

BSIF Proxy

Proof: 3

19 November 2020

Clean

Job Number: 17257a

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ATTENDANCE CARD

BLUEFIELD SOLAR INCOME FUND LIMITED (THE "COMPANY") – ANNUAL GENERAL MEETING

To be held at: Floor 2, Trafalgar Court, Les Banques, St Peter Port, Guernsey on Thursday, 17 December 2020 at 11.00 a.m.

If you wish to attend this meeting in your capacity as a holder of Ordinary Shares, please sign this card and on arrival hand it to the Company Secretary. This will facilitate entry to the meeting.

Name of person attending:

Barcode:

Signature of person attending:

FORM OF PROXY

BLUEFIELD SOLAR INCOME FUND LIMITED (THE "COMPANY") – ANNUAL GENERAL MEETING

Floor 2, Trafalgar Court, Les Banques, St Peter Port, Guernsey
Registered number: 56708

Name of Registered Shareholder _____

Barcode:

I/We hereby appoint the Chairman of the Meeting and/or a representative of Ocorian Administration (Guernsey) Limited or _____ to be my/our proxy (see note 2 over) to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, 17 December 2020 at 11.00 am or at any adjournment thereof.

Event code:

I request my/our proxy to vote in the manner indicated below by marking the appropriate boxes with an 'X'. If no indication is given, my/our proxy can vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting:

Please tick here to indicate that this proxy appointment is one of multiple appointments being made (see note 3)

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

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ORDINARY RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

- | | For | Against | Vote Withheld |
|--|--------------------------|--------------------------|--------------------------|
| 1. That the audited accounts, the Directors' report, and the Auditors' report for the year ended 30 June 2020 be received and adopted. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. That the Directors' remuneration for the year ended 30 June 2020 as provided in the Directors' report be approved. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. That Paul Le Page, who retires as a director of the Company in accordance with the Company's Corporate Governance Practices, be re-elected as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. That John Rennocks, who retires as a director of the Company in accordance with the Company's Corporate Governance Practices, be re-elected as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. That John Scott, who retires as a director of the Company in accordance with the Company's Corporate Governance Practices, be re-elected as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. That Laurence McNairn, who retires as a director of the Company in accordance with the Company's Corporate Governance Practices, be re-elected as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

ORDINARY RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

- | | For | Against | Vote Withheld |
|--|--------------------------|--------------------------|--------------------------|
| 7. That Meriel Lenfestey, who retires as a director of the Company in accordance with the Company's Corporate Governance Practices, be re-elected as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. That KPMG Channel Islands Limited, who have indicated their willingness to continue in office, be re-elected as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the next Annual General Meeting. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. That the Directors be authorised to determine the remuneration of KPMG Channel Islands Limited as Auditors of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. That, in accordance with Article 35.4 of the Articles of Incorporation, the Board may, in respect of dividends declared for any financial period or periods of the Company ending prior to the Annual General Meeting of the Company to be held in 2021, offer the holders of the Ordinary Shares in the capital of the Company of no par value each (the "Ordinary Shares") the right to elect to receive further Ordinary Shares, credited as fully paid, in respect of all or any part of such dividend or dividends declared in respect of any such period or periods. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

NOTES

- Only holders of Ordinary Shares, or their duly appointed representatives, are entitled to attend, speak and vote at the meeting provided that all calls due from him/her in respect of his/her Ordinary Shares have been paid. A member so entitled may appoint one or more proxies to attend, speak and vote instead of him. The proxy need not be a member of the Company but must attend the meeting to represent you.
- You may appoint one or more proxies provided each proxy is appointed to exercise rights attached to different Ordinary Shares. You may not appoint more than one proxy to exercise rights attached to any one Ordinary Share. If you require any proxy, other than the Chairman of the Annual General Meeting, delete the words "the Chairman of Annual General Meeting or", add the name of the proxy you wish to appoint and initial the alteration. The proxy need not be a member of the Company and is entitled to speak and vote on any other business which may properly come before the meeting. 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 Ordinary Shares in relation to which he or she is authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement.
- Where multiple proxies have been appointed to exercise rights attached to different Ordinary Shares, on a show of hands those proxy holders taken together will collectively have the same number of votes as the shareholder who appointed them would have on a show of hands if he 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 (an) additional Form(s) of Proxy may be obtained by contacting Link Asset Services on 0371 664 0300 (calls are charged at the standard geographical rate and will vary by provider, lines are open 9:00 am to 5:30 pm Monday to Friday) or on +44 (0) 371 664 0300 (if calling from outside the UK), or you may copy this form. Please indicate in the box next to the proxy holder's name the number of Ordinary Shares in relation to which he or she is authorised to act as your proxy (which, in aggregate, should not exceed the number of Ordinary Shares held by you). Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions given by you. All hard copy Forms of Proxy must be signed and should be returned together in the same envelope.
- To change your proxy instructions simply submit a new Form of Proxy using the methods set out above.
- The "Vote Withheld" option on the Form of Proxy is provided to enable you to abstain on any particular resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution.
- A corporation must execute the Form of Proxy under its common seal or by the hand of a duly authorised officer or attorney or any other person authorised to sign on its behalf.
- In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the register of members in respect of the joint holding (the first-named being the most senior).
- If this Form of Proxy is returned without any indication as to how the person appointed proxy shall vote, he/she will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting.
- To be effective, the instrument appointing a proxy (together with any power of attorney or other authority under which it is executed or a duly certified copy of such power) must be sent to Link Asset Services: PXS 1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF, no later than 11.00 a.m. on Tuesday 15 December 2020, or not less than 48 hours before (excluding weekends and bank holidays) the time for holding any adjourned meeting, as the case may be. Completion and return of a Form of Proxy will not preclude a member from attending, speaking and voting in person at the meeting. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- In order to revoke a proxy instruction, you will need to inform the Company in writing and in accordance with the steps set out at note 4 to the notice of the Annual General Meeting, which accompanies this Form of Proxy.
- CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on 26 November 2020 and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

ORDINARY RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

For
Against
Vote Withheld

- That the first interim dividend of 1.95 pence per share paid in February 2020, the second interim dividend of 1.95 pence per share paid in May 2020, the third interim dividend of 1.95 pence per share paid in August 2020, the fourth interim dividend of 2.05 pence per share to be paid in October 2020, in each case in respect of the financial year ended 30 June 2020, be ratified and approved. ☐ ☐ ☐
- That the Company generally be and is hereby authorised for the purposes of section 315 of the Companies (Guernsey) Law, 2008 as amended (the "Law") (subject to the Listing Rules made by the UK Listing Authority and all other applicable legislation and regulations) to make market acquisitions (as defined in the Law) of its own Ordinary Shares (as defined in the Company's Articles of Incorporation) which may be cancelled or held as treasury shares, provided that:
 - the maximum number of Ordinary Shares authorised to be purchased under this authority shall be a number equal to 14.99 per cent. of the aggregate number of Ordinary Shares in issue immediately following this Annual General Meeting (excluding treasury shares);
 - the minimum price (exclusive of expenses) which may be paid for an Ordinary Share shall be £0.01 per Ordinary Share;
 - the maximum price (exclusive of expenses) payable by the Company which may be paid for Ordinary Shares shall be the higher of (i) 5 per cent. above the average of the mid-market values of an Ordinary Share taken from The London Stock Exchange Daily Official List for the five business days before the purchase is made; and (ii) the higher of the last independent trade or the highest current independent bid for Ordinary Shares;
 - the authority hereby conferred shall expire on the date which is 15 months from the date of passing of this resolution or, if earlier, at the end of the Annual General Meeting of the Company to be held in 2021 (unless previously renewed, revoked or varied by the Company); and
 - the Company may make a contract to purchase its own Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its own Ordinary Shares in pursuance of any such contract.

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SPECIAL RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

For
Against
Vote Withheld

- That, in substitution for any existing disapplication authority in force as at the date of this Annual General Meeting, the Directors be and are hereby generally and unconditionally authorised to allot, issue and/or sell equity securities for cash as if article 6.2 of the Articles did not apply to any such allotment, issue and/or sale, provided that this power shall be limited to the allotment, issue and/or sale of up to 10 per cent. of the Ordinary Shares in issue as at the date of this Annual General Meeting for the period expiring at the date falling 15 months after the date of the passing of this resolution or the conclusion of the next annual general meeting of the Company, whichever is earlier (unless previously renewed, varied or revoked by the Company in a general meeting), save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted and issued after such expiry and the Directors shall be entitled to allot and issue equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired. ☐ ☐ ☐
- That, in addition to any existing authorities granted to the Directors, the Directors be, and hereby are, empowered to allot, issue and/or sell equity securities for cash as if article 6.2 of the Articles of Incorporation did not apply to any such allotment, issue and/or sale, provided that this power shall be limited to the allotment, issue and/or sale of up to an additional 10 per cent. of the Ordinary Shares in issue as at the date of this Annual General Meeting for the period expiring at the date falling 15 months after the date of the passing of this resolution or the conclusion of the next annual general meeting of the Company, whichever is earlier (unless previously renewed, varied or revoked by the Company in general meeting), save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted and issued after such expiry and the Directors shall be entitled to allot and issue equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired. ☐ ☐ ☐

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Signature

Date