

# ATTENDANCE CARD – ANNUAL GENERAL MEETING

## ICG-Longbow Senior Secured UK Property Debt Investments Limited (the “Company”)

To be held at: Lefebvre Place, Lefebvre Street, St Peter Port, Guernsey on 23 May 2018 at 2.00 p.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

Signature of person attending

Bar Code:



Investor Code:

# FORM OF PROXY – ANNUAL GENERAL MEETING

## ICG-Longbow Senior Secured UK Property Debt Investments Limited (the “Company”)

Bar Code:

I/We  of  a member/member(s) of the Company, hereby appoint the Chairman of the fifth Annual General Meeting or (see note 2)

Investor Code:

Event Code:

to be my/our proxy to attend, speak and vote on my/our behalf and, if necessary, demand a poll at the fifth Annual General Meeting of the Company to be held at Lefebvre Place, Lefebvre Street, St Peter Port, Guernsey on 23 May 2018 at 2.00 p.m. 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)

I/we direct my/our proxy to vote on the following resolutions and I/we have indicated 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.

### ORDINARY RESOLUTIONS

- That the audited accounts, the Directors' report, and the Auditors' report for the financial year ended 31 January 2018 be received and considered.
- That the Directors' remuneration for the year ended 31 January 2018 as provided in the Directors' report be approved.
- That Patrick Firth, who retires by rotation pursuant to article 22.3 of the Articles of Incorporation of the Company (the "Company's Articles"), be re-elected as a Director of the Company
- That Paul Meader, who retires by rotation pursuant to article 22.3 of the Company's Articles, be re-elected as a Director of the Company.
- That Mark Huntley, who retires as a Director of the Company in accordance with the Company's IPO Prospectus, be re-elected as a Director of the Company.
- That Deloitte LLP, who have indicated their willingness to continue in office, be re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.
- That the Directors be authorised to determine the remuneration of Deloitte LLP as Auditors of the Company.
- That the interim dividend of 1.5 pence per share in respect of the period 1 February 2017 to 30 April 2017; the interim dividend of 1.5 pence per share in respect of the period 1 May 2017 to 31 July 2017; the interim dividend of 1.5 pence per share in respect of the period of 1 August 2017 to 31 October 2017; and the interim dividend of 1.5 pence per share in respect of the period from 1 November 2017 to 31 January 2018, declared by the Company, be ratified and approved.

For  
Against  
Vote  
Withheld

### EXTRAORDINARY RESOLUTIONS

- That 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 Company's Articles for cash pursuant to article 4.4 of the Company's 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 Company's Articles did not apply to any such allotment and issue or sale provided that this power shall be limited to up to an aggregate amount of 100 million Ordinary Shares and/or C Shares (as defined in the Company's Articles) (together the "Shares") pursuant to the New Placing Programme (as defined in the Explanatory Notes to this Notice of Annual General Meeting) (if implemented), such authority to expire on the date that is 15 months after 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 2019 (unless previously renewed, revoked or varied by the Company by extraordinary resolution) 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 after such expiry and the Directors may allot and issue Shares in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired, and such authority shall be in addition to any other such authority in respect of the allotment and issue of Ordinary Shares and/or C Shares granted to the Directors from time to time.

- That in addition to the authority conferred on the Directors by the passing of Resolution 9 above, 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 Company's Articles) for cash pursuant to article 4.4 of the Company's 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 Company's Articles did not apply to any such allotment and issue or sale provided that this power shall be limited to the allotment and issue of such number of Ordinary Shares (as defined in the Company's Articles) as is equal to 9.99 per cent. of the number of Ordinary Shares in issue as at the latest practicable date prior to the publication of this document (and after giving effect to the exercise of any warrants, options or other convertible securities outstanding as at such date) such authority to expire on the date that is 15 months after 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 2019 (unless previously renewed, revoked or varied by the Company by extraordinary resolution) save that, in each case, the Company may make an offer or agreement before the authority expires which would or might require equity securities to be allotted and issued after such expiry and the Directors may allot and issue equity securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired, and such authority shall be in addition to any other such authority in respect of the allotment and issue of Ordinary Shares granted to the Directors from time to time.

For  
Against  
Vote  
Withheld

### SPECIAL RESOLUTION

- That the Company be and is hereby authorised, in accordance with the Companies (Guernsey) Law, 2008, as amended (the "Companies Law"), subject to the Listing Rules made by the UK Listing Authority and all other applicable legislation and regulations, to make market acquisitions (within the meaning of section 316 of the Companies Law) of its own Ordinary Shares (as defined in the Company's Articles) 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 Ordinary Shares (excluding treasury shares) in issue as at the latest practicable date prior to the date of publication of this document;
  - the minimum price (exclusive of expenses) which may be paid for an Ordinary Share shall be £0.01 pence per Ordinary Share;
  - the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall be not more than an amount equal to the higher of (i) 5 per cent. above the average mid-market value of the Company's Ordinary Shares for the five business days prior to the day the purchase is made and (ii) the higher of the price of the last independent trade and the highest current independent bid for Ordinary Shares on the trading venues where the purchase is carried out;
 such authority to 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 2019 (unless previously renewed, revoked or varied by the Company by ordinary resolution) save that the Company may make a contract to acquire Ordinary Shares under this authority before its expiry which will or may be executed wholly or partly after its expiration and the Company may make an acquisition of Ordinary Shares pursuant to such a contract.

Signature

Date

**Explanatory Notes to the Proxy Form:**

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. If you require any proxy, other than the Chairman of the AGM, delete the words "the Chairman of the AGM 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.
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 (an) additional Form(s) of Proxy may be obtained by contacting Link Asset Services on 0871 664 0300, from overseas call +44 (0) 371 664 0300 calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales, 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.
4. To allow effective constitution of the meeting, if it is apparent to the Chairman of the AGM that no shareholders will be present in person or by proxy, other than by proxy in the Chairman of the AGM's favour, then the Chairman of the AGM may appoint a substitute to act in his stead for any shareholder, provided that such substitute proxy shall vote on the same basis as the Chairman of the AGM.
5. 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.
6. To change your proxy instructions simply submit a new Form of Proxy using the methods set out above.
7. 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.
8. 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.
9. 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).
10. 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.
11. 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: The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, no later than 2.00 p.m. on 21 May 2018, 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.
12. 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 Annual General Meeting, which accompanies this Form of Proxy.
13. 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 23 May 2018 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.



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