

**FORM OF PROXY**

**KBI FUNDS ICAV**

**(THE "ICAV")**

I/We\* [Name] \_\_\_\_\_ of [Account Name] \_\_\_\_\_

being a holder of shares in the ICAV and entitled to vote, hereby appoint \_\_\_\_\_ or in the absence of the appointment of any specified person, the **Chairman of the Meeting** (note 2) or failing him/her, the **Company Secretary** as my/our\* proxy to vote for me/us\* on my/our\* behalf at the Extraordinary General Meeting of the ICAV to be held at Carne Global Financial Services Limited, 2<sup>nd</sup> Floor, Block E, Iveagh Court, Harcourt Road, Dublin 2, Ireland on **Tuesday September 7<sup>th</sup>, 2021** at 10.00 (approximately) (Irish Time) or any reconvened meeting thereof.

(\*delete as appropriate)

Please indicate with an "X" in the spaces below how you wish your vote to be cast for each resolution.

<b>ORDINARY RESOLUTION:</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
"To approve the amendments to the Instrument of Incorporation of the ICAV, as detailed in Appendix 3 to the Circular to Members of the ICAV dated August 19 <sup>th</sup> , 2021 (with such minor amendments, if any, thereto which may be required to facilitate the requirements of the Central Bank)."			
<b>ORDINARY RESOLUTION:</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
"Subject to the passing of the ordinary resolution at 1. above, to approve the payment by the ICAV of the Management Fee, as more particularly set out in Section 4 of the Circular to Members dated August 19 <sup>th</sup> , 2021 (the "Circular"), subject to the Minimum Annual Management Fee disclosed in Section 4 of the Circular."			

Unless otherwise instructed above the proxy shall vote as (s)he sees fit.

**Signed:** \_\_\_\_\_

**Capacity/Title:** \_\_\_\_\_

**Date:** \_\_\_\_\_, 2021

**PROXY FORM**  
**KBI FUNDS ICAV**  
**(THE "ICAV")**

1. If you have sold or otherwise transferred all of your Shares, please pass this Circular and accompanying Form of Proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was affected for delivery to the purchaser or the transferee.
2. A Member may appoint a proxy of his/her own choice. If the appointment is made delete the words "the Chairman of the meeting" and insert the name of the person appointed as proxy in the space provided.
3. If the Member does not insert a proxy of his/her own choice it shall be assumed that they wish to appoint the Chairman of the meeting or one of the other persons mentioned above to act for them.
4. If the appointer is a corporation, this form must be under the Common Seal or under the hand of some duly appointed officer or attorney duly authorised on its behalf and please ensure that you indicate the capacity in which you are signing.
5. If the instrument appointing a proxy is signed under a power of attorney, please ensure that you enclose an original or a notary-certified copy of such Power of Attorney with your proxy form.
6. In the case of joint holders, the vote of the first named of joint holders who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose, the first named shall be determined by the order in which the names of the joint holders stand in the Register of Members.
7. 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 votes or whether he/she abstains from voting.
8. Any alterations made to this form must be initialled to be valid.
9. To be valid, this Proxy Form, (and any Power of Attorney which may be required in accordance with point 5 above) must be completed and forwarded via email to [kbiicav@kbigi.com](mailto:kbiicav@kbigi.com) not less than 24 hours before the time fixed for holding the meeting or adjourned meeting. If you wish to post the Proxy Form instead of using email, please send it to **Carne Global Financial Services Limited, 2<sup>nd</sup> Floor, Block E, Iveagh Court, Harcourt Road, Dublin 2, Ireland**, to arrive not less than 24 hours before the time fixed for holding the Meeting or adjourned meeting.