

UMC ENERGY PLC
Company Number 5331770
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of UMC Energy plc will be held at Ground Floor 11 Albemarle Street London W1S 4HH on Wednesday 23 August 2006 at 10.00 am for the purpose of conducting the following business:-

BUSINESS OF THE MEETING

Ordinary resolutions

- 1) To receive the annual accounts for the period ended 31 January 2006 and the reports of the Directors and Auditors thereon.
- 2) To reappoint Sawin & Edwards as auditors of the Company to hold office until the end of the next annual general meeting and to authorise the directors to determine their remuneration.
- 3) For the purposes of Article 41.1.5 of the Company's Articles of Association, the aggregate remuneration of the Directors (as therein described) shall not exceed £200,000 per year.
- 4) To elect as a Director, Mr R Cleary who retires in accordance with the Company's articles of association and, being eligible, offers himself for re-election.
- 5) To elect as a Director, Mr C Kyriakou who retires in accordance with the Company's articles of association and, being eligible, offers himself for re-election.
- 6) To elect as a Director, Mr G Bujtor who retires in accordance with the Company's articles of association and, being eligible, offers himself for re-election.
- 7) To elect as a Director, Mr M Roberts who retires in accordance with the Company's articles of association and, being eligible, offers himself for re-election.
- 8) To elect as a Director, Mr J Schoonbrood who retires in accordance with the Company's articles of association and, being eligible, offers himself for re-election.

By Order of the Board
J Reynolds
Company Secretary
28 July 2006

NOTES:

1. The holders of the Ordinary Shares of £0.001 each are entitled to attend and vote at this Meeting.
2. A member entitled to attend and vote is entitled to appoint one or more persons (whether a member or not) to attend and on a poll to vote instead of him. To be valid the form of proxy must be completed, signed and returned so as to reach the Company at Ground Floor 11 Albemarle Street London W1S 4HH not later than 48 hours before the Meeting. A form of proxy is enclosed. Completion of the form does not preclude a member from subsequently attending and voting at the Meeting.
3. The Company, pursuant to regulation 41 of The Uncertified Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the Company as at 5pm on 22 August 2006 shall be entitled to attend or vote at the meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the relevant register of securities after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.

UMC ENERGY PLC
Company Number 5331770
PROXY

I / We _____

of _____

being (a) holder(s) of Ordinary Shares of £0.001 in UMC Energy plc hereby appoint the Chairman of the Meeting or [see note (1)]

of _____

as my / our proxy to vote on my / our behalf at the Annual General Meeting of the Company to be held at the Company's offices at Ground Floor 11 Albemarle Street London W1S 4HH on 23 August 2006 at 10.00 am and at any adjournment thereof.

I / We direct my / our votes to cast on the specified resolutions as indicated by an X in the appropriate box.

Ordinary resolutions

| | | | | |
|----|-----|--------------------------|---------|--------------------------|
| 1) | For | <input type="checkbox"/> | Against | <input type="checkbox"/> |
| 2) | For | <input type="checkbox"/> | Against | <input type="checkbox"/> |
| 3) | For | <input type="checkbox"/> | Against | <input type="checkbox"/> |
| 4) | For | <input type="checkbox"/> | Against | <input type="checkbox"/> |
| 5) | For | <input type="checkbox"/> | Against | <input type="checkbox"/> |
| 6) | For | <input type="checkbox"/> | Against | <input type="checkbox"/> |
| 7) | For | <input type="checkbox"/> | Against | <input type="checkbox"/> |
| 8) | For | <input type="checkbox"/> | Against | <input type="checkbox"/> |

Notes

1. If any other proxy is desired other than the Chairman of the Meeting, strike out the words 'the Chairman of the Meeting or', insert the name of the proxy preferred and initial the alteration. Failure to initial the alteration will deem the Chairman of the Meeting to be your proxy. A proxy need not be a member of the Company.
2. If you sign the form and return it to the Company without any specific directions, the proxy will exercise his discretion both as to how he votes and as to whether or not he abstains from voting.
3. In the case of joint holdings the signature of any joint holder is sufficient.
4. In case of an individual, this form of proxy must be executed by the appointee or his attorney and in the case of the latter, the power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be deposited with the form of proxy.
5. In the case of a corporation, this form must be executed under the common seal or by two directors or by a director and secretary or under the hand of a duly authorised officer or attorney.
6. To be valid, this form of proxy must be deposited with the Company at Ground Floor 11 Albemarle Street London W1S 4HH not less than 48 hours before the Meeting i.e. 10.00am on 21 August 2006.
7. The completion and return of this form of proxy will not preclude you from attending and voting at the Meeting should you subsequently decide to do so.

Signature _____

Dated _____ 2006