

Regional REIT Limited
(incorporated and registered in Guernsey number 60527)
Notice of Annual General Meeting 2016

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other independent professional adviser immediately.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Notice is hereby given that the Annual General Meeting of Regional REIT Limited (the “Company”) will be held at the offices of Macfarlanes LLP, 20 Cursitor Street, London EC4A 1LT on 27 May 2016 at 10:30am, at which the following Ordinary Resolutions and one Extraordinary Resolution will be proposed:

Ordinary Business

To consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

1. To receive and consider the financial statements of the Company along with the report of the Directors and the auditors’ report for the period ended 31 December 2015.
2. To re-appoint RSM UK Audit LLP as auditor of the Company.
3. To authorise the Directors to determine the remuneration of RSM UK Audit LLP as auditor of the Company.
4. To appoint Mr. William Eason, being eligible and offering himself for election, as a Director of the Company.
5. To appoint Mr. Stephen Inglis, being eligible and offering himself for election, as a Director of the Company.
6. To appoint Mr. Kevin McGrath, being eligible and offering himself for election, as a Director of the Company.
7. To appoint Mr. Martin McKay, being eligible and offering himself for election, as a Director of the Company.
8. To appoint Mr. Daniel Taylor, being eligible and offering himself for election, as a Director of the Company.
9. That the Company be authorised in accordance with the Companies (Guernsey) Law, 2008 (as amended) (the “Law”) to make market acquisitions (as defined in the Law) of its own Ordinary Shares either for cancellation or to hold as treasury shares for future resale or transfer provided that:
 - a. the maximum number of Ordinary Shares authorised to be purchased is a number up to 14.99 per cent. of the aggregate number of Ordinary Shares in issue immediately following the conclusion of this AGM;
 - b. the minimum price which may be paid for an Ordinary Share is £0.01;
 - c. the maximum price which may be paid for an Ordinary Share is an amount equal to the higher of (i) 5% above the average of the middle market values of an Ordinary Share taken from the London Stock Exchange Daily Official List for the five business days before the purchase is made and (ii) the higher of the last independent trade or the highest current independent bid for Ordinary Shares;
 - d. such authority shall expire at the conclusion of the next Annual General Meeting of the Company unless the authority is varied, revoked or renewed prior to such date by Ordinary Resolution of the Company in general meeting; and
 - e. the Company may make a contract to purchase its own Ordinary Shares under the authority hereby conferred prior to the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its own Ordinary Shares in pursuance of any such contract.

10. That the Directors be and are hereby empowered to issue Ordinary Shares (including any issue of treasury shares) at an issue price below the latest published NAV (as defined in the articles of incorporation of the Company (the “**Articles**”) per Ordinary Share (but excluding treasury shares) as at their date of issue.

Other Business

To consider and, if thought fit, pass the following resolution as an Extraordinary Resolution:

11. The Directors of the Company (the “Directors”) be and are empowered to allot and issue, to grant rights to subscribe for, to convert and to make offers or agreements to allot equity securities (as defined in Article 5.1(a) of the Articles) for cash as if the pre-emption rights contained in Article 5.2 of the Articles in respect of such equity securities did not apply to any such allotment, provided that this power shall be limited to:
- a. the allotment and issue of such number of ordinary shares of no par value (“Ordinary Shares”), equal to up to 10% of the number of Ordinary Shares in issue immediately following the conclusion of this AGM; and
 - b. the sale of such number of treasury shares as is equal to the number of Ordinary Shares held in treasury immediately following the conclusion of this AGM

and such authority will, unless previously revoked or varied, expire at the conclusion of the next Annual General Meeting of the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require Ordinary Shares to be allotted and issued after such expiry and the Directors may allot and issue equity securities in pursuance of any such offer or agreement as if this power had not expired.

Important Notes

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy (or more than one proxy) to attend, speak and vote in his stead. A proxy may demand, or join in demanding, a poll providing they meet the conditions determined in the Company’s Articles of Incorporation. A proxy need not be a member of the Company. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them. A member may appoint more than one proxy to attend the meeting provided that each proxy is appointed to exercise rights attached to different shares.
2. For the convenience of members who may be unable to attend the meeting a Form of Proxy is enclosed which should be completed in accordance with the instructions. To be valid, the Form of Proxy (together with the power of attorney or other authority (if any) under which it is signed or notarially certified copy of such authority) must be deposited with the Company’s registrars, Capita Registrars (Guernsey) Limited, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not less than 48 hours before the time fixed for the Meeting. The fact that members may have completed Forms of Proxy will not prevent them from attending, speaking and voting in person at the meeting should they afterwards decide to do so. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. 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 specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by Capita (ID RA10) not later than 48 hours before the time fixed for the AGM. 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 Capita is able to retrieve the message by enquiry to CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages and normal system timings and limitations will apply in relation to the input of a CREST Proxy Instruction. It is the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 34(1) of the Uncertificated Securities (GUERNSEY) Regulations 2009.

4. Members who hold Ordinary Shares must have been entered on the Company's Register of Members 48 hours prior to the Meeting in order to attend, speak and vote at the Meeting. Such members may only vote at the Meeting in respect of Ordinary Shares in the Company held at that time.
5. When two or more valid but differing appointments of a proxy are received in respect of the same share for use at the same meeting or poll, the one which is last received (regardless of its date or of the date of its signature) shall be treated as replacing and revoking the others as regards that share; if the Company is unable to determine which was last received, none of them shall be treated as valid in respect of that share.
6. To be passed, an Ordinary Resolution requires a simple majority of the votes cast by shareholders voting either in person or by proxy at the AGM (excluding any votes which are withheld) to be voted in favour of the resolution.
7. To be passed, an Extraordinary Resolution requires a majority of at least 75% of the votes cast by those shareholders voting either in person or by proxy at the AGM (excluding any votes which are withheld) to be voted in favour of the resolution.

By Order of the Board

Capita Company Secretarial Services Limited
Corporate Secretary

Regional REIT Limited
Mont Crevelt House, Bulwer Avenue, St. Sampson, Guernsey, GY2 4LH
18 April 2016

EXPLANATION OF RESOLUTIONS:

Resolution 1 – To receive the Report and Accounts (Ordinary Resolution)

This resolution relates to the Report of the Directors and Financial Statements for the period ended 31 December 2015 together with the auditor's report which shareholders are asked to receive and consider.

Resolution 2 to 3 – Re-appointment and Remuneration of Auditor (Ordinary Resolutions)

On recommendation of the Audit Committee, the Board proposes to shareholders (Resolution 2) that RSM UK Audit LLP be re-appointed as auditor of the Company. Resolution 3 proposes that the Directors be authorised to determine the amount of the auditor's remuneration.

Resolutions 4 to 8 – Re-election of Directors (Ordinary Resolutions)

Each of the Directors is seeking re-election at the AGM in accordance with the Company's Articles of Association.

Full biographies of all the Directors may be found in the Company's Annual Report and Accounts which are also available for viewing on the Company's website (<http://www.regionalreit.com>).

Resolution 9 – To approve the purchase of the Company's own shares (Ordinary Resolution)

Under this resolution, the Company will seek to renew its current authority to make purchases in the market of its own Ordinary Shares of no par value of up to 14.99% of the Company's Ordinary Shares in issue.

Any repurchase of Ordinary Shares will be made subject to the Law, the Articles, the Listing Rules made by the Financial Conduct Authority and within any guidelines established by the Board from time to time. The timing of any repurchase will be entirely at the Directors' discretion. The authority sought from shareholders is a general authority and, at the date of this Notice, the Directors had no specific intention to use the authority in whole or in part however, the authority will give Directors flexibility in adapting to market demands. Any Ordinary Shares repurchased will be cancelled or held in treasury at the Board's discretion.

Purchases of Ordinary Shares will only be made through the market for cash at prices below the prevailing NAV of the Ordinary Shares where the Directors believe such purchases will enhance shareholder value provided that (i) the maximum number of Shares which may be purchased is up to 14.99% of the Ordinary Shares in issue as at the passing of the resolution, (ii) the minimum price which may be paid for a Share is £0.01; and (iii) the maximum price which may be paid for a Share is an amount equal to the higher of 5% above the average of the middle market values of an ordinary share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which any ordinary share is purchased and the higher of the last independent trade or the highest current independent bid for ordinary shares.

The authority will expire at the conclusion of the next AGM unless otherwise revoked, renewed or varied prior to that date by the Company in general meeting.

Resolution 10 – To authorise the Directors to allot shares below Net Asset Value (Ordinary Resolution)

This resolution would, if passed, allow the Directors to allot shares or sell treasury shares for cash at a price below the net asset value per share of those shares without having to offer such shares to existing shareholders in proportion to their own holdings.

Resolution 11 – To authorise the Directors to allot Ordinary Shares (Extraordinary Resolution)

The purpose of this resolution is to give the Directors powers to issue shares equal in amount of up to 10% of the Company's issued share capital as if the pre-emption provisions contained in the Articles did not apply.

The resolution would give the Board flexibility to respond to market developments. However, there are no current plans to allot shares.

If this resolution is passed, the authority will expire at the conclusion of the Company's next AGM. It is the intention of the directors to seek to renew this authority every year.

The Board confirms that, in its opinion, resolutions 1 – 11 respectively are in the best interests of the shareholders of the Company as a whole and unanimously recommends that shareholders vote in favour of them as they intend to do in respect of their own shareholdings.