

GCP STUDENT LIVING PLC
(the "Company")

TERMS OF REFERENCE FOR THE DISCLOSURE COMMITTEE

as adopted on 1 September 2016

1. DEFINITIONS

- 1.1 Reference to the "**Committee**" shall mean the Disclosure Committee of the Company.
- 1.2 Reference to the "**Board**" shall mean the Board of Directors of the Company.
- 1.3 Reference to the "**Group**" shall mean the Company and its subsidiaries.
- 1.4 Reference to "**Inside Information**" shall mean information that is of a precise nature, has not been made public, relates directly or indirectly to the Company's shares, and if made public, would be likely to have a significant effect on the price of the Company's shares.

2. CONSTITUTION

- 2.1 The Board hereby resolves to establish a Committee of the Board to be known as the Disclosure Committee. The membership, duties and authorities of the Committee are set out in these Terms of Reference which may be amended from time to time by the Board.

3. MEMBERSHIP

- 3.1 The Committee shall comprise the full Board. The Chairman of the Board, an independent non-executive director, shall act as the Committee Chairman. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
- 3.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 3.3 The Board shall have the power, at any time, to remove any members from the Committee and to fill any vacancies.

4. SECRETARY

- 4.1 The Company Secretary or their nominee shall act as the Secretary of the Committee.
- 4.2 The Committee shall have access to the services of the Secretary on all Committee matters including: assisting the Chairman in planning the Committee's work, drawing up meeting agendas, maintenance of minutes,

drafting of material about its activities for the annual report, collection and distribution of information and provision of any necessary practical support.

5. QUORUM

5.1 The quorum necessary for the transaction of business shall be two Committee members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5.2 The members of the Committee shall, at the beginning of each meeting, declare the existence of any conflicts of interest arising and the Secretary of the Committee shall minute them accordingly.

5.3 The members of the Committee may meet for the despatch of business, adjourn and otherwise regulate meetings as they deem fit. Without prejudice to the foregoing, all or any of the members of the Committee may participate in a meeting of the Committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A member of the Committee so participating shall be deemed to be present in person at the meeting and shall be entitled to fully participate and be counted in the quorum accordingly.

6. PROCEDURE FOR COMMITTEE MEETINGS AND DECISIONS

6.1 The Committee shall meet at least once a year and otherwise as required.

6.2 In accordance with the Company's disclosure and communications procedures (the "Procedures") (see Appendix 1), which deal with the identification, control and release of Inside Information, the recommendations made by the Investment Manager in respect of identification and disclosure of potential inside information, and the decisions taken by the Committee in that respect, will be typically done via electronic communication. Responses from any two members of the Committee to such recommendations shall be considered a formal decision of the Committee.

7. NOTICE OF MEETINGS

7.1 Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chairman.

7.2 Meetings of the Committee may be called on short or immediate notice.

7.3 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, where possible, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

8. MINUTES OF MEETINGS

8.1 The Secretary of the Committee shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

- 8.2 Draft minutes of Committee meetings shall be circulated promptly to the Committee Chairman and thereafter, to the other members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless in the opinion of the Committee Chairman it would be inappropriate to do so.

9. DUTIES

- 9.1 The Committee shall carry out the duties detailed below for the Company, its subsidiary undertakings and the Group as a whole, as appropriate.

- 9.2 The principal role of the Committee is to ensure that adequate procedures, systems and controls are maintained to enable the Company to fully comply with its obligations regarding the timely and accurate identification and disclosure of all information to meet the legal and regulatory obligations and requirements arising under the Companies Act 2006, Financial Conduct Authority's ("FCA") Listing Rules and continuing obligations ("LRs"), Disclosure Guidance and Transparency Rules ("DTRs") and the EU Market Abuse Regulation (Regulation 596/2014) ("MAR").

- 9.3 In addition, the Company has a range of other obligations, responsibilities, powers, authorities and discretions relating to the disclosure of information, particularly to draw up and maintain procedures, systems and controls for the identification, treatment and disclosure of Inside Information and for complying with other disclosure obligations falling on the Company under LRs, DTRs and MAR. Duties include the following:

- 9.3.1 Keeping under review the adequacy of the Procedures which deal with the identification, control and release of Inside Information, and any areas falling within the Procedures, and recommending any changes to the Board for approval.

- 9.3.2 Determining whether information, including information submitted to it under the Procedures:

9.3.2.1 is material;

9.3.2.2 requires immediate disclosure;

9.3.2.3 meets the requirements to enable the Company to delay disclosure (where immediate disclosure would prejudice the Company's legitimate interests, if withholding the information will not mislead the public, and the Company can ensure confidentiality); and

9.3.2.4 where the disclosure can be delayed, continue to monitor and record the delay procedure, and consider whether it is permissible to disclose such information selectively to third parties (if the recipient of the information owes a duty of confidentiality).

- 9.3.3 Determining any other issue relating to the application of the Procedures that is required to be submitted to it for determination.

- 9.3.4 Assessing relevant and substantive market rumours or speculation concerning the Group and determining whether any response should be made.
 - 9.3.5 Identifying Inside Information for the purposes of maintaining the insider lists.
 - 9.3.6 Implementing and monitoring compliance with the Procedures, including where appropriate arranging for the dissemination of guidelines and training.
 - 9.3.7 Monitoring communications received from any regulatory body in relation to the conduct of the Group, and reviewing any proposed responses.
- 9.4 Considering generally the requirement for announcements, including in the following circumstances:
- 9.4.1 interim steps in a protracted process, e.g., a project;
 - 9.4.2 a change in circumstances during the period when disclosure of Inside Information is delayed;
 - 9.4.3 rumours relating to the Company;
 - 9.4.4 in the case of a leak of Inside Information, and in particular the need to issue holding announcements; and
 - 9.4.5 reviewing the content of and ensuring that all material regulatory announcements, transactional shareholder circulars, prospectuses, and any other documents issued by the Company under legal or regulatory obligations comply with applicable requirements.
- 9.5 The Committee is responsible for keeping the Board apprised of material developments in connection with the identification, treatment and disclosure of Inside Information.
- 9.6 The Committee shall meet at least annually to review the operation, adequacy and effectiveness of the Procedures and shall report on the results of such annual review to the Board.
- 9.7 The Committee shall make whatever recommendations to the Board that it deems appropriate on any area within the Committee's remit where action or improvement is needed.

10. OTHER MATTERS

- 10.1 The Committee shall:
- 10.1.1 have access to sufficient resources in order to carry out its duties; ;
 - 10.1.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members; and

10.1.3 arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

10.2 The Secretary shall maintain a log of recommendations made by the Investment Manager in respect of identification and disclosure of potential inside information. and the decisions taken by the Committee in that respect. This log shall be provided to the Board on a quarterly basis.

11. AUTHORITY

11.1 The Committee is authorised by the Board to:

11.1.1 investigate any activity within its terms of reference;

11.1.2 seek any information that it requires from any employee or service provider of the Group; to this end, all employees and service providers are directed to cooperate with any request made by the Committee;

11.1.3 have unrestricted access to Company documents and information;

11.1.4 obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference and secure the attendance of outsiders with relevant experience and expertise at Committee meetings if it considers this necessary;

11.1.5 consult with the Company's lawyers and corporate brokers, when appropriate, to assess whether information is price sensitive; and

11.1.6 have the right to publish in the Company's annual report details of any issues that cannot be resolved between the Committee and the Board.



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Market Abuse Regulation - Practical Recommendations

Further to the updated presentation by Gowling WLG to the Board in respect of MAR, we set out below our recommendations in relation to GCPs role in respect of the management of inside information under MAR.

Management of inside information

Where events occur which require consideration as to whether information constitutes “inside information” for the purposes of MAR, GCP will undertake the following process:

1. Initial consideration of the facts within GCP by any one member of GCPs management team, currently comprising Tom Ward and Nick Barker, in consultation with no less than one of its Head of Investment Companies (Dion Di Miceli), Head of Compliance (Sarah Bowe) and the Head of Risk (Chloe Marlow).

Factors which will be taken into consideration when determining whether the information is inside or not include, *inter alia*:-

- is it of a "precise" nature and specific enough to draw conclusions as to the possible effects;
- is it reasonably expected that the event will occur;
- does it relate to activities which are in the ordinary course of business;
- size and/or materiality of the transaction/event;
- does it have any unusual features in respect of the company's stated objectives and/or market practice and/or historic precedent; and
- would it be likely to have a significant effect on the price were it to be made public (based on reasonable investor test).

Information will be deemed to be inside information where the analysis, taking into account the above considerations, indicates that the information is: -

- a) of a precise nature, taking into account reasonable expectations as to the occurrence of the relevant event / set of circumstances and whether specific enough for a conclusion to be drawn as to the possible effects; and
- b) information which, if it were made public, would be likely to have a significant effect on the Company's share price, based on reasonable expectations of outcome and the 'reasonable investor test'. In determining "significant effect" we will consider this on a case-by-case basis and anticipate that movements of 5% or greater may be deemed to have a "significant effect". This will, however, depend on the circumstances at the relevant time.

2. In the event GCP determine the **information does not constitute inside information** the discussion will be documented and GCP will notify the Board and Capita. In the event the Board wish to refer the matter to the Company's corporate broker, or do not agree with GCP's recommendation, such wishes should be communicated via email by the Directors as soon as possible, noting that MAR guidelines require inside information to be determined within 24 hours. The Board will be deemed to agree with the GCP recommendation in the absence of any emails to the contrary.

Capita shall maintain a record of such information for the Board for inclusion in the quarterly Board reports.

The Board may wish to appoint a committee of two or more Directors with disclosure oversight responsibility.

GCP will monitor any such information on an ongoing basis.

3. In the event GCP consider, in good faith, that the **information may constitute inside information**, GCP will consult as soon as possible with the Company's corporate broker. The process in 2. above will be followed should the information not be deemed inside.

4. In the event the **information is considered as inside information** by the corporate broker and GCP:-

-GCP will submit to the Board and Capita details of the relevant information in addition to a proposed draft announcement. In circumstances where GCP, in consultation with the Company's corporate broker, believe that it is appropriate to delay the publication of such inside information (provided doing so satisfies the conditions for delay under MAR) GCP will provide an explanation as to the rationale for such delay and submit to Capita the relevant information in respect of GCP staff for the creation of an insider list.

-To ensure timely approvals of recommendations / announcements we recommend announcements may be released upon the approval of any two Directors by email, as is currently the case. It is noted that any information deemed to be inside information should be announced without delay, subject to the rules permitting the delay of publication of such information. Capita will include the relevant rubric as to the disclosure of inside information on announcements in this regard, in accordance with MAR. GCP will be responsible for ensuring the announcements section of the Company's website is updated accordingly, with the appropriate rubric.

-Where the publication of inside information is to be delayed, following discussion with the Board, such decision will be documented by Capita who shall inform the FCA in accordance with the procedures under MAR once such information has been made public or ceases to be inside information.

GCP Compliance (on behalf of GCP) and Capita (on behalf of the Company) shall retain records of the above in all cases. The process above applies to inside information arising in the course of duties performed by GCP from time to time as investment manager to the Company. Other advisers, as well as the Board, are encouraged to follow a similar process to the extent they come in possession of inside information which may arise away from GCP.

We would further recommend that following each quarterly Board meeting the existence or otherwise of inside information arising from such meeting is documented as appropriate in the minutes of such meeting.