

# UK COMMERCIAL PROPERTY TRUST LIMITED

*(incorporated in Guernsey with registration number 45387)*

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of UK Commercial Property Trust Limited (the "Company") will be held at 10.00 a.m. on 31 March 2015 at Trafalgar Court, Les Banques, St Peter Port, Guernsey GY1 3QL to consider and, if thought fit, pass the following resolution as a special resolution.

### SPECIAL RESOLUTION

THAT, with effect from the passing of this resolution, the articles of incorporation of the Company produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification be adopted as the Company's articles of incorporation in substitution for and to the exclusion of all existing articles of incorporation.

PO Box 255  
Trafalgar Court  
Les Banques  
St Peter Port  
Guernsey GY1 3QL

By Order of the Board

**Northern Trust International Fund  
Administration Services (Guernsey) Limited**  
Secretary

5 March 2015

#### Notes:

1. A member entitled to attend and vote at the meeting may appoint one or more proxies to attend and to speak and vote instead of him or her. A proxy does not need to be a member of the Company. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him.
2. A reply paid Form of Proxy is enclosed. To be valid, the Form of Proxy and the original (or a certified true copy) of any power of attorney or other authority under which the Form of Proxy is signed must be deposited at the office of the Company's Registrars, whose address is shown on the Form of Proxy, no later than 10.00 a.m. on 27 March 2015 (or, in the event of an adjournment, the time which is 48 hours before the adjourned meeting). Completion of the Form of Proxy will not affect the right of a Shareholder to attend and vote at this meeting.
3. Under regulation 41 of the Uncertificated Securities Regulations 2001, only persons included in the register of members of the Company at 6.00 p.m. on 27 March 2015 (or, in the event of any adjournment, 6.00 p.m. on the date which is two days before time of the adjourned meeting) are entitled to attend or vote at the meeting in respect of the shares registered in their names at that time. Changes to entries on the register after the relevant deadline shall be disregarded in determining the rights of any person to attend or vote at the meeting (or adjourned meeting).
4. As at 4 March 2015 (being the last business day prior to the publication of this notice) the Company's issued share capital consisted of 1,299,412,465 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 4 March 2015 were 1,299,412,465 votes.
5. Any person holding 5 per cent. or more of the total voting rights of the Company who appoints a person other than the chairman of the meeting as his proxy will need to ensure that both he and his proxy complies with their respective disclosure obligations under the UK Disclosure and Transparency Rules.
6. Information regarding the general meeting is available from the Company's webpage at [www.ukcpt.co.uk](http://www.ukcpt.co.uk).