

**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 Triple Point Social Housing REIT 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.



*(Incorporated in England and Wales with registered number 10814022)*

## **Notice of Annual General Meeting**

Notice of the Annual General Meeting which has been convened for 28 May 2019 at 9.30am at the offices of Canaccord Genuity Limited, 88 Wood Street, London, EC2V 7QR is set out on pages 2 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, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and in any event not later than 9.30am on 23 May 2019.



Registered Office:  
1 King William Street  
London  
EC4N 7AF  
United Kingdom

28 March 2019

Dear Shareholder,

**Notice of Annual General Meeting**

I am pleased to invite you to Triple Point Social Housing REIT plc's (the "**Company**") 2019 Annual General Meeting ("AGM") which we are holding at 9.30am on 28 May 2019 at the offices of Canaccord Genuity Limited, 88 Wood Street, London, EC2V 7QR. The formal notice of AGM and the resolutions to be proposed are set out on pages 2 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 9.30am on 23 May 2019.

We, as the Board of Directors of the Company, would like to encourage you to participate in the AGM and to make use of this opportunity to raise questions to the Board. If you would like to submit a question in advance, please write to the Company Secretary at 1 King William Street, London, EC4N 7AF or email: [contact@hanwayadvisory.com](mailto:contact@hanwayadvisory.com).

**Recommendation**

The Board considers that all resolutions contained in this AGM notice are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company for the benefit of its shareholders as a whole. The Board unanimously recommends that you vote in favour of the proposed resolutions as the Directors intend to do in respect of their own beneficial holdings.

Yours faithfully,

Chris Phillips

Chairman

(Company Number 10814022)

Triple Point Social Housing REIT plc  
Company Number: 10814022

Registered Office: 1 King William Street, London, EC4N 7AF, United Kingdom

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Triple Point Social Housing REIT plc (the "Company") will be held at 9.30am on 28 May 2019 at the offices of Canaccord Genuity Limited, 88 Wood Street, London, EC2V 7QR to transact the following business.

You will be asked to consider and, if thought fit, approve the following resolutions. Resolutions 1 to 11 (inclusive) will be proposed as ordinary resolutions and Resolutions 12 to 15 (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.**

### **Ordinary Resolutions Report and Accounts**

1. To receive and adopt the audited financial statements of the Company for the financial year ended 31 December 2018 and the reports of the Directors and Auditors on those financial statements ('**Annual Report and accounts**').

### **Directors' Remuneration Report**

2. To approve the Directors' Remuneration Report (excluding Directors' remuneration policy) contained within the Annual Report and accounts of the Company for the financial year ended 31 December 2018.

### **Directors**

3. To elect Tracey Fletcher-Ray as a Director of the Company.  
4. To re-elect Christopher Phillips as a Director of the Company.  
5. To re-elect Ian Reeves CBE as a Director of the Company.  
6. To re-elect Peter Coward as a Director of the Company.  
7. To re-elect Paul Oliver as a Director of the Company.

### **Auditors**

8. To re-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.  
9. To authorise the Audit Committee to determine the Auditors' remuneration.

### **Directors' Authority to Allot Shares**

10. 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 £1,171,174; and
- b) allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal value of £2,342,348 (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 is in addition to the authorities granted by the shareholders on 18 October 2018 in relation to the Placing Programme referred to in the prospectus published by the Company dated 19 September 2018, and 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.

## Dividends

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

### Disapplication of pre-emption rights

12. 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 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 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 £175,676.

This authority is in addition to the authorities granted by the shareholders on 18 October 2018 in relation to the Placing Programme referred to in the prospectus published by the Company dated 19 September 2018. 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. 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 £175,676; 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 authority is in addition to the authorities granted by the shareholders on 18 October 2018 in relation to the Placing Programme referred to in the prospectus published by the Company dated 19 September 2018. 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.

## Authority to purchase own shares

14. 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 52,667,696 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 to 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 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.

## Notice period for general meetings other than annual general meetings

15. 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 Hanway Advisory Limited Company Secretary

Registered Office:  
1 King William Street  
London  
EC4N 7AF  
United Kingdom  
(Company Number 10814022)

## Explanatory Notes to the Resolutions

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

Resolutions 1 to 11 (inclusive) are proposed as ordinary resolutions. This means that for each of these resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 12 to 15 (inclusive) are proposed as special resolutions. This means that for each of those resolutions to be passed, at least threequarters of the votes cast must be in favour of the resolution.

### Report and Accounts

#### Resolution 1

The Directors of the Company are required to present the Annual Report and accounts to the meeting.

### Directors' Remuneration Report

#### Resolution 2

The Directors' Remuneration Report provides details of the remuneration paid to the Directors during the year ended 31 December 2018. It also gives details of the way in which the Company will implement its Policy.

Resolution 2, in line with current legislation, will be an advisory vote and will not affect the way in which the pay policy has been implemented or the future remuneration that is paid to any Director. The Remuneration Report can be found in the Company's Annual Report and accounts on pages 87 to 90.

### Directors

#### Resolutions 3 to 7

These resolutions are to approve the election or re-election of the Directors of the Board. In accordance with the AIC Code of Corporate Governance, all Directors will be subject to annual re-election and will retire and those willing to serve again will submit themselves for election or re-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.

The Board considers that the performance of each Director continues to be effective and demonstrates the commitment required to continue in their present roles, and that each Director's contribution continues to be important to the Company's long-term sustainable success. This consideration is based on, amongst other things, the business skills and industry experience of each of the Directors, as well as their knowledge and understanding of the Company's business model.

The Board has also considered the other contributions which individual Directors may make to the work of the Board, with a view to ensuring that:

- (i) the Board maintains a diverse balance of skills, knowledge, backgrounds and capabilities leading to better decision-making; and
- (ii) each Director is able to commit the appropriate time necessary to fulfilling their roles.

Further details of the review of the Board's effectiveness are set out on pages 76 to 77 of the Annual Report and accounts.

Biographical details of each of the Directors standing for election or re-election are as follows:

#### Tracey Fletcher-Ray

##### *– Independent non-executive director*

Tracey has considerable expertise as an executive and non-executive in the care and support sectors. Tracey is currently non-executive director to L&Q Group, one of the UK's largest Housing Associations and developers, and Managing Director of Caring Homes, a leading provider of care homes for the elderly. She spent nearly two years as Managing Director at Berendsen PLC, where she was in charge of developing the company's healthcare business, strategy and growth and eight years at Bupa UK, holding Managing Director roles in the Care Home business which involved contracting with and providing services on behalf of local authorities and the NHS, and Bupa Health Clinics, operating as a member of the Bupa UK Board

#### Christopher Phillips

##### *– Independent non-executive Chairman*

Chris is the current non-executive Chairman of Places for People, the UK's leading registered social landlord, with over 150,000 properties, and 1,500 employees. He brings with him more than 35 years' experience of real estate and listed companies experience. Of note is his role at Colliers where, after heading its residential consultancy business, he became the first Managing Director of Colliers Capital UK Ltd (Colliers commercial real estate property fund), from 1998 to 2005. Chris is chairman of Londonnewcastle, a leading residential led, mixed-use developer in London and he was previously a member of the Octopus Healthcare Advisory Board which invests, develops, and creates partnerships to deliver innovative healthcare buildings to improve the health, wealth and wellbeing of the UK.

#### Ian Reeves

##### *– Senior independent non-executive director*

Ian is senior partner and co-founder of Synaps Partners LLP. He is visiting Professor of infrastructure investment and construction at The Alliance Manchester Business School, chairman of GCP Infrastructure Investments Limited and Chairman of The Estates and Infrastructure Exchange (EIX). Ian was founder and Chairman of High-Point Rendel Group a pioneering management and engineering consultancy company with a global network of offices. He has been president and CEO of Cleveland Bridge, Chairman of McGee Group, Chairman of Constructing Excellence and Chairman of the London regional council of the CBI. Ian was awarded his CBE in 2003 for services to business and charity.

#### Paul Oliver

##### *– Independent non-executive director*

Paul has over 40 years' experience in real estate development and investment management in both the UK and Europe. He has been at the forefront of the establishment of property funds since 1991 when he launched UK Prime, a shopping centre fund operated by Dusco UK. Paul established Equity Partnerships Limited,

promoting and managing collective investment schemes, which merged with the Teesland Group in 2000. In 2002 he launched Teesland plc on the London Stock Exchange, building funds under management to €6.5 billion before its sale to Valad in June 2007. Paul is currently chief executive of Curlew Capital, which currently manages Curlew Student Trust 1 and 2, which together hold a portfolio of over 9,000 student accommodation beds in the UK.

#### **Peter Coward**

##### **– Independent non-executive director**

Peter was, until the end of June 2016, a Senior Tax Partner at PwC (specialising in property), for whom he had worked since 1977 and was a partner from 1989. He has a BA in Economics and qualified as a Chartered Accountant in 1980. Peter has worked with private and quoted businesses, from small entrepreneurial firms to large international organisations across a wide spectrum of industries advising on structuring and the tax implications of complex international transactions. He has a detailed knowledge and understanding of tax regimes worldwide and of organisational and project structuring to optimise the tax position.

#### **Auditors**

##### **Resolution 8**

This resolution is to approve the re-appointment of the Auditors, BDO LLP. The Auditors will hold office until the conclusion of the next General Meeting at which accounts are laid. BDO LLP have indicated their willingness to continue in office.

##### **Resolution 9**

This resolution 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 10**

The purpose of this resolution is to provide the Directors' with authority to allot shares. This authority is in addition to and shall not substitute the authorities granted by the shareholders on 18 October 2018 in relation to the Placing Programme referred to in the prospectus published by the Company on 19 September 2018.

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 £1,171,174 (117,117,400 Ordinary Shares), which is equivalent to approximately one third of the current issued ordinary share capital of the Company as at 28 March 2019. The authority will expire immediately following the Company's 2020 AGM or on 28 August 2020, whichever is the earlier.

The authority in paragraph (b) will allow the Directors to allot new shares or to grant rights to subscribe for or convert any security into shares in the Company only in

connection with a pre-emptive rights issue up to an aggregate nominal value of £2,342,348 (234,234,800 Ordinary Shares), which is approximately two thirds of the Company's issued share capital as at 28 March 2019 (inclusive of the nominal value of £1,171,174 sought under paragraph (a) of the resolution). This is in line with corporate governance guidelines. There is no present intention to exercise this authority.

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

As at 28 March 2019 (being the latest practicable date before the publication of this notice), the Company did not hold any shares in treasury.

#### **Dividends**

##### **Resolution 11**

The Company intends to pay four dividends per annum and for such dividends to be declared as "interim" dividends. The alternative to this would be to declare three interim dividends with the final dividend being proposed as a "final" dividend. However, a final dividend would require shareholder approval which would delay payment of the dividend. To avoid this potential delay, the Company will propose a dividend policy at each AGM that enables the Company to pay all of its dividends as "interim" dividends and for the last dividend not to be categorised as a "final" dividend that is subject to shareholder approval.

#### **Disapplication of pre-emption rights**

##### **Resolutions 12 and 13**

If the Directors wish to exercise the authority under Resolution 10 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 12 would authorise the Directors to do this and, apart from rights issues or any other preemptive offer concerning equity securities, the authority will be limited to the allotment of shares for cash or sale of treasury shares for cash up to an aggregate nominal value of £175,676, which is equivalent to approximately 5 per cent. of the Company's issued ordinary share capital as at 28 March 2019, being the latest practicable date prior to the publication of this notice.

Resolution 12 also seeks a disapplication of the pre-emption rights on a rights issue or other pre-emptive issue so as to allow the Directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which, for example, might arise with overseas shareholders.

Your Board intends to adhere to the guidance issued by the Investment Association (as updated in July 2016), the

Pre-Emption Group's Statement of Principles (as updated in March 2015) (the "**Statement of Principles**") and the template resolutions published by the Pre-Emption Group in May 2016.

The Directors therefore seek an additional authority under resolution 13 to issue shares for cash on a non-pre-emptive basis up to a maximum number of 17,567,600 (which includes the sale on a non pre-emptive basis of any shares held in treasury), which is equivalent to approximately 5 per cent. of the Company's issued ordinary share capital as at 28 March 2019, if used only for the purposes 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.

Unless shareholder approval is obtained, Ordinary Shares will only be issued pursuant to these authorities for cash on a non pre-emptive basis 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.

These authorities are in addition to and shall not substitute the authorities granted by the shareholders on 18 October 2018 in relation to the Placing Programme referred to in the prospectus published by the Company on 19 September 2018.

If given, the authorities contained in resolutions 12 and 13 will expire at the conclusion of the 2020 AGM or, if earlier, 28 August 2020 (the date which is 15 months after the passing of the resolution).

As at 28 March 2019, 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 14**

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 Act, the Company can 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 cost-effectively (including pursuant to the authority under Resolution 10 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 14, 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 28 March 2019) 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 28 March 2019.

If given, this authority will expire at the conclusion of the 2020 AGM or, if earlier, 28 August 2020 (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 15**

This resolution 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. 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 Thursday, 23 May 2019 (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 9.30am on 23 May 2019 (or, if the meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned meeting). You may return your Form of Proxy using the prepaid envelope provided or

delivered by post or by hand (during normal business hours) to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. 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 Computershare 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 via [www.euroclear.com/CREST](http://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 (ID 3RA50) 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 appointed through CREST should be 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](http://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 if:

- (i) 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) 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 AGM**

Except as provided above, members who have general queries about the meeting should contact the Company's Registrar, Computershare, at: [www.investorcentre.co.uk/contactus](http://www.investorcentre.co.uk/contactus) or the Company Secretary at the Registered Office address.

You may not use any electronic address provided either in this notice or any related documents (including the chairman's letter and Form of Proxy), to communicate with the Company for any purposes other than those expressly stated.

#### **Shareholders' right to give notice of a resolution**

Shareholders meeting (in aggregate) the threshold under sections 338 and 338A of the Act may instruct the Company: (i) to give shareholders (entitled to receive notice of the AGM) notice of a resolution which may properly be proposed and is intended to be proposed at the meeting; and/or (ii) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business.

A resolution may properly be proposed or a matter may properly be included in the business unless:

- (a) (in the case of a resolution only) it would, if passed, be ineffective;
- (b) it is defamatory of any person; or
- (c) it is frivolous or vexatious.

Such a request:

- (i) may be in hard copy form or in electronic form;
- (ii) must identify the resolution of which notice is to be given or the matter to be included in the business;
- (iii) must be authorised by the person or persons making it, must be received by the Company not later than 16 April 2019, being the date six clear weeks before the meeting; and
- (iv) (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

***Total Voting Rights***

As at 28 March 2019, being the last practicable day prior to the publication of this notice, the Company's issued share capital consisted of 351,352,210 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 28 March 2019 are 351,352,210 Ordinary Shares.

***Website***

A copy of this notice, and other information required by section 311A of the Act, can be found at:

<https://www.triplepointreit.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 9.15am until the AGM ends:

- copies of letters of appointment of the non-executive Directors;
- copies of the articles of association; and
- Directors' interest register.