



the **Local Shopping** reit plc

Proxy Form

The Local Shopping REIT plc (“the Company”)

FORM OF PROXY FOR USE BY MEMBERS AT THE GENERAL MEETING OF THE COMPANY TO BE HELD ON 25 JULY 2013

I/we (name in full):

of (address on share register):

being (a) member(s) of the above-named Company, hereby appoint the Chairman of the meeting (delete if not applicable) or (insert full name)

(See note 2 below)

to act as my/our proxy or proxies to vote for me/us and to act on my/our behalf at the General Meeting of the Company to be held on 25 July 2013 at 12.30 p.m. and at any adjournment thereof and to vote at that meeting as indicated below.

This proxy is appointed in respect of the following number of the shares held by me/us:

..... (insert number)

If this proxy is one of multiple appointments being made in respect of my/our shareholding, please tick this box.

Please indicate how you wish your proxy or proxies to vote by marking “X” in the relevant space below. Where no “X” is inserted, and on any other resolutions proposed at the meeting, your proxy will vote or abstain from voting as he/she thinks fit.

No.	Business	For	Against	Withheld
1	To approve the New Investment Policy (as defined in the circular to members dated 8 July 2013) for the purposes of Chapter 15 of the Listing Rules of the Financial Conduct Authority.			

Dated

Signature(s)

or Common Seal

Notes:

- All members are entitled to attend and vote at the meeting, whether or not they have returned a form of proxy.
- If any other proxy is preferred, delete the words “the Chairman of the meeting”; insert the full name of the proxy or proxies you wish to appoint and initial the alteration. If you are appointing more than one proxy you must indicate the number of shares in respect of which you are making this appointment, you should include the number in the box provided for your first named proxy and attach an additional sheet including name and number of shares for additional proxies. If you provide the name of more than one proxy but fail to complete the number of shares in respect of which they are being appointed, or if the total number of shares exceeds the total held by the member, the appointment will only be effective to appoint the first named person in respect of your entire shareholding.

- 3 A proxy need not be a member of the Company but must attend the meeting in person.
- 4 In the case of a corporation, the form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised in writing. In the case of an individual, the form of proxy must be signed by the individual or his attorney.
- 5 In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will 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.
- 6 If you want your proxy to vote in a certain way on the resolution, please insert "X" in the relevant box.
- 7 The vote withheld option is provided to enable you to abstain on the 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 votes "For" and "Against" a resolution.
- 8 If this form of proxy is returned duly signed but without any indication as to how the person appointed proxy shall vote, he will exercise his discretion as to how he votes and whether or not he abstains from voting.
- 9 In order to be valid, any form of proxy and power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must reach the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6DA or, alternatively, be submitted electronically by email to proxy.votes@equiniti.com, or lodged using the CREST Proxy Voting Service (see note 11, below), not less than 48 hours before the time of the meeting or of any adjournment of the meeting.
- 10 Any alterations made in this form of proxy should be initialled.
- 11 Members who are members of CREST and wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service should refer to note 9 of the notes accompanying the notice of the meeting (sent to members on 8 July 2013).
- 12 Appointment of a proxy will not preclude a member from attending and voting in person should the member subsequently decide to do so.
- 13 As permitted by section 360B(3) of the Act and Regulation 41 of the Uncertificated Securities Regulations 2001, shareholders must be entered on the Company's share register at 6.00 p.m. on 23 July 2013 or, if the meeting is adjourned, not later than 6.00 p.m. on the day two days before the time fixed for the adjourned meeting, in order to be entitled to attend and vote at the meeting. Such shareholders may only cast votes in respect of shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- 14 If you are a person with information rights under section 146 of the Companies Act 2006 you do not have the right to appoint a proxy using this form. Any such forms returned by such persons will be ineffective. You may however have specific rights to instruct the member who granted you information rights as to how such member exercises their right to appoint a proxy.
- 15 If two or more valid forms of proxy are delivered in respect of the same share, the one which was delivered last (regardless of its date or the date of its execution) will be valid.