

PRIVATE AND CONFIDENTIAL

24 August 2018

Dear Shareholder,

Walls & Futures REIT PLC – NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting Walls & Futures REIT Plc will be held at 111 Buckingham Palace Road, London SW1W 0SR on Thursday 27th September 2018 at 1.00pm for the purposes of considering and, if thought fit, passing the following resolutions as ordinary and special resolutions respectively.

ORDINARY RESOLUTIONS

1. To receive the Company's Annual Report and Financial Statements and the reports of the Directors and Auditors for the year ended 31 March 2018.
2. To re-appoint Kingston Smith LLP as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
3. To authorise the Board of Directors to determine the remuneration of the Auditor.
4. To approve the rules of the Management Incentive Plan (the 'MIP'), produced in draft to the meeting and initialled by the Chairman for the purposes of identification, and to authorise the Board of Directors of the Company to do all such acts and things which it may consider necessary or desirable to carry the MIP into effect.
5. To authorise Board of Directors' power to grant options following the date of adoption of the MIP limited to such number of options as are exercisable in respect of a maximum of 180,611 ordinary shares, provided that this limit may be renewed, varied or revoked by ordinary resolution.
6. THAT, in accordance with section 551 of the Companies Act 2006 (the "Act") the Directors have conferred on them the authority and power to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal value of £50,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the end of the Company's 2019 Annual General Meeting or, if sooner, 12 months after the date of the passing of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to be granted and the Directors may allot shares or grant rights to subscribe for or convert any securities into shares in pursuance of such offer or agreement as if this authority had not expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of rights already made or offered or agreed to be made pursuant to such authorities.

Special Resolutions

7. That, subject to the passing of Resolution 7 above, and in substitution for all subsisting authorities, the Directors be and are hereby authorised pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred by Resolution 7 above, provided that such authority shall be limited:
 - (i) To the allotment of equity securities for cash in connection with an offer or issue of or invitation to apply for equity securities (including, without limitation, under a rights issue, open offer or similar arrangement) to holders of equity securities in proportion (or as nearly as practicable) to the respective numbers of ordinary shares held by them or, in the case of other equity securities, in proportion to the number of ordinary shares into which they would convert,

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Walls & Futures REIT PLC is registered in England and Wales 10071765
Registered Office: 3rd Floor, 111 Buckingham Palace Road, London, England SW1W 0SR

or such other basis of allocation as the Directors consider to be fair and reasonable, but subject to such exclusions or other arrangements as the Directors may deem necessary or desirable to deal with fractional entitlements, treasury shares, record dates or any legal, regulatory or practical problems under the laws of any territory or the requirements of any regulatory authority or stock exchange in any territory or otherwise; and

- (ii) Otherwise than pursuant to paragraph (i) of this Resolution, up to an aggregate nominal amount of £45,000 (representing 25 per cent of the Company's issued ordinary share capital), and any such authority shall, unless renewed, varied or revoked by the Company, expire at the end of the Company's 2019 Annual General Meeting or, if sooner, 12 months after the date of the passing of this resolution (save that the Company may, before the expiry of the power hereby conferred, make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement as if the power hereby conferred had not expired).
8. That the Company be and is generally and unconditionally authorised for the purposes of Section 701 of the Act to make market purchases (within the meaning of section 693(4) of the UK Companies Act 2006) of ordinary shares of 5p each in the capital of the Company on such terms and in such manner as the Directors may from time to time determine, provided that:
- (i) The maximum aggregate number of ordinary shares which may be purchased is 360,000 (representing less than 10 per cent of the issued share capital of the Company);
 - (ii) The minimum price (exclusive of all expenses) which may be paid for an ordinary share shall not be less than the nominal value of such share;
 - (iii) The maximum price (exclusive of all expenses) which may be paid for an ordinary share is an amount equal to the higher of:
 - I. 105 per cent of the average of the middle market quotations for an ordinary share as derived from the NEX Exchange Growth Market for the five business days immediately preceding the day on which that ordinary share is purchased; and
 - II. The higher of the price of the last independent trade and the highest independent current bid on the NEX Exchange Growth Market at the time the purchase is carried out; and
 - (iv) this resolution shall, unless varied, revoked or renewed prior to such time, expire at the conclusion of the next annual general meeting of the Company or, if sooner, 12 months after the date of the passing of this resolution, save that the Company may before the expiry of this authority make a contract to purchase ordinary shares which will or might be executed wholly or partly after the expiry of this authority and may make a purchase of ordinary shares in pursuance of such contract as if the authority conferred by this resolution had not expired.
9. That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.

10. Any other business.

A copy of the 2018 accounts is attached to this notice.

Dated: 24 August 2018

BY ORDER OF THE BOARD

Registered Office:

3rd Floor, 111 Buckingham Palace Road, London, England, SW1W 0SR

JOSEPH MCTAGGART

Director

EXPLANATORY NOTES ON RESOLUTIONS

Report and Accounts (Resolution 1)

The first item of business is the receipt by shareholders of the audited accounts for the financial year ended 31 March 2018 together with the Directors' Report and the Auditors' Reports (together the "Annual Report"). The Chairman will present the Annual Accounts for the year ended 31 March 2018 to the meeting. These financial statements have been posted to shareholders with the Notice of AGM or otherwise may be downloaded from the Company's website: <http://www.wallsandfutures.com/>

Re-appointment and Remuneration of Auditors (Resolutions 2 and 3)

These resolutions relate to the re-appointment of Kingston Smith LLP as the company's auditors to hold office until the next AGM of the Company, and to authorise the Board of Directors to set their remuneration.

Approval of WAFR Management Incentive Plan ("MIP") (Resolution 4)

The principal terms of the MIP are summarised in Appendix I to the AGM Notice on pages 5 to 6. The MIP is a UK tax advantage plan through which the shares can be provided to management and key staff of the Company. The Board believes that the MIP will help to align the interests of the Company's management and key employees with those of the Company's shareholders and align staff performance to the Company's strategic objectives and growth ambitions.

Board of Directors' power to grant options (Resolution 5)

Resolution 5 proposes that the MIP be established and gives the Board the authority to grant options up to a maximum of 180,611 ordinary shares.

Directors' Authority to allot shares (Resolution 6)

The Directors seek to maintain the level of authority granted at the previous AGM under section 551 of the Act to exercise the powers of the Company to allot shares (and grant rights). The authority is limited to a maximum nominal amount of up to £50,000, representing approximately 28% of the current issued Ordinary share capital of the Company. The authority conferred by this resolution will be proposed as an Ordinary resolution, which shall expire at the next AGM of the Company or (if earlier) on 27th September 2019.

Disapplication of pre-emption rights (Resolution 7)

The Directors seek to dis-apply shareholders' statutory pre-emption rights in relation to the issue of Ordinary shares (including rights issues), to authorise the Directors to issue new shares for cash without first offering them to shareholders pro-rata to their existing shareholdings. The authority is limited to a maximum nominal amount of up to £45,000, representing approximately 25% of the current issued Ordinary share capital of the Company. The authority conferred by this resolution will be proposed as a Special resolution, which shall expire at the next AGM of the Company or (if earlier) on 27th September 2019.

Authority to purchase own shares (Resolution 8)

The effect of this resolution is to grant authority to the Company to purchase its own ordinary shares, up to a maximum of 360,000 ordinary shares until the next Annual General Meeting or 27th September 2019, whichever is earlier. This represents 10 per cent of the current ordinary shares of the Company in issue and the Company's exercise of this authority is subject to the stated upper and lower limits on the price payable.

The Directors have no present intention for the Company to purchase its own shares but are keeping the matter under active review. If it were considered appropriate to do so, the authority will only be used after careful consideration, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels, any regulatory constraints and the overall financial position of the Company. Any shares so purchased will be cancelled by the Company.

As at 24 August 2018, being the last practicable date before publication of this Notice, there were no options or warrants outstanding to subscribe for shares in the Company.

Notice of General Meetings (Resolution 9)

The Directors wish to continue to call General Meetings (other than AGMs) on 14 clear days' notice. The Directors do not expect to use this power unless urgent action is required on the part of the shareholders. The authority conferred by this resolution will be proposed as a Special resolution, and if passed, the approval and authority given shall expire at the next AGM of the Company or (if earlier) on 27th September 2019, when it is expected that a similar resolution will be proposed.

Action to be taken

A Form of Proxy for use at the AGM accompanies this document. The Form of Proxy should be completed in accordance with the instructions set out at the end of this document and returned to the Company Secretary:

- by post, to: Waterstone Company Secretaries Ltd, Third Floor, 1-2 Faulkner's Alley, Cowcross Street, London, EC1M 6DD
- by email to the Company Secretary at the following email address: alena@bhcsecretaries.co.uk but, in any event, so as to be received no later than 1.00pm on the 25th September 2018. The completion and return of a Form of Proxy will not preclude shareholders from attending the AGM and voting in person should they so wish.

Recommendations

The Directors consider the AGM resolutions to be in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company for the benefit of its shareholders as a whole, accordingly the Directors unanimously recommend shareholders to vote in favour of the resolutions to be proposed at the AGM.

Appendix I to the AGM Notice

WALLS & FUTURES REIT PLC MANAGEMENT INCENTIVE PLAN

This Appendix describes the Management Incentive Plan (MIP) which shareholders will be asked to approve at the 2018 General Meeting to be held on 27 September 2018. Subject to shareholder approval, the policy will be effective from the date of the 2018 General Meeting and is intended to apply for 5 years. If at the end of this period the plan is not replaced, it will continue.

This plan is a discretionary cash and share incentive plan operated by Walls & Futures REIT plc for the benefit of its senior management for their contribution to the achievement of Walls & Futures annual company goals and objectives. It is designed so as to;

- align with the business strategy and the achievement of planned business goals;
- support the creation of sustainable long-term shareholder value; and
- provide an appropriate balance between remuneration elements that attract, retain and motivate the highest calibre of executive talent.

Structure of the MIP

Payments under the MIP can take three forms:

1. Payments linked to dividends the Company makes ("Dividends Payments")
2. Payments linked to increases in the Company's Net Asset Value (NAV) ("NAV Payments")
3. Payments in connection with a change of control of the company ("Transaction Payments")

1. Dividend Payments

Subject always to Board discretion, participants in the MIP will be eligible to be considered for a Dividend Payment where, approximately, total Dividend Payments are equal to 100% of the balance left over after 90% of the Company's tax-exempt profit from the Company's property rental business has been distributed to shareholders (where, at the discretion of the Board, the 10% balance can be adjusted to reflect the Company's tax position or any other technical or accounting provisions).

- *Payment shall be made in cash.*

2. NAV Payments

The primary purpose of the MIP is to incentivise and reward management for increasing the Company's Net Asset Value ("NAV") in excess of property inflation as measured by reference to the IPD UK Annual Residential Property Index ("Index").

The Company's growth in NAV must exceed inflation as measured by the 31 December 2017 figure taken from the Index ("Base Figure").

For these purposes NAV means: for any Financial Year the net asset value per ordinary share in the capital of the Company as reported in the balance sheet within the Company's accounts, including adjustments, in such manner as the Board determines for adding back dividends paid, recognising any share buybacks or where there has been a return of capital in the Financial Year.

Participants in the MIP are entitled to 20% of any growth in value of the NAV in excess of the Base Figure ("**Payment Pool**") and the Board shall determine each Participant's individual allocation from the Payment Pool.

- *Payment shall be made by way of issuing new shares with the Company paying any tax due.*

3. Transaction Payments

If there is a takeover of the Company, the Board has the power to determine that MIP participants should receive an additional Transaction Payment under the MIP, i.e. in addition to any NAV Payment or Dividend Payment.

Transaction Payments will be met from a “**Transaction Payment Pool**”. The following table shows how a Transaction Payment would operate:

Value of NAV achieved at the time of a takeover	Percentage of Transaction Payment Pool
Up to £50m	2.00%
In excess of £50m and equal to £75m	1.75%
In excess of £75m and equal to £100m	1.50%
In excess of £100m and equal to £150m	1.25%
In excess of £150m and equal to £250m	1.00%
In excess of £250m and equal to £500m	0.9%
In excess of £500m and equal to £1bn	0.8%
In excess of £1bn	0.7%

- *Payment shall be made in cash*

NOTES:**Entitlement to attend and vote**

1. The record date for determining which members shall be entitled to attend and vote at the above Meeting shall be 1.00pm on Tuesday 25th September 2018, being 48 hours before the time of the meeting. Changes to entries on the register of shareholders after the deadline shall be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.

Proxies

2. A member entitled to attend and vote at the meeting is entitled to appoint another person(s) (who need not be a member of the Company) as his proxy to exercise all or any of his rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him.
3. Your proxy could be the chairman, another director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. Details of how to appoint the chairman or another person as your proxy using the proxy form are set out in the notes to the proxy form. Appointing a proxy does not preclude you from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
4. In order to be valid a proxy must be appointed in accordance with article 46 of the Articles. An appointment of proxy is provided with this notice and instructions for use are shown on the form. Completed form must be returned to the Company Secretary by one of the following methods:
 - (a) in hard copy form by post, by courier or by hand to the Company Secretary at the address shown on the form of proxy; or
 - (b) when submitted by email, to the email address stated on the form of proxy;and in each case must be received by the Company not less than 48 hours before the time fixed for the meeting.
5. To change your proxy instructions, you may return a new proxy appointment using the methods set out above. Where 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 the Company Secretary. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.

Corporate representatives

6. Corporate shareholders may appoint corporate representatives to attend, speak and vote on their behalf at the Annual General Meeting. Where a person is authorised to represent a corporate shareholder at the meeting any Director or the Secretary may require him to produce a certified copy of the resolution from which he derives his authority.

Documents available for inspection

7. Copies of the following documents will be available for inspection at the registered office of the Company during normal business hours on any weekday (public holidays excepted) from the date of this Notice until the conclusion of the Annual General Meeting and at the place of the Annual General Meeting for 15 minutes prior to and during the meeting:
 - (a) A copy of the Articles of Association; and
 - (b) Each Director's service contract or letter of appointment.

Right to ask questions

8. Any shareholder 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.

9. We ask all those present at the Annual General Meeting to facilitate the orderly conduct of the meeting and reserve the right, if orderly conduct is threatened by a person's behaviour, to require that person to leave. For security reasons, all hand luggage may be subject to examination prior to entry to the Annual General Meeting. Cameras, tape recorders, laptop computers and similar equipment may not be taken into the Annual General Meeting.

Total Voting Rights

10. As at 1.00pm on the 24 August 2018 (being the latest practicable date prior to publication of this Notice) the Company's issued share capital comprised 3,612,229 ordinary shares carrying one vote each. Therefore, the total number of voting rights in the Company as at 24 August 2018 is 3,612,229.