THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO WHAT ACTION TO TAKE YOU ARE RECOMMENDED TO CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT 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 Residential Secure Income plc, you should pass this document, together with the accompanying Form of Proxy, to the person through whom the sale or transfer was made for transmission to the purchaser or transferee.



RESIDENTIAL SECURE INCOME PLC

(incorporated in England & Wales with company number 10683026)

Notice of Annual General Meeting

Notice of the Annual General Meeting which has been convened for 13 December 2017 at 4.00 p.m. at 21 Great Winchester Street, London, EC2N 2JA is set out on pages 3 to 4 of this document.

To be valid, Forms of Proxy must be completed and returned in accordance with the instructions printed thereon so as to be received by the Company's registrars, Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting.



RESIDENTIAL SECURE INCOME PLC

Registered Office: 5 Old Bailey London EC4M 7BA

Your ref: RESI/AGM

6 November 2017

Dear Shareholder,

Notice of Annual General Meeting

We are pleased to invite you to Residential Secure Incomes plc's (the "Company") 2017 Annual General Meeting ("AGM") which we are holding at 4.00 p.m. on 13 December 2017 at 21 Great Winchester Street, London, EC2N 2JA. The formal notice of AGM and the resolutions to be proposed are set out on pages 3 to 4 of this document.

If you would like to vote on the resolutions but cannot attend the AGM, please fill in the Form of Proxy sent to you with this notice and return it to your registrars as soon as possible. They must receive it by 4.00 p.m. on 11 December 2017.

The Company is committed to an open dialogue with its shareholders and therefore encourage you to make use of the opportunity to raise questions to the Board. If you would like to submit a question in advance, please write to the Company Secretary at 5 Old Bailey, London, EC4M 7BA or email: resi-cosec@langhamhall.com.

Recommendation

The Board considers that all resolutions to be put to the meeting are in the best interests of the Company and its Shareholders as a whole. The Board unanimously recommends that you vote in favour of the proposed resolutions as they intend to do in respect of their own beneficial holdings.

Yours faithfully,

Langham Hall UK Services LLP Company Secretary For and on behalf of Residential Secure Income plc

(Company Number 10683026)

RESIDENTIAL SECURE INCOME PLC 5 Old Bailey, London, EC4M 7BA www.resi-reit.com Registered number 10683026 NOTICE IS HEREBY GIVEN that the First Annual General Meeting of Residential Secure Income plc (the "Company") will be held at 4.00 p.m. on 13 December 2017 at 21 Great Winchester Street, London, EC2N 2JA to transact the following business:

To consider and, if thought fit, approve the following resolutions. Resolutions 1 to 7 (inclusive) will be proposed as ordinary resolutions and Resolutions 8 to 10 (inclusive) will be proposed as special resolutions

For further information on all resolutions, please refer to the Explanatory Notes which can be found on pages 5 to 7.

Directors

- 1. To elect Rt. Hon Baroness Dean of Thornton Le Fylde as a Director of the Company.
- 2. To elect John Carleton as a Director of the Company.
- 3. To elect Robert Gray as a Director of the Company.
- 4. To elect Robert Whiteman as a Director of the Company.

Auditors

- 5. To appoint BDO LLP as Auditors of the Company, to hold office until the conclusion of the next General Meeting at which accounts are laid before the Company.
- 6. To authorise the Audit Committee to determine the remuneration of the Auditors.

Directors Authority to Allot Shares

7. That the Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £600,711 and so that the Directors of the Company may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, entitlements fractional or securities represented by depositary receipts, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirement of any regulatory body or stock exchange or any other matter.

This authority shall expire at the end of the next Annual General Meeting of the Company or, if earlier, 15 months after the date of this resolution, save that under each authority the Company may, before such expiry, make any offers or agreements which would or might require shares to be allotted or rights granted to subscribe for or convert any security into shares after such expiry and the Directors may allot shares or grant such rights to subscribe for, or to convert any security into, shares (as the case maybe) in pursuance of any such offers or agreements as if the relevant authority conferred by this resolution had not expired.

Special Resolutions

Disapplication of pre-emption rights

- 8. That, subject to the passing of Resolution 7 above, the Directors be generally and unconditionally authorised for the purposes of section 570 and section 573 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of section 560 of the Act) for cash either pursuant to the authority conferred by resolution 7 or by way of a sale of treasury shares as if section 561 of the Act did not apply to any such allotment, provided that this authority:
 - shall be limited to the allotment of equity securities in connection with an offer of equity securities to:
 - to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holding; and
 - ii. to holders of other equity securities, as required by the rights of those securities or as the Directors otherwise consider necessary,

and so that the Directors of the Company may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements or securities represented by depositary receipts, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirement of any regulatory body or stock exchange or any other matter; and

b) shall be limited to the allotment (otherwise than pursuant to paragraph (a) of this Resolution 8, up to an aggregate nominal amount of £360,427,

and shall (unless previously renewed, varied or revoked by the Company in general meeting) expire at the conclusion of the next Annual General Meeting of the Company following the passing of this resolution or on the date 15 months after the date of this Annual General Meeting, whichever is earlier, save that the Company may before the expiry of this authority make any offers or enter into any agreements which would or might require equity securities to be allotted, (and treasury shares sold), after such expiry and the Directors may allot equity securities (and sell treasury shares) in pursuance of any such offers or agreements as if the authority conferred by this resolution had not expired.

Authority to purchase own shares

- 9. That the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the "Act") to make market purchases (as defined in section 693(4) of the Act) of Ordinary Shares of £0.01 each in the capital of the Company ("Ordinary Shares") in such manner and on such terms as the Directors of the Company may from time to time determine, and where such shares are held as treasury shares, the Company may use them for the purposes set out in sections 727 or 729 of the Act, including for the purpose of its employee share schemes, provided that:
 - (a) the maximum number of Ordinary Shares which may be purchased is 27,013,972 Ordinary Shares;
 - (b) the minimum purchase price (exclusive of expenses) which may be paid for any Ordinary Share is £0.01;
 - (c) the maximum purchase price (exclusive of expenses) which may be paid for any Ordinary Share shall not be more than the higher of:
 - an amount equal to 105 per cent of the average middle market quotations for an Ordinary Share (as derived from

- the London Stock Exchange Daily Official List) for the five business days immediately preceding the date on which that Ordinary Share is be purchased; and
- (II) an amount equal to the higher of the price of the last independent trade of the Ordinary Share and the highest current independent bid on the trading venues where the purchase is carried out;
- (d) the authority herby conferred shall (unless previously revoked, renewed or varied by the Company in General Meeting) expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or 15 months after the date of this Annual General Meeting, whichever is earlier, after passing of this resolution: and
- (e) the Company may at any time prior to the expiry of such authority enter into a contract or contracts under which a purchase of Ordinary Shares under such authority will or may be completed or executed wholly or partly after the expiration of such authority and the Company may purchase Ordinary Shares in pursuance of any contract or contracts as if the authority conferred hereby had not expired.

Notice period for general meetings other than annual general meetings

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

By order of the Board

Langham Hall UK Services LLP Company Secretary Registered Office:

5 Old Bailey London EC4M 7BA (Company Number 10683026)

Explanatory Notes to The Resolutions

An explanation of each of the resolutions is set out below:

Directors

Resolutions 1 to 4 are to approve the election of the Directors of the Board. As this is the Company's first Annual General Meeting ("AGM") and in accordance with the UK Corporate Governance Code, all Directors will retire and those willing to serve again will submit themselves for election. The Directors believe that the Board offers an appropriate balance of knowledge and skills and that all the Non-Executive Directors are independent in character and judgement. Biographical details of each of the Directors standing for election are as follows:

Rt. Hon Baroness Dean of Thornton le Fylde – Independent non-executive Chairman

Baroness Dean is currently a director and chairman of Empiric Student Property Plc. Baroness Dean is a member of the Business Oversight Board of the Law Society. Baroness Dean was for nine years (2004–2013) a non-executive director at Taylor Wimpey acting as a member of the remuneration, audit and nomination committees at various times. Brenda was formerly a member of the Group board of Places for People.

Baroness Dean was also the chairman of the Covent Garden Market Authority (2005–2013), and as chairman led the work to secure the redevelopment of the 57 acre site. Amongst many other activities, Baroness Dean was chairman of the Housing Corporation (now the Homes and Communities Agency), which managed private and public funding in excess of £50 billion in the sector. She was also chairman of the Armed Forces Pay Review Body.

Baroness Dean was a non-executive director of the National Air Traffic Services (NATS), and was a member of the remuneration committee and chairman of the employee share trust. Baroness Dean is a member of the Council for Nottingham University (a member of the Russell Group), and holds honorary degrees from ten different universities in the UK. She was a member of the National Committee of Inquiry into the Future of Higher Education – the Dearing Committee, has been a Council member of City University, London, the Open University and the London School of Economics. Baroness Dean was created a Life Peer in 1993 and a member of the Privy Council in 1998.

<u>Robert Whiteman – Independent non-executive</u> director

Mr Whiteman has been the Chief Executive of the Chartered Institute of Public Finance & Accountancy (CIPFA) since September 2013.

Mr Whiteman was Chief Executive of UK Border Agency from 2011-2013 and had previously led the Improvement and Development Agency from 2010- 2011. Mr Whiteman was Chief Executive of London Borough of Barking and Dagenham from 2005-2010 and has held various positions in London Borough of Lewisham from 1996-2005, latterly as Director of Resources and Deputy Chief Executive. Mr Whiteman also held various positions in the London Boroughs of Newham and Camden from 1986-1996.

Mr Whiteman is the independent chair of both the East London Health & Care Partnership and Barking & Dagenham College, and technical adviser to the board of the International Federation of Accountants (IFAC) in New York. Mr Whiteman has previously been a non-executive director of the Department of Energy & Climate Change, Whittington Health NHS Trust and Barking, Havering and Redbridge University Hospitals NHS Trust.

Mr Whiteman was educated at the University of Essex where he gained a BA (Hons) in Economics and Government.

<u>Robert Blackburn Gray – Independent non-executive director</u>

Mr Gray began his career with Morgan Guaranty Trust Company of New York (MGT) in 1971. He was appointed Vice President, International Financial Management in MGT's New York head office in 1979, and then as Vice President for world-wide loan syndication activities in MGT's London Office. In 1984 he was appointed as Executive Director of Morgan Guaranty Ltd responsible for Eurobond underwriting activity. Mr Gray held various other positions within JP Morgan, including President and Tokyo branch manager of JP Morgan Securities Asia Limited and Vice Chairman of JP Morgan Securities Limited in London.

From 1994 to 2001, Mr Gray held roles at HSBC Markets Limited and HSBC Investment Bank in London working initially as Managing Director for Global Capital Markets and subsequently as Vice Chairman for Client Development. From 2001 until his retirement in 2015, Mr Gray was Chairman, Debt Finance & Advisory at HSBC Bank plc. In addition he served as Chairman of HSBC Saudi Arabia Limited, a Director and Chair of the Audit Committee of HSBC Bank Egypt and

Director and Member of the Audit Committee of HSBC Bank Middle East.

As Director and Chair of the Overseas Promotion Committee of TheCityUK until 2012, Mr Gray served as financial services sector adviser to the U.K. Minister for Trade & Investment. He was Chairman of the International Primary Market Association from 2000 to 2005, and Vice Chairman and Chairman of the Regulatory Policy Committee of the International Capital Market Association, its successor body, until 2015.

From 2005 to 2010 he was Director & Chair of the Audit Committee for the British Arab Commercial Bank. He also acted as Co-Chairman of the Moroccan British Business Council. Until June 2016 Mr Gray was a Trustee and Member of the Audit Committee for Centrepoint, the homeless charity, and Chair of the End Youth Homelessness Alliance. Mr Gray is currently Director and Chair of the Audit Committee of the Arab British Chamber of Commerce.

Mr Gray was educated at Sherborne School and St. John's College, Cambridge University where he gained a MA (Hons) in History.

<u>John Carleton – Independent non-executive</u> <u>director</u>

Mr Carleton is currently executive director of property investment at Orbit. Mr Carleton was previously Partner and Head of Housing, Regeneration and Growth at Arcadis LLP. From 2010 to 2016, Mr Carleton was an executive director for Markets & Portfolio at Genesis Housing Association and Managing Director for Genesis Homes Ltd.

Mr Carleton held various positions from 1993 to 2009 as Director of Social Infrastructure and Housing at PricewaterhouseCoopers, Director of the Housing Corporation (now the Homes and Communities Agency), Property Director at Barclays Bank, Managing Director of HRC Ltd/Lehman Brothers and Head of the Specialist Property Division at the Bank of Ireland.

Mr Carleton was educated at the University of Liverpool and holds a MBA in Finance from Manchester Business School. Mr Carleton is a Fellow of the R.I.C.S. (Planning and Development Faculty) and also holds a IPF Investment Property Forum Diploma from the Cambridge University Land Institute.

Auditors

Resolution 5 is to approve the appointment of the Auditors, BDO LLP who are being elected for the first time. The Auditors will hold office until the

conclusion of the next general meeting at which accounts are laid.

Resolution 6 is to authorise the Audit Committee to determine the remuneration of the Auditors. The Audit Committee will approve the audit fees.

Directors Authority to Allot Shares

Resolution 7 is to provide the Directors' with authority to allot shares.

The authority given to Directors to allot further shares in the capital of the Company requires the prior authorisation of the shareholders in general meeting under section 551 Companies Act 2006.

The authority in this resolution will allow the Directors to allot new shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £600,711 (£0.01 Ordinary Shares), which is equivalent to approximately one-third of the current issued ordinary share capital of the Company as at 6 November 2017. The authority will expire immediately following the AGM in 2018 or on 13 March 2019, whichever is the earlier.

The Directors intend to renew these authorities at each AGM, in accordance with current best practice.

As at 6 November 2017 (being the latest practicable date before the publication of this notice), the Company did not hold any shares in treasury.

Disapplication of pre-emption rights

Resolutions 8 If the Directors wish to exercise the authority under resolution to allot new shares or grant rights over shares or sell treasury shares for cash (other than pursuant to an employee share scheme) company law requires that these shares are first offered to existing shareholders in proportion to their existing holdings. There may be occasions, however, when the Directors will need the flexibility to finance business opportunities to allot new shares (or to grant rights over shares) for cash or to sell treasury shares for cash without first offering them to existing shareholders in proportion of their holdings. This cannot be done unless the shareholders have first waived their pre-emption rights.

Resolution 8 would authorise the Directors to do this by allowing the Directors to allot shares for cash or sell treasury shares for cash up to an aggregate nominal value of £360,427, which is equivalent to approximately 20 per cent of the Company's issued ordinary share capital as at

6 November 2017, being the latest practicable date prior to the publication of this notice.

The Company undertakes that Ordinary Shares will only be issued pursuant to this authority at a premium to the prevailing net asset value 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 net asset value for existing shareholders.

Resolution 8 will be proposed as a special resolution to provide the Company with the necessary authorities. If given, the authority contained in resolution 8 will expire at the conclusion of the next AGM of the Company in 2018 or, if earlier, 13 March 2019 (the date which is 15 months after the passing of the resolution).

As at 6 November 2017, being the latest practicable date before the publication of this notice, the Company held no equity securities in treasury.

Authority to purchase own shares

Resolution 9 In certain circumstances, it may be advantageous for the Company to purchase its own shares and this resolution seeks the authority from shareholders to do so. The Directors will exercise this authority only when, in the light of market conditions prevailing at the time, they believe that it is in the best interests of shareholders as a whole and as a means of correcting any imbalance between supply and demand for the shares. Other investment opportunities, appropriate gearing levels and the overall position of the Company will be taken into account when exercising this authority. Under the Companies Act 2006 (the "Act"), the Company is allowed to hold its own shares in treasury following a buy back, instead of having to cancel them. This gives the Company the ability to re-issue treasury shares quickly and costeffectively (including pursuant to the authority under resolution 7 above) and provides the Company with additional flexibility in the management of its capital base. Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of the shares. Further, no dividend or other distribution of the Company's

assets may be made to the Company in respect of the treasury shares. If the Directors exercise the authority conferred by resolution 9, the Company will have the option of either holding in treasury or of cancelling any of its own shares purchased pursuant to this authority and will decide at the time of purchase which option to pursue.

The resolution specifies the maximum number of Ordinary Shares that may be acquired (approximately 14.99 per cent of the Company's issued ordinary share capital as at 6 November 2017) and the maximum and minimum prices at which they may be bought.

There are no warrants or options to subscribe for Ordinary Shares outstanding at 6 November 2017.

Resolution 9 will be proposed as a special resolution to provide the Company with the necessary authority. If given, this authority will expire at the conclusion of the next AGM of the Company in 2018 or, if earlier, 13 March 2019 (the date which is 15 months after the date of passing of the resolution).

The Directors intend to seek renewal of this authority at subsequent AGMs in accordance with current best practice.

Notice period for general meetings other than annual general meetings

Resolution 10 is to allow the Company to hold general meetings (other than an AGM) on 14 clear days' notice. The notice period required by the Act for general meetings of the Company is 21 clear days unless: (i) shareholders approve a shorter notice period, which cannot however be less than 14 clear days; and (ii) the Company offers the facility for all shareholders to vote by electronic means. AGMs must always be held on at least 21 clear days' notice. It is intended that the flexibility offered by this resolution will only be used for time sensitive, non-routine business and where merited in the interests of shareholders as a whole. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

Further information about the AGM

Right to attend AGM

Only those members registered on the Company's Register of Members at close of business on Monday 11 December (or in the event of an adjournment, at close of business on the date which is two working days prior to the adjourned meeting) or their duly appointed proxy shall be entitled to attend and vote at the AGM. Changes to the Register of Members after the deadline shall be disregarded in determining the rights of persons to attend and vote at the AGM.

Appointment of a proxy

Members are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote at the AGM. A member may appoint more than one proxy in relation to the AGM, 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 they must be registered in advance and attend the AGM to represent you. A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this notice. To be valid, your Form of Proxy must be received no later than 4.00 p.m. on Monday 11 December (or, if the meeting is adjourned, 48 hours (excluding nonworking days) before the time fixed for the adjourned meeting). You may return your Form of Proxy using the pre-paid envelope provided or delivered by post or by hand (during normal business hours) to: Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Completion and return of the Form of Proxy will not preclude members from attending and voting at the meeting should they wish to do so. Amended instructions must also be received by Link Asset Services by the deadline for receipt of Forms of Proxy.

Nominated Persons

Any person to whom this notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the member by whom he/she was nominated, have a right 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, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights at the AGM.

The paragraphs above about the rights of shareholders in relation to the appointment of proxies do not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by members of the Company.

CREST members

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.

In order for a proxy appointment or instruction made using the 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 specifications and must contain the information required for such instruction, as described in the **CREST** Manual (available www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy, or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent by the latest time(s) for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies through **CREST** appointed should communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system 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 (www.euroclear.com/CREST).

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 (as amended).

Corporate Representatives

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 Ordinary Shares.

Questions at the AGM

Any member attending the meeting has the right to ask questions. The Company must answer any question relating to the business being dealt with at the AGM, except in certain circumstances, including:

- (i) if to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information,
- (ii) the answer has already been given on a website in the form of an answer to a question, or
- (iii) if it is undesirable in the interest of the Company or the good order of the meeting that the question be answered.

Asking questions in advance of the meeting

Except as provided above, members who have general queries about the meeting should contact the Company's registrar, Link Asset Services, by email at: enquiries@linkgroup.co.uk or the Company Secretary at the Registered Office address.

Total Voting Rights

As at 6 November 2017, being the last practicable day prior to the publication of this notice the Company's issued share capital consisted of 180,213,287 Ordinary Shares of £0.01 each, carrying one vote each. The Company holds no shares in treasury. Therefore, the total voting rights in the Company as at 6 November 2017 are 180,213,287 Ordinary Shares.

Website

A copy of this notice, and other information required by section 311A of the Act, can be found at: https://www.resi-reit.com

Inspection of documents

The following documents will be available for inspection at the Company's Registered Office from the date of this notice during usual business hours on any weekday (Saturdays, Sundays and Bank Holidays excluded) until the date of the meeting and also on the date and at the location of the meeting from 10.45 a.m. until the AGM ends:

- Copies of letters of appointment of the Non-Executive Directors
- Copies of the Articles of Association
- Director's Interest Register