

RDI REIT plc		F2018	31 Aug 2018
	Classification	Meeting Type	Meeting Date
RPL	Real Estate Investment Trusts	AGM F2018	24/01/2019
Ordinary resolutions			
1	Resolved that the Group's and the company's audited financial statements together with the reports of the Directors and independent auditor (the 'Annual Report') for the financial year ended 31 August 2018 be accepted and approved.		FOR
2	Resolved that the annual report on remuneration for the year ended 31 August 2018 be accepted and approved.		FOR
	Resolved that the following directors who retire and who have offered themselves for re-election, be re-elected as directors of the Company.		
3	Gavin R Tipper (53) Chairman Qualifications: MBA, CA, BCom, BAcc Appointed: 2011 Other directorships: Chairman of Hyprop Investments Ltd and AVI Ltd	[MOTIVATION: We consider the director to be over-extended considering his positions as chairman of 3 listed companies.]	AGAINST
4	Michael J W Farrow (64) Senior Independent Non-executive director Qualifications: MCIS MSc (Corporate Governance) Appointed: 2011 Other directorships: Chairman of Stanlib Funds Limited, Director of RedT Energy plc and Circle Property plc		FOR
5	Sue E Ford (58) Independent Non-executive director Qualifications: ACA BSc (Hons) Appointed: 2013 Other directorships: None		FOR
6	Robert S Orr (59) Independent Non-executive director Qualifications: MRICS, BSc (Estate Management) Appointed: 2015 Other directorships: Chairman of Tritax Eurobox plc, Director and adviser of various private companies and funds		FOR
7	Elizabeth A Peace (65) Non-executive director Qualifications: BA (Hons) Appointed: 2017 Other directorships: Director of RPS Group plc, Chairman of various private companies		FOR
8	Marc Wainer (70) Non-executive director Qualifications: Appointed: 2011		FOR

	Other directorships: Chairman of Redefine Properties Ltd, Director of Echo Polska Properties N.V.		
9	Mike J Watters (59) Chief Executive Officer Qualifications: MBA, BSc Eng (Civil) Appointed: 2013 Other directorships: Chairman of RBH Hotel Group Ltd		FOR
10	Stephen J Oakenfull (39) Deputy Chief Executive Officer Qualifications: CFA, BSc (Hons), Construction Management Appointed: 2013 Other directorships: None		FOR
11	Donald A Grant (44) Chief Financial Officer Qualifications: CA Appointed: 2015 Other directorships: None		FOR
12	Adrian A Horsburgh (56) Property Director Qualifications: MRICS Appointed: 2014 Other directorships: None		FOR
13	Resolved that the re-appointment of KPMG LLP, who is independent from the Company, as the Company's auditor, be approved until the conclusion of the company's next AGM in 2020.	[COMMENT: The incumbent auditor, KPMG Ireland, was appointed following a tender process in 2010. The Audit and Risk Committee confirmed last year that the 2019 audit contract would be placed out on tender.]	FOR
14	To authorise the Audit and Risk committee to set the remuneration of the Independent Auditor.		FOR
15	Resolved that the Directors be hereby generally and unconditionally authorised pursuant to the Articles of Association of the Company from time to time to allot Ordinary Shares and to grant rights to subscribe for or convert any security into Ordinary Shares up to a maximum aggregate nominal value of £30,407,193 (equivalent to 380,089,907 Ordinary Shares being 20 per cent of the Company's nominal issued share capital at 14 December 2018), for the period expiring on the date of the Company's AGM to be held in 2020.	[MOTIVATION: Our policy is to vote against these requests unless specifically motivated; preferring that shareholders authorise issues only when required for specific transactions.]	AGAINST
Special resolutions			
16	Special Resolution 1: Waiver of Pre-emption Rights for 5 per cent of the Issued Share Capital (Allotment of Shares for Cash)		FOR
17	Special resolution 2: Waiver of Pre-emption Rights for an additional 5 per cent of the Issued Share Capital in connection with a Specified Investment (Allotment of Shares for Cash).		FOR
18	Special resolution 3: General authorisation to make market purchases of Ordinary Shares up to the limits set out in the notice of the AGM.	[MOTIVATION: There is no specific reason given for the repurchase. We do not find share buy-backs to be in the company's interests.]	AGAINST

19	Special resolution 4: Authorisation to consolidate Ordinary Shares in a ratio of 5:1		FOR
20	Special resolution 5: Authorisation to amend the company's Articles of Association		FOR