

Form of Proxy - General Meeting of Randall & Quilter Investment Holdings Ltd. (the "Company") to be held on 30 October 2017 at 11.00 am UK time



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You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 914604
SRN:
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**To be effective, all proxy appointments must be lodged with the Company's Registrars at:
 c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 26 October 2017 at 11.00 am UK time.**

Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 707 4040 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided 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.
- 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.
- 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 Register of Members of the Company at 5.00pm on 27 October 2017 (or, if the meeting is adjourned, at the time being 24 hours before the time of any adjourned meeting (without taking into account any part of a day which is not a Business Day)). Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 707 4040 to request a change of address form or go to www.investorcentre.co.uk/je to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.

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. The Company and Computershare Investor Services (Bermuda) Limited accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).



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I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the General Meeting of Randall & Quilter Investment Holdings Ltd to be held at **71 Fenchurch Street, Ground Floor, London EC3M 4BS** on **30 October 2017** at **11.00 am UK time**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

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



Ordinary Resolution

1. THAT: the directors be authorised to allot and/or grant rights to subscribe for shares, and/or to sell treasury shares, in accordance with the terms of Resolution 1. For Against Vote Withheld

Special Resolutions

2. THAT: the directors be authorised to allot and/or grant rights to subscribe for shares, and/or to sell treasury shares on a non-pre-emptive basis in accordance with the terms of Resolution 2. For Against Vote Withheld

3. THAT: the directors be authorised to allot and/or grant rights to subscribe for shares, and/or to sell treasury shares on a non-pre-emptive basis up to the nominal value specified in Resolution 3 and otherwise pre-emptively, in accordance with the terms of Resolution 3. For Against Vote Withheld

4. THAT: the directors be authorised to allot and/or grant rights to subscribe for shares, and/or to sell treasury shares on a non-pre-emptive basis up to the nominal value specified in Resolution 4 for the purposes of financing or refinancing an acquisition or other capital investment in accordance with the terms of Resolution 4. For Against Vote Withheld

5. THAT: the directors be authorised to allot and/or grant rights to subscribe for shares, and/or to sell treasury shares, in connection with a rights issue in accordance with the terms of Resolution 5. For Against Vote Withheld

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

