



Hansa Trust PLC

Form of Proxy

Please indicate with an X below how you wish your votes to be cast

Ordinary Business

- 1 To receive and consider the audited Financial Statements and the Reports of the Directors and Auditor for the year ended 31 March 2016.
- 2 To re-elect Alex Hammond-Chambers as a Director of the Company.
- 3 To re-elect Jonathan Davie as a Director of the Company.
- 4 To re-elect Raymond Oxford as a Director of the Company.
- 5 To re-elect William Salomon as a Director of the Company.
- 6 To re-elect Geoffrey Wood as a Director of the Company.
- 7 To approve the annual Directors' Remuneration Report excluding the Directors' Remuneration Policy which is only presented for approval triennially.
- 8 To re-appoint Grant Thornton LLP as Auditor of the Company and to authorise the Directors to determine the remuneration of the Auditor.

For	Against	Withheld

Special Business

To consider, and if thought fit, pass the following resolutions which will be proposed as special resolutions:

Authority to repurchase up to 14.99% of the 'A' non-voting Ordinary shares of 5p each in the issued shares capital of the Company (the "Shares").

- 9 THAT the Company be and hereby is unconditionally authorised, in accordance with s. 701 of the Companies Act 2006, to make market purchases of up to an aggregate of 2,398,400 shares at a price (exclusive of expenses) which is

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- a) not less than 5p per share; and
- b) not more than the higher of: i) 5% above the average of the middle-market quotations (as derived from and calculated by reference to the Daily Official List of the London Stock Exchange) for 'A' non-voting Ordinary shares of 5p each in the five business days immediately preceding the day on which the share is purchased; and ii) the higher of the last independent trade and the then current highest independent bid.

AND

THAT the authority conferred by this resolution shall expire on the date of the next AGM (except in relation to the purchase of shares, the contract for which was concluded before such date and which might be executed wholly or partly after such date) unless the authority is renewed or revoked at any other general meeting prior to such time.

- 10 THAT the period of notice required for general meetings of the Company (other than AGMs) shall be not less than 14 days.

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Only valid for holders of Ordinary Shares

I/We (block capitals please) _____

of _____

being (a) member(s) of Hansa Trust PLC, hereby appoint the Chairman of the meeting (see note 1).

_____ as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at The Washington Hotel, 5 Curzon Street, London, W1J 5HE, on 29 July 2016 at 11.00 a.m. and at any adjournment thereof.

I direct my proxy to vote on the resolutions opposite, as indicated.

Signature _____

Print Name _____

Date _____

Notes

- 1 Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies (who need not be a member of the Company but must attend the meeting in person) of his own choice to attend and to vote in his/her place. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate 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. If a member wishes to appoint a proxy other than the Chairman, delete the words "the Chairman of the Meeting or," initial the alteration and insert the name of the person you wish to appoint as your proxy. All members are entitled to attend and vote at the meeting, whether or not they have returned a form of proxy.
- 2 If you indicate that you want your vote withheld, your proxy may abstain from voting and therefore there is no vote at law to be counted in the calculation of the proportion of votes for and against the resolution.
- 3 If a member is a corporation, this form of proxy must be executed under its common seal or by the signature of an officer or attorney duly authorised in writing.
- 4 In the case of joint holders, the signature of any one holder will be sufficient, but the names of all joint holders should be stated, and the vote of the senior holder who tenders a vote will be accepted to the exclusion of the vote(s) of other joint holder(s), seniority being determined by the order in which the names stand in the register of members of the Company.
- 5 In order to be valid, this form of proxy, duly executed together with any power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must be lodged at the Company's Registrars not less than 48 hours before the time of the meeting or any adjournment of the meeting.
- 6 The return of a completed Proxy Form, other such instrument or any CREST Proxy Instruction (as described in note 3 of the notes to the Notice) will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.
- 7 Shares held in uncertified 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 and in the Notice of AGM. Shareholders wishing to vote online should visit www.capitashareportal.com and follow the voting instructions.

Business Reply Licence Number
RLUB-TBUX-EGUC



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