

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT CONTAINS THE RESOLUTIONS TO BE VOTED ON AT THE COMPANY'S ANNUAL GENERAL MEETING TO BE HELD ON 10 JUNE 2020.

If you are in any doubt about the action you should take, you should immediately seek your own financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your shares in Highcroft Investments PLC, please hand this document to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you sell or have sold or otherwise transferred only part of your holding of existing shares please consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

Highcroft Investments PLC

(Incorporated and registered in England and Wales with Company number 00224271)

Directors

Charles Butler (Non-Executive Chairman)

Simon Gill (Chief Executive)

David Kingerlee (Executive Director)

Roberta Miles (Finance Director and Company Secretary)

Simon Costa (Non-Executive Director and Senior Independent Director)

Registered Office

Thomas House

Langford Locks

Kidlington

Oxfordshire

OX5 1HR

5 May 2020

To Shareholders of Highcroft Investments PLC (the "Company")

Dear Sir or Madam

1. Annual General Meeting

I am pleased to be writing to you with details of the ninety second annual general meeting of the Company, which will be held at Thomas House, Langford Locks, Kidlington, Oxfordshire, OX5 1HR on 10 June 2020 at 12 noon (the "Annual General Meeting"). The formal notice of Annual General Meeting is set out on page 5 of this document (the "Notice").

Covid-19

We note the current issues surrounding Covid-19 (coronavirus) and the public health guidance at the time of writing. This includes the stringent requirements requiring UK nationals to stay at home except in certain circumstances (which do not include attending an AGM), the social distancing and shielding guidance for those over the age of 70 or with underlying medical conditions, and the ban on all non-essential travel. The health and safety of our shareholders and colleagues is always our utmost priority. Please note that as a result of this guidance the AGM will be convened with the minimum necessary quorum of three shareholders. Other shareholders will not be able to attend the AGM in person and those that attend the venue will be refused entry on the grounds of safety. The board recognises that the AGM is an important event for all shareholders and is keen to ensure that shareholders are able to exercise their right to vote notwithstanding the restrictions on attendance in person. Therefore, we strongly encourage you to consider ensuring your vote is counted by voting electronically or by submission of a proxy form in accordance with the instructions set out below. Although this outcome is undesirable, the directors of the company believe that, in the current circumstances, there is no alternative to ensure the health, safety and security of attendees and to allow the business of the AGM to be transacted.

We will continue to monitor the situation and the latest available public health guidance and will provide updates in relation to our AGM on our website as and when necessary.

Should you wish to raise any questions ahead of the AGM please do so via email to the company secretary at agm@highcroftplc.com.

The Board would like to take this opportunity to thank all shareholders for their support and understanding in these unprecedented circumstances. The results of voting will be announced to the London Stock Exchange and on our website as soon as practicable after completion of the AGM.

Notwithstanding the fact that you are not able to attend the Annual General Meeting in person, your vote is still important. You will recall that, as part of our paperless strategy, we wrote to advise you that we would no longer be sending you a paper form of proxy but instead provide you with the means to vote electronically. I would therefore urge you to submit your vote online at www.signalshares.com to be received by 12 noon on 8 June 2020. In the event that you do require a hard copy proxy form, please contact our Registrars, Link Asset Services, whose details can be found in Section 4 (Action to be Taken) below.

I would like to explain to you the ordinary and special business to be transacted and the resolutions to be proposed at the Annual General Meeting, which are described in Sections 2 and 3 below and are set out in full in the Notice (the “**Resolutions**”).

The board of directors of the Company (the “**Board**”) considers that the Resolutions are in the best interests of the Company and its shareholders as a whole. Accordingly, this letter contains, in Section 5, the unanimous recommendation of the Board that you **VOTE IN FAVOUR** of all of the Resolutions.

2. Ordinary Business

The Board has proposed the following Resolutions as the ordinary business of the Annual General Meeting. Each of the following Resolutions will be proposed as ordinary resolutions:

Resolution 1 is a Resolution to receive and consider the annual report and accounts of the Company for the year ended 31 December 2019 (the “**Annual Report**”). The directors believe that the Annual Report, taken as a whole, is fair, balanced and understandable.

Resolution 2 is a Resolution to approve a final property income distribution of 27 pence per share on the ordinary shares of the Company for the year ended 31 December 2019. If approved, this distribution will be paid on 19 June 2020 to those shareholders on the register of members of the Company as at the close of business on 15 May 2020.

Resolution 3 is a Resolution to approve, on an advisory only basis, the directors’ remuneration report (the “**Directors’ Remuneration Report**”), excluding the part containing the directors’ remuneration policy, contained in the Annual Report, in accordance with section 439 of the Companies Act 2006. The Resolution is an advisory resolution and accordingly entitlement of a director to remuneration is not made conditional on the Resolution being passed.

Resolutions 4 to 8 are Resolutions to re-elect each of Charles Butler, Simon Gill, David Kinglerlee, Roberta Miles and Simon Costa as directors of the Company.

As a matter of good corporate governance, the Board continues to take the view that, although it is not a requirement for a non FTSE 350 company, all directors should offer themselves for re-election at the Annual General Meeting in accordance with the principles of the Code. Details of the roles, skills and experience of the directors can be found on pages 36 and 37 of the Annual Report.

Following the annual Board evaluation exercise conducted during the year, the Board considers that each of the directors proposed for re-election continues to make an effective and valuable contribution and demonstrates commitment to their role. There have been no absences from Board or committee meetings. The Board believes that it is in the best interest of the shareholders that all the directors are re-elected. Accordingly, the Board unanimously recommends the re-election of each of the directors.

Independent Directors

Charles Butler was appointed to the Board as an independent non-executive director and chairman in January 2018. Charles is currently non-executive director chairman of Mysale Group Plc, a leading international online retailer, a non-executive director of Essensys plc, a global provider of SaaS platforms and on-demand cloud services to the flexible workspace industry, a non-executive director of Atlantic Leaf Properties Limited a REIT registered in Jersey and a director of Belerion Capital Group Limited, an FCA regulated firm advising high net worth individuals and family offices. Charles is a chartered accountant who until January 2018 was the CEO of Market Tech Holdings Plc where he transformed a small group of central London real estate assets into a profitable, listed company with £1.3bn of real estate assets. With a successful track record in running public companies, M&A, raising equity and debt for expansion, Charles is well positioned to help the Company navigate its next phase of growth. There are no relationships, transactions or arrangements to be disclosed pursuant to LR 13.8.1.17R(1) in relation to Charles Butler.

Simon Costa was appointed to the Board as a non-executive director and senior independent director in May 2015. He is currently interim finance director of the Royal Agricultural University, Cirencester, where his remit includes overseeing all the financial and related operations of the University. Simon was formerly the Senior Bursar of a college of the University of Oxford. He was responsible for overseeing the management of the endowment, and the finance and estates functions, and he served on all the college's core committees. Prior to that he was an investment banker specialising in global M&A activities, and then for nine years he ran his own property company. In these roles, he advised US and UK public and private corporations on finance, operations, and strategy, as well as owning and managing a modest property portfolio. Simon's breadth of experience provides the board with a range of market knowledge and skills, which are particularly relevant to a company with growth aspirations.

Simon is chairman of the Audit and Remuneration Committees and a member of the Nomination Committee. There are no relationships, transactions or arrangements to be disclosed pursuant to LR 13.8.1.17R(1) in relation to Simon Costa.

Both of the independent non-executive directors are highly experienced and have a good knowledge of listed companies. In view of their career experience and skill sets the Board considers that they each bring valuable skills to the Board and provide an objective perspective. The effectiveness of each non-executive director was considered at a Board meeting on 19 March 2020 and the Board confirms that both of the independent non-executive directors standing for election are effective.

Both on their respective appointments, as part of the selection process, and at the same Board meeting on 19 March 2020, the Board considered the independence criteria set out in provision 10 of the Code and acknowledged that Charles Butler and Simon Costa were independent by reference to the criteria in the Code. Additionally at the same Board meeting, the Board considered the information provided above in relation to the disclosures required by LR 13.8.17R and the biographies of the directors in the Annual Report.

Independent Shareholders' vote on re-election of independent non-executive directors

On 16 May 2014, the Financial Conduct Authority (the "FCA") announced the commencement of new rules which provide protections for the minority shareholders of a premium listed company in which there is a "controlling shareholder" (defined by the FCA as "any person who exercises or controls, on their own or together with any other person with whom they are acting in concert, 30% or more of the votes able to be cast on all or substantially all matters at general meetings of the Company"). Under these new rules, the election or re-election by the shareholders of an independent non-executive director must be approved by: (i) all the shareholders of the company by ordinary resolution and (ii) a simple majority of those shareholders who are not controlling shareholders (the "Independent Shareholders").

Independent Shareholder approval for Resolution 4 proposing the re-election of Charles Butler and Resolution 8 proposing the re-election of Simon Costa will be sought by discounting from the result of the vote on Resolutions 4 and 8 the votes of those shareholders who are identified as controlling shareholders of the Company as at 21 May 2020. The shareholdings of Kingerlee Holdings Limited and its subsidiaries together with their connected parties and associates forming the Kingerlee concert party, as at 30 April 2020, held 2,126,996 ordinary shares, representing 41.16% of the Company's issued share capital.

The Company will, on announcing the results of the Annual General Meeting, announce, in respect of Resolution 4 and Resolution 8, the result of both the vote of the Company's shareholders and the vote of the Independent Shareholders.

If Independent Shareholder approval is not given for Resolution 4 and/or Resolution 8, the Company may put forward a further resolution to re-elect that director at a general meeting, which must be held before 120 days from the date of the original vote. Accordingly, the Company intends that Charles Butler's and/or Simon Costa's appointments (as applicable) will continue for 120 days from the date of the original vote, unless a further ordinary resolution for re-election is passed. If a further ordinary resolution to approve the re-election of Charles Butler and/or Simon Costa (as applicable) is defeated, his appointment will cease on that resolution being defeated.

Resolutions 9 and 10 propose the re-appointment of Mazars LLP as auditor of the Company to hold office from the conclusion of the Annual General Meeting to the conclusion of the next annual general meeting at which accounts are laid before the Company and to authorise the Board to fix the remuneration of the auditor for the ensuing year.

3. Special Business

The Board has proposed the following Resolution as the special business of the Annual General Meeting. The following Resolution will be proposed as a special resolution:

Resolution 11 is a Resolution to allow the Company to retain a 14-day notice period for Company meetings, other than Annual General Meetings.

Under the EU Shareholder Rights Directive (Directive 2007/36/EC), listed companies must provide 21 clear days' notice of a General Meeting, unless the Company offers the facility for shareholders to vote by electronic means that is accessible to all shareholders, and shareholders have approved the holding of General Meetings on 14 clear days' notice. Passing Resolution 11 will mean that the Company can continue to call a meeting other than an annual general meeting on 14 clear days' notice, provided that it offers the facility for shareholders to vote by electronic means at any such meeting. The Company will continue to satisfy the requirement to provide a facility for shareholders to vote by electronic means by providing a facility, which is accessible to all shareholders, enabling shareholders to appoint a proxy by means of a website. The Company intends to use this authority in limited circumstances for time-sensitive matters and where a shorter notice period would, in the Board's opinion, be merited in the interests of shareholders as a whole.

The full text of each Resolution is set out in the Notice on page 5 of this document.

4. Action to be Taken

Shareholders should submit their proxy vote by 12 noon on 8 June 2020 via www.signalshares.com. Although the Company will no longer be providing a hard copy proxy form, you may request one from our Registrars, Link Asset Services, on 0871 664 0391 (from overseas call +44 (0) 371 664 0391). Calls cost 12p per minute plus your phone company's access charge. Calls from outside of the United Kingdom will be charged at the applicable international rate. Lines are open between 9am and 5:30pm, Monday to Friday (excluding public holidays in England and Wales).

5. Recommendation

The Board considers that the Resolutions are in the best interests of the Company and its shareholders as a whole. Accordingly, the Board unanimously recommends that you **VOTE IN FAVOUR OF THE RESOLUTIONS** at the Annual General Meeting.

The Board, which has beneficial shareholdings that together amount to 95,420 ordinary shares representing approximately 1.8 per cent of the current issued share capital of the Company, unanimously intends to **VOTE IN FAVOUR OF THE RESOLUTIONS** at the Annual General Meeting.

Yours faithfully

Charles Butler

Chairman

NOTICE OF ANNUAL GENERAL MEETING

Highcroft Investments PLC

(Incorporated and registered in England and Wales with Company number 224271)

Notice is hereby given that the ninety second Annual General Meeting of Highcroft Investments PLC (the “**Company**”) will be held at Thomas House, Langford Locks, Kidlington, Oxfordshire, OX5 1HR at 12 noon on 10 June 2020, to consider and, if thought fit, to pass the following resolutions which will be proposed, in the case of Resolutions 1 to 10, as ordinary resolutions, and in the case of Resolution 11 as a special resolution:

Ordinary Resolutions:

Resolution 1

To receive and consider the annual report and accounts of the Company for the year ended 31 December 2019.

Resolution 2

To approve a final property income distribution of 27 pence per share on the ordinary shares of the Company for the year ended 31 December 2019. If approved, this will be paid on 19 June 2020 to shareholders on the register of members at the close of business on 15 May 2020.

Resolution 3

To approve, on an advisory only basis, the directors’ remuneration report, excluding the part containing the directors’ remuneration policy, contained in the annual report for the year ended 31 December 2019, in accordance with section 439 of the Companies Act 2006.

Resolution 4

To re-elect Charles Butler as a director of the Company.

Resolution 5

To re-elect Simon Gill as a director of the Company.

Resolution 6

To re-elect David Kingerlee as a director of the Company.

Resolution 7

To re-elect Roberta Miles as a director of the Company.

Resolution 8

To re-elect Simon Costa as a director of the Company.

Resolution 9

To re-appoint Mazars LLP as auditor of the Company to hold office from the conclusion of the Annual General Meeting to the conclusion of the next annual general meeting at which accounts are laid before the Company.

Resolution 10

To authorise the Board to fix the remuneration of the auditor for the ensuing year.

Special Resolution:

Resolution 11

That a General Meeting of the Company (other than an Annual General Meeting) may be called on not less than 14 days’ notice.

By Order of the Board

R Miles

Company Secretary
5 May 2020

Registered Office

Thomas House
Langford Locks
Kidlington
Oxon
OX5 1HR

Notes to the Notice of Annual General Meeting (the "Meeting")

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members:
 - at 12 noon on 8 June 2020; or
 - if this Meeting is adjourned, at 12 noon on the day 48 hours prior to the adjourned meeting, shall be entitled to attend and vote at the Meeting. In calculating this period, no account shall be taken of any part of a day that is not a working day

Appointment of proxies

2. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You may not appoint more than one proxy to exercise rights attached to any one share.

A shareholder can appoint a proxy electronically via the Company's registrars' website at www.signalshares.com. For an electronic proxy appointment to be valid an appointment must be made and received by the Company's registrars not less than 48 hours before the time fixed for the Meeting. In calculating this period, no account shall be taken of any part of a day that is not a working day.

CREST members who wish to appoint a proxy or proxies through CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual. CREST personal members, sponsored CREST Members and CREST Members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action for them. In order for the proxy appointment or instruction to be valid it must be received by the Company's agent (ID RA10) by the latest time for receipt of proxy appointments. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer'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.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular messages. 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(s), to procure that his 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 provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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.

If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under this "Appointment of proxies" section. Please read the section "Nominated persons" below.

Changing proxy instructions

3. Where you have appointed a proxy and would like to change the instruction, please contact Link Asset Services at The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Where you have appointed a proxy via the CREST system and would like to change your proxy instruction, please use the method set out in note 2 above to submit a new proxy appointment.

If a member submits more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Termination of proxy appointments

4. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Link Asset Services at The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice

The revocation notice must be received by Link Asset Services not less than 48 hours before the time appointed for the Meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Issued shares and total voting rights

5. As at 12 noon on 4 May 2020 (the latest practicable date prior to publishing this notice), the Company's issued share capital comprised 5,167,240 ordinary shares of 25p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 12 noon on 30 April 2020 is 5,167,240.

Website publication of audit concerns

6. Pursuant to Chapter 5 of Part 16 of the Companies Act 2006 ("**2006 Act**") (sections 527 to 531), where requested by either:
- a member or members having a right to vote at the Meeting and holding at least 5% of total voting rights of the Company; or
 - at least 100 members having a right to vote at the Meeting and holding, on average, at least £100 of paid up share capital,
- the Company must publish on its website, a statement setting out any matter that such members propose to raise at the Meeting relating to 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.

Where the Company is required to publish such a statement on its website:

- it may not require the members making the request to pay any expenses incurred by the Company in complying with the request;
- it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website; and
- the statement may be dealt with as part of the business of the Meeting.

A member wishing to request publication of such a statement on the Company's website must send the request to the Company using one of the following methods:

- in hard copy form to The Company Secretary, Highcroft Investments PLC, Thomas House, Langford Locks, Kidlington, Oxfordshire, OX5 1HR - the request must be signed by you;
- by e-mail to agm@highcroftplc.com; or

Whichever form of communication is chosen, the request must:

- either set out the statement in full or, if supporting a statement sent by another member, clearly identify the statement which is being supported; and
- be received by the Company at least one week before the Meeting.

Nominated persons

7. If you are a person who has been nominated under section 146 of the 2006 Act to enjoy information rights (a "**Nominated Person**"):
- you may have a right under an agreement between you and the member of the Company who has nominated you to have information rights (a "**Relevant Member**") to be appointed or to have someone else appointed as a proxy for the Meeting.
 - if you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights.
 - your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

Corporate representatives

8. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided they do not do so in relation to the same shares.

Documents available for inspection

9. The following documents will be available for inspection at Thomas House, Langford Locks, Langford Lane, Kidlington, Oxfordshire, OX5 1HR from the date of this Notice until the time of the Meeting and at the Meeting venue itself for at least 15 minutes prior to the Meeting until the end of the Meeting:
- copies of the letters of appointment of the non-executive directors of the Company;
 - copies of the service contracts of the executive directors of the Company; and
 - copies of the Highcroft Incentive Plan.

A copy of this Notice of Annual General Meeting and other information required by section 311A of the 2006 Act can be found at www.highcroftplc.com.

Entitlement to ask questions

10. Any member attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable, in the interests of the Company or the good order of the Meeting that the question be answered.

Electronic communications

11. Except as provided above, members who have general queries about the Meeting should call the Link Asset Services shareholder helpline on 0871 664 0300 (calls cost 12p per minute plus your phone company's access charge) or, if calling from outside the UK on +44 371 664 0391. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is available between the hours of 9am and 5:30pm (UK time) excluding public holidays.

You may not use any electronic address provided either in this Notice of Annual General Meeting or any related documents to communicate with the Company for any purposes other than those expressly stated.