
GREENHILL & CO., INC.

IMPORTANT ANNUAL MEETING I	NFORMATION	000004
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Electronic Voting Instructions

You can vote by Internet or telephone! Available 24 hours a day, 7 days a week!

Instead of mailing your proxy, you may choose one of the two voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

Proxies submitted by the Internet or telephone must be received by 5:00 p.m., Eastern Time, on July 25, 2017.



Vote by Internet

- · Log on to the Internet and go to http://proxy.georgeson.com/
- Follow the steps outlined on the secured website.



Vote by telephone

- Call toll free 1-877-456-7915 within the USA, US territories & Canada any time on a touch tone telephone. There is NO CHARGE to you for the call.
- Follow the instructions provided by the recorded message.

Using a **black ink** pen, mark your votes with an **X** as shown in

this example. Please do not write outside the designated areas.



Annual Meeting Proxy Card

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A Proposals — The Boar 1. Election of Directors:		imends a v Nithhold	lote <u>FUR</u> a	ii iioiiiii	ees, <u>ror</u>	-	Sai Z, <u>i</u> Withhold	TEAN ON Froposal 3 and	-	Withholo		
01 - Robert F. Greenhill			02 - Scott I	L. Bok				03 - Steven F. Goldstone				+
04 - Stephen L. Key			05 - John I	O. Liu				06 - Karen P. Robards				
Advisory vote to approve named officer compensation. Ratification of the Selection of E serve as Greenhill's auditors for	rnst & You	ng LLP to	For For		Abstain Abstain	ad		on the frequency of future to approve named executive sation.	1 Year	2 Years	3 Years	Abstain
B Non-Voting Items Change of Address — Please prin	it your new	address belo	w.	Com	ments — F	lease prin	t your comn	nents below.		ng Attenda		П
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C Authorized Signatures Please sign exactly as name(s) app full title.				•	-			_		n, or custo	dian, plea	ase give
Date (mm/dd/yyyy) — Please print	date below	<i>I</i> .	Sig	nature 1 –	– Please ke	ep signatı	re within th	e box. Signature 2 — Ple	ase keep sigr	nature with	nin the bo	Х.



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▼ IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼
Proxy — Greenhill & Co., Inc.
Notice of 2017 Annual Meeting of Stockholders
Greenhill & Co., Inc. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS — JULY 26, 2017
The undersigned hereby appoints Robert F. Greenhill and Scott L. Bok as proxies, each with full power of substitution, to represent and vote as designated on the reverse side, all the shares of Common Stock of Greenhill & Co., Inc. held of record by the undersigned on May 31, 2017, at the Annual Meeting of Stockholders to be held at Greenhill & Co., Inc., 300 Park Avenue, New York, New York 10022, at 10:30 a.m. on July 26, 2017, or any adjournment or postponement thereof and in their discretion on any other matters that may properly come before the meeting or any adjournment or postponement thereof.
Shares represented by this proxy will be voted by the stockholder. If no such directions are indicated, the Proxies will have authority to vote FOR all nominees, FOR Proposal 2, "1 YEAR" on Proposal 3 and FOR Proposal 4.
In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.
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