

FORM OF PROXY

Tuesday 7th March 2017 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 Registrars, Equiniti, by 11:00 a.m. on Friday 3rd March 2017.

I/we the undersigned being a shareholder/shareholders of Hargreaves Lansdown PLC ("the Company") hereby appoint the Chairman 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 General Meeting of the Company to be held on Tuesday 7th March 2017 at the offices of Numis Securities Ltd at The Stock Exchange Building, 10 Paternoster Square, London, EC4M 7LT at 11:00 a.m., and at any adjournment thereof.

Name of Nominated Proxy * (if not the Chairman of the meeting):

	Authorised to act for the following number of shares:
--	---

☐ Please tick this box if this proxy appointment is one of multiple appointments being made.

/ of / If this is the case, please number each copied Form of Proxy in this box.

(Please refer to explanatory notes 1 and 2 for guidance).

☐ Please tick this box if you intend to attend the meeting in person.

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.

SPECIAL BUSINESS

RESOLUTION ONE

The ratification of the payment of unlawful dividends and appropriation of distributable profits in financial years ended 30 June 2008, 30 June 2009, 30 June 2010, 30 June 2011, 30 June 2012, June 2013, 30 June 2014, 30 June 2015 and 30 June 2016; and authorise the directors of the Company to execute the Shareholders' Deed of Release and Directors' Deed of Release.

FOR ☐

AGAINST ☐

WITHHELD ☐

Name and Address of Shareholder:

--

* In the case of a corporation, this proxy form must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary)

Signature of Shareholder:

Date:

--	--

Names and Signatures of Joint Holder(s) if applicable:

--

Explanatory Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided overleaf. 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 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 (excluding non-working days) before the time appointed for the holding of the meeting, i.e. by 11:00 a.m. Friday 3rd March 2017. 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 the 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 from voting on the 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 (excluding non-working days). 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.

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 holders.

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 (excluding non-working days) before the time for holding the meeting, i.e. by Friday 3rd March 2017 at 11:00 a.m.