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If you have sold or otherwise transferred all of your Ordinary Shares in the share capital of ESV Group plc, you should immediately send this document together with the accompanying Form of Proxy, 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.

The Directors of the Company, whose names appear below, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors of the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

The distribution of this Circular in jurisdictions other than the UK may be restricted by the laws of those jurisdictions and therefore persons in to whose possession this Circular comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

ESV Group plc

(Incorporated in England and Wales under the Companies Act 1985 with company number 05738279)

Requisition by Certain Shareholders for the removal of a Director and appointment of three new Directors

and

Notice of General Meeting

Financial Adviser

Keith Bayley Rogers & Co. Limited

Keith Bayley Rogers & Co. Limited, which is regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for ESV Group plc and no-one else in connection with the arrangements proposed in this Circular and will not be responsible to anyone other than ESV Group plc for providing the protections afforded to clients of Keith Bayley Rogers & Co. Limited or for providing advice in relation to the contents of this document.

Notice of a General Meeting of the Company to be held at the offices of Keith, Bayley, Rogers & Co. Limited at 11.00am on 11 June, 2010 is set out at the end of this document. A Form of Proxy for use at the GM is enclosed with this document and should be completed, signed and returned in accordance with the instructions thereon, as soon as possible but, in any event, so as to be received by the Company's registrars, Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA by no later than 11.00am on 9 June, 2010.

A summary of the action to be taken by Shareholders is set out on page 7 of this document. Whether or not you intend to be present at the GM, please complete and return the enclosed Form of Proxy as soon as possible and in any event so as to arrive by not later than 48 hours before the time appointed for the meeting.

ESV Group plc

(Registered in England and Wales with company number 05738279)

Directors:
M. Alikhani
I. Mikhaylova
D. Zhminko

Registered Office:
3rd Floor
19/20 Grosvenor Street
London W1K 4QH

Date: 14 May 2010

Dear Shareholder,

Requisition of General Meeting

In sending to you this circular and the Notice of General Meeting set out on page 7 of this document the Company is fulfilling its statutory obligation following receipt on 23 April 2010 by the Company of a requisition from Ronny Maas, then an existing Director, John Stevens, a former Director removed from office in 2009 and two UK shareholders associated with them ("the Requisitioners") to convene such a meeting in order to submit to shareholders resolutions which seek to remove Masoud Alikhani as a director and to appoint three new Directors representing the Requisitioners, thereby effectively giving them control of the Company.

At a Board Meeting attended by all the Directors on 13 May the directors (other than Ronny Maas) unanimously required the removal of Mr Maas from the Board with immediate effect. He is therefore no longer a Director of the Company.

We consider that the removal of Masoud Alikhani as a Director and the appointment of three outsiders as Directors would be completely contrary to the best interests of shareholders as a whole and is motivated entirely by the ambitions of a small minority of shareholders to gain control of your Company without complying with the regulations of the City Code on Take-Overs and Mergers and without making a formal offer for the shares in your Company.

We therefore wish to explain to all shareholders why all the current Board members, consider that you should reject the proposals completely and vote against all the Resolutions which will be proposed at the General Meeting to be held on 11 June 2010.

The Requisitioners express their reasons for advocating the change in management in their letter of 20 April 2010 addressed to shareholders which is enclosed with this document. Your current Board is unanimous in considering such reasons to be utterly without foundation and believe they are solely self-serving for the purposes of the Requisitioners rather than in the best interests of shareholders as a whole.

We will deal with their claims in detail below:-

1. "ESV's present Chief Executive/Chairman lacks vision and drive despite ESV enjoying good contacts in Ukraine"

ESV was formed in 2006 (not 2003 as the letter from the Requisitioners states) with the objective of investing in Ukraine. Under the guidance of Masoud Alikhani, that remains its primary concern and it has demonstrated its commitment to such investment policy by

- being involved in the business of buying of grain and seeds from the region and/or investing in farming in the strategically important region for Europe. As part of this strategy Irina Mikhaylova became a Director of ESV on 20 January 2009; and
- acquiring management of Dnipro Cargo grain terminal in the port of Kherson, with the aim to expand the logistics operations in the region. Through that transaction Dmytro Zhminko the Director of Dnipro Cargo in Ukraine, became a Director of ESV on 20 January 2009, ESV now has a management agreement for the grain terminal for a further six years.

- As stated in the Financial Statements for the year ended 31st March 2009 ESV has a business plan fully developed and negotiated to expand the storage capacity of the terminal from 25,000MT to 60,000MT. Although grain exports from Ukraine in 2009, were estimated by the Ukraine Government to have reduced from the record levels achieved in 2008, levels of grain exports through the terminal at Kherson managed by ESV were resilient, and have increased during the past 18 months.

The management expertise which became available to the Group through those arrangements, represented by Irina and Dmytro, has been extremely useful. In particular with over 15 years of experience in Ukraine port and logistics Dmytro sees significant opportunities and possibilities for the Group to improve and expand the port and logistics business in Ukraine, focused on Kherson, and other major ports.

The role of Masoud in implementing these contracts and assisting the Directors to develop the business has been significant. As the business develops further and the storage facilities and turnover through the terminal expand Masoud recognises that his role will change and that he is likely potentially to move to a non-executive role. However the timing of such a change should be a matter for the Board of the Company to determine as the business evolves and not be subject to the narrow bias of a small minority of the current shareholders.

2. *“The Business of the Company has drifted.”*

It will be recognised by shareholders from the description of the activities of the Group since February 2009 in the Financial Statements, the Interim Results and the trading statements and other announcements made by the Company, in order to keep shareholders well informed, that this statement cannot be justified. Since the decision to sell the Jatropha plantation referred to the Interim Results, the activities of the Group have been focused on Ukraine and the terminal at Kherson and this will continue with the careful utilisation of the balance of the proceeds of the sale of the jatropha business in Mozambique when those funds become available later in the year.

3. *“Financial Management of the Company has been inadequate”*

The letter to shareholders makes this assertion without any evidence being brought forward to substantiate the comment. Examination of the Income Statement at 30th September 2009 in the interim statement announced in December 2009 shows clearly that Administrative expenses during the six month period were reduced from £489,294 to £305,959 compared with the equivalent period in the previous year.

In this context shareholders should be aware that Mr Maas' company, Agro-Maas, has provided services to Dnipro Cargo up to April 2008. Since then, when Dmytro Zhminko took on responsibility for this role, the terminal activity and income have increased significantly, at the same time reducing the fees ESV considers to be payable to Agro-Maas.

Looking ahead

The Requisitioners state they seek to make changes to the Board that will be for the benefit of all shareholders. The proposed new board will it is said “formulate urgently a strategic review of ESV's options and take immediate control over the finances of the Company”.

However, Mr Maas and his associates have given no information whatsoever as to the direction for the business they would wish to pursue. The Board can therefore only comment on what is known to them about the previous activities of Mr Maas and his associates.

Mr Quirk was one of the Directors put forward as a Director and turned down by shareholders at the Extraordinary General Meeting in February 2009. It is not apparent that he has done anything since then which would give shareholders any reason to change their decision.

Mr Sleeman is known to members of the Board from his activities on behalf of S P Angel Corporate Finance LLP, when they were acting as advisers to ESV in 2008, and when he was appointed as Interim CFO of ESV for which SP Angel Corporate Finance invoiced an aggregate of £100,000 (plus VAT) for a six-month period. He was unsuccessful in expanding the business of the Group in Ukraine and in the opinion of certain of the current directors he was more active promoting and seeking corporate finance business for S P Angel itself in the region than promoting ESV. We do not consider that he would bring with him any talent that would be of specific relevance to the business of the Group.

Mr Wassenaar's experience appears to relate principally to barging management – which is not an expertise which has any direct relevance to the business of the Company at this time. He will it is said become "Director of Logistics" but no indication of the description of his proposed activities in such role has been provided. We are of the view that this may indicate that the incoming Directors would seek to divert funds away from the key business of the Group into barge transportation – a change in direction which Mr Maas has promoted previously and has been rejected by the Board.

In our view Mr Maas has a poor understanding of working practices in Ukraine. During his period as a Director he put forward a number of projects to ESV which have not been proceeded with. He has pursued some projects against the views of ESV's Ukrainian colleagues costing ESV significant time and expense. Due to this unsatisfactory experience, those Ukrainian colleagues, including both Dmytro and Irina, do not have any confidence in his ability to operate in Ukraine. For this reason the Board has, for example, been unwilling to utilise Group resources in a project which Mr Maas proposed for the establishment of a barge fleet operating on the Dnipro River.

Also, under the stewardship of Mr Maas, ESV operated a subsidiary grain trading company in Belgium, ESV Trading Belgium. The operation was unsuccessful and has been liquidated in 2009 with a net loss to ESV as at 30 September 2009 of approximately £400,000,

The Choice for Shareholders

We believe your Company has a strong foundation on which to expand its investment activities in the strategic area of Ukraine.

In order to take the business forward:

- a) We propose to expand the facilities of Dnipro Cargo grain terminal; and
- b) We propose to activate the grain purchasing arrangements with Agri-invest, a subsidiary of Agri-Ukraine when the current market volatility subsides.

In order to achieve these clear goals we will in due course be able to utilise the gross proceeds receivable from the sale of Mozambique operations amounting to approximately US\$2m. However, these plans will need more capital and we are likely to seek support from the shareholders in raising finance via a new issue of shares for which we will seek authority at the next Annual General Meeting.

By contrast those seeking to remove Masoud and appoint new Directors have failed to give any adequate reasons for their actions nor have they provided any details of their strategy for the Group for the future. Such indications as can be gleaned suggest a change in approach which they are apparently unwilling to make clear to you as shareholders, in the event that they gain Board control.

As indicated above the Ukrainian Directors of your Company have no confidence in the abilities of Mr Maas (nor the proposed directors) to manage a business operating in Ukraine. For that reason the present Board strongly believes the expansion plans in farm produce purchasing and port activities will be jeopardised if the proposed board changes were to succeed.

In particular, the Ukrainian based Directors, Dmytro Zhminko and Irina Mikhaylova strongly prefer that Masoud Alikhani remains in post, and are very unlikely to remain part of a new Board which is not conducive for the business of ESV, and which does not have the necessary experience or competence to operate in Ukraine.

Action to be taken

Notice of a General Meeting of the Company to be held at the offices of Keith, Bayley, Rogers & Co. Limited at Finsbury Tower, 103 -105 Bunhill Row, London EC1Y 8LZ at 11.00 am 11 June, 2010 is set out at the end of this document. A form of proxy for use at the General Meeting is enclosed. We would urge you to complete the form of proxy as soon as possible and ensure that it is returned, no later than 48 hours prior to the time of the General Meeting, to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA, irrespective of whether you will be attending the General Meeting. Submission of the form of proxy will not preclude you from attending the meeting in person should you so wish.

Recommendation:

Your Board strongly recommends you to **vote against all the Resolutions** to be proposed at the General Meeting as the Directors intend to do in respect of their own holdings of 70,363,547 ordinary shares in aggregate representing 9.9% of the issued share capital.

Yours faithfully,

M Alikhani

I Mikhaylova

D Zhminko

NOTICE OF GENERAL MEETING

ESV Group plc

NOTICE is hereby given that a General Meeting of the above named Company will be held at 11.00 am on 11 June 2010 at the offices of Keith Bayley Rogers & Co. Limited, Finsbury Tower, 103 – 105 Bunhill Row, London EC1Y 8LZ for the purpose of considering and, if thought fit, passing the following resolutions all of which will be proposed as ordinary resolutions:

1. That Mr Masoud Alikhani be removed as a Director of the Company with immediate effect.
2. That conditional on the passing of Resolution 1 Jonathan Quirk be appointed as a Director of the Company with immediate effect.
3. That conditional on the passing of Resolution 1 John Sleeman be appointed as a Director of the Company with immediate effect.
4. That conditional on the passing of Resolution 1 Piet Wassenaar be appointed as a Director of the Company with immediate effect.
5. That the Secretary be and is hereby instructed to do all such things as may be necessary to give effect to the Resolutions passed at the meeting.

By Order of the Board

K. R. Sodha
Company Secretary
Registered Office

3rd Floor 19/20 Grosvenor Street, London, W1K 4QH

14 May 2010

Notes to the Notice of General Meeting

Entitlement to attend and vote

1. Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at:
 - 6 p.m. on 9 June 2010; or,
 - if this Meeting is adjourned, at 6 p.m. on the day two days prior to the adjourned meetingshall be entitled to attend and vote at the Meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy please refer to the notes on the Form of Proxy.

Appointment of proxy using hard copy proxy form

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed, signed and dated;

- sent or delivered to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3BR; and
- received by Neville Registrars Limited no later than 11.00 am on 9 June 2010.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

6. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

7. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3BR.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

8. In order to revoke a proxy instruction you will need to inform the Company using the following method:

By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3BR

In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

In either case, the revocation notice must be received by Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3BR no later than 11.00 a.m. on 9 June 2010.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Issued shares and total voting rights

9. As at 12 noon on 14 May 2010, the Company's issued share capital comprised 714,123,189 ordinary shares of £0.00023 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 12 noon on 14 May 2010 is 714,123,189.

ESV Group plc

(Incorporated in England and Wales with registered number 05738279)

FORM OF PROXY

Before completing this form, please read the explanatory notes below

I/We the undersigned
of
..... being
the holder(s) of Ordinary Shares of 0.023 pence each in the capital of the Company hereby appoint the
Chairman of the Meeting or (see notes below).

..... of
.....
as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held
at the offices of Keith Bayley Rogers & Co. Limited at Finsbury Tower, 103-105 Bunhill Row, London EC1Y
8LZ on 11 June 2010 at 11.00 a.m. and at any adjournment of the meeting.

I/We direct that my/our proxy to vote on the following resolutions as I/we have indicated by marking the
appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her
discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to
any other matter which is put before the meeting.

Tick box is this is one of multiple instructions.

Enter number of shares in relation to which your proxy is authorised to vote or leave blank to authorise
your proxy to act in relation to your full entitlement

Resolutions	FOR	AGAINST	VOTE WITHHELD
1. To remove Masoud Alikhani as a director of the Company.			
2. To appoint Jonathan Quirk as a director of the Company.			
3. To appoint John Sleeman as a director of the Company.			
4. To appoint Piet Wassenaar as a director of the Company.			
5. That the Secretary may do all things necessary to give effect to Resolutions passed.			

Dated:
Signature(s) or Common Seal:

(see Notes 7 and 8)

THIRD FOLD AND TUCK IN

BUSINESS REPLY SERVICE
Licence No. BM3865



FIRST FOLD

Neville Registrars Limited
Neville House
18 Laurel Lane
Halesowen
West Midlands
B63 3BR

SECOND FOLD

Notes to the Proxy card:

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairperson of the meeting, insert the full name of the proxy preferred and initial the alteration. If you fail to initial alteration, or if you sign and return this form without a name inserted for the proxy, the Chairperson of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairperson, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairperson and give them the relevant instructions directly.
4. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate by ticking the appropriate box if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To appoint a proxy using this form, the form must be:
 - (a) completed, signed and dated;
 - (b) sent or delivered to Neville Registrars Limited at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA, together with any power of attorney or other authority under which it is signed (or a notarially certified copy of such power or authority); and
 - (c) received by Neville Registrars Limited no later than 11.00 a.m. on 9 June 2010.
 - (d) or sent by facsimile transmission to 0121 585 1132 no later than 48 hours before the General Meeting i.e. by 11.00 a.m. on 9 June 2010. If the appointment of proxy is notified by facsimile transmission, the original appointment in the same form as received by facsimile transmission should be deposited at the place at which the facsimile transmission was received, or the Registered office of the Company, not less than 24 hours before the time appointed for the Meeting, or adjourned meeting of the holding of a poll subsequently at which the vote is to be used.
7. In the case of a member who is an individual, this proxy form must be executed by the individual or his attorney.
8. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
9. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
10. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
11. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
12. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the meeting.

Letter to Shareholders

20 April 2010

Dear Shareholder

Proposed changes to the Board

The shareholders listed below (“we”) owning beneficially in aggregate 10.34 % of the shares in ESV Group Plc. (“ESV” or the “Company”), wish to requisition an EGM to make changes to the Board of Directors of the Company, proposing that Mr. Masoud Alikhani be replaced and Messrs. Jonathan Quirk, John Sleeman and Piet Wassenaar be appointed, thereby increasing the size of the board. We would like to explain this action, particularly as one of the signatories of this letter is a director of ESV.

ESV was listed on Plus Markets in 2003 when the Company was seeking to grow its businesses in the Ukraine. At that time the Company had the stated ambition of expanding its farming and port interests in the Ukraine. Subsequently, ESV decided to develop a jatropa plantation in Mozambique and additional equity was raised at the end of 2007 to help fund this development. When it became too much of a strain on the Company’s cash flows the plantation was sold; part of the proceeds of the sale have been received and the Company awaits the remainder.

ESV is able now to concentrate on the Ukraine where tremendous opportunities exist in the farming, port and related infrastructure sectors, particularly in the more stable political environment which now exists after the recent elections. To take advantage of these opportunities in the Ukraine requires vision and drive. We believe that ESV’s present chief executive/chairman lacks this vision and this drive, despite ESV enjoying such good contacts in the country.

For some time now the Company’s business and share price have drifted. When equity funds were raised by ESV at the end of 2007 it did so at a price of 1 penny per share. Today as we write this letter the share price is just 0.08 pence; a decline of 92 %. We believe that all shareholders, not just ourselves, must find such a share price performance completely unacceptable.

ESV has reached the stage where fundamental decisions should be made as to its future strategic direction. We require management which has vision, which recognises the need to work hard to maximise shareholder value, and which formulates a clear path for the future. We believe that part of that vision should be to develop a logistics operation in the Ukraine to support the Company’s existing port facilities.

It is clear, also, that the financial management of the Company has been inadequate, and shareholders should be given the opportunity to ensure that steps are taken immediately to ensure that financial control is improved.

Given our concerns over the performance and competence of Mr. Alikhani we feel that we have no option but to seek to make changes to the board of the Company, for the benefit of all shareholders.

We are proposing to replace Mr. Masoud Alikhani and increase the size of the board by asking shareholders to agree the appointment of three additional directors. These three new directors between them (i) will ensure that strategic decisions are taken in the interests of all shareholders, (ii) will help push forward a strategic plan for the Company, and (iii) have the skills to improve the financial position and governance of the Company.

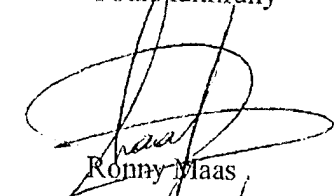
The first director we propose is Mr. Piet Wassenaar. Mr. Wassenaar was born into a Dutch ship-owner family. He has extensive experience of shipping management and technical solutions for inland vessels. Between 1980 and 1984, he worked with Elbe Transport Union GmbH. in Hamburg as a Technical Engineer - Surveyor. From 1984 until 2004 he was Technical Director of Handel- en Scheepvaartbedrijf O. Slokkers B.V., an inland vessel trading and barge owning company. In 1992 Mr. Wassenaar also founded Maaskade Bevrachters B.V., a chartering company with now owns 50 inland tanker barges; he remains Managing Director and owner. Because of his broad skills in inland barging management, he was asked in 2004 to become a board member of the Standard London P&I Club. Mr. Wassenaar will act as Director of Logistics.

The second director we propose is Mr. John Sleeman. Mr. Sleeman is a Chartered Accountant and Chartered banker with over 30 years experience of investment banking. After qualifying as an accountant with a member firm of Deloitte & Touche, he joined Samuel Montagu becoming a director with responsibility for international project and corporate finance. Following Samuel Montagu's acquisition by HSBC Plc he became Managing Director and Head of the International Team, Corporate Finance. Upon leaving HSBC, Mr. Sleeman became an independent director of two Russian companies OSJC Power Machines, Russia's biggest manufacturer of turbines and generators, 25% owned by Siemens, and JSC Open Investments, one of Russia's biggest property developers. He is currently Senior Independent Director and head of the audit and remuneration committees of PV Crystalox Solar, a UK company listed on the London Stock Exchange. He is a founding partner of S.P. Angel Corporate Finance, an investment banking boutique. Mr. Sleeman will act as an interim Finance Director.

The third director we propose is Mr. Jonathan Quirk. Mr. Quirk is a Chartered Accountant with 34 years experience in the stockbroking and investment management business. He began his career in the London Stock Exchange with Pember & Boyle where he became a partner, moved to Morgan Grenfell in 1986 as a director and then set up a UK primary dealer for Deutsche Bank. For the last 10 years, he has been a partner and investment adviser in a private family office, Cairnsea Investments Limited regulated by the FSA, which has shareholdings in fund managers with over £3 billion under management. Mr. Quirk will act as a Non-Executive Director.

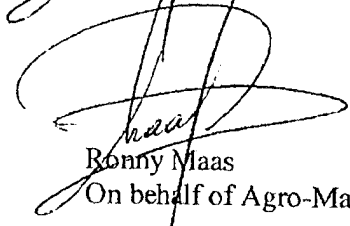
Messrs. Quirk, Sleeman and Wassenaar have each consented to act as a director of ESV.
The proposed new board will formulate urgently a strategic review of ESV's operations,
and will take immediate control over the finances of the Company.

Yours faithfully

A handwritten signature in black ink, appearing to be 'Ronny Maas', written over a circular scribble.

Ronny Maas

Louis Greig

A second handwritten signature in black ink, appearing to be 'Ronny Maas', written over a circular scribble.

Ronny Maas

On behalf of Agro-Maas (UK) Ltd.

John Stevens