

# ATTENDANCE CARD | GCP STUDENT LIVING PLC – ANNUAL GENERAL MEETING

To be held at 12.00 noon on Tuesday, 6 November 2018 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

Barcode:



## FORM OF PROXY | GCP STUDENT LIVING PLC – ANNUAL GENERAL MEETING

Barcode:

Event code:

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

Name of proxy

Number of ordinary 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 12.00 noon on Tuesday, 6 November 2018 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. If you wish to appoint multiple proxies, please see note 2 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
1 To receive and accept the strategic report, Directors' report, Auditor's report and the financial statements		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
2 To receive and approve the Directors' remuneration report		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
3 To re-elect Robert Peto as a Director		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
4 To re-elect Malcolm Naish as a Director		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
5 To re-elect Marlene Wood as a Director		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
6 To elect Gillian Day as a Director		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
7 To re-appoint Ernst & Young LLP as Auditor to the Company		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
8 To authorise the Directors to determine the remuneration of the Auditor		<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
9 To approve the Company's dividend payment policy		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
10 To approve the continuation of the Company		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
11 To authorise the Directors to allot ordinary shares		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
12 To disapply statutory pre-emption rights in relation to the issue of ordinary shares		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
13 To authorise the Company to make market purchases of ordinary shares		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
14 To authorise the Company to hold general meetings on 14 clear days' notice		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
15 To approve the amended articles of association		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

To assist with arrangements, if you intend attending the meeting in person please mark 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 Friday, 2 November 2018. 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. To be valid, this form of proxy must arrive at Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham BR3 4ZF during usual business hours accompanied by any Power of Attorney under which it is executed (if applicable) no later than 12.00 noon on Friday, 2 November 2018.
10. **If you prefer, you may return the proxy form to the Registrar in an envelope addressed to FREEPOST PXS, 34 Beckenham Road, Beckenham BR3 9ZA.**
11. Shareholders may submit their proxy vote electronically via the Registrar's website by visiting [www.signalshares.com](http://www.signalshares.com). From there, shareholders can log in to their Signal Shares account or register for Signal Shares by following the onscreen instructions. You will need to enter your investor code, which can be found on your share certificate or dividend tax voucher or by calling the Registrar's Shareholder Helpline on 0871 664 0300. For an electronic proxy to be valid, your appointment must be received by the Company's Registrar, Link Asset Services, by no later 12.00 noon on Friday, 2 November 2018. You may not use any electronic address provided in this form of proxy to communicate with the Company for any purpose other than that stated.

GCP Student Living plc is committed to reducing paper and improving efficiency in its shareholder communications. From 2019, we will no longer be sending paper proxy cards to shareholders. We will provide advice on how to request a paper proxy at the appropriate time.

