

Company Number: 10814022

THE COMPANIES ACT 2006

SPECIAL BUSINESS

of

TRIPLE POINT SOCIAL HOUSING REIT PLC

(the “Company”)

(Passed on 10 May 2018)

At the annual general meeting of the Company, duly convened and held at 4.30pm on Wednesday 10 May 2018 at the offices of Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW, the following resolutions were passed as Special Business. Resolutions 10 and 11 were passed by the Company as ordinary resolutions and resolutions 12 to 15 were passed as special resolutions.

Defined terms used but not defined shall have the same meaning given to them in the notice of annual general meeting circulated by the Company to shareholders on 5 March 2018.

Ordinary Resolutions

10. **IT WAS RESOLVED 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:

- (a) 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 £666,667; and
- (b) allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal value of £1,333,333 (such amount to be reduced by the nominal amount of any shares allotted or rights granted under paragraph (a) of this Resolution 10) in connection with an offer by way of a rights issue to:
 - (I) holders of Ordinary Shares in the Company in proportion (as nearly may be practicable) to the respective numbers of Ordinary Shares held by them; and
 - (II) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors of the Company otherwise consider necessary,

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, 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.

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.

11. 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.

Special Resolutions

12. **IT WAS RESOLVED THAT** subject to the passing of Resolution 10 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 10 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:

- a) the allotment of equity securities in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted under paragraph (b) of Resolution 10, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only) to:

- i. ordinary shareholders in proportion (as nearly as may be practicable) to their existing holding; and
 - ii. 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) the allotment (otherwise than pursuant to paragraph (a) of this Resolution 12, up to an aggregate nominal amount of £100,000.

This power 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.

13. **IT WAS RESOLVED THAT** subject to the passing of Resolution 10,

the Directors be generally and unconditionally authorised for the purposes of section 570 and section 573 of the Companies Act 2006 (the “**Act**”) in addition to any authority granted under Resolution 12 above, to allot equity securities (within the meaning of section 560 of the Act) for cash either pursuant to the authority conferred by Resolution 10 or by way of a sale of treasury shares in each case as if section 561 of the Act did not apply to any such allotment, provided that this authority shall be limited to:

- (a) the allotment of equity securities up to an aggregate nominal amount of £100,000; and
- (b) use only for the purpose of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles of Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

This power 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.

14. **IT WAS RESOLVED 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 29,980,000 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:
 - (I) 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 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 hereby 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.

- 15. **IT WAS RESOLVED THAT** a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.



Christopher Phillips

10 May 2018