

NOTICE OF GENERAL MEETING

PRIMARY HEALTH PROPERTIES PLC

(incorporated in England and Wales under the Companies Act 1985 with registered number 03033634)

NOTICE IS HEREBY GIVEN that a General Meeting of Primary Health Properties PLC (the “**Company**”) will be held on 12 June 2013 at 10.00 a.m. at Ground Floor, Ryder Court, 14 Ryder Street, London SW1Y 6QB for the purpose of considering, and if thought fit, passing the following Resolutions.

Unless expressly stated otherwise, terms defined in the Prospectus of the Company dated 22 May 2013 shall have the same meaning in this Notice of General Meeting.

ORDINARY RESOLUTIONS

1. THAT the terms of the Firm Placing and the Placing, the Open Offer and the Offer for Subscription (the “**Capital Raising**”) be and are hereby approved and the directors of the Company be and are hereby directed to implement the Capital Raising and generally and unconditionally authorised to exercise the authority conferred by this Resolution and all the powers of the Company to the extent the directors of the Company determine it necessary to implement the Capital Raising.
2. THAT, subject to the passing of Resolution 1, the directors of the Company be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to:
 - (a) allot equity securities (as defined in section 560(1) of the Companies Act 2006) in the Company up to an aggregate nominal amount of £11,904,761 in connection with one or more issues of New Shares pursuant to the Capital Raising, such authority to expire on the date three months after the passing of this resolution (save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities pursuant to any such offer or agreement as if the authority had not expired); and
 - (b) in substitution for the like authority conferred on the directors of the Company at the last annual general meeting of the Company on 15 April 2013 (but without prejudice to any allotments made pursuant to that authority), allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company (“**Rights**”) up to an aggregate nominal amount of £3,804,912, provided that this authority shall (unless previously renewed, varied or revoked) expire on the date three months after the passing of this resolution (save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors of the Company may allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired).

SPECIAL RESOLUTION

3. THAT, subject to the passing of Resolutions 1 and 2, the directors of the Company be and are hereby empowered:
 - (a) pursuant to section 571 of the Companies Act 2006 to allot equity securities (within the meaning of section 560(1) of the Companies Act 2006) as if section 561(1) of the Companies Act 2006 did not apply to any allotment which is the subject of the authority conferred by Resolution 2(a) above, such power to expire on the date three months after the passing of this resolution (save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities pursuant to any such offer or agreement as if the power had not expired); and

- (b) the directors of the Company be and they are hereby empowered pursuant to section 570 and section 573 of the Companies Act 2006 in substitution for the like authority given to the directors at the last annual general meeting of the Company (but without prejudice to any allotments made pursuant to that authority) to allot equity securities (within the meaning of section 560(1) of the Companies Act 2006) for cash pursuant to the authority conferred by Resolution 2(b) above or by way of a sale of treasury shares as if section 561(1) of the Companies Act 2006 did not apply to any such allotment provided that this power shall be limited to:
- (i) the allotment of equity securities in connection with an offer of securities in favour of the holders of ordinary shares on the register of members at such record dates as the directors may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and
 - (ii) the allotment (otherwise than pursuant to Resolution 3(b)(i) above) to any person or persons of equity securities up to an aggregate nominal amount of £3,804,912, and shall expire upon the expiry of the general authority conferred by Resolution 2(b) above (save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities pursuant to such offer or agreement as if the power had not expired).

Dated: 23 May 2013

Registered Office:

Ground Floor,
Ryder Court
14 Ryder Street
London SW1Y 6QB

By order of the Board
J O Hambro Capital Management Limited
Company Secretary

Notes:

1. 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. A shareholder may appoint more than one proxy in relation to the annual general meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. To appoint more than proxy you may photocopy this form. 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 indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
2. An appointment of proxy is provided with this notice and instructions for use are shown on the form. In order to be valid, a completed appointment of proxy must be returned to the Company by one of the following methods:
 - in hard copy form by post, by courier or by hand to the Company's Registrar, Equiniti at the address shown on the form of proxy to be received not less than 48 hours before the time fixed for the meeting or any adjournment(s) thereof (excluding any part of any day that is not a working day); or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below, and in each case must be received by Equiniti not less than 48 hours before the time fixed for the meeting. Please note that any electronic communication sent to Equiniti in respect of the appointment of a proxy that is found to contain a computer virus will not be accepted.

As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by logging onto the website www.sharevote.co.uk and entering your Voting ID, Task ID and Shareholder Reference Number shown on your form of proxy. For an electronic proxy appointment to be valid, your appointment must be received by Equiniti no later than 10.00 a.m. on 10 June 2013
3. To change your proxy instructions you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.

4. The return of a completed proxy form will not prevent a shareholder attending the annual general meeting and voting in person if he/she wishes to do so.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual.
6. In order for a proxy appointment or instruction made using a 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 ("EUI") 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 an amendment to the instructions given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Equiniti agent ID RA19 no later than 48 hours before the meeting for receipt of proxy appointment specified in the notice of meeting.
7. 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.
8. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal systems 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.
9. A copy of this notice has been sent for information only to persons who have been nominated by a member to enjoy information rights under section 146 of the Companies Act ("Nominated Persons"). The right to appoint proxies does not apply to Nominated Persons: they can only be exercised by the member. However, in accordance with section 149(2) of the Companies Act, a Nominated Person may have a right under an agreement with the registered member who has nominated him to be appointed, or to have someone else appointed, as a proxy for this meeting. If a Nominated Person does not have such right, or does not wish to exercise it, he may have a right under such an agreement to give instructions to the member as to the exercise of voting rights. Nominated Persons should contact the registered member by whom they were nominated in respect of these arrangements.
10. Any corporation which is a member can 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.
11. You may not use any electronic address provided either in this notice of annual general meeting or any related documents (including the form of proxy) to communicate with the company for any purposes other than those expressly stated.
12. To be entitled to attend and vote at the annual general meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6.00 p.m. on 10 June 2013 or, in the event of any adjournment, 6.00 p.m. on the date which is two days before the time of the adjourned meeting (excluding any part of any day that is not a working day). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
13. 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:
 - to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - the answer has already been given on a website in the form of an answer to a question; or
 - it is undesirable in the interests of the company or the good order of the meeting that the question be answered.
14. A copy of this notice, and other information required by section 311A of the Companies Act, can be found at www.phpgroup.co.uk.
15. As at 22 May 2013 the Company's issued share capital consisted of 76,098,244 Ordinary Shares carrying one vote each and therefore the total number of voting rights is 76,098,244.

