

## FORM OF PROXY

I/We, [Please insert shareholder name(s) using block capitals] [Please note if the shareholder name(s) is not inserted the Form of Proxy cannot be used]

being a member of Riverstone Credit Opportunities Income Plc. (the "Company") hereby appoint:

(full name) of

(address)

or failing him, the Chairman of the Annual General Meeting or the Company Secretary as my/our proxy to attend and vote on my/our behalf and if necessary demand a poll at the first Annual General Meeting of the Company to be held at the offices of Hogan Lovells International LLP, Atlantic House, Holborn Viaduct, London, EC1A 2FG United Kingdom on Thursday, 21 May 2020 at 10.00 a.m. (BST) and at any adjournment thereof.

Please tick here if this proxy appointment is one of multiple appointments being made\*

Event Code:

Please indicate the number of shares this proxy is appointed over (if less than your full voting entitlement).

Barcode:

\* For the appointment of more than one proxy, see Note 2.

**IMPORTANT: IF YOU WISH YOUR PROXY TO CAST ALL OF YOUR VOTES FOR OR AGAINST THE RESOLUTION, OR TO WITHHOLD ALL YOUR VOTES IN RESPECT OF THE RESOLUTION, YOU SHOULD INSERT AN "X" IN THE APPROPRIATE BOX. IF YOU WISH YOUR PROXY TO CAST ONLY CERTAIN VOTES FOR AND CERTAIN VOTES AGAINST, OR TO WITHHOLD ONLY CERTAIN VOTES IN RESPECT OF THE RESOLUTION, INSERT THE RELEVANT NUMBER OF SHARES IN THE APPROPRIATE BOX.**

### Ordinary Resolutions

1. To receive and adopt the Report of the Directors and the audited accounts of the Company for the financial period ended 31 December 2019 together with the Independent Auditor's Report on those audited accounts (the "Annual Report and Accounts").
2. To approve the Directors' Remuneration Report contained within the Annual Report and Accounts for the financial period ended 31 December 2019.
3. To approve the Directors' Remuneration Policy set out on page 26 of the Directors' Remuneration Report contained within the Annual Report and Accounts for the financial period ended 31 December 2019.
4. To appoint Ernst & Young LLP as auditors of the Company, to hold office until the conclusion of the next annual general meeting at which the Annual Report and Accounts are laid before the meeting.
5. To authorise the Board of Directors to determine the remuneration of Ernst & Young LLP.
6. To elect Reuben Jeffery, III as a Director of the Company.
7. To elect Emma Davies as a Director of the Company.
8. To elect Edward Cumming-Bruce as a Director of the Company.
9. THAT, the Directors of the Company are generally and unconditionally authorised to exercise the powers conferred upon them by Article 136 of the Articles to offer Shareholders in the Company who have elected to receive them, an allotment of ordinary shares, credited as fully paid, instead of the whole or any part of any cash dividends paid by the Directors or declared by the Company in a general meeting (as the case may be) from the date of the passing of Resolution 9 until the conclusion of the next annual general meeting of the Company.

Vote  
For      Against      Withheld



Vote  
For      Against      Withheld



### Special Resolutions

10. THAT, in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby generally and unconditionally authorised, in accordance with section 551 Companies Act 2006 ("CA 2006"), to exercise all the powers of the Company to allot equity securities in the capital of the Company and to grant rights to subscribe for, or to convert any security into, equity securities in the Company up to an aggregate nominal amount of \$333,333.33.
11. THAT, subject to the passing of Resolution 10 above, in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby authorised, to disapply statutory pre-emption rights in respect of any equity securities allotted in connection with an offer of equity securities: (i) to holders of ordinary shareholders in proportion to their existing holdings; and (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary.
12. THAT, subject to the passing of Resolution 10 above, in addition to the authority granted by Resolution 11, but in substitution for all other subsisting authorities to the extent unused, the Directors be and they are hereby authorised, to disapply statutory pre-emption rights in respect of any equity securities allotted in connection with an offer of equity securities up to an aggregate nominal amount of \$100,000.
13. THAT, the Company be and is hereby generally and unconditionally authorised to make market purchases of its own shares up to 14.99 per cent. of the issued ordinary share capital of the Company.

Signature

**Notes:**

1. Please insert your full name(s) and address(es) in BLOCK CAPITALS.  
In the case of joint holders, the names and addresses of all the joint holders should be stated on this Form of Proxy.
2. Shareholders entitled to attend and vote at the meeting may appoint one or more proxies (who need not be a Shareholder) to attend, speak and vote on their behalf, provided that if two or more proxies are to be appointed, each proxy must be appointed to exercise the rights attaching to different shares. Where multiple proxies have been appointed to exercise rights attached to different shares, on a show of hands those proxy holders taken together would collectively have the same number of votes as the Shareholder who appointed them would have on a show of hands if he or she were present at the meeting. On a poll, all or any of the rights of the Shareholder may be exercised by one or more duly appointed proxies. To appoint more than one proxy you may photocopy this Form of Proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions given by you. All hard copy proxy appointments must be signed and should be returned together in the same envelope.
3. Due to restrictions on public meetings imposed in connection with the COVID-19 pandemic, the Company urges you to appoint the Chairman of the meeting as your proxy. If you appoint someone other than the Chairman of the meeting as your proxy, that proxy may not be able to attend the Annual General Meeting in person or cast your vote. If you wish to appoint as a proxy a person other than the Chairman of the meeting or the Company Secretary, please insert the name of the proxy preferred in the space provided. If no name is entered, the return of this Form of Proxy duly signed will authorise the Chairman of the meeting or the Company Secretary to act as your proxy.
4. The completion and return of this Form of Proxy will not prevent you from attending in person and voting at the meeting should you subsequently decide to do so. However, if the restrictions on public gatherings introduced by the UK Government to address the COVID-19 pandemic remain in place at the relevant time, physical attendance at the Annual General Meeting will not be possible.
5. In the absence of instructions, your proxy may vote or withhold from voting as he or she thinks fit on the specified resolutions and, unless instructed otherwise, may also vote or withhold from voting as he or she thinks fit on any other business (including on a motion to amend a resolution, to propose a new resolution or to adjourn the meeting) which may properly come before the meeting. A vote withheld is not a vote in law. If instruction is given to withhold from voting in respect of any resolution, this instruction will be deemed to be neither a vote for or against the resolution.
6. Any alteration made to this Form of Proxy should be initialled by the person who signs it.
7. In the case of joint holders, such holders may elect one of their number to represent them and vote whether in person or by proxy in their name. In the absence of such an election, the person whose name stands first on the share register of the Company shall alone be entitled to vote.
8. In the case of a corporation, this proxy must be given under its common seal or signed by a duly authorised officer or attorney.
9. To be valid, this Form of Proxy (together with any power of attorney or other authority under which it is signed or a copy of such authority certified notarially) must be received by Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF, as soon as possible but, in any event, so as to arrive not later than 10.00 a.m. (BST) on Tuesday, 19 May 2020. Alternatively, Shareholders may submit proxies electronically not later than 10.00 a.m. (BST) on Tuesday, 19 May 2020 using the Link Share Portal Service at [www.signalshares.com](http://www.signalshares.com).
10. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended) and section 360B Companies Act 2006, the time by which a person must be entered on the share register in order to have the right to attend and vote at the meeting is close of business on Tuesday, 19 May 2020. If the meeting is adjourned, the time by which person must be entered on the share register in order to have the right to attend and vote at the adjourned meeting is 48 hours before the date fixed for the adjourned meeting. Changes to entries on the share register after such times shall be disregarded in determining the rights of any person to attend or vote at the meeting.
11. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
12. Shareholders should also refer to the Notes included at the end of the Notice of Annual General Meeting for further details on proceedings at the Annual General Meeting.