

FOUNDATION OF HEARTS LIMITED (the “Company”)

FORM OF PROXY FOR ANNUAL GENERAL MEETING ON 28 JANUARY 2021

Before completing this form, please read the explanatory notes below

I, (name)

of (address)

being a member of the Company appoint the Chairman of the meeting as my proxy to exercise all or any of my rights including the right to vote on my behalf at the General Meeting of the Company to be held on 28 January 2021 at 11.00 a.m. and at any adjournment of the meeting.

I direct my proxy to vote on the following resolutions as I have indicated by marking the appropriate box with an 'X'. If no indication is given, my proxy will vote or abstain from voting at his or her discretion and I authorise my proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting (*see note 3*).

RESOLUTIONS (ordinary resolutions)	For	Against	Withheld
1. Election of Paul Cheshire as a director			
2. Re-election of Donald Cumming as a director			

Signed **Dated** January 2021

Notes to the form of proxy

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Since the meeting is a closed meeting, members who use the Form of Proxy should appoint only the Chair of the General Meeting as their proxy, with voting instructions, to ensure that their vote can be cast at the meeting. If a member appoints someone else as their proxy, their vote will not be counted, as that person will be unable to attend the General Meeting and vote on their behalf.
3. To direct your proxy how to vote on the resolution, mark the appropriate box with an "X". 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 meeting or any adjournment thereof. If you wish to abstain on any particular resolution, you may use the vote “Withheld” option; however, please note that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes “For” or “Against” a resolution.
4. To appoint a proxy using this form, the form must be:
 - (i) Completed and signed;
 - (ii) Sent by post to the Company at Foundation of Hearts Limited, c/o Heart of Midlothian FC, Tynecastle Park, Gorgie Road, Edinburgh EH11 2NL; and

- (iii) Received by the Company no later than 11.00 a.m. on Tuesday, 26 January 2021, or 48 hours before the time appointed for holding any adjourned meeting.

As an alternative to (ii) above, an electronic version of the completed and signed form may be attached to an e-mail and sent to the Company at info@foundationofhearts.org.

5. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If you need another hard-copy proxy form for this purpose, please contact the Company at info@foundationofhearts.org.
6. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice to the address in note 4(ii) above or an e-mail to info@foundationofhearts.org, in each case clearly stating your intention to revoke your proxy appointment. The revocation notice must be received by the Company no later than 11.00 a.m. on 26 January 2021 or 48 hours before the time appointed for holding any adjourned meeting. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then your proxy appointment will remain valid.
7. For enquiries about appointing a proxy online instead of using this form, please contact the Company at info@foundationofhearts.org.