

# HARGREAVES LANSDOWN PLC FORM OF PROXY

HARGREAVES  
LANSDOWN

Thursday 8th October 2020 at 11.00 a.m.

If you wish to appoint one or more proxies you should complete this form and deposit it at the office of the Company's Registrar, Equiniti, by 11.00 a.m. on Tuesday 6th October 2020.

Voting ID

Task ID

Shareholder Reference

You may submit your votes electronically using the above numbers at [www.sharevote.co.uk](http://www.sharevote.co.uk)

Shareholders are reminded that, in light of the UK Government measures around COVID-19 and the Company's desire to protect the health and safety of our shareholders and employees, shareholders and any proxy appointed (other than the Chair of the meeting) are not entitled to attend the Annual General Meeting. The Company strongly encourages all shareholders to submit their Proxy Form in advance of the meeting appointing the Chair of the meeting as proxy rather than a named person. Any other proxy appointed will not be entitled to attend the meeting in person in light of the UK Government's COVID-19 measures and in the interests of the health and safety of our shareholders and employees.

## NOTICE OF AVAILABILITY

The Company's Annual Report and Accounts for the financial year ended 30 June 2020 (the Report and Accounts) and the Notice of Meeting are available to view or download in the Investor Relations section of the Company's website at [www.hl.co.uk/investor-relations/aggm](http://www.hl.co.uk/investor-relations/aggm).

I/we being a shareholder/shareholders of Hargreaves Lansdown plc (the "Company") hereby appoint the Chair of the meeting, or the person nominated in the box below as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on Thursday 8th October 2020 at Hargreaves Lansdown, One College Square South, Bristol, BS1 5HL at 11.00 a.m., and at any adjournment thereof.

Name of Proxy (if not the Chair of the meeting):

Number of shares in relation to which the proxy is authorised to act (Please refer to explanatory notes 1 and 2 for guidance):

Please tick this box if this proxy appointment is one of multiple appointments being made. If this is the case, please number each copied Form of Proxy in the box below.

/ of /

I/we have indicated how I/we wish my/our proxy to vote on the following resolutions by marking the appropriate box with an 'X'.  
I/we acknowledge that if no indication is given, the proxy will vote or abstain at his/her discretion.

I/we further authorise my/our proxy to vote on any other business or resolutions that may properly be put to the meeting as my/our proxy thinks fit.

## ORDINARY BUSINESS

<b>Resolution one</b>	To receive the audited financial statements of the Company	For <input type="checkbox"/>	Against <input type="checkbox"/>	Withheld <input type="checkbox"/>
<b>Resolution two</b>	Approve the final dividend	For <input type="checkbox"/>	Against <input type="checkbox"/>	Withheld <input type="checkbox"/>
<b>Resolution three</b>	Approve the directors' remuneration report	For <input type="checkbox"/>	Against <input type="checkbox"/>	Withheld <input type="checkbox"/>
<b>Resolution four</b>	Approve the directors' remuneration policy	For <input type="checkbox"/>	Against <input type="checkbox"/>	Withheld <input type="checkbox"/>
<b>Resolution five</b>	Re-appointment of PricewaterhouseCoopers LLP as auditor	For <input type="checkbox"/>	Against <input type="checkbox"/>	Withheld <input type="checkbox"/>
<b>Resolution six</b>	Authorise the directors to determine the remuneration of the auditor	For <input type="checkbox"/>	Against <input type="checkbox"/>	Withheld <input type="checkbox"/>
<b>Resolution seven</b>	Re-elect Deanna Oppenheimer as a director	For <input type="checkbox"/>	Against <input type="checkbox"/>	Withheld <input type="checkbox"/>
<b>Resolution eight</b>	Re-elect Christopher Hill as a director	For <input type="checkbox"/>	Against <input type="checkbox"/>	Withheld <input type="checkbox"/>
<b>Resolution nine</b>	Re-elect Philip Johnson as a director	For <input type="checkbox"/>	Against <input type="checkbox"/>	Withheld <input type="checkbox"/>
<b>Resolution ten</b>	Re-elect Shirley Garrood as a director	For <input type="checkbox"/>	Against <input type="checkbox"/>	Withheld <input type="checkbox"/>
<b>Resolution eleven</b>	Re-elect Dan Olley as a director	For <input type="checkbox"/>	Against <input type="checkbox"/>	Withheld <input type="checkbox"/>
<b>Resolution twelve</b>	Re-elect Roger Perkin as a director	For <input type="checkbox"/>	Against <input type="checkbox"/>	Withheld <input type="checkbox"/>
<b>Resolution thirteen</b>	Elect John Troiano as a director	For <input type="checkbox"/>	Against <input type="checkbox"/>	Withheld <input type="checkbox"/>
<b>Resolution fourteen</b>	Elect Andrea Blance as a director	For <input type="checkbox"/>	Against <input type="checkbox"/>	Withheld <input type="checkbox"/>
<b>Resolution fifteen</b>	Elect Moni Mannings as a director	For <input type="checkbox"/>	Against <input type="checkbox"/>	Withheld <input type="checkbox"/>

## SPECIAL BUSINESS

<b>Resolution sixteen</b>	Authority to purchase own shares	For <input type="checkbox"/>	Against <input type="checkbox"/>	Withheld <input type="checkbox"/>
<b>Resolution seventeen</b>	Authority to allot shares	For <input type="checkbox"/>	Against <input type="checkbox"/>	Withheld <input type="checkbox"/>
<b>Resolution eighteen</b>	Authority to dis-apply pre-emption rights	For <input type="checkbox"/>	Against <input type="checkbox"/>	Withheld <input type="checkbox"/>
<b>Resolution nineteen</b>	Approve short notice for general meetings	For <input type="checkbox"/>	Against <input type="checkbox"/>	Withheld <input type="checkbox"/>
<b>Resolution twenty</b>	Approve new articles of association	For <input type="checkbox"/>	Against <input type="checkbox"/>	Withheld <input type="checkbox"/>
<b>Resolution twenty-one:</b>	Approve amendments to the Hargreaves Lansdown plc Sustained Performance Plan 2017	For <input type="checkbox"/>	Against <input type="checkbox"/>	Withheld <input type="checkbox"/>

### Signature of Shareholder:

Please sign here

X

SIGNATURE

Date:

D	D	M	M	Y	Y
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### Names and Signatures of Joint Holder(s) if applicable:

Please sign here

X

SIGNATURE

## Explanatory Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chair of the meeting, please insert the name of your chosen proxy holder in the space provided overleaf.

**However, the Company encourages you to appoint the Chair of the meeting as proxy. Any other proxy appointed will not be entitled to attend the meeting in person in light of the UK Government's COVID-19 measures and in the interests of the health and safety of our shareholders and employees.** If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box provided next to the proxy holder's name above, the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).

2. To appoint more than one proxy, you may photocopy this form. You may appoint more than one proxy provided each proxy is entitled to exercise rights attached to different shares. Please indicate in the box next to the proxy holder's name above, the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.

3. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting (and any adjournment thereof) by utilising the procedures described in the CREST Manual. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (regardless of whether it constitutes the appointment of a proxy or an amendment to an instruction

given to a previously appointed proxy) must be transmitted as to be received by the Company's agent, Equiniti RA19 no later than 48 hours before the time appointed for the holding of the meeting, i.e. by Tuesday 6th October 2020 at 11.00 a.m.. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by CREST Applications Host) from which Equiniti is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertified Securities Regulations 2001.

4. Please indicate with an 'x' in the boxes provided, how you wish your vote to be cast in respect of each resolution. Unless otherwise instructed, the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

5. The vote withheld option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'vote withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'for' and 'against' a resolution.

6. Pursuant to regulation 41 of the Uncertified Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the registrar of holders of the Company at 6:30 p.m. on the day which is two days before the day of the meeting or adjourned meeting. Changes to entries on the register of holders after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

7. The completion and return of this form will not preclude a holder from attending the meeting and voting in person. **Please note the restrictions on attendance due to the COVID-19 pandemic, as detailed in the Notice of Annual General Meeting.**

8. A proxy need not be a holder of the Company but must attend the meeting in person to represent a holder.

9. In the case of joint holders, the signature of any one of the holders will be valid but the names of all joint holders should be stated. The vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names appear in the register of members.

10. Any alterations made to this form of proxy should be initialled by the person(s) signing it.

11. To be valid, this form of proxy must be completed and sent, together with any power of attorney or other authority under which it is signed (or a duly certified copy of such power or authority), to Equiniti so as to arrive not less than 48 hours before the time for holding the meeting, i.e. by Tuesday 6th October 2020 at 11.00 a.m.

12. An individual shareholder or his attorney must sign this form. If the shareholder is a company, this proxy form must be executed under the company's common seal or signed on the company's behalf by a duly authorised officer or attorney of the company, stating their capacity (e.g. director, secretary).

13. Shareholders who would prefer to register the appointment of their proxy electronically via the internet can do so through the Sharevote website, [www.sharevote.co.uk](http://www.sharevote.co.uk), using their personal Authentication Reference Number (this is the series of numbers printed under the headings Voting ID, Task ID and Shareholder Reference Number on the Form of Proxy). Alternatively, shareholders who have already registered with Equiniti Registrars' online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) by using their usual user ID and password. Once logged in, simply click 'view' on the 'My Investments' page, click on the link to vote and then follow the on screen instructions. Full details and instructions on these electronic proxy facilities are given on the respective websites.