

The Unite Group PLC

NOTICE OF ANNUAL GENERAL MEETING 2021

on Thursday 13 May 2021 at 9.30am

IMPORTANT NOTICE

In light of the Covid-19 pandemic and outlook for the coming weeks, there are significant changes to the usual arrangements for the Annual General Meeting (AGM) this year. Your attention is drawn to the letter from the Chair of the Company on page 2 and shareholders are strongly encouraged to appoint the Chair of the meeting as their proxy to ensure that their vote is counted.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

The UNITE Group PLC

Company Number. 03199160

Registered in England and Wales

Registered Office: South Quay House, Temple Back, Bristol, BS1 6FL

DEAR SHAREHOLDER

As the new Chairman of The Unite Group PLC, having succeeded to the role on 1 April 2021 following Phil White's retirement on 31 March 2021, I have pleasure in sending you the Notice of our Annual General Meeting (AGM) which will be held on Thursday 13 May 2021 at 9.30am. I would like to thank Phil White for his many years of excellent service as Chairman. The formal Notice of AGM is set out below from page 3 of this document.

Arrangements for the AGM

Regrettably, in light of the ongoing Covid-19 pandemic, we are not able to conduct the AGM as we would usually. When considering the arrangements for the AGM, the health, safety and welfare of our shareholders, employees and stakeholders has been a key consideration. With this in mind and conscious of current restrictions in place and the likely outlook for the coming weeks based on the Government's Covid-19 roadmap, we intend to hold the AGM as a closed meeting and on this basis, unfortunately shareholders and others will not be able to attend in person. We will arrange for the necessary quorum to be in attendance so that the meeting is able to conduct its business.

We will continue to review our AGM arrangements in light of the latest Government regulations and guidance, and therefore shareholders are encouraged to monitor our website at: www.unite-group.co.uk/investors/aggm-2021.

As usual, shareholders are able to vote for resolutions through the proxy voting arrangements. Shareholders are strongly advised to appoint the Chair of the meeting as their proxy so that their vote is counted at the AGM. To appoint a proxy for the AGM, please fill in the Form of Proxy and return it to our registrars as soon as possible. Alternatively, you can register your proxy vote electronically by logging on to www.investorcentre.co.uk/eproxy or, if you are a member of CREST, via Computershare Investor Services PLC (ID 3RA50). The registrars must receive your proxy appointment by 9.30 a.m. on Tuesday 11 May 2021.

Shareholder engagement and questions for the Board

Notwithstanding the format of the AGM this year, the Board considers it important there are opportunities to listen to views of shareholders and give them the opportunity to ask questions of the Board beyond the formal business of the AGM.

We have published the presentation of our 2020 results on the Company's website, which can be found at: www.unite-group.co.uk/investors/aggm-2021. This gives shareholders the opportunity to hear directly from our Chief Executive, Richard Smith and our Chief Financial Officer, Joe Lister as well as hearing the answers to various questions raised during this presentation.

In addition, shareholders are invited to ask questions of the Board. These should be sent to: CoSecAGM2021@unitestudents.com. When submitting your question, please include your Shareholder Reference Number ('SRN') which can be found on your Form of Proxy

or Share Certificate. The Board will seek to respond to questions received by 5pm on Friday 30 April 2021 no later than Thursday 6 May 2021 in order to give shareholders an opportunity to consider these answers for your proxy voting. The Board anticipates publishing questions and responses on the Company's website at: www.unite-group.co.uk/investors/aggm-2021.

Final dividend

As announced on 16 March 2021, the Board is recommending to shareholders the reinstatement of dividends with a final dividend of 12.75p payable in May, fully as Property Income Distribution (PID).

Amendment to Articles of Association

This year we are seeking authority to amend our Articles of Association, which were last amended in 2017. The amendments proposed bring a number of provisions in the Articles of Association into line with market practice.

In particular, one amendment allows for the calling of 'hybrid' meetings to allow members to attend and participate in the business of the meeting (including future annual general meetings) by attending a physical location or by attending remotely by means of an electronic facility. This amendment is proposed to allow greater flexibility to align with technological advances, changes in investor sentiment and evolving best practice, particularly in light of the outbreak of Covid-19. The changes would not permit the holding of wholly virtual or electronic shareholder meetings.

More details on the proposed amendments are included in Appendix 1.

Notice of Publication of Annual Report

The Unite Group PLC Annual Report 2020 has been published on the Company's website www.unite-group.co.uk/investors. If you have elected to receive shareholder correspondence in hard copy, then the Annual Report will accompany this Notice of Meeting. Should you wish to change your election at any time, you can do so by contacting our registrars.

Explanatory notes

Explanatory notes on each of the resolutions being proposed at the AGM appear on pages 6 to 8 of this document.

Recommendation

The Board considers that each of the proposals detailed in this Notice of Meeting will be of benefit to and in the best interests of the Company and the shareholders as a whole. The directors intend to vote in favour of all resolutions in respect of their own beneficial holdings of ordinary shares in the Company and unanimously recommend other shareholders to do likewise.

Yours sincerely

Richard Huntingford
Chairman

1 April 2021

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting ('AGM') of The Unite Group PLC (the Company) will be held at the Company's registered office at South Quay, Temple Back, Bristol BS1 6FL at 9.30 a.m. on 13 May 2021.

Please refer to the letter from the Chairman for important information about the arrangements for the AGM this year.

The AGM will consider and, if thought fit, pass Resolutions 1 to 17 as ordinary resolutions and Resolutions 18 to 21 as special resolutions.

Ordinary resolutions

Annual Report and Accounts

1. To receive the audited annual accounts of the Company for the year ended 31 December 2020 together with the Directors' Report, the Strategic Report and the auditor's report on those annual accounts (the Annual Report and Accounts).

Annual Report on Remuneration

2. To approve the Directors' Remuneration Report contained in the Annual Report and Accounts.

Final Dividend

3. To declare a final dividend for the year ended 31 December 2020 of 12.75p per ordinary share payable on 21 May 2021 to shareholders on the register of members of the Company at the close of business on 16 April 2021.

Renewal of Scrip Dividend Scheme

4. THAT the Directors be and are generally and unconditionally authorised to exercise the power contained in Article 142 of the Company's Articles of Association so that they may offer to any holders of ordinary shares of the Company the right to elect to receive ordinary shares credited as fully paid, in whole or in part instead of cash in respect of the whole or some part of any dividend declared or to be declared by the Company on such terms and conditions as may be determined by the Directors, and that such authority commence from the date of approval of this resolution and expire at the beginning of the third AGM of the Company after the date on which this resolution is passed.

Election and Re-election of Directors

5. To elect Mr Richard Huntingford as a Director of the Company.
6. To re-elect Mr Richard Smith as a Director of the Company.
7. To re-elect Mr Joe Lister as a Director of the Company.
8. To re-elect Ms Elizabeth McMeikan as a Director of the Company.
9. To re-elect Mr Ross Paterson as a Director of the Company.
10. To re-elect Mr Richard Akers as a Director of the Company.
11. To re-elect Mrs Ilaria del Beato as a Director of the Company.
12. To re-elect Dame Shirley Pearce as a Director of the Company.
13. To re-elect Mr Thomas Jackson as a Director of the Company.
14. To re-elect Professor Sir Steve Smith as a Director of the Company.

Auditors

15. To reappoint Deloitte 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.
16. To authorise the Audit Committee of the Board to determine the remuneration of the auditor.

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

Authority to allot shares

17. THAT, in substitution for any equivalent authorities and powers granted to the Directors prior to the passing of this Resolution, the Directors be and are generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the Act):

- (a) To exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being 'relevant securities'), up to an aggregate nominal amount of £33,184,050 (representing approximately one-third of the nominal value of the issued ordinary share capital of the Company as at the date of this notice), such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (b) below in excess of £33,184,050;
- (b) To allot equity securities (as defined in Section 560(1) of the Act) up to an aggregate nominal amount of £66,368,100 (representing approximately two-thirds of the nominal value of the issued ordinary share capital of the Company as at the date of this notice) (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (a) above) in connection with an offer by way of rights issue:
 - (i) In favour of holders of ordinary shares in the capital of the Company at such record date as the Directors may determine, where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as practicable) to the respective number of ordinary shares in the capital of the Company held by them on any such record date;
 - (ii) To holders of any other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

in each case subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with in relation to treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any relevant

regulatory body or stock exchange or any other matter whatsoever, provided that this authority shall expire (unless previously renewed, varied, extended or revoked by the Company in general meeting) on 12 August 2022 being the date falling 15 months from the passing of this Resolution or, if earlier, at the conclusion of the next AGM of the Company to be held following the passing of this Resolution, save that the Company may at any time before such expiry make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to such offer or agreement as if this authority had not expired.

Special resolutions

Authority to disapply pre-emption rights

18. That if Resolution 17 (Authority to allot shares) is passed, the Board be authorised pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:

- (a) To the allotment of equity securities or sale of treasury shares in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 17 by way of rights issue only) in favour of holders of ordinary shares in the capital of the Company at such record date as the Directors may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as practicable) to the respective number of ordinary shares in the capital of the Company held by them on any such record date, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with in relation to treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any relevant regulatory body or stock exchange or any other matter whatsoever; and

- (b) To the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £4,977,607 (this amount representing not more than five per cent of the nominal value of the issued ordinary share capital of the Company as at the date of this notice),

such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 12 August 2022, this being the date which is 15 months after the date of this meeting) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) pursuant to any such offer or agreement as if the authority had not expired.

19. That if Resolution 17 (Authority to allot shares) is passed, the Board be authorised pursuant to section 570 and section 573 of the Companies Act 2006 in addition to any authority granted under Resolution 18 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £4,977,607 (this amount representing not more than 5 per cent of the nominal value of the issued ordinary share capital of the Company as at the date of this notice); and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 12 August 2022, this being the date which is 15 months after the date of this meeting) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) pursuant to any such offer or agreement as if the authority had not expired.

Notice of General Meetings

20. That, a general meeting other than an AGM, may be called on not less than 14 clear days' notice.

Articles of Association

21. That, with effect from the end of the AGM, the articles of association produced to the meeting and signed by the Chairman for the purpose of identification, are adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

By order of the Board

Christopher Szpojnarowicz
Company Secretary

1 April 2021

Registered office:
South Quay House
Temple Back
Bristol BS1 6FL

Registered in England and Wales
with registered number 03199160

EXPLANATORY NOTES TO THE RESOLUTIONS TO BE PROPOSED AT THE MEETING

Resolutions 1 to 17 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the Resolution. Resolutions 18 to 21 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1: Annual Report and Accounts

The Company is required to present its report and accounts to shareholders at its AGM. The Annual Report and Accounts for the year ended 31 December 2020 are available on the Company's website at www.unite-group.co.uk/investors and have been sent to those shareholders who have elected to receive a hard copy.

Resolution 2: Annual report on Remuneration

Resolution 2 asks shareholders to approve the Directors' remuneration report set out on pages 120 to 125 and 135 to 148 of the Annual Report. The vote is advisory in nature and the Directors' entitlement to receive remuneration is not conditional on it. The Directors' remuneration report gives details of the directors' remuneration for the year ended 31 December 2020.

At the Company's annual general meeting held in 2019, shareholders approved the Directors' remuneration policy. This is the Company's forward-looking policy on Directors' remuneration and a summary can be found on pages 126 to 134 of the Directors' remuneration report in the 2020 Annual Report and Accounts. The Directors' remuneration policy must be approved at least every three years and is not therefore required to be approved at the AGM this year. The Company intends to seek approval of a new policy at its 2022 AGM. The Directors' remuneration policy is binding on the Company and the Company is not able to make remuneration payments to a Director, or loss of office payments to a current or past Director, unless the payment is consistent with the approved Policy or has been otherwise approved by shareholders.

Resolution 3: Final Dividend

If resolution 3 is approved by shareholders, the final dividend for the year ended 31 December 2020 will be paid on 21 May 2021 to shareholders whose names are on the Company's Register of Members at close of business on 16 April 2021.

Resolution 4: Renewal of Scrip Dividend Scheme

At the Company's annual general meeting held in 2018, shareholders approved the Company's scrip dividend scheme (the 'Scheme') which authorises the Directors to offer shareholders the option of receiving ordinary shares in the Company, credited as fully paid, instead of cash in respect of the whole (or part, as determined by the Directors) of any dividend declared. Article 142 of the Company's Articles of Association permits the provision of this scrip dividend alternative, as long as it is authorised by such an ordinary resolution of the Company. This authority was granted for a period of three years (until the conclusion of the 2021 AGM) in line with the guidelines of the Investment Association (IA). Shareholder approval is therefore being sought at this AGM to renew the Directors' authority to offer a scrip dividend scheme for a further three years.

The Directors may choose to offer a scrip dividend alternative in respect of both interim and final dividends. Electing for the scrip dividend alternative enables shareholders to increase their holding in the Company without incurring dealing costs or stamp duty. Those shareholders who have already elected to join the Scheme will not need to take any action. Shareholders wishing to join the Scheme for the proposed final dividend for 2020 (and future dividends where a scrip dividend alternative is offered) should return a completed mandate form to the Company's registrar, Computershare Investor Services PLC, by 29 April 2021. The relevant contact details for Computershare can be found on the Company's website at www.unite-group.co.uk/investors/investor-relations-contacts. Copies of the mandate form and the guide to the Scheme may be obtained from Computershare or from the Company's website at www.unite-group.co.uk/investors/investor-relations-contacts.

The terms and conditions of the Scheme, which are also contained in the guide to the Scheme, are set out in Appendix 2 on pages 13 to 27 of this document.

Resolutions 5-14: Re-election and election of Directors

In accordance with the requirements of the UK Corporate Governance Code, each of the Directors offers themselves for re-election or election at the AGM. Biographies of each of the Directors seeking election and re-election can be found on pages 84 to 87 of the Annual Report together with the reasons why their contributions are, and continue to be, important to the Company's long-term sustainable success. The Company's Chairman confirms that, following the evaluation process, as described on page 104 of the Annual Report, the performance of each Director standing for re-election and election continues to be effective and that they have each demonstrated a strong commitment to their role.

Resolution 15 & 16: Re-Appointment of Deloitte LLP as auditors

The auditors of the Company must be appointed at each general meeting at which accounts are laid to hold office until the conclusion of the next such meeting. The Company proposes Deloitte LLP be re-appointed as the Company's auditors for the next financial year and that the Audit Committee of the Board determine its remuneration. The Audit Committee regularly reviews its relationship with the external auditor and remains satisfied with Deloitte's effectiveness and independence. Further details, including on the Audit Committee's approach to audit tendering, can be found on pages 113 to 114 of the Audit Committee report in the 2020 Annual Report and Accounts.

Resolution 17: Authority to allot shares

Resolution 17 will be proposed as an ordinary resolution to grant the Directors authority to allot shares in the Company, and grant rights to subscribe for, or to convert, any security into shares of the Company, up to the aggregate amount stated in the Notice. This authority, if passed, will renew the authority approved by shareholders at the annual general meeting in 2020.

The IA guidelines on directors' authority to allot shares state that IA members will regard as routine resolutions seeking authority to allot shares representing up to two-thirds of the Company's issued share capital, provided that any amount in excess of one-third of the Company's issued share capital is only used to allot shares pursuant to a fully pre-emptive rights issue. In light of these guidelines, the Board considers it appropriate, and Resolution 17 provides, that the Directors be granted authority to allot shares in the capital of the Company up to a maximum nominal amount of £66,368,100 (representing two-thirds of the Company's issued ordinary share capital as at the date of the Notice). If the company wishes to allot more than a nominal amount of £33,184,050 (representing one-third of the Company's issued ordinary share capital then any additional amount can only be allotted pursuant to a rights issue).

The Directors have no present intention of using this authority, however they consider it desirable to maintain the flexibility that this authority provides. This authority will last until the end of the AGM held in 2022, or if earlier 12 August 2022.

As at the date of this Notice, the Company does not hold any shares in treasury.

Resolutions 18 and 19: Disapplication of pre-emption rights resolutions

If the Directors wish to allot new shares and other equity securities for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to the shareholders, in proportion to their existing holdings. The Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. This cannot be done under the Companies Act 2006 unless the shareholders have first waived their pre-emption rights. The purpose of Resolutions 18 and 19 (together the 'disapplication of pre-emptions rights resolutions') is to enable shareholders to so waive their pre-emption rights.

Resolution 18 authorises the Directors to allot new shares pursuant to the authority given by Resolution 17 (the allotment resolution) for cash:

- (a) in connection with a rights issue or pre-emptive issue; and/or
- (b) otherwise up to the aggregate amount stated in the Notice (which represents not more than 5% of the nominal value of the issued share capital of the Company as at the date of the Notice), in each case without the shares first being offered to existing shareholders in proportion to their existing holdings.

Resolution 19 additionally authorises the Directors to allot new shares for cash, without the shares first being offered to existing shareholders in proportion to their existing holdings, in connection with the financing (or refinancing, if the authority is to be used within six months of the original transaction) of an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The authority under Resolution 19 is limited to the aggregate amount stated in the Notice (which represents not more than 5% of the nominal value of the issued share capital of the Company as at the date of the Notice).

EXPLANATORY NOTES TO THE RESOLUTIONS TO BE PROPOSED AT THE MEETING CONTINUED

Taken together, this disapplication of pre-emption rights resolutions will allow the Directors to issue new shares for cash without offering the shares first to existing shareholders in proportion to their existing holdings under the following circumstances:

- in connection with a rights issue or other pre-emptive issue, with a nominal value equivalent to two-thirds of the issued share capital as at the date of the Notice (which will allow the Directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which, for example, might arise with overseas shareholders);
- for any other purpose, with a nominal value equivalent to 5% of the issued share capital as at the date of the Notice; and
- in connection with the financing or refinancing of an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment, with a nominal value equivalent to 5% of the issued share capital as at the date of the Notice, but subject to an overall aggregate limit equivalent to two-thirds of the issued share capital as at the date of the Notice.

The Directors intend to adhere to the provisions in the Pre-emption Group's Statement of Principles and not to allot shares for cash on a non-pre-emptive basis pursuant to the authority in Resolution 17 either in excess of an amount equal to 5% of the total issued ordinary share capital of the Company or in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company within a rolling three-year period, without prior consultation with shareholders. Adherence to the principles would not preclude issuances under the authority sought under Resolution 19.

The allotment and the disapplication of pre-emption rights resolutions comply with the Share Capital Management Guidelines issued by the Investment Association in July 2016 and the disapplication of pre-emption rights resolutions follow the resolution templates issued by the Pre-emption Group in May 2016.

As noted above in connection with Resolution 17, the Directors have no present intention of using this authority, however they consider it desirable to maintain the flexibility that this authority provides. If the resolutions are passed, the authorities will expire at the end of the next AGM of the Company or, if earlier, 12 August 2022, this being the date 15 months from the passing of the resolutions, whichever is the earlier.

Resolution 20: Notice of General Meetings (other than AGMs)

This resolution renews the authority that was given at the Company's last AGM. The notice period required by the Companies Act 2006 for general meetings of the Company is 21 clear days unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. AGMs must always be held on at least 21 clear days' notice. At the annual general meeting held in 2020, shareholders authorised the calling of general meetings other than an AGM on not less than 14 clear days' notice, and it is proposed that this authority be renewed. The authority granted by this Resolution 20, if passed, will be effective until the Company's next AGM when it is intended that a similar resolution will be proposed. 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.

Resolution 21: Amendments to Articles of Association

The Board is seeking authority to amend the Articles of Association (last amended in 2017). The amendments proposed bring a number of provisions in the Articles of Association into line with market practice.

In particular, one amendment allows for the calling of 'hybrid' meetings to allow members to attend and participate in the business of the meeting (including future annual general meetings) by attending a physical location or by attending remotely by means of an electronic facility. This amendment is proposed to allow greater flexibility to align with technological advances, changes in investor sentiment and evolving best practice, particularly in light of the outbreak of Covid-19. The changes would not permit the holding of wholly virtual or electronic shareholder meetings.

More details on the proposed amendments (which are being implemented by adopting new articles of association) are included in Appendix 1. A marked-up version of the new articles of association is available on our website at www.unite-group.co.uk/investors/agm-2021.

NOTES

1. A member of the Company who is entitled to attend, speak and vote at the meeting is entitled to appoint a proxy to exercise all or any of his/her rights. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). **As noted in the letter from the Chairman, due to the current Covid-19 situation and outlook for the coming weeks, the Company intends to hold the AGM as a closed meeting and on this basis, unfortunately shareholders and others will not be able to attend in person. Therefore, shareholders are strongly encouraged to appoint the Chair of the meeting as their proxy to ensure that their vote is counted.**
2. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed. A form of proxy which may be used to make such appointment and give proxy instructions accompanies this notice. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. To be valid, any form of proxy, and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, must be received by hand or by post at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, no later than 9.30 a.m. on 11 May 2021.
4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by following the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
5. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (Euroclear) specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy, the revocation of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be a valid, be transmitted so as to be received by the Company's agent (CREST ID 3RA50) by the latest time for receipt of proxy appointments specified in note 3 above. 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 Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
6. CREST members and, where applicable, their CREST sponsors or voting service providers, should note that Euroclear does not make available special procedures in CREST for any particular message. 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, to procure that his/her 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.
7. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).
8. If you would like to submit your proxy vote via the internet, you can do so by accessing our registrar's website (www.eproxyappointment.com). You will require the control number, your unique PIN (which will expire at the end of the voting period) and your Shareholder Reference Number (SRN), printed on the proxy card, in order to log in and submit your proxy vote electronically. If you submit your proxy via the internet it should reach the registrar by 9.30 a.m. on 11 May 2021. Should you complete your proxy form electronically and then post a hard copy, the form that arrives last will be counted to the exclusion of instructions received earlier, whether electronic or posted. Please refer to the terms and conditions of the service on the website.
9. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 9.30 a.m. on 11 May 2021 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
10. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
11. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.

NOTES CONTINUED

12. Any person to whom this notice has been sent who is a person nominated under section 146 of the Act to enjoy information rights (a Nominated Person) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
13. The statement of the rights of shareholders in relation to the appointment of proxies above does not apply to Nominated Persons. These rights can only be exercised by shareholders of the Company.
14. Pursuant to Part 13 of the Companies Act 2006 and Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only those shareholders registered in the register of members of the Company at 6:00pm on 11 May 2021 (or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting) shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. In each case, changes to the register of members of the Company after such time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
15. As at 22 March 2021 (the latest practicable date prior to the publication of this Notice), the Company's issued share capital comprised 398,208,608 ordinary shares carrying one vote each at a general meeting of the Company. No ordinary shares were held in treasury and therefore the total voting rights in the Company as at 22 March 2021 are 398,208,608.
16. You may not use any electronic address provided either in this notice of meeting or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.
17. The Company must cause to be answered at the meeting any question relating to the business being dealt with at the meeting which is put by a member in attendance, except (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. The Company will not provide an answer to any question submitted ahead of the meeting in any of these circumstances.
18. A copy of this Notice, and other information required by Section 311A of the CA 2006, can be found at www.unite-group.co.uk.
19. It is possible that, pursuant to requests made by members of the Company under Section 527 of the Act, the Company may be required to publish on a website a statement setting out any matter relating to: (a) 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 meeting; or (b) 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 Section 437 of the Act. The Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act, 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 meeting includes any statement that the Company has been required under Section 527 of the Act to publish on a website.
20. Under sections 338 and 338A of the 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 those members intend to move (and which may properly be moved) at the meeting; and; (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 at the meeting, providing in each case that the requirements of those sections are met and that the request is received by the Company not later than six clear weeks before the meeting or if later the time at which notice is given of the meeting.
21. A member that is a company or other organisation not having a physical presence cannot attend in person but can appoint someone to represent it. This can be done in one of two ways: either by the appointment of a proxy (as described in the notes above) or of a corporate representative. Members considering the appointment of a corporate representative should check their own legal position, the Company's articles of association and the relevant provisions of the Act.
22. Subject to them remaining accessible in light of any restrictions or guidance introduced in connection with the Covid-19 pandemic, the following documents are available for inspection at the registered office of the Company during the usual business hours on any weekday (Saturday, Sunday or public holidays excluded) from the date of this notice until the conclusion of the meeting and will also be available for inspection at the place of the meeting from 9.15 a.m. on the day of the meeting until its conclusion:
 - (a) copies of the Executive Directors' service contracts with the Company and any of its subsidiary undertakings; (b) letters of appointment of the Non-Executive Directors; and (c) a marked up version of the new articles of association.

APPENDIX

APPENDIX 1: Summary of the principal amendments to the Company's Articles of Association

Resolution 21 seeks shareholder approval to adopt new Articles of Association ("**New Articles**") in place of the existing Articles of Association (the "**Current Articles**").

The principal changes in the New Articles are summarised below. They are intended to reflect developments in market practice, certain legal and regulatory changes and provide additional flexibility where this is considered appropriate. In addition, the Company has taken the opportunity to incorporate amendments of a more minor, technical or clarifying nature which are not summarised below.

Bearer shares

The Current Articles (Article 8) allow for the issuance of bearer shares. This has been deleted from the New Articles as the issuance of bearer shares is no longer possible under the Companies Act 2006.

Share certificates

The New Articles (Article 18) confirm that share certificates are sent at the member's risk and give the Directors increased flexibility in relation to the authentication of share certificates (Article 17).

Form and conduct of General Meetings

A number of amendments are proposed to help facilitate the holding of general meetings.

The principal amendment (a new Article 48B) is to allow for "hybrid" meetings. This is to allow members to attend and participate in the business of the meeting (including future annual general meetings) by attending a physical location or by attending remotely by means of an electronic facility. This amendment is proposed to allow greater flexibility to align with technological advances, changes in investor sentiment and evolving best practice, particularly in light of the outbreak of Covid-19. Voting at hybrid meetings will, by default, be decided on a poll. Hybrid meetings may be adjourned in the event of a technological failure. The changes would not permit the holding of wholly virtual or electronic shareholder meetings.

The provisions in Current Articles in relation to security and meeting place arrangements (Article 51) have been updated so to give the Chairman of the meeting more explicit powers in relation to health and safety of those attending a general meeting. A number of clarifying changes have also been made to the provision in relation to satellite/multi-venue meetings.

The New Articles include a new power for the directors to postpone a meeting after notice of that meeting has been sent but before the meeting is held (Article 48A). This power is intended to provide flexibility in the event of difficulties arising prior to the meeting being held, for example, if there are issues in relation to the meeting venue or facilities. The provisions in relation to adjourning a general meeting in the New Articles have also been updated (Articles 50 and 55). The changes include clarifying that the same meeting may be adjourned more than once, and that the date and time to which a meeting is adjourned does not need to be specified at the relevant meeting.

The New Articles also expressly provide for the setting of a voting record date in connection with general meetings (Article 63.3).

A number of other modernising or consequential amendments have been made to the provisions in the New Articles in relation to general meetings.

Untraced members

The process of selling shares belonging to shareholders who remain untraced for over 12 years has been modernised in the New Articles (Article 75 and 76) to bring them more in line with current market practice. The changes include removing the requirement for notices in relation to untraced shareholders to be published in a national newspaper (notices must still be sent to the registered address or last known address of the shareholder). The Company is also required to use reasonable steps to trace the untraced shareholder, for example, using a professional asset reunification company or other tracing agent. Amendments have also been made to the process of the sale of shares of untraced members. The obligation to obtain the "best price reasonably obtainable" for such shares has been deleted in the New Articles, and proceeds of sale of the share(s) will be forfeited by the former shareholder, with no further right to claim the proceeds. Various consequential amendments have been made to the New Articles to reflect the above changes.

APPENDIX CONTINUED

Directors of the Company

In line with the requirements of the UK Corporate Governance Code, the New Articles require directors to retire and seek re-election at each annual general meeting of the Company (Article 87). This reflects existing Company practice.

The provisions in relation to the termination of a director's appointment have also been modernised, in particular to reflect changes in law (Article 84).

The provisions in relation to directors' remuneration and expenses (Article 94) have been amended to clarify their operation in practice. The Current Articles provide that Directors' fees shall not exceed £750,000 per annum in aggregate. The effect of this provision is to limit the fees that may be paid to the Non-Executive Directors. The salary and remuneration of the executive Directors of the Company is provided for separately in the Current Articles. Although there are currently no plans to make any material changes to the fees paid to the Non-Executive Directors, the Board considers it desirable to increase the fee limit contained in the New Articles in order to provide flexibility. It is proposed that the limit contained in the New Articles is £1,000,000 per annum in aggregate. Directors' remuneration will continue to be paid in accordance with the directors' remuneration policy most recently approved by shareholders.

A number of other more minor and consequential amendments have been made to the New Articles, including in relation to director appointments.

Dividend payments

The New Articles give the Board greater flexibility to determine the appropriate method(s) by which it pays dividends to shareholders (Article 138). This flexibility will help the Board take account of developments in market practice and keep down the administrative cost of making payments.

New Articles of Association available for inspection

A copy of the New Articles, together with a version marked to show all changes proposed to the existing Articles of Association, will be available for inspection during normal business hours (Saturdays, Sundays and public holidays excepted) at the registered office of the Company up until the close of the AGM and are also available at www.unite-group.co.uk/agm-2021. A copy of the New Articles can be requested from the Company Secretary.

APPENDIX 2: Guide to The Unite Group PLC Scrip Dividend Scheme

Important Information

Section 1 of this Guide, on pages 14 to 22, 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 23 to 25. Definitions of terms used in this Guide can be found in the Glossary on pages 26 and 27.

If you are an Overseas Shareholder, your attention is drawn to Question 3 (Who can join the Scrip Scheme?) on page 14 and Question 15 (Can Overseas Shareholders join the Scrip Scheme?) on page 20, 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 held on 10 May 2018, Shareholders approved the Scrip Scheme for three years. This authority ends at the Annual General Meeting of the Company to be held on 13 May 2021 and as such, the Directors will be seeking renewal of such authority for a further period of three years.

All evergreen elections currently in force under the Unite Scrip Dividend Scheme will remain in force and will apply for all future dividends to which the Scrip Dividend Scheme applies until cancelled by you in accordance with these terms and conditions (for further details of how to cancel a Mandate see the response to Question 18 below).

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.

APPENDIX CONTINUED

Terms and Conditions of the Unite Scrip Dividend Scheme

SECTION 1

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 Company’s Articles of Association allow the Directors to establish the Scrip Scheme, subject to obtaining authority from Shareholders by way of ordinary resolution. The Scrip Scheme was originally established by the Directors following the authority granted by Shareholders at the Company’s Annual General Meeting in 2018. The Directors propose to renew the Scrip Scheme and at the Company’s Annual General Meeting on 13 May 2021, will be asking Shareholders to renew the existing Shareholder authority for a further period of three years.

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. *For further details of how to cancel a Mandate see the response to Question 18 below.*

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 23 to 25.

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 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 13 May 2021, the Directors will seek renewal of 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. 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 (i.e. it is "evergreen" election under the Mandate). *For further details of how to cancel a Mandate see the response to Question 18 below.*

The Company and Computershare Investor Services reserve the right to treat as valid a Mandate Form which is not complete in all respects.

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.*

Shareholders holding share certificates and electronically through CREST

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. 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. *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.

APPENDIX CONTINUED

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. 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.

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 the same type of dividend), are not sufficient for that Shareholder to be allotted at least one New Share pursuant to the Scrip Scheme, that Shareholder will not be issued with any New Shares for that Scheme Dividend. Instead, in respect of Shareholders who hold their Ordinary Shares in certificated form, that Shareholder's cash dividend entitlement will be added to their Cash Balance and carried forward to the next Scheme Dividend of the same type. In that situation, that Shareholder will, however, still receive a Scheme Statement showing that no New Shares have been issued in respect of the Scrip Scheme Dividend and noting the amount of Cash Balance held by the Company in respect of that Shareholder. *See the response to Question 8 below for further information on Scheme Statements.*

Example 1 – PID Scheme Dividend (withholding tax applies)

Withholding tax mechanics

Subject to certain exceptions, the Company is required to withhold tax at source (at the current rate of 20%) from its PIDs, whether paid in cash or in the form of New Shares pursuant to a Scheme Dividend (*see Section 2 of this Guide for further details about the withholding tax*). The Company will satisfy its obligation to withhold tax at source on PIDs that are paid in the form of New Shares by not issuing an appropriate number of New Shares to which a Shareholder would otherwise be entitled.

Number of New Shares received

Where withholding tax applies, the formula used in calculating a Shareholder's entitlement to New Shares in respect of future Scheme Dividends that are PIDs is therefore modified so that the number of New Shares issued is calculated by reference to 80% of the aggregate value of cash dividend foregone (instead of the whole amount) together with any Cash Balance arising from a previous PID Scheme Dividend. (If the withholding tax rate changes from 20%, the 80% figure will be adjusted accordingly.)

The formula which will be used is set out below:

$$\frac{\begin{array}{c} \text{(Number of Ordinary Shares held at the Scrip Scheme} \\ \text{Dividend Record Date} \\ \times \\ \text{80\% of the cash value of the Scrip Scheme Dividend per share)} \\ \text{+ any Cash Balance from the previous PID Scheme Dividend} \end{array}}{\text{Scrip Reference Share Price}}$$

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;
- withholding tax at a rate of 20%;
- a Cash Balance of 550.0p (i.e. residual cash left over from previous applications of the Scrip Scheme to a PID dividend. *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 £123.20 (i.e. 1,000 Ordinary Shares multiplied by the 15.4p cash value of the Scrip Scheme Dividend minus 20% withholding tax). Together with the existing Cash Balance, the total cash value to be applied towards New Shares for that Participating Shareholder would therefore be £128.70.

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

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

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:

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

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*.

APPENDIX CONTINUED

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 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 cancelled. 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).

APPENDIX CONTINUED

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 4 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 23 to 25.

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.

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.

APPENDIX CONTINUED

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) an entity which falls within an exempt category, such as a charity or local authority; 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 scheme administrator of a UK 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.

APPENDIX CONTINUED

Where tax has been withheld at source by the Company from the payment of a PID, Shareholders who are individuals may, depending on their particular circumstances, be liable to further tax on their receipt of a PID at their applicable marginal rate, incur no further liability on their receipt of a PID, or be entitled to claim repayment of some or all of the tax withheld on their receipt of a PID. Shareholders who are corporate entities within the charge to UK corporation tax will generally be liable to pay corporation tax in respect of their receipt of a PID and, in the unlikely event that income tax is withheld at source, the tax withheld can be set against their liability to corporation tax in the accounting period in which the PID is received.

ii) Scheme Dividend – amount received

Shareholders who choose 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.

However, if the market value of the New Shares on the first day of dealing on the London Stock Exchange differs by 15% or more from the amount of the cash dividend foregone, then the amount of the PID regarded as received by the Shareholder will be taken to be the market value of the New Shares issued to them on the date of first dealing in those New Shares.

iii) United Kingdom Resident Individual Shareholders

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.

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 receipt of the PID in the form of New Shares.

v) Chargeable gains

Shareholders should not be subject to UK taxation of chargeable gains on receipt of the New Shares pursuant to the Scheme Dividend. Furthermore, for the purposes of UK taxation of chargeable gains, an issue of New Shares pursuant to the Scheme Dividend will not qualify as reorganisation. Shareholders will be treated as having subscribed for or acquired such New Shares for an amount equal to the amount of the Scheme Dividend they are treated as receiving as set out in the section above which is headed “ii) Scheme Dividend – amount received”. UK taxation on chargeable gains will apply in the normal way to any subsequent disposals of any such New Shares.

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.

However, if the market value of the New Shares on the first day of dealing on the London Stock Exchange differs by 15% or more from the amount of the cash dividend foregone, then the amount of the Non-PID regarded as received by the Shareholder will be taken to be the market value of the New Shares issued to them on the date of first dealing in those New Shares.

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 (£2,000 for the 2020/21 tax year) 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

Individual Shareholders should not be subject to capital gains tax on receipt of a Non-PID paid in the form of New Shares. 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 foregone (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 a Non-PID in the form of 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 receipt of the Non-PID in the form of New Shares.

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
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
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

UNITE STUDENTS

The Unite Group PLC
South Quay House
Temple Back
Bristol BS1 6FL
+44 (0) 117 302 7000
info@unite-students.com

www.unite-group.co.uk
www.unitestudents.com