

THE COMPANIES ACT 2006

SPECIAL BUSINESS

of

TRIPLE POINT SOCIAL HOUSING REIT PLC

(the “Company”)

(Passed on 26 March 2018)

At the General Meeting of the Company, duly convened and held on Monday 26 March 2018 at 11.00am, the following resolutions were passed as Special Business. Resolution 1 was passed as an Ordinary Resolution and resolutions 2, 3, 4 and 5 were passed as Special Resolutions.

Ordinary Resolution

1. **IT WAS RESOLVED** that, subject to the passing of Resolutions 2 and 4 and in addition to the general authority granted at the general meeting of the Company held on 17 July 2017, the Directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act to exercise all the powers of the Company to allot C Shares and to grant rights to subscribe for C Shares in the Company up to an aggregate nominal value of £2,500,000 pursuant to the Issue, provided that the authority hereby conferred on the Directors shall expire on 31 July 2018 unless renewed at a general meeting prior to such time, save that under this authority the Company may, before such expiry, make offers or enter into agreements which would or might require C Shares to be allotted or rights to subscribe for C Shares to be granted after such expiry and the Directors may allot C Shares or grant rights to subscribe for, or convert any security into C Shares after such expiry and the Directors may allot C Shares or grant rights in pursuance of any such offers or agreements as if the relevant authority conferred by this resolution had not expired.

Special Resolutions

2. **IT WAS RESOLVED** that, subject to the passing of Resolutions 1 and 4 and in addition to the general authority granted at the general meeting held on 17 July 2017, the Directors be generally and unconditionally empowered for the purposes of section 570 of the Companies Act to allot C Shares for cash pursuant to the authority conferred by Resolution 1, as if section 561 of the Companies Act and any pre-emption rights in the Articles did not apply to any such allotment, and in particular to make such allotment subject to such exclusions or other arrangements as the Directors may deem necessary or expedient having regard to any restrictions, obligations or legal problems under the laws of or the requirements of any regulatory body or stock exchange in any

territory or otherwise, provided that this power shall be limited to the allotment of C Shares pursuant to the Issue and shall expire on 31 July 2018 unless renewed at a general meeting prior to such time, save that the Company may, before such expiry, make any offers or enter into any agreements which would or might require equity securities to be allotted or treasury shares sold, after such expiry and the Directors may allot equity securities or sell treasury shares in pursuance of any such offers or agreements as if the authority conferred hereby had not expired.

3. **IT WAS RESOLVED** that, subject to the passing of Resolution 1, the Company be authorised for the purpose of section 701 of the Companies Act to make market purchases (as defined in section 693(4) of the Companies Act) of C Shares on such terms and in such manner as the Directors 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 Companies Act, provided that:
 - (a) the maximum number of C Shares authorised to be purchased under the authority is 14.99 per cent. of the issued C Shares following Admission;
 - (b) the minimum price (exclusive of expenses) which may be paid for a C Share is 1.25 pence per share, being the nominal amount thereof; and
 - (c) the maximum price (exclusive of expenses) which may be paid for a C Share is an amount equal to the higher of:
 - (i) five per cent. above the average of the middle market quotations for C Shares for the five business days immediately preceding the day on which the purchase is made; and
 - (ii) an amount equal to the higher of the price of the last independent trade of a C Share and the highest current investment purchase bid for C Shares on the trading venue where the purchase is carried out,
- such authorities to expire on 31 July 2018 or, if earlier, on the conversion of the C Shares unless renewed at a general meeting prior to such time, save that the Company may, before such expiry, enter into a contract or contracts under which a purchase of C 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 C Shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired.
4. **IT WAS RESOLVED** that the articles of association of the Company produced to the meeting and initialled by the Chairman for the purposes of identification be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the then existing articles of association.
5. **IT WAS RESOLVED** that a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

A handwritten signature in black ink, appearing to read "Chris Phillips".

Chris Phillips
Chairman

26 March 2018

