

Form of Proxy

Artemis Alpha Trust plc

Annual General Meeting

Before completing this proxy form, please read the explanatory notes overleaf

This proxy form must be returned to Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU no later than 12 September 2011

For use at the Annual General Meeting ("AGM") of Artemis Alpha Trust plc (the "Company") to be held on Wednesday, 14 September 2011 at 12.30 p.m. at the offices of Artemis Investment Management LLP, Cassini House, 57 St James's Street, London SW1A 1LD.

Barcode:

See notes overleaf

Investor Code:

Form of Proxy

Artemis Alpha Trust plc

Annual General Meeting

Bar Code:

Investor Code:

Event Code:

I/We* being the holders of ordinary shares of 1p each in the capital of the above named Company, hereby appoint the Chairman of the meeting (see note 2)

*

as my/our proxy to attend, speak and vote for me/us on my/our behalf at the AGM of the Company to be held on Wednesday, 14 September 2011 at 12.30 p.m. at the offices, of Artemis Investment Management LLP, Cassini House, 57 St James's Street, London SW1A 1LD and at any adjournment thereof, in respect of the number of shares indicated.

I/We desire to vote on the resolutions as indicated in the appropriate column below. If no specific indication as to voting is given below, my/our proxy may vote or abstain from voting at his or her discretion. Please indicate with an "X" how you wish your vote to be cast. Full details of the resolutions are set out in the Notice of AGM.

*Insert number of shares where relevant (see note 3)

☐ Please tick here if this proxy appointment is one of multiple appointments being made. For the appointment of more than one proxy, see note 4.

Ordinary Resolutions					Ordinary Resolutions				
	For	Against	Vote Withheld (see note 1)	Discretionary		For	Against	Vote Withheld (see note 1)	Discretionary
1. To receive the Report of the Directors and the audited Financial Statements for the year ended 30 April 2011.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. To authorise the Directors to sell ordinary shares held in treasury at a discount to the diluted net asset value per share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report for the year ended 30 April 2011.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
3. To elect Mr Ian Dighé as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Special Resolutions				
4. To re-elect Mr Simon Miller as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		For	Against	Vote Withheld (see note 1)	Discretionary
5. To re-elect Mr David Barron as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. To authorise the directors to allot pursuant to section 551 of the Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Mr Tom Cross Brown as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. To empower the Directors to disapply statutory pre-emption rights when allotting equity securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-appoint KPMG Audit Plc as independent Auditors of the Company and to authorise the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To authorise the Directors to make market purchases of up to 14.99 per cent of the Company's issued share capital.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

Notes

1. The "Vote withheld" option is provided to enable you to abstain on any particular resolution. It should be noted that a "Vote withheld" is not a vote in law and will not be counted in the calculation of votes "For" and "Against" a resolution.
 2. A member may appoint a proxy or proxies (who need not be a member of the Company) to exercise all or any of his rights to attend, speak and vote at the meeting. If you wish to appoint a proxy other than the Chairman of the meeting, please insert the name of your proxy in the space provided.
 3. 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 the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
 4. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him. To appoint more than one proxy, (an) additional form(s) of proxy may be obtained by contacting the Registrars helpline on 0871 664 0300 (calls cost 10p per minute plus network extras - lines are open 8.30 a.m. to 5.30 p.m., Monday to Friday) or you may photocopy this form. Please indicate on the line next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms of proxy must be signed and should be returned together.
 5. The proxy must attend the meeting in person to represent you. The completion of a form of proxy does not preclude the member from attending or voting in person.
 6. Please indicate how you wish your proxy to vote on the resolution by inserting "X" in the appropriate space.
 7. In the case of a corporation this form of proxy must be under its common seal (if any) or the hand of its duly authorised agent or officer. In the case of an individual the form of proxy must be signed by the appointor or his agent, duly authorised in writing.
 8. In the case of joint holders the signature of only one of the joint holders is required but, if more than one votes, the vote of the first named on the register of members will be accepted to the exclusion of other joint holders.
 9. To be valid this form of proxy must be completed and deposited (together with any power of attorney, or other authority under which it is signed) with the Company's Registrars, Capita Registrars, PXS, 34 Beckenham Road, BR3 4TU not less than 48 hours before the time fixed for holding the meeting or adjourned meeting.
 10. Completion of this form of proxy will not preclude you from attending and voting at the meeting if you so wish.
 11. Any alteration made to the form of proxy must be initialled.
 12. Pursuant to Regulation 41(i) of the Uncertified Securities Regulations 2001, only shareholders registered on the register of members of the Company at 6.00 p.m. on 12 September 2011 or, in the event that the meeting is adjourned, on the register of members at 6.00 p.m. on the day, two days prior to the reconvened meeting (the "specified time") shall be entitled to attend and vote or be represented at the meeting in respect of the shares registered in their name at that time. Changes to entries on the register of members made after the specified time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
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