

PLEASE NOTE THAT THE AGM IS TO BE CONDUCTED AS A 'CLOSED DOOR' MEETING TO WHICH SHAREHOLDERS WILL NOT BE ADMITTED. IF THE GOVERNMENT'S REGULATIONS PERMIT SHAREHOLDERS TO ATTEND THIS WILL BE COMMUNICATED PRIOR TO THE MEETING BY A NOTICE ON THE COMPANY'S WEBSITE AND A RNS ANNOUNCEMENT MADE VIA THE STOCK EXCHANGE.

## NOTICE OF AVAILABILITY

### Important please read carefully

You can now access the Annual Report and Financial Statements of the year ended 31 March 2020 and the Notice of AGM to be held on 28 July 2020 on the Company's website, [www.Polarcapital.co.uk](http://www.Polarcapital.co.uk)

You are advised to read the full Notice of AGM before deciding how to vote and refer to the Annual Report for further information on the Company and its activities.

If you cannot locate or access the documents, would like to receive paper copies of the documents or would like to receive paper copies of shareholder communications in future then please call the Company's registrars, Equiniti, on 0800 3766660 (or from overseas +44 (0) 121 4150804) or contact them via the website [www.Shareview.co.uk](http://www.Shareview.co.uk) Telephone lines are open 8.30am to 5.30pm Monday to Friday.

Please note that any electronic communication sent to the Company or registrar that is found to contain a computer virus will not be accepted and that the Company's obligation is satisfied when it transmits an electronic message and it cannot be held responsible for a failure in transmission beyond its control.

Shareholder Reference Number

The Annual General Meeting is to be held at the offices of the Company, 4th floor, 16 Palace Street, London SW1E 5JD, commencing at 2.30pm on 28 July 2020.

# POLAR CAPITAL HOLDINGS PLC

Form of Proxy for use at the Annual General Meeting to be held at 2.30pm on 28 July 2020 and at any adjournment thereof.

+	Voting ID		Task ID		Shareholder Reference Number		+
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Before completing, please read the Notice of Meeting and the Instructions for Completion (overleaf). I/we, the undersigned, hereby appoint the Chair of the Meeting, or (see Note 1)

as my/our proxy, to attend, speak and vote in respect of my full voting entitlement or  shares on my/our behalf at the

AGM of the Company to be held on 28 July 2020 and at any adjournment thereof. The proxy will vote on the under-mentioned resolutions, as indicated. The proxy will vote at his or her discretion, or abstain from voting on any resolution listed below if no instruction is given regarding that resolution and on any other business transacted at the meeting.

Please indicate your vote by making the appropriate boxes in black ink like this:  X

#### Ordinary Resolutions

	For	Against	Vote Withheld
1. To receive the Annual Report and Financial Statements for the year ended 31 March 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To receive and approve the Directors' Remuneration Report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect David Lamb as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect Andrew Ross as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Gavin Rochussen as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect John Mansell as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Brian Ashford-Russell as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Jamie Cayzer-Colvin as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Alexa Coates as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Win Robbins as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To appoint PricewaterhouseCoopers LLP as auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To authorise the Directors to determine the auditors' remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To authorise the allotment of shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Resolutions</b>			
14. To disapply pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To authorise the Company to buy-back its ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To adopt New Articles.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Ordinary Resolution</b>			
17. To approve increased cap on Directors' fees from £550,000 to £800,000 per annum.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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Please mark this box if signing on behalf of the shareholder as Power of Attorney, Receiver, or Third Party. This card should not be used for any comments, change of address, or other queries. Please send separate instruction.

Signature(s)

Date

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## INSTRUCTIONS FOR COMPLETION OF PROXY FORM

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his/her proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the AGM. However, the AGM is being held as a closed door meeting to which shareholders, guests or other individuals will not be admitted. You are therefore encouraged to appoint the Chairman of the meeting as your proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. While holders are entitled to appoint more than one proxy, due to the meeting being closed door individuals will not be admitted to the meeting and holders are encouraged to submit a single proxy form appointing the chairman of the meeting.
3. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
4. Your proxy will vote or vote withheld from voting as he/she thinks fit on any other business which may properly come before the AGM. If you tick the abstain your vote will not be counted in computing the required majority.
5. In the case of joint shareholders, any of the shareholders may vote in respect of their holdings but, where more than one is present at the AGM only the first- named in the share register present at the AGM in person or by proxy shall be entitled to vote.
6. To be effective, this form should be completed and returned so as to reach Equiniti Limited not later than 48 hours before the time appointed for the AGM or any adjourned AGM.
7. In the case of a corporation this form must be executed under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation.
8. If this form of proxy is executed under a power of attorney, the power of attorney or authority under which it is signed, or a notarially certificated copy of such power or authority, must be deposited at Equiniti Limited, FREEPOST, RTHJ-CLLL- KBKU, Aspect House, Spencer Road, Lancing BN99 8LU, together with this form of proxy.
9. The lodging of this form of proxy will not preclude you from attending and voting at the AGM in person though under current government guidance, you will not be able to do so.
10. If you hold shares through CREST you may, if you wish, register your proxy appointment electronically using the CREST electronic proxy appointment service. A proxy appointment made electronically will not be valid if sent to any address other than that provided or if received after 2.30pm on 24 July 2020. For details on how to use the CREST service please refer to the Notice of AGM. Please note that any electronic communication found to contain a computer virus will not be accepted.
11. To register the appointment of a proxy electronically, visit [www.sharevote.co.uk](http://www.sharevote.co.uk) and follow the instructions provided. The proxy appointment must be received by Equiniti by 2.30pm on 24 July 2020. More details on how to lodge a vote via Equiniti's online service can be found in the Notes section of the Notice of AGM.
12. Any alterations made to this form should be initialled.
13. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6.30pm on the day which is two days before the day of the AGM. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

**Shareholders' attention is directed to the letter from the chairman on page 2 of the Notice of AGM**

**If you wish, you may return the proxy card in an envelope to FREEPOST RTHJ-CLLL-KBKU, Equiniti Limited, Aspect House, Spencer Road, Lancing, BN99 8LU.**



Freepost RTHJ-CLLL-KBKU  
Equiniti  
Aspect House  
Spencer Road  
LANCING  
BN99 8LU