

Axiom European Financial Debt Fund Limited

Notes

1. If you wish to appoint as a proxy a person other than the Chairman of the meeting, please delete the words "the Chairman of the meeting" and insert the name of the other person. All alterations made to this Form of Proxy must be initialled by the signatory.
2. The completion and return of the Form of Proxy will not prevent you from attending in person and voting at the meeting should you subsequently decide to do so. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A Shareholder may appoint more than one proxy to attend. You may appoint more than one proxy, provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. When two or more valid but differing instruments of proxy are delivered in respect of the same share for use at the same meeting and in respect of the same matter, the one which is lastly delivered (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which instrument was lastly delivered, none of them shall be treated as valid in respect of that share.
4. If you wish your proxy to cast all of your votes for or against a resolution, you should insert an "X" in the appropriate box. If you wish your proxy to cast only certain votes for and certain votes against, insert the relevant number of shares in the appropriate box. In the absence of instructions, your proxy may vote or abstain from voting as he or she thinks fit on the specified resolutions and, unless instructed otherwise, may also vote or abstain from voting as he or she thinks fit on any other business (including on a motion to amend a resolution, to propose a new resolution or to adjourn the meeting), which may properly come before the meeting. A vote withheld is not a vote in law. If instruction is given to withhold from voting in respect of any resolution, this instruction will be deemed to be neither a vote for or against the resolution and will not be counted.
5. This Form of Proxy must be signed by the Shareholder or his/her attorney. Where the Shareholder is a corporation, the signature must be under seal or signed by a duly authorised representative. In the case of joint Shareholders, any one Shareholder may sign this Form of Proxy. The vote of the senior joint Shareholder (whether in person or by proxy) will be taken to the exclusion of all others, seniority being determined by the order in which the names stand in the register of members in respect of the joint shareholding.
6. To be valid, this Form of Proxy (together with any power of attorney or other authority under which it is signed or a copy of such authority certified notarially or in some other way approved by the Board of Directors) must be deposited at the registered office of the Company or emailed to Elysium@elysiumfundman.com, as soon as possible but, in any event, so as to arrive not later than 48 hours prior to the time appointed for the meeting (excluding weekends and bank holidays).
7. To change your proxy instructions you should simply submit a new Form of Proxy using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see note 6 above) also applies in relation to amended instructions; any amended Form of Proxy received after the time being 48 hours prior to the time appointed for the meeting will be disregarded (excluding weekends and bank holidays).
8. To allow effective constitution of the meeting, if it is apparent to the Chairman that no members will be present in person or by proxy, other than by proxy in the Chairman's favour, the Chairman may appoint a substitute to act as proxy in his stead for any member, provided that such substitute proxy shall vote on the same basis as the Chairman.

Axiom European Financial Debt Fund Limited

FORM OF PROXY

For use at the Annual General Meeting (Block capitals please)

I/We, the undersigned

Of being a member/members of Axiom European Financial Debt Fund Limited, hereby appoint the Chairman of the meeting/

..... as my/our proxy to vote for me/us on my/our behalf at 1st Floor, Royal Chambers, St Julian's Avenue, St Peter Port, Guernsey GY1 3JX on 11 May 2020 at 10.30am and at any adjournment(s) thereof and at their discretion on any other matter arising at such meeting.

Please indicate with an X in the spaces below how you wish your votes to be cast.

Ordinary Resolution	For	Against	Abstain
1. To receive and, if thought fit, to accept the Company's audited financial statements for the year ended 31 December 2019, together with the Directors' report and the Auditors' report on those statements.			
2. To approve the Remuneration Report for the year ended 31 December 2019.			
3. To re-elect Ernst & Young LLP as auditor of the Company until the conclusion of the next annual general meeting.			
4. To authorise the Company's Board of Directors to determine the remuneration of the auditor.			
5. To re-elect William Scott as a director of the Company.			
6. To re-elect John Renouf as a director of the Company.			
7. To re-elect Max Hilton as a director of the Company.			
Special Resolution			
8. To dis-apply pre-emption rights.			
9. To authorise the Company to buy back its own Shares.			

Signature Dated 2020



Elysium Fund Management Limited
PO Box 650
1st Floor
Royal Chambers
St Julian's Avenue
St Peter Port
Guernsey
GY1 3JX

Affix
stamp
here