

# Form of Proxy

## Montanaro UK Smaller Companies Investment Trust PLC

I/We (name in full)  
(block capitals please) \_\_\_\_\_

of (address in full)  
(block capitals please) \_\_\_\_\_

being a member/members of Montanaro UK Smaller Companies Investment Trust PLC, hereby appoint the

Chairman of the meeting/ \_\_\_\_\_

for the following number of shares

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 offices of Montanaro Asset Management Limited, 53 Threadneedle Street, London EC2R 8AR on Thursday, 12 August 2021 at 12 noon and at any adjournment thereof.

Signature(s) \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2021

Please indicate with an X in the spaces below how you wish your votes to be cast.

Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

		For	Against	Abstain
RESOLUTION 1	To receive and accept the Strategic Report, the Directors' Report, the Auditor's Report and the audited financial statements for the year ended 31 March 2021.			
RESOLUTION 2	To receive and approve the Directors' Remuneration Report for the year ended 31 March 2021.			
RESOLUTION 3	To approve the Directors' Remuneration Policy.			
RESOLUTION 4	To approve the Company's dividend policy to continue to pay four quarterly interim dividends.			
RESOLUTION 5	To re-elect Arthur Copples as a Director of the Company.			
RESOLUTION 6	To re-elect James Robinson as a Director of the Company.			
RESOLUTION 7	To re-elect Catriona Hoare as a Director of the Company.			
RESOLUTION 8	To elect Barbara Powley as a Director of the Company.			
RESOLUTION 9	To re-appoint BDO LLP as Auditor.			
RESOLUTION 10	To authorise the Audit and Management Engagement Committee to determine Auditors' remuneration.			
RESOLUTION 11	To allot relevant securities in accordance with Section 551 of the Companies Act 2006.			
RESOLUTION 12	To release the Directors from the obligation to convene a General Meeting during 2022 for the purpose of providing for the Company to be wound-up on a voluntary basis.			
RESOLUTION 13	To allot equity securities for cash and to disapply pre-emption rights, in accordance with Sections 570 and 573 of the Companies Act 2006.			
RESOLUTION 14	That the Company be authorised to make market purchases of up to 14.99% of its Ordinary shares.			
RESOLUTION 15	To approve and adopt new Articles of Association.			

**Given the uncertainty around whether shareholders will be able to attend the Annual General Meeting, because of tighter restrictions due to a change in the situation with the COVID-19 pandemic, we encourage all shareholders to complete and return a proxy form appointing “the Chair of the meeting”, as their proxy. This will ensure that your vote will be counted if ultimately you (or any other proxy you might otherwise appoint) are not able to attend the meeting.**

#### **Notes**

1. A member may appoint a proxy of his or her own choice. If such an appointment is made, delete the words “the Chairman of the Meeting” and insert the name of the person appointed proxy in the space provided.
2. The “Vote Withheld” option is provided to enable you to instruct the registered holder to abstain from voting. A “Vote Withheld” is not a vote in law and will not be counted in the calculation of the proportion of the votes “For” or “Against” a Resolution.
3. You are entitled to appoint more than one proxy provided that each proxy is appointed to exercise rights attached to a different share or shares held by you. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, (an) additional Proxy Form(s) may be obtained by contacting the Registrars’ helpline on 0371 664 0300 Calls cost 12p per minute plus your phone company’s access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. Calls may be recorded and monitored for security and training purposes. Or you may photocopy this form. Please indicate in the box next to the proxy holder’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.
4. If the appointor is a corporation, this form must be under its common seal or under the hand of some officer or attorney duly authorised in that behalf.
5. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all the joint holders should be stated.
6. If this form is returned without any indication as to how the person appointed proxy shall vote, he/she will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting.
7. To be valid, this form must be completed and deposited at the office of the Registrar of the Company by post or by hand during normal business hours to Link Group at PXS 1, 10th Floor, Central Square, 29 Wellington Street, LEEDS, LS1 4DL, not less than 48 hours (excluding non-working days) before the time fixed for holding the meeting or adjourned meeting. Please see enclosed self addressed envelope for return of this proxy form.