

# Real Estate Investors PLC

(incorporated in England and Wales under the Companies Act 1985 with registered number 5045715)

(the "Company")

## FORM OF PROXY

Form of proxy for use by holders of ordinary shares at the General Meeting (**GM**) of the Company to be held at the Company's registered office, Cathedral Place, 3rd Floor, 42-44 Waterloo Street, Birmingham, B2 5QB on 13 April 2015 at 11.00 a.m.

Please read the notes before filling in this form. Fill in this form using black ink.

By filling in and returning this form, I/we appoint the Chairman or .....

(see Notes 1 to 3) as my/our proxy to attend and vote on my/our behalf at the GM of the Company or any adjourned meeting.

Multiple Proxy	Shares

(see Note 4)

I/We request such proxy to vote on the following resolutions as mentioned below (see Note 6).

	For	Against	Withheld	Discretion
<b>Ordinary Resolution</b> 1. To grant authority to the Directors to allot shares.				
<b>Special Resolution</b> 2. Conditional upon Resolution 1 above being passed to disapply statutory pre-emption rights.				

Signature.....(see Notes 7 and 8) Dated this..... day of .....2015

Name..... Name .....

Name..... Name .....

### Registered Office:

Cathedral Place, 3rd Floor, 42-44 Waterloo Street  
Birmingham, West Midlands B2 5QB

### Registered Number:

5045715

#### Notes on filling in your Form of Proxy:

- As a shareholder of the Company, you have a right to go to, speak at and vote at the GM. If you cannot or do not want to go to the meeting, you can appoint one or more persons to go to the meeting and speak and vote instead of you. That person is known as a "proxy". You can only use this form and the procedures set out in these notes to appoint the Chairman or someone else as your proxy.
- Your proxy does not have to be a shareholder of the Company.
- If you want to nominate someone other than the Chairman as your proxy, give that person's name in the space above. Your proxy must then go to the meeting to vote on your behalf. However, if you do this and you, or your proxy, do not go to the meeting, your vote cannot be counted. If you sign and return this proxy form with no name inserted in the box, the Chairman of the GM will be deemed to be your proxy.
- You may appoint more than one proxy provided each 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, you may photocopy this form of proxy. Please mark the "Multiple Proxy" box with an X if the proxy instruction is one of multiple instructions being given and indicate in the "Shares" box, the number of shares to which the instruction relates. Please return all forms appointing multiple proxies together in one envelope.
- If you submit more than one valid proxy appointment in respect of the same share for the purposes of the GM, the appointment last delivered, deposited or received shall prevail in conferring authority on the person named in it to attend the meeting and speak and vote.
- Please indicate your vote by marking the appropriate box in black ink like this: X. To abstain from voting on a resolution, select the relevant "Withheld" box. 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 GM.
- This proxy form must be signed and dated by the shareholder or his or her attorney duly authorised in writing. If someone signs this form for you, when you or that person send the form back to us, you or they must enclose the authority (or a duly certified copy of such power or authority) under which the form is signed. If you are appointing the proxy for a company, the form must show the company's seal or be signed on its behalf by an officer, attorney or other person authorised to sign for the company. Where an officer signs this form, the signatory should state his or her office on the form.
- For the proxy named in this form to act for you, your completed form must be completed and lodged with the Company's Registrars, Capita Asset Services at The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU by 11.00 a.m. on 9 April 2015 or if the meeting is adjourned not less than 48 hours (excluding, in the calculation of such time period, any part of a day that is not a working day) before such adjourned meeting. Please do not enclose anything else with your form (except for the authority mentioned in Note 7 above where appropriate). If your form arrives late, it will not be valid and will not replace any earlier form of proxy we have received. We cannot accept forms of proxy returned by fax.
- In the case of joint holders, the vote of the senior shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names appear in the register of members in respect of the joint holding.
- Entitlement to attend and vote at the meeting or at any adjourned meeting and the number of votes you can cast, will be determined by reference to the shareholder register at 6.00 pm on 9 April 2015 or, if the meeting is adjourned, not less than 48 hours (excluding, in the calculation of such time period, any day that is not a working day) before the date fixed for such adjourned meeting.
- If you send a form of proxy, you can still go to the meeting and vote. If you have appointed a proxy and attend the GM in person, your proxy appointment will be dealt with as set out in the notes to the Notice of GM.
- Please refer to the notes to the Notice of GM for details of the procedure that will be followed if multiple forms of proxy are received.
- If you make any alterations on this form, you must put your initials next to them.
- A shareholder who is a company may appoint a corporate representative to attend the meeting, speak and vote on its behalf. To do so, the company must submit a form of resolution giving the relevant authority to that corporate representative. A corporate representative so appointed has the same powers on behalf of the company he/she represents as that company would have were it an individual member.
- For details of how to change your proxy instructions or revoke your proxy appointment please refer to the notes to the Notice of GM.

Business Reply Plus  
Licence Number  
RLUB-TBUX-EGUC



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