

# Empiric Student Property plc

## **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 seek your own advice from a stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your ordinary shares in Empiric Student Property plc ("Shares"), you should pass this document together with any accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the Shares.

### **Empiric Student Property plc**

(incorporated and registered in England and Wales under number 08886906)

### **Notice of Annual General Meeting**

Notice of the Annual General Meeting of the Company to be held at the offices of Wragge Lawrence Graham & Co LLP, 4 More London Riverside, London, SE1 2AU on 4 November 2015 commencing at 11.00am is set out on pages 2 to 5 of this document.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a proxy appointment in accordance with the instructions herein. The proxy appointment must be received by no later than 11.00am on 2 November 2015.

**Empiric Student Property plc ("ESP" or the "Company")**  
(incorporated and registered in England and Wales under number 08886906)

Registered Office:  
6-8 James Street  
London  
W1U 1ED

To the holders of Empiric Student Property plc Shares

**Notice of AGM**

Dear Shareholder

I am pleased to be writing to you with details of our 2015 Annual General Meeting ("AGM") which will be held at the offices of Wragge Lawrence Graham & Co LLP, 4 More London Riverside, London, SE1 2AU on Wednesday 4 November 2015 commencing at 11.00am. The formal notice of the AGM is set out on pages 2 to 5 of this document.

If you would like to vote on the Resolutions but cannot come to the meeting, please fill in the enclosed proxy form and return it to our registrars as soon as possible. The registrars must receive your proxy appointment by 11.00am on Monday 2 November 2015.

**Business of the meeting**

Explanatory notes on all the business to be considered at this year's AGM appear on pages 5 to 7 of this document.

**Recommendation**

The Board considers that all the Resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. The Board therefore recommends that you vote in favour of the Resolutions and Board members intend to do so in respect of their own beneficial holdings.

Yours sincerely



**The Rt Hon the Baroness Dean of Thornton-le-Fylde**  
Chairman

**Empiric Student Property plc**  
**Notice of Annual General Meeting**

Notice is hereby given that the 2015 Annual General Meeting ("AGM") of Empiric Student Property plc ("ESP" or the "Company") will be held at the offices of Wragge Lawrence Graham & Co LLP, 4 More London Riverside, London, SE1 2AU on Wednesday 4 November 2015 at 11.00am for the purposes of considering and, if thought fit, passing the Resolutions below. Resolutions 1 to 13 (inclusive) are proposed as Ordinary Resolutions and Resolutions 14 to 17 (inclusive) are proposed as Special Resolutions.

**Ordinary business**

1. To receive the Company's Annual Report and Accounts for the financial period ended 30 June 2015, which include the Directors' Report and the Auditors' Report.
2. To approve the Directors' Remuneration Policy, as set out on pages 46 to 53 of the Company's Annual Report and Accounts for the period ended 30 June 2015, such Remuneration Policy to take effect from the date on which this Resolution is passed.
3. To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the financial period ended 30 June 2015 together with the Auditors' Report on that part of the Directors' Remuneration Report which is required to be audited for the period ended 30 June 2015.
4. To re-appoint BDO LLP as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next AGM of the Company at which the Annual Report and Accounts are laid.
5. To authorise the Directors to determine the remuneration of the Auditors.
6. To elect Paul Hadaway as a Director of the Company who, having been appointed as a Director by the subscriber shareholders, would in accordance with the Company's Articles of Association vacate office at the conclusion of this meeting unless re-elected by the shareholders.
7. To elect Timothy Attlee as a Director of the Company who, having been appointed as a Director by the subscriber shareholders, would in accordance with the Company's Articles of Association vacate office at the conclusion of this meeting unless re-elected by the shareholders.
8. To elect Michael Enright as a Director of the Company who, having been appointed as a Director by the Board since the last AGM, would in accordance with the Company's Articles of Association vacate office at the conclusion of this meeting unless re-elected by the shareholders.
9. To elect Baroness Dean as a Director of the Company who, having been appointed as a Director by the Board since the last AGM, would in accordance with the Company's Articles of Association vacate office at the conclusion of this meeting unless re-elected by the shareholders.
10. To elect Jim Prower as a Director of the Company who, having been appointed as a Director by the Board since the last AGM, would in accordance with the Company's Articles of Association vacate office at the conclusion of this meeting unless re-elected by the shareholders.
11. To elect Alexandra Mackesy as a Director of the Company who, having been appointed as a Director by the Board since the last AGM, would in accordance with the Company's Articles of Association vacate office at the conclusion of this meeting unless re-elected by the shareholders.
12. To elect Stephen Alston as a Director of the Company who, having been appointed as a Director by the Board since the last AGM, would in accordance with the Company's Articles of Association vacate office at the conclusion of this meeting unless re-elected by the shareholders.
13. **THAT:**
  - 13.1 the Directors of the Company be generally and unconditionally authorised under section 551 of the Companies Act 2006 ("the Act") to exercise all the powers of the Company to allot Shares in the Company or grant rights to subscribe for, or to convert any security into, Shares in the Company ("Rights"):
    - 13.1.1 up to an aggregate nominal amount of £1,002,701; and
    - 13.1.2 allot equity securities (as defined in section 560(1) of the Act), up to a further aggregate nominal amount of £2,005,402 in connection with an offer by way of a rights issue to:
      - 13.1.2.1 Ordinary Shareholders in proportion (as nearly as may be) to their existing holdings; and
      - 13.1.2.2 holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,but subject to such exclusions and other arrangements as the Directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter; and
  - 13.2 such authority shall expire (unless previously revoked by the Company) on the earlier of 15 months from the date of the AGM at which this Resolution is passed and the conclusion of the next AGM of the Company and in each case the Company may, before such expiry, make an offer or agreement which would or might require Shares to be allotted or Rights to be granted after the authority has expired and the Directors may allot Shares or grant Rights in pursuance of any such offer or agreement notwithstanding that this authority has expired; and
  - 13.3 all previous authorities to allot Shares or grant Rights, to the extent unused, shall be revoked.

## Special business

### 14. THAT:

- 14.1 subject to the passing of Resolution 13, the Directors shall have the power to allot equity securities (within the meaning of section 560 of the Act) for cash under the authority conferred by Resolution 13 as if section 561 of the Act did not apply to the allotment and this power shall be limited to:
- 14.1.1 the allotment of equity securities in connection with an offer or issue of equity securities (but in the case of the authority granted under paragraph 13.1.2 of Resolution 13, by way of a rights issue only) to or in favour of:
- 14.1.1.1. Ordinary Shareholders in proportion (as nearly as may be) to their existing holdings; and
- 14.1.1.2. holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,
- but subject to such exclusions and other arrangements as the Directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter; and
- 14.1.1.3. the allotment of equity securities (otherwise than under paragraph 14.1.1 of this Resolution) up to an aggregate nominal amount of £303,848; and
- 14.2. this power shall expire when the authority given by Resolution 13 is revoked or expires but the Company may before expiry of this power make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of that offer or agreement notwithstanding that the power has expired; and
- 14.3. this power applies in relation to a sale of treasury shares which constitutes an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if the words 'under the authority conferred by Resolution 13' were omitted from the introductory wording to Resolution 14.1.

15. **THAT** the Company be, and it is hereby, generally and unconditionally authorised for the purpose of sections 693 and 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of Shares of £0.01 each in the capital of the Company upon such terms and in such manner as the Directors shall determine, provided that:

- 15.1. the maximum aggregate number of Shares authorised to be purchased is 45,546,937;
- 15.2. the minimum price which may be paid for such Shares is £0.01 per share (exclusive of expenses);
- 15.3. the maximum price (exclusive of expenses) which may be paid for an Ordinary Share cannot be more than an amount equal to the higher of:
- 15.3.2 105 per cent of the average of the closing middle market price for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately prior to the day the purchase is made; and
- 15.3.2 the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share as derived from the trading venue or venues where the purchase is carried out;
- 15.4. unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next AGM of the Company to be held in 2016 or 15 months from the date of the AGM at which this Resolution is passed, whichever is the earlier.
- 15.5. the Company may make a contract or contracts to purchase Shares under this authority 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 Shares in pursuance of any such contract or contracts.

16. **THAT** the Empiric Student Property plc Company Share Option Plan (the "Plan"), a copy of the rules of which (the "Rules") is produced to the meeting and initialled by the Chairman for the purposes of identification and the main features of which are summarised in the explanatory notes of this notice of meeting be approved, and the Directors be generally and unconditionally authorised to do all acts and things necessary to establish the Plan and to grant the options to the employees in accordance with and subject to the Rules.

17. **THAT** a general meeting of the Company other than an Annual General Meeting may be called on not less than 14 clear days' notice.

### By order of the Board

FIM Capital Limited  
Company Secretary  
2 October 2015

Registered Address:  
7 Cavendish Square  
London W1G 0PE

## Notes:

These notes should be read in conjunction with the notes on the Form of Proxy.

- (i) A member entitled to attend and vote at the Annual General Meeting ("AGM") convened by the above Notice of AGM is entitled to appoint one or more proxies to exercise all or any of the rights of the member to attend and speak and vote in his place. A proxy need not be a member of the Company. If a member appoints more than one proxy to attend the AGM, each proxy must be appointed to exercise the rights attached to a different Share or Shares held by the member.
- (ii) To appoint a proxy you may use the Form of Proxy enclosed with this Notice of AGM. To be valid, the Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be completed and returned in accordance with the instructions printed thereon to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, or delivered by hand during office hours only to the same address to be received as soon as possible and in any event by not later than 11.00am on 2 November 2015. Alternatively, you can vote or appoint a proxy electronically by visiting [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). You will be asked to enter the Control Number, the Shareholder Reference Number and PIN which are printed on the Form of Proxy. The latest time for the submission of proxy votes electronically is 11.00am on 2 November 2015.
- (iii) Completion of the Form of Proxy will not prevent you from attending and voting in person.
- (iv) Any person receiving a copy of this Notice of AGM as a person nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 (a "**Nominated Person**") should note that the provisions in Notes (i) to (iii) above concerning the appointment of a proxy or proxies to attend the AGM in place of a member, do not apply to a Nominated Person as only Shareholders have the right to appoint a proxy. However, a Nominated Person may have a right under an agreement between the Nominated Person and the member by whom he or she was nominated to be appointed, or to have someone else appointed, as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the member as to the exercise of voting rights at the AGM.
- (v) Nominated Persons should also remember that their main point of contact in terms of their investment in the Company remains the member who nominated the Nominated Person to enjoy information rights (or perhaps the custodian or broker who administers the investment on their behalf). Nominated Persons should continue to contact that member, custodian or broker (and not the Company) regarding any changes or queries relating to the Nominated Person's personal details and interest in the Company (including any administrative matter). The only exception to this is where the Company expressly requests a response from a Nominated Person.
- (vi) Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only Shareholders registered in the register of members of the Company by not later than 6.00 p.m. 48 hours (excluding non-business days) prior to the time fixed for the AGM shall be entitled to attend and vote at the AGM in respect of the number of Shares registered in their name at such time. If the AGM is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned AGM is 6.00 p.m. 48 hours (excluding non-business days) prior to the time of the adjournment. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the AGM.
- (vii) In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (viii) Shareholders who hold their Shares electronically may submit their votes through CREST, by submitting the appropriate and authenticated CREST message so as to be received by the Company's registrar not later than 48 hours before the start of the meeting. Instructions on how to vote through CREST can be found by accessing the following website: [www.euroclear.com/CREST](http://www.euroclear.com/CREST). Shareholders are advised that CREST and the internet are the only methods by which completed proxies can be submitted electronically.
- (ix) If you are a CREST system user (including a CREST personal member) you can appoint one or more proxies or give an instruction to a proxy by having an appropriate CREST message transmitted. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by Computershare (ID number 3RA50) not later than 48 hours before the time appointed for holding the AGM excluding non-working days. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which Computershare is able to retrieve the message. CREST personal members or other CREST sponsored members should contact their CREST sponsor for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- (x) Any corporation which is a member may appoint one or more corporate representative(s) who may exercise on its behalf all of its powers as a member provided that, if it is appointing more than one corporate representative, it does not do so in relation to the same Shares. It is, therefore, no longer necessary to nominate a designated corporate representative. Representatives should bring to the AGM evidence of their appointment, including any authority under which it is signed.
- (xi) If the Chairman, as a result of any proxy appointments, is given discretion as to how the votes the subject of those proxies are cast and the voting rights in respect of those discretionary proxies, when added to the interests in the Company's securities already held by the Chairman, result in the Chairman holding such number of voting rights that she has a notifiable obligation under the Disclosure and Transparency Rules, the Chairman will make the necessary notifications to the Company and the Financial Conduct Authority. As a result, any member holding 3 per cent or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure and Transparency Rules, need not make a separate notification to the Company and the Financial Conduct Authority.
- (xii) Any question relevant to the business of the AGM may be asked at the AGM by anyone permitted to speak at the AGM. A holder of Shares may alternatively submit a question in advance by a letter addressed to the Company's registered office. Under section 319A of the Companies Act 2006, the Company must answer any question a Shareholder asks relating to the business being dealt with at the AGM, unless (i) answering the question would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (ii) the answer had already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

- (xiii) Under section 527 of the Act, a Shareholder or Shareholders meeting the criteria set out in note (xiv) below, have the right to request the Company to publish on its website a statement setting out any matter that such Shareholders propose to raise at the AGM relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM. Where the Company is required to publish such a statement on its website: (i) it may not require the Shareholder making the request to pay any expense incurred by the Company in complying with the request; (ii) it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website; and (iii) that statement may be dealt with as part of the business of the AGM. The request: (a) may be in hard copy form or in electronic form; (b) either set out the statement in full or, if supporting a statement sent by another Shareholder, clearly identify the statement which is being supported; (c) must be authenticated by the person or persons making it; and (d) be received by the Company at least one week before the AGM.
- (xiv) In order to be able to exercise the Shareholders' right to require the Company to publish audit concerns in accordance with note (xii) above, the relevant request must be made by: (i) a Shareholder or Shareholders having a right to vote at the AGM and holding at least 5 per cent. of total voting rights in the Company (please see note xvii below in relation to total voting rights); or (ii) at least 100 Shareholders having a right to vote at the AGM and holding, on average, at least £100 of paid up share capital.
- (xv) Where a Shareholder or Shareholders wishes to request the Company to publish audit concerns in accordance with note (xii) above, such request must be made by either sending: (a) a hard copy request which is signed by the relevant Shareholder or Shareholders, states such persons full name(s) and address(es) and sent to the Company Secretary, 6-8 James Street, London, W1U 1ED; or (b) a request which states the Shareholder or Shareholders' full name and address(es), and sent by email to enquiries@fim.co.im. Please state "Empiric AGM" in the subject line of the e-mail.
- (xvi) Further information regarding the AGM which the Company is required by section 311A of the Act to publish on a website in advance of the AGM can be accessed at [www.empiric.co.uk](http://www.empiric.co.uk).
- (xvii) As at 1 October 2015 (being the last Business Day prior to the printing of this Notice of AGM) the Company's issued capital consisted of 303,848,815 Shares carrying one vote each. Therefore, the total voting rights in the Company as at 1 October 2015 are 303,848,815.
- (xviii) You may not use any electronic address provided either in this Notice of AGM or any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.
- (xix) Copies of the service contracts of the Executive Directors, the letters of appointment of the Non-Executive Directors and the Rules of the Empiric Student Property plc Company Share Option Plan will be available for inspection during normal business hours at 4 More London Riverside, London, SE1 2AU, from 1 October 2015 (Saturdays, Sundays and public holidays excepted) until the end of the AGM.
- (xx) A copy of this notice, and other information required by section 311A of the Companies Act 2006 can be found at [www.empiric.co.uk](http://www.empiric.co.uk).

## **Notice of Annual General Meeting ("AGM")**

### **Explanatory Notes**

Resolutions 1 to 13 (inclusive) are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 14 to 16 (inclusive) are 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 of the resolution.

### **Resolution 1 (Annual Report and Accounts)**

The Directors of the Company must present to the meeting the audited Annual Report and Accounts.

### **Resolution 2 (Directors' Remuneration Policy)**

The Company proposes an ordinary resolution to approve the Directors' Remuneration Policy (contained in the Directors' Remuneration Report) set out on pages 46 to 53 of the Annual Report and Accounts.

Once approved by shareholders, this policy will be binding upon the Company from the date of the 2015 AGM and the Directors will only be able to make remuneration payments in accordance with the approved policy. Payments will continue to be made to Directors in line with the existing remuneration policy until the date of the 2015 AGM.

If the remuneration policy is approved by shareholders, it will be valid for up to three years without further shareholder approval being required. However, if the Company wished to change the remuneration policy it would need to put the revised policy to a shareholder vote again before it could implement that new policy.

### **Resolution 3 (Directors' Remuneration Report)**

This resolution is an ordinary resolution to approve the Directors' Remuneration Report which is set out on pages 44 to 57 of the Annual Report, other than the part containing the Directors' Remuneration Policy which is set out on pages 46 to 53. The vote on this resolution is advisory only and the Directors' entitlement to remuneration is not conditional on it being passed.

### **Resolutions 4 and 5 (Appointment and Remuneration of Auditors)**

The Company must appoint Auditors at each general meeting at which accounts are presented to shareholders to hold office until the conclusion of the next such meeting. Resolution 4 seeks shareholder approval to re-appoint BDO LLP as the Company's Auditors. In accordance with normal practice, Resolution 5 seeks authority for the Directors to determine the Auditors' remuneration.

### **Resolutions 6, 7, 8, 9, 10, 11 and 12 (Re-election of Directors)**

The Company's Articles of Association require that all Directors stand for re-election this year as they were either appointed by the initial subscribers to the Company or by the Board. The Articles require that in subsequent years, one third of the Board must retire by rotation and put themselves up for re-election.

The Board is satisfied that all of the Non-Executive Directors standing for re-election are independent in character and judgement and there are no relationships or circumstances which are likely to affect their character or judgement.

Biographies for all of the Directors are set out on pages 32 and 33 of the Annual Report and Accounts. The Board is satisfied that each of the Directors standing for election or re-election continues to perform effectively and demonstrates commitment to their respective role.

### **Resolution 13 (Authority to Allot Shares)**

The purpose of this resolution is to renew the authority for the Directors to allot Shares in the Company and grant rights to subscribe for or convert any security into Shares in the Company up to a further aggregate nominal value of £1,002,701 in connection with a rights issue. This amount represents approximately 33 per cent of the Ordinary Share capital of the Company in issue (excluding treasury shares) at 1 October 2015 (being the last practicable date prior to the publication of this notice). The Company currently holds no Shares in treasury.

The Directors' authority will expire on the earlier of 15 months from the AGM or at the conclusion of the next AGM. The Directors have no present intention to make use of the authority sought under this resolution, but they consider it desirable to have the maximum flexibility permitted by corporate governance guidelines.

### **Resolution 14 (Statutory Pre-emption Rights)**

By law, when new Shares are allotted or treasury shares are sold for cash (otherwise than pursuant to an employee share scheme), they must first be offered to existing shareholders pro rata to their holdings. This special resolution gives the Directors authority, for a period of 15 months from the passing of this resolution or, if earlier, the date of the next AGM, to: (a) allot Shares of the Company and sell treasury shares for cash in connection with a rights issue or other pre-emptive offer; and (b) otherwise allot Shares of the Company, or sell treasury shares, for cash up to an aggregate nominal value of £303,848 (representing in accordance with institutional investor guidelines, approximately 10 per cent of the total Ordinary Share capital in issue (excluding treasury shares) as at 1 October 2015 (being the last practicable date prior to the publication of this notice), in each case as if the pre-emption rights in company law did not apply. In accordance with standard practice it is the current intention of the Board to seek to renew these authorities on an annual basis.

Ordinary Shares will only be issued pursuant to these authorities at a premium to the prevailing NAV at the time of issue in order to take account of the costs of such issue and will therefore be non-dilutive to the prevailing NAV for existing Shareholders.

### **Resolution 15 (Authority for market purchases of own Shares)**

This resolution renews the Company's current authority to make limited market purchases of the Company's Shares. The authority is limited to a maximum aggregate number of 45,546,937 Shares (representing 14.99 per cent of the issued share capital as at 1 October 2015 (being the latest practicable date prior to publication of this notice) and sets out the minimum and maximum prices that can be paid, exclusive of expenses. The authority conferred by this resolution will expire at the conclusion of the Company's next Annual General Meeting or 15 months from the passing of this resolution, whichever is the earlier. Any purchases of Shares would be made by means of market purchase through the London Stock Exchange. In accordance with standard practice it is the current intention of the Board to seek to renew these authorities on an annual basis.

The Directors intend exercising the authority to purchase the Company's Shares but only if, in their opinion, the expected effect would be to result in an increase in net asset value per Ordinary Share and would benefit shareholders generally. Any Shares purchased by the Company under this authority may be cancelled or held in treasury in accordance with the Companies Act 2006 at the option of the Board.

### **Resolution 16 (Approval of the Empiric Student Property plc Company Share Option Plan)**

#### **General**

The Directors of the Company would like to establish a Company Share Option Plan (the "Plan") under the terms of which certain employees would be granted the right to subscribe for ordinary shares in the Company (the "Shares") (the "Options"). Both the Company and the Plan comply with Schedule 4 of the Income Tax (Earnings and Pensions) Act 2003.

#### **Operation**

The Plan would be administered by the Board of Directors of the Company who will supervise the operation of the Plan which is open to eligible employees.

#### **Eligible employees**

An eligible employee is any employee of a Constituent Company who does not have a material interest (either on his own or together with one or more of his associates) in any Constituent Company and is either, (i) not a director of any Constituent Company or (ii) a director of a Constituent Company who is required to devote at least 25 hours per week to his duties. An eligible employee can therefore include a full time Executive Director but not a Non-Executive Director.

#### **Grant of awards**

An Option may be granted by the Company, the Trustees of any Employee Benefit Trust authorised by the Board to grant Options or any other person authorised by the Company (a "Grantor").

An Option may be granted to any eligible employee and must be granted within 30 days of the date used for determining the market value of a Share or any other period in which the Board has decided that Options should be granted due to exceptional circumstances that justify such an award.

There are other conditions applicable when Options may not be granted and no Option may be granted after the 10th anniversary of the establishment of the Plan.

**Performance conditions**

When an Option is granted, the Grantor may specify one or more performance conditions for the Option. They may also specify whether any restrictions will apply. However, the Board must exercise its discretion in a manner that is fair and reasonable.

No Option shall be granted:

- when the total number of dilutive Shares exceeds 10% of the issued share capital;
- if the grant would result in the total number of discretionary dilutive Shares exceeding 5% of the issued share capital; and
- if the Board considers that issuing Options could jeopardise compliance with institutional investor guidelines.

**Individual limits on grants**

Options shall not be issued if a grant would cause the total market value of Shares to be held by an eligible employee to exceed £30,000.

**Amendments to the Plan**

The provisions of the Plan, including those relating to:

- (i) the persons to whom, or for whom, securities, cash or other benefits are provided under the Plan (the "participants");
- (ii) limitations on the number or amount of the securities, cash or other benefits subject to the Plan;
- (iii) the maximum entitlement for any one participant; and
- (iv) the basis for determining a participant's entitlement to, and the terms of, securities, cash or other benefits to be provided and for the adjustment thereof (if any) if there is a capitalisation issue, rights issue or open offer, sub-division or consolidation of shares or reduction of capital or any other variation of capital,

cannot be altered to the advantage of participants without the prior approval of shareholders in general meeting (except for minor amendments to benefit the administration of the scheme, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants in the scheme or for the Company).

**Relationship with employment contracts**

Any benefit awarded under the Plan will not be pensionable.

**Exercise of Options**

The Plan contains provisions as to the date when an Option may be exercised and there are provisions contained for the exercise of an Option by a holder ceasing to be an employee in certain circumstances. There are also provisions prohibiting times at which an Option may be exercised.

**Copies of the Plan**

A copy of the Plan will be available for inspection at the offices of Wragge Lawrence Graham & Co LLP, 4 More London Riverside, London, SE1 2AU from 2 October 2015 until the close of the AGM and will be available for inspection at the meeting for at least 15 minutes before and during the meeting.