



Form of Proxy
 RTW Venture Fund Limited (the "Company")
 Annual General Meeting 2023
 ISIN GG00BKTRRM22

You may appoint a proxy at <https://www.signalshares.com> instead of using this form.
 For guidance on how to complete this Form of Proxy please refer to the Notice of Annual General Meeting on the Company's website and the Notes to the Notice.

| | |
|----------------------------------|--|
| Member Name & Address | <p>I/We being (a) member/members of the Company hereby appoint the Chair of the Annual General Meeting/the following person:*</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>*If you wish to appoint as a proxy a person other than the Chair of the Meeting please delete the words "the Chair of the Annual General Meeting" above and insert the name of the other person in the box above. Please initial this change and any others made to this Form of Proxy.</p> |
| | <p>Number of ordinary shares appointed over: (if less than your full voting entitlement)</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> |
| | <p>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.</p> <p>Please put an 'X' in the box opposite if this proxy appointment is one of multiple appointments being made: <input type="checkbox"/></p> |

| I/We vote: | Please mark 'X' to indicate how you wish to vote | | |
|--|--|--------------------------|--------------------------|
| Resolutions 1 - 9 are Ordinary Resolutions and Resolution 10 is a Special Resolution | FOR | AGAINST | WITHHELD |
| 1 That the Audited Financial Statements, the Directors' report, and the auditor's report for the financial year ended 31 December 2022 be received and considered. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 That the Directors' remuneration for the financial year ended 31 December 2022 as provided in the Directors' report be approved. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 That William Simpson be re-elected as a Director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 That Paul Le Page be re-elected as a Director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 That Bill Scott be re-elected as a Director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6 That Stephanie Sirota be re-elected as a Director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7 That KPMG Channel Islands Limited and KPMG LLP be re-appointed as auditors of the Company (the "Auditors") until the conclusion of the next AGM. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8 That the Directors be authorised to determine the remuneration of the Auditors. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| As special business | | | |
| 9 That the Company be authorised to make market purchases of its own shares (see notice). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Special Resolution | | | |
| 10 That the Company's name be changed from "RTW Venture Fund Limited" to "RTW Biotech Opportunities Ltd" with immediate effect (see notice). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

| | |
|-----------|------|
| Signature | Date |
|-----------|------|

Please send this Form of Proxy to the Company's registrars, Link Group, to be received no later than 2pm BST on 19 June 2023. Please see Note 3 below for address details.

- 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 Registrar (Link Group), 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 no later than 2pm BST on 19 June 2023 at PXS1, Link Group, 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) and please affix a postage stamp. If you prefer, you may return the Form of Proxy to the Registrar in an envelope addressed to FREEPOST Link PXS1. Please note that delivery using this service can take up to five business days. No stamp is required for this method. Forms posted from outside the United Kingdom should be sent to PXS1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL, United Kingdom.
 - 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 above 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 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 <https://www.signalshares.com> and follow the instructions. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io.
 - 8 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.
 - 9 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 19 June 2023. 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.