

GROUND RENTS INCOME FUND PLC

FORM OF PROXY

Form of proxy for use at the general meeting of Ground Rents Income Fund plc (the Company) to be held at the registered office of the Company, 111 Park Street, Mayfair, London W1K 7JL on 23 May 2013 at 10.30 a.m. or at any adjournment.

Before completing this form, please read the notice of meeting and the explanatory notes below.

I/We,.....
(Full name(s) in block capitals)

of
(Address in block capitals)

being (a) holder(s) of ordinary shares of 50p each in the Company hereby appoint the chairman of the meeting/the following person (*see note 2*):

.....
(Full name of proxy in block capitals)

of
(Address of proxy in block capitals)

as my/our proxy to exercise all or any of my/our rights to attend, to speak and to vote for me/us on my/our behalf at the general meeting of the Company to be held on 23 May 2013 at 10.30 a.m. and at any adjournment meeting thereof.

Please mark this box if this proxy appointment is one of multiple appointments being made by the same shareholder (*see note 3*).

Number of shares (*see notes 1 and 2 below*)

I/We have indicated with a "x" how I/we wish my/our proxy to vote on the resolutions to be proposed at the meeting. I/we further direct my/our proxy to vote (or refrain from voting) as he/she thinks fit for me/us and on my/our behalf on any other matter which may properly come before the meeting or any adjournment meeting. If no indication is given, the proxy may vote or refrain from voting at his/her discretion.

Please indicate how you wish your proxy to vote or abstain by inserting "X" in the appropriate box.

ORDINARY RESOLUTION	For	Against	Vote Withheld (<i>see note 4</i>)
1. To authorise the Directors to allot shares, including the Convertible Preference Shares pursuant to the Placing, up to an aggregate nominal amount of £27,275,000.			
SPECIAL RESOLUTIONS			
2. To disapply the statutory pre-emption rights set out in the Companies Act to permit the directors to allot (i) the Convertible Preference Shares pursuant to the Placing, and/or (ii) Shares to existing Shareholders, where such offer is made in proportion to their existing holdings, and/or (iii) Shares otherwise up to an aggregate nominal amount of £2,400,000, in each case as if the statutory pre-emption rights set out in the Companies Act did not apply to any such allotment.			
3. To amend the articles of association of the Company to create the rights attaching to the Convertible Preference Shares.			

Signature

Date

Name of Shareholder (*please print*)

Please mark this box if signing on behalf of a member under a power of attorney or other authority.

Notes:

1. A proxy need not be a member of the Company. A member who is entitled to attend and vote at the meeting is entitled to appoint another person, or two or more persons in respect of different shares held by him, as his proxy to exercise all or any of his rights to attend and to speak and vote at the meeting.
2. The appointment of the chairman of the meeting as proxy has been included for convenience. To appoint any other person as proxy delete the words “the chairman of the meeting” and insert the name of the person appointed proxy in the space provided. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy’s name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank they will be authorised in respect of your entire share holding.
3. To appoint more than one proxy, (an) additional proxy form(s) can be obtained from the Company’s Registrar, Capita Registrars Limited, or you may photocopy this form. Please enter in the box next to the proxy’s name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the relevant box if the proxy appointment is one of multiple appointments being made. All forms must be signed and should be returned together in the same envelope.
4. Please indicate by marking “X” in the appropriate space how you wish your votes to be cast. Unless otherwise instructed, a proxy may vote or refrain from voting on the resolutions, and in respect of any other business which may properly come before the meeting, at his discretion. The “Vote Withheld” option enables members to instruct their proxy not to vote on any particular resolution. However, it should be noted that a vote withheld in this way is not a “vote” in law and will not be counted in the votes “For” and “Against” a resolution.
5. This form must be signed and dated by the member or his/her attorney duly authorised in writing. If the member is a company it must be executed under its common seal or signed on its behalf by an officer or attorney or other person authorised to sign.
6. In the case of joint holders, the signature of any one will be sufficient, but the names of all the joint holders should be stated. The vote of the senior joint holder (according to the order in which the names stand in the register in respect of the holding) who tenders a vote in person or by proxy shall be accepted to the exclusion of the vote of the other joint holder(s).
7. To be valid, the form of proxy, together with any power of attorney or other written authority under which it is signed, or a notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power or written authority, must be completed, signed and returned so as to reach the Company’s Registrar, Capita Registrars Limited, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 10.30 a.m. on 21 May 2013.
8. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) through the CREST system, the appropriate CREST message must be received by the issuer’s agent (ID number RA10) by 10.30 a.m. on 21 May 2013. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied by the CREST Applications Host) from which the issuer’s agent is first able to retrieve the message. CREST personal members or other CREST sponsored members should refer to their CREST sponsor for assistance with appointing proxies via the CREST system. In certain circumstances the Company may, in accordance with the Uncertificated Securities Regulations 2001 or the CREST Manual, treat a CREST proxy appointment instruction as invalid.
9. Appointment of a proxy will not prevent a member from attending the meeting and voting in person.