

**This document is important and requires your immediate attention.** If you are in any doubt as to any aspect of the proposals in this document or the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other independent professional adviser. If you have sold or otherwise transferred all your shares in the Company, please forward this document, and the enclosed Form of Proxy, as soon as possible to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass this document to the person who now holds the shares.



the **Local Shopping** reit plc

## Notice of Annual General Meeting

### The Local Shopping REIT plc (the “Company”)

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “Meeting”) of the Company will be held at the offices of Eversheds Sutherland (International) LLP, One Wood Street, London EC2V 7WS, on Friday 29 March 2019 at 11.00am, for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions.

The Directors consider that all the resolutions to be put to the Meeting are in the best interests of the Company and its shareholders as a whole and unanimously recommend shareholders to vote in favour of all the proposed resolutions. The Directors intend to vote, in respect of their own beneficial holdings, in favour of all the proposed resolutions.

### Ordinary Business

- 1 To receive and adopt the report of the directors and the financial statements of the Company for the financial year ended 30 September 2018, together with the report of the Auditors.
- 2 To approve the Remuneration Implementation Report, contained in the Remuneration Report section of the report of the directors and the financial statements for the year ended 30 September 2018.
- 3 To re-elect Nicholas Vetch as a director.
- 4 To re-appoint KPMG LLP as auditors to the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company, and to authorise the directors to determine their remuneration.

BY ORDER OF THE BOARD

**William A Heaney**

Company Secretary

6 March 2019

Registered office:

65 Grosvenor Street

London

W1K 3JH

## **Notes on the Resolutions**

**Resolution 1** relates to the requirement for the directors to present the report of the directors and the accounts of the Company to shareholders at the Meeting. The report of the directors, the accounts and the report of the Company's Auditors on the accounts and on those parts of the directors' remuneration report that are capable of being audited are contained within the 2018 Annual Report.

**Resolution 2** relates to the requirement for an annual advisory vote on the implementation of the Company's remuneration policy in terms of the payments and share awards made to directors during the year. Details of these are contained in the Remuneration Report section of the report of the directors and the financial statements for the financial year ended 30 September 2018.

**Resolution 3** relates to the provisions for directors to retire periodically. The Articles require each director to retire by rotation at every third Annual General Meeting. Nicholas Vetch is retiring in accordance with the provision of the Articles, and offers himself for re-election. Biographical details for Mr Vetch, including his membership of Board committees, are set out in the Company's Annual Report for the financial year ended 30 September 2018.

**Resolution 4** relates to the requirement that the auditors of a company must be re-appointed at each general meeting at which accounts are laid. This Resolution seeks approval for the re-appointment of KPMG LLP as auditors of the Company, to hold office until the conclusion of the next Annual General Meeting at which accounts are laid. Pursuant to this Resolution, Shareholders are also being asked to authorise the directors to determine KPMG LLP's remuneration as Auditors.

## General Notes

- 1 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 6.30 p.m. on Wednesday 27 March 2019 in order to be entitled to attend and vote at the Meeting or, if the Meeting is adjourned, on the Company's share register at 6.30 p.m. on the day two business days (excluding any part of a day which is not a working day) before the time fixed for the adjourned 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.
- 2 Any member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies (who need not be a member of the Company) to attend and to vote instead of the member. Completion and return of a form of proxy will not preclude a member from attending and voting at the meeting in person, should he subsequently decide to do so. A form to be used for appointing a proxy or proxies for this meeting to vote on your behalf accompanies this Notice.
- 3 A body corporate which is a member of the Company may appoint one or more corporate representatives to exercise all the powers of a shareholder on its behalf, provided that representatives of the same corporation do not exercise their powers differently in relation to the same shares.
- 4 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, not less than 48 hours before the time of the Meeting, or, in the case of an adjourned meeting, not less than 48 hours (excluding any part of a day that is not a working day) before such adjourned meeting.
- 5 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual on the Euroclear website ([www.euroclear.com](http://www.euroclear.com)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must (in order to be valid) be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in this Notice. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 6 Persons with information rights under section 146 of the Act do not have the right to appoint a proxy. Any purported exercise by such persons (whether by completion and return of a form of proxy, or otherwise) will be ineffective. Such persons may, however, have specific rights to instruct the member who granted the information rights as to how such member exercises their right to appoint a proxy.
- 7 Any member attending the Meeting is entitled, pursuant to section 319A of the Act, to ask any question relating to the business being dealt with at the Meeting. The Company will answer any such questions unless: (i) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; or (ii) the answer has 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 Meeting that the question be answered.
- 8 The total number of Ordinary Shares in issue as at 4 March 2019, the last practicable date before printing this document, was 91,669,870 Ordinary Shares and the total level of voting rights was 91,669,870, of which 9,164,017 were attached to shares held in treasury by the Company.
- 9 Pursuant to sections 527 to 531 and sections 338 and 338A of the Act: (i) a member or members having a right to vote at the meeting and holding at least 5 per cent. of total voting rights of the Company; or (ii) at least 100 members having a right to vote at the meeting where each holds, on average, at least £100 of paid up share capital may request the Company to:
  - (a) publish on its website, a statement setting out any matter that such member or members propose to raise at the Meeting relating to the audit of the Company's accounts (including the Auditors' report and the conduct of the audit) that are to be laid before the Meeting; and/or
  - (b) give notice of a resolution which may properly be moved and which such members intend to move at the Meeting; and/or
  - (c) include in the business of the Meeting any matter (other than a proposed resolution) which may properly be included in the business.

A request that the Company publish a statement on its website, as described in sub-paragraph (a) above, must either set out the statement in full or, if supporting a statement sent by another member, clearly identify the statement which is being supported, and be received by the Company at least one week before the Meeting. The Company must forward such a statement to the Company's Auditors no later than the time the statement is made available on the Company's website, and the statement may be dealt with as part of the business of the Meeting.

A request to give notice of a resolution which members intend to move at the Meeting, as described in sub-paragraph (b) above, must (i) identify the resolution of which notice is to be given; (ii) be authenticated by the person or persons making it; and (iii) be received by the Company not later than six weeks before the Meeting. The Company must circulate the resolution proposed to each member entitled to receive notice of the Meeting.

A request for the inclusion of an item in the business of the Meeting, as described in sub-paragraph (c) above, must (i) identify the matter for inclusion; (ii) be accompanied by a statement setting out the grounds for the request; (iii) be authenticated by the person or persons making it; and (iv) be received by the Company not later than six weeks before the Meeting. The Company must include the matter proposed in the business to be dealt with at the Meeting.

A member or members wishing to make requests as described in this note 9 must send the request, together with their name and address and share certificate number(s), to the Company using one of the following methods:

- in hard copy form to the Company Secretary, The Local Shopping REIT plc, c/o Principal Real Estate Limited, 2nd Floor, 65 Grosvenor Street, London W1K 3JH;
- by email to the Company Secretary at [heaney.bill@principalreeurope.com](mailto:heaney.bill@principalreeurope.com); or
- by fax to 020 7355 8801, marked for the attention of the Company Secretary, The Local Shopping REIT plc.

**10** Copies of the service contracts and letters of appointment of each of the directors are available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) and at the place of the Meeting from at least 15 minutes prior to and until the conclusion of the Meeting.

**11** A copy of this Notice together with other information required under the Act may be accessed on the Company's website [www.localshoppingreit.co.uk](http://www.localshoppingreit.co.uk). Any shareholders' statements, shareholders' resolutions and shareholders' matters of business received by the Company after the date of the Notice will be added to the information already available on the website as soon as reasonably practicable.

**12** The results of the voting at the Meeting will be announced through the London Stock Exchange regulatory news service and will also appear on the Company's website.

**13** You may not use any electronic address provided either in this Notice or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.