

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.
If you are in doubt as to what action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your registered holding of ordinary shares in the Company please forward this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

EIH PLC
(Registered in the Isle of Man with no. 006738V)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting of EIH PLC to be held at Fort Anne, Douglas, Isle of Man on 21st June 2011 at 10.00 a.m. is set out at the end of this document and the recommendation of the directors is set out on page 4

To be valid, any instrument appointing a proxy must be received by the Company Secretary at the registered office of EIH PLC, Fort Anne, Douglas, Isle of Man IM1 5PD as soon as possible but in any event so as to arrive no later than 10.00 a.m. on 19th June 2011.

EIH PLC
(Registered in the Isle of Man with no. 006738V)

Directors

Rhys Cathan Davies *
Brett Lance Miller *
Ramanan Raghavendran *

* non-executive Directors

Registered Office

Fort Anne
Douglas
Isle of Man IM1 5PD

25th May 2011

To holders of ordinary shares of £0.01 each in EIH PLC

Dear Shareholder

This letter gives details of the business to be transacted at the 2011 Annual General Meeting of EIH PLC (the "**Company**").

Annual General Meeting

Notice of the Annual General Meeting is given on page 4.

Resolutions 1 and 2 set out in the Notice deal with the ordinary business to be transacted at the meeting; Resolutions 3 and 4 deal with the special business to be transacted at that meeting.

Resolution 1

This resolution relates to the proposal to receive and adopt the Company's audited accounts for the year ended 31 December 2010.

Resolution 2 - re-election of director (ordinary resolution)

The Articles of Association of the Company require one third of the directors to retire by rotation at every annual meeting. Resolution 2 proposes the re-election of Mr. Rhys Cathan Davies.

Resolution 3

KPMG Audit LLC will retire at the forthcoming annual general meeting. Resolution 3 seeks the re-appointment of KPMG Audit LLC as the Company's auditors.

Resolution 4

Although such authority is not strictly required to be obtained as the Company is no longer subject to the Companies Acts 1931-2004 (as amended), it is proposed in terms of Resolution 4 that the Company be given the flexibility to purchase shares in the capital of the Company on market. The authority, if granted, will expire at the next annual general meeting or eighteen months following the passing of the authorising resolution.

Action to be taken

You are asked to complete the attached Form of Proxy and return it, together with any power of attorney or other authority under which it is signed or a notarially certified or office copy thereof, to the Company Secretary at the Company's registered office, Fort Anne, Douglas, Isle of Man IM1 5PD, so as to arrive no later than 48 hours before the time of the Annual General Meeting.

Completion of the Form of Proxy does not prevent a member from attending and voting in person.

Location of meeting

The Annual General Meeting will be held at Fort Anne, Douglas, Isle of Man.

Recommendation

The Board believes that the resolutions to be put to the Annual General Meeting are in the best interests of the shareholders as a whole and, accordingly, recommends that the shareholders vote in favour of the resolutions.

Yours faithfully

Rhys Cathan Davies
Chairman

NOTICE OF ANNUAL GENERAL MEETING
EIH PLC
(Registered in the Isle of Man with no. 006738V)

NOTICE is hereby given that the Annual General Meeting of EIH PLC (the "**Company**") will be held at Fort Anne, Douglas, Isle of Man on 21st June 2011 at 10.00 a.m. for the transaction of the following business:

ORDINARY BUSINESS

As ordinary business to consider and, if thought fit, to pass the following resolutions, all of which will be proposed as ordinary resolutions:

1. That the Company's annual accounts for the year ended 31st December 2010, together with the directors' report and the auditors' report on those accounts, be received and adopted.
2. That Rhys Cathan Davies, who retires by rotation as a director under Article 92.1 of the Company's Articles of Association, be re-elected as a director.

SPECIAL BUSINESS

As special business to consider and, if thought fit, to pass the following resolutions, of which number 3 will be proposed as an ordinary resolution, and number 4 will be proposed as a special resolution:

3. That KPMG Audit LLC be re-appointed as auditors to the Company until the conclusion of the next Annual General Meeting of the Company and the directors be authorised to fix the auditors' remuneration.
4. To authorise the Company generally to make market purchases of ordinary shares of £0.01 each in the capital of the Company ("**Shares**") provided that:
 - (a) the maximum number of Shares hereby authorised to be acquired is 14.99 per cent. of the Shares in issue as at 21st June 2011;
 - (b) the minimum price that may be paid for each Share is £0.01 (nominal value);
 - (c) the maximum price that may be paid for each Share is an amount equal to 105% per cent. of the average of the middle market quotation for a Share as derived from the Daily Official List of London Stock Exchange plc for the five business days immediately preceding the day on which the Shares are contracted to be purchased;

- (d) the authority hereby conferred shall (unless previously renewed or revoked) expire no later than the earlier of eighteen months following the passing of this resolution and the conclusion of the next annual general meeting of the Company; and
- (e) the Company may make a contract to acquire its Shares under the authority conferred prior to the expiry of such authority, which will or may be executed wholly or partly after such authority, and may purchase its Shares in pursuance of any such contract.

BY ORDER OF THE BOARD

Andrew James Baker
Company Secretary

Date: 25th May 2011

Registered Office: Fort Anne, Douglas, Isle of Man IM1 5PD

Notes:

- (i) A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (ii) To have the right to attend and vote at the meeting you must hold ordinary shares in the Company and your name must be entered on the share register of the Company in accordance with note iv below.
- (iii) A Form of Proxy is enclosed for your use. To be valid, the Form of Proxy (and any power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) must be received by the Company Secretary at the Company's registered office, Fort Anne, Douglas, Isle of Man IM1 5PD as soon as possible but, in any event, no later than 10.00 a.m. on 19th June 2011. Completion and return of a Form of Proxy will not preclude a member from attending and voting at the meeting or at any adjournment thereof in person if he or she wishes to do so.
- (iv) The time by which a person must be entered on the register of members in order to have the right to attend or vote at the meeting is 10.00 a.m. on 19th June 2010. If the meeting is adjourned, the time by which a person must be entered on the register of members in order to have the right to attend or vote at the adjourned meeting is 48 hours before the date fixed for the adjourned meeting. Changes to entries on the register of members after such times shall be disregarded in determining the rights of any person to attend or vote at the meeting.

EIH PLC

(the "Company")

Form of Proxy for use at the 2011 Annual General Meeting

(PLEASE COMPLETE IN BLOCK CAPITALS)

I/We¹.....of.....
being a shareholder of the Company hereby appoint the Chairman of the meeting or²

.....
as my/ our proxy to attend, represent and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at Fort Anne, Douglas, Isle of Man at 10.00 a.m. on 21st June 2011 and at any adjournment thereof.

I/We direct my/our proxy to vote on the resolutions set out in the notice convening the Annual General Meeting as follows:

Resolution	For	Against	Abstain ⁶
1 To receive and adopt the Company's annual accounts and the directors' and auditors' reports			
2 To re-elect Rhys Cathan Davies as a director			
3 To reappoint KPMG LLC as auditors to the Company and authorise the directors to fix their remuneration			
4 To authorise the Company to make market purchases of Shares in the Company			

Please indicate with an "X" in the appropriate box above how the proxy should vote and then sign in the space provided below. If no specific direction as to voting is given, the proxy will vote at his/her discretion.

Dated 2011

Signature³

Notes:

- ¹ Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The name of all joint holders should be stated.
- ² If you wish to appoint another person to be your proxy instead of the Chairman of the meeting, you should delete the relevant words, and write the name of your proxy in the space provided and initial the alteration. Such proxy need not also be a member.
- ³ This form must (a) in the case of an individual be signed by the appointor or his attorney duly authorised in writing; and (b) in the case of a corporation, be executed under its common seal or signed by an officer or attorney so authorised.
- ⁴ In the case of joint holders, if more than one such joint holder is present, only the person whose name stands first in the Register of Members in respect of the relevant joint holding will be entitled to vote, whether in person or by proxy.
- ⁵ To be effective, forms of proxy must be received by the Company Secretary at the Company's registered office, Fort Anne, Douglas, Isle of Man IM1 5PD, as soon as possible but, in any event, no later than 10.00a.m. 19th June 2011. Completion and return of a form of proxy will not preclude a member from attending and voting at the Meeting or at any adjournment thereof in person if he or she wishes to do so.
- ⁶ The "Abstain" option is provided to enable you to abstain on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted as a vote "For" or "Against" a resolution.
- ⁷ Any alteration to the Form of Proxy must be initialled.