

Important information:

This document is important and requires your immediate attention. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent professional adviser, without delay. If you have sold or transferred all of your ordinary shares in the capital of the Company and, as a result, no longer hold any ordinary shares in the Company, please send this document and the accompanying form of proxy as soon as possible to the purchaser or transferee, or to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold only part of your holding of ordinary shares in the Company, you should retain the documents and consult the person through whom the sale was effected.

A shareholder may appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the meeting, provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a member of the Company. To be valid, any form of proxy or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's registrar, at the address shown on the form of proxy, or in the case of shares held through CREST, via the CREST system or if submitting the proxy vote electronically, via the registrar's website, by no later than 12.00 noon on Monday, 23 October 2017.



GCP STUDENT LIVING PLC

(the "Company")

(registered in England and Wales under number 08420243)

Notice of Annual General Meeting

Notice of the fourth annual general meeting of GCP Student Living plc to be held at the offices of Gowling WLG (UK) LLP,
4 More London Riverside, London SE1 2AU at 12.00 noon on
Wednesday, 25 October 2017 is set out at the end of this document.

14 September 2017

Dear Shareholder,

Annual General Meeting 2017

I am pleased to enclose the notice of the fourth annual general meeting of the Company which will be held at the offices of Gowling WLG (UK) LLP, 4 More London Riverside, London SE1 2AU at 12.00 noon on Wednesday, 25 October 2017. The notice of annual general meeting, which follows this letter, sets out the business to be considered at the meeting. The purpose of this letter is to explain certain elements of that business to you.

Shareholders are being asked to vote on various items of business, being: the receipt and acceptance of the strategic report, Directors' report, Auditor's report and the consolidated financial statements for the year ended 30 June 2017; the receipt and approval of the Directors' remuneration report and Directors' remuneration policy; the re-election of Directors; the re-appointment of Ernst & Young LLP as Auditor; the authorisation of the Directors to determine the remuneration of the Auditor; the approval of the Company's dividend payment policy; the authorisation of the Directors to allot ordinary shares and disapply statutory pre-emption rights for certain issues of ordinary shares; the authorisation of the Company to make market purchases of ordinary shares; the holding of general meetings (other than annual general meetings) on not less than 14 clear days' notice; the increase of the maximum aggregate annual remuneration which can be paid to the Directors, and to authorise the Company to use electronic communications with shareholders. Resolutions 1 to 11 and 16 will be proposed as ordinary resolutions and resolutions 12 to 15 will be proposed as special resolutions.

Resolution 1 – To receive the annual report and financial statements

The Directors are required to present the strategic report, Directors' report and Auditor's report and the consolidated financial statements for the year ended 30 June 2017 to the meeting. These are contained in the annual report which is included in this mailing.

Resolutions 2 and 3 – To receive and approve the Directors' remuneration report and policy

Shareholders have an annual advisory vote on the report on Directors' remuneration and a binding vote, to be held at least every three years, on the remuneration policy of the Directors. Shareholders are being requested to vote on the receipt and approval of the Directors' remuneration report and Directors' remuneration policy as set out on pages 55 to 58 of the annual report.

Resolutions 4 to 7 – To re-elect the Directors

Under the Company's articles of association and in accordance with the AIC Code, Directors are subject to election by shareholders at the first annual general meeting after their appointment. Thereafter, at each annual general meeting, any Director who has not stood for re-election at either of the two preceding annual general meetings shall retire and, if applicable, stand for re-election. In addition, one-third of the Directors eligible to retire by rotation shall retire from office at each annual general meeting.

Beyond these requirements, the Board has agreed a policy whereby all Directors will seek annual re-election at the Company's annual general meetings. This is in line with the recommendations of the AIC Code for FTSE 350 companies, albeit the Company currently does not fall into this category.

As set out in the corporate governance statement in the annual report, following formal performance evaluation, the Board confirms that the performance of each of the Directors seeking re-election continues to be effective and demonstrates commitment to the role and the Board believes that it is therefore in the best interests of shareholders that these Directors be re-elected.

The Directors also believe that the Board has an appropriate balance of skills, experience and knowledge. Full biographies of all the Directors are set out on page [•] of the annual report and are also available for viewing on the Company's website www.graviscapital.com/funds/gcp-student.

Resolutions 8 and 9 – To re-appoint Ernst & Young LLP as Auditor of the Company, to hold office until the conclusion of the next general meeting at which financial statements are laid before the Company and to authorise the Directors to determine the remuneration of Ernst & Young LLP

At each general meeting at which the Company's financial statements are presented to its members, the Company is required to appoint an auditor to serve from the conclusion of that meeting until the conclusion of the next such meeting. The Board, on the recommendation of the audit committee, recommends the re-appointment of Ernst & Young LLP. Resolution 9 gives authority to the Directors to determine the Auditor's remuneration.

Resolution 10 – To approve the Company's dividend payment policy

The Company's policy is to pay dividends on a quarterly basis, with dividends typically declared in October, January, April and July and paid in December, March, June and September each year. As the fourth dividend is payable prior to the annual general meeting, it is declared as an interim dividend and accordingly, there is no final dividend payable.

The Board is conscious that this means that shareholders will not be given the opportunity to vote on the payment of a final dividend. Accordingly, it has been decided that shareholders will be asked to confirm their ongoing approval of the Company's current dividend policy to continue to pay four interim dividends (which in the year under review have totalled 5.75 pence per share) with the objective of regular, sustainable, long-term dividends with RPI inflation-linked characteristics. This is set out in resolution 10.

Resolution 11 – To authorise the Directors to allot ordinary shares

Resolution 11, an ordinary resolution, would give the Directors the authority to allot ordinary shares of the Company up to an aggregate nominal amount equal to £385,064 (representing 38,506,400 ordinary shares and 10% of the total issued share capital at the date of this notice). This authority replaces the authority given to the Directors at the Company's last annual general meeting and would be given for the period ending on 31 December 2018 or, if earlier, the date of the annual general meeting to be held in 2018. The Directors have no present intention of exercising such authority but it will give them flexibility should appropriate business opportunities arise.

Resolution 12 – To authorise the Directors to disapply pre-emption rights

Resolution 12, a special resolution, is being proposed to authorise the Directors to disapply the statutory pre-emption rights of existing shareholders in relation to the issue of ordinary shares for cash or the sale of ordinary shares out of treasury up to an aggregate nominal amount of £385,064 (representing 10% of the total issued share capital at the date of this notice). This authority replaces the similar authority given at the last annual general meeting. This authority, if approved by shareholders, will expire at the earlier of the annual general meeting to be held in 2018, when a resolution for its renewal will be proposed, and 31 December 2018. In accordance with the Listing Rules of the UK Listing Authority, any ordinary shares issued on a non pre-emptive basis under this authority will be issued at a price of no less than the prevailing net asset value per ordinary share at the time of allotment together with a premium intended to at least cover the costs and expenses of the relevant issuance of shares.

Resolution 13 – To approve the purchase of the Company's own shares

At the annual general meeting held on 27 October 2016, the Company was granted authority to purchase up to 14.99% of the Company's ordinary share capital in issue at that date, amounting to 39,243,072 ordinary shares. No ordinary shares have been bought back under this authority.

Resolution 13, a special resolution, will renew the Company's authority to make market purchases of up to 57,721,176 ordinary shares (being 14.99% of the Company's total issued ordinary share capital as at the date of this notice), either for cancellation or placing into treasury at the determination of the Directors. Purchases of ordinary shares will be made within guidelines established from time to time by the Board. Any purchase of ordinary shares would be made only out of the available cash resources of the Company. The maximum price which may be paid for an ordinary share must not be more than the higher of (i) 5% above the average of the closing mid-market prices of the ordinary shares for the five business days before the purchase is made, or (ii) the higher of the price of the last independent trade and the highest current independent bid for the ordinary shares on the trading venue where the purchase is carried out. The minimum price which may be paid is 1 pence per ordinary share.

Whilst the Directors have no present intention of using this authority, the Directors would use this authority in order to address any imbalance between the supply and demand for the ordinary shares and to manage the discount to net asset value at which the ordinary shares trade. Ordinary shares will be repurchased only at prices (after allowing for costs) below the net asset value per ordinary share, which should have the effect of increasing the net asset value per ordinary share for remaining shareholders. The Directors would consider holding as treasury shares any ordinary shares which the Company purchases pursuant to the authority proposed to be granted by resolution 13. In relation to any repurchased ordinary shares held in treasury, unless such ordinary shares are subsequently cancelled, earnings per ordinary share will only be increased on a temporary basis until such time as the ordinary shares are subsequently sold out of treasury. This authority, if approved by shareholders, will expire at the earlier of the annual general meeting to be held in 2018, when a resolution for its renewal will be proposed, and 31 December 2018.

Resolution 14 – Notice period for general meetings

Under the Companies Act 2006, the notice period of general meetings (other than an annual general meeting) is 21 clear days' notice unless the Company: (i) has gained shareholder approval for the holding of general meetings on 14 clear days' notice by passing a special resolution at the most recent annual general meeting; and (ii) offers the facility for all shareholders to vote by electronic means. The Company would like to preserve its ability to call general meetings (other than an annual general meeting) on less than 21 clear days' notice. The shorter notice period proposed by resolution 14 would not be used as a matter of routine, but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole. The approval will be effective until the date of the annual general meeting to be held in 2018, when it is intended that a similar resolution will be proposed.

Resolution 15 – To increase the aggregate annual limit for Directors' remuneration

The approval of shareholders is required to increase the aggregate annual limit for Directors' remuneration contained in the Company's articles of association. As set out in the corporate governance statement on page 46, the Company will consider the possible appointment of an additional Director to the Board in future. In order to provide sufficient headroom in respect of this appointment, to facilitate the succession planning process and to allow for any future increases in Directors' fee levels, Resolution 15 will increase the aggregate limit of annual Directors' remuneration, as set out in the Company's articles of association, from £200,000 to £250,000.

Resolution 16 – Electronic communications

The Company is seeking to take advantage of the provisions of the Companies Act 2006 to allow electronic communications with its shareholders, including making important documents available through its website, and an ordinary resolution authorising this is included in the notice of annual general meeting.

The resolution, if passed, would allow the Company to use electronic communications with shareholders by placing documents such as the annual report on a website rather than sending them in hard copy. The Company will notify those shareholders who have elected for electronic communication, by post or email if they have provided an email address, that the document is available on the website. Shareholders can, however, ask for a hard copy of any document at any time.

If this resolution is passed, the new arrangements are expected to result in potential administrative, printing and postage cost savings for the Company, while preserving shareholders' rights to receive hard copy documents if they so wish.

Board recommendation

The Board considers each resolution being proposed at the annual general meeting to be in the best interests of the Company and shareholders as a whole and they unanimously recommend that all shareholders vote in favour of them, as they intend to do in respect of their own beneficial shareholdings (which represent approximately 0.03% of the Company's issued ordinary shares as at 14 September 2017).

Action to be taken

If you would like to vote on the resolutions but will not be attending the annual general meeting, you may appoint a proxy by completing and returning the enclosed proxy form. Alternatively, if you hold your shares in CREST, you can appoint a proxy via the CREST system. A proxy may also be submitted electronically via the Registrar's website. Notice of your appointment of a proxy should reach the Company's registrar at the address shown on the proxy form, by 12.00 noon on Monday, 23 October 2017. If you hold your shares through a nominee service, please contact the nominee service provider regarding the process for appointing a proxy.

Yours sincerely,



Robert Peto
Chairman

14 September 2017

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the fourth ANNUAL GENERAL MEETING of GCP Student Living plc will be held at the offices of Gowling WLG (UK) LLP, 4 More London Riverside, London SE1 2AU at 12.00 noon on Wednesday, 25 October 2017 to consider and vote on the resolutions below.

Resolutions 1 to 11 (inclusive) and 16 will be proposed as ordinary resolutions; this means that for each of those ordinary resolutions to be passed, more than half of the votes cast must be in favour. Resolutions 12 to 15 (inclusive) will be proposed as special resolutions; this means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour.

Ordinary business

1. To receive and, if thought fit, to accept the strategic report, Directors' report, Auditor's report and the consolidated financial statements for the year ended 30 June 2017.
2. To receive and approve the Directors' remuneration report (excluding the Directors' remuneration policy), for the year ended 30 June 2017, as set out in the Company's annual report and consolidated financial statements for the year ended 30 June 2017.
3. To receive and approve the Directors' remuneration policy for the year ended 30 June 2017, as set out in the Company's annual report and consolidated financial statements for the year ended 30 June 2017.
4. To re-elect Robert Peto as a Director of the Company.
5. To re-elect Peter Dunscombe as a Director of the Company.
6. To re-elect Malcolm Naish as a Director of the Company.
7. To re-elect Marlene Wood as a Director of the Company.
8. To re-appoint Ernst & Young LLP as Auditor to the Company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which financial statements are laid before the Company.
9. To authorise the Directors to determine the remuneration of the Auditor of the Company.
10. To approve the Company's dividend policy to continue to pay four interim dividends per year, which in the year ended 30 June 2017 have totalled 5.75 pence per share, with the objective of regular, sustainable, long-term dividends with RPI inflation-linked characteristics.

Special business

11. THAT, the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot ordinary shares of 1 pence each in the capital of the Company ("ordinary shares") up to an aggregate nominal value of £385,064 (equivalent to approximately 10% of the issued share capital of the Company as at 14 September 2017), such authority will (unless previously renewed, varied or revoked by the Company in general meeting) expire at the earlier of the conclusion of the annual general meeting of the Company to be held in 2018 and 31 December 2018, save that the Company may, at any time prior to the expiry of such power, make an offer to enter into an agreement which would or might require ordinary shares to be allotted or sold after the expiry of such power and the Directors may allot or sell ordinary shares in pursuance of such an offer or agreement as if such power had not expired.
12. THAT, conditional upon the passing of resolution 11 above, the Directors be and they are hereby empowered, in accordance with sections 570 and 573 of the Companies Act 2006 (the "Act"), to allot and to sell ordinary shares from treasury for cash, pursuant to the authority conferred on the Directors by resolution 11 above, as if section 561 of the Act did not apply to any such allotment or sale up to an aggregate nominal amount of £385,064 (equivalent to approximately 10% of the issued share capital as at 14 September 2017), such power to expire at the earlier of the conclusion of the annual general meeting of the Company to be held in 2018 and 31 December 2018 (unless previously renewed, varied or revoked by the Company in general meeting) save that the Company may, at any time prior to the expiry of such power, make an offer to enter into an agreement which would or might require ordinary shares to be allotted or sold after the expiry of such power and the Directors may allot or sell ordinary shares in pursuance of such an offer or agreement as if such power had not expired.

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

13. THAT, the Company be and is hereby generally and unconditionally authorised in accordance with section 701 of the Companies Act 2006 (the "Act") to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares provided that:
- a) the maximum number of ordinary shares hereby authorised to be purchased is 57,721,176 (representing 14.99% of the ordinary shares in issue as at the date of this notice);
 - b) the minimum price which may be paid for each ordinary share is 1 pence;
 - c) the maximum price which may be paid for each ordinary share shall not be more than the higher of: (i) an amount equal to 105% of the average of the closing mid-market value of ordinary shares taken for the five business days immediately preceding the day on which the contract of purchase is made; and (ii) the higher of the price of the last independent trade in the ordinary shares and the highest then current independent bid for the ordinary shares on the trading venue where the purchase is carried out;
 - d) this authority will (unless previously renewed, varied or revoked by the Company in general meeting) expire at the earlier of the conclusion of the annual general meeting of the Company to be held in 2018 and 31 December 2018;
 - e) the Company may make a contract of purchase for ordinary shares under this authority before this authority expires which will or may be executed wholly or partly after its expiration; and
 - f) any ordinary shares bought back under the authority hereby granted may, at the discretion of the Directors, be cancelled or held in treasury and if held in treasury, may be resold from treasury or cancelled at the discretion of the Directors.
14. THAT a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.
15. THAT, subject to the passing of resolution 3 above, the maximum aggregate limit for Directors' annual remuneration, as set out in article 105 of the Company's articles of association, be and is hereby increased from £200,000 to £250,000.
16. THAT, the Company be authorised, subject to and in accordance with the provisions of the Companies Act 2006, to send, convey, or supply all types of notices, documents or information to shareholders by electronic means, including making such notices, documents or information available on a website.

By order of the Board

Capita Company Secretarial Services Limited

Company Secretary

14 September 2017

Registered office

51 New North Road

Exeter EX4 4EP

NOTES

1. Holders of ordinary shares are entitled to attend, speak and vote at the annual general meeting. A member entitled to attend, speak and vote at this meeting may appoint one or more persons as his/her proxy to attend, speak and vote on his/her behalf at the meeting. A proxy need not be a member of the Company. If multiple proxies are appointed, they must not be appointed in respect of the same shares. To be effective, the enclosed form of proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, should be lodged at the office of the Company's Registrar at the address printed on the form of proxy no later than 12.00 noon on Monday, 23 October 2017. As an alternative to completing a paper copy of the proxy form, shareholders may submit their proxy vote electronically via the Registrar's website by visiting www.signalshares.com. From there, shareholders can log in to their Capita Signal Shares account or register for Capita Signal Shares by following the on-screen instructions. You will need to enter your Investor Code, which can be found on your proxy form. For an electronic proxy to be valid, the appointment must be received by the Company's Registrar, Capita Asset Services, by no later than 12.00 noon on Monday, 23 October 2017. If you return more than one proxy appointment, either by paper or electronic communication, that received last by Capita Asset Services before the latest time for the receipt of proxies will take precedence. A member may not use any electronic address provided to communicate with the Company for any purpose other than that stated. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged. The appointment of a proxy will not prevent a member from attending the meeting and voting in person if he/she so wishes. A member present in person or by proxy shall have one vote on a show of hands and on a poll every member present in person or by proxy shall have one vote for every ordinary share of which he/she is the holder. The termination of the authority of a person to act as proxy must be notified to the Company in writing. Amended instructions must be received by the Company's Registrar by the deadline for receipt of proxies.

To appoint more than one proxy, shareholders will need to complete a separate proxy form in relation to each appointment (you may photocopy the proxy form), stating clearly on each proxy form the number of shares in relation to which the proxy is appointed. A failure to specify the number of shares to which each proxy appointment relates or specifying an aggregate number of shares in excess of those held by the member will result in the proxy appointment being invalid. Please indicate if the proxy instruction is one of multiple instructions being given. All proxy forms must be signed and should be returned together in the same envelope if possible.

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holders (the first named being the most senior).

Only those ordinary shareholders registered in the register of members of the Company as at close of business on Monday, 23 October 2017 (the "specified time") shall be entitled to attend or vote at the aforesaid annual general meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after close of business on Monday, 23 October 2017 shall be disregarded in determining the rights of any person to attend or vote at the meeting. If the meeting is adjourned to a time not more than 48 hours after the specified time applicable to the original meeting, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. If however the meeting is adjourned for a longer period then, to be so entitled, members must be entered on the Company's register of members at the time which is 48 hours before the time fixed for the adjourned meeting, or if the Company gives notice of the adjourned meeting, at the time specified in that notice.

2. Shareholders who hold their shares electronically may submit their votes through CREST. Instructions on how to vote through CREST can be found by accessing the following website: www.euroclear.com/CREST. Shareholders are advised that CREST and the internet are the only methods by which completed proxies can be submitted electronically.

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for this meeting and any adjournment thereof by following the procedures described in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST manual (available via www.euroclear.com/CREST). The message, in order to be valid, must be transmitted so as to be received by the Company's agent (ID RA10) by the latest time for receipt of proxy appointments specified in note 1 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time.

In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.

NOTES CONTINUED

3. A person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the annual general meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statements of the rights of members in relation to the appointment of proxies in note 1 above do not apply to a Nominated Person. The rights described in those notes can only be exercised by registered members of the Company.
4. Shareholders (and any proxies or representatives they appoint) agree, by attending the meeting, that they are expressly requesting and that they are willing to receive any communications (including communications relating to the Company's securities) made at the meeting.
5. As at 14 September 2017 (being the last business day prior to the publication of this notice), the Company's issued share capital amounted to 385,064,556 ordinary shares carrying one vote each. No shares were held in treasury. Therefore, the total voting rights of the Company as at the date of this notice of meeting were 385,064,556.
6. Any corporation which is a member may appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares. To be able to attend and vote at the meeting, corporate representatives will be required to produce prior to their entry to the meeting evidence satisfactory to the Company of their appointment. Corporate shareholders may also appoint one or more proxies in accordance with note 1.
7. Any question relevant to the business of the annual general meeting may be asked at the meeting by anyone permitted to speak at the meeting. Alternatively, you may submit your question in advance by letter addressed to the Secretary at the registered office of the Company. The Company must answer any question asked by a member relating to the business being dealt with at the meeting unless:
 - answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - the answer has already been given on a website in the form of an answer to a question; or
 - it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
8. Members should note that it is possible that, pursuant to requests made by members of the Company under section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the Auditor's report and the conduct of the audit) that are to be laid before the annual general meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's Auditor no later than the time when it makes the statement available on the website. The business which may be dealt with at the annual general meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
9. Members satisfying the thresholds in section 338 of the Companies Act 2006 may require the Company to give, to members of the Company entitled to receive notice of the annual general meeting, notice of a resolution which those members intend to move (and which may properly be moved) at the annual general meeting. A resolution may properly be moved at the annual general meeting unless (i) it would, if passed, be ineffective (whether by reason of any inconsistency with any enactment or the Company's constitution or otherwise); (ii) it is defamatory of any person; or (iii) it is frivolous or vexatious. A request made pursuant to this right may be in hard copy or electronic form, must identify the resolution of which notice is to be given, must be authenticated by the person(s) making it and must be received by the Company not later than six weeks before the date of the annual general meeting.
10. Members satisfying the thresholds in section 338A of the Companies Act 2006 may request the Company to include in the business to be dealt with at the annual general meeting any matter (other than a proposed resolution) which may properly be included in the business at the annual general meeting. A matter may properly be included in the business at the annual general meeting unless (i) it is defamatory of any person, or (ii) it is frivolous or vexatious. A request made pursuant to this right may be in hard copy or electronic form, must identify grounds for the request, must be authenticated by the person(s) making it and must be received by the Company not later than six weeks before the date of the annual general meeting.
11. Any person holding 3% or more of the total voting rights of the Company who appoints a person other than the chairman of the meeting as his/her proxy is to ensure that both he/she and his/her proxy comply with their respective disclosure obligations under the UK Disclosure Guidance and Transparency Rules.
12. Copies of the letters of appointment of the Directors of the Company will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this notice until the conclusion of the annual general meeting and on the date of the annual general meeting at the offices of Gowling WLG (UK) LLP, 4 More London Riverside, London SE1 2AU from 11.45 am until the conclusion of the meeting.
13. This notice, the information required by section 311A of the Companies Act 2006 and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice, will be available on the Company's website at www.graviscapital.com/funds/gcp-student.
14. Members may not use any electronic address provided either in the notice of meeting or any related documents (including the form of proxy) to communicate with the Company for any purpose other than those expressly stated.