

HAMILTON LANE INCORPORATED
 110 WASHINGTON STREET
 SUITE 1300
 CONSHOHOCKEN, PA 19428



**SCAN TO
 VIEW MATERIALS & VOTE**



VOTE BY INTERNET

Before The Meeting - Go to www.proxyvote.com or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on September 6, 2023. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/HLNE2023

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on September 6, 2023. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V19537-P96342

KEEP THIS PORTION FOR YOUR RECORDS
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

HAMILTON LANE INCORPORATED

The Board of Directors recommends you vote FOR the nominees for director listed in Proposal 1 and FOR Proposals 2, 3, 4 and 5.

For All	Withhold All	For All Except
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

The proxies are authorized to vote in their discretion on such other matters as may properly come before the meeting or any adjournment thereof.

1. Election of Directors

Nominees:

- 01) David J. Berkman
- 02) O. Griffith Sexton

2. Advisory, non-binding vote to approve named executive officer compensation.

3. To adopt an amendment to the Amended and Restated Certificate of Incorporation of Hamilton Lane Incorporated to provide for the exculpation of certain of our officers as permitted by Delaware law.

4. To adopt an amendment to the Amended and Restated Certificate of Incorporation of Hamilton Lane Incorporated to amend the exclusive forum provision.

5. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending March 31, 2024.

For Against Abstain

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

--	--

Signature [PLEASE SIGN WITHIN BOX]

Date

--	--

Signature (Joint Owners)

Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on September 7, 2023: The Notice and Proxy Statement and Annual Report are available at www.proxyvote.com.

V19538-P96342

**HAMILTON LANE INCORPORATED
2023 Annual Meeting of Stockholders
September 7, 2023 9:30 AM, Eastern Time
This proxy is solicited by the Board of Directors**

The undersigned stockholder(s) hereby appoint(s) Hartley R. Rogers and Mario L. Giannini, or either of them, as proxies, each with the power to appoint his substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Common Stock of HAMILTON LANE INCORPORATED that the undersigned stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 9:30 AM, Eastern Time on September 7, 2023, at www.virtualshareholdermeeting.com/HLNE2023, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted "FOR" the nominees for director listed in Proposal 1 and "FOR" Proposals 2, 3, 4 and 5.

Continued and to be signed on reverse side