



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you should consult immediately your stockbroker, bank manager, solicitor, accountant or other financial adviser, authorised under the Financial Services and Markets Act 2000 (as amended).

If you have sold or otherwise transferred all of your Shares in Picton Property Income Limited, please send this document and Form of Proxy, as soon as possible, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

PICTON PROPERTY INCOME LIMITED

(Company No. 43673)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Tenth Annual General Meeting of the Company will be held at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey, GY1 3QL, Channel Islands on 12 November 2015 at 10 a.m. for the transaction of the following business.

Resolutions 1 to 8 will be proposed as ordinary resolutions. For each of these Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution. Resolution 9 will be proposed as an extraordinary resolution. For this Resolution to be passed, at least three-quarters of the votes cast must be in favour of the Resolution.

The Board recommends that you vote in favour of Resolutions 1 to 9 inclusive.

Resolution

Ordinary Business

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|---|---|
| 1 | To approve the Annual Report and Consolidated Financial Statements of the Company for the year ended 31 March 2015. |
| 2 | To re-elect KPMG Channel Islands Limited as Auditor of the Company until the conclusion of the next Annual General Meeting. |
| 3 | To authorise the Board of Directors to determine the Auditor's remuneration. |
| 4 | To elect Michael Morris as a Director of the Company. |
| 5 | To re-elect Robert Sinclair as a Director of the Company. |
| 6 | To re-elect Nicholas Thompson as a Director of the Company. |
| 7 | To receive and adopt the Directors' Remuneration Report for the year ended 31 March 2015. |

Special Business

- 8 To renew the authority of the Company, in accordance with Section 315 of The Companies (Guernsey) Law, 2008 (as amended) ("the Law"), to make market acquisitions (within the meaning of Section 316 of the Law) of the Ordinary Shares of No Par Value in the share capital of the Company ("the Ordinary Shares") provided that:-
- (a) the maximum number of Ordinary Shares hereby authorised to be acquired shall be 14.99 per cent of the issued Ordinary Shares on the date on which this resolution is passed;
 - (b) the minimum price which may be paid for an Ordinary Share shall be 1p;
 - (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall be an amount equal to the higher of 105 per cent of the average of the middle market quotations (as derived from the Daily Official List) for the Ordinary Shares for the five business days immediately preceding the date of purchase or the higher of such price of the last independent trade and the highest current independent bid at the time of purchase; and
 - (d) unless previously varied, revoked or renewed, the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2016, save that the Company may, prior to such expiry, enter into a contract to purchase Ordinary Shares under such authority and may make a purchase of Ordinary Shares pursuant to any such contract.
- 9 To empower the Directors of the Company to disapply the right of shareholders to receive a pre-emptive offer of new Ordinary Shares pursuant to Article 4.17 of the Articles of Incorporation provided that this power shall be limited to the issue of up to 54,005,366 Ordinary Shares (being equal to 10 per cent of the Ordinary Shares in issue as at the date of this Notice) and shall expire (unless previously renewed, varied or revoked by the Company in a general meeting) at the end of the Annual General Meeting of the Company held in 2016, or, if earlier, the date falling 15 months after the date of this Resolution, but during this period the Company may make offers, and enter into agreements, which would, or might, require Ordinary Shares to be issued (and treasury shares to be sold) after the power given to the Board pursuant to this Resolution ends and the Board may issue Ordinary Shares (and sell treasury shares) under any such offer or agreement as if the power had not ended.

BY ORDER OF THE BOARD



For and on behalf of
**Northern Trust International Fund Administration
Services (Guernsey) Limited**
Secretary

7 October 2015

Notes

A member of a company is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the company. A member may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. The requisite form is attached hereto and must be lodged with the Company's Registrars at: **The Pavilions, Bridgwater Road, Bristol, BS99 6ZY** at least 48 hours before the time of the Meeting.

Dear Shareholder

ANNUAL GENERAL MEETING 2015

The Annual General Meeting of the Company will be held on 12 November 2015 at 10 a.m. at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey.

Please see enclosed the notice of the Annual General Meeting and a proxy form. The appointment of a proxy will not prevent you from subsequently attending and voting at the meeting in person. There are a number of resolutions for you to consider and vote on. Resolutions 1 to 8 will be proposed as ordinary resolutions. For each of these Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution. Resolution 9 will be proposed as an extraordinary resolution. For this Resolution to be passed, at least three-quarters of the votes cast must be in favour of the Resolution.

The Annual Report and Consolidated Financial Statements for the year ended 31 March 2015 were circulated under separate cover during July 2015, a copy is available upon request.

The Board recommends that you vote in favour of Resolutions 1 to 9 inclusive.

Resolutions 1-7

Resolutions 1-7 are being proposed to approve the ordinary business of the Company to:

- Approve the Annual Report and Consolidated Financial Statements of the Company for the year ended 31 March 2015;
- Re-appoint the Auditor and to authorise the Directors to determine the Auditor's remuneration;
- To elect Michael Morris and to re-elect Robert Sinclair and Nicholas Thompson as Directors; and
- Receive the Remuneration Report.

Messrs. Sinclair and Thompson have served on the Board since the Company was launched in 2005, and therefore consider it appropriate, in line with best practice, to offer themselves for re-election annually. The Board unanimously considers that it is in the best interests of shareholders for both to be re-elected to ensure that their experience and expertise is retained.

Mr. Morris has been appointed to the Board as a Director since the last Annual General Meeting and in accordance with Article 19.3 of the Articles of Incorporation of the Company, offers himself for election.

Michael Morris, age 43, is chief executive of Picton Capital Limited, the wholly owned investment management subsidiary of Picton, and will continue in this role. Formerly, he was a senior director and fund manager at ING Real Estate Investment Management (UK) Limited, and he has worked with the Company since it launched in 2005. He has 20 years of real estate experience and is a member of the Investment Property Forum. Michael sits on the property panel of the Association of Investment Companies and the CPD steering committee of the Investment Property Forum.

Resolution 8: Authority to purchase own shares

The Company did not buy back any ordinary shares during the year ended 31 March 2015. The Directors currently have authority to purchase up to 14.99% of the Company's ordinary shares and will seek annual renewal of this authority from shareholders. Any purchase of ordinary shares will be made subject to Guernsey law and the making and timing of any purchases will be at the absolute discretion of the Board.

Purchases of ordinary shares will only be made through the market for cash at prices below the prevailing net asset value of the ordinary shares (as last calculated) where the Directors believe such purchases will enhance shareholder value. Such purchases will also only be made in accordance with the UK Listing Rules, the UK Disclosure and Transparency Rules and the Rules of the LSE, which, inter alia, provide that the price paid must be not more than 5% above the average market value for the ordinary shares for the 5 business days before the ordinary shares are purchased.

The Board considers that the renewal of the authority to purchase the Company's own shares is in the best interests of shareholders as a whole and unanimously recommends that the shareholders vote in favour of this Resolution.

Resolution 9: Authority to disapply pre-emption rights

The Directors require specific authority from shareholders before allotting new ordinary shares for cash (or selling shares out of treasury for cash) without first offering them to existing shareholders in proportion to their holdings. Any issue of new ordinary shares pursuant to Article 4.17 of the Articles will be at a price not less than the last published net asset value per share as close as practicable to the allotment or sale. If this Resolution is passed the authority will expire on the earlier of the conclusion of the Annual General Meeting of the Company in 2016 or 15 months from the passing of this Resolution.

The Board considers that the proposal to disapply pre-emption rights as described above is in the best interests of shareholders as a whole and unanimously recommends that shareholders vote in favour of this Resolution.

Yours sincerely

A handwritten signature in blue ink, appearing to read 'Nich Thompson'.

Nicholas Thompson
Chairman

