

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 2019 Annual General Meeting of KCR Residential REIT plc (the “**Company**”) will be held at the offices of Blake Morgan LLP, 6 New Street Square, London EC4A 3DJ on 30 December 2019 at 11.30 a.m. to transact the following business:

ORDINARY BUSINESS

Ordinary Resolutions

- 1 To elect as a director, Richard Boon who was appointed by the Directors on 6 August 2019 and, accordingly, stands for election in accordance with the Company's Articles of Association.
- 2 To elect as a director, Russell Naylor who was appointed by the Directors on 6 August 2019 and, accordingly, stands for election in accordance with the Company's Articles of Association.
- 3 To elect as a director, James Thornton who was appointed by the Directors on 6 August 2019 and, accordingly, stands for election in accordance with the Company's Articles of Association.

SPECIAL BUSINESS

As special business, to consider and, if thought fit, to pass the following resolutions, of which Resolution 4 shall be proposed as an ordinary resolution and Resolutions 5 and 6 shall be proposed as special resolutions:

Ordinary Resolution

- 4 **THAT**, in substitution for all existing authorities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities, the directors of the Company (the “**Directors**”) be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the “**Act**”) to exercise all or any of the powers of the Company to allot shares of the Company or to grant rights to subscribe for, or to convert any security into, shares of the Company (such shares and rights being together referred to as “**Relevant Securities**”):
 - (a) the allotment of Relevant Securities in connection with a rights issue, open offer or other offer of Relevant Securities open for acceptance for a period fixed by the Directors to holders of Relevant Securities on the register on a fixed record date where the Relevant Securities respectively attributable to the interests of such holders are proportionate (as nearly as may be practicable) to their respective holdings of such Relevant Securities or in accordance with the rights attached thereto (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised body or any stock exchange in, any territory or by virtue of shares being represented by depositary receipts or any other matter); and
 - (b) up to an aggregate nominal value of £275,696 to such persons at such times and generally on such terms and conditions as the Directors may determine (subject always to the articles of association of the Company),

provided that such authority shall expire on the earlier of 31 December 2020 and the conclusion of the annual general meeting of the Company to be held in 2020, save that, in each of sub-paragraphs (a) and (b) above, the Directors may, before the relevant expiry date, make an offer or agreement which would or might require Relevant Securities to be allotted after such expiry date and the Directors may allot Relevant Securities in pursuance of such offer or agreement as if the authority conferred by this Resolution had not expired.

Special Resolution

- 5 **THAT**, subject to Resolution 4 being passed as an ordinary resolution without amendment, in substitution for all existing powers but without prejudice to any allotment of equity securities (as defined in section 560 of the Act) already made or agreed to be made pursuant to such powers, the Directors be and are hereby empowered pursuant to section 570 of the Act to allot equity securities for cash pursuant to the authority conferred upon them by Resolution 4 as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - (a) the allotment of equity securities in connection with a rights issue, open offer or other offer of equity securities open for acceptance for a period fixed by the Directors to holders of equity securities on the register on a fixed record date where the

equity securities respectively attributable to the interests of such holders are proportionate (as nearly as may be practicable) to their respective holdings of such equity securities or in accordance with the rights attached thereto (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised body or any stock exchange in, any territory or by virtue of shares being represented by depositary receipts or any other matter); and

- (b) the allotment of equity securities up to an aggregate nominal value of £275,696 to such persons at such times and generally on such terms and conditions as the Directors may determine (subject always to the articles of association of the Company),

provided that such authority shall expire on the earlier of 31 December 2020 and the conclusion of the annual general meeting of the Company to be held in 2020, save that, in each of sub-paragraphs (a) and (b) above, the Company may before the relevant expiry date make an offer or agreement which would or might require equity securities to be allotted after such expiry date and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this Resolution had not expired.

Special Resolution

- 6 **THAT** the Company be and is hereby unconditionally and generally authorised to make market purchases (as defined in section 693(4) of the Act) of ordinary shares of 10p each in the capital of the Company ("**Ordinary Shares**"), provided that:

- (a) the maximum number of Ordinary Shares hereby authorised to be acquired is 4,135,444 representing approximately 15 per cent. of the present issued share capital of the Company;

- (b) the minimum price which may be paid for such shares is 10 pence per Ordinary Share which amount shall be exclusive of expenses;

- (c) the maximum price which may be paid for such Ordinary Share shall be the higher of:

- (i) an amount (exclusive of expenses) equal to 105 per cent. of the average of the middle market quotations for an Ordinary Share derived from the Daily Official List of The London Stock Exchange on the ten Dealing Days immediately preceding the day on which the share is contracted to be purchased; and
- (ii) the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out;

- (d) the authority hereby conferred shall expire at the conclusion of the annual general meeting of the Company to be held in 2020 or, if earlier, 15 months from the passing of this Resolution; and

- (e) the Company may make a contract to purchase its own shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of its own shares in pursuance of any such contract.

5 December 2019

By Order of the Board

Robert Roberts

Company Secretary

Registered office:

82 St John Street,
London EC1M 4JN

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING (AGM)

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at:
 - 11.30 a.m. on 24 December 2019; or,
 - if the AGM is adjourned, at 11.30 a.m. on the day two business days prior to the adjourned meeting, shall be entitled to attend and vote at the AGM.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the AGM 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. A proxy does not need to be a member of the Company but must attend the AGM to represent you. Details of how to appoint the Chairman of the AGM or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the AGM, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. 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 contact Share Registrars Limited who will arrange for the appropriate documentation to be provided to you.
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you either select the "Discretionary" option or if no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.

Appointment of proxy using hard copy proxy form

6. To appoint a proxy using the proxy form, the form must be:
 - completed and signed;
 - posted or delivered to Share Registrars Limited, the Courtyard, 17 West Street, Farnham, Surrey GU9 7DR;
 - received by the Company no later than 11.30 a.m. on 24 December 2019.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

7. 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 holding (the first-named being the most senior).

Changing proxy instructions

8. To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the proxy form and would like to change the instructions using another proxy form, please contact Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

9. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR.

In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by the Company no later than 11.30 a.m. on 24 December 2019. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.

Issued shares and total voting rights

10. As at 6.00 p.m. on 4 December 2019, the Company's issued share capital comprised 27,569,631 ordinary shares of 10 pence each. Each ordinary share carries the right to one vote at an AGM of the Company and, therefore, the total number of voting rights in the Company as at 6.00 p.m. on 4 December 2019 was 27,569,631.

Documents on display

11. The following documents will be available for inspection at the registered office of the Company during normal business hours on any weekday (weekends and public holidays excepted) from the date of this notice until 30 December 2019 and at the place of the AGM for 15 minutes prior to and during the AGM:
- a. a copy of the Articles of Association of the Company;
 - b. biographical details of the Company's directors; and
 - c. copies of the service contracts of the Company's directors.

Further Explanatory Notes

Resolutions 1, 2 and 3

12. Under the Company's articles of association directors appointed since the Company's last annual general meeting are required to stand for re-appointment. Mr. Boon, Mr. Naylor and Mr. Thornton are each due for retirement and re-appointment at this year's AGM.

Resolution 4

13. Resolution 4 renews the authority of the Directors to allot Relevant Securities up to 10 per cent. of the Company's issued share capital at the date of this Notice. This authority will expire on 31 December 2020 or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2020.

Resolution 5

14. Resolution 5 renews the disapplication of shareholders' pre-emption rights in relation to the allotment of equity securities (i) in connection with a rights issue, open offer or other offer of equity securities to shareholders where the equity securities are offered to shareholders on a proportionate basis to existing holdings (or as nearly as may be practicable) and (ii) up to a nominal value equal to 10 per cent. of the Company's issued share capital at the date of this Notice. This authority will expire on 31 December 2020 or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2020.

Resolution 6

15. Resolution 6 renews the limited authority of the Company to make market purchases of Ordinary Shares. This authority will expire at the annual general meeting of the Company to be held in 2020 or, if earlier, 15 months from the passing of the resolution.