

**Holder Reference Number**

**Form of Instruction - Special General Meeting of Randall & Quilter Investment Holdings Ltd (the "Company") to be held on 20 May 2022 at 2.00 p.m. BST**



**To View the Circular online visit:**

**[www.rqih.com](http://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 17 May 2022 at 2.00 p.m. 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 the resolution. 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 the 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' the 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 17 May 2022 at 2.00 p.m. 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 p.m. BST on 17 May 2022 (or, if the meeting is adjourned, at the time being 72 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 Depositary Interest Register after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. Capitalised terms used in this form, which are not otherwise defined, have the meaning given to them in the circular accompanying this form. **The circular is an important document and you should read it in full. It sets out, amongst other things, the details of a proposed acquisition which, if implemented, will result in the cancellation of the admission to the trading of the Company's Ordinary Shares on the AIM Market of the London Stock Exchange.**

**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 Special General Meeting of the Company to be held at **71 Fenchurch Street, Ground Floor, London, EC3M 4BS** on **20 May 2022** at **2.00 p.m. BST** and at any adjournment thereof.

Please refer to the Notice of Special General Meeting (the "Notice") for the full text of the Resolutions. In the event of any inconsistency between this form and the Notice, the Notice shall prevail.

## Special Resolutions

- |  | For                      | Against                  | Vote Withheld            |
|--|--------------------------|--------------------------|--------------------------|
| 1. To approve the Acquisition and to approve and adopt the statutory merger agreement required in accordance with Section 105 of the Bermuda Companies Act 1981, a draft copy of which is appended to the Notice.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To approve and adopt the bye-laws in the form appended to the Notice.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To approve the cancellation of the admission to trading on AIM of the Ordinary Shares and to authorise the directors to take all actions which are necessary or desirable in order to effect such cancellation. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

## Ordinary Resolution

- |  |                          |                          |                          |
|--|--------------------------|--------------------------|--------------------------|
| 4. To authorise the directors to allot Ordinary Shares in connection with the R&Q PS Investment. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--|--------------------------|--------------------------|--------------------------|

## Special Resolution

- |  |                          |                          |                          |
|--|--------------------------|--------------------------|--------------------------|
| 5. To empower the directors to allot Ordinary Shares in connection with the R&Q PS Investment as if bye-law 50 did not apply | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--|--------------------------|--------------------------|--------------------------|

## Ordinary Resolution

- |  |                          |                          |                          |
|--|--------------------------|--------------------------|--------------------------|
| 6. To approve an adjournment of the Special General Meeting, if necessary or appropriate, to solicit additional proxies, in the event that there are insufficient votes to approve Resolution 1. | <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.

