

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or about what action to take, you are recommended immediately to seek your own professional advice from your stockbroker, solicitor, accountant or other independent financial adviser authorised pursuant to the Financial Services and Markets Act 2000 (“FSMA”) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.**

If you have sold or otherwise transferred all of your shares in the Company please forward this document and the accompanying Forms of Proxy at once to the purchaser or transferee or the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. However, such documents should not be forwarded or transmitted into any jurisdiction in which such act would constitute a violation of the relevant laws of such jurisdiction. If you have sold or otherwise transferred only part of your holding of shares in the Company, you should retain these documents.

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## **Tersus Energy Plc**

*(Incorporated in England and Wales under the Companies Act 1985 with registered number 5314207)*

### **Proposed Cancellation of Admission to AIM**

**and**

### **Notices of Annual General Meeting and General Meeting**

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You are recommended to read the whole of this document but your attention is drawn, in particular, to the letter to Shareholders from the Directors of the Company. This letter explains the background to and reasons for the proposed cancellation of the admission of the Company’s shares to trading on AIM and contains recommendations that you vote in favour of the resolutions to be proposed at the Annual General Meeting and the General Meeting.

Notices of an Annual General Meeting and a General Meeting of the Company, to be held at 3.00 p.m. and 4.00 p.m. respectively, on Thursday, 18 September 2008 at the offices of Rosenblatt, 9-13 St Andrew Street, London EC4A 3AF, are set out at the end of this document.

Shareholders will find enclosed with this document two Forms of Proxy, one for use at the Annual General Meeting and one for use at the General Meeting. **To be valid, both Forms of Proxy should be completed and returned so as to be received at the offices of the Company’s registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6ZL** not later than 3.00 p.m. on 16 September 2008 for the Annual General Meeting Form of Proxy and 4.00 p.m. on 16 September 2008 for the General Meeting Form of Proxy.

The completion and return of the relevant Forms of Proxy will not affect your right to attend, speak at or vote in person at either the Annual General Meeting or the General Meeting (as appropriate) or any adjournment thereof, if you wish to do so. If you do not send valid Forms of Proxy or attend the Annual General Meeting or the General Meeting in person and vote, no one else may vote on your behalf.

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## DEFINITIONS

*The following definitions apply throughout this document unless the context requires otherwise:*

<b>“Admission”</b>	admission of the Ordinary Shares to trading on AIM, effective from 4 February 2005
<b>“Admission Document”</b>	the admission document of the Company in relation to Admission which is available for review on the Company Website
<b>“AIM”</b>	the market of that name operated by London Stock Exchange
<b>“AIM Rules for Companies”</b>	the rules for companies applying for admission to and whose securities are traded on AIM and published by London Stock Exchange as amended from time to time
<b>“Annual General Meeting”</b>	the annual general meeting of the Company convened for 3.00 p.m. on 18 September 2008, notice of which is set out at the end of this document
<b>“Cancellation of Admission”</b>	the cancellation of Admission subject to the passing of a resolution at the General Meeting
<b>“Company”</b>	Tersus Energy Plc
<b>“Company Website”</b>	<a href="http://www.tersusenergy.com">www.tersusenergy.com</a>
<b>“Directors” or “the Board”</b>	the directors of the Company whose names are set out on page 6 of this document
<b>“Forms of Proxy”</b>	the two forms of proxy enclosed with this document for use by Shareholders in connection with the Annual General Meeting and the General Meeting and <b>“Form of Proxy”</b> shall be construed in accordance with the context of its use
<b>“General Meeting”</b>	the general meeting of the Company convened for 4.00 p.m. on 18 September 2008, notice of which is set out at the end of this document
<b>“Group”</b>	the Company and its subsidiaries from time to time
<b>“London Stock Exchange”</b>	London Stock Exchange plc
<b>“New Share Option Plan”</b>	the Company’s 2005 Share Option Plan, details of which are set out in paragraph 6 of Part V of the Admission Document
<b>“Option-holders”</b>	holders of options over Ordinary Shares
<b>“Ordinary Shares”</b>	the ordinary shares of 0.5p in the capital of the Company
<b>“Performance Share Plan”</b>	the Company’s Performance Share Plan, details of which are set out in paragraph 6 of Part V of the Admission Document
<b>“Resolutions”</b>	the resolutions to be proposed at the Annual General Meeting and the General Meeting as set out in the relevant notices at the end of this document
<b>“Rollover Options”</b>	the options over shares of common stock in MCC Energy Group Inc. that were rolled over into options over Ordinary Shares as described in paragraph 10 of Part I of the Admission Document
<b>“Shareholders”</b>	holders of Ordinary Shares

<b>“Stand Alone Options”</b>	options to purchase Ordinary Shares excluding Rollover Options and options granted under the New Share Option Plan and options granted under the Performance Share Plan
<b>“Warrant-holders”</b>	holders of warrants to subscribe for Ordinary Shares
<b>“Warrant Instrument”</b>	the instrument constituting warrants to subscribe for up to 6,000,000 Ordinary Shares executed by the Company and dated 17 December 2007
<b>“Warrants”</b>	the warrants created by the Warrant Instrument

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Suspension from trading on AIM effective	7.00 a.m. 12 September 2008
Latest time and date for receipt of Annual General Meeting Form of Proxy	3.00 p.m. 16 September 2008
Latest time and date for receipt of General Meeting Form of Proxy	4.00 p.m. 16 September 2008
Annual General Meeting	3.00 p.m. 18 September 2008
General Meeting	4.00 p.m. 18 September 2008
Cancellation of Admission effective if Resolution passed	7.00 a.m. 26 September 2008
Cancellation of Admission effective if Resolution is not passed and no new nominated adviser is appointed	7.00 a.m. 13 October 2008

All the above times refer to London time.

If any of the above times and/or dates change, the revised times and/or dates will be notified to Shareholders by announcement through the Regulatory Information Service operated by London Stock Exchange.

**LETTER FROM THE CHAIRMAN OF  
TERSUS ENERGY PLC**

*(Incorporated in England and Wales under the Companies Act 1985 with registered number 05314207)*

*Directors*

John Francis Devaney, *(Non-Executive Chairman)*  
Steven Pakin Levine, *(Chief Executive Officer)*  
David Thomas Wilson, *(Finance Director)*  
Sharon Jones Clayton *(Non-Executive Director)*  
Nils Nilsen Trulsvik *(Non-Executive Director)*

*Registered Office*

343 Linen Hall  
162-168 Regent Street  
London  
W1B 5TD

26 August 2008

To: Shareholders, and for information only, to Option-holders and Warrant-holders

Dear Sir or Madam,

**PROPOSED CANCELLATION OF ADMISSION TO TRADING ON AIM,  
ANNUAL GENERAL MEETING AND GENERAL MEETING**

**1. Introduction**

As announced earlier today, the Company is seeking Shareholder approval to cancel the admission of the Ordinary Shares to trading on AIM.

The purpose of this letter is to:

- (a) give you further information about the background to and reasons for the proposed Cancellation of Admission and to seek your approval to the resolution at the General Meeting convened for this purpose. This letter also sets out why the Board believes the proposed Cancellation of Admission to be in the best interests of Shareholders as a whole, and also includes a recommendation from the Directors to vote in favour of the resolution; and
- (b) convene an annual general meeting of the Company.

**2. Cancellation of Admission**

As mentioned in the announcement of our results for the year ended 31 December 2007, the last financial year was a difficult year for the Company.

During 2007, our wholly owned subsidiaries, Navitas and Envinta, both saw reduced levels of activity and delays in bringing products to the market. Also our cash position was such that we had to release almost all of our employees during that year and the directors deferred payment of their salaries for the year.

We remain of the opinion that the Company's assets have value but it will take time to realise that value. However, the Company estimates that its present cash resources are sufficient to meet its current level of obligations (including those associated with maintaining trading on AIM) only for a period of less than twelve months. We are therefore continuing to review the cost base of the Company to reduce monthly spend and thus increase the period of time which our current resources will provide to us to realise the Company's assets.

As part of that review, your Board have concluded that the costs and regulatory requirements associated with maintaining admission to AIM are a significant burden on the Company's financial resources and outweigh the benefits gained from Admission. The costs include fees paid to the Company's nominated advisor and registrar, annual fees paid to London Stock Exchange, costs relating to public announcements, certain fees and expenses of directors and fees and expenses of accountants and lawyers engaged to provide services relating to the Company's Ordinary Shares being traded on AIM.

In addition to the overheads involved in maintaining our admission to AIM:

- the Company has seen limited trading volume in the Company's shares;
- the Directors consider that given the Company's size and share price it would be very difficult to raise any further funds on AIM; and
- the Directors consider that the best strategy for the Company is to focus on and support the investments made by the Company and minimise overheads with a view to realising those investments in due course and making distributions to Shareholders in the future.

After careful consideration, your Board have therefore concluded that it is in the best interests of the Company and Shareholders if the Company's admission to trading on AIM is cancelled.

In addition, our present nominated adviser has served notice of its resignation as nominated adviser and broker to the Company. The effective date of resignation is 11 September 2008. Under the AIM Rules for Companies, if a replacement nominated adviser is not found by 11 September 2008, the Ordinary Shares will be suspended from trading with effect from 7.00 a.m. on 12 September 2008 and if a replacement nominated adviser is not appointed within one month of the suspension, the admission of the Ordinary Shares to AIM will be cancelled with effect from 7.00 a.m. on 13 October 2008.

If Shareholders do not approve the Cancellation of Admission, the Company will use all reasonable endeavours to procure that a replacement nominated adviser is appointed. If Shareholders approve the Cancellation of Admission, however, there will be no need to appoint a replacement nominated adviser.

As part of the costs review of the Company, the Directors have agreed, subject to the Cancellation of Admission being approved, to accept a reduction in their current remuneration as set out in the table below:

<i>Director</i>	<i>Current Remuneration £</i>	<i>New Remuneration £</i>
John Francis Devaney	50,000	18,000
Steven Pakin Levine	100,000	42,000
David Thomas Wilson	85,000	42,000
Sharon Jones Clayton	30,000	18,000
Nils Nilsen Trulsvik	20,000	18,000
<b>Total</b>	<b>285,000</b>	<b>138,000</b>

Shareholders should note that the Cancellation of Admission may significantly reduce the liquidity and marketability of the Ordinary Shares. However, the Directors are aware that the Shareholders may still wish to acquire or dispose of Ordinary Shares following a Cancellation of Admission and, accordingly, intend to use reasonable endeavours to create and maintain a matched bargain settlement facility. Under this facility Shareholders or persons wishing to acquire shares will be able to leave an indication with the matched settlement bargain facility provider that they are prepared to sell or buy at an agreed price. In the event that the matched bargain settlement facility provider is able to match that order with an opposite sell or buy instruction, the matched bargain settlement facility provider will contact both parties and then effect the order. Shareholders who do not have their own broker will need to register with the matched settlement facility provider as a new client. The contact details of the matched bargain settlement facility provider once arranged will be made available to Shareholders on the Company Website.

There is no obligation on Shareholders to use the matched bargain settlement facility referred to above. Shareholders can effect further transactions in the Ordinary Shares off market at a price to be agreed between relevant parties. Once the transaction has been agreed the relevant parties should contact the Company's registrar whose contact details can be found on the Company Website.

Certain of the Directors intend to purchase shares following a Cancellation of Admission.

Should the Cancellation of Admission be approved, the Company intends to continue to act in an appropriate manner befitting a company with a wide shareholder base and, accordingly, will keep Shareholders abreast of developments through announcements published on the Company Website.

### **3. Options and Warrants**

#### ***Option-holders***

As at 21 August 2008, the latest practicable date prior to publication of this document, the Company had granted options over 10,243,963 Ordinary Shares to employees and Directors which remain outstanding and have not been exercised. These options comprise 2,532,296 Rollover Options, options to subscribe for 6,711,667 Ordinary Shares pursuant to the New Share Option Plan and options to subscribe for 1,000,000 Ordinary Shares pursuant to the Stand Alone Options. The option prices and number of Ordinary Shares to which they apply are 50p (4,111,667), 15p (2,600,000), 13.4p (2,532,296) and 2.5p (1,000,000).

In addition, the Company granted an option to KBC Peel Hunt to subscribe for 300,000 Ordinary Shares in the Company at a ten per cent. premium to the placing price of 50p on Admission which remains unexercised.

The proposed Cancellation of Admission will not affect the status of the options outlined above which can be exercised in accordance with their terms following the proposed Cancellation of Admission.

If the Cancellation of Admission is approved by Shareholders, however, your Directors propose to change the rules of the New Share Option Plan to remove any requirement for the Company to arrange for the Ordinary Shares to be admitted to trading following their issue.

The Company also operates a Performance Share Plan. However, there are no current obligations to issue Ordinary Shares pursuant to the Performance Share Plan.

The Company does not intend to grant any further options following the Cancellation of Admission or issue any shares pursuant to the Performance Share Plan. As stated in the Admission Document, furthermore, no additional Rollover Options have been or will be granted.

Option-holders are not entitled to attend or vote at either the Annual General Meeting or the General Meeting by virtue of or in respect solely of the fact of being an Option-holder.

#### ***Warrant-holders***

As at 21 August 2008, the latest practicable date prior to the publication of this Circular, the Company has granted warrants to subscribe for up to 6,000,000 Ordinary Shares to Bronsstadet AB at a price of 1p per share pursuant to its Warrant Instrument which remain outstanding and have not been exercised. Again, the proposed Cancellation of Admission will not affect the status of the Warrants which can be exercised in accordance with their terms notwithstanding the Cancellation of Admission.

Warrant-holders are entitled to attend both the Annual General Meeting and the General Meeting. However, Warrant-holders may not vote at either of those meetings by virtue of or in respect solely of the fact of being a Warrant-holder.

### **4. General Meeting**

Under the AIM Rules for Companies, it is a requirement that any Cancellation of Admission must be approved by not less than 75 per cent. of votes cast by Shareholders in general meeting. Accordingly the notice of General Meeting set out at the end of this document contains a special resolution: (i) to approve the application to London Stock Exchange for cancellation of admission of the Ordinary Shares to trading on AIM; and (ii) to approve such cancellation. The General Meeting will be held at the office of Rosenblatt, 9-13 St Andrew Street, London EC4A 3AF commencing at 4.00 p.m. on Thursday, 18 September 2008. If approved it is expected that Cancellation of Admission will take effect from 7.00 a.m. on 26 September 2008.

## **5. Annual General Meeting**

The Annual General Meeting will be held at the offices of Rosenblatt, 9-13 St Andrew Street, London EC4A 3AF commencing at 3.00 p.m. on Thursday, 18 September 2008.

There are a number of items of ordinary and special business that will be dealt with at the Annual General Meeting. These are set out in resolutions 1 to 7 in the Notice of the Annual General Meeting set out at the end of this document.

Resolutions 1 to 5 (inclusive) are proposed as ordinary resolutions which means that they must be approved by more than 50 per cent. of votes cast by Shareholders at the Annual General Meeting and resolutions 6 and 7 are proposed as special resolutions which means that they must be approved by not less than 75 per cent of votes cast by Shareholders at the Annual General Meeting.

The authority to allot Ordinary Shares pursuant to Resolution 5 and the disapplication of statutory pre-emption rights pursuant to Resolution 6 are in accordance with the ABI guidelines. The Directors, however, have no current intention to issue any further Ordinary Shares other than in relation to the share options and the warrants described in this circular.

Resolution 7 will cease to apply if the Shareholders approve the Cancellation of Admission as the resolution only permits the Company to purchase shares in the market.

A brief explanation of the resolutions that will be proposed is set out below:

### *Ordinary business*

**Resolution 1** which will be proposed as an ordinary resolution will receive and adopt the accounts for the year ended 31 December 2007. The financial statements for the year ended 31 December 2007 were posted to Shareholders on 30 June 2008.

**Resolution 2** which will be proposed as an ordinary resolution will receive and adopt the directors' remuneration report.

**Resolution 3** which will be proposed as an ordinary resolution will re-appoint Grant Thornton UK LLP as auditors of the Company and to fix their remuneration.

**Resolution 4** which will be proposed as an ordinary resolution will re-elect Steven Levine who retires in accordance with Article 92 of the Company's articles of association and who, being eligible, offers himself for re-election as a Director.

### *Special business*

**Resolution 5** which will be proposed as an ordinary resolution will grant to the Directors authority to allot relevant securities up to an aggregate nominal amount of £63,410, representing one third of the issued share capital of the Company. This authority will expire on the earlier of the conclusion of the next annual general meeting of the Company or 15 months after this Annual General Meeting.

**Resolution 6** which will be proposed as a special resolution will disapply statutory pre-emption rights. It will disapply, until the earlier of the conclusion of the next annual general meeting of the Company or 15 months after this Annual General Meeting, the statutory pre-emption rights for any allotment of shares in connection with pro-rata issues of new shares to Shareholders, grants of employee options and otherwise in respect of allotments of shares for cash up to an aggregate nominal amount of £9,511 (representing approximately 5 per cent. of the issued share capital of the Company).

**Resolution 7** which will be proposed as a special resolution will grant to the Company authority to make market purchases of up to 3,804,637 ordinary shares (representing approximately 10 per cent. of the issued share capital of the Company) at a minimum price of 0.5p per share and a maximum price (for so long as the ordinary shares of the Company are traded on AIM) of not more than 5 per cent above the average of the middle market quotations for an ordinary share in the Company taken from London Stock Exchanges Daily Official List for the five business days immediately preceding the day on which such share is contracted to

be purchased. This authority will expire on the earlier of the conclusion of the next annual general meeting of the Company or 15 months after this Annual General Meeting.

#### **6. Actions to be taken**

You will find enclosed with this document Forms of Proxy for use at the Annual General Meeting and the General Meeting. Whether or not you propose to attend either the Annual General Meeting or the General Meeting in person, Shareholders are requested to complete and return the Forms of Proxy so as to be received at the offices of the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6ZL as soon as possible and, in any event, not later than 3.00 p.m. on 16 September 2008 (for the Annual General Meeting Form of Proxy) and 4.00 p.m. on 16 September 2008 (for the General Meeting Form of Proxy). Completion and return of Forms of Proxy will not preclude you from attending either the Annual General Meeting or the General Meeting and voting in person if you wish.

#### **7. Recommendations**

The Directors consider that the Resolutions are in the best interests of the Company and the Shareholders as a whole and are most likely to promote the success of the Company for the benefit of the Shareholders as a whole.

The Directors unanimously recommend that you vote in favour of the Resolutions as they have undertaken to do in respect of their aggregate shareholdings of 3,158,704 Ordinary Shares, equivalent to approximately 8.3 per cent. of the issued share capital of the Company.

Yours faithfully

**John Devaney**  
Chairman

## Notice of Annual General Meeting 2008 of Tersus Energy PLC

**NOTICE IS HEREBY GIVEN** that the third annual general meeting of Tersus Energy Plc (the “**Company**”) (incorporated in England and Wales with registered number 5314207) will be held at the offices of Rosenblatt, 9-13 St Andrew Street, London EC4A 3AF on Thursday, 18 September 2008 at 3.00 p.m. for the following purposes:

### As ordinary business

1. To receive and consider the audited accounts of the Company for the year ended 31 December 2007 and the reports of the Directors and Auditors thereon.
2. To receive and adopt the Directors’ remuneration report for the year ended 31 December 2007.
3. To re-appoint Grant Thornton UK LLP as auditors of the Company until the conclusion of the next annual general meeting at which accounts are laid before the Company and to authorise the Directors to fix their remuneration.
4. To re-elect Steven Levine who has been appointed since incorporation of the Company and retires in accordance with Article 92 of the Company’s articles of association and who, being eligible, offers himself for re-election, as a Director.

### Special Business

5. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

**THAT** the Directors be and they are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (the “**Act**”) and in substitution for any existing power to allot relevant securities to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) of the Company up to an aggregate nominal amount of £63,410 during the period commencing on the date of the passing of this resolution and expiring on the earlier of the conclusion of the annual general meeting of the Company in 2009 and 15 months after this Annual General Meeting, but so that this authority shall allow the Company to make before the expiry of this authority, offers or agreements which would or might require relevant securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot relevant securities in pursuance of such offers or agreements.

6. To consider and, if thought fit, to pass the following resolution as a special resolution:

#### **THAT**

- (a) the Directors be and they are hereby empowered, pursuant to section 95 of the Act:
  - (i) subject to the passing of Resolution 5 set out in the notice of this meeting, to allot equity securities (within the meaning of section 94 of the Act) for cash consideration pursuant to the authority given by the said Resolution; and
  - (ii) to transfer equity securities (within the meaning of section 94 of the Act) which are held by the Company in treasury;

as if section 89(1) of the Act did not apply to any such allotments or transfers, provided that this power shall be limited to the allotment or transfer of equity securities:

- (A) in connection with or the subject of an offer or invitation, open for acceptance for a period fixed by the Directors, to holders of ordinary shares and such other equity securities of the Company as the Directors may determine on the register on a fixed record date in proportion (as nearly as may be) to their respective holdings of such securities or in accordance with the rights attached thereto (including equity securities which, in connection with such offer or invitation, are the subject of such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with

fractional entitlements that would otherwise arise or with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory);

- (B) pursuant to the grant or exercise of any share options pursuant to any share scheme of the Company in force from time to time and any shares acquired or held by the Company in treasury may be transferred in satisfaction of the exercise of such options;
- (C) (otherwise than pursuant to sub paragraphs (A) and (B) above) up to an aggregate nominal amount of £9,511 (representing approximately 5 per cent of the issued share capital of the Company);

and shall expire at the earlier of the conclusion of the annual general meeting of the Company in 2009 and 15 months after this Annual General Meeting, except that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot equity securities in pursuance of such offers or agreements; and

- (b) all authorities previously conferred under section 95 of the Act be and are hereby revoked, provided that such revocation shall not have retrospective effect.

7. To consider and, if thought fit, to pass the following resolution as a special resolution:

**THAT** in substitution for any existing power under section 166 of the Act, but without prejudice to the exercise of any such power prior to the date hereof, the Company generally be and is hereby generally and unconditionally authorised for the purposes of section 166 of the Act to make market purchases (as defined in section 163 of the Act) of fully paid ordinary shares of 0.5p each provided that:

- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 3,804,637 (being approximately 10 per cent of the issued ordinary share capital of the Company as at the date of the passing of this resolution);
- (b) the minimum price which may be paid for any such ordinary share is 0.5p being the nominal value thereof;
- (c) the maximum price (exclusive of expenses) which may be paid for such shares for so long as the ordinary shares of the Company are traded on AIM shall be 5 per cent above the average of the middle market quotations for an ordinary share in the Company taken from London Stock Exchanges Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased;
- (d) the authority hereby conferred shall expire on whichever is the earlier of the conclusion of the next annual general meeting of the Company in 2009 or 15 months after this Annual General Meeting; and
- (e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be completed or executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract.

By order of the Board

**David Thomas Wilson**  
Company Secretary

*Registered office*  
343 Linen Hall,  
162-168 Regent Street,  
London W1B 5TD  
26 August 2008

## Notes

1. A member entitled to attend and vote at this meeting may appoint one or more proxies to attend, speak and vote instead of him or her.

A proxy need not be a member of the Company.

2. A form of proxy is provided with this notice. To be effective, the form of proxy and any power of attorney or other authority under which it is signed (or a notarially certified copy of such authority) must be deposited at the office of the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6ZL no later than 3.00 p.m. on 16 September 2008 or forty-eight hours before the time fixed for any adjournment of the meeting.
3. Appointment of a proxy will not preclude a member from attending and voting in person at the meeting.
4. Pursuant to regulation 41(1) of the Uncertificated Securities Regulations 2001 (2001 No. 3755), the Company has specified that only those members registered on the register of members of the Company at 6.00 p.m. on 16 September 2008 or, in the event that the meeting is adjourned, on the register of members 48 hours before the time of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their name at that time. Changes to the register of members after 6.00 p.m. on 16 September 2008 or, in the event that the meeting is adjourned, 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. There will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this notice to the date of the annual general meeting and at the place of the meeting for 15 minutes prior to and during the meeting the Register of Directors' Interests required to be kept by the Act and copies of the Directors' service contracts and letters of appointment.

## **Notice of General Meeting 2008**

**NOTICE IS HEREBY GIVEN** that a general meeting of Tersus Energy Plc (the “**Company**”) (incorporated in England and Wales with registered number 5314207) will be held at the offices of Rosenblatt, 9-13 St Andrew Street, London EC4A 3AF on Thursday, 18 September 2008 at 4.00 p.m. for the purposes of considering and, if thought fit passing, the following resolution which will be proposed as a special resolution:

### **Special Resolution**

**THAT** the application by the Company to London Stock Exchange plc to cancel admission of its ordinary shares to trading on the AIM market be and is hereby approved and such cancellation be and is hereby approved.

By order of the Board

**David Thomas Wilson**  
Company Secretary

*Registered office*  
343 Linen Hall,  
162-168 Regent Street,  
London W1B 5TD

26 August 2008

## Notes

1. A member entitled to attend and vote at this meeting may appoint one or more proxies to attend, speak and vote instead of him or her.

A proxy need not be a member of the Company.

2. A form of proxy is provided with this notice. To be effective, the form of proxy and any power of attorney or other authority under which it is signed (or a notarially certified copy of such authority) must be deposited at the office of the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6ZL no later than 4.00 p.m. on 16 September 2008 or forty-eight hours before the time fixed for any adjournment of the meeting.
3. Appointment of a proxy will not preclude a member from attending and voting in person at the meeting.
4. Pursuant to regulation 41(1) of the Uncertificated Securities Regulations 2001 (2001 No. 3755), the Company has specified that only those members registered on the register of members of the Company at 6.00 p.m. on 16 September 2008 or, in the event that the meeting is adjourned, on the register of members 48 hours before the time of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their name at that time. Changes to the register of members after 6.00 p.m. on 16 September 2008 or, in the event that the meeting is adjourned, 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. There will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this notice to the date of the annual general meeting and at the place of the meeting for 15 minutes prior to and during the meeting the Register of Directors' Interests required to be kept by the Act and copies of the Directors' service contracts and letters of appointment.

