

ATTENDANCE CARD

GROUND RENTS INCOME FUND PLC - ANNUAL GENERAL MEETING

To be held at registered office of the Company, 72 Welbeck Street, London W1G 0AY on 23 January 2018 at 11.00 a.m. or at any adjournment.

If you wish to attend this meeting in your capacity as a holder of Ordinary Shares, please sign this card and on arrival hand it to the Company's registrars. This will facilitate entry to the meeting.

Signature of person attending

Barcode:

Investor Code:

FORM OF PROXY

GROUND RENTS INCOME FUND PLC - ANNUAL GENERAL MEETING

Bar Code:

Investor Code:

I/We being a member of the company hereby appoint the Chairman of the meeting or (see note 1 over) Name of proxy

Event Code:

Number of shares proxy appointed over

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at 11.00 a.m. on Tuesday 23 January 2018 and at any adjournment thereof. I have indicated with a 'X' how I/we wish my/our votes to be cast on the following resolutions:

If you wish to appoint multiple proxies please see note 1 over. Please also tick here if you are appointing more than one proxy.

RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

For
Against
Vote Withheld

ORDINARY RESOLUTIONS

- | | | |
|---|---|---|
| 1 | To receive the audited financial statements and the reports of the directors and the auditors for the year ended 30 September 2017. | <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> |
| 2 | To re-elect Simon Wombwell as a director. | <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> |
| 3 | To re-appoint PricewaterhouseCoopers LLP as auditors. | <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> |
| 4 | To authorise the directors to determine the auditors' remuneration. | <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> |
| 5 | To authorise the directors to allot shares in the capital of the company up to a maximum aggregate nominal amount of £16,118,500. | <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> |

RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

For
Against
Vote Withheld

SPECIAL RESOLUTIONS

- | | | |
|---|---|---|
| 6 | To disapply the statutory pre-emption rights set out in the Companies Act to permit the directors to allot (i) shares to existing shareholders, where such offer is made in proportion to their existing holdings, and/or (ii) shares otherwise up to an aggregate nominal amount of £2,417,800 in each case as if the statutory pre-emption rights set out in the Companies Act did not apply to any such allotment. | <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> |
| 7 | To authorise the company to make market purchases of ordinary shares, subject to the conditions set out in the notice of the annual general meeting. | <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> |

Signature

Date

JOB No	89964 Ground Rents proxy		DATE STARTED	15.12.17	STARTED BY	KATE
PREVIOUS JOB No	86498	DATE AMENDED	AMENDED BY		PROOF NO	1
TEMPLATE NAME		SIZE	COLOURS	BLACK		
SAVED IN	PROXY	A/C HANDLER	CLIENT'S NAME	P SAAR		
				CC STUDIO		

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, Link Asset Services, 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 authority under which it is signed, or a notarially certified copy of such power or written authority, must be completed, signed and returned so as to reach the Company's Registrar, Link Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 11.00 a.m. on 19 January 2018.
- 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 11.00 a.m. on 19 January 2018. 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.

Business Reply Plus
Licence Number
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