

**FORM OF PROXY**  
**IFSL TILNEY BESTINVEST MULTI ASSET PORTFOLIO SERIES II (the "Company")**

For use in connection with the Extraordinary General Meeting ("**Meeting**") of Shareholders of the **IFSL Tilney Bestinvest Global Income and Growth Portfolio** (the "**Fund**"), a sub-fund of the Company to be held at Marlborough House, 59 Chorley New Road, Bolton, Lancashire, BL1 4QP on 10 September 2020 at 10:30 a.m. and at any adjournment thereof.

Terms defined in the circular ("**Circular**") sent to Shareholders dated 6 August 2020 have the same meanings when used in this Form of Proxy.

Name: .....

Address: .....

Account Number (if known): .....

Number of Shares held: .....

I/We being a Shareholder/s of the Fund hereby appoint the Chairman of the Meeting or .....(see Note 1) to act as my/our proxy at the Meeting to be held on 10 September 2020 at 10:30 a.m. (and at any adjournment thereof) and to attend and vote on a poll for me/us and in my/our name(s) on the Extraordinary Resolution set out in the Notice of Meeting dated 6 August 2020 as indicated below, in respect of all of my shares or (see Note 2).....

To allow effective constitution of the Meeting, if it is apparent to the Chairman that no Shareholders will be present in person or by Proxy other than by proxy in the Chairman's favour, then the Chairman may appoint a substitute to act as proxy in his stead for any Shareholder provided that such substitute proxy shall vote on the same basis as the Chairman would have voted.

**Please indicate how you wish your proxy to vote in respect of the Extraordinary Resolution set out below by placing a 'tick' in the appropriate box under either 'For' or 'Against'. In respect of the Extraordinary Resolution I/We direct my/our proxy to vote as follows:**

**EXTRAORDINARY RESOLUTION:**

For	Against

THAT the scheme of arrangement for the transfer of the scheme property in respect of the IFSL Tilney Bestinvest Global Income and Growth Portfolio (the "Transferring Fund") to the Tilney Global Balanced Portfolio, a sub-fund of Tilney UCITS ICAV ("the Irish ICAV"), (the "Scheme"), as further set out in the circular to holders of shares in the Transferring Fund dated 6 August 2020, be and is hereby approved and adopted and accordingly that Investment Fund Services Limited, the authorised corporate director of the Company, the Irish ICAV, NatWest Trustee and Depositary Services Limited and Citi Depositary Services Ireland Designated Activity Company be and are hereby authorised to implement and give effect to the Scheme in accordance with its terms.

If this form is signed and returned without any indication as to how the proxy shall vote, the Chairman will exercise his discretion both as to how he votes, and whether or not he abstains from voting in relation to the above resolution and any other business transacted at the Meeting.

Names of joint holders (if any): ..... (Note 7)

Signed: ..... Signed: .....

Date: ..... 2020

## NOTES:

- 1 If you wish to appoint someone other than the Chairman of the Meeting as proxy please delete "the Chairman of the Meeting or" and insert in the place provided the name and address of your appointee. A proxy need not be a Shareholder. The amendment must be initialled by you. However, please note that in light of the COVID-19 virus situation, Shareholders (and their proxies) will not be admitted to the meeting for safety reasons and are therefore urged to appoint the Chairman of the meeting as their proxy.
- 2 If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number and type of shares in relation to which he/she is authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the ACD on 0808 178 9321 or you may photocopy this form.
- 3 Please indicate with a "tick" in the appropriate box above how you wish your votes to be cast in respect of the Extraordinary Resolution. If you do not do so your proxy will vote or abstain at his discretion. If you wish your votes to be split please indicate in each box how many Shares are being voted for and against each Extraordinary Resolution.
- 4 The Quorum for a meeting without adjournment is two shareholders present in person or by proxy (or, if a corporation, by duly authorised representative). If a quorum is not present within half an hour after the time appointed for the meeting, the meeting will be adjourned. Notice will be given of the adjourned meeting in the same manner as for the original meeting and at that meeting, if a Quorum is not present within fifteen minutes from the time appointed for the meeting, one person entitled to count in a Quorum will be a Quorum.
- 5 The Chairman of the meeting will order a poll to be taken in respect of the Extraordinary Resolution. On a poll votes may be given either personally or by proxy and the voting rights attached to a share are such proportion of the total voting rights attached to all shares in issue as the price of the share bears to the aggregate price of shares in issue on the cut-off date. A Shareholder entitled to more than one vote need not, if they vote, use all their votes or cast all their votes they use, in the same way. The Extraordinary Resolution will be passed if supported by a majority consisting of not less than 75% of the total number of votes cast for and against such extraordinary resolution.
- 6 In the case of a corporate body this Form of Proxy must be executed under seal or under the hand of a duly authorised officer or attorney authorised in writing to sign on its behalf.
- 7 In the case of joint Shareholders, only one need sign this form but the names of the other joint holders should be shown in the space provided. In the event of more than one tendering votes, the votes of the Shareholder whose name stands first in the Register of Shareholders will be accepted to the exclusion of the others.
- 8 To be valid, this Form of Proxy must be completed and returned, along with a copy of your authorised signature list (as applicable), so as to arrive at the offices of Investment Fund Services Limited at Marlborough House, 59 Chorley New Road, Bolton, BL1 4QP by no later than 12:00 noon on 8 September 2020. Any authority under which the Proxy Form is signed (or a certified copy thereof) should be sent with the Form of Proxy.
- 9 However, in the event of the suspension or curtailment of postal services within the United Kingdom or any other relevant country or territory, the ACD will accept receipt of signed copies of this Proxy Form (and any powers of attorney or other relevant authorities, as set out in Note 6 above) by email to [ifslclientsupport@ifslfunds.com](mailto:ifslclientsupport@ifslfunds.com).
- 10 Whilst the completion and return of the Proxy Form does not affect your strict right as a Shareholder to attend and vote in person at the meeting should you subsequently wish to do so, in light of the COVID-19 virus situation, Shareholders (and their proxies) will not be admitted to the meeting for safety reasons and are therefore urged to appoint the Chairman of the meeting as their proxy.

- 11 For the purposes of entitlement to count in a quorum and for voting rights, “shareholders” means shareholders as at 10:00 am on 1 August 2020, the cut-off date selected by Investment Fund Services Limited but excluding persons who are known to the ACD not to be shareholders at the time of the meeting.