

Form of Proxy CHRYSALIS VCT PLC

Name:.....

For use at the closed General Meeting of the above-named Company to be held at 4:00 p.m. on 26 November 2020.

I/We _____ being the holder(s) of Chrysalis VCT plc shares as follows:

	Total Holding	Share to Vote *
Ordinary Shares of 1p each		

hereby appoint the Chairman of the Meeting (see note 1) as my/our proxy to attend for me/us on my/our behalf at the General Meeting of the Company to be held on 26 November 2020 or at any adjournment thereof.

I/We desire to vote on the resolutions as indicated in the appropriate column below. Please indicate with an "X" how you wish your vote to be cast.

Details of the resolutions are set out in the Notice of the General Meeting.

	FOR	AGAINST	WITHHELD
Special Resolutions			
1. That, the Company be wound-up voluntarily and Antony Batty and Hugh Francis Jesseman of Antony Batty & Company LLP be appointed as Liquidators.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That, the Liquidator be authorised to distribute all or part of the assets in specie to the shareholders.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That, the Liquidator be authorised under the Insolvency Act 1986 to exercise the powers laid down in the Insolvency Act 1986.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolutions			
4. That, the Liquidators be authorised to act on recommendations from the Supervisory Committee and the Investment Manager.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. That, the Liquidator's remuneration be authorised.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. That, the variation to the Service Agreement, as detailed on Page 6 of the Circular, be approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature..... Date.....2020

* If you wish to vote a smaller number of shares than the total you hold, please enter the number you wish to vote on this proxy form. If you wish to vote all your shares, this box can be left blank.

Please return to the administration manager, Downing LLP, in the pre-paid envelope provided, or email a scanned copy of the signed form to chrysalisvct@downing.co.uk

If you have any questions for the Board, please also send them by email to chrysalisvct@downing.co.uk

NOTES AND INSTRUCTIONS:

1. This year attendees of the meeting will be limited to directors who are shareholders of the Company. Any member of the Company entitled to vote at the General Meeting is encouraged to appoint the chairman of the meeting to vote instead of that member.
2. Any alterations to the Form of Proxy should be initialled.
3. To be valid, a Form of Proxy and the power of attorney or other written authority, if any, under which it is signed or an office or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power and written authority, must be delivered to Chrysalis VCT c/o Downing LLP, St. Magnus House, 3 Lower Thames Street, London EC3R 6HD or electronically at **chrysalisvct@downing.co.uk**, in each case not less than 48 hours (excluding weekends and public holidays) before the time appointed for holding the Annual General Meeting or adjourned meeting at which the person named in the Form of Proxy proposes to vote. In the case of a poll taken more than 48 hours (excluding weekends and public holidays) after it is demanded, the document(s) must be delivered, as aforesaid, not less than 24 hours (excluding weekends and public holidays) before the time appointed for taking the poll, or where the poll is taken not more than 48 hours (excluding weekends and public holidays) after it was demanded, be delivered at the meeting at which the demand is made.
4. In the case of a corporation, this form must be under its common seal or under the hand of some officer or attorney duly authorised on that behalf.
5. In the case of joint holders, the vote of the senior holder tendering a vote will be accepted to the exclusion of the votes of the other joint holders. Seniority depends on the order in which the names stand in the register of members.
6. 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, the proxy will vote or abstain from voting at his or her discretion. The proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.