

Holder Reference Number

Form of Instruction - General Meeting of Randall & Quilter Investment Holdings Ltd. (the "Company") to be held on 27 March 2017 at 3.00 pm BST



To View the Circular online visit:

www.rqih.com

**To be effective, all forms of instruction must be lodged at the office of the Depositary at:
 Computershare Investor Services PLC, The Pavilions, Bridgwater Rd, Bristol BS99 6ZY by 22 March 2017 at 3.00 pm BST.**

Explanatory Notes:

1. Please indicate, by placing "X" in the appropriate space overleaf, how you wish your votes to be cast in respect of each of the Resolutions. If this form is duly signed and returned, but without specific direction as to how you wish your votes to be cast, the form will be rejected.
2. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular Resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a Resolution.
3. To give an instruction via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 22 March 2017 at 3.00 pm BST. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid an appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
4. Any alterations made in this form should be initialled.
5. The completion and return of this form will not preclude a holder from attending the meeting and voting in person. Should the holder, or a representative of that holder wish to attend the meeting and/or vote at the meeting, they must notify the Depositary in writing or email !UKALLDIteam2@computershare.co.uk
6. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Depositary Interest Register at 6.00 pm on 24 March 2017 (or, if the meeting is adjourned, at 6.00 pm on the day which is 24 hours before the time of any adjourned meeting (without taking into account any part of a day that is not a Business Day)). Changes to entries on the Depositary Interest Register after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. Should you require a printed copy of the Circular, please contact the Depositary in writing, alternatively ring +44 (0370) 702 0000 on or before the 20 March 2017.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. Computershare Investor Services PLC (the "Depositary") and the Custodian accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Form of Instruction



Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



I/We hereby instruct the Custodian "Computershare Company Nominees Limited" to vote on my/our behalf at the General Meeting of the Company to be held at **71 Fenchurch Street, London EC3M 4BS**, on **27 March 2017** at **3.00 pm BST** and at any adjournment thereof.

Ordinary Resolutions

- | | For | Against | Vote Withheld |
|--|--------------------------|--------------------------|--------------------------|
| 1. THAT: the share capital of the Company be increased by £4,400,000 from £1,600,002 to £6,000,002 by the creation of an additional 220,000,000 new ordinary shares in accordance with the terms of Resolution 1. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. THAT: the directors be authorised to allot and/or grant rights to subscribe for shares, and/or to sell treasury shares, up to a nominal amount of £305,565.82 (being 15,278,291 ordinary shares), in accordance with the terms of Resolution 2. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Special Resolution

- | | | | |
|---|--------------------------|--------------------------|--------------------------|
| 3. THAT: the directors be authorised to allot and/or grant rights to subscribe for shares, and/or to sell treasury shares, with an aggregate nominal value of up to £305,565.82 on a non-pre-emptive basis, in accordance with the terms of Resolution 3. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|---|--------------------------|--------------------------|--------------------------|

Signature

Date

DD / MM / YY

In the case of joint holders, only one holder need sign. In the case of a corporation, the Form of Instruction should be signed by a duly authorised official whose capacity should be stated, or by an attorney.

