



F&C Global Smaller Companies PLC

Attendance Card

Please bring this card with you to the meeting and present it at Shareholder registration/accreditation.

Shareholder Reference Number

General Meeting at Exchange House, Primrose Street, London EC2A 2NY on Thursday 6 March 2014 at 9.30 a.m.

Form of Proxy

Dear Shareholder

17 February 2014

As a shareholder in F&C Global Smaller Companies PLC you are encouraged to attend the General Meeting of the Company to be held at Exchange House, Primrose Street, London EC2A 2NY on Thursday 6 March 2014 at 9.30 a.m.

The Board is recommending that shareholders vote in favour of the resolutions at the General Meeting, which the Directors intend to do in respect of their own personal holdings.

You are encouraged to lodge your proxy votes by completing and returning this form in the reply paid envelope to the Company's registrars, Computershare Investor Services PLC. Alternatively, you may use the internet as directed below.

To be effective, all proxy appointments will need to be lodged by Tuesday 4 March 2014 at 9.30 a.m.

Yours faithfully

F&C Management Limited
Secretary

YOU CAN LODGE YOUR PROXY USING THE INTERNET 24 HOURS A DAY 7 DAYS A WEEK

All Named Holders:



To lodge a proxy using the internet

Go to the following website:

www.eproxypointment.com

You will be asked to enter the Control Number, the Shareholder Reference Number and PIN as printed opposite and agree to certain terms and conditions.

CONTROL NUMBER 912119

SRN.

PIN.

Explanatory Notes:

1. 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. 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 voting 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).
2. To appoint more than one proxy, (an) additional Proxy Form(s) may be obtained by contacting the Registrar's helpline on 0870 889 4088 or you may photocopy this form. Please indicate 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. Please also indicate by ticking 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.
3. The 'Vote Withheld' option 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.
4. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, 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 48 hours prior to the commencement of the meeting. 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.

5. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. 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 a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
6. The address overleaf is how it appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0870 889 4088 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
7. Any alterations made to this form should be initialled.
8. 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 PLC accept no liability for any instruction that does not comply with these conditions.

Form of Proxy

Please use a **black pen**. Mark with an **X** inside the box as shown in this example.



I/We hereby appoint the Chairman of the meeting OR the following person

Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).

as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the General Meeting of F&C Global Smaller Companies PLC to be held at **Exchange House, Primrose Street, London EC2A 2NY** on **Thursday 6 March 2014 at 9.30 a.m.**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2.

☐ Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

	For	Against	Vote withheld
1. Authority to allot shares	☐	☐	☐
2. Authority to allot equity securities and to sell shares held in treasury without regard to statutory pre-emptive rights	☐	☐	☐

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

/ /

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).



F&C Global Smaller Companies PLC

General Meeting at Exchange House, Primrose Street, London EC2A 2NY on Thursday 6 March 2014

Form of Proxy (NZ)

Dear Shareholder

17 February 2014

As a shareholder in F&C Global Smaller Companies PLC you are encouraged to lodge proxy votes in relation to the resolutions being put to the General Meeting of the Company to be held at Exchange House, Primrose Street, London EC2A 2NY on Thursday 6 March 2014 at 9.30 a.m.

The Board is recommending that shareholders vote in favour of all resolutions at the General Meeting, which the Directors intend to do in respect of their own personal holdings.

Please can you lodge your proxy votes by completing and returning this form in the reply paid envelope to the Company's overseas registrars, Computershare Investor Services Limited, Private Bag 92119, Auckland 1142, Level 2, 159 Hurstmere Road, Takapuna, Auckland 0622, New Zealand.

To be effective, all proxy appointments will need to be lodged by Tuesday 4 March 2014 at 9.30 a.m.

Yours faithfully

F&C Management Limited
Secretary

Explanatory Notes:

1. 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. 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 voting 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).
2. The "Vote Withheld" option 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.
3. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, 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 11 p.m. on the day which is two days before the day of the meeting. 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.
4. The address overleaf is how it appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on +64 9 488 8777 to request a change of address form or go to www.investorcentre.com/nz to use the online Investor Centre service.
5. Any alterations made to this form should be initialled.
6. 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 Limited accept no liability for any instruction that does not comply with these conditions.

Form of Proxy

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



I/We hereby appoint the Chairman of the meeting OR the following person

Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).

as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the General Meeting of F&C Global Smaller Companies PLC to be held at **Exchange House, Primrose Street, London EC2A 2NY** on **Thursday 6 March 2014 at 9.30 a.m.**, and at any adjourned meeting.

	For	Against	Vote withheld
1. Authority to allot shares	☐	☐	☐
2. Authority to allot equity securities and to sell shares held in treasury without regard to statutory pre-emptive rights	☐	☐	☐

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

/ /

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).





F&C Global Smaller Companies PLC

General Meeting

Attendance Card

Please bring this card with you to the meeting and present it at Shareholder registration/accreditation.

Shareholder Reference Number

General Meeting at Exchange House, Primrose Street, London EC2A 2NY on Thursday 6 March 2014 at 9.30 a.m.

Form of Direction – Pension Savings Plan

Dear Planholder

17 February 2014

In recent months there has been increased investor demand for ordinary shares of F&C Global Smaller Companies PLC (the "Company"). In order to continue to meet this demand the Company's Board proposes to seek the renewal of its authorities from Shareholders to allot further ordinary shares in the Company. New Shareholder authorities will therefore be sought at a General Meeting to be held at Exchange House, Primrose Street, London EC2A 2NY on Thursday 6 March 2014 at 9.30 a.m.

The details are explained fully in the enclosed circular and the Company's Directors are recommending that investors vote in favour of all resolutions, which they intend to do in respect of their own personal holdings.

Your shares are held with those of other planholders in the name of the plan's nominee company. Participation by all planholders at shareholder meetings is encouraged and if you are unable to attend and vote in person you are requested to direct the nominee company to appoint the Chairman as your proxy to vote on your behalf. The nominee company will instruct the Chairman to vote the shares held on behalf of planholders who have not returned their voting directions in proportion to the directions of those who have.

To ensure that your voting directions are included, **please complete the Form of Direction on the reverse and return it in the reply paid envelope to Computershare Investor Services PLC by Friday 28 February 2014 at 9.30 a.m.**

The proposals set out in the enclosed circular will not in any way affect your account or the number of shares that you hold.

Yours faithfully

M. Tonkin
Head of Investment Trusts
F&C Management Limited

Please 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 PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders:

SRN.

Explanatory Notes:

1. The voting directions of planholders for whom the Chairman will be appointed to act as proxy (Box A below) will form the basis upon which the shares of those who do not provide any such directions will be voted proportionately. Planholders attending the Annual General Meeting (Box B below) are able to vote in person.
2. Please complete either Box A or Box B below. If both boxes are completed, the person named in Box B shall be appointed proxy in accordance with Box B and the completion of Box A shall be disregarded. If neither box is completed, Forest Nominees Limited (the "nominee company") will direct the Chairman to vote your shares in proportion to the total of the voting directions received from planholders.
3. If Box A is completed, please indicate how you wish the nominee company to direct the Chairman of the meeting to vote by placing a cross in the appropriate box. For, Against or Vote withheld. If no indication is given in respect of a resolution, the nominee company will direct the Chairman to vote your shares in respect of that resolution in proportion to the total of the voting directions received from planholders.
4. The purpose of the proportional voting arrangement is to ensure that planholders are fairly and fully represented at shareholding meetings. The nominee company will only implement the arrangement if valid Forms of Direction representing a minimum threshold of at least 5% of the shares held by planholders within the savings plans are received. A maximum limit of 67,000 shares that any one individual investor can vote, being approximately 5% of the minimum threshold, will also apply. Any shares voted by an investor in excess of the maximum limit will remain valid, but will not form part of the proportional voting basis.
5. The final box in Box A should not be marked unless for any reason you do not want your voting directions included in the proportional voting arrangement.
6. The "Vote withheld" option is provided to enable you to direct the Chairman to abstain on any particular resolution should you so wish.
7. On any motion to amend any resolution, to propose a new resolution or to adjourn the meeting, or on any other motion or resolution put to the meeting, the proxy will vote or abstain at his discretion.
8. By signing this Form of Direction, a joint planholder warrants that he/she has authority to sign for and on behalf of his/her fellow joint investors.

Form of Direction

Please read the notice of meeting and the Explanatory Notes on the completion of this form.

With reference to the General Meeting of F&C Global Smaller Companies PLC ("the Company") to be held on Thursday 6 March 2014, I/we, being the registered investor in ordinary shares in the Company under the F&C Pension Savings Plan, hereby direct Forest Nominees Limited (as the registered holder of such shares) to appoint EITHER:

BOX A

the Chairman of the meeting as proxy in respect of such shares and to direct such proxy to vote (on a poll only) at the General Meeting of the Company to be held on Thursday 6 March 2014 and at any adjournment thereof on the resolutions set out in the notice convening the meeting as follows:

	For	Against	Vote withheld
1. Authority to allot shares	☐	☐	☐
2. Authority to allot equity securities and to sell shares held in treasury without regard to statutory pre-emptive rights	☐	☐	☐

Only mark this final box if, for any reason, you wish your shares to be excluded from F&C's proportional voting arrangement. Please refer to notes 4 and 5 above.

☐

OR

BOX B

as proxy in respect of such shares and to direct such proxy to vote at his/her discretion at the General Meeting of the Company to be held on Thursday 6 March 2014 and at any adjournment thereof.

I/We agree that unless this Form of Direction is received by the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY not later than 9.30 a.m. on Friday 28 February 2014, Forest Nominees Limited shall not be obliged to act on any directions subsequently received via such form in relation to the meeting in respect of the shares registered in its name.

Signature

Date



F&C Global Smaller Companies PLC

General Meeting

Attendance Card

Please bring this card with you to the meeting and present it at Shareholder registration/accreditation.

General Meeting at Exchange House, Primrose Street, London EC2A 2NY on Thursday 6 March 2014 at 9.30 a.m.

Form of Direction – Savings Plans

Dear Planholder

17 February 2014

In recent months there has been increased investor demand for ordinary shares of F&C Global Smaller Companies PLC (the "Company"). In order to continue to meet this demand the Company's Board proposes to seek the renewal of its authorities from Shareholders to allot further ordinary shares in the Company. New Shareholder authorities will therefore be sought at a General Meeting to be held at Exchange House, Primrose Street, London EC2A 2NY on Thursday 6 March 2014 at 9.30 a.m.

The details are explained fully in the enclosed circular and the Company's Directors are recommending that investors vote in favour of all resolutions, which they intend to do in respect of their own personal holdings.

Your shares are held with those of other planholders in the name of F&C's nominee company. Participation by all planholders at shareholder meetings is encouraged and if you are unable to attend and vote in person you are requested to direct the nominee company to appoint the Chairman as your proxy to vote on your behalf. The nominee company will instruct the Chairman to vote the shares held on behalf of planholders who have not returned their voting directions in proportion to the directions of those who have.

To ensure that your voting directions are included, **please complete the Form of Direction on the reverse and return it in the reply paid envelope to Computershare Investor Services PLC by Friday 28 February 2014 at 9.30 a.m.**

The proposals set out in the enclosed circular will not in any way affect your account or the number of shares that you hold. If you do have any questions, you can call us on 0845 600 6166 between 9.00 am and 5.00 pm, Monday to Friday. Alternatively, please email us at investor.enquiries@fandc.com.

Yours faithfully

M. Tonkin
Head of Investment Trusts
F&C Management Limited

Please 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 PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders:

SRN.

Explanatory Notes:

1. The voting directions of planholders for whom the Chairman will be appointed to act as proxy (Box A below) will form the basis upon which the shares of those who do not provide any such directions will be voted proportionately. Planholders attending the Annual General Meeting (Box B below) are able to vote in person.
2. Please complete either Box A or Box B below. If both boxes are completed, the person named in Box B shall be appointed proxy in accordance with Box B and the completion of Box A shall be disregarded. If neither box is completed, State Street Nominees Limited (the "nominee company") will direct the Chairman to vote your shares in proportion to the total of the voting directions received from planholders.
3. If Box A is completed, please indicate how you wish the nominee company to direct the Chairman of the meeting to vote by placing a cross in the appropriate box, For, Against or Vote withheld. If no indication is given in respect of a resolution, the nominee company will direct the Chairman to vote your shares in respect of that resolution in proportion to the total of the voting directions received from planholders.
4. The purpose of the proportional voting arrangement is to ensure that planholders are fairly and fully represented at shareholding meetings. The nominee company will only implement the arrangement if valid Forms of Direction representing a minimum threshold of at least 5% of the shares held by planholders within the savings plans are received. A maximum limit of 67,000 shares that any one individual investor can vote, being approximately 5% of the minimum threshold, will also apply. Any shares voted by an investor in excess of the maximum limit will remain valid, but will not form part of the proportional voting basis.
5. The final box in Box A should not be marked unless for any reason you do not want your voting directions included in the proportional voting arrangement.
6. The "Vote withheld" option is provided to enable you to direct the Chairman to abstain on any particular resolution should you so wish.
7. On any motion to amend any resolution, to propose a new resolution or to adjourn the meeting, or on any other motion or resolution put to the meeting, the proxy will vote or abstain at his discretion.
8. By signing this Form of Direction, a joint planholder warrants that he/she has authority to sign for and on behalf of his/her fellow joint investors.

Form of Direction

Please read this notice of meeting and the Explanatory Notes on the completion of this form.

With reference to the General Meeting of F&C Global Smaller Companies PLC ("the Company") to be held on Thursday 6 March 2014, I/we, being the registered investor/contact in ordinary shares in the Company under the F&C Individual Savings Account, Private Investor Plan, Children's Investment Plan, Junior ISA and/or Child Trust Fund, hereby direct State Street Nominees Limited (as the registered holder of such shares) to appoint EITHER:

BOX A

the Chairman of the meeting as proxy in respect of such shares and to direct such proxy to vote (on a poll only) at the General Meeting of the Company to be held on Thursday 6 March 2014 and at any adjournment thereof on the resolutions set out in the notice convening the meeting as follows:

	For	Against	Vote withheld
1. Authority to allot shares	☐	☐	☐
2. Authority to allot equity securities and to sell shares held in treasury without regard to statutory pre-emptive rights	☐	☐	☐

Only mark this final box if, for any reason, you wish your shares to be excluded from F&C's proportional voting arrangement. Please refer to notes 4 and 5 above. ☐

OR

BOX B

as proxy in respect of such shares and to direct such proxy to vote at his/her discretion at the General Meeting of the Company to be held on Thursday 6 March 2014 and at any adjournment thereof.

I/We agree that unless this Form of Direction is received by the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY not later than 9.30 a.m. on Friday 28 February 2014, State Street Nominees Limited shall not be obliged to act on any directions subsequently received via such form in relation to the meeting in respect of the shares registered in its name.

Signature

Date