

Impact Healthcare REIT plc

# Annual General Meeting Form of Proxy

**Form of Proxy for use by members of Impact Healthcare REIT plc (the "Company") at the Annual General Meeting to be held at 10.00 a.m. on Thursday, 26 April 2018.**

**Before completing this form, please read the explanatory notes below.**

I/We, being a member/members of the Company appoint the Chairman of the meeting or (see note 3):

NAME .....

ADDRESS .....

.....  
.....  
.....

as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, 26 April 2018 at 10.00 a.m. at Travers Smith LLP, 10 Snow Hill, London EC1A 2AL and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'.

If you wish to appoint multiple proxies, please see note 4 below. Please tick here if you are appointing more than one proxy.



## NOTES

### FORM OF PROXY

- As a member of the Company you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank they will be authorised in respect of your full voting entitlement.
- Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

### APPOINTMENT

- A proxy does not need to be a member of the Company but must attend the meeting to represent you. If you wish to appoint a proxy other than the Chairman of the meeting, insert their full name in the space provided. If you leave this space blank, the chairman of the meeting will be appointed your proxy. Where you appoint as your proxy someone other than the chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the chairman and give them the relevant instructions directly.
- 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. To appoint more than one proxy, additional proxy forms may be obtained by contacting the Company's registrar, Link Asset Services on 0871 664 0300 or you may photocopy this form. Calls cost 12p per minute plus your phone company's access charge. If you are outside the United Kingdom, please call +44 371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 9.00 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales with a view to obtaining a duplicate form. You will need to state clearly on each proxy form the number of shares in relation to which they are authorised to act as your proxy and indicate by ticking the relevant box that the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope.
- 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).

RESOLUTIONS (Please indicate with an "x" in the box provided how you wish to vote.)	For	Against	Vote Withheld*
<b>ORDINARY RESOLUTIONS</b>			
1. Receive annual accounts for period ended 31 December 2017			
2. Approve directors' remuneration report			
3. Approve directors' remuneration policy			
4. Approve the Company's dividend policy			
5. Elect Rupert Barclay as a director			
6. Elect Rosemary Boot as a director			
7. Elect Philip Hall as a director			
8. Elect David Brooks as a director			
9. Elect Paul Craig as a director			
10. To appoint BDO LLP as the Company's auditor			
11. To authorise the board of directors to determine the auditor's remuneration			
12. To authorise the directors to allot shares under section 551 Companies Act 2006			
13. Subject to the passing of resolution 12, to authorise the directors to allot additional shares under section 551 Companies Act 2006			
<b>SPECIAL RESOLUTIONS</b>			
14. Subject to the passing of resolution 12, to disapply statutory pre-emption rights under section 570 Companies Act 2006			
15. Subject to the passing of resolution 13, to disapply statutory pre-emption rights under section 570 Companies Act 2006			
16. To authorise the Company to make market purchase of its own ordinary shares			
17. To permit general meetings to be called on 14 days' notice			

\* Please note that a "vote withheld" is not a vote in law and will not be counted in the calculation of the votes cast for and against the resolution.

**PLEASE COMPLETE THE DETAILS BELOW IN BLOCK CAPITALS AND SIGN AND DATE WHERE INDICATED**

<b>Signature</b> of shareholder or common seal/signature of duly authorised officer of corporate shareholder Note: If joint shareholders, only one joint holder need sign	
<b>Print name</b>	<b>Date</b>

**Please return this Form of Proxy in the business reply envelopes supplied to: Link Asset Services at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to arrive by 10.00 a.m. on Tuesday, 24 April 2018. Alternatively, if you hold your shares in uncertificated form, you may appoint a proxy using the CREST electronic proxy appointment service, details of which are set out in note 10.**

### VOTING DIRECTIONS

- To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote 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 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, including a motion to adjourn.

### RETURNING YOUR FORM OF PROXY

- To validly appoint a proxy using this form, the form must be:
  - completed and signed;
  - (if applicable) enclosed with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority;
  - sent or delivered to Link Asset Services at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and
  - received by Link Asset Services no later than 10.00 a.m. on Tuesday, 24 April 2018.
- 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. 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.
- As an alternative to completing this hard-copy proxy form, you can appoint a proxy electronically by visiting [www.signalshares.com](http://www.signalshares.com). For an electronic proxy appointment to be valid, your appointment must be received by Link Asset Services no later than 10.00 a.m. Tuesday 24 April 2018.
- CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent Link Asset Services (ID RA10) by 10.00 a.m. Tuesday, 24 April 2018. See the notes to the notice of meeting for further information on proxy appointment through CREST.
- 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. For details of how to change your proxy instructions or revoke your proxy appointment, see the notes to the notice of meeting.
- 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.