

# TR EUROPEAN GROWTH TRUST PLC

## Annual General Meeting – Form of Proxy

to be held on 23 November 2020 at 12.30 p.m. via Zoom conference software

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**Shareholder Reference Number**

In view of the ongoing restrictions on public gatherings, we invite our shareholders to attend the 30th Annual General Meeting via a Zoom webinar. The details for joining are in the Notice of Meeting. We urge shareholders to submit a proxy form to ensure their vote counts as there will be no live voting. The statutory business of the Meeting will be conducted on a poll with the Chairman holding the proxy votes, casting these as shareholders have instructed.

**I/We being (a) member(s) of TR European Growth Trust PLC (“the Company”), hereby appoint the Chairman of the Meeting**

**as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual general meeting of the Company to be held on 23 November 2020 at 12.30 p.m. and at any adjournment thereof.**

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Please insert here  the number of shares over which this proxy is authorised.

Please indicate how you wish your votes to be cast by completing one box for each resolution in **black** ink, like this:  Please also read note 4 overleaf.

### Ordinary resolutions

	For	Against	Vote withheld
1. To receive the annual report and audited financial statements for the year ended 30 June 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Company's Remuneration Policy.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' Remuneration Report for the year ended 30 June 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To approve a final dividend of 14.20p per ordinary share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Mr Christopher Casey as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Mr Daniel Burgess as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Ms Ann Grevelius as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Ms Simona Heidempergher as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Mr Andrew Martin Smith as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Mr Alexander Mettenheimer as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-appoint Ernst & Young LLP as auditor to the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To authorise the directors to determine the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To authorise the directors to allot securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### Special resolutions

14. To disapply pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To authorise the Company to make market purchases of its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To allow general meetings to be held on 14 days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dated  2020

Signature

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**Notes:**

**1. Right to attend the meeting and vote:** Only members registered in the Register of Members of the Company at 6.30 p.m. on 19 November 2020 shall be entitled to vote in respect of the number of voting rights registered in their name at that time. On a poll each member has one vote for every two shares. Changes to entries on the Register of Members after 6.30 p.m. on 19 November 2020 shall be disregarded in determining the rights of any person to vote. In the case of joint holders of a voting right, the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders and, 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.

**2. Right to appoint a proxy:** Every holder has the right to appoint a proxy to exercise all of any of his rights to attend, speak and vote on their behalf at the Meeting. It is strongly recommended that shareholders appoint the Chairman of the Meeting as their proxy as third party proxies will not be permitted to attend.

**3. Voting by Proxy:** Please indicate how you wish your votes to be cast by completing one box for each resolution in black ink. If you mark the vote withheld box for any resolution, you are directing your proxy not to vote on your behalf on a poll on that resolution and your votes will not be counted in computing the required majority on that poll. If no specific instructions are given, your proxy will have discretion to vote or abstain as he or she thinks fit on these resolutions. Your proxy will also have discretion to vote or abstain as he or she thinks fit on any other business, which may properly come before the meeting.

Please sign and date this Form of Proxy. Any alterations to this Form of Proxy should be initialled. If this Form of Proxy is returned unsigned, your proxy appointment will be invalid.

A corporation must seal the Form of Proxy and have it signed by an officer or attorney or other person authorised to sign.

**4. Deadline for returning this Form of Proxy:** To be valid, this Form of Proxy must be lodged with the Company's Registrars, Equiniti Limited, before 12.30 p.m. on 19 November 2020. A business reply paid envelope has been supplied to you for this purpose. You may terminate your proxy's authority at any time before the commencement of the meeting by writing to the Registrar. The address to which proxy cards and terminations of proxies should be sent is:

Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.

**5. CREST Proxy Appointment:** The CREST electronic proxy appointment service is available for this meeting. To use this service CREST members should transmit a CREST proxy instruction, using the procedures described in the CREST manual, so as to reach the Company's Registrar, Equiniti Limited (CREST participant ID RA19) by no later than 12.30 p.m. on 19 November 2020. Further details on the use of the CREST system are set out in the explanatory notes to the Notice of Meeting.

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