

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 25 June 2008** at **10.00 am** for the purpose of conducting the following business:-

BUSINESS OF THE MEETING

Special resolutions

- 1) THAT the share capital of the Company be reduced by cancelling and extinguishing paid up capital to the extent of 4.5 pence (£0.045) on each issued Ordinary Share of 5 pence (£0.05) each and by sub-dividing each unissued Ordinary Share of 5 pence (£0.05) into 10 Ordinary Shares of 0.5 pence (£0.005) each.
- 2) THAT Article 116.3 of the Company's Articles of Association be amended to permit the Company to communicate electronically with shareholders and to use its website to publish statutory documents and communications, such as the Annual Report and Accounts, as its default method of publication.

Ordinary resolutions

- 3) To receive the annual accounts for the period ended 31 December 2007 and the reports of the Directors and Auditors thereon.
- 4) 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.
- 5) To elect as a Director, Mr R Cleary who retires by rotation in accordance with the Company's articles of association and, being eligible, offers himself for re-election.
- 6) 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.

By Order of the Board
J Reynolds
Company Secretary
16 May 2008

NOTES:

1. The holders of the Ordinary Shares of 5 pence (£0.05) 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 24 June 2008 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.

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PROXY

I / We _____

of _____

being (a) holder(s) of Ordinary Shares of £0.05 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 **25 June 2008 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.

Special resolutions

1) For Against

2) For Against

Ordinary resolutions

3) For Against

4) For Against

5) For Against

6) For Against

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 23 June 2008.
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 _____ 2008