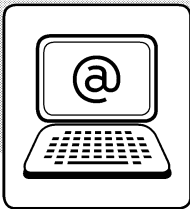


Form of Proxy (Ordinary Shares)- Special General Meeting of Randall & Quilter Investment Holdings Ltd (the "Company") to be held on 20 May 2022 at 2.00 p.m. BST.



Cast your Proxy online...It's fast, easy and secure!

www.investorcentre.co.uk/eproxy

Control Number: 917839 SRN:

PIN:

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

View the Notice of Meeting online: www.rqih.com

Register at www.investorcentre.co.uk/je - manage your shareholding online, the easy way!

To be effective, all proxy appointments must be lodged with the Company's Registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 18 May 2022 at 2.00 p.m. 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 702 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 the 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' the 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 6.00 p.m. BST on 18 May 2022 (or, if the meeting is adjourned, at the time being 48 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 702 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.
- 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. 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 Special General 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 Special General Meeting of Randall & Quilter Investment Holdings Ltd 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 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.



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"/> |
|--|--------------------------|--------------------------|--------------------------|

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).

