

Registered number: 65158

**Form of Proxy
Hipgnosis Songs Fund Limited (Company)**

Extraordinary General Meeting of the Company to be convened at 9 a.m. on 7 February 2024.

I/We.....(full name(s)*)
of (address*)

Shareholders will be able to attend the Extraordinary General Meeting in person.

I/We being a member/members of the above-named Company, hereby appoint the chair of the General Meeting or.....** as my/our proxy to exercise all or any of my/our rights to attend and vote in my/our name(s) and on my/our behalf at the Extraordinary General Meeting of the Company, to be held at the offices of Shoosmiths LLP at 1 Bow Churchyard, London EC4M 9DQ on 7 February 2024 at 9 a.m. or any adjournment thereof. I/We have indicated how I/we wish our proxy to vote on the following resolution by marking the appropriate box. I/We further authorise my/our proxy to vote on any other resolutions that may properly be put to the meeting as my/our proxy thinks fair. If no indication is given, the proxy will vote or abstain at his/her discretion.

Please tick here if this proxy appointment is one of multiple appointments being made

Number of shares proxy appointed over (See Note 5 below).

SPECIAL RESOLUTION***	For	Against	Vote Withheld	Discretionary
THAT with effect from the conclusion of the meeting the articles of incorporation of the Company be amended by the addition of a new article 41 in the form set out in the Appendix to the notice of the Extraordinary General Meeting.				

Signature:	Date:
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This Form of Proxy must be signed and dated, and it must be returned to Computershare Investor Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY (see Note 12 below).

Notes:

1. *Please complete this Form of Proxy in block capitals with your full name and address.
2. Full details of the resolutions to be proposed at the Extraordinary General Meeting, with explanatory notes, are set out in the Document sent to shareholders on 23 January 2024. Before completing this Form of Proxy, please also read the "Action to be Taken" section set out in the Document. Terms defined in the Document shall apply in this Form of Proxy unless the context otherwise requires.
3. Only Shareholders, or their duly appointed representatives, are entitled to attend and vote at the Extraordinary General Meeting. A member entitled to vote may appoint one or more proxies, who need not be members, to exercise all or any of his/her rights to attend and vote on his/her behalf. Proxies may only be appointed through the CREST electronic proxy appointment service by using the procedures described in the CREST Manual which is available at www.euroclear.com/CREST, or using the procedures set out in this Form of Proxy.
4. The Form of Proxy gives your proxy(ies) full rights to attend and vote. If you appoint a proxy other than the chair of the Extraordinary General Meeting you must ensure they attend in person in order for them to represent you at the Extraordinary General Meeting. Shareholders (or their proxy, as applicable) are not required to register to attend the Extraordinary General Meeting in person but are encouraged to do so to facilitate planning and the smooth running of the meeting.
5. ** If you wish to appoint a proxy other than the chair of the Extraordinary General Meeting please insert their name in the space provided and delete 'the chair of the Extraordinary General Meeting'. To appoint more than one proxy, you should copy this Form of Proxy and indicate in the box the number of shares in relation to which you authorise them to act as your proxy. If you have appointed multiple proxies please also mark the box where indicated. If you do not mark the box indicating that you have appointed multiple proxies, then you will be deemed to have appointed the nominated proxy over all your shares. If you appoint multiple proxies (and mark the box accordingly) but do not specify on one proxy form the number of shares over which the relevant proxy may vote, then that proxy form will cover the difference between your total holding of shares and the number of shares indicated on any other proxy form. If you have appointed multiple proxies but do not specify on two or more proxy forms the number of shares over which each proxy may vote, then your holding of shares (other than any shares covered by a proxy form where you did indicate the number of shares over which the proxy may vote) will be divided evenly across the number of proxies appointed by such proxy forms. If you have appointed multiple proxies and the aggregate number specified on two or more proxy forms exceeds the number of shares in respect of which you are entitled to vote, the number of shares in respect of which each proxy may vote will be reduced proportionately until the aggregate number is equal to the number of shares in respect of which you are entitled to vote.

6. *** Please indicate, by inserting a cross in the appropriate box, how you wish your votes to be cast. To abstain from voting on a resolution, select the "Vote Withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, or the "Discretionary" box is selected, your proxy will vote or abstain at his/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 be entitled to vote at the Extraordinary General Meeting (and for the purpose of determining the number of votes you may cast) (or any adjourned meeting), you must be entered on the Company's Register of Members as at 9 a.m. on 5 February 2024 or if the meeting is adjourned, at 6.30pm two days before the date set for the adjourned meeting.
8. If the Form of Proxy is signed by someone else on your behalf, their authority to sign must be returned with the Form of Proxy. In the case of a joint holding, any holder may sign. If the shareholder is a corporation, the Form of Proxy must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
9. Any alterations to this Form of Proxy should be initialled.
10. Completion and return of this Form of Proxy will not prevent you from attending in person and voting at the Extraordinary General Meeting, or any adjournment thereof, should you wish to do so.
11. In the case of joint holders the names of all joint holders should be given but only one need sign the Form of Proxy, and the vote of the senior joint holder who tenders a vote will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
12. To be valid, the Form of Proxy should be returned to Computershare Investor Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY so as to be received no later than 9 a.m. on 5 February 2024 or, if the Extraordinary General Meeting is adjourned, not later than 48 hours prior to the time appointed for the Extraordinary General Meeting (excluding any part of such 48 hour period falling on a weekend or a public holiday in the UK and Guernsey unless otherwise announced).