


## GREAT PORTLAND ESTATES PLC

MEETING DATE	Wed, 17 May 2017 11:30 am	TYPE	EGM	ISSUE DATE	Mon, 08 May 2017
MEETING LOCATION	33 Cavendish Square, London, W1G 0PW, United Kingdom				
CURRENT INDICES	FTSE MidCap				
SECTOR	Industrial & Office REITs				

### COMPANY OVERVIEW

Great Portland Estates is a property investment and development company with the aim of generating superior portfolio and shareholder returns from investing in and improving central London real estate.

### MEETING SPECIFIC INFORMATION

#### Quorum requirements and voting majority

Resolutions under extraordinary business have special voting majority requirements. Resolutions 3 to 5 require three quarters of the votes validly cast in order to be approved.

	PROPOSALS	ADVICE
1	<p><b>Approve Share Consolidation</b></p> <p>It is anticipated that, as a result of the decrease in market value of the Company due to the Special Dividend (see supporting information below), there would, without a consolidation of the Company's ordinary share capital, be a corresponding decrease in the market price of the Existing Ordinary Shares. Accordingly, to maintain (subject to normal market fluctuations) the market price for the Company's ordinary shares at approximately the same level as prevailed immediately prior to the Special Dividend, a consolidation of the Company's ordinary share capital is proposed. The Share Consolidation will replace every 20 Existing Ordinary Shares with 19 New Ordinary Shares. Following the Share Consolidation, the Company's total issued share capital will comprise 326,729,841 New Ordinary Shares with the all equal rights. There are no governance over the proposed share consolidation, which has been fully explained.</p> <p>Triodos supports this resolution.</p>	For
2	<p><b>Issue Shares with Pre-emption Rights</b></p> <p>The authority is limited to one third of the Company's issued share capital following the Share Consolidation. This cap can increase to two-third of the issued share capital if shares are issued in connection with an offer by way of a rights issue. All directors are standing for annual re-election. This resolution is in line with normal market practice and expires at the next AGM.</p> <p>Triodos supports this resolution.</p>	For
3*	<p><b>Issue Shares for Cash</b></p> <p>Authority is limited to 5% of the Company's issued share capital following the Share Consolidation and will expire at the next AGM. Within acceptable limits.</p>	For
4*	<p><b>Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment</b></p> <p>The Board is seeking approval to issue up to an additional 5% of the Company's issued share capital for cash following the Share Consolidation for use only in connection with an acquisition or a specified capital investment. Such proposal is not supported as it is considered that the 5% limit sought under the general authority above is sufficient. Best practice would be to seek a specific authority from shareholders in relation to a specific transactions if such situation arises. As this is not the case, Triodos opposes this resolution.</p>	Oppose

## 5\* Authorise Share Repurchase

Oppose

The authority is limited to 14.99% of the Company's issued share capital following the Share Consolidation and will expire at the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, Triodos opposes this resolution.

\* = *Special resolution*

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## SUPPORTING INFORMATION FOR RESOLUTIONS

### Proposal 1 - Approve Share Consolidation

On 10 February 2017, the Board announced the sale of the freehold of Rathbone Square, 35/50 Rathbone Place, W1 to Rathbone Place Jersey Limited, an entity owned by WestInvest Gesellschaft Für Investmentfonds mbH and Deka Immobilien Investment GmbH. The net purchase price payable to the Company is £374.8 million generating a whole-life capital return for the Company from the entire Rathbone Square development project of approximately £110 million. Having now received the majority of the sale proceeds, and on expiry of the put option, the Board proposes to return approximately £110.0 million to Shareholders via a Special Dividend of 32.15 pence per Eligible Existing Ordinary Share. The Special Dividend will be in addition to the interim dividend paid to Shareholders on 3 January 2017 in respect of the financial year ended 31 March 2017 and the final dividend expected to be paid to Shareholders in respect of the financial year ended 31 March 2017.

### Proposal 4 - Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment

The Company has stated that this additional authority will only be used to fund one or more acquisitions or specified capital investments, in line with the Pre-Emption Group Guidelines. This recommendation is not supported by PIRC.

## COMPANY ENGAGEMENT

A draft copy of the report was sent to the Company for comments.

## BOARD AND COMMITTEE COMPOSITION (post-Meeting)

### BOARD CHANGES

Non-Executive Directors Nick Hampton, Richard Mully and Wendy Becker were appointed to the Board on 17 October 2016, 1 December 2016 and 1 February 2017 respectively. Executive Director Neil Thomson retired from the Board on 31 December 2016.

DIRECTOR	GENDER	INDEPENDENT BY		BOARD	AC	RC	NC	TENURE
		PIRC	COMPANY					
Martin Scicluna	M	No	Yes	Ch	-	-	C	8
Toby Courtauld	M	No	No	CEO	-	-	-	15
Nick Sanderson	M	No	No	Exec	-	-	-	5
Charles Philipps	M	Yes	Yes	SID	C	-	M	3
Jonathan Short	M	No	Yes	NED	M	C	M	10
Elizabeth Holden	F	Yes	Yes	NED	M	M	M	4
Wendy Becker	F	Yes	Yes	NED	M	M	M	<1
Nick Hampton	M	Yes	Yes	NED	C	M	M	<1
Richard Mully	M	Yes	Yes	NED	M	M	M	<1

Number of Meetings

Number of NED only Meetings

PIRC assesses a non-executive director's independence according to PIRC's shareholder guidelines. Comments represent PIRC's analysis based on information in the report and accounts. AC = Audit Committee, RC = Remuneration Committee, NC = Nomination Committee, C = Chairperson of Committee, M = Member of Committee.

### BOARD OF DIRECTORS (post-Meeting)

<b>MARTIN SCICLUNA</b>					<b>CHAIRMAN</b>				
<b>AGE</b>	65	<b>TENURE</b>	8 Years	<b>COMMITTEES</b>	N*				
<b>OTHER POSITION</b>	RSA plc [Ch]; WorldPay [SID]; ex-Deloitte LLP [Ch]; ex-Lloyds Banking Group plc [NED]								
<b>INDEPENDENT BY PIRC</b>	N	<b>INDEPENDENT BY COMPANY</b>			Y				
<b>COMMENT</b>	Not considered independent upon appointment as he was Chairman of the Company's audit firm Deloitte LLP from 1995 to 2007.								
<b>TOBY COURTAULD</b>					<b>CHIEF EXECUTIVE</b>				
<b>AGE</b>	48	<b>TENURE</b>	15 Years	<b>COMMITTEES</b>	None				
<b>OTHER POSITION</b>	British Property Federation [Dir]; Imperial College London Council [Mem]; Liv-Ex Limited [NED]; The New West End Company [Dir]; ex-MEPC [Management]								
<b>INDEPENDENT BY PIRC</b>	N	<b>INDEPENDENT BY COMPANY</b>			N				
<b>SEVERANCE</b>	12 months rolling								
<b>NICK SANDERSON</b>					<b>EXECUTIVE DIRECTOR</b>				
<b>AGE</b>	43	<b>TENURE</b>	5 Years	<b>COMMITTEES</b>	None				
<b>OTHER POSITION</b>	British Property Federation [Mem of Finance Comm]; EPRA [Mem of the Reporting & Accounting Committee]; ex-Deloitte [Head of real estate corporate finance advisory]; ex-Lehman Brothers; ex-Nomura; ex-UBS								
<b>INDEPENDENT BY PIRC</b>	N	<b>INDEPENDENT BY COMPANY</b>			N				
<b>SEVERANCE</b>	12 months rolling								
<b>COMMENT</b>	Finance Director.								

<b>CHARLES PHILIPPS</b>			<b>SENIOR INDEPENDENT DIRECTOR</b>		
<b>AGE</b>	57	<b>TENURE</b>	3 Years	<b>COMMITTEES</b>	A*,N
<b>OTHER POSITION</b>	Amlin plc [CEO]; Mitsui Sumitomo Insurance [Exec]; Outward Bound Trust [Trust]; ex-NatWest Markets [Dir]				
<b>INDEPENDENT BY PIRC</b>	Y	<b>INDEPENDENT BY COMPANY</b>			Y
<b>COMMENT</b>	Acting Senior Independent Director with effect from 7 July 2016.				
<b>JONATHAN SHORT</b>			<b>NON-EXECUTIVE DIRECTOR</b>		
<b>AGE</b>	54	<b>TENURE</b>	10 Years	<b>COMMITTEES</b>	A,R*,N
<b>OTHER POSITION</b>	Gatehouse Bank [NED]; Grosvenor Shopping Centre Fund [NED]; Internos Real Investors LLP [ExecCh, Founder Ptnr]; ex-Big Yellow Group plc [NED]; ex-Pramerica [Div CEO]				
<b>INDEPENDENT BY PIRC</b>	N	<b>INDEPENDENT BY COMPANY</b>			Y
<b>COMMENT</b>	Not considered independent owing to a tenure of over nine years.				
<b>ELIZABETH HOLDEN</b>			<b>NON-EXECUTIVE DIRECTOR</b>		
<b>AGE</b>	48	<b>TENURE</b>	4 Years	<b>COMMITTEES</b>	A,R,N
<b>OTHER POSITION</b>	HML Holdings plc [NED]; Your Lifespace Ltd [NED]; ex-Slaughter & May [Partner]				
<b>INDEPENDENT BY PIRC</b>	Y	<b>INDEPENDENT BY COMPANY</b>			Y
<b>WENDY BECKER</b>			<b>NON-EXECUTIVE DIRECTOR</b>		
<b>AGE</b>	n/d	<b>TENURE</b>	<1 Years	<b>COMMITTEES</b>	A,R,N
<b>OTHER POSITION</b>	Cancer Research UK [DCh]; NHS England [NED]; ex-Jack Wills Ltd [CEO]; ex-McKinsey & Company Inc [Partner]; ex-Whitbread PLC [NED]				
<b>INDEPENDENT BY PIRC</b>	Y	<b>INDEPENDENT BY COMPANY</b>			Y
<b>NICK HAMPTON</b>			<b>NON-EXECUTIVE DIRECTOR</b>		
<b>AGE</b>	n/d	<b>TENURE</b>	<1 Years	<b>COMMITTEES</b>	A*,R,N
<b>OTHER POSITION</b>	Tate & Lyle [CFO]; ex-PespiCo [Finance]				
<b>INDEPENDENT BY PIRC</b>	Y	<b>INDEPENDENT BY COMPANY</b>			Y
<b>RICHARD MULLY</b>			<b>NON-EXECUTIVE DIRECTOR</b>		
<b>AGE</b>	n/d	<b>TENURE</b>	<1 Years	<b>COMMITTEES</b>	A,R,N
<b>OTHER POSITION</b>	Aberdeen Asset Management [NED]; Alstria Office REIT-AG [Supervisor mem]; St Modwen Properties [SID]; ex-ISG [SID]; Hansteen Holdings [SID]				
<b>INDEPENDENT BY PIRC</b>	Y	<b>INDEPENDENT BY COMPANY</b>			Y

## BOARD COMPOSITION

### BOARD COMPOSITION FOLLOWING THE EGM

			FTSE MIDCAP MEAN	
	Number	% of Board	Number	% of Board
Executive Director	2	22.22	2.2	28.0
Independent NEDs	5	55.56	4.0	50.1
Connected NEDs	1	11.11	0.8	10.8
Other	1	11.11	0.8	10.8

**BOARD COMMITTEES FOLLOWING THE EGM****FTSE MIDCAP MEAN**

	Number of Members	% Independent by PIRC	% Independent by Company	Number of Members	% Independent by PIRC
Whole Board	9	55.56	77.78	7.8	51.4
Audit	6	83.33	100.0	3.5	89.2
Remuneration	5	80.0	100.0	3.8	88.2
Nomination	7	71.43	100.0	4.4	75.6

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