

RTW Venture Fund Limited (the "Company") - Annual General Meeting 2021
Form of Proxy

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

Name & Address

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 Annual General Meeting/the following person:

Name of proxy (only include if you are not appointing 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.

Please put an 'X' in the box opposite if this proxy appointment is one of multiple appointments being made:

	For	Against	Vote Withheld
Resolution 1 - 9 are Ordinary Resolutions			
1 That the Audited Financial Statements, the Directors' report, and the auditor's report for the financial year ended 31 December 2020 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 2020 as provided in the Directors' report be approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<p>CERTIFYING SHAREHOLDER STATUS</p> <p>In accordance with Article 23.2 of the Company's Articles and to comply with certain US federal securities laws, for the purposes of Resolutions 3 to 6 (inclusive), in respect of any resolution to appoint or remove a director (a "Director Resolution"), members are required to certify that, at the time of the general meeting (or any adjournment thereof) at which the relevant Director Resolution is tabled, at the time of signifying agreement to the proposed resolution: (a) it is not a US Person and it reasonably believes it is not a US Resident; and (b) to the extent that it holds shares for the account or benefit of another person, such other person is not a US Person and it reasonably believes that such other person is not a resident of the United States.</p> <p>By marking an "X" anywhere in the box to the right of this statement you hereby certify that you (or any person who whose behalf you are acting) IS NOT a US Person and IS NOT a resident of the United States.</p> <p>Each member that IS a US Person or IS a resident of the United States must leave the box to the right of this statement blank.</p>	<input type="checkbox"/>
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3 That William Simpson be elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 That Paul Le Page be elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 That Bill Scott be elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 That Stephanie Sirota be 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"/>

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 2.00pm on 18 June 2021. Shareholders outside the United Kingdom should send this Form of Proxy to Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL .