

## Form of Proxy - Annual General Meeting to be held on 11 June 2018 at 12.00 noon BST.



**Cast your Proxy online...It's fast, easy and secure!**  
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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:** 915062  
**SRN:**  
**PIN:**



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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 7 June 2018 at 12.00 noon BST.**

### 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 close of business on the 6 June 2018 (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/jc](http://www.investorcentre.co.uk/jc) 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 Annual General Meeting of Randall & Quilter Investment Holdings Ltd to be held at **71 Fenchurch Street, Ground Floor, London EC3M 4BS on 11 June 2018 at 12.00 noon BST**, 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 Resolutions

- |   | For                      | Against                  | Vote Withheld            |
|---|--------------------------|--------------------------|--------------------------|
| 1. THAT: the Company's accounts for the year ended 31 December 2017 and the reports of the directors' and auditors' thereon be received and adopted.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. THAT: Kenneth Randall be re-appointed as a director of the Company.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. THAT: Alastair Campbell be re-appointed as a director of the Company.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. THAT: Michael Smith be re-appointed as a director of the Company.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. THAT: PKF Littlejohn LLP, who offer themselves for re-appointment, be re-appointed as auditors to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. THAT: the Audit Committee be authorised to determine the remuneration of the auditors.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. THAT: the authorised capital of the Company be increased from £6,000,002 to £100,000,002 by the creation of such number of shares with such par value as determined in accordance with the Company's bye-laws. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. 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 8.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

## Special Resolutions

- |  |                          |                          |                          |
|--|--------------------------|--------------------------|--------------------------|
| 9. 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 up to £125,890.72 on a non-pre-emptive basis, and otherwise pre-emptively, in accordance with the terms of Resolution 9.                                  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. 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 up to £125,890.72 for the purposes of financing or refinancing an acquisition or other capital investment in accordance with the terms of Resolution 10. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. 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 11.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. THAT: the Return of Capital be approved, in accordance with the terms of Resolution 12.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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).

