

FOUNDATION OF HEARTS LIMITED (the “Company”)

FORM OF PROXY FOR ANNUAL GENERAL MEETING ON 15 December 2022

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 or (*see note 3*)

.....
as my proxy to exercise all or any of my rights including the right to vote on my behalf at the Annual General Meeting of the Company to be held on 15 December 2022 at 6.00 p.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 4*).

RESOLUTIONS	For	Against	Withheld
To appoint James Burberry as a director of the Company			
To appoint Graham Robertson as a director of the Company			

Signed **Dated** December 2022

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 (please note that members under the age of 16 are not entitled to vote). You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the space provided, delete the reference to “the Chairman of the meeting” and initial that alteration. If you sign and return this proxy form with no name inserted, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
4. Details of the resolutions to appoint directors are set out in the Notice of Meeting. To direct your proxy how to vote on the resolutions, 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 a 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” the resolution.

5. 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 6 p.m. on Tuesday, 13 December 2022, 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.

6. 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 or download a blank form from our website <https://www.foundationofhearts.org>.
7. 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 5(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 6 p.m. on Tuesday, 13 December 2022 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.
8. For enquiries about appointing a proxy online instead of using this form, please contact the Company at info@foundationofhearts.org.