

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 Common Shares or your Depository Interests in the Company, please forward this document, together with the accompanying Form of Proxy (if you are a Shareholder) or Form of Direction (if you are a Depository Interest holder), 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.

## **IRF EUROPEAN FINANCE INVESTMENTS LTD.**

### **NOTICE OF ANNUAL GENERAL MEETING**

Notice for the 2014 Annual General Meeting to be held at the offices of Appleby (Bermuda) Limited, Canon's Court, 22 Victoria Street, Hamilton, Bermuda on Tuesday 31 March 2015 at 10am Bermuda time is set out at the end of this document and the recommendation of the directors is set out on page 3.

A Form of Proxy for use at this meeting is enclosed. To be valid, any instrument appointing a proxy must be received by the Company's registrars at Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham BR3 4ZF as soon as possible but in any event so as to arrive not later than 10am Bermuda time (1pm UK time) on 26 March 2015. Completion and return of a Form of Proxy will not preclude attendance from and voting at the meeting.

Holders of depository interests ("**Depository Interests**") representing shares on a 1 for 1 basis in the Company will need to complete the enclosed form of direction (the "**Form of Direction**") instructing Capita IRG Trustees Limited as its/their proxy to vote on its/their behalf at the Annual General Meeting convened by the above notice. To be effective, the Form of Direction, together with the power of attorney or other authority (if any) under which it is signed, or a notarially or otherwise certified copy of such power or authority, must be received by Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham BR3 4ZF by not later than 10am Bermuda time (1pm UK time) 25 March 2015.

The Directors reserve the right to extend the deadlines for receipt of Forms of Proxy or Forms of Direction set out in the preceding two paragraphs at their sole discretion.

**Directors**

Angeliki Frangou  
 Loucas Valetopoulos  
 Sheldon Goldman  
 Alexander Meraclis

**Registered Office**

Canon's Court  
 22 Victoria Street  
 Hamilton  
 HM12 Bermuda

6 March 2015

**To our Shareholders:**

This letter gives details of the business to be transacted at the 2014 Annual General Meeting of the Company.

**US SHAREHOLDERS**

The Company is likely to be classified as a passive foreign investment company for US federal income tax purposes (a "**PFIC**") for 2014. Enclosed with this notice of Annual General Meeting is a brief summary for US taxable shareholders. If you are a taxable US person, you are advised to consult your tax advisers to discuss the consequence of the Company's PFIC status and the impact, if any, on you.

**ANNUAL GENERAL MEETING**

Notice of the 2014 Annual General Meeting is given on page 4. Resolutions 1 and 2 deal with the business to be transacted at this meeting. Further explanation in relation to these resolutions is set out below. All resolutions to be proposed to the meeting require approval by a majority of votes cast and shall be decided on a show of hands unless a poll is demanded.

*Annual accounts of the Company for the financial year ended 31 December 2013*

In accordance with the Bermuda Companies Act (the "**Act**"), the Company's annual accounts for the year ended 31 December 2013 will be laid before the meeting.

*Designation of the Company's directors*

Bye-Law 23 of the Company's bye-laws provides that each director of the Company should be designated as one of the following: Class I director, Class II director or Class III director.

Pursuant to shareholder resolutions passed at the Company's 2006 Annual General Meeting on 20 December 2006 and a subsequent shareholder resolution effective 26 June 2014, the directors are designated as follows:

Class I directors	Panagiotis Throuvalas Alexander Meraclis
Class II director	Sheldon Goldman
Class III director	Angeliki Frangou

A Class II director is to serve as a director until the conclusion of the 2014 Annual General Meeting of the Company, and subsequently shall (unless his office is vacated in accordance with the bye-laws) serve for three year terms, each concluding at the third Annual General Meeting of the Company after the Class III director was appointed or re-appointed.

**RESOLUTION 1 - RE-APPOINTMENT OF GRANT THORNTON AS AUDITORS OF THE COMPANY**

Shareholders are being asked to approve Grant Thornton A.E.'s re-appointment as the Company's auditors until the close of the next Annual General Meeting and to approve the giving of authority

to the Company's board of directors to determine their reasonable compensation.

## RESOLUTION 2 - RE-ELECTION OF ANGELIKI FRANGO AS A CLASS III DIRECTOR

Angeliki Frangou has been the chairman of the board of directors of the Company (the "Board") since 15 September 2005. Mrs. Frangou has also been the chairman of the board of directors and chief executive officer of Navios Maritime Holdings Inc. since August 2005. Mrs. Frangou is also chairman of the board of directors and chief executive officer of Navios Maritime Partners L.P. since August 2007, of Navios Maritime Acquisition Corporation since March 2008 and of Navios Maritime Midstream Partners L.P. since October 2014. Mrs. Frangou has also been the Chairman of the Board of Directors of Navios Logistics since its inception in December 2007. Mrs. Frangou is member of the Board of the United Kingdom Mutual Steam Ship Assurance Association (Bermuda) Limited, Vice Chairman of China Classification Society Mediterranean Committee, a member of the International General Committee and of the Hellenic and Black Sea Committee of Bureau Veritas, as well as a member of Greek Committee of Nippon Kaiji Kyokai. Since February 2015, Mrs. Frangou is a Member of the Board of the Union of Greek Shipowners. Since July 2013, Mrs. Frangou has been a Member of the Board of Visitors of the Columbia University School of Engineering and Applied Science. Mrs. Frangou received a bachelor's degree in mechanical engineering, summa cum laude, from Fairleigh Dickinson University and a master's degree in mechanical engineering from Columbia University.

It is proposed that Ms. Frangou be re-elected as a Class III director of the Company, with a term expiring at the 2017 annual general meeting.

## ACTION TO BE TAKEN

You are asked to complete the Form of Proxy enclosed 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's registrars, Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham BR3 4ZF as soon as possible but in any event so as to arrive not later than 10am Bermuda time (1pm UK time) on 26 March 2015. Completion and return of a Form of Proxy will not preclude attendance from and voting at the meeting.

If you are a holder of Depository Interests, you are required to complete the enclosed Form of Direction instructing Capita IRG Trustees Limited as your proxy to vote on your behalf. To be effective, the Form of Direction, together with the power of attorney or other authority (if any) under which it is signed, or a notarially or otherwise certified copy of such power or authority, must be received by Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham BR3 4ZF by not later than 10am Bermuda time (1pm UK time) on 25 March 2015.

The Directors reserve the right to extend the deadlines for receipt of Forms of Proxy or Forms of Direction set out in the preceding two paragraphs at their sole discretion.

## LOCATION OF THE MEETING

The Annual General Meeting will be held at the offices of Appleby (Bermuda) Limited, Canon's Court, 22 Victoria Street, Hamilton HM 12, Bermuda.

## RECOMMENDATION

The board of directors of the Company believes that the proposed resolutions are in the best interests of the Company and its Shareholders and are in accordance with the Company's constitutional documents. Accordingly, the board unanimously recommends that the Shareholders vote in favour of the proposed resolutions, as the directors intend to do in respect of their own shareholdings in the Company.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Angeliki Frangou', written in a cursive style.

Angeliki Frangou  
Chairman

## **NOTICE OF ANNUAL GENERAL MEETING**

### **IRF EUROPEAN FINANCE INVESTMENTS LTD**

NOTICE is hereby given that the 2014 Annual General Meeting of IRF European Finance Investments Ltd (the "Company") will be held at the offices of Appleby (Bermuda) Limited, Canon's Court, 22 Victoria Street, Hamilton HM 12, Bermuda on Tuesday 31 March 2015 at 10am Bermuda time for the transaction of the following business:

#### **ORDINARY BUSINESS**

As ordinary business to consider and, if thought fit, to pass the following resolutions, each of which will be proposed as resolutions requiring approval by a majority of votes cast:

1. THAT Grant Thornton A.E. be re-appointed as the auditors to the Company until the conclusion of the next Annual General Meeting of the Company and that the board of directors be authorised to determine the reasonable compensation of the auditors.
2. THAT Angeliki Frangou be re-elected as a Class III director to serve until the conclusion of the 2017 Annual General Meeting of the Company unless her office is otherwise vacated in accordance with the bye-laws of the Company, with effect from the conclusion of this Annual General Meeting.

Registered Office:  
Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

BY ORDER OF THE BOARD  
Alexander Meraclis  
Company Secretary

Dated: 2 March 2015

**Notes:**

- (i) A member entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, to vote in his place. A proxy need not be a member of the Company.
- (ii) To appoint a proxy you may use the Form of Proxy enclosed with this notice. To be valid, the Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be deposited by no later than 10am Bermuda time (1pm UK time) on 26 March 2015 at the offices of Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham BR3 4ZF. Completion of the Form of Proxy will not prevent you from attending and voting in person.
- (iii) Holders of Depository Interests representing shares on a 1 for 1 basis in the Company will need to complete the enclosed Form of Direction instructing Capita IRG Trustees Limited as its/their proxy to vote on its/their behalf at the Annual General Meeting convened by the above notice. To be effective, the Form of Direction, together with the power of attorney or other authority (if any) under which it is signed, or a notarially or otherwise certified copy of such power or authority, must be received by Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham BR3 4ZF by not later than 10am Bermuda time (1pm UK time) on 25 March 2015.
- (iv) The Directors reserve the right to extend the deadlines for receipt of Forms of Proxy or Forms of Direction set out in paragraphs (ii) and (iii) respectively at their sole discretion.
- (v) Pursuant to the Company's bye-laws only shareholders registered in the register of members of the Company as of 9am Bermuda time (12pm UK time) on 24 March 2015 shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at such time. If the meeting is adjourned, the time by which a person must be entered on the register of members of the company in order to have the right to attend and vote at the adjourned meeting is 9am Bermuda time on the day which is five days preceding the date fixed for the adjourned meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
- (vi) In the case of joint holders, the vote of the senior holder 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 of the Company in respect of the relevant joint holder.