

ATTENDANCE CARD  
 RANGER DIRECT LENDING FUND PLC – ANNUAL GENERAL MEETING



To be held at: 3.00 p.m. on 15 June 2017 at Travers Smith LLP, 10 Snow Hill, London EC1A 2AL.  
 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 Registrars. This will facilitate entry to the meeting.

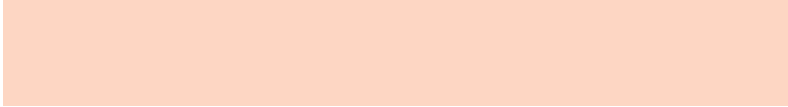
Signature of person attending

Bar Code:

Investor Code:



FORM OF PROXY  
 RANGER DIRECT LENDING FUND PLC – ANNUAL GENERAL MEETING



Bar Code:

Investor Code:

Event Code:

I/We, the undersigned being (a) member(s) of the above named Company, appoint the Chairman of the Meeting or (see note 1 over)

Name of proxy  Number of shares proxy appointed over

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at 3.00 p.m. on 15 June 2017, 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 resolutions:

Please also tick here if you are appointing more than one proxy.

**ORDINARY RESOLUTIONS:** Please mark 'X' to indicate how you wish to vote

	For	Against	Vote withheld
1. To receive the Company's annual report and accounts for the period ended 31 December 2016	X	X	X
2. To approve the Directors' Remuneration Report for the year ended 31 December 2016	X	X	X
3. To approve the Company's dividend policy to pay four interim dividends per year	X	X	X
4. To re-elect K Scott Canon as a Director	X	X	X
5. To re-elect Christopher Waldron as a Director	X	X	X
6. To re-elect Jonathan Schneider as a Director	X	X	X
7. To re-elect Matthew Mulford as a Director	X	X	X

**ORDINARY RESOLUTIONS:** Please mark 'X' to indicate how you wish to vote

	For	Against	Vote withheld
8. To appoint Deloitte LLP as Auditor of the Company	X	X	X
9. To authorise the Board to determine the remuneration of the Auditors	X	X	X
10. To authorise the Directors to allot Ordinary Shares under section 551 of the Companies Act 2006	X	X	X

**SPECIAL RESOLUTIONS:**

11. To authorise the Directors to allot shares on a non-pre-emptive basis in accordance with sections 570 and 573 of the Companies Act 2006	X	X	X
12. To authorise the Company to make market purchases of its own shares	X	X	X
13. To authorise the Company to hold general meetings on not less than 14 clear days' notice	X	X	X

Signature  Date



**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 (see over). If the proxy is being appointed in relation to less than your full voting entitlement, please enter 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. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate 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. If this Form of Proxy is validly returned without an indication as to how the proxy shall vote on any particular resolution, the proxy will exercise his or her discretion as to whether, and if so how, he or she votes on that resolution.
4. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
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. 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 Register of Members of the Company at 3.00 p.m. on 13 June 2017. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual. You may submit your proxy electronically using the Shareportal Service at [www.capitashareportal.com](http://www.capitashareportal.com) and follow the instructions. If not already registered for the share portal, you will need your investor code which can be found on your share certificate. Shareholders wishing to vote online should visit [www.capitashareportal.com](http://www.capitashareportal.com) and follow the instructions.
8. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
9. To be valid this Form of Proxy must arrive by hand or post at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, BR3 4TU, accompanied by any power of attorney under which it is executed (if applicable), no later than 3.00 p.m. on 13 June 2017.
10. If you prefer, you may return the proxy form to the Registrar in an envelope addressed to FREEPOST CAPITA PXS. Please note that delivery using this service may take up to five business days.
11. In the case of joint holders, any one holder may sign this form. If more than one proxy form is received in respect of a joint holding, only the vote of the senior will be accepted, seniority being determined by the order in which names appear on the Register.



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