

**BOUSSARD & GAVAUDAN HOLDING LIMITED**

Registration Number: 45582

(the "Company")

**FORM OF PROXY**

**FORM OF PROXY** for the Extraordinary General Meeting (the "EGM") of the Company to be held on Thursday, 28 September, 2023 at 11.30 a.m. at Ground Floor, Dorey Court, Admiral Park, St. Peter Port, Guernsey.

I/We .....

of .....

being a Member/Members of the Company and holder(s) of .....**Euro Shares held in Euroclear Nederland** hereby appoint an authorised representative of JTC Fund Solutions (Guernsey) Limited or, failing him/her, the Chairman of the EGM or ....., as my/our proxy to vote for me/us on my/our behalf at the EGM of the Company to be held on Thursday, 28 September, 2023 at 11.30 a.m. and at any adjournment thereof.

Please indicate with an **X** in the spaces below how you wish your votes to be cast.

	<b>Ordinary Resolution</b>	<b>FOR</b>	<b>AGAINST</b>	<b>WITHHELD</b>
<b>1.</b>	<b>THAT</b> , subject to the passing of all other Resolutions, the Company adopt the new Investment Objective and Policy as set out at section 3.3 of Part 1 of the Circular dated 29 August 2023 in substitution for the existing Investment Objective and Policy.			
	<b>Special Resolutions</b>			
<b>2.</b>	<b>THAT</b> , subject to the passing of all other Resolutions, a new Article 9(A) and new definitions, as set out in the Notice of the EGM dated 29 August 2023 are inserted in the Company's articles of incorporation.			
<b>3.</b>	<b>THAT</b> , subject to the passing of all other Resolutions, the Company be and is hereby authorised to convert the Shares held by eligible Shareholders which validly participate in the Rollover Option into the relevant class of Rollover Shares on the instruction of the Directors on such terms, and at such time and such date, as will be set out in the Rollover Circular to be published in 2024.			
<b>4.</b>	<b>THAT</b> , subject to the passing of all other Resolutions, the Company be and is hereby authorised to compulsorily redeem the Rollover Shares pursuant to the Rollover Option upon terms to be published in the Rollover Circular to be published in 2024 (or in such other circular as the Company may publish from time to time relating to the Rollover Option).			

Unless otherwise instructed, the proxy will vote or abstain from voting as he/she thinks fit.

.....

Signed this                      day of                      2023 (See note 3 below)

Notes:

1. If any other proxy is preferred, strike out the words “authorised representative of JTC Fund Solutions (Guernsey) Limited or, failing him, the Chairman of the EGM” and add the name and address of the proxy you wish to appoint and initial the alteration. The proxy need not be a shareholder.
2. If the appointer is a corporation this form must be completed under its common seal or under the hand of some officer or attorney duly authorised in writing.
3. The signature of any one of joint holders will be sufficient, but the names of all the joint holders should be stated.
4. To be valid, this form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power, must reach the proxy agent, Van Lanschot Kempen N.V., Beethovenstraat 300, attn T&S/OS/Agency Services L11, 1077 WZ Amsterdam, The Netherlands (by e-mail at proxyvoting@vanlanschotkempen.com or by fax at +31 20 348 9549) not less than forty-eight hours before the time appointed for holding the EGM or any adjournment thereof, as the case may be.
5. Any alteration of this form must be initialled.
6. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder’s name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
7. In the event that a form of proxy is returned without an indication as to how the proxy shall vote on the resolutions, the proxy will exercise his discretion as to whether and, if so, how he votes.
8. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of the votes for or against a resolution.
9. All persons recorded as holding shares in the Company as at the close of business on Tuesday, 26 September, 2023 or, if the EGM is adjourned, as at the close of business on Tuesday, 3 October 2023, shall be entitled to attend and vote at the EGM and shall be entitled on a poll to one vote per share held.