

**K&C REIT plc**  
**Form of Proxy**

I/We \_\_\_\_\_ (insert name in block capitals please)

of: \_\_\_\_\_ (address)

being a member/members of the Company hereby appoint the Chairman of the General Meeting OR the following person\*

Name of Proxy

Number of Shares

|  |  |
|--|--|
|  |  |
|--|--|

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the General Meeting of K&C REIT plc to be held at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG on 20 February 2017 at 10.00 a.m. and at any adjourned meeting.

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Please indicate by ticking the box if this proxy appointment is one of multiple appointments being made. For the appointment of more than one proxy, please refer to explanatory note 2.

| RESOLUTIONS  | FOR | AGAINST | VOTE WITHHELD** |
|--|-----|---------|-----------------|
| <b>Ordinary Resolution</b>   |     |         |                 |
| 1. To receive the consolidated financial statements for the year ended 30 June 2016.   |     |         |                 |
| 2. To adopt new articles of association.   |     |         |                 |
| 3. To authorise the Directors to allot Restricted Preference Shares pursuant to Section 551 of the Companies Act 2006.   |     |         |                 |
| 4. To disapply the statutory pre-emption rights contained in section 561 of the Companies Act 2006 in relation to the allotment of Restricted Preference Shares. |     |         |                 |

I/We would like my/our proxy to vote on the resolutions proposed at the General Meeting as indicated on this form.

Unless otherwise instructed, the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature \_\_\_\_\_

Date \_\_\_\_\_

2017

In the case of a corporation, this proxy must be signed under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director or secretary).

## Notes:

- 1.\* Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder; as his proxy to exercise all or any of his 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 above. If necessary, please enter in the box next to the proxy holder's name the number of securities in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised to act on 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, (an) additional proxy form(s) may be obtained by contacting the Registrars helpline on 01252 821390 (standard rate of 10p per minute plus any network charges) or from outside the UK +44 1252 821390. Lines are open Monday – Friday, 9.00 a.m. – 5.30 p.m. or you may copy this form. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given.
- 3.\*\* The 'Vote Withheld' option above 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.
4. The completion and return of this form will not preclude a member from attending the meeting and voting in person.  
  
In order to be valid, an appointment of proxy must be returned by post, by courier or by hand to the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR and must be received by 10.00 a.m. on 16 February 2017.
5. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, in order to be able to attend and vote at the meeting of the Company or any adjourned meeting, (and also for the purpose of calculating how many votes a person may cast), a person must have his/her name entered on the register of members of the Company by 6.00 p.m. on 16 February 2017 or, if the meeting is adjourned, 48 hours before the time of the adjourned meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at such meeting.