

INFORMATION RELATING TO ANNUAL GENERAL MEETING

The Annual General Meeting of SR Europe Investment Trust plc will be held at the offices of JPMorgan Cazenove Limited, 20 Moorgate, London EC2R 6DA on Thursday, 27 May 2010 at 2.30 pm.

The business proposed to be dealt with at the Annual General Meeting is set out in the Notice of meeting, a copy of which can be found below and also on pages 64 to 72 of the Company's Report & Financial Statements 2009.

As at the date of the notice of the meeting, the total number of shares in respect of which members are entitled to exercise voting rights at the meeting was 29,625,234 Ordinary shares of 10p each. Each Ordinary share carries the right to one vote and the Ordinary shares represent 100% of the total voting rights exercisable at the meeting. The Company's issued non-voting share capital amounted to 5,937,927 Subscription shares of 1p each. Holders of Subscription shares are not entitled to attend or vote at the meeting.

Notice of meeting

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the action to take, you are recommended to seek your own professional advice from your stockbroker or other independent professional adviser authorised under the Financial Services and Markets Act 2000 (as amended) without delay. If you no longer hold shares in SR Europe Investment Trust plc, please forward this document to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of SR Europe Investment Trust plc will be held at the offices of JPMorgan Cazenove Limited, 20 Moorgate, London EC2R 6DA on Thursday, 27 May 2010 at 2.30 pm for the following purposes:

Ordinary business

- 1 To receive and, if thought fit, to accept the reports of the Directors and Auditor and the audited financial statements for the year ended 31 December 2009.
- 2 To receive and approve the Directors' remuneration report.
- 3 To re-elect Mr Ian Barby as a Director of the Company.
- 4 To re-elect Mr David Boyle as a Director of the Company.
- 5 To re-elect Mr Hugh Sloane as a Director of the Company.
- 6 To re-appoint Grant Thornton UK LLP as Auditor to the Company and to authorise the Directors to determine their remuneration.

Special business

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions

- 7 THAT the changes to the investment policy of the Company as set out in the Chairman's statement on page 5 of the Annual Report and Accounts for the year ended 31 December 2009 be and are hereby approved and adopted with immediate effect.
- 8 THAT the Directors be and are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the 'Act') (in substitution for any existing allotment authorities, provided that such substitution shall not have retrospective effect) to exercise all the powers of the Company to allot shares and to grant rights to subscribe for, or to convert any security into, shares in the Company (the 'Rights') up to an aggregate nominal value equal to £296,252, being 10% of the issued Ordinary share capital as at 31 December 2009, during the period commencing on the date of the passing of this resolution and expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the Annual General Meeting of the Company to be held in 2011, or fifteen months from the passing of this resolution, whichever is earlier (the 'Period of Authority'), but so that the Directors may, at any time prior to the expiry of the Period of Authority, make offers or agreements which would or might require shares to be allotted and/or Rights to be granted after the expiry of the Period of Authority and the Directors may allot shares or grant Rights in pursuance of such offers or agreements as if the authority had not expired.

To consider and, if thought fit, to pass the following resolutions as Special Resolutions

9 THAT, subject to the passing of Resolution 8 above, the Directors of the Company be and they are hereby empowered pursuant to Section 570 and Section 573 of the Companies Act 2006 (the 'Act') to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by Resolution 8 above as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with a rights issue, open offer or any other offer in favour of Ordinary shareholders where the equity securities respectively attributable to the interests of all Ordinary shareholders are proportionate (as nearly as may be) to the respective number of Ordinary shares held by them subject to such exclusions or other arrangements as the Directors may deem fit to deal with fractional entitlements, record dates, legal, regulatory or practical problems arising under the laws of any overseas territory or the requirements of any regulatory authority or any stock exchange;
- (b) to the sale of Ordinary shares held by the Company as Treasury shares, treated as an allotment of equity securities by virtue of Section 573 of the Act; and
- (c) to the allotment (otherwise than pursuant to paragraphs (a) and (b) above) of equity securities up to an aggregate nominal amount of £296,252, being 10% of the issued Ordinary share capital as at 31 December 2009

and shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2011, or fifteen months from the passing of this resolution, whichever is earlier, save that the Company may before such expiry make offers, agreements or arrangements which would or might require equity securities to be allotted after such expiry and so that the Directors of the Company may allot equity securities in pursuance of such offers, agreements or arrangements as if the power conferred hereby had not expired.

10 THAT the Company is hereby generally and unconditionally authorised in accordance with Section 701 of the Companies Act 2006 (the 'Act') to make market purchases (within the meaning of Section 693 of the Act) of Ordinary shares of 10p each in the capital of the Company ('Ordinary shares') for cancellation or for placing into Treasury provided that:

- (a) the maximum aggregate number of Ordinary shares authorised to be acquired is 4,440,822, or if less, 14.99% of the Ordinary shares in issue and in circulation immediately following the passing of this resolution;
- (b) the minimum price which may be paid for each Ordinary share is 10p (exclusive of expenses);
- (c) the maximum price which may be paid for each Ordinary share is, in respect of a share contracted to be purchased on any day, an amount which shall not be more than the higher of (i) 5% above the average of the middle market quotations (as derived from the Daily Official List of the London Stock Exchange) of the Ordinary shares for the five business days immediately preceding the date on which the Ordinary share is purchased, and (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange;
- (d) this authority will (unless renewed) expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, eighteen months from the date on which this resolution is passed; and



Notice of meeting (continued)

- (e) the Company may make a contract to purchase Ordinary shares under this authority before this authority expires which will or may be executed wholly or partly after its expiration and may make a purchase of Ordinary shares pursuant to any such contract.

11 THAT the Company is hereby generally and unconditionally authorised in accordance with Section 701 of the Companies Act 2006 (the 'Act') to make market purchases (within the meaning of Section 693 of the Act) of Subscription shares of 1p each in the capital of the Company ('Subscription shares') for cancellation, provided that:

- (a) the maximum aggregate number of Subscription shares authorised to be acquired is 890,095 or, if less, 14.99% of the Subscription Shares in issue immediately following the passing of this resolution;
- (b) the minimum price which may be paid for a Subscription share is 1p (exclusive of expenses);
- (c) the maximum price which may be paid for each Subscription share is, in respect of a share contracted to be purchased on any day, an amount which shall not be more than the higher of (i) 5% above the average of the middle market quotations (as derived from the Daily Official List of the London Stock Exchange) of the Subscription shares for the five business days immediately preceding the date on which the Subscription share is purchased, and (ii) the higher of the last independent trade and the highest current independent bid on the London Stock Exchange;
- (d) this authority (unless renewed), will expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, eighteen months from the date on which this resolution is passed; and
- (e) the Company may make a contract to purchase Subscription shares under this authority before this authority expires which will or may be executed wholly or partly after its expiration and may make a purchase of Subscription shares pursuant to any such contract.

12 THAT

- (a) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of Section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and
- (b) the Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

By order of the Board

Capita Sinclair Henderson Limited, Secretary

Registered office: Beaufort House, 51 New North Road, Exeter EX4 4EP

1 April 2010

Note 1: A member entitled to attend and vote at this meeting may appoint one or more persons as his/her proxy to attend, speak and/or vote on his/her behalf at the meeting. A proxy need not be a member of the Company. If multiple proxies are appointed they must not be appointed in respect of the same shares. A form of proxy for holders of Ordinary shares is provided with this notice. To be effective, the form of proxy, together with any power of attorney or other authority under which it is signed or a notarially certified copy thereof, should be lodged at the office of the Company's Registrar, Computershare Investor Services PLC, the Pavilions, Bridgwater Road, Bristol BS99 6ZY not later than 48 hours before the time of the meeting, or any adjournment thereof.

The appointment of a proxy will not prevent a member from attending the meeting and voting in person if he/she so wishes. A member present in person or by proxy shall have one vote on a show of hands and on a poll every member present in person or by proxy shall have one vote for every Ordinary share of which he/she is the holder. The termination of the authority of a person to act as proxy must be notified to the Company in writing. Amended instructions must be received by the Company's Registrar by the deadline for receipt of proxies.

To appoint more than one proxy, members will need to complete a separate proxy form in relation to each appointment (you may photocopy the proxy form), stating clearly on each proxy form how many shares the proxy is appointed in relation to. A failure to specify the number of shares each proxy appointment relates to or specifying an aggregate number of shares in excess of those held by the member will result in the proxy appointment being invalid. Please indicate if the proxy instruction is one of multiple instructions being given. All proxy forms must be signed and should be returned together in the same envelope.

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the register of members in respect of the joint holding (the first-named being the most senior).

Holders of Subscription shares are not entitled to attend and vote at this meeting.

Note 2: Members who hold their shares electronically may submit their votes through CREST, by submitting the appropriate and authenticated CREST message so as to be received by the Company's Registrar not later than 48 hours before the start of the meeting or any adjournment thereof. Instructions on how to vote through CREST can be found by accessing the following website: www.euroclear.com/CREST. Shareholders are advised that CREST is the only method by which completed proxies can be submitted electronically.

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for this meeting by following the procedures described in the CREST Manual. 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.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, in order to be valid, must be transmitted so as to be received by the Company's agent (ID 3RA50) by the latest time for receipt of proxy appointments specified in Note 1 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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.



Notice of meeting (continued)

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. 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 members and, where applicable, their 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.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Note 3: A person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statements of the rights of members in relation to the appointment of proxies in Notes 1 and 2 above do not apply to a Nominated Person. The rights described in those Notes can only be exercised by registered members of the Company.

Note 4: As at the date of this Notice, the Company's issued share capital and total voting rights amounted to 29,625,234 Ordinary shares carrying one vote each. As at such date, the Company's issued non-voting share capital amounted to 5,937,927 Subscription shares.

Note 5: The Company specifies that only those shareholders registered on the Register of Members of the Company as at 6.00 pm on 25 May 2010 (or in the event that the meeting is adjourned, only those shareholders registered on the Register of Members of the Company as at 6.00 pm on the day which is two days prior to the adjourned meeting) shall be entitled to attend in person or by proxy and vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries on the Register of Members after the specified time shall be disregarded in determining the rights of any person to attend or vote at the meeting or, if adjourned, at the adjourned meeting.

If the AGM is adjourned to a time not more than 48 hours after the specified time applicable to the original meeting, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned AGM. If, however, the AGM is adjourned for a longer period then, to be so entitled, shareholders must be entered on the Company's register of members at the time which is 48 hours before the time fixed for the adjourned AGM or, if the Company gives notice of the adjourned AGM, at the time specified in that notice.

- Note 6: A person authorised by a corporation is entitled to exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company (provided, in the case of multiple corporate representatives of the same corporate shareholder, they are appointed in respect of different shares owned by the corporate shareholder or, if they are appointed in respect of those same shares, they vote those share in the same way). To be able to attend and vote at the meeting, corporate representatives will be required to produce prior to their entry to the meeting evidence satisfactory to the Company of their appointment. On a vote on a resolution on a show of hands, each authorised person has the same voting rights to which the corporation would be entitled. On a vote on a resolution on a poll, if more than one authorised person purports to exercise a power in respect of the same shares:
- a) if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way;
 - b) if they do not purport to exercise the power in the same way as each other, the power is treated as not exercised.
- Note 7: Any question relevant to the business of the AGM may be asked at the meeting by anyone permitted to speak at the meeting. You may alternatively submit your question in advance by letter addressed to the Company Secretary at the registered office.
- Note 8: In accordance with Section 319A of the Companies Act 2006, the Company must cause any question relating to the business being dealt with at the meeting put by a member attending the meeting to be answered. No such answer need be given if:
- a) to do so would:
 - (i) interfere unduly with the preparation for the meeting, or
 - (ii) involve the disclosure of confidential information;
 - b) the answer has already been given on a website in the form of any answer to a question; or
 - c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- Note 9: Members should note that it is possible that, pursuant to requests made by members of the Company under Section 527 of the Companies Act 2006 (the 'Act'), the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Act. The Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act, it must forward the statement to the Company's Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under Section 527 of the Act to publish on a website.
- Note 10: Members satisfying the thresholds in Section 338 of the Companies Act 2006 may require the Company to give, to members of the Company entitled to receive notice of the AGM, notice of a resolution which those members intend to move (and which may properly be moved) at the AGM. A resolution may properly be moved at the AGM unless (i) it would, if passed, be ineffective (whether by reason of any inconsistency with any enactment or the Company's constitution or otherwise); (ii) it is defamatory of any person; or (iii) it is frivolous or vexatious. A request made pursuant to this right may be in hard copy or electronic form, must identify the resolution of which notice is to be given, must be authenticated by the person(s) making it and must be received by the Company not later than six weeks before the date of the AGM.



Notice of meeting (continued)

Note 11: Members satisfying the thresholds in Section 338A of the Companies Act 2006 may request the Company to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may properly be included in the business at the AGM. A matter may properly be included in the business at the AGM unless (i) it is defamatory of any person or (ii) it is frivolous or vexatious. A request made pursuant to this right may be in hard copy or electronic form, must identify the matter to be included in the business, must be accompanied by a statement setting out the grounds for the request, must be authenticated by the person(s) making it and must be received by the Company not later than six weeks before the date of the AGM.

Note 12: This notice, details of the number of shares, and the shares of each class of shares, in respect of which members are entitled to exercise voting rights at the AGM, the total voting rights which members are entitled to exercise at the AGM in respect of the shares of each class as at 31 March 2010 (the business day prior to publication of this notice) and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice will be available on the Company's website, www.sreit.co.uk.

Note 13: The following documents will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this notice until the conclusion of the Annual General Meeting and on the date of the AGM at 20 Moorgate, London EC2R 6DA from 2.15pm until the conclusion of the meeting:

- a) copies of the letters of appointment of the Directors of the Company;
- b) a copy of the existing Articles of Association of the Company; and
- c) a copy of the proposed new Articles of Association of the Company.

A copy of the existing Articles of Association and a copy of the proposed new Articles of Association will also be available for inspection at the offices of Sloane Robinson LLP, Den Norske Bank Building, 20 St Dunstan's Hill, London EC3R 8NR during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this notice until the conclusion of the AGM.

Appendix – Explanatory notes to the Notice of Annual General Meeting of the principal changes to the Company’s Articles of Association

It is proposed in Resolution 12 to adopt new Articles of Association (the ‘New Articles’) in substitution for and in order to update the Company’s current Articles of Association (the ‘Current Articles’), primarily to take account of changes in English company law brought about by the coming into force of the Shareholders’ Rights Regulations and the implementation of the last parts of the Companies Act 2006.

The principal changes introduced in the New Articles are summarised in this Appendix. Other changes, which are of a minor, technical or clarifying nature and also some other minor changes which merely reflect changes made by the Companies Act 2006 and the Shareholders’ Rights Regulations have not been noted in this Appendix.

1. The Company’s objects

The provisions regulating the operations of the Company are currently set out in the Company’s memorandum and articles of association. The Company’s memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Companies Act 2006 significantly reduces the constitutional significance of a company’s memorandum. The Companies Act 2006 provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the Companies Act 2006 the objects clause and all other provisions which are contained in a company’s memorandum, for existing companies at 1 October 2009, are deemed to be contained in the company’s articles of association but the company can remove these provisions by special resolution.

Further the Companies Act 2006 states that, unless a company’s articles provide otherwise, a company’s objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other provisions of its memorandum which, by virtue of the Companies Act 2006, have been treated as forming part of the Company’s articles of association. Resolution 12 confirms the removal of these provisions for the Company. As the effect of this resolution will be to remove the statement currently in the Company’s memorandum of association regarding limited liability, the New Articles also contain an express statement regarding the limited liability of shareholders.

2. Change of name

Under the Companies Act 1985, a company could only change its name by special resolution. Under the Companies Act 2006 a company will be able to change its name by other means provided for by its articles. To take advantage of this provision, the New Articles enable the Directors to pass a resolution to change the Company’s name.

3. Use of seals

Under the Companies Act 1985, a company required authority in its articles to have an official seal. Under the Companies Act 2006, such authority will no longer be required. Accordingly, the relevant authorisation has been removed in the New Articles.

The New Articles provide an alternative option for execution of documents (other than share certificates). Under the New Articles, when the seal is affixed to a document it may be signed by one authorised person in the presence of a witness, whereas previously the requirement was for signature by either a Director and the Secretary or two Directors or such other person or persons as the Directors may approve.



Appendix (continued)

4. Vacation of office by Directors

The Current Articles specify the circumstances in which a Director must vacate office. The New Articles update these provisions to reflect the approach taken on mental and physical incapacity in the model articles for public companies produced by the Department for Business, Innovation and Skills.

5. Voting by proxies on a show of hands

The Shareholders' Rights Regulations have amended the Companies Act 2006 so that it now provides that each proxy appointed by a member has one vote on a show of hands unless the proxy is appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution. The Current Articles have been amended to reflect these changes.

6. Electronic conduct of meetings

Amendments made to the Companies Act 2006 by the Shareholders' Rights Regulations specifically provide for the holding and conducting of electronic meetings. The Current Articles have been amended to reflect more closely the relevant provisions.

7. Chairman's casting vote

The New Articles remove the provision giving the Chairman a casting vote in the event of an equality of votes as this is no longer permitted under the Companies Act 2006.

8. Notice of general meetings

The Shareholders' Rights Regulations amend the Companies Act 2006 to require the Company to give 21 clear days' notice of general meetings unless the company offers members an electronic voting facility and a special resolution reducing the period of notice to not less than 14 clear days has been passed. Annual general meetings must be held on 21 clear days' notice. The New Articles amend the provisions of the Current Articles to be consistent with the new requirements.

9. Adjournments for lack of quorum

Under the Companies Act 2006 as amended by the Shareholders' Rights Regulations, general meetings adjourned for lack of quorum must be held at least 10 clear days after the original meeting. The Current Articles have been changed to reflect this requirement.

10. Suspension of transfers of shares

Articles enabling the Company to suspend transfers of shares have been removed in the New Articles due to inconsistency with Section 771 of the Companies Act 2006.