

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to what action you should take, you should seek your own advice from a stockbroker or other independent professional advisor (who in the United Kingdom should be authorised under the Financial Services and Markets Act 2000).

If you have sold or otherwise transferred all or some of your shares in the capital of Primary Health Properties PLC, please pass this document together with the accompanying documents as soon as possible to the purchaser or transferee, or to the person who arranged the sale or transfer so that they can pass these documents to the person who now holds the shares.

Primary Health Properties PLC

(Incorporated and registered in England and Wales under number 3033634)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting of the Company to be held on 5 April 2016 at 10.30 a.m. in the Committee Room, The Royal Automobile Club, 89 Pall Mall, London SW1Y 5HS is set out at the end of this document. Shareholders will find enclosed with this document a form of proxy for use in connection with the Annual General Meeting. To be valid, the form of proxy should be completed, signed and returned in accordance with the instructions printed thereon, as soon as possible and, in any event, so as to reach the Company's registrars, Equiniti Limited at Aspect House, Spencer Road, Lancing BN99 6DA, by no later than 10.30 a.m. on 3 April 2016. Alternatively, you may submit your proxy electronically at www.sharevote.co.uk using the numbers provided on the enclosed form of proxy, by no later than 10.30 a.m. on 3 April 2016. Completion and return of a form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting should they choose to do so.

DEFINITIONS

“2006 Act”	the Companies Act 2006;
“Annual Report”	the annual report for the year ended 31 December 2015;
“Annual General Meeting”	the annual general meeting of the Company to be convened on 5 April 2016 at 10.30 a.m.;
“Articles”	the articles of association of the Company;
“Board” or “Directors”	the directors of the Company as at the date of this document;
“Company”	Primary Health Properties PLC;
“Form of Proxy”	the form of proxy accompanying this document for use in connection with the Annual General Meeting;
“Ordinary Shares”	ordinary shares of 12.5 pence each in the capital of the Company;
“Resolutions”	the resolutions set out in the notice of Annual General Meeting; and
“Shareholders”	holders of Ordinary Shares.

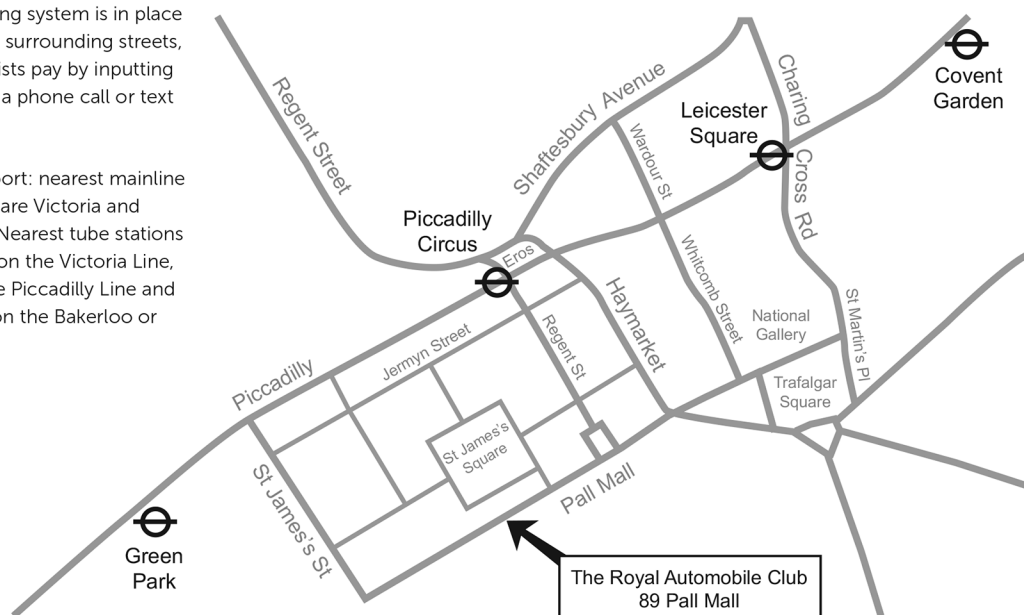
DIRECTIONS TO THE VENUE FOR THE ANNUAL GENERAL MEETING

5 April 2016, 10.30 a.m.

The Royal Automobile Club, 89 Pall Mall, London SW1Y 5HS
Telephone: 020 7930 2345

By car: Pall Mall is a two-way street.
A cashless parking system is in place on Pall Mall and surrounding streets, whereby motorists pay by inputting their details, via a phone call or text message.

By public transport: nearest mainline railway stations are Victoria and Charing Cross. Nearest tube stations are Green Park on the Victoria Line, Piccadilly on the Piccadilly Line and Charing Cross on the Bakerloo or Northern Line.



PRIMARY HEALTH PROPERTIES PLC

Incorporated and registered in England and Wales under number 3033634

Registered Office: 5th Floor, Greener House, 66-68 Haymarket, London SW1Y 4RF

Directors

Alun Jones (Non-executive Chairman)

Steven Owen (Non-executive Director, Senior Independent Director)

Harry Hyman (Managing Director)

Mark Creedy (Non-executive Director)

James Hambro (Non-executive Director)

William Hemmings (Non-executive Director)

Phil Holland (Finance Director)

Dr Ian Rutter O.B.E. (Non-executive Director)

7 March 2016

To Shareholders

NOTICE OF ANNUAL GENERAL MEETING

I am pleased to be writing to you with details of our Annual General Meeting which we are holding on Tuesday 5 April 2016 at 10.30 a.m. in the Committee Room, The Royal Automobile Club, 89 Pall Mall, London SW1Y 5HS. The formal notice is set out at the end of this document.

If you would like to vote on the Resolutions but cannot come to the Annual General Meeting, please complete the Form of Proxy sent to you with this notice and return it to our registrars as soon as possible, or submit your proxy electronically at www.sharevote.co.uk using the number shown on the enclosed form. The registrars must receive it not later than 10.30 a.m. on 3 April 2016.

RESOLUTIONS

Explanatory notes for the Resolutions to be put to Shareholders at the Annual General Meeting are set out below:

1. Receipt of Annual Report (Resolution 1)

Resolution 1 is proposed to receive the Company's Report of the Directors and the audited financial statements for the year ended 31 December 2015.

2. Approval of Directors' Remuneration Report (Resolution 2)

At the 2014 annual general meeting, Shareholders approved the Board's remuneration policy. This policy remains unchanged and is not required to be approved at the Annual General Meeting. The approved remuneration policy may be viewed in the annual report for the year ended 31 December 2013 which is available on the Company's website. The remuneration policy will be put to Shareholders for approval again no later than the 2017 annual general meeting.

Resolution 2 is proposed to seek Shareholder approval of the Directors' Remuneration Report. It is mandatory for all quoted companies to put their report on Directors' remuneration to an advisory Shareholder vote. As the vote is advisory it may not affect the actual remuneration paid to any individual Director but will be taken into account by the Board. The Directors' Remuneration Report is set out on pages 37 to 40 of the Annual Report.

3. Approval of Dividend Policy (Resolution 3)

Resolution 3 is proposed to seek Shareholder approval of the Company's dividend policy. The Company's policy is to make all of its dividend payments (currently four per annum) as interim dividends. This enables the fourth dividend payment to be made approximately two months earlier than would be the case if that dividend were categorised as a "final dividend" and therefore subject to Shareholder resolution at the annual general meeting. This arrangement is made in the interests of the Shareholders, enabling Shareholders to benefit from the earlier receipt of the fourth dividend.

In accordance with principles of good corporate governance, a resolution to approve the Company's dividend policy will in future be proposed annually for the approval of Shareholders.

4. Directors (Resolutions 4 to 9 inclusive)

- 4.1 Resolutions 4 to 9 (inclusive) deal with the re-election of Directors.
- 4.2 The Articles require one third of the current Directors to retire by rotation at every annual general meeting. However, the Company has adopted the requirements of the UK Corporate Governance Code published in September 2014 in relation to the annual re-election of all Directors. Therefore, in accordance with provision B.7.1 of the UK Corporate Governance Code, all of the Directors will retire as Directors at the Annual General Meeting. Mr Hambro and Mr Hemmings will not be standing for re-election, but all of the others, being eligible, offer themselves up for re-election.
- 4.3 Biographies of all of the Directors including those standing for re-election are set out on pages 26 to 27 in the Annual Report.

5. Reappointment of auditors (Resolution 10)

Resolution 10 proposes that Deloitte LLP be reappointed as the Company's auditors to hold office until the next annual general meeting of the Company and that the Directors be authorised to fix their remuneration.

6. Renewal of Directors' authority to allot shares (Resolution 11)

- 6.1 Resolution 11 deals with the Directors' authority to allot relevant securities of the Company in accordance with section 551 of the 2006 Act. The authority given to the Directors at the 2015 annual general meeting to allot shares expires at the conclusion of this year's Annual General Meeting. This Resolution complies with guidance issued by the Investment Association ("IA") in July 2014.
- 6.2 As at 4 March 2016, the Company had 446,627,017 Ordinary Shares in issue, carrying one vote each. The Company does not currently hold any Ordinary Shares in treasury. Therefore, the total voting rights in the Company as at 4 March 2016 were 446,627,017.
- 6.3 Accordingly Resolution 11 seeks to renew the Directors' authority to allot shares in accordance with the guidance issued by the IA and will, if passed, authorise the Directors to allot:
 - 6.3.1 Ordinary Shares up to a maximum nominal amount of £18,609,459 representing approximately one third of the issued share capital of the Company as at 4 March 2016; and
 - 6.3.2 in relation to a pre-emptive rights issue only, Ordinary Shares up to an additional maximum nominal amount of £18,609,459 representing approximately one third of the issued share capital of the Company as at 4 March 2016.
- 6.4 Therefore, the maximum nominal amount of Ordinary Shares which may be allotted under this Resolution is £37,218,918.
- 6.5 The authority granted by this Resolution will expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or if earlier on the date which is 15 months after the date of the Annual General Meeting.
- 6.6 Other than in connection with the Company's Scrip Dividend Scheme the Directors have no present intention to exercise this authority.

7. Renewal of Directors' authority for the disapplication of pre-emption rights (Resolution 12)

- 7.1 Resolution 12 will, if passed, give the Directors power, pursuant to the authority to allot shares granted by Resolution 11, to allot Ordinary Shares for cash without first offering them to existing Shareholders in proportion to their existing holdings:
 - 7.1.1 in relation to a pre-emptive rights issue or other pro-rata offer; or

7.1.2 in any other case, up to a maximum nominal amount of £2,791,418 which represents approximately 5% of the issued share capital of the Company as at 4 March 2016.

7.2 The Board intends to adhere to the provisions of the Pre-Emption Group's Statement of Principles, as updated in March 2015, and not to allot shares for cash on a non pre-emptive basis pursuant to the authority in Resolution 12:

7.2.1 in excess of an amount equal to 5% of the total issued ordinary share capital of the Company (excluding treasury shares); or

7.2.2 in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company (excluding treasury shares) within a rolling three-year period, without prior consultation with Shareholders,

in each case other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

7.3 This power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or if earlier on the date which is 15 months after the date of the Annual General Meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by Resolution 12 has expired.

7.4 Other than in connection with the Company's Scrip Dividend Scheme the Directors have no present intention to exercise this authority.

8. Renewal of authority to purchase the Company's own shares (Resolution 13)

8.1 The authority for the Company to purchase a maximum number of Ordinary Shares in the market, representing 10% of the issued share capital of the Company, expires at the conclusion of the Annual General Meeting. It was not used in the year to date. Resolution 13 proposes to renew this authority for a further year and complies with guidance issued by the IA in July 2014.

8.2 If passed, Resolution 13 gives authority for the Company to purchase up to 44,662,701 of its Ordinary Shares, representing just under 10% of the Company's issued share capital as at 4 March 2016 and therefore in accordance with the guidance issued by the IA.

8.3 Ordinary Shares will not be bought at a price of less than 12.5 pence each, being the nominal value of each share, nor more than 5% above the average middle market quotation of the Ordinary Shares over the preceding five business days, nor will they be purchased during periods when the Company would be prohibited from making such purchases. Purchases will be made within guidelines set by the Board and using available reserves. Ordinary Shares purchased may be cancelled (and the number of Ordinary Shares in issue reduced accordingly) or held in Treasury. The Board will have regard to any guidelines published by investor groups in force at the time of any such purchase, holding or resale of treasury shares.

8.4 As at 4 March 2016, there are no warrants or options to subscribe for Ordinary Shares that are outstanding.

8.5 The Directors intend to exercise this authority when they believe that the effect of such purchases will be to increase the underlying value per Ordinary Share having regard to the interests of Shareholders generally.

8.6 The Directors do not have a current intention to exercise the authority granted by this Resolution 13.

9. Notice of general meetings (Resolution 14)

Resolution 14 seeks approval to renew for a further year, the authority granted for the calling of general meetings on 14 clear days' notice passed at the 2015 annual general meeting. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution

will be proposed. The Company will also need to meet the requirements for electronic voting under Section 307A of the 2006 Act before it can call a general meeting on 14 clear days' notice.

The shorter notice period would not be used as a matter of routine for general meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of Shareholders as a whole.

10. Renewal of Directors' authority to offer Shareholders the right to receive Ordinary Shares instead of dividends (the "Scrip Dividend Scheme") (Resolution 15)

The Board has again decided to recommend a scrip dividend scheme allowing Shareholders to choose whether to receive cash dividends in new shares rather than in cash. According to the Articles, the Directors may, if authorised by a Shareholder resolution, offer any holders of Ordinary Shares the right to elect to receive Ordinary Shares, credited as fully paid, instead of cash in respect of the whole (or some part, to be determined by the Directors) of any dividend paid within the authority period. In accordance with the guidelines issued by the IA in July 2014, the Board intends to renew this authority every three years, therefore, if Resolution 15 is passed, this authority will run for three years ending on the earlier of 4 April 2019 and the beginning of the third annual general meeting of the Company following 5 April 2016.

11. Inspection of documents

Copies of the letters of appointment of the Non-executive Directors and Mr P Holland, Finance Director will be available for inspection at the Company's registered office, 5th Floor, Greener House, 66-68 Haymarket, London SW1Y 4RF from 7 March 2016 until the time of the Annual General Meeting during normal business hours on each weekday (public holidays excluded) and at the place of the Annual General Meeting from 15 minutes prior to and during the meeting.

12. Recommendation

The Directors consider that all the proposals to be considered at the Annual General Meeting are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. The Directors unanimously recommend that you vote in favour of all the proposed Resolutions as they intend to do in respect of their own beneficial holdings.

Yours faithfully

Alun Jones

Chairman, Primary Health Properties PLC

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company will be held on 5 April 2016 at 10.30 a.m. in the Committee Room, The Royal Automobile Club, 89 Pall Mall, London SW1Y 5HS.

Resolutions 1 to 11 (inclusive) and Resolution 15 will be proposed as ordinary resolutions and Resolutions 12 to 14 (inclusive) will be proposed as special resolutions:

- 1 To receive the Annual Report for the year ended 31 December 2015.
- 2 To receive and approve the Directors' Remuneration Report, which appears on pages 37 to 40 of the Annual Report.
- 3 To receive and approve the Company's Dividend Policy which appears on page 3 of this document.
- 4 To re-elect Mr M Creedy as a Director of the Company.
- 5 To re-elect Mr H A Hyman as a Director of the Company.
- 6 To re-elect Mr A Jones as a Director of the Company.
- 7 To re-elect Mr S J Owen as a Director of the Company.
- 8 To re-elect Dr I Rutter as a Director of the Company.
- 9 To re-elect Mr P Holland as a Director of the Company.
- 10 To re-appoint Deloitte LLP as auditors to the Company, to hold office until the conclusion of the next annual general meeting at which accounts are laid before the Company, and to authorise the Directors to fix their remuneration.
- 11 That the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the 2006 Act in substitution for all existing authorities:
 - 11.1 to exercise all the powers of the Company to allot shares and to make offers or agreements to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (together "Relevant Securities") up to an aggregate nominal amount of £18,609,459; and
 - 11.2 to exercise all the powers of the Company to allot equity securities (within the meaning of section 560 of the 2006 Act) up to an additional aggregate nominal amount of £18,609,459 provided that this authority may only be used in connection with a rights issue in favour of holders of Ordinary Shares and other persons entitled to participate therein where the equity securities respectively attributable to the interests of all those persons at such record date as the Directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held or deemed to be held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever,provided that the authorities in paragraphs 11.1 and 11.2 shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or if earlier on the date which is 15 months after the date of the Annual General Meeting, except that the Company may before such expiry make an offer or agreement which would or might require Relevant Securities or equity securities as the case may be to be allotted after such expiry and the Directors may allot Relevant Securities or equity securities in pursuance of any such offer or agreement as if the authority in question had not expired.
- 12 That subject to the passing of Resolution 11, the Directors be and are empowered, in accordance with section 570 and 573 of the 2006 Act, to allot equity securities (as defined in section 560(1) of the 2006 Act) for cash pursuant to the authority conferred by Resolution 11 or by way of a sale of treasury shares as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:
 - 12.1 the allotment of equity securities in connection with a rights issue or other pro rata offer (but, in the case of the authority granted conferred by paragraph 11.2, by way of a rights issue only) in favour of holders of Ordinary Shares and other persons entitled to participate therein where the equity securities respectively attributable to the interests of all those persons at such

record date as the Directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held or deemed to be held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject in each case to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever; and

12.2 the allotment (otherwise than pursuant to paragraph 12.1 above) of equity securities up to an aggregate nominal amount of £2,791,418,

and shall expire upon the expiry of the general authority conferred by Resolution 11 above, except that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted and/or shares held by the Company in treasury to be sold or transferred after such expiry and the Directors may allot equity securities and/or sell or transfer shares held by the Company in treasury in pursuance of such offer or agreement as if the power conferred by this Resolution had not expired.

13 That the Company be and is hereby generally and unconditionally authorised, in accordance with section 701 of the 2006 Act, to make market purchases (within the meaning of section 693(4) of the 2006 Act) of Ordinary Shares of 12.5 pence each in the capital of the Company on such terms and in such manner as the Directors may from time to time determine provided that:

13.1 the maximum number of Ordinary Shares authorised to be purchased is 44,662,701;

13.2 the minimum price which may be paid for an Ordinary Share is 12.5 pence (exclusive of expenses payable by the Company);

13.3 the maximum price which may be paid for an Ordinary Share (exclusive of expenses payable by the Company) cannot be more than the higher of:

13.3.1 105% of the average market value of an Ordinary Share for the five business days prior to the day on which the Ordinary Share is contracted to be purchased; and

13.3.2 the value of an Ordinary Share calculated on the basis of the higher of:

(a) the last independent trade of; or

(b) the highest current independent bid for,

any number of Ordinary Shares on the trading venue where the market purchase by the Company will be carried out; and

the authority conferred by this Resolution shall expire at the conclusion of the next annual general meeting of the Company except that the Company may before such expiry make a contract to purchase its own shares which will or may be completed or executed wholly or partly after such expiry.

14 That the Company is authorised to call any general meeting other than the annual general meeting of the Company on no less than 14 clear days' notice during the period beginning on the date of this Resolution and ending on the conclusion of the next annual general meeting of the Company.

15 That, subject to the passing of Resolution 11, the Directors be and are hereby generally and unconditionally authorised to offer holders of Ordinary Shares the right to elect to receive Ordinary Shares, credited as fully paid, instead of cash in respect of the whole (or some part, to be determined by the Directors) of dividends declared or paid during the period starting on the date of this Resolution and ending on the earlier of 4 April 2019 or the beginning of the third annual general meeting of the Company following the date of this Resolution and shall be permitted to do all acts and things required or permitted to be done in the Articles in connection therewith.

By order of the Board.

Nexus Management Services Limited

Company Secretary

7 March 2016

Primary Health Properties PLC

Registered office: 5th Floor, Greener House, 66-68 Haymarket, London SW1Y 4RF

Registered in England No: 3033634

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 Annual General 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 but must attend the meeting to represent the relevant member. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. To appoint more than one 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. A proxy form is provided with this notice and instructions for use are shown on the proxy form. In order to be valid, a completed proxy form must be returned to the Company by one of the following methods:
 - 2.1 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; or
 - 2.2 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 Annual General Meeting or any adjournment(s) thereof.
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 proxy form. For an electronic proxy appointment to be valid, your appointment must be received by Equiniti no later than 10:30 a.m. on 3 April 2016.
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. 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.
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 (excluding any part of a day that is not a working day) before the 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 provider(s) 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 2006 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 2006 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 proxy form) 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 3 April 2016 (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 or adjourned meeting.
13. As at 4 March 2016 (being the last business day prior to the publication of this notice) the Company's issued share capital consisted of 446,627,017 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 4 March 2016 are 446,627,017.
14. Shareholders should note that it is possible that, pursuant to requests made by Shareholders of the Company under section 527 of the 2006 Act, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditors' 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 accounts and reports were laid in accordance with section 437 of the 2006 Act. The Company cannot require the Shareholders requesting any such website publication to pay its expenses. Where the Company is required to place a statement on a website under section 527 of the 2006 Act, it must forward the statement to the Company's auditor no 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 2006 Act to publish on a website.
15. Any member attending the Annual General 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 Annual General Meeting but no such answer need be given if:
 - 15.1 to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - 15.2 the answer has already been given on a website in the form of an answer to a question; or
 - 15.3 it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
16. A copy of this notice, and other information required by section 311A of the 2006 Act, can be found at www.phpgroup.co.uk.
17. Copies of the letters of appointment of the Non-executive Directors and Mr P Holland, the Finance Director, are available for inspection at the registered office of the Company during normal business hours on each weekday (public holidays excluded) and at the place of the Annual General Meeting for 15 minutes prior to and during the meeting.

