

ATTENDANCE CARD
GCP STUDENT LIVING PLC (the "Company") – GENERAL MEETING

Barcode:

Investor Code:

To be held at the offices of Gowling WLG (UK) LLP, 4 More London Riverside, London SE1 2AU.
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 Registrar. This will facilitate entry to the meeting.

Signature of person attending

FORM OF PROXY
GCP STUDENT LIVING PLC – GENERAL MEETING

Barcode:

I/we being a member of the Company hereby appoint the Chairman of the meeting or
(see note 1 over)

Investor Code:

Event Code:

Number of ordinary shares proxy appointed over

as my/our proxy to vote on my/our behalf at the general meeting of the Company to be held at 12.00 noon on Tuesday, 31 January 2017 and at any adjournment thereof. I/we have indicated with an 'X' how I/we wish my/our votes to be cast on the following resolutions. Unless otherwise instructed, the proxy may vote as he/she sees fit or abstain in relation to any business of the meeting.

Please tick here if you are appointing more than one proxy

If you wish to appoint multiple proxies, please see note 2 over.

RESOLUTIONS

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

- 1 To authorise the Company to allot ordinary shares for the purposes of section 551 of the Companies Act 2006
- 2 To authorise the Company to allot ordinary shares on a non-pre-emptive basis pursuant to section 570 of the Companies Act 2006

For	Against	Vote	Withheld
X	X	X	
X	X	X	

To assist with arrangements, if you intend attending the meeting in person, please place a 'X' in the box opposite

Signature

Date

Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his/her proxy to exercise all or any of his/her rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see over). If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy, you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. If the appointer is a corporation, this form shall either be executed under its common seal or be signed by some agent or office authorised for that purpose.
4. In the case of joint holders, the form of proxy must be signed by the first named holder of the shares.
5. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
6. The 'Vote withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
7. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company at close of business on 27 January 2017. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
8. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
9. The Form of Proxy must arrive at Capita Asset Services, PSX 1, 34 Beckenham Road, Beckenham BR3 4ZF, by hand, during usual business hours accompanied by any Power of Attorney under which it is executed (if applicable) no later than 12.00 noon on 27 January 2017.
10. If you prefer, you may return the proxy form to the Registrar in an envelope addressed to FREEPOST CAPITA PXS (this is all you need to write on the envelope, no further address details are required).
11. Shareholders may submit their proxy vote electronically via the Registrar's website by visiting www.capitashareportal.com. From there shareholders can log in to their Capita share portal account or register for the Capita share portal by following the onscreen instructions. For an electronic proxy to be valid, your appointment must be received by the Company's Registrar, Capita Asset Services, by no later than 12.00 noon on 27 January 2017. You may not use any electronic address provided in this form of proxy to communicate with the Company for any purpose other than those stated.

Business Reply Plus
Licence Number
RLUB-TBUX-EGUC



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