

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO WHAT ACTION YOU SHOULD TAKE, YOU ARE RECOMMENDED TO SEEK YOUR OWN FINANCIAL ADVICE FROM YOUR STOCKBROKER OR OTHER INDEPENDENT ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000.

IF YOU HAVE RECENTLY SOLD OR TRANSFERRED ALL OF YOUR SHARES IN SUPERMARKET INCOME REIT PLC, PLEASE FORWARD THIS DOCUMENT, TOGETHER WITH THE ACCOMPANYING DOCUMENTS, AS SOON AS POSSIBLE EITHER 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.

SUPERMARKET INCOME REIT PLC

(the "Company")

(incorporated in England & Wales registered number 10799126)

LEI: 2138007FOINJKAM7L537

NOTICE OF ANNUAL GENERAL MEETING

Directors:

Andrew Nicholas Hewson*
Vincent John Prior*
Jonathan Martin Austen*

* *Independent non-executive*

Registered Office:

7th Floor
9 Berkeley Street
London
W1J 8DW

27 September 2018

Dear Shareholder

Annual General Meeting

INTRODUCTION

I am very pleased to enclose the notice of the first AGM (the "**Notice of AGM**") of Supermarket Income REIT plc which will be held at 20 Cursitor Street, London, EC4A 1LT on Tuesday, 6 November 2018 at 3:00 p.m. to transact the business set out in the resolutions below.

The Notice of AGM sets out the business to be considered at the meeting and the purpose of this letter is to explain certain elements of that business to you.

If you would like to vote on the resolutions but will not be attending the AGM, you may appoint a proxy by completing and returning the enclosed proxy form.

Alternatively, if you hold your shares in CREST, you may appoint a proxy via the CREST system. Notice of your appointment of a proxy should reach the Company's Registrar, Link Asset Services, at the address shown on the proxy form, by 3 pm on Sunday 4 November 2018.

If you hold your shares through a nominee service, please contact the nominee service provider regarding the process for appointing a proxy.

The Annual Report and Financial Statements are available to view in the Investor Centre of the Company's website at www.supermarketincomereit.com. Printed copies of the Company's Annual Report are also available on request by contacting Susan Fadil, JTC (UK) Limited, 7th Floor, 9 Berkeley Street, London, W1J 8DW or by Email to Susan.Fadil@jtcgroup.com.

EXPLANATION OF ANNUAL GENERAL MEETING BUSINESS

Enclosed with this document is a notice convening the annual general meeting of the Company for Tuesday 6 November 2018. This explanatory note gives further information on the resolutions which will be proposed at the meeting set out in the enclosed notice.

Resolution 1 - to receive and adopt the annual accounts and reports

The Companies Act 2006 requires the directors of a public company to lay its annual accounts and reports before the company in general meeting. The Company proposes, as an ordinary resolution, a resolution on its annual accounts and reports.

Resolution 2 - to approve the directors' remuneration report

The Companies Act 2006 requires listed companies to put a resolution to shareholders at each annual general meeting to approve the directors' remuneration report (other than the part containing the directors' remuneration policy), which forms part of the annual report. The vote is advisory in nature and the directors' entitlement to receive remuneration is not conditional on it.

Resolution 2 in the notice of annual general meeting, which will be proposed as an ordinary resolution, asks shareholders to approve the remuneration report (other than the part containing the directors' remuneration policy), which can be found on pages 35 to 36 of the annual report and accounts.

Resolution 3 - to approve the directors' remuneration policy

The Companies Act 2006 requires listed companies to put a separate resolution to shareholders to approve the directors' remuneration policy part of the directors' remuneration report. The vote on Resolution 3 is a binding vote and, if passed, will mean that the Company will not be able to make a remuneration payment to a current or prospective director or a payment for loss of office to a current or past director unless the payment is consistent with the approved directors' remuneration policy (or has been approved by a separate resolution of the members of the Company). If the Company wishes to change the directors' remuneration policy, it will need to put the revised policy to a shareholder vote before it can implement the new policy. If the directors' remuneration policy remains unchanged, the Companies Act 2006 requires the Company to put the policy to shareholders for approval again no later than 6 November 2021.

Resolution 3 in the notice of annual general meeting, which will be proposed as an ordinary resolution, asks shareholders to approve the directors' remuneration policy, which can be found on pages 35 to 36 of the directors' remuneration report in the annual report and accounts.

Resolutions 4 to 6 - to elect Andrew Nicholas Hewson, Vincent John Prior and Jonathan Martin Austen as directors

Although not required by the Company's articles of association, the Company is choosing to comply voluntarily with the provision of the UK Corporate Governance Code requiring all directors of FTSE 350

companies to be subject to annual election, all directors retire at each annual general meeting and those eligible and wishing to serve again offer themselves for election.

Each of Andrew Nicholas Hewson, Vincent John Prior and Jonathan Martin Austen were appointed as directors of the Company on 5 June 2017. Brief biographical details on Nicholas Hewson, Vincent John Prior and Jonathan Martin Austen may be found in the section of the annual report and accounts on the board of directors.

Resolutions 7 and 8 - to re-appoint BDO LLP as auditors and auditor's remuneration

These resolutions propose that BDO LLP should be re-appointed as the Company's auditors and authorises the directors to determine their remuneration.

Resolution 9 - authority to allot shares

Under the Companies Act 2006 the directors may only allot shares (or grant certain rights over shares) with the authority of shareholders in general meeting (other than pursuant to an employee share scheme). In certain circumstances this could be unduly restrictive.

Resolution 9 in the notice of annual general meeting will be proposed, as an ordinary resolution, to authorise the directors to allot ordinary shares of £0.01 each in the capital of the Company up to a maximum nominal amount of £614,459 and up to a further maximum nominal amount of £614,459 where the allotment is in connection with an offer by way of a rights issue, representing approximately 33.3 per cent and 33.3 per cent respectively of the nominal value of the ordinary shares in issue on 26 September 2018 (being the latest practicable date prior to the publication of this document). As at the date of this document, the Company does not hold any shares in treasury. These limits are in accordance with guidelines issued by the Investment Association and market practice.

The authority conferred by Resolution 9 is in addition to the authority to allot shares granted at the general meeting of the Company held on 21 May 2018 for the purposes of the placing and offer for subscription and share issuance programme (which expires on 24 April 2019), and will expire at the end of next year's annual general meeting or, if sooner, on 6 February 2020.

The directors have no current intention of exercising this authority. However, the directors believe it to be in the best interests of the Company that they should continue to have this authority so that such allotments can take place to finance appropriate business opportunities that may arise.

Resolution 10 - to disapply pre-emption rights

Unless they are given an appropriate authority by shareholders, if the directors wish to allot any shares for cash or grant rights over shares or sell treasury shares for cash (other than pursuant to an employee share scheme) they must first offer them to existing shareholders in proportion to their existing holdings. These are known as pre-emption rights.

Accordingly, Resolution 10 in the notice of annual general meeting will be proposed, as a special resolution, to give the directors power to allot shares without the application of these statutory pre-emption rights: first, in relation to offers of equity securities by way of rights issue, open offer or similar arrangements (save that in the case of an allotment pursuant to the authority conferred by paragraph 9.2 of Resolution 9, such offer shall be by way of rights issue only); and secondly, in relation to the allotment of equity securities for cash up to a maximum aggregate nominal amount of £184,356 (representing approximately 10 per cent of the nominal value of the ordinary shares in issue on 26 September 2018 (being the latest practicable date prior to the publication of this document)).

The directors have no current intention of issuing shares. The authority will only be used to issue shares at a premium to the prevailing net asset value and, although it will only be used when the directors believe that it would be in the best interests of the Company to do so, if granted, would give the directors flexibility to take advantage of business opportunities that may arise.

The power conferred by Resolution 10 is in addition to the disapplication of pre-emption rights granted at the general meeting of the Company for the purposes of the placing and offer for subscription and

share issuance programme (which expires on 24 April 2019), and will expire at the end of next year's annual general meeting or, if sooner, on 6 February 2020.

Resolution 11 - Company's authority to purchase its own shares

Resolution 11 in the notice of annual general meeting, which will be proposed as a special resolution, will authorise the Company to make market purchases of up to 27,635,029 ordinary shares. This equals 14.99 per cent of the Company's ordinary shares in issue on 26 September 2018 (being the latest practicable date prior to the publication of this document). As previously noted, the Company does not as at the date of this document hold any shares in treasury. The maximum price that may be paid shall be the higher of (i) 5 per cent above the average of the middle market quotations for an ordinary share for the five business days immediately before the day on which such share is contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out (in each case exclusive of all expenses). The minimum price which may be paid for each ordinary share shall be £0.01 (exclusive of all expenses).

The authority conferred by Resolution 11 will expire at the end of next year's annual general meeting or, if sooner, on 6 February 2020.

Your directors are committed to managing the Company's capital effectively. Although the directors have no plans to make such purchases, buying back the Company's ordinary shares is one of the options they keep under review.

The Company may hold in treasury any of its own shares that it purchases in accordance with the Companies Act 2006 and the authority conferred by this resolution. This would give the Company the ability to re-issue treasury shares quickly and cost effectively and would provide the Company with greater flexibility in the management of its capital base. Shares held in treasury may subsequently be cancelled, sold for cash, or transferred for the purposes of, or pursuant to, employee share schemes. Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings, in respect of shares. Further, no dividend or other distribution of the Company's assets may be made to the Company in respect of the shares held in treasury.

If Resolution 11 is passed at the annual general meeting, it is the Company's current intention to cancel all of the shares it may purchase pursuant to the authority granted to it. However, in order to respond properly to the Company's capital requirements and the prevailing market conditions, the board will need to assess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them, provided it is permitted to do so.

As at 26 September 2018 (being the latest practicable date prior to the publication of this document), there were no options or warrants outstanding over the Company's ordinary share capital.

Resolution 12 – period of notice for general meetings (other than annual general meetings)

The notice period required by the Companies Act 2006 for general meetings of the Company is 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. Annual general meetings will continue to be held on at least 21 clear days' notice.

The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

Note that the changes to the Companies Act 2006 mean that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

NOTICE OF ANNUAL GENERAL MEETING

Company No. 10799126

SUPERMARKET INCOME REIT PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the annual general meeting of Supermarket Income REIT plc will be held at 20 Cursitor Street, London, EC4A 1LT on Tuesday 6 November 2018 at 3:00 pm for the following purposes:

Ordinary Business

To consider and, if thought fit, to pass resolutions 1 to 8 (inclusive) as ordinary resolutions:

- 1 To receive and adopt the annual accounts and reports of the directors and the auditors for the year ended 30 June 2018.
- 2 That the directors' remuneration report (other than the part containing the directors' remuneration policy), as set out on pages 35 to 36 of the annual report and accounts for the year ended 30 June 2018, be approved.
- 3 That the directors' remuneration policy, as set out on pages 35 to 36 of the directors' remuneration report in the annual report and accounts for the year ended 30 June 2018, which takes effect immediately after the end of the annual general meeting, be approved.
- 4 To elect Andrew Nicholas Hewson as a director.
- 5 To elect Vincent John Prior as a director.
- 6 To elect Jonathan Martin Austen as a director.
- 7 To appoint BDO LLP as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next meeting at which accounts are laid before the company.
- 8 To authorise the directors to determine the auditor's remuneration.

Special Business

To consider, and if thought fit, pass resolution 9 as an ordinary resolution and resolutions 10 to 12 (inclusive) as special resolutions:

- 9 That, in addition to the existing authority conferred by the ordinary resolution passed at the general meeting of the Company held on 21 May 2018, the directors be generally and unconditionally authorised pursuant to s.551 of the Companies Act 2006 (the "**Act**") to exercise all the powers of the Company to allot:
 - 9.1 shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("**Relevant Securities**"), up to a maximum aggregate nominal amount of £614,459; and further
 - 9.2 Relevant Securities comprising equity securities (within the meaning of s.560 of the Act) up to an aggregate nominal amount of £614,459 in connection with an offer by way of a rights issue in favour of holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares, but subject to such exclusions, limits, restrictions or other arrangements as the directors deem necessary or expedient in relation to fractional entitlements, treasury shares, record dates or any legal,

regulatory or practical problems in or under the laws of any territory, or the requirements of any regulatory body or stock exchange or any other matter;

for a period expiring (unless previously revoked, varied or renewed) at the end of the next annual general meeting of the Company or, if sooner, on 6 February 2020, but in each case the Company may, before such expiry, make an offer or agreement which would or might require Relevant Securities to be allotted after this authority expires and the directors may allot Relevant Securities in pursuance of such offer or agreement as if this authority had not expired.

- 10 That subject to the passing of Resolution 9 above, in addition to the existing authority conferred by the special resolution passed at the general meeting of the Company held on 21 May 2018 the directors be generally empowered pursuant to s.570 and s.573 of the Act to allot equity securities (within the meaning of s.560 of the Act) for cash, pursuant to the authority conferred by Resolution 9 as if s.561(1) of the Act did not apply to such allotment, provided that this power shall expire (unless previously revoked, varied or renewed) at the end of the next annual general meeting of the Company or, if sooner, on 6 February 2020. This power shall be limited to the allotment of equity securities:
 - 10.1 in connection with an offer of equity securities (including, without limitation, under a rights issue, open offer or similar arrangement save that in the case of an allotment pursuant to the authority conferred by paragraph 9.2 of Resolution 9, such offer shall be by way of rights issue only) in favour of holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares but subject to such exclusions, limits, restrictions or other arrangements as the directors deem necessary or expedient in relation to fractional entitlements, treasury shares, record dates or any legal, regulatory or practical problems in or under the laws of any territory, or the requirements of any regulatory body or stock exchange or any other matter; and
 - 10.2 otherwise than pursuant to paragraph 10.1 up to an aggregate nominal amount of £184,356; but the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after this power expires and the directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of s.560(3) of the Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by Resolution 9" were omitted.
- 11 That the Company be generally and unconditionally authorised pursuant to s.701 Companies Act 2006 to make market purchases (within the meaning of s.693(4) Companies Act 2006) of its ordinary shares of £0.01 each on such terms and in such manner as the directors shall determine, provided that:
 - 11.1 the maximum number of ordinary shares hereby authorised to be purchased is 27,635,029;
 - 11.2 the maximum price which may be paid for each Ordinary Share shall be the higher of (i) 5 per cent above the average of the middle market quotations for an Ordinary Share (as derived from The London Stock Exchange Daily Official List) for the five business days immediately before the day on which the purchase is made / such share is contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out (in each case exclusive of all expenses);
 - 11.3 the minimum price which may be paid for each Ordinary Share shall be £0.01 (exclusive of all expenses); and
 - 11.4 this authority (unless previously revoked, varied or renewed) shall expire at the end of the next annual general meeting of the Company or, if sooner, on 6 February 2018 except in relation to the purchase of ordinary shares the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry,

where the Company may make a purchase of ordinary shares in pursuance of any such contract or contracts.

- 12 That general meetings (other than any annual general meeting) of the Company may be called on not less than 14 clear days' notice.

Dated: 26 September 2018

By order of the Board

.....
JTC (U.K.) LIMITED
Secretary

Supermarket Income REIT plc

Registered Office: 7th Floor, 9 Berkeley Street, London W1J 8DW

NOTES:

Rights to appoint a proxy

- 1 Members of the Company entitled to attend and vote are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote at a meeting of the Company. A proxy does not need to be a member of the Company but must attend the meeting to represent you. A member may appoint more than one proxy in relation to a meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. If a member wishes a proxy to speak on its behalf at the meeting he or she should appoint their own choice of proxy (not the chairman) and give their instructions directly to them.

Procedure for appointing a proxy

- 2 A proxy form which may be used to make such appointment and give proxy directions accompanies this notice. Details of how to appoint a proxy are set out in the notes to the proxy form. If you do not receive a proxy form and believe that you should have one, or if you require additional proxy forms in order to appoint more than one proxy, please contact The Company's Registrar Link Asset Services on 0871 664 0300. 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. As an alternative to completing a hard copy proxy form, proxies may be appointed electronically in accordance with note 3 below.

- 3 To be valid, the proxy form must be returned (together with any the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority) by one of the following methods:

- in hard copy form by post or (during normal business hours only) by hand at at PXS 1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF;
- In the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below,

and in each case so as to be received by no later than 3.00 p.m, on Sunday 4 November 2018. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

In the case of a member which is a company, the 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.

- 4 The return of a completed proxy form or any CREST Proxy Instruction (as described in note 15 below) will not preclude a member from attending the annual general meeting and voting in person if he or she wishes to do so. If a member has appointed a proxy and attends the annual general meeting in person, the proxy appointment will automatically be terminated.

Changing or revoking proxy instructions

- 5 To change your proxy instructions simply submit a new proxy appointment using the methods set out in note 3 above. Any amended proxy appointment must be received no later than the time referred to in note 3 above and any amended proxy appointment received after the relevant cut-off time will be disregarded.
- 6 If you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Link Asset Services on 0871 664 0300 (or +44 371 664 0300 if you are outside the United Kingdom) and ask for another proxy form.

- 7 If you submit more than one valid proxy appointment in respect of the same share for the purposes of the same meeting, the appointment last delivered or received shall prevail in conferring authority on the person named in it to attend the meeting and speak and vote. If the Company is unable to determine which appointment was last validly received, none of them shall be treated as valid in respect of the relevant share(s).
- 8 In order to revoke a proxy instruction you will need to inform the Company by sending notice in writing clearly stating your intention to revoke your proxy appointment to the address referred to in note 3 above (accompanied by the power of attorney or other authority (if any) under which the revocation notice is signed or a notarially certified copy of such power or authority). The revocation notice must be received no later than 3.00 p.m, on Sunday 4 November 2018.
- In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
- 9 If you attempt to revoke your proxy appointment but the revocation is received after the time specified above then your proxy appointment will remain valid (unless you attend the meeting and vote in person).

Nominated persons

- 10 Any person to whom this notice is sent who is a person nominated under s.146 Companies Act 2006 to enjoy information rights (a “**Nominated Person**”) may, under an agreement between him or her and the member by whom he or she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the annual general meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he or she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.
- 11 The statement of the rights of members in relation to the appointment of proxies in notes 1, 2 and 3 above does not apply to Nominated Persons. The rights described in those notes can only be exercised by members of the Company.
- 12 The main point of contact for a Nominated Person in terms of their investment in the Company remains the member by whom he or she was nominated (or perhaps a custodian or broker who administers the investment) and a Nominated Person should continue to contact them (and not the Company) regarding changes or queries relating to their personal details and their interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from a Nominated Person.

Record date

- 13 To be entitled to attend and vote at the annual general meeting (and for the purpose of the determination by the Company of the votes they may cast), members must be registered in the register of members of the Company at the close of business, on Friday 2 November 2018 (or, in the event of any adjournment, 48 hours before the time of the adjourned meeting). Changes to the register of members after the relevant deadline will be disregarded in determining the right of any person to attend and vote at the meeting.

Attending in person

- 14 If you wish to attend the meeting in person, please bring your attendance card with you to the AGM. We recommend that you arrive by 2:45 p.m. to enable us to carry out all of the registration formalities to ensure a prompt start at 3:00 p.m. If you have any special needs or require wheelchair access to the venue, please contact the Company Secretary by telephone on 0207 409 0181 in advance of the meeting. Mobile phones may not be used in the meeting hall, and cameras and recording equipment are not allowed in the meeting room.

CREST proxy appointments

- 15 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com/CREST). 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 or instruction made using the CREST service 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, regardless of whether it constitutes the appointment of a proxy or is 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 “Company’s agent” (ID RA10) by no later than 3.00 p.m. on Sunday 4 November 2018 or, in the event of an adjournment, 48 hours before the adjourned time. 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 “Company’s agent” is able to retrieve the message by enquiry to CREST in the manner required by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited 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.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) Uncertificated Securities Regulations 2001.

Corporate representatives

- 16 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

Total voting rights

- 17 As at 26 September 2018 (being the latest practicable date prior to the publication of this document), the Company’s issued share capital comprised 184,356,434 ordinary shares of £0.01 each. Each ordinary share carries the right to one vote on a poll at a general meeting of the Company and, therefore, the total voting rights in the Company as at that date are 184,356,434. As at the date of this document, the Company does not hold any ordinary shares as treasury shares.

Poll voting procedure

- 18 Voting on all resolutions will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as member votes are to be counted according to the number of shares held. As soon as practicable following the annual general meeting, the result of the voting at the meeting and the number of proxy votes cast for and against and the number of votes actively withheld in respect of each of the resolutions will be announced via a regulatory information service and also placed on the Company’s website.

Publication on website

- 19 Under s.527 Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the annual general meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with s.437 Companies Act 2006. The Company may not require the members requesting any such website publication to pay its expenses in complying with ss.527 or 528 Companies Act 2006. Where the Company is required to place a statement on a website under s.527 Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the annual general meeting includes any statement that the Company has been required under s.527 Companies Act 2006 to publish on a website.
- 20 A copy of this notice, and other information required by s.311A Companies Act 2006, can be found on the website at <https://www.supermarketincomereit.com/investor-centre>.

Other rights of members

- 21 Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the company or the good order of the meeting that the question be answered.
- 22 Under s.338 and s.338A Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may properly be included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious.

Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than Tuesday 26 September 2018, being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Documents available for inspection

- 23 There will be available for inspection at the registered office of the Company during normal business hours on any weekday (excluding Saturdays and public holidays) and at 20 Cursitor Street, London, EC4A 1LT for at least 15 minutes prior to and during the annual general meeting copies of the letter of appointment of each non-executive director.

Communications

- 24 Members who have general enquiries about the meeting should use the following means of communication. No other means of communication will be accepted. You may:
- call our members' helpline on +44 20 3790 8087; or

25 You may not use any electronic address provided in this notice of annual general meeting or any related documents (including the proxy form) for communicating with the Company for any purposes other than those expressly stated.