

Notes:

1. To be entitled to attend and vote at the Annual General Meeting (the 'AGM'), members must be registered in the register of members of the Company by 6pm on 8 April 2014 (or, if the AGM is adjourned, at 6pm on the date that is two days prior to the adjourned AGM, excluding any day which is not a working day). Changes to entries on the register of members after 6pm on 8 April 2014 shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the AGM or adjourned AGM.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to exercise all or any of his rights to attend, speak and vote on his behalf. A proxy need not be a member of the Company but must attend the AGM in person to represent the member. A form of proxy is attached. The completion of a form of proxy will not preclude a shareholder from attending and voting in person at the AGM.
3. You can appoint the Chairman of the meeting or anyone else to be your proxy at the AGM. You can also, if you wish, appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares held by you.
  - To appoint more than one proxy, you should photocopy the form of proxy. Please indicate the number of shares in relation to which you authorise them to act as your proxy. Please also indicate by marking the box on the form of proxy if the proxy instruction is one of multiple instructions being given.
  - Where a form of proxy does not state the number of shares to which it applies, the proxy is deemed to have been appointed in relation to the total number of shares registered in the name of the appointing member.
  - Where a form of proxy does not state the number of shares to which it applies but is one of multiple instructions or where the aggregate number of shares exceeds a member's entire holding, then the total number of shares registered in the name of the appointing member will be apportioned pro rata.
4. The form of proxy gives your proxy or proxies full rights to attend, speak and vote. If you wish to restrict the rights of your proxies, please cross out either or both of the words 'speak' or 'vote' as you feel appropriate.
5. In the case of a corporation or government body, this form of proxy must be signed by a person who is authorised following a resolution of the board or other governing body, or by authority which is given under seal or signed by an officer duly authorised by the corporation or government body. In accordance with the Companies Act 2006 (as amended by the Companies (Shareholders' Rights) Regulations 2009), each

such representative may exercise (on behalf of the corporation or government body) the same powers as the corporation or government body could exercise if it were an individual member of the Company. It is no longer necessary to nominate a designated corporate representative.

6. In the case of joint holders, only the first member listed on the register of members is entitled to vote, whether in person or by proxy.
7. To be valid, the form of proxy, together with any power of authority or other authority under which it is signed, must be lodged with the Company's Registrars, Equiniti Limited, at the address overleaf by no later than 10.30am on 8 April 2014.
8. If you have appointed a proxy and attend the AGM in person and:
  - vote on a show of hands, all proxy votes will be disregarded;
  - vote on a poll using your poll card, your vote in person will override the proxy votes.
9. If you do not wish the form of proxy to be seen by anyone, except the Company and the Company's Registrars, you should post it in an envelope to the address shown on the form of proxy. No stamp is required for UK registered members.
10. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 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 meeting. 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.
11. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 2 and 7 does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
12. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent, Equiniti, ID RA19, no later than 10.30am on 8 April 2014. Please see the notes to the notice of meeting for further information on proxy appointments through the CREST facility.

PRIMARY HEALTH PROPERTIES PLC

**Form of Proxy**

Account no:

Designation:

I/We, being a member(s) of Primary Health Properties PLC entitled to attend and vote at the AGM of the Company, hereby appoint the Chairman of the AGM or (insert name)

..... as my/our proxy in respect of ..... shares to attend, speak\* and vote\* on my/our behalf as indicated below at the AGM of the Company to be held in the Committee Room, The Royal Automobile Club, 89 Pall Mall, London SW1Y 5HS at 10.30am on Thursday 10 April 2014 and in the event that the AGM is adjourned, at any reconvened meeting.

Please indicate here if this form of proxy is one of multiple instructions being given (see note 3).

I appoint my/our proxy to attend, speak\* and vote\* in the manner indicated below (see note 4). If no indication is given, your proxy may vote as he/she thinks fit or withhold from voting on the Resolutions or any other business at the AGM. If you choose 'Withheld', your vote has no legal effect and will count neither for nor against a Resolution.

	For*	Against*	Vote withheld	Discretionary*
1. To receive the Annual Financial Report for the year ended 31 December 2013				
2. To approve the Directors' Remuneration Report				
3. To approve the Directors' Remuneration Policy				
4. To re-elect Mr M Creedy				
5. To re-elect Mr J Hambro				
6. To re-elect Mr W Hemmings				
7. To re-elect Mr H Hyman				
8. To re-elect Mr A Jones				
9. To re-elect Dr I Rutter				
10. To elect Mr S Owen				
11. To reappoint Deloitte LLP as Auditors and to authorise the Directors to fix their remuneration				
12. To authorise the Directors to offer shares in lieu of dividend cash				
<b>SPECIAL RESOLUTIONS</b>				
13. To authorise the Directors to allot shares				
14. Special Resolution: To disapply pre-emption rights				
15. Special Resolution: To authorise the Directors to make market purchases				
16. Special Resolution: To approve the notice period for general meetings				

\* Please indicate by marking 'X' in the appropriate space how you wish your vote to be cast.

Signature ..... Date .....

Please ensure you read the Notes carefully before completing this Form of Proxy.

PRIMARY HEALTH PROPERTIES PLC

**Admission Card**

The Annual General Meeting of Primary Health Properties PLC will be held in the Committee Room, The Royal Automobile Club, 89 Pall Mall, London SW1Y 5HS on Thursday 10 April 2014 at 10.30am. If you would like to attend the meeting, please bring this card with you and present it on arrival.

Please detach the Admission Card before posting the Form of Proxy. The Notes should also be detached and kept for your reference.

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