

GUIDE TO THE UNITE GROUP PLC SCRIP DIVIDEND SCHEME

TERMS AND CONDITIONS

19 March 2018

THIS GUIDE AND ACCOMPANYING DOCUMENTS ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent financial adviser, who is authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares in The Unite Group plc, please forward this letter to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected.

Important Information

Section 1 of this Guide, on pages 3 to 12, contains the terms and conditions of the Unite Scrip Dividend Scheme. A summary of how UK Shareholders are likely to be treated for tax purposes if they elect to receive New Shares instead of a cash dividend is set out in Section 2 on pages 13 to 15. Definitions of terms used in this Guide can be found in the Glossary on pages 16 to 17.

If you are an Overseas Shareholder, your attention is drawn to Question 3 (*Who can join the Scrip Scheme?*) on page 4 and Question 15 (*Can Overseas Shareholders join the Scrip Scheme?*) on page 10, which set out the availability of the Scrip Scheme to Overseas Shareholders.

The Unite Scrip Dividend Scheme will apply to any interim and final dividends in respect of which the Directors offer a Scrip Dividend Alternative. An expected timetable of events in relation to the application of the Scrip Scheme to a particular Scheme Dividend will be made available on the Company's website (www.unite-group.co.uk/investors) at, or around, the same time that such dividend is announced by the Company.

The Unite Scrip Dividend Scheme enables the Directors of The Unite Group plc (the "**Company**") to offer Shareholders New Shares instead of cash in respect of a dividend. There is, however, no guarantee that the Directors will apply the Scrip Scheme to any particular future interim or final dividend. The Directors also have the power to amend, suspend or withdraw the Scrip Scheme at any time and to decide if any Scheme Dividend shall be paid as a Property Income Distribution ("**PID**") or normal UK company dividend ("**Non-PID**"). The applicability of the Unite Scrip Dividend Scheme for any dividend is also conditional on the Directors having the authority from Shareholders to offer Scrip Dividend Alternatives. At the Company's Annual General Meeting on 10 May 2018, the Directors will be seeking such authority for a period of three years.

Applications will be made for the New Shares to be admitted to listing on the Official List of the UK Listing Authority and to trading on the London Stock Exchange's Main Market for listed securities.

Shareholders who do not wish to participate in the Unite Scrip Dividend Scheme will receive dividends in cash and do not need to take any further action. Similarly, where the Scrip Scheme does not apply to a particular dividend, all Shareholders will instead receive a cash dividend in the usual way. The payment of cash dividends may be subject to withholding tax when such distributions are paid as PIDs.

SECTION 1

TERMS AND CONDITIONS OF THE UNITE SCRIP DIVIDEND SCHEME

The following explains how the Scrip Scheme operates and sets out further details and terms of the Scrip Scheme.

1. What is the Unite Scrip Dividend Scheme?

The Unite Scrip Dividend Scheme is an optional scheme which enables eligible Shareholders to elect to receive new fully paid Ordinary Shares in the Company ("**New Shares**") instead of cash dividends to which the Directors elect that the Scrip Scheme shall apply (a "**Scheme Dividend**").

Scrip dividends provide an opportunity for Shareholders to grow their holding in the Company in a simple, cost effective way. At the same time, the Scrip Scheme enables the Company to retain more cash for reinvestment into its business which would otherwise be paid as cash dividends. The Scrip Scheme will be established by the Directors in accordance with the Company's Articles of Association and pursuant to the authority which will be sought by the Directors at the Company's Annual General Meeting on 10 May 2018.

Participating Shareholders will receive New Shares instead of cash for any future Scheme Dividends, except for those Shareholders holding in CREST who make an election over only part of their holding and who will need to elect to receive New Shares for each dividend for which a Scrip Dividend Alternative is offered. *For further details see the response to Question 9 below.* Shareholders who do not wish to participate in the Unite Scrip Dividend Scheme will receive dividends in cash and do not need to take any further action. Similarly, where the Scrip Scheme does not apply to a particular dividend, all Shareholders will receive cash for that dividend. Shareholders can join and may leave the Scrip Scheme at any time by cancelling their Mandate instructions and reverting to receiving dividends in the form of cash.

Each Shareholder's decision to join the Unite Scrip Dividend Scheme depends on their individual circumstances and Shareholders should consider the rest of this Guide and in particular the UK taxation summary set out in Section 2 on pages 13 to 15.

The Scrip Scheme is subject always to the Directors' decision to make an offer of shares in respect of any particular dividend and may be modified, suspended or cancelled at the Directors' discretion without notice to Shareholders. The Directors may decide to offer a Scrip Dividend Alternative in respect of all or part of a dividend, whether that dividend or part dividend is a PID or a non-PID.

2. Which dividends will the Unite Scrip Dividend Scheme apply to?

The Scrip Scheme will apply to any dividend for which the Directors elect to offer a Scrip Dividend Alternative.

Shareholders should note that whilst the introduction of the Unite Scrip Dividend Scheme enables the Directors to offer Shareholders a Scrip Dividend Alternative there is no guarantee that the Directors will elect to apply the Scrip Scheme to any particular future interim or final dividend.

The Directors also have the power to amend, suspend or withdraw the Scrip Scheme at any time. The applicability of the Unite Scrip Dividend Scheme for any dividend is also conditional on the Directors having the authority from Shareholders to offer Scrip Dividend Alternatives. At the Company's Annual General Meeting on 10 May 2018, the Directors will seek such authority for a period of three years.

When dividends are announced, the Company will advise whether the Scrip Scheme applies.

Due to its status as a REIT, the Company is obliged to pay a certain level of distributions as PIDs. Confirmation of whether PID or Non-PID treatment will apply to any Scrip Dividend Alternative will be confirmed when dividends are announced.

3. Who can join the Scrip Scheme?

All UK Shareholders can join the Unite Scrip Dividend Scheme. Certain restrictions apply to Overseas Shareholders. *For further details see the response to Question 15 below.*

4. How do I join the Scrip Scheme?

Shareholders holding share certificates

Shareholders holding their shares in certificated form can join the Scrip Scheme by completing and returning a Mandate Form. The Mandate Form may be amended from time to time and so Shareholders should obtain the latest version of the Mandate Form from Computershare Investor Services (whose contact details are included in the response to Question 21 below) or from the Company's website: www.unite-group.co.uk/investors.

Shareholders who wish to join the Scrip Scheme should complete and sign the Mandate Form in accordance with the instructions and return it in the envelope provided. Please note that no acknowledgement of receipt of Mandate Forms will be issued.

Alternatively certificated shareholders may elect to join the Scrip Scheme online via www.investorcentre.co.uk.

The expected timetable of events in relation to the application of the Scrip Scheme to a particular Scheme Dividend will be made available on the Company's website at, or around, the same time that dividend is announced by the Company. Unless otherwise directed by the Company, duly signed and completed Mandate Forms and/or Online Elections must be received by Computershare Investor Services at least 15 business days before the relevant Dividend Payment Date to be eligible for the Scrip Dividend Alternative for that dividend (although please note that for elections in relation to the First Scheme Dividend, Mandate Forms must be received by no later than 5:00 p.m. on 26 April 2018). Valid Mandate Forms and/or Online Elections received after the relevant election deadline will be applied to the next dividend to which the Scrip Scheme applies.

Upon the execution of a Mandate Form and/or Online Election, either personally or on behalf of the relevant Shareholder, that Shareholder is deemed (in respect of themselves, their heirs, successors and assigns): (a) to agree to participate in the Unite Scrip Dividend Scheme pursuant to its terms (as may be amended from time to time by the Directors); and (b) to authorise the Company or its agent to send to the Shareholder, at the Shareholder's registered address and at the Shareholder's risk, any definitive share certificate in respect of New Shares allotted.

A Shareholder's Mandate will remain in force in respect of their entire holding of Ordinary Shares for all future Scheme Dividends until cancelled by them in writing. *For further details of how to cancel a Mandate see the response to Question 18 below.*

Shareholders holding Ordinary Shares electronically through CREST

Shareholders who hold their Ordinary Shares in CREST can only elect to receive Scrip Dividend Alternatives in the form of New Shares by use of the CREST Dividend Election Input Message (any Mandate Forms or other forms of instruction received from CREST holders will not be accepted and will be ignored). *For further details see the response to Question 5 below.*

5. I hold my Ordinary Shares in CREST, how do I join the Scrip Scheme?

If a Shareholder's holding is in uncertificated form in CREST (and was in uncertificated form as at the relevant Record Date), that Shareholder can only elect to receive their dividend in the form of New Shares by means of the CREST procedure to effect such an election. **No other method of election will be permitted under the Scrip Scheme and will be rejected.** If a Shareholder is a CREST sponsored member, they should consult their CREST sponsor, who will be able to take appropriate action on their behalf.

All elections made via the CREST system should be submitted using the CREST Dividend Election Input Message in accordance with the procedures as stated in the CREST Reference Manual. CREST Personal Members and other CREST Sponsored Members are recommended to consult their CREST sponsor who will be able to take the appropriate action on their behalf. The CREST Dividend Election Input Message submitted must contain the number of Ordinary Shares on which the election is being made. **If the relevant field is left blank or completed with zero the election**

will be rejected. If the Shareholder enters a number of Ordinary Shares greater than the holding in CREST on the relevant Record Date, the election will be applied to the total holding held as at the relevant Record Date for the dividend. "Evergreen" elections (an election that continues to apply until cancelled by either party) by Shareholders holding in CREST will be permitted in respect of the Scrip Scheme, provided that the election is in relation to such Shareholder's entire shareholding. Shareholders wishing to make an election over part of their holding will need to submit separate elections for each future Scrip Dividend Alternative.

The expected timetable of events in relation to the application of the Scrip Scheme to a particular Scheme Dividend will be made available on the Company's website at, or around, the same time that dividend is announced by the Company. Unless otherwise directed by the Company, elections via CREST should be received by CREST no later than 5:00 p.m. on such date that is at least 15 business days before the Dividend Payment Date for the relevant dividend in respect of which an election is wished to be made (although please note that for elections in relation to the First Scheme Dividend, elections via CREST must be received by no later than 5:00 p.m. on 26 April 2018). CREST Dividend Election Input Messages received after the relevant election deadline will be applied to the next dividend to which the Scrip Scheme applies.

Once an election is made using the CREST Dividend Election Input Message it cannot be amended. Therefore, if a Shareholder holding their Ordinary Shares in CREST wishes to change their election, the election would have to be cancelled and re-submitted accordingly.

Upon the submission of the CREST Dividend Election Input Message, either personally or on behalf of the relevant Shareholder, that Shareholder is deemed (in respect of themselves, their heirs, successors and assigns): (a) to agree to participate in the Unite Scrip Dividend Scheme pursuant to its terms (as may be amended from time to time by the Directors); and (b) to authorise the Company or its agent to credit the New Shares allotted to the participant's CREST account on the date that dealings in the New Shares commence.

If a Shareholder holds Ordinary Shares partly in certificated form and partly in uncertificated form, such shareholdings will be treated as if they were separate holdings. As set out in the response to Question 4 above, a Mandate Form will be required for the Ordinary Shares held in certificated form and a CREST Dividend Election Input Message will be required for the Ordinary Shares held in uncertificated form.

6. How many New Shares will I receive?

In accordance with the Company's Articles of Association, a Shareholder's entitlement to New Shares for Scheme Dividends will be calculated by taking the amount of cash dividend to which they are entitled (i.e. the number of Ordinary Shares held by that Shareholder at the Record Date multiplied by the cash value in pounds sterling of the Scrip Scheme Dividend per share) and dividing it by the Scrip Reference Share Price. Where the Scrip Scheme Dividend is a PID, the number of New Shares received will be reduced if withholding tax applies, as described in the example below.

The Scrip Reference Share Price shall be the average of the middle market quotations for the Ordinary Shares on the London Stock Exchange as derived from the Daily Official List, for the day on which the Ordinary Shares are first quoted "ex" the relevant dividend and the four subsequent dealing days. The results of this calculation will be announced by the Company shortly after the last dealing day and will be available on the Company's website: www.unite-group.co.uk/investors.

Fractions of Ordinary Shares will not be allotted and any resulting Cash Balances in respect of Shareholders who hold their Ordinary Shares in (i) certificated form or (ii) uncertificated form in CREST where an "evergreen" election has been made on the entire shareholding, will be carried forward, without interest, and included in the calculation of the next Scheme Dividend payment of the same type. Cash Balances for Shareholders who hold their Ordinary Shares in uncertificated form opting to make an election over part of their shareholding shall be paid out in cash and shall not be carried forward. *For further detail in relation to the treatment of Cash Balances, see the response to Question 7 below.*

If the amount of cash dividend to which a Participating Shareholder is entitled in respect of any Scheme Dividend together with any Cash Balance held on behalf of that Shareholder (in respect of

$$\frac{(1,000 \times 15.4p \times 80\%) + 550.0p}{792.0p} = 16.25$$

The Shareholder would be entitled to 16 New Shares (i.e. 16.25 rounded down to the nearest whole number). A residual Cash Balance of £1.98, being the total value of the 16 New Shares at the Scrip Reference Share Price, subtracted from the £128.70 total cash value available, would then either be carried forward and applied to the next PID Scheme Dividend, or paid in cash to the Shareholder (*please see the response to Question 7 below for further information on Cash Balances*).

Example 2 – Non-PID Scheme Dividend (no withholding tax applies)

The formula which will be used is set out below:

$$\frac{\begin{aligned} &(\text{Number of Ordinary Shares held at the Scrip Scheme Dividend Record Date} \times \text{Cash value} \\ &\text{of the Scrip Scheme Dividend per share}) \\ &+ \text{any Cash Balance from the previous Non-PID Scheme Dividend} \end{aligned}}{\text{Scrip Reference Share Price}}$$

Assuming the following:

- a Scheme Dividend with a cash value of 15.4p per Ordinary Share;
- a Participating Shareholder who holds 1,000 Ordinary Shares;
- a Cash Balance of 550.0p (i.e. residual cash left over from previous applications of the Scrip Scheme to Non-PID dividends. *Please see the response to Question 7 below for further information on Cash Balances*); and
- a Scrip Reference Share Price of 792.0p.

The Participating Shareholder would be entitled to a total amount of cash dividend of £154.00 (i.e. 1,000 Ordinary Shares multiplied by the 15.4p cash value of the Scrip Scheme Dividend). Together with the existing Cash Balance, the total cash value to be applied towards New Shares for that Participating Shareholder would be £159.50.

The number of New Shares that the Shareholder would receive pursuant to the Scrip Scheme would be calculated as follows:

$$\frac{(1,000 \times 15.4p) + 550.0p}{792.0p} = 20.14$$

The Shareholder would be entitled to 20 New Shares (i.e. 20.14 rounded down to the nearest whole number). A residual Cash Balance of £1.10, being the total value of the 20 New Shares at the Scrip Reference Share Price subtracted from the £159.50 the total cash value available, would then either be carried forward and applied to the next Non-PID Scheme Dividend or paid in cash to the Shareholder. *Please see the response to Question 7 below for further information on Cash Balances*.

7. How are fractional entitlements to be dealt with and what will happen with any Cash Balance?

Shareholders holding share certificates

All Shareholders who hold their shares in certificated form and make an election to participate in the Scrip Scheme will make an "evergreen" election under the Mandate.

Shareholders holding electronically in CREST

"Evergreen" elections by Shareholders holding their Ordinary Shares in uncertificated form in CREST are permitted under the Scrip Scheme, provided that the election is in relation to their entire shareholding, and therefore Cash Balances will be retained by the Company for such Shareholders. "Evergreen" elections by Shareholders who hold their Ordinary Shares in uncertificated form in CREST are not permitted in relation to part of their shareholding. Accordingly, any Cash Balance arising for any Shareholder opting to make a partial election will be paid to that Shareholder in cash on the applicable Dividend Payment Date and will be subject to taxation (*please see the taxation summary set out in Section 2 of this Guide*).

Fractional entitlements

As a Shareholder's entitlement to New Shares in respect of a Scheme Dividend may not give an exact number of New Shares, it will be rounded down to the nearest whole New Share and the cash value of these fractions (i.e. the Cash Balance) will be retained by the Company (without interest) for the benefit of that Shareholder. For Shareholders who have made an "evergreen" election this residual Cash Balance will be carried forward to be included in the calculation of the next Scheme Dividend. Where the Cash Balance arises in relation to a Non-PID, it will be included in the calculation for the next Non-PID Scheme Dividend. If the Cash Balance arises in relation to a PID, it will be included in the calculation for the next PID Scheme Dividend. The calculation of a Shareholder's entitlement to New Shares will be subject to rounding to ensure that it is, as nearly as possible, equal to but not greater than the cash amount of the cash dividend, less any applicable withholding tax.

Treatment of any Cash Balance

If:

- (i) the Mandate of a Shareholder ceases to remain in force;
- (ii) a Shareholder disposes of their entire holding of Ordinary Shares;
- (iii) a Shareholder dies, becomes bankrupt, goes into liquidation or suffers from mental incapacity;
- (iv) the Company terminates the Scrip Scheme; or
- (v) the Company decides to pay Cash Balances at any time,

any Cash Balance held by the Company on behalf of that Shareholder will be paid (without interest) to the Shareholder or their estate or trustee entitled thereto as applicable. Such Cash Balances will be paid in the same way as the cash dividends were paid at the last Scheme Dividend before the occurrence of the relevant event listed above, whether as a PID or a Non-PID and will be taxed accordingly (*please see the taxation summary set out on in Section 2 of this Guide*).

8. How will I know how many New Shares I have received pursuant to the Scrip Scheme?

Once New Shares are allotted in respect of a Scheme Dividend, Participating Shareholders will each receive a Scheme Statement in respect of that Scheme Dividend showing the number of Ordinary Shares registered in that Shareholder's name as at the applicable Record Date; the number of Ordinary Shares for which a valid Mandate was given; the number of New Shares allotted to that Shareholder pursuant to the Scrip Scheme; the applicable Scrip Reference Share Price; the amount of any Cash Balance carried forward to the next Scheme Dividend of the same type for that Shareholder; the total cash equivalent of the New Shares allotted to that Shareholder; and details of any applicable withholding tax (which Shareholders may need for tax purposes).

9. Will I have to apply again for the Scrip Dividend Alternative for the next Scheme Dividend?

A valid Mandate given by Shareholders who hold their Ordinary Shares in certificated form will apply for all future Scheme Dividends unless the Mandate is revoked. Accordingly such Shareholders will not need to re-apply for the Scrip Dividend Alternative on each Scheme Dividend (*please see the response to Question 4 above for details of how to join the Scrip Scheme through the completion of a Mandate Form and the response to Question 18 below for details of how to cancel a Mandate*).

Shareholders that hold Ordinary Shares in uncertificated form in CREST may make an "evergreen" election, provided that the election is in relation to their entire shareholding. Shareholders that make an "evergreen" election will not need to re-apply for the Scrip Dividend Alternative on each Scheme Dividend. Shareholders holding their Ordinary Shares in CREST who do not make an "evergreen" election will, however, need to elect to take the Scrip Dividend Alternative for each Scheme Dividend via a CREST Dividend Election Input Message and will receive a cash dividend if they do not make such election for any Scheme Dividend (*please see the response to Question 5 above for details of how Shareholders holding in CREST can join the Scrip Scheme*).

All elections are subject to the Directors' decision to offer a scrip alternative in respect of any future dividend.

10. Would my New Shares be included in the next dividend?

Yes, all New Shares issued as scrip dividends will automatically increase a Shareholder's shareholding on which the next entitlement to a dividend (whether a Scrip Dividend or otherwise) will be calculated.

11. Would my New Shares under the Scrip Scheme have the same voting rights as my existing Ordinary Shares?

Yes, the New Shares will carry the same voting rights as existing Ordinary Shares. The New Shares will be issued subject to the Articles of Association of the Company and will rank equally with the existing Ordinary Shares in all respects.

12. When will I receive my New Shares?

Application will be made for the New Shares to be admitted to the Official List of the UK Listing Authority and to trading on the London Stock Exchange's Main Market for listed securities. Subject to both admissions, the New Shares will be issued and new share certificates and Scheme Statements will be posted to Shareholders, at their registered addresses and at each Shareholder's risk, on or about the same date as dividend warrants are posted to Shareholders who are taking the dividends in cash. The expected date in respect of each Scheme Dividend will be made available on the Company's website, www.unite-group.co.uk/investors. The expected timetable of events in relation to the application of the Scrip Scheme to a particular Scheme Dividend will be made available on the Company's website at, or around, the same time that dividend is announced by the Company. Dealings in the New Shares on the London Stock Exchange are expected to begin on the relevant Dividend Payment Date.

Participating Shareholders who hold their Ordinary Shares in CREST will have their CREST accounts credited directly with the New Shares, in accordance with their entitlement and the terms and conditions of the Scrip Scheme, and will be notified via CREST on the Dividend Payment Date. If the Company or Computershare Investor Services is unable to do this under the provisions of any applicable law or regulation (in particular the Uncertificated Securities Regulations 2001) or the facilities and requirements of CREST, the New Shares will be issued as certificated shares and share certificates will be posted to the Shareholder as above.

In the unlikely event that the New Shares are not admitted to listing on the Official List, the listing does not become effective, or the New Shares are not admitted to trading on the London Stock Exchange, that Scheme Dividend will instead be paid to Participating Shareholders in cash on or as soon as reasonably practicable after the relevant Dividend Payment Date in the same manner as the cash equivalent (i.e. PID/Non-PID).

13. Does the Scrip Scheme apply to Ordinary Shares held in joint names?

Yes, the Scrip Scheme applies to Ordinary Shares held in joint names. In the case of Shareholders who hold their Ordinary Shares in certificated form, all joint Shareholders will need to sign the Mandate Form to exercise their right to receive New Shares instead of cash. In the case of Shareholders who hold their Ordinary Shares in CREST, all joint Shareholders will need to submit their elections using the CREST Dividend Election Input Message in accordance with the procedures as stated in the CREST Reference Manual.

14. Can I complete a Mandate for part of my Ordinary Shares?

In respect of Ordinary Shares held in certificated form, Mandates will only be accepted in relation to an entire holding of Ordinary Shares. A Mandate Form submitted for less than the number of Ordinary Shares in a Shareholder's holding will be rejected.

However:

- (i) as set out in the response to Question 5 above, if a Shareholder holds Ordinary Shares partly in certificated form and partly in uncertificated form, such holdings will be treated as if they were separate holdings and a Shareholder could therefore make different elections in relation to those Ordinary Shares held in certificated form from those held in CREST;
- (ii) the Company may, at its discretion, permit a Shareholder to grant a Mandate for a particular dividend in respect of a lesser number than their full holding where that Shareholder is acting as a nominee Shareholder holding its Ordinary Shares on behalf of more than one beneficial owner. Any such election in respect of part of a holding, where permitted by the Company, will apply only to that particular dividend and a cash dividend will be paid automatically on Ordinary Shares not specified in the Mandate; and
- (iii) if a Shareholder's Ordinary Shares are registered in more than one holding (i.e. that Shareholder is treated as having separate holdings of Ordinary Shares) and they want to receive the Scrip Dividend Alternative in respect of each holding, they will need to complete a separate Mandate Form and/or make a separate CREST Dividend Election Input Message for each holding. The Shareholder may request that its holdings are combined, although a sole shareholding cannot be combined with a joint shareholding.

Shareholders whose holdings are in uncertificated form in CREST may make elections in respect of part of their holdings (*please see the response to Question 5 above for details of how Shareholders holding in CREST can join the Scrip Scheme*).

15. Can Overseas Shareholders join the Scrip Scheme?

Generally, Overseas Shareholders may treat this as an invitation to elect to receive New Shares unless such an invitation could not lawfully be made to them without any further obligation on the part of the Company or in compliance with any registration or other legal requirements. Consequently, Overseas Shareholders in any jurisdiction where such an offer for New Shares would require compliance by the Company with any governmental or regulatory procedures or similar formalities may not join the Scrip Scheme and may not treat this Guide as offering a right to receive New Shares.

It is the responsibility of any Overseas Shareholder wishing to elect to receive New Shares to be satisfied as to the full observance of the laws of the relevant territory without any further obligation on the part of the Company, including obtaining any government or other consents which may be required, observing any other formalities in such territories and any resale restrictions which may apply to the New Shares.

By completing and returning a Mandate Form, Online Election or by submitting a CREST Dividend Election Input Message each Shareholder shall be deemed to confirm that he is not resident in any jurisdiction that would require the Company to comply with any governmental or regulatory procedure or requirements or any similar formalities arising from his election nor holding any Ordinary Shares as nominee(s) or transferee(s) for any beneficial resident who is so resident.

An Overseas Shareholder or any nominee for such a Shareholder is advised to seek legal advice before completing and returning a Mandate Form, making an Online Election or submitting a CREST Dividend Election Input Message.

16. What happens if I sell some of my Ordinary Shares or buy additional Ordinary Shares after I complete a Mandate Form and/or submit a CREST Dividend Election Input Message?

Selling Ordinary Shares

If a Participating Shareholder disposes of some of their Ordinary Shares before the Record Date for a Scheme Dividend and such disposal has been registered prior to or on the Record Date, the Scrip Scheme will not apply to those sold Ordinary Shares, though will apply for the remainder of their Ordinary Shares.

If a Participating Shareholder disposes of any of their Ordinary Shares prior to the first day that such shares are quoted "ex-dividend" for any particular Scheme Dividend, that Shareholder may not be entitled to the dividend on those shares and is advised to contact the stockbroker or agent through whom the sale was effected as soon as possible as the purchaser may have a claim for the cash amount of the dividend.

Buying Additional Ordinary Shares

If a Participating Shareholder buys or otherwise receives any additional Ordinary Shares prior to the first day such shares are quoted as "ex-dividend" for any particular dividend, the Shareholder may be entitled to a dividend on those shares and is advised to contact the stockbroker or agent through whom the purchase was made as soon as possible so as to ensure the shares are registered promptly in their name.

Any additional Ordinary Shares which a Participating Shareholder buys or otherwise receives which are registered in their name prior to the Record Date for a Scheme Dividend, will automatically be included within that Shareholder's Mandate and that Shareholder's entitlements to New Shares in accordance with the Scrip Scheme will be based on their entire shareholding, including the additional Ordinary Shares.

If a Shareholder buys or otherwise receives any additional Ordinary Shares after a Record Date for a Scheme Dividend, the additional Ordinary Shares will not be eligible to receive the cash or scrip dividend, but will be eligible for future dividends and, in the case of a Shareholder who holds Ordinary Shares in certificated form, without the need to complete a new Mandate Form.

17. What are the tax consequences of the Scrip Scheme for Participating Shareholders?

The tax consequences of electing to receive New Shares pursuant to the Scrip Scheme in place of a cash dividend will depend on each Shareholder's individual circumstances. If a Shareholder is not sure how they will be affected from a tax perspective, they should consult their solicitor, accountant or other professional adviser before taking any action. UK resident trustees, corporates, pension funds and other Shareholders, including Overseas Shareholders, are advised to contact their professional advisers regarding their own tax circumstances in relation to the Scrip Scheme.

A summary of how UK Shareholders are likely to be treated for tax purposes if they elect to receive New Shares instead of a cash dividend is set out on in Section 2 of this Guide on pages 13 to 15.

18. Can I cancel my instructions?

Yes, Shareholders may cancel their Mandate at any time; however, written notice of cancellation stating the Shareholder's name as it appears on their share certificate must be given in writing to Computershare Investor Services. Shareholders holding through the CREST system can only cancel their Mandate via the CREST system. Any such cancellation notice must be received at least 15 business days before the relevant Dividend Payment Date for it to be effective for that Scheme Dividend (although please note that in relation to the First Scheme Dividend, written notice of cancellation must be received by no later than 5:00 p.m. on 26 April 2018).

Where a Mandate is duly cancelled, Shareholders will receive cash for that dividend and subsequent dividends. A notice of cancellation will take effect once received and processed by

Computershare Investor Services in respect of all dividends payable after the date of receipt of such notice.

A Shareholder's Mandate will be deemed to be cancelled if they sell or otherwise transfer any Ordinary Shares to another person but only with effect from the registration of the relevant transfer and only in respect of the Ordinary Shares that they have sold or otherwise transferred. A Shareholder's Mandate will also terminate immediately on receipt of notice of their death. If a joint Shareholder dies, the Mandate will continue in favour of the surviving joint Shareholders (unless and until cancelled by the surviving joint Shareholders).

Once an election is made using the CREST Dividend Election Input Message it cannot be amended. Therefore, if a Shareholder holding their Ordinary Shares in CREST wishes to change their election, the election would have to be cancelled and re-submitted accordingly.

19. Can the Company change or cancel the Scrip Scheme?

Yes, the Scrip Scheme may be modified, suspended, terminated or cancelled at any time at the discretion of the Directors without notice to Shareholders individually. The Directors may also determine whether any Scheme Dividend will be a PID or Non-PID or both, including whether it should be treated as a Non-PID Scheme Dividend in circumstances where the cash dividend is a PID, and vice versa.

Any revised terms and conditions will be made available from the Company's website, www.unite-group.co.uk/investors. In the case of any modification, existing Mandates (unless otherwise specified by the Directors) will be deemed to remain valid under the modified arrangements unless and until Computershare Investor Services receive a cancellation in writing from Shareholders. The operation of the Scrip Scheme is always subject to the Directors' decision to offer a Scrip Dividend Alternative in respect of any particular dividend. The Directors also have the power, after such an election is made, to revoke the election generally at any time prior to the allotment of the New Shares under the Scrip Scheme. This may, in particular, be exercised if 20 business days prior to the relevant Dividend Payment Date, the price of an Ordinary Share has fallen 15% or more below the Scrip Reference Share Price used to calculate Shareholders' entitlements. However, it remains at the Directors' discretion as to whether or not to exercise such a right and there is no obligation on the Directors to do so even where such a fall in share price has occurred. If the Directors revoke an offer, Shareholders will receive their dividends in cash as with other non-Scheme Dividends on or as soon as possible after the relevant Dividend Payment Date.

The Scrip Scheme also requires Shareholder approval, which must be regularly renewed if the Directors wish to continue the Scrip Scheme.

20. Governing law and jurisdiction

The Unite Scrip Dividend Scheme is subject to the Company's Articles of Association and is governed by and its terms are to be construed in accordance with English law. By electing to receive New Shares pursuant to the Scrip Scheme, Participating Shareholders agree to submit to the exclusive jurisdiction of the English courts in relation to the Scrip Scheme.

21. What do I do if I have any questions?

If you have any questions about the procedure for election or about how to complete the Mandate Form, please call Computershare Investor Services on +44 370 707 1376. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 8.00 a.m. and 6.30 p.m. (GMT), Monday to Friday excluding public holidays in England and Wales. Please note that Computershare Investor Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes. Address: Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ, United Kingdom.

Further information on the Scrip Scheme is also available from the Company's website, www.unite-group.co.uk/investors.

SECTION 2

UNITED KINGDOM TAXATION GUIDELINES

A) GENERAL

The following paragraphs are intended as a general guide and are based on current law and HM Revenue and Customs practice. They are not comprehensive and, in particular, do not consider the laws or practices of countries other than the United Kingdom. They summarise the UK tax position of UK Shareholders who hold their Ordinary Shares as an investment. They do not consider the position of certain types of Shareholder, such as dealers in securities, persons acquiring (or deemed to acquire) their New Shares in connection with an office or employment, insurance companies and collective investment schemes, who may be taxed differently. Nor do they consider the position of corporate Shareholders who are beneficially entitled, directly or indirectly, to 10% or more of the dividends paid by the Company or the Company's share capital, or which control, directly or indirectly, 10% or more of the voting rights in the Company. Any such Shareholder should inform the Company of their existence immediately.

The effect on a Shareholder's tax position of electing to receive New Shares instead of a cash dividend will depend upon the personal circumstances of that Shareholder. If you are in any doubt as to your tax position or you are subject to tax in a jurisdiction outside the UK, you should consult an appropriate professional adviser before taking any action.

B) INTRODUCTION

The Company is the principal company of the Unite Group (the "**Group**"), which is a Real Estate Investment Trust (a "**REIT**"). As a result, the Group does not pay UK direct taxes on income and capital gains from its qualifying property rental business (the "**Tax Exempt Business**"). Instead, as discussed further below, dividends paid by the Company which relate to profits or gains of the Tax Exempt Business are treated for UK tax purposes as the profits of a UK property business in the hands of UK Shareholders. Such dividends are referred to in this Guide as PIDs (Property Income Distributions).

However, UK corporation tax will still be payable by the Group in the normal way in respect of income and capital gains relating to that part of the Group's business which is not included in the Tax Exempt Business. Dividends relating to this part of the business are treated for UK tax purposes as normal dividends and referred to in this Guide as Non-PIDs. Dividends may be paid as PIDs, Non-PIDs, or a mixture of both. As described below, Scheme Dividends will be subject to different tax treatment depending on whether they are paid as PIDs or Non-PIDs.

C) PID DIVIDENDS

i) Withholding Tax

Subject to certain exceptions summarised below, the Company is required to withhold tax at source currently at the rate of 20% from its PIDs. The Company will provide UK Shareholders with a certificate setting out the gross amount of the PID, the amount of tax withheld, and the net amount of the PID along with relevant information in respect of the Shares that the UK Shareholder will receive.

Exceptions to requirement to withhold Income Tax

UK Shareholders should note that in certain circumstances the Company must not withhold income tax at source from a PID. These include where the Company reasonably believes that the person beneficially entitled to the PID is a:

- (a) company resident for tax purposes in the UK;
- (b) charity; or
- (c) company resident for tax purposes outside the UK which is trading through a permanent establishment in the UK and is required to bring the PID into account in computing its UK taxable profits.

They also include where the Company reasonably believes that the PID is paid to the Scrip Scheme administrator of a registered pension scheme, the sub-scheme administrator of certain pension sub-schemes, the account manager of an Individual Savings Account (ISA), or the account provider for a child trust fund, in each case, provided the Company reasonably believes that the PID will be applied for the purposes of the relevant fund, scheme or account.

In order to pay a PID without withholding tax the Company will need to be satisfied that the Shareholder concerned is entitled to that treatment. For that purpose the Company will require such Shareholders to submit either a completed "Beneficial Owner Declaration of Eligibility for Gross PID Payments from UK REIT" form or a completed "Intermediary Declaration of Eligibility for Gross PID Payments from UK REIT" form (copies of which may be obtained via the Company's website, www.unite-group.co.uk/investors). Shareholders should note that the Company may seek recovery from Shareholders if the statements made in their claim form are incorrect and the Company suffers tax as a result. The Company will, in some circumstances, suffer tax if its reasonable belief as to the status of the Shareholder turns out to have been mistaken.

ii) United Kingdom Resident Individual Shareholders

An individual Shareholder who is UK resident and chooses to take New Shares instead of the cash dividend will be treated as receiving gross income of an amount which is equal to the "cash equivalent" of the New Shares. The cash equivalent will generally be the amount of the cash dividend which the individual would have received had they not elected to take New Shares, subject to withholding tax as described above.

The market value of the New Shares on the first day of dealing on the London Stock Exchange will, at the discretion of the Directors, be substituted as the cash equivalent if that market value differs by 15% or more from the amount of the cash dividend.

Income Tax

PIDs will generally be treated in the hands of individual UK Shareholders as the profits of a UK property business (a separate business from any other UK property business carried on by that UK Shareholder), irrespective of whether the PID is paid in cash or as New Shares.

Individual UK Shareholders are entitled to offset the tax withheld against their income tax liability for the year. Depending on their specific circumstances, individual shareholders may be required to pay additional income tax or may be entitled to claim a repayment in respect of all or part of the tax withheld.

Capital Gains Tax

For the purpose of computing capital gains tax liability on a future disposal of New Shares, an individual UK Shareholder will be treated as acquiring the New Shares on the day that they were issued for a consideration equal to the cash dividend forgone (or market value if substituted as above). The normal capital gains tax provisions will apply to any future disposal of the New Shares by the individual UK Shareholder.

iii) United Kingdom Resident Corporate Shareholders

A PID will generally be treated in the hands of UK Shareholders who are within the charge to corporation tax as profits of a UK property business (a separate business from any other UK property business carried on by the relevant UK Shareholder), irrespective of whether the PID is paid in cash or as New Shares.

Corporate UK Shareholders will be generally liable to pay corporation tax on their PID. Corporate UK Shareholders may be eligible to receive a PID without withholding tax (see "Exceptions to requirement to withhold Income Tax" above).

iv) Stamp Duty/Stamp Duty Reserve Tax

No stamp duty or stamp duty reserve tax will be payable on the issue of the PID Scheme Dividend.

D) NON-PID DIVIDENDS

i) Withholding Tax

The Company is not required to withhold tax at source from a Non-PID, irrespective of whether the Non-PID is paid in cash or in New Shares.

ii) United Kingdom Resident Individual Shareholders

An individual Shareholder who is UK resident and chooses to take New Shares instead of the cash dividend will be treated as receiving gross income of an amount which is equal to the "cash equivalent" of the New Shares. The cash equivalent will generally be the amount of the cash dividend which the individual would have received had they not elected to take New Shares.

The market value of the New Shares on the first day of dealing on the London Stock Exchange will, at the discretion of the Directors, be substituted as the cash equivalent if that market value differs by 15% or more from the amount of the cash dividend.

Income Tax

Irrespective of whether the Non-PID is paid in cash or in New Shares, individual UK Shareholders will have a tax-free allowance (currently £5,000, but reducing to £2,000 from 6 April 2018) in respect of dividend income (the "dividend allowance"). Dividend income in excess of the dividend allowance will be taxed as the top slice of income (currently at a rate of 7.5% for basic rate taxpayers, 32.5% for higher rate taxpayers and 38.1% for additional rate taxpayers).

Capital Gains Tax

For the purpose of computing capital gains tax liability on a future disposal of New Shares, an individual UK Shareholder will be treated as acquiring the New Shares on the day that they were issued for a consideration equal to the cash dividend forgone (or market value if substituted as above). The normal capital gains tax provisions will apply to any future disposal of New Shares by the individual UK Shareholder.

iii) United Kingdom Resident Corporate Shareholders

A company which is subject to UK corporation tax will not be charged to corporation tax on receipt of the New Shares (except to the extent the issue of such New Shares constitutes a distribution for tax purposes, in which case it is likely that the distribution will fall within an exempt class, provided certain conditions are met).

For the purposes of corporation tax on chargeable gains, the New Shares will be added to a corporate UK Shareholder's existing holding of Ordinary Shares and no consideration will be treated as having been given for the New Shares. As a result, a corporate UK Shareholder will not obtain any additional base cost in its (enlarged) holding of Ordinary Shares, and the base cost in its original holding will effectively be 'spread' across the enlarged holding. Corporate UK Shareholders may be subject to corporation tax on chargeable gains on a gain arising on a subsequent disposal of New Shares.

With respect to the receipt of a Non-PID cash dividend, corporate UK Shareholders which are "small companies" (for the purposes of UK taxation of dividends) will not generally be subject to corporation tax.

For other corporate UK Shareholders, a Non-PID cash dividend will be liable to corporation tax unless the Non-PID cash dividend falls within one of the exempt classes for the purposes of the UK taxation of dividends and certain conditions are met. It is expected that the Non-PID cash dividends paid would be exempt from UK corporation tax.

iv) Stamp Duty/Stamp Duty Reserve Tax

No stamp duty or stamp duty reserve tax will be payable on the issue of the Non-PID Scheme Dividend.

GLOSSARY

business day	a day, other than a Saturday, Sunday or public holiday, in which banks are open for general business in London
Cash Balance	any residual cash balance held by the Company or Computershare Investor Services on behalf of a Shareholder being the cash value of any fractions of New Shares which were not issued to that Shareholder pursuant to the Scrip Scheme (there will be no existing Cash Balance applied in respect of the First Scheme Dividend)
Company	The Unite Group plc
Computershare Investor Services	Computershare Investor Services plc of The Pavilions, Bridgwater Road, Bristol, BS13 8AE
CREST	the relevant system (as defined in the Uncertificated Securities Regulations 2001 (SI/3755)) in respect of which Euroclear UK & Ireland Limited is the operator
CREST Dividend Election Input Message	the procedure, as stated in the CREST Reference Manual, by which Shareholders who hold their Ordinary Shares in CREST can elect to take a Scrip Dividend Alternative for a Scheme Dividend
Directors	the directors of the Company from time to time
Dividend Payment Date	the date on which a dividend is expected to be paid as announced by the Company
First Scheme Dividend	the first Scheme Dividend, being a final dividend of 15.4p for the year ended 31 December 2017
HMRC	HM Revenue and Customs
London Stock Exchange	the London Stock Exchange plc
Mandate	the authorisation and instructions of a Shareholder to the Company to allot New Shares under the terms of the Unite Scrip Dividend Scheme instead of cash in respect of any Scheme Dividend (whether by way of a Mandate Form, Online Election or a CREST Dividend Election Input Message, as applicable)
Mandate Form	the form, provided by Computershare Investor Services, by which a Shareholder holding Ordinary Shares in certificated form can give a Mandate to the Company to join the Unite Scrip Dividend Scheme
New Shares	the new fully paid Ordinary Shares issued pursuant to the Scrip Scheme
Non-PID	any dividend paid by the Company or a Scheme Dividend which is not a PID i.e. a normal UK company dividend
Online Election	the online form, provided by Computershare Investor Services online at www.investorcentre.co.uk , by which a Shareholder holding Ordinary Shares in certificated form can elect to join the Unite Scrip Dividend Scheme
Ordinary Shares	ordinary shares of 25 pence each in the capital of the Company

Overseas Shareholder	any Shareholder not resident in the United Kingdom
Participating Shareholder	a Shareholder that is participating in the Unite Scrip Dividend Scheme in respect of a Scheme Dividend, being a Shareholder eligible for the Scrip Scheme that has returned a duly completed Mandate Form in respect of that Scheme Dividend (where such Shareholder holds its Ordinary Shares in certificated form) or has submitted a Dividend Election Input Message in respect of that Scheme Dividend (where such Shareholder holds its Ordinary Shares in CREST)
PID or Property Income Distribution	a distribution, generally subject to withholding tax, paid by the Company in respect of profits of the Tax Exempt Business of the Company
Record Date	the date on which Ordinary Shares must be held in order for a Shareholder to be eligible to receive a declared dividend
REIT or Real Estate Investment Trust	a listed property company which qualifies for and has elected Investment Trust into a tax regime, which exempts qualifying UK property rental income and gains on investment property disposals from corporation tax
Scheme Dividend	a dividend or part of a dividend, whether interim or final and whether a PID or a non-PID, in respect of which the Directors have elected that the Unite Scrip Dividend Scheme shall apply
Scheme Statement	a statement to be sent to each Participating Shareholder in respect of each Scheme Dividend setting out details of the New Shares issued to that Shareholder pursuant to the Scrip Scheme and any resulting Cash Balance held by the Company on behalf of that Shareholder
Scrip Dividend Alternative	a right for Shareholders to receive New Shares instead of cash in respect of a Scheme Dividend
Scrip Reference Share Price	the average of the middle market quotations for the Ordinary Shares on the London Stock Exchange as derived from the Daily Official List, for the day on which the ordinary shares are first quoted "ex" the relevant dividend and the four subsequent dealing days, used to calculate the number of Ordinary Shares that a Participating Shareholder will receive for each Scheme Dividend
Shareholder	a holder of Ordinary Shares in the Company from time to time as shown on the Company's register of members
Tax Exempt Business	a REIT's qualifying property rental business in respect of which it does not pay UK direct taxes on income and capital gains
UK or United Kingdom	the United Kingdom of Great Britain and Northern Ireland and its dependent territories
UK Shareholder	a Shareholder resident in the United Kingdom
Unite Scrip Dividend Scheme or the Scrip Scheme	the Company's scrip dividend scheme as comprised under and subject to the terms and conditions contained in this Guide as amended from time to time