

Company number: 10814022

**THE COMPANIES ACT 2006**  
**ORDINARY/SPECIAL RESOLUTIONS**  
**of**  
**TRIPLE POINT SOCIAL HOUSING REIT PLC**  
**Passed on 18 October 2018**

At the general meeting of the Company, duly convened and held at the offices of Canaccord Genuity Limited, 88 Wood Street, London EC2V 7QR, the following resolutions were duly passed by the Company as ordinary or special resolutions as indicated.

Defined terms used but not defined shall have the same meaning given to them in the circular published by the Company on 19 September 2018.

**ORDINARY RESOLUTIONS**

1. **THAT**, 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 Ordinary Shares and to grant rights to subscribe for Ordinary Shares in the Company up to an aggregate nominal value of £1,500,000 pursuant to the Issue, provided that the authority hereby conferred on the Directors shall expire on 30 November 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 Ordinary Shares to be allotted or rights to subscribe for Ordinary Shares to be granted after such expiry and the Directors may allot Ordinary Shares or grant rights to subscribe for, or convert any security into Ordinary Shares after such expiry and the Directors may allot Ordinary Shares or grant rights in pursuance of any such offers or agreements as if the relevant authority conferred by this resolution had not expired.
2. **THAT**, 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 Ordinary Shares and to grant rights to subscribe for Ordinary Shares in the Company up to an aggregate nominal value of £1,500,000 pursuant to the Placing Programme, provided that the authority hereby conferred on the Directors shall expire on 18 September 2019 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 Ordinary Shares to be allotted or rights to subscribe for Ordinary Shares to be granted after such expiry and the Directors may allot Ordinary Shares or grant rights to subscribe for, or convert any security into Ordinary Shares after such expiry and the Directors may allot Ordinary 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**

3. **THAT**, subject to the passing of the resolutions set out in paragraph 1 the Directors be generally and unconditionally empowered for the purposes of section 570 of the Companies Act to allot Ordinary Shares for cash pursuant to the authority conferred by the resolution referred to in paragraph 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 Ordinary Shares pursuant to the Issue and shall expire on 30 November 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.

4. **THAT**, subject to the passing of the resolutions set out in paragraph 2, the Directors be generally and unconditionally empowered for the purposes of section 570 of the Companies Act to allot Ordinary Shares for cash pursuant to the authority conferred by the resolution referred to in paragraph 2, 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 Ordinary Shares pursuant to the Placing Programme and shall expire on 18 September 2019 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.

#### **ORDINARY RESOLUTION**

5. **THAT**, subject to the passing of the resolutions set out in paragraphs 1 and 3 and in substitution for the authorities passed at the annual general meeting held on 10 May 2018, 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:
- (a) allot Ordinary Shares and to grant rights to subscribe for Ordinary Shares in the Company up to an aggregate nominal value of £1,321,174.03 representing one third of the total issued Ordinary Share capital of the Company immediately following completion of the Issue assuming the Company issues 150 million new Ordinary Shares pursuant to the Issue (or such lower amount as represents one third of the total issued Ordinary Share capital in the event that fewer than 150 million Ordinary Shares are issued pursuant to the Issue); and
  - (b) allot equity securities (as defined in section 560 of the Companies Act) up to an aggregate nominal value of £2,642,348.07 representing two thirds of the total issued Ordinary Share capital of the Company immediately following completion of the Issue assuming the Company issues 150 million new Ordinary Shares pursuant to the Issue (or such lower amount as represents two thirds of the total issued Ordinary Share capital in the event that fewer than 150 million Ordinary Shares are issued pursuant to the Issue), such amount to be reduced by the nominal amount of any shares allotted or rights granted under paragraph 5(a) in connection with an offer by way of a rights issue to:
    - (i) holders of Ordinary Shares in the Company in the 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 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,

provided that the authority hereby conferred on the Directors shall expire on 18 September 2019 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 Ordinary Shares to be allotted or rights to subscribe for Ordinary Shares to be granted after such expiry and the Directors may allot Ordinary Shares or grant rights to subscribe for, or convert any security into Ordinary Shares after such expiry and the Directors may allot Ordinary 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**

6. **THAT**, subject to the passing of the resolution set out in paragraph 5 and in substitution for the authorities passed at the annual general meeting held on 10 May 2018, the Directors be generally and unconditionally empowered for the purposes of section 570 of the Companies Act to allot equity securities within the meaning of section 560 of the Companies Act for cash either pursuant to the authority conferred by paragraph 5 or by way of a sale of treasury shares in each case as if section 561 of the Companies Act did not apply to any such allotment, provided that this authority shall be limited to:

- (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 5(b), such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only) to:
  - (iii) Ordinary Shareholders in proportion (as nearly as may be practicable) to their existing holding; and
  - (iv) 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 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; and
- (b) the allotment (otherwise than pursuant to (a) above), up to an aggregate nominal amount of £198,176.11 (representing 5 per cent. of the total issued Ordinary Share capital of the Company immediately following completion of the Issue assuming the Company issues 150 million Ordinary Shares pursuant to the Issue) (or such lower amount as represents 5 per cent. of the total issued Ordinary Share capital in the event that fewer than 150 million Ordinary Shares are issued pursuant to the Issue), provided that the authority hereby conferred on the Directors shall expire on 18 November 2019 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 equity securities to be allotted (and treasury shares sold) after such expiry and the Directors may allot equity securities or grant rights to subscribe for, or convert any security into Ordinary Shares after such expiry and the Directors may allot Ordinary Shares or grant rights in pursuance of any such offers or agreements as if the relevant authority conferred by this resolution had not expired.

7. **THAT**, subject to the passing of the resolution set out in paragraph 5 and in substitution for the authorities passed at the annual general meeting held on 10 May 2018, the Directors be generally and unconditionally empowered for the purposes of section 570 of the Companies Act in addition to any authority granted pursuant to paragraph 6 to allot equity securities within the meaning of section 560 of the Companies Act for cash either pursuant to the authority conferred by paragraph 5 or by way of a sale of treasury shares in each case as if section 561 of the Companies 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 £198,176.11 (representing 5 per cent. of the total issued Ordinary Share capital of the Company immediately following completion of the Issue assuming the Company issues 150 million Ordinary Shares pursuant to the Issue) (or such lower amount as represents 5 per cent. of the total issued Ordinary Share capital in the event that fewer than 150 million Ordinary Shares are issued pursuant to the Issue); 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, provided that the authority hereby conferred on the Directors shall expire on 18 November 2019 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 equity securities to be allotted (and treasury shares sold) after such expiry and the Directors may allot equity securities or grant rights to subscribe for, or convert any security into Ordinary Shares after such expiry and the Directors may allot Ordinary Shares or grant rights in pursuance of any such offers or agreements as if the relevant authority conferred by this resolution had not expired.



Director

PRESENTED BY:  
Taylor Wessing LLP  
5 New Street Square  
London EC4A 3TW  
Ref: WRB