

RTW Venture Fund Limited (the “Company”) ISIN: GG00BKTRRM22
Extraordinary General Meeting
19 December 2022
Form of Proxy

You may appoint a proxy at www.signalshares.com instead of using this form.

Event Code:

Barcode:

For guidance on how to complete this Form of Proxy please refer to the Notice of Meeting on the Company’s website and the Notes to this Form of Proxy.

I/We being (a) member/members of the Company hereby appoint the Chair of the meeting/the following person:

Name of proxy (if not the Chair of the meeting):

Number of ordinary shares appointed over:
(if less than your full voting entitlement)

as my/our proxy, to attend, speak and vote on my/our behalf at the meeting of the Company and at any adjournment thereof. I have indicated with an ‘X’ below how I/we wish my/our votes to be cast on the following resolutions.

RESOLUTIONS	Please put an ‘X’ in the box opposite if this proxy appointment is one of multiple appointments being made:		
	For	Against	Vote Withheld
Special Resolution			
1. IT IS HEREBY RESOLVED THAT: the articles of incorporation produced to the Extraordinary General Meeting and, for the purposes of identification, initialled by the Chairman (the “New Articles”), be adopted, with effect from conclusion of the Extraordinary General Meeting, as the new articles of incorporation of the Company in substitution for, and to the exclusion, in their entirety, of, the Existing Articles.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Ordinary Resolution			
2. IT IS HEREBY RESOLVED THAT: the decision of the Board to make the Tax Election be ratified by Shareholders.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

Signature:

Date:

Please send this Form of Proxy to FREEPOST PXS, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL by no later than 10 a.m. on 15 December 2022. Shareholders outside the United Kingdom should send this Form of Proxy to Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

Notes

1. To appoint as a proxy a person other than the Chair of the meeting insert their full name in the space provided. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrars or you may photocopy this form. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. Please indicate in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided 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. A proxy need not be a member of the Company.
2. Unless otherwise indicated on the Form of Proxy the proxy will vote as he or she thinks fit or, at his or her discretion, abstain from voting.
3. This Form of Proxy must arrive not later than 10 a.m. on 15 December 2022 at FREEPOST PXS, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL during usual business hours accompanied by any power of attorney under which it is executed (if applicable). If you prefer, you may return the Form of Proxy to the Registrar in an envelope addressed to FREEPOST Link PXS. Please note that delivery using this service can take up to five business days.
4. A corporation must execute the Form of Proxy under either its common seal or the hand of a duly appointed officer or attorney.
5. The Form of Proxy is for use in respect of the shareholder account specified overleaf only and should not be amended or submitted in respect of a different account.
6. The 'Vote Withheld' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' a resolution.
7. Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion or withhold from voting
8. Ordinary Shares held in uncertificated 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. Ordinary shareholders wishing to vote online should visit www.signalshares.com and follow the instructions.
9. In the case of joint holders, the signature of only one of the joint holders is required but, if more than one votes, the vote of the first named on the Register of Members will be accepted to the exclusion of the other joint holders.
10. Entitlement to attend and vote at the meeting and the number of votes which may be cast at the meeting will be determined by reference to the Register of Members of the Company at close of business on 15 December 2022. 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.