

Ground Rents Income Fund plc

(Incorporated and registered in England and Wales under number 08041022)

Notice of Extraordinary General Meeting

THE FOLLOWING INFORMATION IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT AN INDEPENDENT FINANCIAL ADVISER, AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000.

If you have sold or transferred all of your ordinary shares in Ground Rents Income Fund plc (the “Company”), please forward this document with its accompanying Form of Proxy at once to the purchaser or transferee, or to the stockbroker, bank, or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

An Extraordinary General Meeting (“EGM”) of the Company will be held at 1 London Wall Place, London, England, EC2Y 5AU on 29 June 2023 at 9.30 am (BST). The formal Notice of EGM is set out at Part 3 of this document.

This document should be read as a whole and in its entirety. In particular, your attention is drawn to the letter from your Independent Non-Executive Chair, set out in Part 1 of this document, which contains a recommendation from your Board that you vote in favour of the Resolutions to be proposed at the EGM.

Capitalised terms used in this document have the meanings given in Part 2 of this document.

Part 1

Letter from the Independent Non-Executive Chair

Dear Shareholder,

I am writing to inform you that an EGM of the Company will be held at 1 London Wall Place, London, England, EC2Y 5AU on 29 June 2023 at 9.30 am (BST). The formal notice of the EGM (the “**Notice**”) and the Resolutions to be proposed are set out in Part 3 of this document.

The purpose of my letter is to explain the business to be considered at the EGM.

1. Introduction

As set out in my Chair’s Statement, and elsewhere in the Company’s annual report and financial statements for the year ended 30 September 2022 (the “**Annual Report**”), this has been a particularly challenging year for the Company. Understanding the impact of the Building Safety Act 2022, including secondary legislation, on the portfolio valuation provided by the Company’s independent valuer has consequently delayed the preparation of the Company’s financial statements (the “**Accounts**”), which include a disclaimer of opinion (referred to throughout the Annual Report as the “**Modified Audit Report**”). The Company obtained approval from Companies House and The International Stock Exchange (“**TISE**”) to extend the filing and publication date for the Annual Report from 31 March 2023 to 30 June 2023. The purpose of this meeting is to lay the Annual Report before, and put associated Resolutions to, the Company’s members.

2. Explanations of resolutions

Resolutions 1 to 5 are all ordinary resolutions.

Resolution 1 concerns the Company’s Accounts, the report of the Directors (the “**Directors’ Report**”) and the report of the auditor (the “**Auditors’ Report**”) for the financial year ended 30 September 2022. The Directors are required to present to the Shareholders the Accounts and the Directors’ and Auditors’ Reports each financial year.

Resolution 2 concerns the remuneration report of the Directors of the Company (the “**Directors’ Remuneration Report**”) on pages 34 to 35 of the Company’s Annual Report. This report gives details of the Directors’ remuneration for the year ended 30 September 2022. This vote is advisory and the Directors’ entitlement to receive remuneration is not conditional on it.

Resolutions 3 and 4 concern the re-appointment and remuneration of the Company’s auditor, PricewaterhouseCoopers LLP (“**PwC**”). The Company is required to appoint an auditor at every general meeting at which annual accounts and reports are presented to Shareholders. Resolution 3 proposes the re-appointment of PwC as the Company’s auditor until the next general meeting at which annual accounts and reports are laid before the Company. Resolution 4 proposes to give authority to the Directors to determine the level of remuneration for PwC for the forthcoming year.

Resolution 5 concerns the approval of the Company’s dividend policy as set out on page 28 of the Annual Report.

3. Action to be taken in respect of the EGM

Shareholders will receive a hard copy Form of Proxy for the EGM. The completed Form of Proxy must be returned to Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA in accordance with the instructions printed on it no later than 9.30 am (BST) on 27 June 2023 (or, in the case of an adjournment, not later than 48 hours (excluding any part of such 48 hour period falling on a day that is not a Business Day) before the time fixed for the holding of the adjourned meeting).

In addition, Shareholders will also be able to vote electronically by visiting the website www.sharevote.co.uk and following the on-screen instructions, by no later than 9.30 am (BST) on 27 June 2023 (or, in the case of an adjournment, not later than 48 hours (excluding any part of such 48 hour period falling on a day that is not a Business

Day) before the time fixed for the holding of the adjourned meeting). In order to vote using the website, Shareholders will require their Voting ID, Task ID and Shareholder Reference Number. This information can be found under the Shareholder's name on the Form of Proxy.

Alternatively, Shareholders who have already registered with Equiniti's online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk using their user ID and password. Once logged in, click "view" on the "My Investments" page. Click on the link to vote and follow the on-screen instructions. Please note that to be valid, proxy instructions must be received by Equiniti by no later than 9.30 am (BST) on 27 June 2023 (or, in the case of an adjournment, not later than 48 hours (excluding any part of such 48 hour period falling on a day that is not a Business Day) before the time fixed for the holding of the adjourned meeting).

If Shareholders have any questions in respect of the EGM, please contact Equiniti on +44 (0)800 032 0641. Please use the country code when calling from outside the UK. The helpline is open between 8.30 a.m. to 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Calls from within the UK are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. The helpline cannot provide advice nor give any financial, legal or tax advice.

Shareholders who are members of CREST may alternatively be able to use the CREST electronic proxy appointment service.

Completion and return of a Form of Proxy (or the electronic appointment of a Proxy) will not preclude a Shareholder from attending and voting at the EGM should they so wish.

The Board strongly encourages all Shareholders to vote on the Resolutions by submitting proxy votes in advance of the EGM and appointing the Chair of the EGM as a Proxy.

4. Recommendation

The Board considers all the Resolutions to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Resolutions at the EGM.

Yours faithfully,

Barry Gilbertson

Independent Non-Executive Chair

For and on behalf of

Ground Rents Income Fund plc

Part 2

Definitions

The following definitions apply throughout this document unless the context otherwise requires:

Accounts	the Company's financial statements for the financial year ended 30 September 2022;
Annual Report	the Company's annual report and financial statements for the financial year ended 30 September 2022;
Articles	the Articles of Association of the Company;
Auditors' Report	the report of PwC found on pages 36 to 41 of the Annual Report;
Board	the Board of Directors from time to time;
Companies Act	the UK Companies Act 2006;
Company	Ground Rents Income Fund plc, a company incorporated in England and Wales with registered number 08041022;
CREST	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear UK & International Limited is the operator (as defined in the CREST Regulations);
CREST Regulations	the Uncertificated Securities Regulations 2001 (SI2001/3755), (as amended);
Directors	the Directors of the Company and Director means any one of them;
Directors' Remuneration Report	the Directors' Remuneration Report found on pages 34 to 35 of the Annual Report;
Directors' Report	the Directors' Report found on pages 28 to 33 of the Annual Report;
this document	this circular including the Notice of EGM;
EGM	the Extraordinary General Meeting of the Company to be held at the registered office of the Company at 1 London Wall Place, London, England, EC2Y 5AU on 29 June 2023 at 9.30 am (BST) and any adjournment thereof, notice of which is set out in Part 3 of this document;
Equiniti	the Company's registrar, being Equiniti Limited of Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA;
Form of Proxy	the Form of Proxy for use by Shareholders in connection with the EGM;
Latest Practicable Date	2 June 2023, being the last practicable date prior to publication of this document;
Notice of EGM	the notice of the EGM which is set out in Part 3 of this document;
PwC	the Company's auditor, PricewaterhouseCoopers LLP;
Ordinary Shares	Ordinary Shares of 50 pence each in the capital of the Company;
Resolutions	the Shareholder resolutions to be considered and voted on at the EGM and Resolution shall mean any one of them;
Shareholders	holders of Ordinary Shares and Shareholder means any one of them;
United Kingdom or UK	the United Kingdom of Great Britain and Northern Ireland.

Part 3

Notice of EGM

Notice is hereby given that an EGM of Ground Rents Income Fund plc (the “**Company**”) will be held at 1 London Wall Place, London, EC2Y 5AU on 29 June 2023 at 9.30 am (BST) to consider the following resolutions which will each be proposed as ordinary resolutions:

1. To receive the Company’s Accounts and the Directors’ Report and Auditors’ Report thereon for the financial year ended 30 September 2022.
2. To approve the Directors’ Remuneration Report for the financial year ended 30 September 2022, as set out on pages 34 to 35 of the Annual Report.
3. To re-appoint PwC as auditor of the Company until the conclusion of the next general meeting at which annual accounts and reports are laid before the Company.
4. To authorise the Directors to determine the remuneration of PwC as auditor of the Company.
5. To approve the Company’s dividend policy as set out on page 28 of the Annual Report.

By order of the Board

For and on behalf of

Schroder Investment Management Limited

Registered Number: 08041022

5 June 2023

Registered Office:

1 London Wall Place
London, EC2Y 5AU

Part 4

Other Information

Explanatory Notes

1. Ordinary shareholders are entitled to attend and vote at the EGM and to appoint one or more proxies, who need not be a shareholder, as their proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting.
2. A proxy form is attached. If you wish to appoint a person other than the chair of the EGM (the “Chair”) as your proxy, please insert the name of your chosen proxy holder in the space provided at the top of the form. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder’s name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
3. Additional proxy forms can be obtained by contacting the Company’s Registrar, Equiniti, on +44(0)800 032 0641 or you may photocopy the attached proxy form. Please use the country code when calling from outside the UK. Lines are open between 08:30 – 17:30, Monday to Friday excluding public holidays in England and Wales. Please indicate in the box next to the proxy holder’s name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. Completion and return of a form of proxy will not preclude a member from attending the EGM and voting in person.
4. On a vote by show of hands, every ordinary shareholder who is present in person has one vote and every duly appointed proxy who is present has one vote. On a poll vote, every ordinary shareholder who is present in person or by way of a proxy has one vote for every share of which he/she is a holder.
5. The “Vote Withheld” option on the proxy form is provided to enable you to abstain on any particular resolution.
6. However it should be noted that a “Vote Withheld” is not a vote in law and will not be counted in the calculation of the proportion of the votes “For” and “Against” a resolution.
7. A proxy form must be signed and dated by the shareholder or his or her attorney duly authorised in writing. In the case of joint holdings, any one holder may sign this form. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder and for this purpose seniority will be determined by the order in which the names appear on the Register of Members in respect of the joint holding. To be valid, proxy form(s) must be completed and returned to the Company’s Registrar, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA in the enclosed envelope together with any power of attorney or other authority under which it is signed or a copy of such authority certified notarially, to arrive no later than 48 working hours before the time fixed for the meeting, or an adjourned meeting.
8. You may also submit your proxy votes via the internet. You can do so by visiting www.sharevote.co.uk. You will require your Voting ID, Task ID and Shareholder Reference Number. This information can be found under your name on your form of proxy.
9. Alternatively, shareholders who have already registered with Equiniti’s online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk using their user ID and password. Once logged in, click “view” on the “My Investments” page. Click on the link to vote and follow the on screen instructions. Please note that to be valid, your proxy instructions must be received by the Company’s Registrar no later than 9.30 am (BST) on 27 June 2023. If you have any difficulties with online voting, you should contact the shareholder helpline on +44(0)800 032 0641. Please use the country code when calling from outside the UK. Lines are open between 08:30 – 17:30, Monday to Friday excluding public holidays in England and Wales.
10. If an ordinary shareholder submits more than one valid proxy appointment, the appointment received last before the latest time for receipt of proxies will take precedence.
11. Shareholders may not use any electronic address provided either in this Notice of EGM or any related documents to communicate with the Company for any purposes other than expressly stated.
12. Representatives of shareholders that are corporations will have to produce evidence of their proper appointment when attending the EGM.
13. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a “Nominated Person”) may, under an agreement between him or her and the shareholder by whom he or she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the EGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he or she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
14. The statement of the rights of ordinary shareholders in relation to the appointment of proxies in note 1 above does not apply to Nominated Persons. The rights described in that note can only be exercised by ordinary shareholders of the Company.
15. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company has specified that only those shareholders registered in the Register of members of the Company at close of business on 27 June 2023, or close of business two working days prior to the date of an adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to the Register of Members after close of business on 27 June 2023 shall be disregarded in determining the right of any person to attend and vote at the meeting.
16. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST manual. The CREST manual can be viewed at www.euroclear.com. A CREST message appointing a proxy (a “CREST proxy instruction”) regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction previously given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer’s agent (ID RA19) by the latest time for receipt of proxy appointments.
17. Copies of the articles of association, terms of appointment of the non-executive Directors and a statement of all transactions of each Director and of his family interests in the shares of the Company, will be available for inspection by any member of the Company at the registered office of the Company during normal business hours on any weekday (English public holidays excepted) and at the EGM by any attendee, for at least 15 minutes prior to, and during, the EGM. None of the Directors has a contract of service with the Company.
18. The biographies of the Directors offering themselves for re-election are set out in the appendix to this document.
19. As the Latest Practicable Date (as defined in the Shareholder circular of which this Notice of EGM forms part), 95,667,627 ordinary shares of 50 pence each were in issue (no shares were held in treasury). Therefore the total number of voting rights of the Company as at the Latest Practicable Date was 95,667,627 ordinary shares.
20. A copy of this Notice of EGM, which includes details of shareholder voting rights, together with any other information as required under section 311A of the Companies Act 2006, is available from the webpages dedicated to the Company: <https://www.schroders.com/en-gb/uk/individual/funds-and-strategies/investment-trusts/ground-rents-income-fund-plc>
21. Pursuant to section 319A of the Companies Act 2006, the Company must cause to be answered at the EGM any question relating to the business being dealt with at the EGM which is put by a member attending the meeting, except in certain circumstances, including if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered or if to do so would involve the disclosure of confidential information.

Ground Rents Income Fund plc

1 London Wall Place, London, EC2Y 5AU, United Kingdom
Tel: +44 (0)20 7658 6000

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