SYMPHONY INTERNATIONAL HOLDINGS LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of the Company will be held at 8 Place Bel-Air, CH-1260 Nyon, Switzerland (Telephone: (41-22) 365-8111) on Monday, 29 April 2013 at 11.30 a.m. CET for the purpose of the following matters:

Ordinary Business

To receive the annual report which includes the financial statements for the year ended 31 December 2012.

Ordinary Resolution

Resolution 1

To consider and, if thought fit, passing the following ordinary resolution:

THAT the Company be and is hereby generally and unconditionally authorised in accordance with section 59 of the BVI Business Companies Act 2004 (as amended) to make market purchases of its own Shares at the discretion of the Directors and on such terms and in such manner as the Directors may from time to time determine provided that:

(a) the maximum number of Shares hereby authorised to be purchased shall be 14.99 per cent. of the Shares in issue (equivalent to 77,232,182 Shares) at the date of this notice;

(b) the maximum price which may be paid for any such Share shall not exceed the higher of:

  (i) 5 per cent. above the average market value of the Company's Shares for the five business days prior to the day the purchase is made; and

  (ii) the higher of the price of the last independent trade and the highest current independent bid at the time of the purchase on the trading venues where the purchase is carried out; and

(c) the authority hereby confirmed shall expire at the conclusion of the Company’s next annual general meeting.

Special Resolutions

To consider and, if thought fit, passing the following special resolutions:

Resolution 2

Article 2.5 and Article 2.6 shall be deleted and replaced with the following:

2.5 In relation to the issue of new Shares:

  (A) the Directors of the Company shall be obliged to seek the approval of a Resolution of Shareholders to increase the Company’s Capital by the issue of new Shares in consideration for cash, including promissory notes or other written obligation to contribute cash, at an issue price per Share which represents a discount of more than 15 per cent. to the net asset value per Share that is last published before the date of the relevant Resolution of Directors regarding the Capital increase; and, as the case may be,

(B) the Directors of the Company shall be obliged to seek the approval of a Special Resolution of Shareholders in a general meeting, if at the date that the Directors resolve to issue such Shares:

(1) more than 30 per cent. of the Company's Capital is held in temporary investments or on deposit with commercial banks; or

(2) such issue of new Shares would exceed 50 per cent. in value of the Company's Capital,

save that the requirements set out in paragraphs (A) and (B) above shall in no circumstances apply to:

(a) an issue of Shares in payment of all or part of the purchase price for an investment, provided that (i) such new Shares are issued either at no discount or at a discount of no more than 10 per cent. of our net asset value (based on a net asset value valuation produced specifically for the purpose of such issue), (ii) the issue will not create an offer for our Shares and (iii) when aggregated with other Shares issued in payment of all or part of the purchase price for an investment in any calendar year, the aggregate value does not exceed 50 per cent. of our outstanding borrowings and issued share capital at the beginning of that calendar year;

(b) an issue of Shares pursuant to the exercise of Share Options or Warrants;

(c) the issue of Management Shares; and

(d) the issue of Shares pursuant to the exercise of rights of conversion by holders of convertible Securities by the Company.

2.6 At any time when less than 30 per cent. of the Company's Capital is held in temporary investment or deposited with commercial banks, the Investment Manager will be entitled to raise, subject to the approval of a committee of the Board comprising of the Key Persons who are Directors, and (where relevant) the approval of Shareholders pursuant to Article 2.5, further finance (through the issuance of further Shares and/or through other financing arrangements) in the Company's name without the consent of Shareholders or the holders of any other Securities.

Resolution 3

Revised articles

Article 1.1

Every Shareholder is entitled to a certificate signed by a Director or officer of the Company, or any other person authorised by Resolution of Directors, or under the Seal, specifying the number of Shares held by him. The signature of the Director, officer or authorised person and the Seal may be facsimiles or affixed by any electronic means (including laser printing).

Article 17

17.1 The Company shall have a Seal an impression of which shall be kept at the office of the registered agent of the Company. The Company may have more than one Seal and references herein to the Seal shall be references to every Seal which shall have been duly adopted by Resolution of Directors. The Directors shall provide for the safe custody of the Seal and for an imprint thereof to be kept at the registered office. Except as otherwise expressly provided herein the Seal when affixed to any written instrument shall be witnessed and attested to by the signature of any one

Director or other person so authorised from time to time by Resolution of Directors. Such authorisation may be before or after the Seal is affixed, may be general or specific and may refer to any number of sealings.

17.2 The Directors may provide for:

(a) a facsimile of the Seal and of the signature of any Director or authorised person which may be reproduced by printing or other means; or
(b) an electronic reproduction of the Seal and of the signature of any Director or authorised person which may be reproduced electronically (including by laser printing), by printing or other means,

on any instrument and it shall have the same force and validity as if the Seal had been affixed to such instrument and the same had been attested to as hereinbefore described.

By order of the Board,

Anil Thadani
Director

Dated this 2nd day of April 2013

1. A shareholder entitled to attend and vote at the Annual General Meeting may appoint a proxy (who need not be a member of the Company) to attend and to vote in his place. The instrument appointing a proxy should be deposited with Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU, United Kingdom no later than 48 hours before the Annual General Meeting. If the appointee is a corporation, this form must be executed under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

2. In order to qualify for attending the above Meeting, all instruments of transfers must be lodged with Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU, United Kingdom not less than 48 hours before the time appointed for holding the Meeting or the adjourned Meeting (as the case may be).

3. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.

4. The ordinary resolution and the special resolutions of the Annual General Meeting will be passed by a simple majority, and 75% majority, respectively, of the votes validly cast, whatever be the number of shareholders present or represented at the Annual General Meeting. Each share is entitled to one vote.

5. Holders of Depository Interests should complete the Form of Direction enclosed with their Notice of Annual General Meeting.

6. Holders of Depositary Interests can instruct Capita IRG Trustees Limited, the Depositary, or amend an instruction to a previously submitted direction, via the CREST system. The CREST message must be received by the issuer's agent RA10 by 11 a.m. (BST) on Thursday, 25 April 2013. 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 issuer's agent is able to retrieve the message. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with instructing Capita IRG Trustees Limited via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. We may treat as invalid a direction appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. In any case your form of direction must be received by the Company's registrars no later than 11 a.m. (BST) on Thursday, 25 April 2013.

EXPLANATORY NOTES TO RESOLUTIONS OF THE NOTICE OF ANNUAL GENERAL MEETING

Resolution 1

The Company was granted authority by Shareholders at the Annual General Meeting held on 30 April 2012 to establish a share purchase programme that would allow the Company to purchase up to 14.99 per cent of its own Shares. The Company is seeking Shareholders' approval to renew the authority for the Company to make market purchases of its own Shares.

The purpose of the share purchase programme would allow the Company to seek to address any imbalance between supply and demand for the Shares that may have reflected the difference between the published Net Asset Value per share and the price quoted for the Shares.

The resolution proposed in relation to this programme provides the authority of the Directors to purchase Shares that will last until the conclusion of the next Annual General Meeting, which is anticipated to take place in April 2014. The Company will utilise the authority to purchase Shares by either a single purchase or a series of purchases, when market conditions allow, with the aim of maximising the benefit to Shareholders.

Resolution 2

At the time of the Company's Rights Issue of shares in October 2012, the Directors stated an intention to propose the addition of a new Article to the Articles of Association to prohibit the issuance of Shares by the Company at a price which represents a discount of more than 15 per cent. to the then most recently published net asset value per Share, except where approved by a Resolution of Shareholders (such approval to be sought on a case-by-case basis) with the exceptions as outlined in the resolution.

Resolution 3

When share certificates are issued to Shareholders, they are required to be signed by a Director of the Company under Seal. This process is costly and laborious. In keeping with modern practice, the Directors propose to provide for a facsimile, or an electronic reproduction, of the Seal and of the signature of any Director or authorised person on any instrument.