

NOTICE OF MEETING

Volta Finance Limited

A closed-ended limited liability company registered in Guernsey under the Companies (Guernsey) Law, 2008 (as amended) with registered number 45747 and registered with the Netherlands Authority for the Financial Markets pursuant to Section 1:107 of the Dutch Financial Markets Supervision Act (the "Company").

Notice of the seventh Annual General Meeting of the Company

In accordance with the Company's Articles of Incorporation, notice is hereby given that the seventh Annual General Meeting of the Company will be held at the Company's registered office, 3rd Floor, Natwest House, Le Truchot, St Peter Port, Guernsey GY1 1WD, Channel Islands, at 10:00am (London time) on 3 December 2013.

The Directors of the Company wish to notify shareholders of the following:

- the Directors of the Company will continue with a temporary 10% reduction to their remuneration until the conclusion of the eighth AGM of the Company; and
- in accordance with the UK Corporate Governance Code, the Chairman wishes to inform shareholders that a formal performance evaluation process was undertaken in relation to his own re-election and Paul Varotsis' re-election. The Board found both Mr Gilligan and Mr Varotsis to be valuable members of the Board and wishes to propose their re-election for approval by the shareholders.

Agenda

Ordinary Business

1. To adopt the audited financial statements of the Company for the year ended 31 July 2013, including the reports of the Directors and the Auditors (the "Accounts").
2. To re-appoint KPMG Channel Islands Limited of 20 New Street, St Peter Port, Guernsey as the Company's Auditors to hold office until the conclusion of the next AGM.
3. To authorise the Board to negotiate and fix the remuneration of the Auditors in respect of the year ending 31 July 2014.
4. To re-elect James Gilligan as Chairman of the Board of Directors of the Company for a term of three years.
4. To re-elect Paul Varotsis as an Independent Director of the Company for a term of two years.
5. To approve a final dividend* for the period ended 31 July 2013 in respect of the Company's ordinary shares, Class B share and Class C shares of €0.31 per share, with an ex-dividend date of 5 December 2013, a record date of 9 December 2013 and a payment date of 30 December 2013.

* Provided always that no dividend shall be paid in respect of any shares held by the Company as treasury shares.

6. To renew the authorisation of the Company unconditionally and generally for the purposes of Section 315 of the Companies (Guernsey) Law, 2008 (as amended) to make market purchases** of ordinary shares in the Company provided that:
 - a. the maximum number of ordinary shares in each class authorised to be purchased is 14.99% of each class of the ordinary shares in issue at any time;
 - b. the minimum price payable by the Company for each ordinary share is 1% of the average of the mid-market values of the ordinary shares of that class in the Company for the five business days prior to the date of the market purchase and the maximum price payable by the Company for each ordinary share will not be more than 105% of the average of the mid-market values of the ordinary shares of that class in the Company for the five business days prior to the date of the market purchase; and
 - c. such authority shall expire at the conclusion of the next Annual General Meeting of the Company.

** Provided always that the market purchase will meet the criteria stipulated in the Commission Regulation (EC) of 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buy-back programmes and stabilisation of financial instruments (No 2273/2003) (unless the purchases would not bear the risk of breaching the market manipulation prohibition).

Notes

1. The Company's 2013 annual report and accounts will be published on 21 October 2013.
2. Copies of the Company's Memorandum and Articles of Incorporation and its 2013 annual report and accounts are available for inspection at the Company's registered office during normal business hours and are available on request free of charge from the Company Secretary, Sanne (Guernsey) Limited, 3rd Floor, Natwest House, Le Truchot, St Peter Port, Guernsey, GY1 1WD, Channel Islands (e-mail: voltafinance@sannegroup.com) and from the Listing Agent, ING Bank N.V., Bijlmerplein 888, 1102 MG Amsterdam, The Netherlands or from the Company's website (www.voltafinance.com).
3. Investors holding ordinary shares via an admitted institution of Euroclear Nederland who wish to attend or to exercise the voting rights attached to the shares at the AGM should contact their admitted institution as soon as possible. Only those investors holding ordinary shares via an admitted institution of Euroclear Nederland as at 10:00am (London time) on 29 November 2013 shall be entitled to attend and/or exercise their voting rights attached to such shares at the AGM.
4. Should the Class B shareholder being entitled to vote wish to attend or exercise the voting rights attached to the shares at the AGM they should contact the Company Secretary as soon as possible.
5. All shareholders maintain the right to elect a proxy to vote on their behalf at the AGM.
6. The quorum requirements for the conduct of Ordinary Business are set out under Article 16(2) of the Company's Articles of Incorporation and the quorum requirements for the conduct of Special Business are set out under Articles 16(3)–(7). The consideration of Special Business, if applicable, requires a larger quorum than for Ordinary Business. In the event that there exists at the commencement of the AGM a quorum for Ordinary Business but no quorum for Special Business this situation shall not impede the AGM from proceeding to consider the Ordinary Business on its own and passing such resolutions arising there from. The progression of Special Business thereafter shall be dealt with on its own and in accordance with Articles 16(3)–(7).
7. In accordance with Dutch regulatory requirements, the Notice period for an AGM of the Company is 42 days.

For and on behalf of

Sanne Group (Guernsey) Limited

Company Secretary

18 October 2013