

## TO ALL MEMBERS

7 September 2012

Dear Sirs

### AMENDED NOTICE OF ANNUAL GENERAL MEETING

We refer to the notice given in the Annual Report and Financial Statements dated 10 May 2012 of the 128<sup>th</sup> Annual General Meeting ('AGM') of the members to be held at the Shilla Hotel, 202 Jangchung-dong 2-Ga, Jung-gu, Seoul 100-856, Korea, at 1.15 pm am on Friday 12 October 2012.

Please find enclosed a revised notice of AGM, with corresponding papers, which, in addition to the items in the previous notice, now includes:

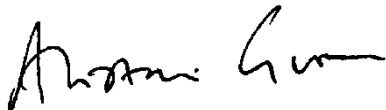
- a resolution to approve the re-election of Robert Clarke, following his appointment by the board on 31 July 2012
- a resolution to approve new articles of Articles.

The proposed amendments to the Articles are to:

- reflect the recent changes in group company names
- allow the board to set the remuneration of independent directors
- clarify the terms upon which cover can be given
- allow the directors to vote at class meetings.

An explanatory note about, and the complete text of, the proposed revised Articles can be viewed on our website [www.standard-club.com](http://www.standard-club.com).

Yours faithfully



Alistair Groom  
Chief Executive  
Charles Taylor & Co. Limited

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**THE STANDARD CLUB EUROPE LTD ('the company')**

Registered no: 17864

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 128<sup>th</sup> Annual General Meeting of the company will be held on Friday 12 October 2012 at 1.15pm ('the meeting') at the Shilla Hotel, 202 Jangchung-dong 2-Ga, Jung-gu, Seoul 100-856, Korea for the purpose of considering and, if thought fit, passing resolutions one to seven as ordinary resolutions and resolution eight as a special resolution.

**Reports and financial statements**

1. THAT the reports of the directors and auditors and the audited financial statements of the company for the year ended 20 February 2012 be received and adopted.

**Re-election of directors appointed since the last AGM**

2. THAT Robert Clarke be re-elected as a director of the company.
3. THAT Matthew Cox be re-elected as a director of the company.
4. THAT David Marock be re-elected as a director of the company.
5. THAT Constantinos Peraticos be re-elected as a director of the company.

**Annual re-election of directors**

6. THAT Roger Jones be re-elected as a director of the company.

**Appointment of auditors**

7. THAT PricewaterhouseCoopers LLP be re-appointed as auditors, and that the directors be authorised to fix their remuneration.

... / ...

**Adoption of new Articles**

8. THAT the Articles in the form produced to the meeting and initialled by the chairman for identification purposes be adopted as the amended Articles of the company, to the exclusion of the existing Articles.

Date: 7 September 2012  
By order of the Board

Charles Taylor & Co. Limited  
Secretary

Registered office:  
Standard House  
12-13 Essex Street  
London  
WC2R 3AA

**Notes:**

1. A member of the company entitled to attend, speak and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote on his/her behalf. The proxy need not be a member of the company. A proxy will have the same number of votes on a show of hands as if the member who appointed the proxy was at the meeting.
2. The appointment of a proxy will not prevent a member from subsequently attending, speaking and voting at the meeting in person. Details of how to appoint the chairman of the meeting or another person as your proxy are set out in the notes to the Form of Proxy. 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.
3. For the instrument appointing a proxy to be effective, you must complete the enclosed Form of Proxy and ensure that the Form of Proxy, together with any power of attorney or other authority under which it is executed (or a notarially certified copy of the same), is deposited with the Secretary of the company, Charles Taylor & Co. Limited, Standard House, 12-13 Essex Street, London WC2R 3AA, or scanned and emailed to [pandi.london@ctplc.com](mailto:pandi.london@ctplc.com) not less than 48 hours before the time fixed for holding the meeting or adjourned meeting.
4. A corporate shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same vote.

## FORM OF PROXY

## THE STANDARD CLUB EUROPE LTD ('the company')

Registered no: 17864

128<sup>th</sup> ANNUAL GENERAL MEETING  
12 October 2012 at 1.15pm ('the meeting')

I (Block Capitals)....., a member of the above-named company, hereby appoint the chairman of the meeting, or ..... as my proxy to vote for me on my behalf at the Annual General Meeting of the company to be held at the Shilla Hotel, 202 Jangchung-dong 2-Ga, Jung-gu, Seoul 100-856, Korea, on Friday 12 October 2012 at 1.15pm, and at any adjournment thereof.

Signature.....

Dated.....2012

Please indicate with an X in the spaces below how you wish your votes to be cast.

ORDINARY RESOLUTIONS	FOR	AGAINST
1. THAT the reports of the directors and auditors and the audited financial statements of the company for the year ended 20 February 2012 be received and adopted.		
2. THAT Robert Clarke be re-elected as a director of the company.		
3. THAT Matthew Cox be re-elected as a director of the company.		
4. THAT David Marock be re-elected as a director of the company.		
5. THAT Constantinos Peraticos be re-elected as a director of the company.		
6. THAT Roger Jones be re-elected as a director of the company.		
7. THAT PricewaterhouseCoopers LLP be re-appointed as auditors, and that the directors be authorised to fix their remuneration.		



SPECIAL RESOLUTION	FOR	AGAINST
8. THAT the Articles in the form produced to the meeting and initialled by the chairman for identification purposes be adopted as the Articles of the company, to the exclusion of the existing Articles.		

#### Notes

1. A member may appoint a proxy of his own choice. If such an appointment is made, delete the words 'the chairman of the meeting' and insert the name of the person appointed proxy in the space provided.
2. If the appointor is a corporation, this form must be under its common seal or under the hand of some officer or attorney duly authorised in that behalf.
3. If this form is returned without any indication as to how the person appointed proxy shall vote, he will exercise his discretion as to how he votes or whether he abstains from voting.
4. To be valid at the Annual General Meeting referred to, this form must be completed, signed and dated. It should then be deposited with the Secretary of the company, Charles Taylor & Co. Limited, Standard House, 12-13 Essex Street, London WC2R 3AA, or scanned and emailed to [pandi.london@ctplc.com](mailto:pandi.london@ctplc.com) not less than 48 hours before the time fixed for holding the meeting or adjourned meeting
5. Completion and return of this form will not prevent you from attending and voting in person if you wish. Copies of the form can be downloaded from [www.standard-club.com](http://www.standard-club.com)