



**Blackline levels**

In order for us to receive correct information regarding blackline levels and avoid confusion, particularly when requesting retrospective cumulative blacklined proofs, it is important that you understand our procedures and are aware of the real time status of a proof at any one time. The table below shows the history and status of this transaction and its blackline levels.

**Notes**

- 1. Unless instructed otherwise, we will automatically produce a new level of blacklining and sequentially change the proof number at each stage.
- 2. If a proof is submitted and further corrections are then received on the same day, it is important that you clearly define your blacklining requirements whether you want us to add to the latest level or produce a new level.
- 3. It is not possible to make corrections to a proof with a new level of blacklining but keep the proof number the same.

Proof No.	Blackline level	Date
1	0	06.09.2022

Proof No.	Blackline level	Date

**Clean proof**

<b>Job no.</b>	264291
<b>Proof no.</b>	1
<b>Date</b>	06.09.2022

## 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 Thursday 30 September 2022 at 1pm, at Octagon Point, 5 Cheapside, London, EC2V 6AA and at any adjournment of it. You are encouraged to submit any questions for the Directors in advance by visiting the Company's website at <https://reit.wallsandfutures.com/agm> 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 receive the Company's Annual Report and Financial Statements and the reports of the Directors and Auditors for the year ended 31 March 2022.			
2. To re-appoint Moore 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-appoint Ms Kiesha May Robinson, who is required to retire from office but is eligible for re-appointment pursuant to the Articles of Association of the Company.			
5. That, in accordance with section 551 of the Companies Act 2006 (the "Act") the Directors have conferred on them the authority and power to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal value of £100,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the end of the Company's 2023 Annual General Meeting or, if sooner, 15 months after the date of the passing of this resolution, save that 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 and the Directors may allot shares or grant rights to subscribe for or convert any securities into shares in pursuance of such offer or agreement as if this authority had not expired.  This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of rights already made or offered or agreed to be made pursuant to such authorities.			

SPECIAL RESOLUTIONS	FOR	AGAINST	WITHHELD
<p>6. That, subject to the passing of Resolution 4 above, and in substitution for all subsisting authorities, the Directors be and are hereby authorised pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred by Resolution 4 above, provided that such authority shall be limited:</p> <p>(i) To the allotment of equity securities for cash in connection with an offer or issue of or invitation to apply for equity securities (including, without limitation, under a rights issue, open offer or similar arrangement) to holders of equity securities in proportion (or as nearly as practicable) to the respective numbers of ordinary shares held by them or, in the case of other equity securities, in proportion to the number of ordinary shares into which they would convert, or such other basis of allocation as the Directors consider to be fair and reasonable, but subject to such exclusions or other arrangements as the Directors may deem necessary or desirable to deal with fractional entitlements, treasury shares, record dates or any legal, regulatory or practical problems under the laws of any territory or the requirements of any regulatory authority or stock exchange in any territory or otherwise; and</p> <p>(ii) Otherwise than pursuant to paragraph (i) of this Resolution, up to an aggregate nominal amount of £50,000 (representing approximately 27 per cent of the Company's issued ordinary share capital), and any such authority shall, unless renewed, varied or revoked by the Company, expire at the end of the Company's 2023 Annual General Meeting or, if sooner, 15 months after the date of the passing of this resolution (save that the Company may, before the expiry of the power hereby conferred, make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement as if the power hereby conferred had not expired).</p>			
<p>7. To amend the Company's Articles of Association to revoke article 133, "Real Estate Investment Trust".</p>			
<p>8. Subject to the passing of Resolution 7 above, it is proposed to change the Company's name to "Walls &amp; Futures Group plc".</p>			
<p>9. That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.</p>			
<p>10. Subject to Resolution 7 above not being passed, to propose that the Company be wound up and, after settling all expenses and repaying all creditors in full, to distribute any remaining monies to shareholders.</p>			

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 Ms K Robinson, Walls & Futures REIT plc, Octagon Point, 5 Cheapside, London, EC2 6AA or by email to the Company Secretary at the email address: kr@noyconsult.com 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.