

## **REAL ESTATE INVESTORS PLC (THE “COMPANY”) NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 2019 Annual General Meeting of the Company will be held at 75-77 Colmore Row, Birmingham, B3 2AP on 17 May 2019 at 11.00 am for the following purposes:

To consider and, if thought fit, to pass the following resolutions 1 to 7, which will be proposed as ordinary resolutions.

1. To receive the audited financial statements for the year ended 31 December 2018, and the reports of the directors and the auditor thereon.
2. To receive and, if thought fit, approve the report of the Remuneration Committee.
3. To re-elect JRA Crabtree, who retires by rotation in accordance with the Company’s Articles of Association, as a director.
4. To re-elect PPS Bassi, who retires by rotation in accordance with the Company’s Articles of Association, as a director.
5. To reappoint Grant Thornton UK LLP as auditor of the Company to hold office until the conclusion of the next general meeting at which audited financial statements are laid before the Company.
6. To authorise the directors to fix the remuneration of the auditors of the Company.
- 7.

(i) To generally and unconditionally authorise the directors pursuant to Section 551 of the Companies Act 2006 (the “Act”) to exercise all powers of the Company to allot shares or rights to subscribe for or to convert any security into shares (“Shares”) up to an aggregate nominal amount of £6,214,020 (which represents one third of the issued share capital of the Company), provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company save that the Company may before such expiry make an offer or agreement which would or might require Shares to be allotted after such expiry and the Board may allot Shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired;

and further,

(ii) To generally and unconditionally authorise the directors pursuant to Section 551 of the Act to exercise all powers of the Company to allot Shares in connection with a rights issue in favour of shareholders where the Shares respectively attributable to the interests of all shareholders are proportionate (as nearly as may be) to the respective numbers of shares held by them up to an aggregate nominal amount of £6,214,020 (which represents one third of the issued share capital of the Company), provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company save that the Company may before such expiry make an offer or agreement which would or might require Shares to be allotted after such expiry and the Board may allot Shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

To consider and, if thought fit, pass the following resolutions 8 and 9, which will be proposed as special resolutions.

8. Subject to the passing of resolution 7, to generally empower the directors pursuant to Section 571 of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by the previous resolution as if Section 561 of the Act did not apply to any such allotment provided that this power shall be limited:
  - (i) to the allotment of equity securities in connection with a rights issue, open offer or otherwise in favour of shareholders where the equity securities respectively attributable to the interests of all shareholders are proportionate (as nearly as may be) to the respective numbers of shares held by them but subject to the directors having a right to make such exclusions or other arrangements in connection with the offering as they deem necessary or expedient:
    - (A) to deal with equity securities representing fractional entitlements; and
    - (B) to deal with legal and practical problems arising in any overseas territory under the laws of any territory or the requirements of a regulatory body or stock exchange or any other matters; and
  - (ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal amount of £932,103 (which represents five per cent. of the issued share capital of the Company),

and this power shall expire at the conclusion of the next Annual General Meeting of the Company save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

# NOTICE OF ANNUAL GENERAL MEETING CONTINUED

9. To authorise the Company generally and unconditionally for the purposes of Section 701 of the Act to make market purchases (within the meaning of Section 693 of the Act) of ordinary shares of 10 pence each in the capital of the Company ("Ordinary Shares") provided that:
- (i) the maximum number of Ordinary Shares hereby authorised to be purchased is 18,642,060 (which represents approximately 10 per cent. of the current issued share capital of the Company);
  - (ii) the minimum price which may be paid for an Ordinary Share is 10 pence (exclusive of expenses) being the nominal value of each such share; and
  - (iii) the maximum price at which an Ordinary Share may be purchased is an amount (exclusive of expenses) equal to 105 per cent. of the average middle market quotations for such shares as derived from the AIM Appendix to the Official List of the London Stock Exchange plc for each of the five business days immediately preceding the date on which the purchase is made, and shall, unless it is (prior to its expiry) duly revoked or is renewed, expire at the conclusion of the next Annual General Meeting, save that the Company may make a contract to purchase Ordinary Shares under this authority before such expiry which will or may be executed wholly or partly after such expiry, and may make purchases of Ordinary Shares pursuant to any such contract as if such authority had not expired.

By order of the Board

Company number: 05045715

MHP Daly  
Secretary

Registered Office:  
75-77 Colmore Row,  
Birmingham, B3 2AP

Dated: 12 April 2019

## Notes

1. JRA Crabtree and PPS Bassi retire by rotation in accordance with article 23.4 of the Company's Articles of Association and offer themselves for re-election pursuant to resolutions 3 and 4 set out in this notice of Annual General Meeting.
2. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. A member entitled to attend, speak and vote at the meeting is entitled to appoint one or more proxies to attend, speak and vote instead of him, provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you may photocopy the form of proxy. The proxy need not be a member of the Company. Details of how to appoint the Chairman of the meeting or another person as your proxy using the form of proxy are set out in the notes to the form of proxy. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
3. The notes to the form of proxy explain how to direct your proxy how to vote on each resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting. Completion of the form of proxy will not preclude a member from attending and voting in person.
4. A form of proxy is enclosed with this notice. To be valid, the form must be deposited by hand only at the offices of the Company's Registrars, Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, or in accordance with the reply paid details not less than 48 hours (excluding, in the calculation of such time period, any part of a day that is not a working day) by 11.00am on 15 May 2019 or any adjourned meeting.
5. Subject to the following principles, where more than one proxy is appointed, where a form of proxy does not state the number of shares to which it applies (a "blank proxy") then that proxy is deemed to have been appointed in relation to the total number of shares registered in your name (the member's "entire holding"). In the event of a conflict between a blank proxy and a form of proxy which does state the number of shares to which it applies (a "specific proxy"), the specific proxy shall be counted first, regardless of the time it was sent or received (on the basis that as far as possible, the conflicting forms of proxy should be judged to be in respect of different shares) and remaining shares will be apportioned to the blank proxy (pro rata if there is more than one).
6. Where there is more than one proxy appointed and the total number of shares in respect of which proxies are appointed is no greater than your entire holding, it is assumed that proxies are appointed in relation to different shares, rather than that conflicting appointments have been made in relation to the same shares. When considering conflicting proxies, later proxies will prevail over earlier proxies, and which proxy is later will be determined on the basis of which proxy is last delivered. Proxies in the same envelope will be treated as sent and delivered at the same time, to minimise the number of conflicting proxies.
7. If conflicting proxies are sent or delivered at the same time in respect of (or deemed to be in respect of) your entire holding, none of them shall be treated as valid.
8. Where the aggregate number of shares in respect of which proxies are appointed exceeds your entire holding and it is not possible to determine the order in which they were sent or delivered (or they were all sent or delivered at the same time), the number of votes attributed to each proxy will be reduced pro rata (on the basis that as far as possible, conflicting forms of proxy should be judged to be in respect of different shares). Where this gives rise to fractions of shares, such fractions will be rounded down.

# NOTICE OF ANNUAL GENERAL MEETING CONTINUED

9. If you appoint a proxy or proxies and then decide to attend the meeting in person and vote, on a poll, using your poll card, then your vote in person will override the proxy vote(s). If your vote in person is in respect of your entire holding then all proxy votes will be disregarded. If, however, you vote at the meeting in respect of less than your entire holding, if you indicate on your polling card that all proxies are to be disregarded, that shall be the case; but if you do not specifically revoke proxies, then your vote in person will be treated in the same way as if it were the last delivered proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding your entire holding.
10. In relation to note 9 above, in the event that you do not specifically revoke proxies, it will not be possible for the Company to determine your intentions in this regard. However, in light of the aim to include votes wherever and to the fullest extent possible, it will be assumed that earlier proxies should continue to apply to the fullest extent possible.
11. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
12. To change your proxy instructions simply submit a new proxy appointment using the method set out above. Note that the cut-off time for receipt of proxy appointments (see note 4 above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
13. In order to revoke a proxy instruction you will need to inform the Company by sending a signed notice clearly stating your intention to revoke your proxy appointment to Link Asset Services at the address set out at note 4. The revocation notice must be received by Link Asset Services no later than 11.00 am on 15 May 2019. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then your proxy appointment will remain valid.
14. In the case of a member which is a company, the form of proxy and any revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the form of proxy and any revocation notice is signed (or a duly certified copy of such power or authority) must be included with the form of proxy and any revocation notice.
15. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of members in order to have the right to attend, speak and vote at the Annual General Meeting is close of business on 15 May 2019 (being not more than 48 hours (excluding, in the calculation of such time period, any part of a day that is not a working day) prior to the time fixed for the meeting), or, if the meeting is adjourned, 48 hours (excluding, in the calculation of such time period, any part of a day that is not a working day) prior to the time fixed for the adjourned meeting. Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend, speak or vote at the meeting.
16. The following documents will be available for inspection at the Company's registered office address from the date of this notice until the time of the meeting and for at least 15 minutes prior to the meeting and during the meeting:
  - (i) copies of contracts of service of executive directors with the Company; and
  - (ii) copies of the letters of appointment of the non-executive directors of the Company.
17. Except as provided above, members who have general queries about the meeting should contact Marcus Daly, Company Secretary on 0121 212 3446 (no other methods of communication will be accepted). You may not use any electronic address provided either:
  - (i) in this notice of Annual General Meeting; or
  - (ii) any related documents (including the form of proxy), to communicate with the Company for any purposes other than those expressly stated.

## **Explanatory notes:**

### **Resolution 7 – Directors’ power to allot relevant securities**

Under section 551 of the Act, relevant securities may only be issued with the consent of the members, unless the members pass a resolution generally authorising the directors to issue shares without further reference to the members. This resolution authorises the general issue of shares up to an aggregate nominal value of £6,214,020, which represents one third of the nominal value of the current ordinary share capital of the Company and a further issue of shares up to an aggregate nominal value of £6,214,020, which represents a further one third of the nominal value of the current share capital of the Company for the purposes of fully pre-emptive rights issues. Such authorities will expire at the conclusion of the next Annual General Meeting of the Company.

### **Resolution 8 – Disapplication of pre-emption rights on equity issues for cash**

Section 561 of the Act requires that a company issuing shares for cash must first offer them to existing shareholders following a statutory procedure which, in the case of a rights issue, may prove to be both costly and cumbersome. This resolution excludes that statutory procedure as far as rights issues are concerned. It also enables the directors to allot shares up to an aggregate nominal value of £932,103, which represents five per cent. of the nominal value of the current ordinary share capital of the Company, subject to resolution 7 being passed. The directors believe that the limited powers provided by this resolution will maintain a desirable degree of flexibility. Unless previously revoked or varied, the disapplication will expire at the conclusion of the next Annual General Meeting of the Company.

### **Resolution 9 – Authority to make market purchases**

In certain circumstances it may be advantageous for the Company to purchase its own shares and this resolution seeks the authority from members to continue to do so. Authority was given to the Company to make market purchases up to an aggregate of 18,642,060 of its Ordinary Shares at the Annual General Meeting held on 18 May 2018 (being equal to approximately 10 per cent of the Company’s issued ordinary share capital at that time). This authority is due to expire at the end of the Annual General Meeting and it is proposed that the Company be authorised to continue to make market purchases up to an aggregate of 18,642,060 Ordinary Shares, representing approximately 10 per cent of the Company’s current issued ordinary share capital. Renewing the authority for the Company to purchase Ordinary Shares in the market is intended to allow the directors to take advantage of opportunities that may arise to increase value for members. The directors will exercise this power only when, in the light of market conditions prevailing at the time, they believe that the effect of such purchases will be to increase earnings per share and will be likely to promote the success of the Company for the benefit of its members as a whole. Other investment opportunities, appropriate gearing levels and the overall position of the Company will be taken into account when exercising this authority. The price paid for Ordinary Shares will not be less than the nominal value of 10 pence per share nor more than 105 per cent. of the average middle market quotations for such shares as derived from the AIM Appendix to the Official List of the London Stock Exchange plc for each of the five business days immediately preceding the date on which the purchase is made.

The Company may hold in treasury any of its own shares that it purchases pursuant to the Act and the authority conferred by this resolution. This gives the Company the ability to reissue treasury shares quickly and cost-effectively and provides the Company with greater flexibility in the management of its capital base. It also gives the Company the opportunity to satisfy employee share scheme awards with treasury shares. 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 shares. Further, no dividend or other distribution of the Company’s assets may be made to the Company in respect of the treasury shares.

The Directors have no present intention of purchasing Ordinary Shares in the market. The authority given under this Resolution will lapse, unless renewed, at the conclusion of the next Annual General Meeting of the Company. It is the present intention of the directors to seek renewal of this authority annually.