

COMPANY NUMBER: 00986343

GLENSTONE REIT PLC (Company)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS GIVEN that the annual general meeting of the above named Company will be held at The In and Out Naval and Military Club, 4 St James's Square, London, SW1Y 4JU on 14 September 2022 at 12 noon for the following purposes.

ORDINARY BUSINESS

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

1. To receive the Company's audited accounts for the financial year ended 31 March 2022 together with the report of the directors, the strategic report and the auditors' report of those accounts.
2. To re-elect Adam Smith as a director of the Company.
3. To re-appoint Crowe UK LLP as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company at which the accounts are laid before the Company.
4. To authorise the directors to determine the remuneration of the auditors of the Company.

SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolution as ordinary resolutions,

5. **THAT** the Directors be generally and unconditionally authorised to allot equity securities (as defined in section 560 of the Companies Act 2006 (**Act**)):
 - 5.1 in the case of ordinary shares in the Company, having a nominal amount; and
 - 5.2 in the case of other equity securities, giving the right to subscribe for or convert into ordinary shares in the Company having a nominal amount,

not exceeding, in aggregate, £19,218.71 provided that the power granted by this resolution shall expire on the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) or, if earlier, at the close of business on 14 December 2023 save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot

equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot equity securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

To consider and, if thought fit, pass the following resolutions as special resolutions:

6. **THAT**, subject to the passing of resolution 5 in accordance with section 570 of the Act, the directors be generally empowered to allot equity securities (as defined in section 560 of the Act) (**Equity Securities**) pursuant to the authority conferred by 5 and be empowered pursuant to section 573 of the Act to sell ordinary shares (as defined in section 560 of the Act) held by the Company as treasury shares (as defined in section 724 of the Act) (**Treasury Shares**), as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall:
 - 6.1 be limited to the allotment of Equity Securities and/or the sale of Treasury Shares up to an aggregate nominal amount of £19,218.71; and
 - 6.2 expire on the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) or, if earlier, at the close of business on 14 December 2023, save that the directors may, before this power expires, make offers or agreements which would or might require Equity Securities to be allotted and/or Treasury Shares to be sold after its expiry and the directors may allot Equity Securities and/or sell Treasury Shares pursuant to such offers or agreements as if this power had not expired.
7. That the period of notice required for general meetings of the Company (other than annual general meetings) shall be not less than 14 days' notice.

BY ORDER OF THE BOARD

ROBERT PATRICK MAYBURY

Secretary

Date: 19th August 2022

Registered Office:

6 Duke Street, London, England, W1U 3EN

NOTES:

Entitlement to attend and vote

- 1 In order to have the right to attend or vote at the meeting a person must be entered on the register of members by 6 p.m. (BST) on 13 September 2022.

Appointment of proxies

- 2 As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
- 3 You may appoint more than one proxy 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, please use the procedures set out in the notes to the proxy form.
- 4 To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed (or a copy of it notorially certified in some other way approved by the directors) must be sent or delivered to the Company Secretary at 6 Duke Street, London, England, W1U 3EN so as to arrive not less than 48 hours before the time of the meeting. Completion of the proxy form does not preclude a member from subsequently attending and voting at the meeting in person.

Communication

- 5 Except as provided above, members who have general queries about the Meeting should telephone Rob Maybury on +44(0) 20 3915 9180 (no other methods of communication will be accepted):
- 6 You may not use any electronic address provided either:
 - in this notice of annual general meeting; or
 - in any related documents (including the chairman's letter and proxy form),to communicate with the Company for any purposes other than those expressly stated.