

# ATTENDANCE CARD

# GCP ASSET BACKED INCOME FUND LIMITED EXTRAORDINARY GENERAL MEETING

You may submit your proxy electronically using the Share Portal service at [www.signalshares.com](http://www.signalshares.com). If not already registered for the Share Portal, you will need your Investor Code.

To be held at: 12 Castle Street, St Helier, Jersey JE2 3RT

If you wish to attend this meeting in your capacity as a holder of ordinary shares, please sign this card and on arrival hand it to the Company's registrar. This will facilitate entry to the meeting.

Signature of  
person attending

Barcode:

## FORM OF PROXY

## GCP ASSET BACKED INCOME FUND LIMITED EXTRAORDINARY GENERAL MEETING

Barcode:

Event code:

I/we being a member of the Company hereby appoint the Chairman of the meeting or (see note 1 over)

Name of proxy

Number of ordinary shares proxy appointed over

as my/our proxy to vote on my/our behalf at the extraordinary general meeting of the Company to be held at 11.15 am on 7 July 2020 and at any adjournment thereof.

I/we have indicated with an 'X' how I/we wish my/our votes to be cast on the following resolution.

If you wish to appoint multiple proxies please see note 1 over.  Please also tick here if you are appointing more than one proxy.

## SPECIAL RESOLUTION

Please mark 'X' to indicate how you wish to vote

For  
Against  
Vote  
withheld

- In order for the Directors to continue to have the authority, in certain circumstances, to issue equity securities (as defined in the Articles) for cash free of the pre-emption rights conferred by the Articles, such pre-emption rights must be disapplied. Accordingly, the Company is seeking a specific disapplication of pre-emption rights for the purpose of the 2020 Placing Programme by way of a Special Resolution to be proposed at the Extraordinary General Meeting which will, if approved, authorise the Directors to disapply pre-emption rights in respect of the issue of equity securities up to 44,203,351 Ordinary Shares (representing approximately 10 per cent. of the Ordinary Shares in issue as at the Latest Practicable Date).

  

A Special Resolution requires a majority of at least two-thirds of Shareholders entitled to vote and present in person or by proxy to vote in favour in order for it to be passed.

Signature

Date

You may submit your proxy electronically at [www.signalshares.com](http://www.signalshares.com)

## Notes

1. A Shareholder is entitled to appoint one or more proxies to exercise all or any of the Shareholder's rights to attend, speak and vote at the EGM. A proxy need not be a Shareholder of the Company and a Shareholder may appoint more than one proxy in relation to a meeting to attend, speak and vote on the same occasion provided that each proxy is appointed to exercise the rights attached to a different share or shares held by a Shareholder. To appoint more than one proxy, the proxy form should be photocopied and the name of the proxy to be appointed indicated on each form together with the number of shares that such proxy is appointed in respect of.

This year, in view of the COVID-19 Measures, we are strongly urging all Shareholders to appoint the chair of the EGM as their proxy. Those who wish to ask a question of the Board relating to the business of the meeting can do so by sending an email to [gabicosec@apexfs.com](mailto:gabicosec@apexfs.com).

2. In accordance with Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999 the Company has fixed 6:00 p.m on 11 May 2020 as the record date for determining the Shareholders entitled to receive notice of the Extraordinary General Meeting and the Form of Proxy, so that such persons entered on the Company's register of members at that time are the persons so entitled.
3. A Form of Proxy is enclosed with this circular. In order to be valid any proxy form or other instrument appointing a proxy must be returned duly completed by one of the following methods no later than 11.15 a.m. (BST) on 3 July 2020:

- **(for certificated shareholders)** In hard copy form by post, by courier, or by hand to the following address:

Link Market Services (Jersey) Limited, 12 Castle Street, St. Helier, Jersey, JE2 3RT, Channel Islands

To direct your proxy on how to vote on the resolution, mark the appropriate box on your proxy form with an 'X'. To abstain from voting on the 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, your proxy will vote or abstain from voting at 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 EGM.

You may submit your proxy electronically using the Shareportal Service at [www.signalshares.com](http://www.signalshares.com). You will be asked to enter your Investor Code (IVC) printed on the share certificate and agree to certain terms and conditions. On submission of your vote you will be issued with a reference number. For an electronic proxy appointment to be valid, it must be received by the Registrar no later than 11:15 a.m. (BST) on 3 July 2020. If not already registered for the share portal you will need your investor code. If you cannot locate your investor code, please contact Link Asset Services helpline on 0371 664 0300 (calls cost 10 pence per minute plus network extras) (from outside the UK: + 44 (0) 20 8639 3399) between 9.00 a.m. and 5.30 p.m. on Business Days.

Submission of a proxy appointment will not preclude a Shareholder from attending and voting at the EGM should they wish to do so. Please, however, note the information in the letter from the Chairman regarding the COVID-19 Measures and attendance in person at the EGM.

- **(for uncertificated shareholders only)** In electronic form through CREST:

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the EGM and any adjournment(s) of the EGM by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in accordance with

Euroclear UK and Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual.

The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the Notice of Extraordinary General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK and Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timing and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a personal CREST member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 of the United Kingdom, or the relevant provisions of the Companies (Uncertificated Securities) (Jersey) Order 1999.

Submission of a proxy appointment will not preclude a Shareholder from attending and voting at the EGM should they wish to do so. Please, however, note the information in the letter from the Chairman regarding the COVID-19 Measures and attendance in person at the EGM.

4. Pursuant to the Companies (Uncertificated Securities) (Jersey) Order 1999, the Company specifies that only those shareholders registered in the register of members of the Company by close of business on 3 July 2020 shall be entitled to attend and vote at the EGM (or appoint a proxy) in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after close of business on 3 July 2020 shall be disregarded in determining the rights of any person to attend or vote at the EGM (or appoint a proxy).
5. **Joint holders:** In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
6. **Corporate representatives:** Any corporation which is a Shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a Shareholder. In the event that a corporation authorises more than one person and more than one of them purports to exercise powers as a Shareholder (a) if they purport to exercise a power in the same way, the power is treated as exercised in that way; and (b) if they do not purport to exercise the power in the same way, the power is treated as not exercised.
7. **Power of attorney:** Any power of attorney or any other authority under which your proxy form is signed (or a duly certified copy of such power or authority) must be returned to the registered office with your proxy form.
8. **Latest practicable date:** As at the Latest Practicable Date, the Company's issued share capital consisted of 442,033,518 Ordinary Shares of which 517,000 were held in treasury. Each Ordinary Share (excluding Ordinary Shares held in treasury) carries one vote. The total voting rights in the Company as at the Latest Practicable Date are 441,516,518, being the issued share capital minus the Ordinary Shares held in treasury.