

# Empiric Student Property plc

## **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker 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 Empiric Student Property plc ("Shares"), you should pass this document together with any accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the Shares.

### **Empiric Student Property plc**

(incorporated and registered in England and Wales under number 08886906)

### **Notice of Annual General Meeting**

Notice of the Annual General Meeting of the Company to be held at the offices of Gowling WLG (UK) LLP, 4 More London Riverside, London, SE1 2AU on 25 October 2016 commencing at 11.00am is set out on pages 2 to 5 of this document.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a proxy appointment in accordance with the instructions herein. The proxy appointment must be received by no later than 11.00am on 21 October 2016.

**Empiric Student Property plc ("Empiric" or "the Company")**  
(incorporated and registered in England and Wales under number 08886906)

Registered Office:  
6-8 James Street  
London  
W1U 1ED

To the holders of Empiric Student Property plc Shares

#### **Notice of AGM**

Dear Shareholder

I am pleased to be writing to you with details of our 2016 Annual General Meeting ("AGM") which will be held at the offices of Gowling WLG (UK) LLP, 4 More London Riverside, London, SE1 2AU on Tuesday 25 October 2016 commencing at 11.00am. The formal notice of the AGM is set out on pages 2 to 5 of this document.

If you would like to vote on the Resolutions but cannot come to the meeting, please fill in the enclosed proxy form and return it to our registrars as soon as possible. The registrars must receive your proxy appointment by 11.00am on Friday 21 October 2016.

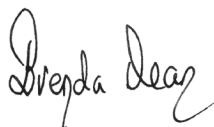
#### **Business of the meeting**

Explanatory notes on all the business to be considered at this year's AGM appear on page 6 of this document.

#### **Recommendation**

The Board considers that all the Resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. The Board therefore recommends that you vote in favour of the Resolutions and Board members intend to do so in respect of their own beneficial holdings.

Yours sincerely



**The Rt Hon the Baroness Dean of Thornton-le-Fylde**  
Chairman

**Empiric Student Property plc**  
**Notice of Annual General Meeting**

Notice is hereby given that the 2016 Annual General Meeting ("AGM") of Empiric Student Property plc ("Empiric" or "the Company") will be held at the offices of Gowling WLG (UK) LLP, 4 More London Riverside, London, SE1 2AU on Tuesday 25 October 2016 at 11.00am for the purposes of considering and, if thought fit, passing the Resolutions below. Resolutions 1 to 7 (inclusive) are proposed as Ordinary Resolutions and Resolutions 8 to 10 (inclusive) are proposed as Special Resolutions.

**Ordinary business**

1. To receive the Company's Annual Report and Accounts for the financial year ended 30 June 2016, which include the Directors' Report and the Auditors' Report.
2. To approve the Directors' Remuneration Report for the financial period ended 30 June 2016 together with the Auditors' Report on that part of the Directors' Remuneration Report which is required to be audited for the year ended 30 June 2016.
3. To re-appoint BDO LLP as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next AGM of the Company at which the Annual Report and Accounts are laid.
4. To authorise the Directors to determine the remuneration of the Auditors.
5. 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 is subject to shareholder approval.
6. To elect Stuart Beevor as a Director of the Company who, having been appointed as a Director by the Board since the last AGM, would in accordance with the Company's Articles of Association vacate office at the conclusion of this meeting unless re-elected by the shareholders.
7. **THAT:**
  - 7.1 The Directors of the Company be generally and unconditionally authorised under section 551 of the Companies Act 2006 ("the Act") to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights"):
    - 7.1.1 up to an aggregate nominal amount of £1,654,221; and
    - 7.1.2 allot equity securities (as defined in section 560(1) of the Act), up to a further aggregate nominal amount of £3,308,442 in connection with an offer by way of a rights issue to:
      - 7.1.2.1 ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
      - 7.1.2.2 holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,but subject to such exclusions and other arrangements as the Directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter; and
  - 7.2 such authority shall expire (unless previously revoked by the Company) on the earlier of 15 months from the date of the AGM at which this Resolution is passed and the conclusion of the next AGM of the Company and in each case the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the authority has expired and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that this authority has expired.

**Special business**

8. **THAT:**
  - 8.1 subject to the passing of Resolution 7 the Directors shall have the power to allot equity securities (pursuant to sections 570 and 573 of the Act) for cash under the authority conferred by Resolution 7 and/or sell treasury shares as if section 561(1) of the Act did not apply to any such allotment or sale provided that this power shall be limited to:
    - 8.1.1 the allotment of equity securities and sale of treasury shares in connection with an offer or issue of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph 7.1.2 of Resolution 7, by way of a rights issue only) to or in favour of:
      - 8.1.1.1 ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
      - 8.1.1.2 holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,but subject to such exclusions and other arrangements as the Directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter; and
    - 8.1.1.3 the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 8.1.1 of this Resolution) up to an aggregate nominal amount of £501,279; and

- 8.2 this power shall expire when the authority given by Resolution 7 is revoked or expires but the Company may before expiry of this power make an offer or agreement which would or might require equity securities to be allotted (and treasury shares held) after such expiry and the Directors may allot equity securities (and sell treasury shares) in pursuance of that offer or agreement notwithstanding that the power has expired.
- 9 **THAT** the Company be, and it is hereby, generally and unconditionally authorised for the purpose of sections 693 and 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of £0.01 each in the capital of the Company upon such terms and in such manner as the Directors shall determine, provided that:
- 9.1 the maximum aggregate number of ordinary shares authorised to be purchased is 75,141,732;
- 9.2 the minimum price which may be paid for such ordinary shares is £0.01 per share (exclusive of expenses);
- 9.3 the maximum price (exclusive of expenses) which may be paid for an ordinary share cannot be more than an amount equal to the higher of:
- 9.3.1 105 per cent of the average of the closing middle market price 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 the ordinary share is contracted to be purchased; and
- 9.3.2 the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the London Stock Exchange at the time the purchase is carried out;
- 9.4 unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next AGM of the Company to be held in 2017 or 15 months from the date of the AGM at which this Resolution is passed, whichever is the earlier.
- 9.5 The Company may make a contract or contracts to purchase ordinary shares under this authority prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.
10. **THAT** a general meeting of the Company other than an Annual General Meeting may be called on not less than 14 clear days' notice.

**By order of the Board**

FIM Capital Limited  
Company Secretary  
23 September 2016

Registered Address:  
6-8 James Street  
London W1U 1ED

## Notes:

These notes should be read in conjunction with the notes on the Form of Proxy.

- (i) Only shareholders on the Register of Members (the "Register") at 6.00 pm on 21 October 2016 (or, in the event of any adjournment, the date which is two days before the time of the adjourned meeting) are entitled to attend and/ or vote at the Annual General Meeting ("AGM"). Such shareholders can vote in respect of the number of Shares registered in their names at that time, but any subsequent changes to the Register shall be disregarded in determining rights to attend and vote.
- (ii) Shareholders have the right to attend, speak and vote at the AGM and will be asked to sign an attendance sheet on arrival at the meeting.
- (iii) A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to exercise all or any of the rights of the member to attend and speak and vote in his place. A proxy need not be a member of the Company. If a member appoints more than one proxy to attend the AGM, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member.
- (iv) To appoint a proxy you may use the Form of Proxy enclosed with this Notice of AGM. To be valid, the Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be completed and returned in accordance with the instructions printed thereon to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, or delivered by hand during office hours only to the same address to be received as soon as possible and in any event by not later than 11.00 am on 21 October 2016. Alternatively, you can vote or appoint a proxy electronically by visiting [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). You will be asked to enter the Control Number, the Shareholder Reference Number and PIN which are printed on the Form of Proxy. The latest time for the submission of proxy votes electronically is 11.00 am on 21 October 2016.
- (v) Completion of the Form of Proxy will not prevent you from attending and voting in person.
- (vi) Any person receiving a copy of this Notice of AGM as a person nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 (a "Nominated Person") should note that the provisions in Notes (i) to (iii) above concerning the appointment of a proxy or proxies to attend the AGM in place of a member, do not apply to a Nominated Person as only shareholders have the right to appoint a proxy. However, a Nominated Person may have a right under an agreement between the Nominated Person and the member by whom he or she was nominated 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 have a right under such an agreement to give instructions to the member as to the exercise of voting rights at the AGM.
- (vii) Nominated Persons should also remember that their main point of contact in terms of their investment in the Company remains the member who nominated the Nominated Person to enjoy information rights (or perhaps the custodian or broker who administers the investment on their behalf). Nominated Persons should continue to contact that member, custodian or broker (and not the Company) regarding any changes or queries relating to the Nominated Person's personal details and interest in the Company (including any administrative matter). The only exception to this is where the Company expressly requests a response from a Nominated Person.
- (viii) Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only shareholders registered in the Register by not later than 6.00 pm 48 hours (excluding non-business days) prior to the time fixed for the AGM shall be entitled to attend and vote at the AGM in respect of the number of Shares registered in their name at such time. If the AGM is adjourned, the time by which a person must be entered on the Register in order to have the right to attend and vote at the adjourned AGM is 6.00 pm 48 hours (excluding non-business days) prior to the time of the adjournment. Changes to the Register after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the AGM.
- (ix) In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (x) Shareholders who hold their Shares electronically may submit their votes through CREST, by submitting the appropriate and authenticated CREST message so as to be received by the Company's registrar not later than 48 hours before the start of the meeting. Instructions on how to vote through CREST can be found by accessing the following website: [www.euroclear.com/CREST](http://www.euroclear.com/CREST). Shareholders are advised that CREST and the internet are the only methods by which completed proxies can be submitted electronically.
- (xi) If you are a CREST system user (including a CREST personal member) you can appoint one or more proxies or give an instruction to a proxy by having an appropriate CREST message transmitted. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by Computershare (ID number 3RA50) not later than 48 hours before the time appointed for holding the AGM excluding non-working days. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which Computershare is able to retrieve the message. CREST personal members or other CREST sponsored members should contact their CREST sponsor for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- (xii) Any corporation which is a member may appoint one or more corporate representative(s) who may exercise on its behalf all of its powers as a member provided that, if it is appointing more than one corporate representative, it does not do so in relation to the same shares. It is, therefore, no longer necessary to nominate a designated corporate representative. Representatives should bring to the AGM evidence of their appointment, including any authority under which it is signed.
- (xiii) If the Chairman, as a result of any proxy appointments, is given discretion as to how the votes of those proxies are cast and the voting rights in respect of those discretionary proxies, when added to the interests in the Company's securities already held by the Chairman, result in the Chairman holding such number of voting rights that she has a notifiable obligation under the Disclosure and Transparency Rules, the Chairman will make the necessary notifications to the Company and the Financial Conduct Authority. As a result, any member holding 3 per cent or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure and Transparency Rules, need not make a separate notification to the Company and the Financial Conduct Authority.
- (xiv) Any question relevant to the business of the AGM may be asked at the AGM by anyone permitted to speak at the AGM. A holder of shares may alternatively submit a question in advance by a letter addressed to the Company's registered office. Under section 319A of the Companies Act 2006, the Company must answer any question a shareholder asks relating to the business being dealt with at the AGM, unless, (i) answering the question would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (ii) the answer had 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 AGM that the question be answered.

- (xv) Under section 527 of the Act, a shareholder or shareholders meeting the criteria set out in note (xiv) below, have the right to request the Company to publish on its website a statement setting out any matter that such shareholders propose to raise at the AGM relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM. Where the Company is required to publish such a statement on its website: (i) it may not require the shareholder making the request to pay any expense incurred by the Company in complying with the request; (ii) it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website; and (iii) that statement may be dealt with as part of the business of the AGM. The request: (a) may be in hard copy form or in electronic form; (b) either set out the statement in full or, if supporting a statement sent by another shareholder, clearly identify the statement which is being supported; (c) must be authenticated by the person or persons making it; and (d) be received by the Company at least one week before the AGM.
- (xvi) In order to be able to exercise the Shareholders' right to require the Company to publish audit concerns in accordance with note (xv) above, the relevant request must be made by: (i) a Shareholder or Shareholders having a right to vote at the AGM and holding at least 5 per cent. of total voting rights in the Company (please see note xix below in relation to total voting rights); or (ii) at least 100 Shareholders having a right to vote at the AGM and holding, on average, at least £100 of paid up share capital.
- (xvii) Where a Shareholder or Shareholders wishes to request the Company to publish audit concerns in accordance with note (xv) above, such request must be made by either sending: (a) a hard copy request which is signed by the relevant Shareholder or Shareholders, states such persons full name(s) and address(es) and sent to the Company Secretary, 6-8 James Street, London, W1U 1ED; or (b) a request which states the shareholder or shareholders' full name and address(es), and sent by email to [enquiries@fim.co.im](mailto:enquiries@fim.co.im). Please state "Empiric AGM" in the subject line of the e-mail.
- (xviii) Further information regarding the AGM which the Company is required by section 311A of the Act to publish on a website in advance of the AGM can be accessed at [www.empiric.co.uk](http://www.empiric.co.uk).
- (xix) As at 22 September 2016 (being the last Business Day prior to the printing of this Notice of AGM) the Company's issued capital consisted of 501,279,071 Shares carrying one vote each. Therefore, the total voting rights in the Company as at 22 September 2016 are 501,279,071.
- (xx) You may not use any electronic address provided either in this Notice of AGM or any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.
- (xxi) A copy of the Executive Directors' service agreements and the letters of appointment of the Non-Executive Directors will be available for inspection during normal business hours at the Company's registered office and at the place of the meeting from at least 15 minutes prior to the meeting until the end of the meeting.
- (xxii) A copy of this notice, and other information required by section 311A of the Companies Act 2006 can be found at [www.empiric.co.uk](http://www.empiric.co.uk).

## Notice of Annual General Meeting ("AGM")

### Explanatory Notes

Resolutions 1 to 7 (inclusive) are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 8 to 10 (inclusive) are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

### Resolution 1 (Annual Report and Accounts)

The Directors of the Company must present to the meeting the audited Annual Report and Accounts.

### Resolution 2 (Directors' Remuneration Report)

This resolution is an ordinary resolution to approve the Directors' Remuneration Report which is set out on pages 67 to 72 of the Annual Report. The vote on this resolution is advisory only and the Directors' entitlement to remuneration is not conditional on it being passed.

### Resolutions 3 and 4 (Appointment and Remuneration of Auditors)

The Company must appoint Auditors at each general meeting at which accounts are presented to shareholders to hold office until the conclusion of the next such meeting. Resolution 3 seeks shareholder approval to re-appoint BDO LLP as the Company's Auditors. In accordance with normal practice, Resolution 4 seeks authority for the Directors to determine the Auditors' remuneration.

### Resolution 5 (Dividend Policy)

The Company currently pays four dividends per annum and to date these have been approved as interim dividends. The alternative to this would be to declare three interim dividends with the final dividend being proposed as a final dividend. The final dividend however would require shareholder approval which would delay the payment. To avoid this potential delay, the Company is proposing a dividend policy that enables the Company to pay all of its dividends as "interim" dividends and for the last dividend not to be categorised as a "final" dividend that is subject to shareholder approval.

### Resolution 6 (Re-election of Director)

The Company's Articles of Association require that Stuart Beevor stand for re-election this year as he was appointed by the Board.

The Board is satisfied that Stuart Beevor, who is a Non-Executive Director, is independent in character and judgement and there are no relationships or circumstances which are likely to affect his character or judgement.

The biography of Stuart Beevor is set out on page 51 of the Annual Report and Accounts. The Board is satisfied that the Director standing for re-election continues to perform effectively and demonstrates commitment to his role.

### Resolution 7 (Authority to Allot Shares)

The purpose of this resolution is to renew the authority for the Directors to allot Shares in the Company and grant rights to subscribe for or convert any security into Shares in the Company up to a further aggregate nominal value of £1,654,221 in connection with a rights issue. This amount represents approximately 33 per cent of the Ordinary Share capital of the Company in issue (excluding treasury shares) at 22 September 2016 (being the last practicable date prior to the publication of this notice). The Company currently holds no Shares in treasury.

The Directors' authority will expire on the earlier of 15 months from the AGM or at the conclusion of the next AGM. The Directors have no present intention to make use of the authority sought under this resolution, but they consider it desirable to have the maximum flexibility permitted by corporate governance guidelines.

### Resolution 8 (Statutory Pre-emption Rights)

By law, when new Shares are allotted or treasury shares are sold for cash (otherwise than pursuant to an employee share scheme), they must first be offered to existing shareholders pro rata to their holdings. This special resolution gives the Directors authority, for a period of 15 months from the passing of this resolution or, if earlier, the date of the next AGM, to: (a) allot Shares of the Company and sell treasury shares for cash in connection with a rights issue or other pre-emptive offer; and (b) otherwise allot Shares of the Company, or sell treasury shares, for cash up to an aggregate nominal value of £501,279 (representing in accordance with institutional investor guidelines, approximately 10 per cent of the total Ordinary Share capital in issue (excluding treasury shares) as at 22 September 2016 (being the last practicable date prior to the publication of this notice), in each case as if the pre-emption rights in company law did not apply. In accordance with standard practice it is the current intention of the Board to seek to renew these authorities on an annual basis.

Shares will only be issued pursuant to these authorities at a premium to the prevailing NAV at the time of issue in order to take account of the costs of such issue and will therefore be non-dilutive to the prevailing NAV for existing Shareholders.

### Resolution 9 (Authority for market purchases of own Shares)

This resolution renews the Company's current authority to make limited market purchases of the Company's Shares. The authority is limited to a maximum aggregate number of 75,141,732 Shares (representing 14.99 per cent of the issued share capital as at 22 September 2016 (being the latest practicable date prior to publication of this notice) and sets out the minimum and maximum prices that can be paid, exclusive of expenses. The authority conferred by this resolution will expire at the conclusion of the Company's next AGM or 15 months from the passing of this resolution, whichever is the earlier. Any purchases of Shares would be made by means of market purchases through the London Stock Exchange. In accordance with standard practice it is the current intention of the Board to seek to renew these authorities on an annual basis.

The Directors intend exercising the authority to purchase the Company's Shares but only if, in their opinion, the expected effect would be to result in an increase in net asset value per Share and would benefit shareholders generally. Any Shares purchased by the Company under this authority may be cancelled or held in treasury in accordance with the Companies Act 2006 at the option of the Board.

