares, Shares in the capital of the Company, pursuant to the Law and may cancel or hold such Shares in treasury provided that:

- (a) the maximum number of Shares hereby authorised to be repurchased by the Company is 14.99 per cent. of the issued share capital of the Company as at the date of the passing of this Resolution;
- (b) the maximum price, exclusive of expenses, which may be paid for a Share shall not be more than the higher of:
 - (i) an amount equal to 105 per cent. of the average of the middle market quotations for a Share taken from the Official List for the five business days immediately preceding the day on which the Share is purchased; and
 - (ii) the higher of the price of the last independent trade and the current highest independent bid for a Share on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 10 will be carried out;
- (c) the minimum price (exclusive of expenses), which may be paid by the Company for any Share is 1 pence (or equivalent for a Share denominated in a currency other than Sterling);
- (d) the Directors of the Company can, prior to each such purchase, make the solvency statement required by the Law and fulfil all other requirements of the Law in relation to purchases of a company's own shares;
- (e) the Company may make a contract to purchase its Shares under the authority conferred by this Resolution, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its Shares in pursuance of any such contract; and
- (f) unless previously revoked, varied or renewed, this authority shall expire upon the earlier to occur of (i) the date being 18 months from the date of this resolution, and (ii) the end of the Company's next annual general meeting.

11. THAT Article 3 of the articles of incorporation of the Company (the "**Articles**") shall be and is hereby disapplied and authority be conferred on the Board to allot, grant options over or otherwise dispose of up to such number of (a) Shares; and (b) C Shares, (collectively "**New Shares**") as, in aggregate, represents 10 per cent of the Shares and C Shares in issue (excluding any Shares or C Shares held in treasury) as at the date of the AGM, without offering such New Shares or options pre-emptively, such authority to expire at the conclusion of the next annual general meeting of the Company unless previously renewed, varied or revoked by the Company in general meeting, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted and issued after such expiry and the Directors shall be entitled to allot and issue equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

By order of the Board
Siobhan Lavery

For and on behalf of
BNP Paribas Securities Services S.C.A. Jersey Branch
Company Secretary

Registered Office:
IFC1
The Esplanade
St Helier
Jersey
JE1 4BP

Dated: 20 March 2019

Notes to the Notice of AGM

NOTES:

- 1 A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the member. A proxy need not also be a member.
- 2 To be valid, an appointment of proxy must be returned using one of the following methods:
 - (i) by sending a proxy form (together, if appropriate, with the power of attorney or other written authority under which it is signed or a certified copy of such power or authority) to Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY; or
 - (ii) in the case of CREST members, by utilising the CREST electronic proxy appointment service,and in each case the appointment of proxy (together with any relevant power/authority) must be received (or, in the case of the appointment of a proxy through CREST, retrieved by enquiry to CREST in the manner prescribed by CREST) by the Company's registrars, Computershare Investor Services (Jersey) Limited, not later than 48 hours before the time appointed for holding the AGM as set out in the notice of AGM.
- 3 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by utilising the procedures described in the CREST manual, which is available to download from the Euroclear website (www.euroclear.com/CREST). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 4 In order for a proxy appointment 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 must be transmitted so as to be received by the latest time for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the issuer's agent (ID RA10) is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
- 5 CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages.
- 6 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(s), to procure that his CREST sponsor or voting service provider(s) take(s)) 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 sponsors or voting service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.
- 7 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.

- 8 No business shall be transacted at any annual general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a body corporate, shall be a quorum (provided that if any such meeting is adjourned for lack of a quorum, and at the adjourned meeting a quorum as defined above is not present within 30 minutes from the time appointed for the meeting, one member present, entitled to attend and vote at the adjourned general meeting or his proxy shall constitute a quorum).
- 9 If within 30 minutes from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place.
- 10 On a show of hands, every Shareholder present in person or by proxy or (in the case of a corporation) by duly authorised representative, shall have one vote. On a poll, every Shareholder present in person or by proxy or (in the case of a corporation) by duly authorised representative shall have one vote in respect of each Euro Share held by him and 1.17 votes in respect of each Sterling Share held by him. As at 19 March 2019 (being the last practicable date prior to the publication of this notice) the Company's issued share capital, excluding treasury shares, comprised 126,980,138 Euro Shares and 343,287,565 Sterling Shares and, therefore, the total number of voting rights in the Company as at 19 March 2019 was 528,626,589.
- 11 In accordance with Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, to have the right to attend and vote at the meeting referred to above a member must first have his or her name entered in the Company's register of members by not later than 48 hours before the time fixed for the meeting (or, in the event that the meeting be adjourned, on the register of members 48 hours before the time of the adjourned meeting). Changes to entries on that register after that time (or, in the event that the meeting is adjourned, on the register of members less than 48 hours before the time of any adjourned meeting) shall be disregarded in determining the rights of any member to attend and vote at the meeting referred to above.
- 12 Words and expressions defined in the Articles of the Company shall have the same meaning in this notice of AGM unless otherwise defined herein.

ISIN/SEDOL number

The London Stock Exchange Daily Official List (SEDOL) code is: B9G79F5 (Euro Shares) B9MRHZ5 (Sterling Shares).

The International Security Identification Number (ISIN) is: JE00B9G79F59 (Euro Shares) JE00B9MRHZ51 (Sterling Shares).

The EPIC code is CCPE (Euro Shares) and CCPG (Sterling Shares).

Website

Details of the Company's share price and net asset value, together with other information about the Company, can be found at www.ccpeol.com.

Shareholder information

Copies of this Notice or other documents issued by the Company are available from the Company Secretary and can be found on the Company's website.

Nominee share code

Where notification has been provided in advance, the Company will arrange for copies of shareholder communications to be provided to the operators of nominee accounts. Nominee investors may attend general meetings and speak at meetings when invited to do so by the Chairman.