

# ICG-LONGBOW SENIOR SECURED UK PROPERTY DEBT INVESTMENTS LIMITED

## Form of Proxy for the Extraordinary General Meeting on 1 March 2017

I/We .....  
(block capitals please)

of.....

being a member of ICG-Longbow Senior Secured UK Property Debt Investments Limited (the "Company"), hereby appoint (see note 2)

or failing him/her the chairman of the meeting to be my/our proxy and exercise all or any of my/our rights to attend, speak and vote for me/us in respect of my/our voting entitlement on my/our behalf at the extraordinary general meeting of the Company to be held at 2.30 p.m. on Wednesday 1 March 2017 and at any adjournment thereof.

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

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

The proxy will vote as indicated below in respect of the resolution set out in the notice of meeting:

Resolutions	For	Against	Vote Withheld
1 THAT the Company adopt the proposed changes to the Existing Investment Policy as described in the circular issued by the Company and dated 11 January 2017 (the "Circular"), such that with effect from the date of the passing of the Resolution the Existing Investment Policy is amended and restated to reflect the terms of the Revised Investment Policy set out in Section B of Part III of the Circular.			
2 THAT, conditional upon the passing of Resolution 1, the Company shall continue its business as a closed-ended collective investment scheme in accordance with and pursuant to the terms of article 51 of the Articles.			
3 THAT, conditional upon the passing of Resolution 2, the Proposed Articles in the terms set out in Part IV of the Circular and reflecting the form produced to the meeting and signed by the Chairman for the purposes of identification, be adopted as the articles of incorporation of the Company in substitution for and to the exclusion of all existing articles of incorporation.			
4 THAT, conditional upon the passing of Resolution 2, the directors be and are hereby authorised to allot and issue or make offers or agreements to allot and issue equity securities (as defined in the Articles) for cash pursuant to article 4.4 of the Articles or by way of a sale of treasury shares for cash as if the pre-emption provisions contained in article 6.2 of the Articles did not apply to any such issue or sale, provided that this power shall be limited to the allotment and issue of up to an aggregate of 40,000,000 Ordinary Shares, such authority to expire on the date that is twelve months after the date of publication of the Placing Programme Prospectus, unless such authority is renewed prior to this time, save that, in each case, the Company may make an offer or agreement before the authority expires which would or might require shares to be allotted and issued, or rights to subscribe for or to convert any security into shares to be granted, after the authority expires and the directors may allot and issue shares or grant such rights pursuant to any such offer or agreement as if the authority had not expired, and such authority shall be in addition to any other such authority granted to the directors from time to time.			

**Please refer to the notes overleaf**

Signed: ..... Date: ..... 2017

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## Notes relating to Form of Proxy

- 1 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.
- 2 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. 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.
- 3 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 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.
- 4 On a vote on a show of hands, each proxy has one vote. If a proxy is appointed by more than one shareholder, and all such shareholders have instructed the proxy to vote in the same way, the proxy will only be entitled, on a show of hands, to vote "for" or "against" as applicable. If a proxy is appointed by more than one shareholder, but such shareholders have given different voting instructions, the proxy may, on a show of hands, vote both "for", and "against" in order to reflect the different voting instructions.
- 5 To change your proxy instructions simply submit a new Form of Proxy using the methods set out above.
- 6 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.
- 7 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.
- 8 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).
- 9 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.
- 10 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 Capita Asset Services: PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, no later than 2.30 p.m. on 27 February 2017, 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.
- 11 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 7 to the notice of the Extraordinary General Meeting, which accompanies this Form of Proxy.
- 12 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Extraordinary General Meeting to be held on 1 March 2017 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.