

KHG FUNDS PLC (the "Company")

(Incorporated and registered in the Isle of Man under the Companies Act 2006 with registered number 005208V)

PROXY FORM FOR USE AT CLASS MEETING OF THE MANAGEMENT SHARES

This Proxy Form relates to the Class Meeting of the holders of management shares ("**Management Shares**") of the Company to be held at Knox House, 16-18 Finch Road, Douglas, Isle of Man IM1 2PT on 2 November 2017 at 11.00 a.m.

I/We (name(s) in full)

of (address(es))

being (a) registered holder(s) of management shares of £1.00 each in the capital of the Company hereby appoint the Chairman of the meeting, or failing him

as my/our proxy to attend, represent and vote for me/us on my/our behalf at the meeting of the holders of Management Shares of the Company to be held at Knox House, 16-18 Finch Road, Douglas, Isle of Man IM1 2PT on 2 November 2017 at 11.00 a.m. and at any adjournment thereof.

Please indicate with an "X" in the space below how you wish your votes to be cast in respect of the resolution as set out in the notice convening the Class Meeting. **Please note this is a single resolution and you cannot vote separately on parts 1 and 2.** If no specific direction to vote is given, the proxy will vote or abstain at his discretion.

| | For | Against |
|---|-----|---------|
| Resolution | | |
| THAT subject to and conditional upon the passing of all Class Resolutions (as defined in the document of which this notice forms part) for the purpose of giving effect to the proposed creation of Side-Pockets (as defined in the document of which this notice forms part), which is summarised in the document of which this notice forms part (the " Proposal "), a print of which has been produced to this meeting and for the purposes of identification signed by the chairman hereof: 1. the Proposal be approved and the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Proposal into effect; and 2. each and every variation, modification or abrogation of the rights and privileges attached to the Management Shares which is or may be effected thereby or by the adoption of the New Articles (as defined in the document of which this notice forms part) be approved. | | |

Signature(s).....

Date

Notes:

1. Registered holders of Management Shares are entitled to attend and vote at the Class Meeting.
2. As a shareholder entitled to attend and vote at the meeting you are entitled to appoint one or more proxies to attend and vote in your place.
3. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy will automatically be terminated.
4. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box on your proxy form. If you sign and return your proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
5. At the Class Meeting you may appoint more than one proxy provided each proxy is entitled to exercise rights attached to different shares. In the event of a conflict between a blank proxy form and a proxy form which states the number of shares to which it applies, the specific proxy form shall be counted first, regardless of whether it was sent or received before or after the blank proxy form, and any remaining shares in respect of which you are the registered holder will be apportioned to the blank proxy form. You may not appoint more than one proxy to exercise rights attached to one share. To appoint more than one proxy, you should contact SMP Fund Services Limited, P.O. Box 227, Clinch's House, Lord Street, Douglas, Isle of Man IM99 1RZ or by telephone on +44 (0) 1624 683229.
6. To direct your proxy how to vote on the resolutions, mark the appropriate box on your proxy form with an "X". If no voting indication is given, your proxy will vote or abstain from voting in his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
7. To appoint a proxy, your proxy form must be duly completed and signed, sent or delivered to SMP Fund Services Limited, P.O. Box 227, Clinch's House, Lord Street, Douglas, Isle of Man IM99 1RZ and received by SMP Fund Services Limited by not later than 11.00 a.m. on 31 October 2017.
8. In the case of a member which is a body corporate, the proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the body corporate of the body corporate.
9. Any power of attorney or other authority under which any proxy form is signed (or a duly certified copy thereof) must be included with your proxy form.
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for receipt of proxies will take precedence.