

The Companies Act 2006

Public company limited by shares

Ordinary and Special resolutions

of

The Unite Group plc

(passed on 9 May 2019)

At a general meeting of the Company duly convened and held at South Quay, Temple Back, Bristol, BS1 6FL at 9.30am on 9 May 2019, the following resolutions were duly passed. Resolutions 1 to 15 were passed as ordinary resolutions and resolutions 16 to 18 were passed as special resolutions:

Ordinary Resolutions:

Annual Report and Accounts

1. To receive the audited annual accounts of the Company for the year ended 31 December 2018 together with the Directors' report, the strategic report and the auditor's report on those annual accounts (the Annual Report and Accounts).

Directors Remuneration Policy

2. To approve the Directors' Remuneration Policy (set out on pages 79 to 85 in the Annual Report and Accounts).

Annual Report on Remuneration

3. To approve the Directors' Remuneration Report (set out on pages 86 to 95 in the Annual Report and Accounts).

Final dividend

4. To declare a final dividend for the year ended 31 December 2018 of 19.5p per ordinary share payable on 17 May 2019 to shareholders on the register of members of the Company at the close of business on 12 April 2019.

Re-election of Directors

5. To re-elect Mr Phil White as a Director of the Company.
6. To re-elect Mr Richard Smith as a Director of the Company.
7. To re-elect Mr Joe Lister as a Director of the Company.
8. To re-elect Sir Tim Wilson as a Director of the Company.
9. To re-elect Ms Elizabeth McMeikan as a Director of the Company.
10. To re-elect Mr Ross Paterson as a Director of the Company.
11. To elect Mr Richard Akers as a Director of the Company.

12. To elect Mrs Ilaria del Beato as a Director of the Company.

Auditors

13. To reappoint Deloitte LLP as auditor of the Company to hold office until the conclusion of the next General Meeting at which accounts are laid before the Company.

14. To authorise the Directors to determine the remuneration of the auditor.

Authority to allot shares

15. That, in substitution for any equivalent authorities and powers granted to the Directors prior to the passing of this Resolution, the Directors be and are generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the Act):

- (a) To exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "relevant securities"), up to an aggregate nominal amount of £21,961,391 (representing approximately one-third of the nominal value of the issued ordinary share capital of the Company as at the date of this notice), such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (b) below in excess of £21,961,391;
- (b) To allot equity securities (as defined in Section 560(1) of the Act) up to an aggregate nominal amount of £43,922,782 (representing approximately two-thirds of the nominal value of the issued ordinary share capital of the Company as at the date of this notice) (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (a) above) in connection with an offer by way of rights issue:
 - (i) In favour of holders of ordinary shares in the capital of the Company at such record date as the directors may determine, where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as practicable) to the respective number of ordinary shares in the capital of the Company held by them on any such record date;
 - (ii) To holders of any other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

in each case subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with in relation to treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any relevant regulatory body or stock exchange or any other matter whatsoever, provided that this authority shall expire (unless previously renewed, varied, extended or revoked by the Company in general meeting) on the date falling 15 months from the passing of this Resolution or, if earlier, at the conclusion of the next Annual General Meeting of the Company to be held following the passing of this Resolution, save that the Company may at any time before such expiry make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to such offer or agreement as if this authority had not expired.

Special Resolutions:

Authority to disapply pre-emption rights

16. That if Resolution 15 (Authority to allot shares) is passed, the Board be authorised pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:

- (a) To the allotment of equity securities or sale of treasury shares in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 15 by way of rights issue only) in favour of holders of ordinary shares in the capital of the Company at such record date as the Directors may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly practicable) to the respective number of ordinary shares in the capital of the Company held by them on any such record date, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with in relation to treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any relevant regulatory body or stock exchange or any other matter whatsoever; and
- (b) To the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £3,294,208 (this amount representing not more than 5 per cent of the nominal value of the issued ordinary share capital of the Company as at the date of this notice),

such authority to expire at the end of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 8 August 2020, this being the date which is fifteen months after the date of this meeting) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) pursuant to any such offer or agreement as if the authority had not expired.

17. That if Resolution 15 (Authority to allot shares) is passed, the Board be authorised pursuant to section 570 and section 573 of the Companies Act 2006 in addition to any authority granted under Resolution 16 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £3,294,208 (this amount representing not more than 5 per cent of the nominal value of the issued ordinary share capital of the Company as at the date of this notice); and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 8 August 2020, this being the date which is fifteen months after the date of this meeting) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) pursuant to any such offer or agreement as if the authority had not expired.

Notice of General Meetings

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



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Director/Secretary

