

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO WHAT ACTION TO TAKE YOU ARE RECOMMENDED TO CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000.

If you have sold or transferred all of your Ordinary Shares in Civitas Social Housing PLC, you should pass this document, together with the accompanying form of proxy, to the person through whom the sale or transfer was made for transmission to the purchaser or transferee.



CIVITAS SOCIAL HOUSING PLC

Notice of Annual General Meeting

Notice of the Annual General Meeting (the **AGM**) of Civitas Social Housing PLC (the **Company**) to be held on Thursday, 2 August 2018 at 2.00 p.m. at 3 More London Riverside, London, SE1 2AQ, is set out on pages 3 to 9 of this document.

To be valid, forms of proxy must be completed and returned in accordance with the instructions printed thereon so as to be received by the Company's Registrars, Link Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting.



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

3 July 2018

Dear Shareholder

Notice of Annual General Meeting

I am pleased to be writing to you with details of the second Annual General Meeting (**AGM**) of Civitas Social Housing PLC (the **Company**) which we are holding at 2.00 p.m. on Thursday, 2 August 2018 at 3 More London Riverside, London, SE1 2AQ. There will be an update presentation from Civitas Housing Advisors Limited (the **Investment Adviser**) at the start of the AGM.

The formal notice of the AGM is set out on pages 3 to 9 of this document.

If you would like to vote on the resolutions but cannot attend the AGM, please complete the form of proxy sent to you with this notice and return it to the Company's Registrars as soon as possible. They must receive it by 2.00 p.m. on 31 July 2018.

The AGM is an opportunity for shareholders to express their views and to ask questions of the Board, albeit only holders of the Company's Ordinary Shares are eligible to vote on the resolutions. The holders of C Shares do not have voting rights other than in respect of matters which involve a variation of their class rights and therefore will not be eligible to vote on the resolutions to be proposed at the AGM.

We, as your Board, are committed to open dialogue with our shareholders and our AGM is an excellent means to engage with you directly. If you would like to submit a question in advance, please write to the Company Secretary at Beaufort House, 51 New North Road, Exeter, EX4 4EP or email: civitas_cosec@linkgroup.co.uk.

AGM

All holders of Ordinary Shares are entitled to attend and vote at the AGM. In accordance with the Articles, all holders of Ordinary Shares present in person or by proxy shall upon a show of hands have one vote and upon a poll shall have one vote in respect of each Ordinary Share held. In order to ensure that a quorum is present at the AGM, it is necessary for two holders of Ordinary Shares entitled to vote to be present, whether in person or by proxy (or, if a corporation, by a representative).

Recommendation

The Board considers that all the resolutions to be put to the AGM are in the best interests of the Company and its shareholders and are most likely to promote the success of the Company for the benefit of its shareholders as a whole. The Directors unanimously recommend that you vote in favour of the proposed resolutions, as they intend to do in respect of their beneficial holdings.

Yours sincerely

Michael Wrobel
Chairman

(Company Number 10402528)



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Civitas Social Housing PLC (the Company) will be held at 2.00 p.m. on 2 August 2018 at 3 More London Riverside, London, SE1 2AQ for the following purposes:

To consider, and if thought fit, approve the following resolutions. Resolutions 1 to 11 (inclusive) will be proposed as ordinary resolutions and resolutions 12 to 15 (inclusive) will be proposed as special resolutions.

For further information on all resolutions, please refer to the Explanatory Notes which can be found on pages 9 to 12.

ORDINARY RESOLUTIONS

Annual Report and Financial Statements

1. To receive the Strategic Report, Directors' Report, and the consolidated financial statements for the financial period ended 31 March 2018, together with the Independent Auditor's Report on those audited financial statements.

Remuneration Report

2. To receive and approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy), for the financial period ended 31 March 2018, as set out in the Company's Annual Report and Financial Statements for the financial period ended 31 March 2018.

Remuneration Policy

3. To approve the Directors' Remuneration Policy, as set out in the Directors' Remuneration Report in the Company's Annual Report and Financial Statements for the financial period ended 31 March 2018.

Directors

4. To re-elect Michael Wrobel as a Director of the Company.
5. To re-elect Peter Baxter as a Director of the Company.
6. To re-elect Caroline Gulliver as a Director of the Company.
7. To re-elect Alastair Moss as a Director of the Company.

Auditors

8. To re-appoint PricewaterhouseCoopers LLP as Auditors of the Company to hold office until the conclusion of the next general meeting at which the Company's annual accounts are laid before the Company.
9. To authorise the Audit and Management Engagement Committee to determine the remuneration of the Auditors.

Dividend Payment

10. To authorise the Directors to declare and pay all dividends of the Company as interim dividends and for the last dividend referable to a financial year not to be categorised as a final dividend that would ordinarily be subject to Shareholder approval.



Directors' Authority to Allot Shares

11. That, and in substitution for all subsisting authorities to the extent unused, the Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the **Act**) to exercise all the powers of the Company to allot ordinary shares of 1 pence each in the capital of the Company (**Ordinary Shares**) up to an aggregate nominal amount equal to:

- (a) until the date upon which the C Shares convert into Ordinary Shares (the **C Share Conversion Date**), £350,000 (being approximately 10% of the issued ordinary share capital of the Company at the date of this Notice); and
- (b) on and from the C Share Conversion Date, £652,000 (or such lesser amount that would be equal to 10% of the then nominal capital of the aggregate Ordinary Shares in issue following conversion of C Shares into Ordinary Shares as at the C Share Conversion Date); and

during the period commencing on the date of the passing of this Resolution and expiring at the end of the next Annual General Meeting of the Company after the date of passing of this resolution or 30 September 2019, whichever is the earlier, save that the Company may, before such expiry, make any offers or enter into agreements which would or might require shares to be allotted or rights granted to subscribe for or convert any security into shares after such expiry and the Directors may allot shares or grant such rights in pursuance of any such an offer or agreement as if the relevant authority conferred by this resolution had not expired.

SPECIAL RESOLUTIONS

Disapplication of pre-emption rights

12. That, subject to the passing of Resolution 11 above, and in substitution for all subsisting authorities to the extent unused, the Directors be generally and unconditionally authorised for the purposes of section 570 and section 573 of the Companies Act 2006 (the **Act**) to allot equity securities (within the meaning of section 560 of the Act) for cash either pursuant to the authority conferred by Resolution 12 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment or sale, provided this authority shall be limited to:

- (a) the allotment or sale of equity securities up to an aggregate nominal amount equal to:
 - (i) until the date upon which the C Shares convert into Ordinary Shares (the **C Share Conversion Date**), £350,000 (being approximately 10% of the issued ordinary share capital of the Company at the date of this Notice); and
 - (ii) on and from the C Share Conversion Date, £652,000 (or such lesser amount that would be equal to 10% of the then nominal capital of the aggregate Ordinary Shares in issue following conversion of C Shares into Ordinary Shares as at the C Share Conversion Date); and

(b) the allotment or sale of equity securities at a price not less than the net asset value per share, and shall (unless previously renewed, varied or revoked by the Company in general meeting) expire at the conclusion of the next Annual General Meeting of the Company following the passing of this resolution or, 30 September 2019, whichever is earlier, save that the Company may before the expiry of this authority make any offers or enter into any agreements which would or might require equity securities to be allotted, or treasury shares sold, after such expiry and the Directors may allot equity securities or sell treasury shares in pursuance of any such an offer or agreement as if the authority conferred by this resolution had not expired.



Authority to purchase own shares

13. That the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the **Act**) to make market purchases (as defined in section 693(4) of the Act) of Ordinary Shares in such manner and on such terms as the Directors of the Company may from time to time determine, and where such shares are held as treasury shares, the Company may use them for the purposes set out in sections 727 or 729 of the Act, provided that:
- (a) either (i) until the C Share Conversion Date, the maximum number of Ordinary Shares which may be purchased is 52,465,000 or, if less, 14.99% of the number of Ordinary Shares in issue (excluding treasury shares) immediately following the passing of this resolution; or (ii) on and from the C Share Conversion Date, the maximum number of Ordinary Shares which may be purchased is 97,734,800 or, if less, 14.99% of the number of Ordinary Shares in issue (excluding treasury shares) immediately following the conversion of C Shares into Ordinary Shares as at the C Share Conversion Date;
 - (b) the minimum purchase price which may be paid for any Ordinary Share is 1 pence (exclusive of expenses);
 - (c) the maximum purchase price which may be paid for any Ordinary Share shall not be more than the higher of (in each case exclusive of expenses):
 - (i) an amount equal to 105% of the average of the middle market quotations for an Ordinary Share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; and
 - (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid on the trading venues where the purchase is carried out;
 - (d) this authority shall take effect on the date of passing of this resolution and shall (unless previously revoked, renewed or varied) expire on the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on 30 September 2019, whichever is earlier; and
 - (e) the Company may at any time prior to the expiry of such authority 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 under this resolution had not expired.
14. That the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the **Act**) to make market purchases (as defined in section 693(4) of the Act) of C Shares in such manner and on such terms as the Directors of the Company may from time to time determine, and where such shares are held as treasury shares, the Company may use them for the purposes set out in sections 727 or 729 of the Act, provided that:
- (a) the maximum number of C Shares which may be purchased is 45,269,800 or, if less, 14.99% of the number of C Shares in issue;
 - (b) the minimum purchase price which may be paid for any C Share is 1 pence (exclusive of expenses);
 - (c) the maximum purchase price which may be paid for any C Share shall not be more than the higher of (in each case exclusive of expenses):
 - (i) an amount equal to 105% of the average of the middle market quotations for a C Share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the day on which that C Share is contracted to be purchased; and



- (ii) an amount equal to the higher of the price of the last independent trade of a C Share and the highest current independent bid on the trading venues where the purchase is carried out;
- (d) this authority shall take effect on the date of passing of this resolution and shall (unless previously revoked, renewed or varied) expire on the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or the conversion of the C Shares, whichever is earlier; and
- (e) the Company may at any time prior to the expiry of such authority enter into a contract or contracts under which a purchase of C 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 C Shares in pursuance of any such contract or contracts as if the authority under this resolution had not expired.

Notice period for general meetings other than annual general meetings

15. That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

By order of the Board
Link Company Matters Limited
Company Secretary

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

(Company Number 10402528)

3 July 2018

Notes:

1. Only holders of Ordinary Shares are entitled to vote at the AGM.
2. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting and at any adjournment of it. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. If a proxy appointment is submitted without indicating how the proxy should vote on any resolution, the proxy will exercise his/her discretion as to whether and, if so, how he or she votes.
3. A proxy need not be a member of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Link Asset Services on 0871 664 0300 (calls cost 12p per minute plus your phone company's access charge). If you are outside the United Kingdom, please call +44 371 664 0300. (Calls outside the United Kingdom will be charged at the applicable international rate.) Lines are open between 9.00 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales; OR by e-mail at shareholderenquiries@linkgroup.co.uk. Members may also appoint a proxy through the CREST electronic proxy appointment service as described in note 16 below
4. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand by Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 2.00 p.m. on 31 July 2018, together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a duly certified copy of that power or authority.



5. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in note 16(a) below) will not prevent a member attending the meeting and voting in person if he/she wishes to do so.
6. If you wish to attend the Annual General Meeting (**AGM**) in person, you should make sure that you arrive at the venue for the AGM in good time before the commencement of the meeting. Access to the offices where the meeting will be held requires photo identification for entry. Please bring a current photo ID if you plan on attending.
7. For online voting members may go to the following website: www.signalshares.com. You should select "Register for the Share Portal" and enter (insert company name). The company name will be presented on the next screen and you should click on this. Once you have clicked this you should follow the prompts on the screen by entering your surname, investor code, postcode, email address and to select a password. Once you have registered you will have the opportunity to cast your online vote.
8. A vote withheld option is provided on the form of proxy to enable you to instruct your proxy not to vote on any particular resolution, however, it should be noted that a vote withheld in this way is not a "vote" in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.
9. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the **Act**) to enjoy information rights (a **Nominated Person**) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
10. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 2, 3 and 4 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
11. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those members registered in the register of members of the Company at close of business on 31 July 2018 (or if the AGM is adjourned, 48 hours before the time fixed for the adjourned AGM) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. In each case, changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the AGM.
12. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most 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 most senior).
13. If a member submits more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
14. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (i) to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information, or (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
15. As at 29 June 2018 (being the last business day prior to the publication of this notice) the Company's issued share capital consists of 350,000,000 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 29 June 2018 are 350,000,000. No shares are held in treasury. In addition there are 302,000,000 C Shares in issue which have no voting rights attached to them save, in respect of any class meeting of the holders of C Shares.



16. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this meeting by using the procedures described in the CREST Manual. 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. Please note the following.
- (a) In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's 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 the issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in this notice. 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 Application Host) from which the issuer's agent 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.
 - (b) CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited 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 CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, 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.
 - (c) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).
17. A member that is a company or other organisation not having a physical presence cannot attend in person but can appoint someone to represent it. This can be done in one of two ways: either by the appointment of a proxy (described in Notes 2 to 4 above) or of a corporate representative. A corporation may appoint one or more corporate representatives, who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares. Members considering the appointment of a corporate representative should check their own legal position, the Company's articles of association and the relevant provision of the Act. 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.
18. Under Section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the Auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an Auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the Act.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act, it must forward the statement to the Company's Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under Section 527 of the Act to publish on a website.



19. Copies of the letters of appointment of the non-executive Directors will be available for inspection during normal business hours at the Company's Registered Office, Beaufort House, 51 New North Road, Exeter EX4 4EP from 3 July 2018 (Saturdays, Sundays and public holidays excepted) until the date of the AGM and will also be available at the place of the AGM from 1.45 pm until the conclusion of the AGM.
20. A copy of this notice, and other information required by section 311A of the Act can be found at www.civitassocialhousing.com.
21. Any electronic address provided either in this notice or in any related documents (including the form of proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.

Form of Proxy

Civitas Social Housing PLC is committed to reducing paper and improving efficiency in its shareholder communications. From 2019, we will no longer be sending paper proxy cards to shareholders unless specifically asked to do so. We will provide advice on how to request a paper proxy at the appropriate time.

EXPLANATORY NOTES

An explanation of each of the resolutions is set out below:

Resolution 1 – Annual Report & Accounts

The Directors are required to present the Strategic Report, Directors' Report and the consolidated financial statements together with the Independent Auditor's Report for the financial period ended 31 March 2018 to the meeting. These are contained in the Annual Report which is included in this mailing.

Resolutions 2 – Remuneration Report

Shareholders are being requested to receive and approve the Directors' Remuneration Report for the financial year ended 31 March 2018 which is set out in full on pages 60 to 63 of the Annual Report. The vote is advisory in nature and does not affect the actual remuneration paid to any Director.

Resolution 3 – Remuneration Policy

Shareholders are being requested to receive and approve the Directors' Remuneration Policy which is set out in full on pages 58 and 59 of the Annual Report. The Directors' Remuneration Policy sets out the Company's policy with respect to the making of remuneration payments and payments for loss of office to Directors and is intended to take effect immediately following its approval at the AGM on 2 August 2018. It has to be voted on at least every three years. The vote on the Directors' Remuneration Policy is binding, since, in general terms, once the Directors' Remuneration Policy becomes effective, the Company will only be able to make a remuneration payment to a current or prospective Director or a payment for loss of office to a current or past Director if that payment is consistent with the Directors' Remuneration Policy or, if it is inconsistent with such policy, is approved by a separate shareholder resolution.

Resolutions 4 to 7 – Directors

It is the policy of the Board that all Directors should seek annual re-election at the Company's annual general meetings. This is in line with the recommendations of the UK Code of Corporate Governance for FTSE 350 companies, albeit the Company currently does not fall into this category.

The Directors believe that the Board offers an appropriate balance of knowledge and skills and that all the non-executive Directors are independent in character and judgement. Biographical details of each of the Directors standing for election are as follows:



Michael Wrobel – Independent non-executive Chairman

Michael has over 30 years' experience in the investment industry. He is the non-executive Chairman of The Diverse Income Trust plc. He serves as a trustee director of the BAT UK Pension Fund and Chair of its Investment and Funding Committee. He is also the Chairman of trustees of the Thorntons Pensions Scheme, a trustee of the Cooper Gay (Holdings) Ltd Retirement Benefits Scheme and acts as an investment adviser to a number of Rio Tinto pension schemes. Formerly, he was a non-executive director of JPMorgan European Smaller Companies Trust plc and NatWest Smaller Companies plc. He has served as a director of the Association of Investment Companies and Investment Management Association. He previously worked at Morgan Grenfell, Fidelity International, Gartmore Investment Management and F&C Management. Michael has an M.A. in Economics from Cambridge University.

Peter Baxter – Independent non-executive director

Peter has 30 years' of experience in the investment management industry. He is a managing director of Project Snowball LLP, a social impact investment organisation, and a trustee of Trust for London, a charitable foundation. He is also a non-executive director of BlackRock Greater European Investment Trust plc. Previously he served as Chief Executive of Old Mutual Asset Managers (UK) Ltd, and has worked for Schroders and Hill Samuel in a variety of investment roles. He holds an MBA from the London Business School and is an associate of the Society of Investment Professionals.

Caroline Gulliver – Independent non-executive director

Caroline is a chartered accountant with over 25 years' experience at Ernst & Young LLP, latterly as an executive director. During that time before leaving in 2012, she specialised in the asset management sector and developed extensive experience of investment trusts. She was a member of various technical committees of the Association of Investment Companies and a member of the AIC SORP working party for the revision to the 2009 investment trust SORP. She is also a non-executive director and audit committee chair for JP Morgan Global Emerging Markets Income Trust plc, International Biotechnology Trust plc and Aberdeen Standard European Logistics Income plc.

Alastair Moss – Independent non-executive director

Alastair is a property development lawyer with over 20 years' experience and is a Partner at Memery Crystal LLP. He has been a non-executive director of Notting Hill Housing Group (now Notting Hill Genesis) and a member of the Audit and Treasury Committees. He is the Deputy Chairman of the Investment Committee of the City of London Corporation and its Property Investment Board. He is also the Deputy Chairman of the City's Planning and Transportation Committee. He is a Trustee of Marshall's Charity and a mentor to commercial directors in government departments. He has also been a board member of Soho Housing Association and was a member of the Area Board of CityWest Homes. He was a Councillor at Westminster City Council for 12 years, including his tenure as Chairman of the Planning & City Development Committee.

Resolutions 8 and 9 – Auditors

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 and Management Engagement Committee, recommends the re-appointment of PricewaterhouseCoopers LLP. Resolution 9 authorises the Audit and Management Engagement Committee to determine the Auditor's remuneration.

Resolution 10 – Dividend Payment

The Company's policy is to pay dividends on a quarterly basis, with dividends typically declared in October, January, April and July and paid in December, March, June and September each year. As the fourth dividend is payable prior to the annual general meeting, it is declared as an interim dividend and accordingly, there is no final dividend 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 policy to continue to pay four interim dividends per year.



Resolution 11 – Directors Authority to Allot Shares

The authority given to Directors to allot further shares in the capital of the Company requires the prior authorisation of the shareholders in general meeting under section 551 Companies Act 2006 (the Act).

The authority in paragraph (a) of this resolution will allow the Directors to allot new ordinary shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company up to the C Share Conversion Date, up to an aggregate nominal amount of £350,000 (3,500,000 Ordinary Shares), which is equivalent to approximately 10% of the current issued Ordinary Share capital of the Company as at 29 June 2018 and the authority in paragraph (b) of this resolution will increase the allotment authority on and from the C Share Conversion Date to an aggregate nominal amount of £652,000 (6,520,000 Ordinary Shares).

The authority will expire immediately following the AGM in 2019 or on 30 September 2019, whichever is the earlier.

The Directors intend to renew these authorities at each AGM, in accordance with current practice for investment companies. The Directors have no present intention of exercising either of the authorities sought under this resolution.

As at 29 June 2018 (being the latest practicable date before the publication of this notice), the Company did not hold any shares in treasury.

Resolution 12 – Disapplication of pre-emption rights

If the Directors wish to exercise the authority under Resolution 11 and offer shares (or sell treasury shares which the Company may purchase and elect to hold as treasury shares) for cash, company law requires that unless shareholders have given specific authority for the waiver of their statutory pre-emption rights, the new shares must be first offered to existing shareholders in proportion to their existing holdings. There may be occasions, however, when the Directors will need the flexibility to allot new shares (or to grant rights over shares) for cash or to sell treasury shares for cash without first offering them to existing shareholders in proportion of their holdings in order to make investments in line with the Company's investment policies. This cannot be done unless the shareholders have first waived their pre-emption rights.

Resolution 12 would authorise the Directors to do this by allowing the Directors to allot shares for cash or sell treasury shares for cash (i) up to an aggregate nominal value of £350,000 until the C Share Conversion Date, and on and from the C Share Conversion Date, £652,000 or such lesser amount that would equal 10% of the then nominal capital of the aggregate Ordinary Shares in issue following conversion of the C Shares into Ordinary Shares as at the C Share Conversion Date, which is equivalent to approximately 10% of the Company's issued Ordinary Share capital as at 29 June 2018 (being the latest practicable date prior to the publication of this notice), which will increase up to approximately 10% of the then nominal capital of the aggregate Ordinary Shares on issue following conversion of the C Shares into Ordinary Shares as at the C Share Conversion Date). The allotment or sale of shares from cash will be at a price not less than the net asset value per share.

The Directors do not currently intend to allot shares other than to take advantage of opportunities in the market as they arise and only if they believe it would be advantageous to the Company's shareholders to do so.

In accordance with UK Listing Rules, the Company will only issue Ordinary Shares pursuant to this authority at a price that is not less than the prevailing net asset value at the time of issue.

Resolution 13 will be proposed as a special resolution to provide the Company with the necessary authority. If given, the authority will expire at the conclusion of the next AGM of the Company in 2019 or, if earlier 30 September 2019. The Directors intend to renew such authority at successive AGMs in accordance with current best practice.

As at 29 June 2018, being the latest practicable date before the publication of this notice, the Company held no equity securities in treasury.



Resolutions 13 and 14 – Authority to purchase own shares

In certain circumstances, it may be advantageous for the Company to purchase its own shares and this resolution seeks the authority from shareholders to do so. The Directors will exercise this authority only when, in the light of market conditions prevailing at the time, they believe that the effect of such purchases will be to increase earnings per share and is in the best interests of shareholders generally. Other investment opportunities, appropriate gearing levels and the overall position of the Company will be taken into account when exercising this authority.

Under the Act, the Company is allowed to hold its own shares in treasury following a buy back, instead of having to cancel them. This gives the Company the ability to re-issue treasury shares quickly and cost-effectively (including pursuant to the authority under Resolution 11 above) and provides the Company with additional flexibility in the management of its capital base. Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of the shares. Further, no dividend or other distribution of the Company's assets may be made to the Company in respect of the treasury shares. If the Directors exercise the authority conferred by Resolutions 14 and 15, the Company will have the option of either holding in treasury or cancelling any of its own shares purchased pursuant to this authority and will decide at the time of purchase which option to pursue.

The resolutions specify the maximum number of Ordinary Shares and C Shares that may be acquired, being (a) up until the C Share Conversion Date, 52,465,000 Ordinary Shares (approximately 14.99% of the Company's issued Ordinary Share capital as at 29 June 2018); (b) on and from the C Share Conversion Date, 97,734,800 Ordinary (approximately 14.99% of the anticipated Company's issued Ordinary Share capital immediately following the conversion of C Shares into Ordinary Shares as at the C Share Conversion Date); and (c) 45,269,800 C Shares (approximately 14.99% of the Company's C Shares as at 29 June 2018). Both resolutions also specify the maximum and minimum prices at which the Ordinary Shares and C Shares may be bought.

There are no warrants or options to subscribe for Ordinary Shares outstanding at 29 June 2018.

Resolutions 13 and 14 will be proposed as special resolutions to provide the Company with the necessary authority. If given, these authorities will expire, in the case of the Ordinary Shares at the conclusion of the next AGM of the Company in 2019 or, if earlier, 30 September 2019 and in the case of the C Shares at the conclusion of the next AGM of the Company in 2019, or the conversion of the C Shares, whichever is earlier.

The Directors intend to seek renewal of the authority to purchase Ordinary Shares at the next AGM of the Company in 2019 and at subsequent AGMs.

Resolution 15 – Notice period for general meetings, other than annual general meetings

This resolution is to allow the Company to hold general meetings (other than an AGM) on 14 clear days' notice. The notice period required by the Act for general meetings of the Company is 21 clear days unless: (i) shareholders approve a shorter notice period, which cannot however be less than 14 clear days; and (ii) the Company offers the facility for all shareholders to vote by electronic means. AGMs must always be held on at least 21 clear days' notice. It is intended that the flexibility offered by this resolution will only be used for time sensitive, non-routine business and where merited in the interests of shareholders as a whole. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.