



Warehouse REIT plc

(the "Company")

(registered in England and Wales under company number 10880317)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the second annual general meeting ("AGM") of Warehouse REIT plc to be held at the offices of Savills plc, 33 Margaret Street, London W1G 0JD at 10.00am on Monday, 16 September 2019 is set out at the end of this document.

Whether or not you propose to attend the Annual General Meeting, please complete and submit an online proxy form in accordance with the instructions set out in this document or, if a hard copy is requested, the instructions printed on it. All proxy appointments should be received by no later than 10.00am on 12 September 2019.

ANNUAL GENERAL MEETING 2019

18 June 2019

Dear Shareholder,

I am pleased to enclose the notice of the second AGM of the Company (the "AGM"), which will be held at the offices of Savills plc, 33 Margaret Street, London W1G 0JD at 10.00am on Monday, 16 September 2019. The notice of AGM, which follows this letter, sets out the business to be considered at the meeting. The purpose of this letter is to explain certain elements of that business to you.

The business to be conducted at the AGM reflects the ordinary business and related Ordinary and Special Resolutions that are put to the AGM of the Company each year, together with one item of special business.

Resolutions numbered 1 to 12 and 17 are proposed as Ordinary Resolutions. This means that for each of those Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution. Resolutions numbered 13 to 16 are proposed as Special Resolutions. This means that for each of those Resolutions to be passed, at least three-quarters of the votes cast must be in favour of the Resolution. Detailed explanatory notes on all the business to be considered at the AGM are set out below.

Ordinary Business

Ordinary Resolutions (1 to 12)

Resolution 1 – To receive the annual report and financial statements

The Directors are required to present the strategic report, Directors' report and Auditor's report and the consolidated financial statements for the year ended 31 March 2019 to the meeting. These are contained in the annual report which is included in this mailing.

Resolution 2 – To receive and approve the Directors' remuneration report

As a Company admitted to trading on AIM, the Company is not required to give shareholders an annual advisory vote on the report on Directors' remuneration. However, the Company has decided to comply voluntarily with this requirement of the Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013. Shareholders are therefore being requested to vote on the receipt and approval of the Directors' remuneration report for the year ended 31 March 2019, as set out on pages 58 to 60 of the annual report.

Resolutions 3 to 8 – To re-elect/elect the Directors

Under the Company's Articles of Association, Directors are required to stand for election at the first AGM after their appointment. Thereafter, at each AGM any Director who has not stood for appointment or re-election at either of the two preceding AGMs is required to retire and offer him/herself for re-election, as is any Director who has held office for a continuous period of nine years or more. Beyond these requirements, the Board has agreed that all Directors will seek annual re-election.

Lynette Lackey, having been appointed to the Board during the year ended 31 March 2019, will therefore be standing for election at the AGM. All other Directors will stand for re-election.

As set out in the corporate governance statement in the annual report, the Board considers that the performance of each of the Directors during the period ended 31 March 2019 has been effective and that each Director has demonstrated commitment to the role. The Board therefore believes that it is in the best interests of shareholders that each Director be re-elected/elected.

Resolutions 9 and 10 – To re-appoint Deloitte LLP as Auditor of the Company and to authorise the Audit Committee to determine the remuneration of the Auditor

At each general meeting at which the Company's financial statements are presented to its members, the Company is required to appoint an auditor to serve from the conclusion of that meeting until the conclusion of the next such meeting. The Board, on the recommendation of the Audit Committee, recommends the re-appointment of Deloitte LLP. Resolution 10 gives authority to the Audit Committee to determine the Auditor's remuneration.

Resolution 11 – To approve the Company’s dividend payment policy

The Company’s policy is to pay dividends on a quarterly basis in accordance with the timetable set out in the shareholder information section of the annual report, which is included in this mailing. As the fourth dividend each year will be payable prior to the AGM, it will be declared as an interim dividend and, accordingly, no final dividend will be payable.

The Board is conscious that this means that shareholders will not be given the opportunity to vote on the payment of a final dividend. Accordingly, it has been decided that shareholders will be asked to confirm their ongoing approval of the Company’s current dividend policy to continue to pay four interim dividends per annum. This is set out in resolution 11.

Resolution 12 – To authorise the Directors to allot ordinary shares

Resolution 12, an ordinary resolution, would give the Directors the authority to allot ordinary shares up to an aggregate nominal amount of £1,585,676 (being 66% of the issued ordinary share capital as at the date of this notice) by way of a rights issue and, in any other case, up to an aggregate nominal amount of £792,838 (being 33% of the issued ordinary share capital as at the date of this notice). This authority replaces the authority given to the Directors at the general meeting held on 28 March 2019 and would expire at the end of the AGM to be held in 2020, except insofar as commitments to allot shares have been entered into before such date.

Special Resolutions (13 to 16)

Resolutions 13 and 14 – To authorise the Directors to disapply pre-emption rights

Unless they are given an appropriate authority by shareholders, if the Directors wish to allot and issue any shares for cash or grant rights over shares or sell treasury shares for cash they must first offer them to existing shareholders in proportion to their existing holdings. These are known as pre-emption rights and are set out in the Articles of Association. Resolutions 13 and 14 will be proposed as special resolutions to give the Directors power to issue ordinary shares without the application of these pre-emption rights.

Resolution 13 will renew the Directors authority to allot shares (pursuant to the authority granted by resolution 12 above) without the requirement to pre-empt:

- (a) by way of a rights issue (subject to certain exclusions);
- (b) by way of an offer of securities (not being a rights issue) in favour of existing shareholders in proportion to their shareholdings (subject to certain exclusions); and
- (c) to persons other than existing shareholders up to an aggregate nominal amount of 5% of the ordinary share capital of the Company as at the date of this notice.

Resolution 14 will grant the Directors an additional authority to disapply pre-emption rights in respect of the allotment of shares or the sale of treasury shares which is used only for the purposes of financing (or refinancing) an acquisition or other capital investment as defined by the Pre-Emption Group’s Statement of Principles, up to an additional aggregate nominal amount of 5% of the ordinary share capital of the Company as at the date of this notice. These authorities, if given, will lapse at the conclusion of Company’s AGM to be held in 2020 and will be used when the Directors consider it to be in the best interests of shareholders.

The Board notes the proportion of proxy votes received against the resolution to authorise the Directors to disapply pre-emption rights in relation to the issue of an additional 5% of the issued ordinary share capital for the purposes of financing a transaction at the AGM held on 19 September 2018 and the general meeting held on 28 March 2019. The Board understands that these votes against were based on guidance released by various voting bodies including PIRC and ISS. However, the Board considers it appropriate to continue to seek this authority from shareholders as this is in line with the Pre-Emption Group’s Statement of Principles and standard market practice.

ANNUAL GENERAL MEETING 2019 continued

Special Resolutions (13 to 16) continued

Resolution 15 – To approve the purchase of the Company's own shares

At the AGM held on 19 September 2018, the Company was authorised to purchase up to 16,600,000 of its own shares (being 10% of the Company's issued ordinary share capital at the date of the notice). No ordinary shares have been bought back under this authority.

At the general meeting held on 28 March 2019, the Directors were also granted authority to purchase up to 24,025,404 ordinary shares (being 10% of the Company's issued ordinary share capital following the issue of new ordinary shares on 2 April 2019). This authority replaced the authority granted at the 2018 AGM. No ordinary shares have been bought back under this authority.

Resolution 15, a special resolution, will renew the Company's authority to make market purchases of up to 24,025,404 ordinary shares (being 10% of the Company's total issued ordinary share capital as at the date of this notice), either for cancellation or for placing into treasury at the determination of the Directors. Purchases of ordinary shares will be made within the guidelines established from time to time by the Board. Any purchase of ordinary shares would be made only out of the available cash resources of the Company. The maximum price which may be paid for an ordinary share must not be more than the higher of (i) 105% of the average of the middle market quotations on AIM for the ordinary shares for the five business days immediately preceding the date of purchase; and (ii) the value of an ordinary share calculated on the basis of the higher of the price quoted for: (x) the last independent trade of; and (y) the highest current independent bid for, any number of ordinary shares on the trading venue where the purchase is carried out. The minimum price which may be paid is £0.01 per ordinary share.

The Directors will consider repurchasing ordinary shares in the market if they believe it to be in shareholders' interests as a whole and as a means of correcting any imbalance between the supply of and demand for the ordinary shares. The Directors will have regard to the Company's REIT status when making any repurchases and will only make such repurchases through the market at prices (after allowing for costs) below the relevant prevailing NAV per ordinary share and otherwise in accordance with guidelines established from time to time by the Board.

Shareholders should note that the purchase of ordinary shares by the Company is at the absolute discretion of the Directors and is subject to the working capital requirements of the Company and the amount of cash available to the Company to fund such purchases. Accordingly, no expectation or reliance should be placed on the Directors exercising such discretion on any one or more occasions.

Resolution 16 – Notice period for general meetings

Under the Companies Act 2006 (the 'Act'), the notice period of general meetings (other than an AGM) is 21 clear days' notice unless the Company: (i) has gained shareholder approval for the holding of general meetings on 14 clear days' notice by passing a special resolution at the most recent AGM; and (ii) offers the facility for all shareholders to vote by electronic means. The Company would like to preserve its ability to call general meetings (other than an AGM) on less than 21 clear days' notice. The shorter notice period proposed by resolution 16 would not be used as a matter of routine, but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole. The approval will be effective until the date of the AGM to be held in 2020, when it is intended that a similar resolution will be proposed.

Special Business

Ordinary Resolution

Resolution 17 – Authority to communicate electronically with shareholders

Resolution 17, if passed, will allow the Company to take advantage of the provisions of the Act to use electronic communications to engage with its shareholders by placing documents such as the annual report and half-yearly report on the website rather than sending them in hard copy. The Company will notify those shareholders who have elected for electronic communication by post or email (if they have provided an email address) that the document is available on the website. Shareholders can, however, ask for a hard copy of any document at any time.

If this resolution is passed, the new arrangements are expected to result in potential administrative, printing and postage cost savings for the Company, while preserving shareholders' rights to receive hard copy documents if they so wish.

You will find enclosed with this notice and the annual report a letter asking if you would prefer to receive future annual and half-yearly reports and other communications from the Company in electronic form rather than in printed form. I encourage all shareholders to consider the proposal.

Board recommendation

The Board considers that each resolution being proposed at the AGM is in the best interests of the Company and shareholders as a whole and they unanimously recommend that all shareholders vote in favour of them, as they intend to do in respect of their own beneficial shareholdings.

Action to be taken

If you would like to vote on the resolutions to be proposed at the AGM but cannot attend the AGM, you should appoint a proxy to exercise all or any of your rights to attend, speak and vote at the AGM.

Unlike previous years, and in order to reduce the Company's environmental impact, you will not receive a hard copy form of proxy for the 2019 AGM in the post automatically. Instead, you will be able to appoint a proxy electronically at **www.signalshares.com**. Details of how to appoint a proxy in this way are set out on page 9. Alternatively, you may request a hard copy form of proxy directly from our Registrar, Link Asset Services. Details of how to request, and complete, a hard copy form of proxy are set out on page 10. Voting by proxy prior to the AGM does not affect your right to attend the AGM and vote in person should you so wish.

All proxy instructions must be received by the Registrar by no later than 10.00am on 12 September 2019.

If you hold your shares through a nominee service, please contact the nominee service provider regarding the process for appointing a proxy.

Yours sincerely,

Neil Kirton

Chairman

18 June 2019

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the second ANNUAL GENERAL MEETING of Warehouse REIT plc will be held at the offices of Savills plc, 33 Margaret Street, London W1G 0JD at 10.00am on Monday, 16 September 2019 to consider and vote on the resolutions below.

Resolutions 1 to 12 (inclusive) and 17 will be proposed as ordinary resolutions; this means that for each of those ordinary resolutions to be passed, more than half of the votes cast must be in favour. Resolutions 13 to 16 (inclusive) will be proposed as special resolutions; this means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour.

Ordinary Business

Ordinary Resolutions (1 to 12)

1. To receive and, if thought fit, to accept the strategic report, Directors' report, Auditor's report and the consolidated financial statements for the year ended 31 March 2019.
2. To receive and approve the Directors' remuneration report for the year ended 31 March 2019, as set out in the Company's annual report and consolidated financial statements for the year ended 31 March 2019.
3. To re-elect Stephen Barrow as a Director of the Company.
4. To re-elect Simon Hope as a Director of the Company.
5. To re-elect Neil Kirton as a Director of the Company.
6. To re-elect Martin Meech as a Director of the Company.
7. To re-elect Aimée Pitman as a Director of the Company.
8. To elect Lynette Lackey as a Director of the Company.
9. To re-appoint Deloitte LLP as Auditor to the Company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which financial statements are laid before the Company.
10. To authorise the Audit Committee to determine the remuneration of the Auditor of the Company.
11. To approve the Company's dividend policy to continue to pay four interim dividends per year.
12. THAT the Directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 (the "Act"), to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:
 - (a) up to the lower of: (i) 66% of the ordinary share capital of the Company as at the date of this notice; and (ii) shares with an aggregate nominal value of £1,585,676 in connection with an offer by way of a rights issue to holders of shares in proportion (as nearly as may be practicable) to their respective holdings but subject to such exclusions or other arrangements as the Directors deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - (b) in any other case, up to the lower of: (i) 33% of the ordinary share capital of the Company as at the date of this notice; and (ii) shares with an aggregate nominal value of £792,838 (such amount to be reduced by the nominal amount of any shares allotted pursuant to the authority set out in (a) above, in excess of the lower of: (i) 33% of the ordinary share capital of the Company as at the date of this notice; and (ii) shares with an aggregate nominal value of £792,838),

provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next AGM of the Company to be held after the date of the passing of this resolution or, if earlier, 15 months from the date of the passing of this resolution unless such authority is renewed prior to this time, and save that the Company may, at any time prior to such expiry, make an offer or enter into an agreement which would or might require the allotment of shares in pursuance of such an offer or agreement as if such authority had not expired.

Special Resolutions (13 to 16)

13. THAT, conditional upon the passing of resolution 12 above, the Directors be empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by resolution 12 above as if section 561 of the Act did not apply to any such allotment. This power shall be limited to:
- (a) the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under paragraph (a) of resolution 12, by way of a rights issue only):
 - i. to the holders of shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - ii. to the holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,
 but subject to such exclusions or other arrangements as the Directors deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - (b) the allotment of equity securities or treasury shares (otherwise than pursuant to paragraph (a) of this resolution) to any person up to an aggregate nominal amount of the lower of: (i) 5% of the ordinary share capital of the Company as at the date of this notice; and (ii) shares with an aggregate nominal value of £120,127,
- provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next AGM of the Company to be held after the date of the passing of this resolution or, if earlier, 15 months from the date of the passing of this resolution unless such authority is renewed prior to this time, and save that the Company may, at any time prior to such expiry, make an offer or enter into an agreement which would or might require equity securities to be allotted (or treasury shares to be sold) as if such authority had not expired.
14. THAT, conditional upon the passing of resolution 13 above, the Directors be empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by resolution 12 above as if section 561 of the Act did not apply to any such allotment, provided that such authority shall be:
- (a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of the lower of: (i) 5% of the ordinary share capital of the Company as at the date of this notice; and (ii) shares with an aggregate nominal value of £120,127; and
 - (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.
- provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next AGM of the Company to be held after the date of the passing of this resolution or, if earlier, 15 months from the date of the passing of this resolution unless such authority is renewed prior to this time, and save that the Company may, at any time prior to such expiry, make an offer or enter into an agreement which would or might require equity securities to be allotted (or treasury shares to be sold) as if such authority had not expired.

NOTICE OF ANNUAL GENERAL MEETING continued

Ordinary Business continued

Special Resolutions (13 to 16) continued

15. THAT the Company be and is hereby generally and unconditionally authorised in accordance with section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares, on such terms and in such manner as the Directors shall from time to time determine, subject to the following conditions:
- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 24,025,404 ordinary shares (or such lesser amount, if applicable, as is equal to 10% of the ordinary shares in issue as at the date of this notice);
 - (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is £0.01 (being the nominal value of an ordinary share);
 - (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:
 - i. an amount equal to 105% of the average market value of an ordinary share for the five business days immediately preceding the day on which such share is contracted to be purchased; and
 - ii. the value of an ordinary share calculated on the basis of the higher of the price quoted for: (i) the last independent trade of; and (ii) the highest current independent bid for, any number of ordinary shares on the trading venue where the purchase is carried out;
 - (d) the authority conferred pursuant to this resolution 15 shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next AGM of the Company to be held after the date of the passing of this resolution or, if earlier, 15 months from the date of the passing of this resolution unless such authority is renewed prior to this time;
 - (e) the Company may at any time prior to such expiry enter into a contract or contracts under which a purchase of ordinary shares under such authority will or may be completed or executed wholly or partly after the expiration of such authority and the Company may purchase ordinary shares in pursuance of any such contract or contracts as if the authority conferred had not expired.
16. THAT a general meeting, other than an AGM, may be called on not less than 14 clear days' notice.

Special Business

Ordinary Resolution

17. THAT the Company be authorised, subject to and in accordance with the provisions of the Companies Act 2006, to send, convey or supply all types of notices, documents or information to shareholders by electronic means, including making such notices, documents or information available on a website.

By order of the Board

Link Company Matters Limited

Company Secretary

18 June 2019

Registered office: Beaufort House, 51 New North Road, Exeter EX4 4EP

EXPLANATORY NOTES TO THE NOTICE OF MEETING

As a shareholder, you have the right to attend, speak and vote at the forthcoming AGM or at any adjournment(s) thereof. In order to exercise all or any of these rights, you should read the following explanatory notes to the business of the AGM.

1. Attending the AGM in person

If you wish to attend the AGM in person, you should arrive at the venue in good time to allow your attendance to be registered. Only those shareholders entered in the register of members of the Company as at 6.00pm on 12 September 2019 (or, in the event that the AGM is adjourned, in the register of members of the Company at 6.00pm two business days prior to the adjourned AGM) will be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after 6.00pm on 12 September 2019 (or, in the event that the AGM is adjourned, in the register of members of the Company at 6.00pm two business days prior to the adjourned AGM) will be disregarded in determining the rights of any person to attend or vote at the AGM. A member present in person or by proxy shall have one vote on a show of hands and on a poll every member present in person or by proxy shall have one vote for every share of which he/she is the holder.

Any question relevant to the business of the AGM may be asked at the meeting by anyone permitted to speak at the meeting. You may alternatively submit your question in advance by letter addressed to the Secretary at the registered office.

2. Appointment of proxies

A member of the Company entitled to attend, speak and vote at the AGM is entitled to appoint a proxy or proxies to exercise all or any of his or her rights to attend and to speak and vote at the AGM. A proxy need not be a member of the Company but must attend the AGM to represent a member. To be validly appointed, a proxy must be appointed using the procedures set out in these notes and in the notes to any hard copy form of proxy (if applicable). If members wish their proxy to speak on their behalf at the AGM, members will need to appoint their own choice of proxy (not the Chairman) and give their instructions directly to them.

A member may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to different shares held by that member. A member may not appoint more than one proxy to exercise rights attached to any one share.

A member may instruct their proxy to abstain from voting on any resolution to be considered at the AGM by marking the "Vote Withheld" option when appointing their proxy. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion.

The appointment of a proxy will not prevent a member from attending the AGM and voting in person if they wish. If you have appointed a proxy and vote at the AGM in person in respect of shares for which you have appointed a proxy, your proxy appointment in respect of those shares will automatically be terminated.

In order for a proxy appointment to be valid, your appointment must be received no later than 10.00am on 12 September 2019 (being 48 hours prior to the meeting excluding non-working days) or, in the event that the AGM is adjourned, by no later than 48 hours (excluding non-business days) before the time of any adjourned AGM or, in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM, for the taking of the poll at which it is to be used.

3. Appointment of a proxy online

Members may appoint a proxy online at www.signalshares.com (the "Website") by following the on-screen instructions, in particular at the "Proxy Voting" link, by no later than the deadline set out in note 2 above. In order to appoint a proxy using the Website, members will need to log into their Signal Shares account or register if they have not previously done so. To register, members will need to identify themselves with their Investor Code, which is detailed on their share certificate or available from the Company's Registrar, Link Asset Services, on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00am and 5.30pm, Monday to Friday, excluding public holidays in England and Wales.

EXPLANATORY NOTES TO THE NOTICE OF MEETING continued

4. Appointment of a proxy using a form of proxy

You may request a hard copy form of proxy directly from the Registrar, Link Asset Services, on Tel: 0371 664 0300 or by emailing shareholderenquiries@linkgroup.co.uk. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00am and 5.30pm, Monday to Friday, excluding public holidays in England and Wales.

To be effective, the completed and signed form of proxy must be lodged at the offices of Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU (together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority) by no later than the deadline set out in note 2 above. Alternatively, you may send any document or information relating to proxies to the electronic address indicated on the form of proxy.

To appoint more than one proxy using a hard copy form of proxy, you may photocopy the form of proxy. 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. If possible, all forms should be returned together in the same envelope.

5. Appointment of a proxy through CREST

CREST members who wish to appoint and/or give instructions to a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by using the procedures described in the CREST Manual and by logging on to the following website: www.euroclear.com. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (the CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Link Asset Services (ID RA10) by no later than 48 hours (excluding non-working days) before the time of the AGM or any adjournment of that meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Link Asset Services is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s) to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this regard, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) or the Uncertificated Securities Regulations 2001.

6. Appointment of a proxy by joint holders

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy (in hard copy, by electronic means or through CREST), only the appointment submitted by the more senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the more senior). For a proxy appointment submitted by hard copy, the signature of only one of the joint holders is required on the form of proxy.

7. Changing a proxy appointment

To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions: any amended proxy appointment received after the relevant cut-off time will be disregarded.

If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.

8. Revocation of a proxy appointment

In order to revoke a proxy instruction, you will need to inform the Company by sending a signed notice clearly stating your intention to revoke your proxy appointment to Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. In the case of a member that is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or a duly appointed attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Link Asset Services no later than 10.00am on 12 September 2019. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, then your proxy appointment will remain valid.

9. Corporate representatives

Any corporation which is a member may appoint one or more corporate representatives. Members can only appoint more than one corporate representative where each corporate representative is appointed to exercise rights attached to different shares. Members cannot appoint more than one corporate representative to exercise the rights attached to the same share(s). To be able to attend and vote at the meeting, corporate representatives will be required to produce, prior to their entry to the meeting, evidence satisfactory to the Company of their appointment.

10. Voting rights

As at 11 June 2019 (being the latest practicable date prior to the date of this document), the Company's issued share capital consists of 240,254,043 ordinary shares, each carrying the right to one vote at a general meeting of the Company. As at 11 June 2019, the Company does not hold any ordinary shares in treasury. Therefore, the total number of voting rights in the Company as at 11 June 2019 was 240,254,043.

11. Directors' appointment letters

None of the Directors has a contract of service with the Company. A copy of the letters of appointment of the Directors will be available for inspection at the registered office of the Company during usual business hours on any weekday (except weekends and public holidays) until the date of the meeting and at the place of the meeting for a period of fifteen minutes prior to and during the meeting.

EXPLANATORY NOTES TO THE NOTICE OF MEETING continued

12. Notification of shareholdings

If the total number of voting rights that the Chairman will be able to vote (taking into account any proxy appointments from shareholders over which he is given discretion and any voting rights in respect of his own shares) is such that he will have a notifiable obligation under the Disclosure Guidance and Transparency Rules of the Financial Conduct Authority (the "DTRs"), the Chairman will make the necessary notifications to the Company and the Financial Conduct Authority. Therefore, any member holding 3% or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the DTRs, need not make a separate notification to the Company and to the Financial Conduct Authority. However, any member holding 3% or more of the voting rights in the Company who appoints a person other than the Chairman as proxy will need to ensure that both the member and the proxy comply with the respective disclosure obligations under the DTRs.

13. Communication with the Company

You may not use any electronic address provided in either this notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.