

# Hipgnosis Songs Fund Limited

## Form of Proxy

The extraordinary general meeting (the “**Meeting**”) of Hipgnosis Songs Fund Limited is to be held at 2nd Floor, Trafalgar Court, Les Banques, St. Peter Port, Guernsey, GY1 2JA on 21 August 2019 at 3:00 p.m.

Name of Registered Shareholder

I/We, being a member of the Company, hereby appoint the Chairman of the Meeting and/or a representative of Estera International Fund Managers (Guernsey) Limited or \_\_\_\_\_ to be my/our proxy to attend and, on a poll, vote on my/our behalf at the extraordinary general meeting of Hipgnosis Songs Fund Limited to be held on 21 August 2019 at 3:00 p.m. or at any adjournment thereof. I request my/our proxy to vote in the manner indicated below:

Ordinary Resolution	For	Against	Withheld
That the Company modify its Investment Objective and Policy in the manner described in the Circular sent by the Company to its Shareholders on 6 August 2019			

Date: \_\_\_\_\_ Signature: \_\_\_\_\_

## Notes

1. Only holders of Ordinary Shares, or their duly appointed representatives, are entitled to attend and vote at the Meeting. A member so entitled may appoint one or more proxies to attend and, on a poll, vote instead of him. The proxy need not be a member of the Company. To appoint more than one proxy you may photocopy this form
2. Shares held in uncertified 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.
3. To appoint more than one proxy you may photocopy this form. In the 'Name of Registered Shareholder' box on page 1, please indicate the shareholder's name and the number of shares in relation to which your proxy is authorised to act (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 being given. All forms must be signed and should be returned together in the same envelope.
4. If you wish to appoint someone other than the Chairman of the Meeting and/or a representative of Estera International Fund Managers (Guernsey) Limited as your proxy, please insert his/her name in the space provided and delete "the Chairman of the Meeting and/or a representative of Estera International Fund Managers (Guernsey) Limited or".
5. Please indicate with an "X" in the boxes how you wish your vote to be cast. Unless otherwise instructed, the person appointed as a Proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on any particular resolution and on any other business (including amendments to resolutions and procedural business) which may come before the Meeting.
6. The "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.
7. A corporation must seal the Form of Proxy or have it signed by an officer or attorney or any other person authorised to sign on its behalf.
8. In the case of joint holders, only one need sign this Form of Proxy, but the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
9. To be valid this Form of Proxy must reach the Registrar, Computershare Investor Services (Guernsey) Limited, by no later than 48 hours (excluding non-working days) before the time for holding the Meeting 3:00 p.m. on 21 August 2019 or adjourned meeting as the case may be. Lodgment of a Form of Proxy does not prevent a member from attending the Meeting in person. Please return this Form of Proxy to the following address: Computershare Investor Services (Guernsey) Limited c/o The Pavillions, Bridgwater Road, Bristol, BS99 6ZY.