

# WALLS & FUTURES REIT PLC

## APPOINTMENT OF PROXY

I/We (insert name(s))

of (insert address(es))

being a member/members of Walls & Futures REIT PLC and entitled to vote, appoint (insert name):

of (insert address)

or, failing that person (or in the event that no person is named), the Chair of the meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company pursuant to the notice of that meeting to be held on Wednesday 21<sup>st</sup> October 2020 at 1pm and at any adjournment of it.

**Since there will be no physical AGM this year, you are strongly encouraged to submit any questions for the Directors in advance by visiting the Company's website at [www.wallsandfutures.com](http://www.wallsandfutures.com) and to vote in advance by proxy. Please complete the following and sign the proxy form where indicated:**

ORDINARY RESOLUTIONS	FOR	AGAINST	WITHHELD
1. To consider the Company's Annual Report and Financial Statements and the reports of the Directors and Auditors for the year ended 31 March 2020.			
2. To re-appoint Kingston Smith LLP as Auditor of the Company to hold office until the conclusion of the next general meeting at which the accounts are laid before the Company.			
3. To authorise the Board of Directors to determine the remuneration of the Auditor.			
4. To re-elect Joe McTaggart, who retires by rotation pursuant to Article 67 and offers himself for re-appointment by general meeting as a Director of the Company.			
5. To re-elect David Peter White, who retires by rotation pursuant to Article 67 and offers himself for re-appointment by general meeting as a Director of the Company.			
6. To re-elect Peter Andrew Wylie, who retires by rotation pursuant to Article 67 and offers himself for re-appointment by general meeting as a Director of the Company.			
7. To authorise directors to allot up to an aggregate nominal value of £50,000.			
SPECIAL RESOLUTIONS			
8. To authorise the directors to disapply pre-emption rights in allotting for cash equity securities representing up to 25% of the issued ordinary share capital.			
9. To authorise the Company to make market purchases of its own shares representing less than 10% of the issued ordinary share capital.			
10. To authorise the cancellation of the Company's share premium account.			
11. That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.			

Signed: ..... / .....  
The Appointor[s]

Name(s) of Appointor[s]: ..... / .....

Date: ..... / .....

**Notes:** (Please refer to the notice accompanying this form for notes on the use of this proxy form)

1. A proxy does not need to be a member of the Company but must join the meeting to represent you. To appoint as your proxy a person other than the Chair of the meeting, insert their full name in the space provided. If you sign and return this proxy form with no name inserted, the Chair of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chair, you are responsible for ensuring that they can join the meeting and are aware of your voting intentions.
2. 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.
3. To direct your proxy how to vote on the resolution mark the appropriate box with an "X". 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 meeting.
4. To appoint a proxy using this form, the form must:
  - State the name and address of the member appointing the proxy;
  - Identify the person appointed as the proxy and identify the general meeting;
  - Be signed by or on behalf of the member;
  - Be sent or delivered to the Company Secretary at Waterstone Company Secretaries, Waterstone Company Secretaries Ltd, Third Floor, 5 St Bride Street, London, EC4A 4AS, or by email to the Company Secretary at the email address: [karen@bhcsecretaries.co.uk](mailto:karen@bhcsecretaries.co.uk) and
  - Be received by the Company no later than 48 hours before the time fixed for the meeting.
5. In the case of a member which is a company, this 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.
6. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
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).
8. 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.
9. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
10. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.