

Hipgnosis Songs Fund Limited

Form of Proxy

The Second Annual General Meeting of Hipgnosis Songs Fund Limited is to be held at Floor 2, Trafalgar Court, Les Banques, St Peter Port, Guernsey, on 8 September 2020 at 10.30 am.

Name of Registered Shareholder

I/We, being a member of the Company, hereby appoint the Chairman of the Meeting and/or a representative of Ocorian Administration (Guernsey) Limited or _____ to be my/our proxy to attend and, on a poll, vote on my/our behalf at the Annual General Meeting of Hipgnosis Songs Fund Limited to be held on 8 September 2020 at 10.30 am or at any adjournment thereof. I request my/our proxy to vote in the manner indicated below:

Ordinary Resolutions	For	Against	Withheld
1. TO receive and adopt the Annual Report and Audited Financial Statements of the Company for the year ended 31 March 2020 (the “ Annual Report ”).			
2. THAT the Directors’ remuneration for the period ended 31 March 2020 as provided in the Director’s report contained in the Annual Report be approved.			
3. TO re-appoint PricewaterhouseCoopers CI LLP, who have indicated their willingness to continue in office, as Auditor of the Company to hold office until the conclusion of the next Annual General Meeting.			
4. TO authorise the Directors to determine the remuneration of PricewaterhouseCoopers CI LLP.			
5. TO re-elect Andrew Sutch, retiring in accordance with the Company’s Articles of Incorporation (the “ Articles ”), as a Director of the Company.			
6. TO re-elect Andrew Wilkinson, retiring in accordance with the Articles, as a Director of the Company.			
7. TO re-elect Simon Holden, retiring in accordance with the Articles, as a Director of the Company.			
8. TO re-elect Paul Burger, retiring in accordance with the Articles, as a Director of the Company.			
9. TO re-elect Sylvia Coleman, retiring in accordance with the Articles, as a Director of the Company.			
10. THAT the Company’s dividend policy be approved.			
11. THAT, pursuant to Article 25.1 of the Articles, the aggregate amount of fees to be paid to the Directors be increased from £250,000 per annum to £500,000 per annum.			

Special Resolutions	For	Against	Withheld
<p>12. THAT the Directors be and are hereby authorised, pursuant to Article 5.8 of the Articles, to allot and issue or make offers or agreements to allot and issue, grant rights to subscribe for, or to convert any securities into, ordinary shares (including by way of sale of ordinary share from treasury) (“Relevant Securities”) for cash up to the aggregate number of 30,792,594 ordinary shares (being 5 per cent. of the ordinary shares in issue as at 7 August 2020) (excluding any ordinary shares held in treasury and after giving effect to the exercise of any warrants, options or other convertible securities outstanding as at such date) as if Article 5.1 of the Articles did not apply to any such allotment and issue, such authority to expire on the date which is 15 months from the date of the 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 by a special resolution) save that the Company may, before such expiry, make an offer or agreement which would or might require Relevant Securities to be allotted and issued after such expiry and the directors may allot and issue Relevant Securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired.</p>			
<p>13. THAT the Company, in accordance with Section 315 of The Companies (Guernsey) Law 2008 as amended (the “Law”) be approved to make market acquisitions (as defined in Section 316 of the Law) of its ordinary shares either for retention as treasury shares, insofar as permitted by the Law or cancellation, provided that:-</p> <ul style="list-style-type: none"> (i) the maximum number of shares authorised to be purchased in the market is up to 92,316,197 of the Company’s ordinary shares (or, if lower, up to 14.99 per cent. of the ordinary shares in issue (excluding treasury shares in issue) as at the time immediately following the passing of this resolution); (ii) the minimum price (exclusive of expenses) which may be paid for an ordinary share is £0.01; (iii) the maximum price (exclusive of expenses) which may be paid for an ordinary share is an amount equal to the higher of: (i) 5 per cent above the average of the mid-market values for an ordinary share (as derived from the regulated market on which the repurchase is carried out) for the five business days immediately preceding the day on which that purchase is made; and (ii) the higher of: (a) the price of the last independent trade; or (b) the highest current independent bid at the time of purchase, in each case on the regulated market where the purchase is carried out; 			

Special Resolutions	For	Against	Withheld
<p>(iv) subject to paragraph (v), such authority shall expire at the annual general meeting of the Company to be held in 2021 (unless previously varied, revoked or renewed by the Company in general meeting) or, if earlier, the date falling 18 months from the passing of this resolution;</p> <p>(v) notwithstanding paragraph (iv), the Company may make a contract to purchase its ordinary shares pursuant to 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 notwithstanding the authority given by this resolution.</p>			
<p>14. THAT, subject to the special resolution to be proposed at the class meeting of C Shareholders held on 8 September 2020 being passed, the revised articles of incorporation, in the form tabled at the meeting, be adopted as the articles of incorporation of the Company, replacing the current Articles.</p>			

Date: _____

Signature: _____

Notes

1. Only holders of Ordinary Shares or C 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 as your proxy, please insert his/her name in the space provided and delete "the Chairman of the Meeting 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 Computershare Investor Services PLC, by no later than 48 hours (excluding non-working days) before the time for holding the meeting (10.30 am on 4 September 2020) 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 PLC, The Pavillions, Bridgwater Road, Bristol, BS99 6ZY.