

APPLICATION FORM

WILLIAM BLAIR SICAV
(the "Company")

31, Zone d'Activités Bourmicht, L-8070 Bertrange, Luxembourg

APPLICATION FORM**Please complete, sign and return to:**

Citibank Europe plc, Luxembourg Branch
 31, Zone d'Activités Bourmicht
 L-8070 Bertrange
 Luxembourg
 Fax: +352 45 14 14 852

As the Company's Custodian and Paying Agent,
 Central Administration Agent, Registrar and
 Transfer Agent

Note

If this form is sent by fax it **must** subsequently be forwarded by post within five business days.
 This subscription form should be read in conjunction with the latest Prospectus of the Company.

Telegraphic transfer information

For any payment in a currency other than the share class currency, the administrator will carry out a foreign exchange transaction.

For US dollars – USD

Pay to	Citibank, N.A. New York
ABA no.	021 0000 89
Swift code	CITIUS33
For the account of	Citibank Europe plc, Luxembourg Branch
Account no	10957463
For further credit	0252636001
	William Blair SICAV TA Collecting
	FFC WBF deal reference

For the Euro, and any
 component currency
 of the Euro

Pay to	Citibank, N.A. London
Swift code	CITIGB2L
For the account of	Citibank Europe plc, Luxembourg Branch
Account	GB46 CITI 1850 0808 5436 31
For further credit	0252636003
	William Blair SICAV TA Collecting
	FFC WBF deal reference

For British Pound – GBP

Pay to	Citibank, N.A. London
Sort code	18-50-08
Swift code	CITIGB2L
For the account of	Citibank Europe plc, Luxembourg Branch
Account no	557935
For further credit	0252636002
	William Blair SICAV TA Collecting
	FFC WBF deal reference

For Swiss Francs – CHF

Pay to	Citibank, N.A. London
Swift code	CITIGB2L
For the account of	Citibank Europe plc, Luxembourg Branch
Account no	GB08 CITI 1850 0810 5704 51
For further credit	0252636004
	William Blair SICAV TA Collecting

For any payment in a currency other than the share class currency, the administrator will carry out a foreign exchange transaction.

For Norwegian Krone – NOK	Pay to Swift code For the account of Account no For further credit	DNB NOR BANK OSLO DNBANOKK CITILULX NO6070020209052 0252636005 William Blair SICAV TA Collecting FFC WBF deal reference
For Swedish Krone – SEK	Pay to Swift code For the account of Account no For further credit	SKANDINAVISKA ENSKILDA BANKEN ESSESESS CITILULX 52018533398 0252636006 William Blair SICAV TA Collecting FFC WBF deal reference
For Australian Dollar – AUD	Pay to Swift code For the account of Account no For further credit	Citibank Sydney CITIAU2X CITILULX 912057003 0252636007 William Blair SICAV TA Collecting FFC WBF deal reference

Applicants who wish to invest in other currencies should contact the administrator to obtain details of the relevant subscription accounts.

Payment of the investment by telegraphic transfer

For details of correspondent banks please see above. Please pay from an account in your own name and by telegraphic transfer, without charge for the beneficiary.

Debiting the account of	<u>Name</u>	Please give your name and account number with your bank
	<u>A/C Number</u>	
Date		State settlement date for your deal
The sum of	<u>Currency</u> <u>Amount</u>	State currency and amount you want to invest
Pay to	<u>Name</u>	Give the name and account number of the correspondent bank listed above for the currency in which you want to invest (see page 2)
	<u>A/C Number</u>	
	<u>IBAN</u>	Give the account name of the appropriate bank
For the account		Write 'WB – and your name'
Reference		All joint holders must sign
Signature(s)		

Subscription details

I want to invest in and to pay:

(Please state investment amount and currency)

William Blair U.S. Small-Mid Cap Growth Fund

Share Class I	<input type="text"/>	USD
Share Class I - Distributing	<input type="text"/>	GBP
Share Class D	<input type="text"/>	USD
Share Class J	<input type="text"/>	USD
Share Class J - Distributing	<input type="text"/>	GBP
Share Class Z	<input type="text"/>	USD

William Blair Emerging Markets Growth Fund

Share Class I	<input type="text"/>	USD
Share Class J	<input type="text"/>	USD
Share Class D	<input type="text"/>	USD
Share Class Z	<input type="text"/>	USD

William Blair U.S. All Cap Growth Fund

Share Class D	<input type="text"/>	USD
Share Class J	<input type="text"/>	USD
Share Class Z	<input type="text"/>	USD

William Blair Global Leaders Fund

Share Class I	<input type="text"/>	USD
Share Class I	<input type="text"/>	EUR
Share Class I	<input type="text"/>	GBP
Share Class I - Hedged	<input type="text"/>	NOK
Share Class J	<input type="text"/>	USD
Share Class J	<input type="text"/>	EUR
Share Class J	<input type="text"/>	GBP
Share Class D	<input type="text"/>	USD
Share Class D - Hedged	<input type="text"/>	NOK
Share Class Z	<input type="text"/>	USD
Share Class Z- Distributing	<input type="text"/>	USD
Share Class Z- Hedged	<input type="text"/>	NOK
Share Class Z- Hedged - Distributing	<input type="text"/>	NOK
Share Class Z	<input type="text"/>	AUD

If you already invested in William Blair SICAV, please insert your client account number.

I want to invest in and to pay:

(Please state investment amount and currency)

William Blair Emerging Markets Leaders Fund

Share Class I	<input type="text"/>	USD
Share Class I - Hedged	<input type="text"/>	NOK
Share Class D	<input type="text"/>	USD
Share Class D - Hedged	<input type="text"/>	NOK
Share Class J	<input type="text"/>	USD
Share Class J - Distributing	<input type="text"/>	GBP
Share Class Z	<input type="text"/>	USD
Share Class Z- Hedged	<input type="text"/>	NOK
Share Class Z	<input type="text"/>	AUD

William Blair Emerging Markets Small Cap Growth Fund

Share Class I	<input type="text"/>	USD
Share Class I - Hedged	<input type="text"/>	EUR
Share Class J	<input type="text"/>	USD
Share Class D	<input type="text"/>	USD
Share Class Z	<input type="text"/>	USD

If you already invested in William Blair SICAV,
please insert your client account number

I want to invest in and to pay:

(Please state investment amount and currency)

William Blair Dynamic Diversified Allocation Fund

Share Class I	<input type="text"/>	USD
Share Class I - Hedged	<input type="text"/>	EUR
Share Class I - Hedged	<input type="text"/>	GBP
Share Class I - Hedged	<input type="text"/>	SEK
Share Class I - Hedged	<input type="text"/>	NOK
Share Class I - Hedged	<input type="text"/>	CHF
Share Class D	<input type="text"/>	USD
Share Class D - Hedged	<input type="text"/>	EUR
Share Class D - Hedged	<input type="text"/>	GBP
Share Class D - Hedged	<input type="text"/>	SEK
Share Class D - Hedged	<input type="text"/>	NOK
Share Class D - Hedged	<input type="text"/>	CHF
Share Class J	<input type="text"/>	USD
Share Class J - Hedged	<input type="text"/>	EUR
Share Class J - Hedged	<input type="text"/>	GBP
Share Class J - Hedged	<input type="text"/>	SEK
Share Class J - Hedged	<input type="text"/>	NOK
Share Class J - Hedged	<input type="text"/>	CHF
Share Class Z	<input type="text"/>	USD
Share Class Z - Hedged	<input type="text"/>	EUR
Share Class Z - Hedged	<input type="text"/>	GBP
Share Class Z - Hedged	<input type="text"/>	SEK
Share Class Z - Hedged	<input type="text"/>	NOK
Share Class Z - Hedged	<input type="text"/>	CHF
Share Class Z	<input type="text"/>	AUD

Distributing Classes:

Unless Applicant indicates by checking the box below, their dividends will automatically be reinvested in further Shares of the Sub-Fund in question. If the amount of the dividend payable is less than \$50.00 USD, the dividend will also be reinvested in further Shares of the Sub-Fund in question notwithstanding any other indication to receive cash dividends. Any such Shares will be issued on the date of the payment of the dividends.

Please check this box if you wish to receive cash dividends

If cash dividends were selected, please complete the Bank Account Details Section supplying account details where the dividend payments are to be transferred.

If you already invested in William Blair SICAV, please insert your client account number

Name for registration

<u>Investor section</u>	
Name	
<hr/>	
Names and signatures of authorised signatories	
<hr/>	
Name	Signatures
<hr/>	<hr/>
<hr/>	
Source of funds	
<hr/>	
Source of wealth:	
<hr/>	
Profession:	
<hr/>	

Address for registration

Registered office:	
<hr/>	
	Postcode
<hr/>	
Mailing address (if different from Registered Office):	
<hr/>	
	Postcode
<hr/>	
Tel no.	Fax no.
<hr/>	

Bank account details

Please give details of your own bank account. Proceeds of any sale and dividend payments (if applicable) will be sent to this account by telegraphic transfer at your cost. Note that bank account changes require the signatures of all shareholders on the account.

Name of bank	SWIFT code
<hr/>	
Address	
<hr/>	
	Post Code
<hr/>	
Account no.	
<hr/>	
IBAN	
<hr/>	
Account Name	
<hr/>	
Reference	
<hr/>	

Financial adviser details (please complete if submitting this application through a financial adviser)

Name of adviser	
Name of company	
Address	
	Postcode
Tel no.	Fax no.

Financial adviser stamp

<p>Details of licence or other designation assigned by regulatory body (please provide copy, if not already provided) :</p> <p>_____</p> <p>Applicable domestic Anti-Money Laundering laws (if acting as agent) :</p> <p>_____</p>
--

Fight against Money Laundering and Terrorist Financing

<p>Pursuant to international rules and Luxembourg laws and regulations (comprising but not limited to the law of 12 November 2004 on the fight against money laundering and financing of terrorism, as amended) as well as circulars of the CSSF, obligations have been imposed on all professionals of the financial sector to prevent the use of undertakings for collective investment for money laundering and financing of terrorism purposes. As a result of such provisions, the Registrar And Transfer Agent of a Luxembourg undertaking for collective investment must ascertain <i>inter alia</i> the identity of the subscriber. The Registrar And Transfer Agent may <i>inter alia</i> require subscribers to provide acceptable proof of identity and for subscribers who are legal entities, an extract from the register of companies or articles of incorporation or other official documentation as required. In any case, the Registrar And Transfer Agent may require, at any time, additional documentation to comply with applicable legal and regulatory requirements.</p>
--

Institutional investor quality

The Undersigned declares that it is an institutional investor as this term is understood pursuant to the Luxembourg laws and regulations.

Please tick off the appropriate box below to identify the type of institutional investor based on the identification documents provided.

1. Institutional investors *stricto sensu*, such as banks and other professionals of the financial sector, insurance and reinsurance companies, social security institutions and pension funds, industrial, commercial and financial group companies, all subscribing on their own behalf, and the structures which such institutional investors put into place for the management of their own assets.

[]

2. Credit institutions and other professionals of the financial sector investing in their own name but on behalf of institutional investors as defined under 1. above.

[]

3. Credit institutions or other professionals of the financial sector established in Luxembourg or abroad which invest in their own name but on behalf of their non institutional clients on the basis of a discretionary management mandate.

[]

4. Collective investment undertakings established in Luxembourg or abroad, even if its investors may not be regarded as being institutional investors.

[]

5. Holding companies or similar entities, whether Luxembourg-based or not, whose shareholders are institutional investors as described in the foregoing paragraphs.

[]

6. Territorial administrative bodies (e.g. regions, provinces, cantons, communes, municipalities), in so far as these invest their own funds.

[]

In addition, the following types of investors could eventually qualify as institutional investors:

7. A holding company or company of similar nature, established in Luxembourg or abroad, even if its own shareholders are not institutional investors. It is however required that it is a holding company, or similar company, which has a real substance, and a proper structure and activity in the sense that it holds important financial interests; and

[]

8. A “family” type holding company or company of similar nature, established in Luxembourg or abroad, even if its own shareholders are not institutional investors. It is however required that it is a holding company, or similar company, by which a family or a branch of a family holds important financial interests.

[]

Identification

The following list of documents is not exhaustive and may change from time to time. In any case, the Registrar and Transfer Agent reserves the right to request additional documents if necessary.

Natural Persons

- Application Form duly completed and signed by the Applicant
- Certified true copy of a valid identity document (i.e: passport or identity card)

Legal entities (different from a bank, financial institution or insurance company)

- Application Form duly completed and signed by the Applicant
- Certified true copy of the articles of association and a recent extract (less than six months old) from the Trade Register
- Original or certified true copy of a current and dated list on company letterhead of all authorized signatories
- Certified true copy of a valid identity document (i.e: passport or identity card) of authorised signatories
- List of shareholders who hold more than 25% of the capital and for each shareholder, the identification documents (natural person or legal entity) are also required
- List of directors and executives
- Latest financial or equivalent report

Bank, financial institution or insurance company based in and supervised by a Member State of the European Union, the Economic Area or any other country that imposes equivalent obligations within the meaning of the amended Law of 12 November 2004 as amended on the combating of money laundering and the financing of terrorism

- Application Form duly completed and signed by the Applicant
- Evidence of the regulation via webpage of the supervisory authority
- Original or certified true copy of a current and dated list on company letterhead of all authorized signatories

Please contact the Administrator for further information on the list of identification documents required if the Applicant is different than the above.

Certified true copy

Only bodies authorised in their respective countries can be accepted as certifying bodies. As a general rule, documents can be certified by the competent authority who issued them. Self certifications are not accepted except for corporate documents such as signatory lists, which have been prepared by the company itself and do not need to be registered with public authorities.

Certified true by a local competent authority (i.e. notary public, embassy/consulate, a public authority such as a ministry/city hall, police officer, authorized signatory from a bank or a financial institution regulated in an equivalent country, lawyers/solicitors authorized by the law society.

Facsimile indemnity

I want to give instructions to you by facsimile.

(If not, please tick this box)

This indemnity relates to holdings of shares of the Company, William Blair SICAV, in accounts in my name or in respect to which I am authorised to give instructions.

I want to have the flexibility to give instructions to you by facsimile. I acknowledge that facsimile transmission is not a secure form of communication and gives rise to higher risks of manipulation or attempted fraud. Facsimiles may also be of poor quality and thus unclear.

Therefore, in consideration of your agreement, at my request, to act upon receipt of facsimile instructions with respect to such accounts:

a) until you receive written notice to the contrary, I authorise you to act upon such instructions without any reference to or further authority from me and without enquiry whatsoever, provided that such instructions are or are seen to be given by me or by persons who have been notified to you for the purpose in the manner agreed between us; and

b) I agree to keep you and the Company indemnified from and against all liabilities, losses, costs, actions, proceedings, claims and demands which may be incurred by or brought or made against you or the Company arising directly or indirectly from you having acted upon such instructions in the circumstances referred to in (a) above. If this indemnity is given by more than one holder, it will be joint and several.

This indemnity is given for the benefit of the Company and the Central Administration Agent of the Company, Citibank Europe plc (Luxembourg branch). The indemnity is governed by and shall be interpreted in accordance with Luxembourg law. The courts of the Grand duchy of Luxembourg will have exclusive jurisdiction of all disputes arising from this indemnity.

Data Processing

Personal data relating to investors, including, but not limited to, the name, address and amount invested by each investor, may be collected, recorded, stored, adapted, transferred or processed and used by the Company, the Registrar and Transfer Agent (the "**Delegate**") or any other person which provides services to the Company and the financial intermediaries of these investors.

Such data may in particular be used for the accounting and administration of the fees of the business providers, identification obligations required by the legislation relating to the combating of money laundering and the financing of terrorism, the maintaining of the shareholders' register, the processing of subscription, redemption and conversion orders and the payment of dividends to shareholders and of targeted services provided to clients. Such information shall not be sent to unauthorised third parties.

The Delegate may in turn sub-delegate, at its own responsibility, certain processes to administrative support providers and processors who may or may not be part of the Citibank group, located within or outside the European Economic Area (the "**EEA**"). Whenever the personal data is sent to a country that does not offer personal data protection equivalent to that in the European Union, the Delegate shall, by means of an agreement with its agent, ensure that the administrative support providers and processors are subject to equivalent obligation as the ones of the Delegate.

However the investor acknowledges that due to the fact that the information is transferred electronically and made available outside of Luxembourg, the same level of confidentiality and the same level of protection in relation to data protection regulation as currently in force in Luxembourg may not be guaranteed while the information is kept abroad in spite of the agreements that the Delegates will enter with its agents.

Investors may access their personal information and may request rectification of any inaccurate, incomplete or incorrect information.

By subscribing to the Shares, each Shareholder consents to the retention and processing of said personal data by the Delegate and its affiliates for the purposes of maintaining a register of investors providing subscription and redemption of Shares and (1) to the transfer of such data to other companies or entities within the Citibank group, including its offices outside the EEA; and (2) to the transfer of such data to third party companies or entities including their offices outside the EEA where the transfer is necessary for the maintenance of records, administrations or provision of services in relation to any investment product or services of any group of companies. The transfer of the data may be to a country which does not have equivalent data protection to that of the EEA.

Declaration

The Undersigned declares that it is aware that:

1. Subscriptions received by the Central Administration Agent or the Custodian before 16.00 p.m. (Luxembourg time) on a Subscription Date in Luxembourg shall be settled at the NAV per share in effect on that Subscription Date.
2. The Company may reject at its sole discretion and for any reason any application for subscription of Shares in whole or in part.
4. This Subscription Form will be legally binding only when it is signed by the Undersigned, and the subscription is accepted by the Company.
5. Correspondence will be sent to the corporate correspondence address noted above unless otherwise notified by the Undersigned in writing from time to time.

The Undersigned further declares that:

6. The execution of this Subscription Form and acceptance of the Subscriber's subscription do not and will not violate any law, regulation, ordinance, charter, by-law, article of association or rule applicable to the Subscriber or any agreement by which the Subscriber is bound or by which any of its assets are affected.
7. It has received and reviewed the latest Prospectus of the Company (and, where relevant, financial reports and any other documents required under any applicable laws or regulations), which it accepts in full, and it understands and considers that it can bear the risks.
8. It declares having received and understood the key investor information document of the relevant fund and class(es) of shares in good time before subscribing for shares. It explicitly consents to the provision of the key investor information document on the website: http://sicav.williamblairfunds.com/investor_services/prospectus_forms_reports_fs and hereby confirms that it will obtain and read the latest version of the appropriate KIID prior to any subsequent investment. For the avoidance of doubt, its right to request a paper copy of key investor information documents free of charge remains unaffected.
9. It consents to the processing of its personal data in the way as indicated under the section "Data Processing" of this application form and specifically agrees to the transfer of its data to other companies or entities within the Citibank group or, to the extent necessary, to third party companies, in both cases including their offices outside the EEA. It acknowledges that countries outside the EEA may have data protection less than equivalent to that of the EEA.
10. It has been given the opportunity to ask questions of, and receive answers from, the Company and/or its duly appointed agents with respect to the activities and affairs to be conducted by the Company, the terms and conditions of the offering of the Company's Shares and other matters pertaining to an investment in the Company and to evaluate the merits and risks of an investment in the Company and make an investment decision in relation thereto.
11. It has relied upon its own independent tax, investment and legal advice.

Finally, the Subscriber declares that:

12. It is not a US Person as such term is defined in Rule 902 of Regulation S promulgated under the US Securities Act of 1933, as amended (the "Securities Act").
13. It is dealing on its own behalf and will be the beneficial owner of the Shares. To the extent that it is acting on behalf of any other party, the subscriber will provide the same documentation/warranties for the final beneficiaries.

Signatures

- All joint applications must sign in the same order as above. For corporations, an authorised official must sign the form.
- I consent to Citibank Europe plc (Luxembourg Branch) and any relevant paying agent processing this application and any further requests from me for the purchase, sale or switching of shares.
- I confirm that I am over 18 years of age and that I have fully read and understood this application.
- I confirm that the information I have provided is correct.

Signature

Date

Signature

Date

Signature

Date

Signature

Date