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If you sell or have sold or otherwise transferred all of your Ordinary Shares, please send this document and the accompanying Form of Proxy as soon as possible to the purchaser, transferee or to the stockbroker, bank 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 part of your holding, please consult the stockbroker, bank or other agent through whom the sale or transfer was effected. However, these documents should not be forwarded or sent in, into or from the United States, Canada, Australia, Japan, the Republic of Ireland or the Republic of South Africa or any other state or jurisdiction in which release, publication or distribution would be unlawful and therefore persons into whose possession this document and any accompanying documents come should inform themselves about and observe any applicable requirements. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. If you have sold only part of your holding of Ordinary Shares you should retain this document and the accompanying Form of Proxy.

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. No application has been made or is currently intended to be made for the Placing Shares to be admitted to trading or dealt in on any other exchange. It is expected subject to, *inter alia*, the passing of the Resolutions at the General Meeting, admission of the Placing Shares to AIM will become effective in respect of, and that dealings on AIM will commence in, the Placing Shares on or around 29 July 2015.

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# **BELVOIR LETTINGS PLC**

*(Incorporated and registered in England and Wales with registered number 7848163)*

**Placing of 3,424,000 new Ordinary Shares  
at 125 pence per Ordinary Share**

**and**

**Notice of General Meeting**

**Nominated Adviser and Broker**

**Cantor Fitzgerald Europe**

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This document should be read in its entirety. Your attention is drawn to the letter from the Chairman of Belvoir Lettings Plc set out on pages 8 to 12 of this document, which contains your Board's unanimous recommendation to vote in favour of the Resolutions set out in the Notice of General Meeting referred to below.

Notice of a General Meeting of Belvoir Lettings Plc, to be held at the offices of Buchanan Communications Ltd at 107 Cheapside, London, EC2V 6DN at 12.00 noon on 28 July 2015, is set out at the end of this document. Whether or not you intend to attend the General Meeting, Shareholders are requested to complete and return the accompanying Form of Proxy as soon as possible and, in any event, so as to be received by the Company's registrars, Computershare, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and in any event not later than 12.00 noon on 26 July 2015. The completion and return of the Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person should they subsequently wish to do so.

This document does not constitute or form part of any offer to issue or sell, or the solicitation of an offer to subscribe for or purchase, any Existing Ordinary Shares and/or any Placing Shares of the Company, nor shall it or any part of it or the fact of its distribution form the basis of, or be relied upon in connection with, any contract therefor. This document is not a prospectus and is not an admission document drawn up in accordance with the AIM Rules.

The Existing Ordinary Shares and the Placing Shares have not been and will not be registered under the United States Securities Act of 1933 (as amended) or under the securities laws of any state of the United States, nor do the Existing Ordinary Shares and/or the Placing Shares qualify for distribution under any of the relevant securities laws of Australia, Canada, Japan, the Republic of South Africa or the Republic of

Ireland, nor has any prospectus in relation to the Existing Ordinary Shares and/or the Placing Shares been lodged with or registered by the Australian Securities and Investments Commission, the Japanese Ministry of Finance or the Irish Financial Regulator. Accordingly, subject to certain exceptions, the Existing Ordinary Shares and the Placing Shares may not be, directly or indirectly, offered, sold, taken up, delivered or transferred in or into or within the United States, Australia, Canada, Japan, the Republic of South Africa or the Republic of Ireland or any other jurisdiction where to do so might constitute a violation of local securities laws or regulations. Any failure to comply with such restrictions may constitute a violation of the securities laws or regulations of any such jurisdiction.

The distribution of this document in or into jurisdictions other than the United Kingdom may be restricted by law and therefore any person who is subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, such restrictions. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. Subject to certain exceptions, this document is not for release publication or distribution, directly or indirectly, in or into the United States, Canada, Australia, Japan, the Republic of Ireland, the Republic of South Africa or any jurisdiction where to do so might constitute a violation of local securities laws or regulations.

Cantor Fitzgerald Europe, which is authorised and regulated by the Financial Conduct Authority, is acting as the Company's nominated adviser and broker in connection with the Placing and Admission and will not be offering advice and will not be responsible to any person other than the Company for providing the protections afforded to its customers or for advising any other person on the contents of this document or any matter, transaction or arrangement referred to herein. The responsibilities of Cantor Fitzgerald Europe as the Company's nominated adviser and broker under the AIM Rules are owed solely to the London Stock Exchange and are not owed to the Company or to any Director, Shareholder or any other person in respect of his, her or its decision to acquire any Existing Ordinary Shares or Placing Shares in reliance on any part of this document or otherwise. Cantor Fitzgerald Europe is not making any representation or warranty, express or implied, as to the contents of this document.

This document contains (or may contain) certain forward-looking statements with respect to certain of the Company's plans and its current goals and expectations relating to its future financial condition and performance and which involve a number of risks and uncertainties. The Company cautions readers that no forward-looking statement is a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking statements. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements sometimes use words such as "aim", "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "predict" or other words of similar meaning. Examples of forward-looking statements include, amongst others, statements regarding or which make assumptions in respect of the planned use of the proceeds for the Placing, the Group's liquidity position, the future performance of the Group, future foreign exchange rates, interest rates and currency controls, the future political and fiscal regimes in the overseas markets in which the Group operates, the Group's future financial position, plans and objectives for future operations and any other statements that are not historical fact. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances, including, but not limited to, economic and business conditions, the effects of continued volatility in credit markets, market-related risks such as changes in interest rates and foreign exchange rates, the policies and actions of governmental and regulatory authorities, changes in legislation, the further development of standards and interpretations under IFRS applicable to past, current and future periods, evolving practices with regard to the interpretation and application of standards under IFRS, the outcome of pending and future litigation or regulatory investigations, the success of future acquisitions and other strategic transactions and the impact of competition. A number of these factors are beyond the Company's control. As a result, the Company's actual future results may differ materially from the plans, goals, and expectations set forth in the Company's forward-looking statements. Any forward-looking statements made in this document by or on behalf of the Company speak only as of the date they are made. These forward-looking statements reflect the Company's judgement at the date of this document and are not intended to give any assurance as to future results. Except as required by the FCA, the London Stock Exchange, the AIM Rules or applicable law, the Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this document to reflect any changes in the Company's expectations with regard thereto or any changes in events, conditions or circumstances on which any such statement is based.

### **Copies of this document**

Copies of this document will be available free of charge during normal business hours on weekdays (excluding Saturday, Sunday and public holidays) from the date of this document until 28 July 2015 from the Company's registered office. Copies are also available for download from the Company's website at [www.belvoirlettingsplc.com](http://www.belvoirlettingsplc.com).

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## EXPECTED TIMETABLE

Publication of this document	7 July 2015
Latest time and date for receipt of Forms of Proxy	12.00 noon on 26 July 2015
General Meeting	12.00 noon on 28 July 2015
Admission and commencement of dealings on AIM of the Placing Shares	8.00 a.m. on 29 July 2015
Expected date of Completion of the Acquisition	8.00 a.m. on 29 July 2015
Crediting of CREST accounts with Placing Shares	as soon as possible after 29 July 2015
Despatch of definitive share certificates in respect of Placing Shares to be issued in certificated form	by 14 August 2015

## PLACING STATISTICS

Number of Existing Ordinary Shares	24,010,417
Placing Price	125 pence
Aggregate number of Placing Shares	3,424,000
Number of Ordinary Shares in issue immediately following completion of the Placing	27,434,417
Placing Shares as a percentage of the Enlarged Share Capital	12.5 per cent.
Estimated gross proceeds of the Placing receivable by the Company	£4,280,000
Estimated net proceeds of the Placing receivable by the Company	£3,900,000
ISIN Code	GB00B4QY1P51
SEDOL Code	B4QY1P5

### Notes:

1. Each of the times and dates above refer to London time and are subject to change by the Company (subject to agreement of Cantor Fitzgerald Europe), in which case details of the new times and/or dates will be notified to the London Stock Exchange and the Company will make an appropriate announcement through a Regulatory Information Service.
2. Admission and dealings in the Placing Shares are conditional, *inter alia*, on the passing of the Resolutions at the General Meeting.
3. Other than in respect of the Existing Ordinary Shares, the statistics assume that the Placing Shares are issued under the Placing and that no other Ordinary Shares will be issued in the period between the date of this document and Admission of the shares to trading on AIM.

## DEFINITIONS

In this document, the following words and expressions shall, except where the context requires otherwise, have the following meanings:

“Acquisition”	the proposed acquisition by the Company of the entire issued share capital of Newton Fallowell pursuant to the terms of the Acquisition Agreements;
“Acquisition Agreements”	the Main Acquisition Agreement and the Other Acquisition Agreement, together relating to the acquisition by the Company from the Sellers of the entire issued share capital of Newton Fallowell;
“Act”	the Companies Act 2006 as amended from time to time;
“Admission”	the effective admission of the Placing Shares to trading on AIM pursuant to the AIM Rules;
“Articles”	the articles of association of the Company adopted by special resolution on 16 February 2012 and amended on 17 April 2014;
“AIM”	AIM, a market operated by London Stock Exchange;
“AIM Rules”	the ‘AIM Rules for Companies’ published by London Stock Exchange for companies whose shares are traded on AIM, governing the admission to and operation of AIM, as amended from time to time;
“Board” or “Directors”	the directors of the Company at the date of this document, all of whose names are set out on page 8 of this document;
“Cantor Fitzgerald Europe”	Cantor Fitzgerald Europe, the Company’s nominated adviser and broker;
“certificated” or “in certificated form”	a share or other security not held in uncertificated form (i.e. not in CREST);
“Closing Price”	the closing market quotation of an Ordinary Share as derived from the Daily Official List of the London Stock Exchange;
“Company” or “Belvoir Lettings”	Belvoir Lettings Plc;
“Completion of the Acquisition”	completion of the Acquisition Agreements in accordance with their terms;
“Computershare” or “Registrars”	Computershare Investor Services PLC;
“CREST”	a relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations);
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755) as amended from time to time;
“Earn-Out Consideration”	payments in aggregate not exceeding £2,329,861 payable in amounts to be determined by reference to the EBITDA performance of the Newton Fallowell Group over the period from Completion of the Acquisition to 28 February 2017;

“EBITDA”	earnings before interest, tax, depreciation and amortization;
“Enlarged Group”	the Group as enlarged by the Acquisition;
“Enlarged Share Capital”	the number of Ordinary Shares in issue assuming completion of the Placing;
“Euroclear”	Euroclear UK & Ireland Limited;
“Existing Ordinary Shares”	the Ordinary Shares in issue as at the date of this document;
“FCA”	the Financial Conduct Authority;
“Form of Proxy”	the form of proxy which accompanies this document for use by Shareholders in connection with the General Meeting;
“General Meeting”	the general meeting of the Company convened for 12.00 noon on 28 July 2015, notice of which is set out at the end of this document, or any adjournment of such meeting;
“Group”	the Company and its subsidiaries as at the date of this document;
“Initial Consideration”	£3.9 million (subject to adjustment as provided in the Main Acquisition Agreement) in cash;
“London Stock Exchange”	London Stock Exchange plc;
“Main Acquisition Agreement”	the conditional acquisition agreement dated 7 July 2015 made between the Company and the Main Sellers pursuant to which the Company has agreed, conditional on Admission, to acquire all of the issued share capital of Newton Fallowell owned by the Main Sellers;
“Main Sellers”	Mark Newton, Andrew Ironmonger Derry, David Alexander Newton and David Zak Spackman;
“Newton Fallowell”	Newton Fallowell Limited, a company registered in England and Wales with company number 05372232;
“Newton Fallowell Group”	Newton Fallowell and its subsidiaries and subsidiary undertakings as at the date of this document;
“Notice of General Meeting”	the notice of General Meeting which is set out at the end of this document;
“Ordinary Shares”	ordinary shares of 1 pence each in the capital of the Company;
“Other Acquisition Agreement”	the conditional acquisition agreement dated 7 July 2015 made between the Company and the Other Sellers pursuant to which the Company has agreed, conditional on the Main Acquisition Agreement becoming unconditional in all respects, to acquire all of the issued share capital of Newton Fallowell owned by the Other Sellers;
“Other Sellers”	Peter Kasimir Bruning and Berkeley, Burke Trustee Company Limited, Paula Collins, Gary James Hartley and Martin Rapley and Hornbuckle Mitchell Trustees Limited;

“Placing”	the conditional placing by Cantor Fitzgerald Europe, as agent for the Company, of the Placing Shares at the Placing Price and on the terms and conditions set out or referred to in the Placing Agreement, further details of which are set out in the letter from the Chairman of the Company contained in this document;
“Placing Agreement”	the agreement dated 7 July 2015 between the Company and Cantor Fitzgerald Europe in relation to the Placing, further details of which are set out in section 5 of the letter from the Chairman of the Company contained in this document;
“Placing Price”	125 pence per Placing Share;
“Placing Shares”	3,424,000 new Ordinary Shares, to be allotted and issued pursuant to the Placing subject to, amongst other things, the passing of the Resolutions at the General Meeting and Admission;
“Resolutions”	the resolutions set out in the Notice of General Meeting at the end of this document;
“Sellers”	the Main Sellers and the Other Sellers;
“Shareholders”	persons who are registered holders of Ordinary Shares from time to time;
“uncertificated” or “uncertificated form”	recorded on the register of members of the Company as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST;
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland;
“Warrantors”	Andrew Derry, David Newton, David Spackman and Mark Newton; and
“£”	sterling, the lawful currency of the United Kingdom.

## LETTER FROM THE CHAIRMAN

# BELVOIR LETTINGS PLC

(Incorporated and registered in England and Wales with registered number 7848163)

*Directors:*

Mike Goddard (*Chairman and Chief Executive Officer*)  
Louise George (*Finance Director*)  
Dorian Gonsalves (*Franchising and Commercial Director*)  
Nicholas Leeming (*Non Executive Director*)  
Andrew Borkowski (*Non Executive Director*)

*Registered and Head Office:*

The Old Courthouse  
60a London Road  
Grantham  
Lincolnshire  
NG31 6HR

7 July 2015

*To Shareholders (and, for information purposes only, to participants in the Company's share option schemes)*

Dear Shareholder,

### **Placing of 3,424,000 new Ordinary Shares at 125 pence per Ordinary Share**

#### **Notice of General Meeting**

#### **1. Introduction**

Belvoir Lettings Plc has announced today that it has entered into a conditional agreement to acquire the entire issued share capital of Newton Fallowell, a franchise property sales and lettings business based in the East Midlands. Under the terms of the Acquisition Agreements, the Initial Consideration payable is £3.9 million (subject to any required adjustments) in cash together with Earn Out Consideration not exceeding approximately £2.33 million in cash, determined by EBITDA generated by the Newton Fallowell Group during the period from Completion to 28 February 2017.

To finance the Initial Consideration, the Board has announced that it proposes to raise £4.28 million (before expenses) by way of a conditional placing by Cantor Fitzgerald Europe, as agent for the Company, of 3,424,000 new Ordinary Shares, at a price of 125 pence per new Ordinary Share to existing and new institutional investors.

Depending on the amount of any Earn-Out Consideration payable, the Board anticipates financing such payments either by undertaking an equity placing or by entering into new debt facilities.

The Placing is conditional, *inter alia*, on the passing of the Resolutions by the Shareholders at the General Meeting, which has been convened for 28 July 2015, notice of which is set out at the end of this document. If the Resolutions are passed, the Placing Shares are expected to be allotted immediately after the General Meeting, conditional on Admission, which is expected to occur at 8.00 a.m. on 29 July 2015.

The purpose of this document is to explain the background to the Acquisition and the Placing, to set out the reasons why your Board believes that the Acquisition and Placing are both in the best interests of the Company and its Shareholders and to seek your approval to the Resolutions at the forthcoming General Meeting, which will be held at the offices of Buchanan Communications Ltd at 107 Cheapside, London, EC2V 6DN at 12.00 noon on 28 July 2015. Should Shareholder approval not be obtained at the General Meeting, the Acquisition and the Placing will not proceed. The Placing is not underwritten.

## 2. Information on Newton Fallowell

Newton Fallowell has 31 property sales and lettings branches located across an area of approximately 800 square miles within the East Midlands, a geographical area bordered by Burton on Trent, Boston, Leicester and Retford. The business was established as Newton and Derry in 1999 following the acquisition of the Whitegates Grantham office by Mark Newton and his family. Two more branches followed in 2002 and 2003 in Melton Mowbray and Newark and the first franchised outlet was opened in Oakham in 2004. In 2005 Newton and Derry, then six branches, merged with Fallowells estate agents to form Newton Fallowell. The Newton Fallowell Group now operates from a central office in Grantham and of the 31 property sales and lettings branches, 30 are franchised and one is owned by Newton Fallowell.

Newton Fallowell Group's CEO, Mark Newton, has extensive experience in property sales and lettings. Mark has enjoyed a 30 year career in the sector. He spent 13 years with Black Horse Agencies and was Managing Director of Legal & General Estate Agents Ltd from 1997 to 1999, responsible for 80 owned and 150 franchised branches, before founding Newton Fallowell. Following the Acquisition, Mark has agreed to work within the Enlarged Group until at least 28 February 2017 to support the delivery of forecast growth of the Newton Fallowell Group.

Summary unaudited financial results of the Newton Fallowell Group in the year ended 28 February 2015, together with comparative information for the prior year, are set out below:

<i>Year to 28 February (£'000)</i>	<i>2014</i>	<i>2015</i>
Revenue	1,468	1,768
EBITDA	537	641
Normalised EBITDA	487	654
Normalised EBITDA margin	33.2%	37.0%

## 3. Strategic Rationale for the Acquisition and Placing

The Company's strategy is to increase market share and geographical coverage by pursuing acquisition opportunities and by providing partial funding for franchisee-led acquisitions. The Board has identified opportunities to leverage its expertise as a franchisor by investing in other property franchise operations to support a multi-brand model. The Acquisition is in line with this strategy.

The Board considers the Newton Fallowell Group to be a clear strategic fit with Belvoir and believes the Acquisition will provide a number of commercial, operational and financial benefits which are expected to create value for Shareholders. In particular:

- Newton Fallowell has an established brand and the Acquisition will provide a platform for further geographic expansion of both the Newton Fallowell brand and Belvoir's multi-brand model;
- the Board does not envisage significant integration costs arising from the Acquisition. The business operations of the Newton Fallowell Group and the Group are complementary and the geographical advantage of the central offices for both operations being based in Grantham will help to successfully assimilate the two businesses;
- the complementary strengths of property sales within the Newton Fallowell Group and lettings within the Group will enhance the respective market know-how and expertise across both brands for the benefit of franchisees;
- the Newton Fallowell Group's franchise network will benefit from the support infrastructure of the Belvoir central office team;
- the Acquisition represents an opportunity to add additional depth and breadth to the Group's service offering to new franchise recruits. The Enlarged Group will be able support a property sales-led or a lettings-led franchise, reflecting the personal strengths and business drivers of individual franchisees; and
- the Acquisition is expected to be earnings enhancing and improve EBITDA margin in the first full financial year following Completion of the Acquisition.

#### **4. Details of the Acquisition**

On 7 July 2015, the Company entered into the Acquisition Agreements with the Sellers to conditionally acquire the entire issued share capital of Newton Fallowell, for an aggregate sum not exceeding approximately £6.38 million in cash, to be satisfied by the payment of the Initial Consideration on Completion of the Acquisition and by potential further payments of the Earn-Out Consideration.

Completion of the Main Acquisition Agreement is conditional on Admission taking place (with completion of the Other Acquisition Agreement being conditional upon the Main Acquisition Agreement itself becoming unconditional). If the condition is not satisfied on or before 30 July 2015 or, if applicable, waived, the Acquisition will not proceed.

On Completion of the Acquisition, the Company shall pay to the Sellers £3.9 million in cash on account of the Initial Consideration pending any required completion adjustments as set out in the Main Acquisition Agreement.

The Earn-Out Consideration shall be determined by reference to the annual accounts of the Newton Fallowell Group for the financial years ending 28 February 2016 and 28 February 2017. The maximum potential Earn-Out Consideration payable shall be £2.33 million and this shall be paid in cash as follows:

- an amount between £0.73 million and £1.46 million for the year ending 28 February 2016, such payment being calculated by reference to the EBITDA for that year; and
- an amount reflecting the balance of the potential Earn-Out Consideration, such payment being calculated by reference to the EBITDA for the year ending 28 February 2017.

The Warrantors have agreed, severally, to give warranties in relation to the Newton Fallowell Group to the Company. The warranties are qualified by the Disclosure Letter (as such term is defined in the Main Acquisition Agreement) and certain limitations on liability. The maximum liability pursuant to the warranties given by the Sellers is limited to £6.38 million and the time limit for bringing claims (other than for tax matters) expires 24 months after Completion of the Acquisition (or 7 years after Completion of the Acquisition in respect of claims under the tax warranties or the tax covenant).

At Completion of the Acquisition Mark Newton and Andrew Derry will remain directors of Newton Fallowell.

#### **5. Details of the Placing**

Under the terms of the Placing, Cantor Fitzgerald Europe has conditionally placed 3,424,000 Placing Shares at the Placing Price with existing and new investors raising gross proceeds of approximately £4.28 million. The Placing Shares will represent approximately 12.5 per cent. of the Enlarged Share Capital. Following Admission, the Company will have 27,434,417 Ordinary Shares in issue. This figure may be used by Shareholders, from Admission, as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change in their interest in, the share capital of the Company under the FCA's Disclosure Rules and Transparency Rules.

The Placing Price represents a discount of 5.7 per cent. to the Closing Price of 132.5 pence per Ordinary Share on 7 July 2015, being the last dealing day prior to the date of this document.

In connection with the Placing, the Company has entered into the Placing Agreement pursuant to which Cantor Fitzgerald Europe, as agent for the Company, has agreed, to use its reasonable endeavours to procure subscribers for the Placing Shares at the Placing Price. The Placing is not being underwritten.

The Placing Agreement contains customary warranties given by the Company to Cantor Fitzgerald Europe with respect to the Company's business and customary indemnities given by the Company to Cantor Fitzgerald Europe in respect of liabilities arising out of or in connection with the Placing. Cantor Fitzgerald Europe is entitled to terminate the Placing Agreement in certain circumstances prior to Admission, including circumstances where any of the warranties are found not to be true or accurate or were misleading and which in any such case is material, or on the occurrence of certain force majeure events.

The Placing (raising gross proceeds of £4.28 million at the Placing Price) is conditional, *inter alia*, on:

- the passing of the Resolutions;
- completion of the Acquisition Agreements (subject only to Admission);
- the conditions in the Placing Agreement relating to the Placing being satisfied or (if applicable) waived and the Placing Agreement not having been terminated in accordance with its terms prior to Admission of the Placing Shares; and
- Admission of the Placing Shares becoming effective by no later than 8.00 a.m. on 29 July 2015 (or such later time and/or date as the Company and Cantor Fitzgerald Europe may agree, but in any event not later than 8.00 a.m. on 7 August 2015).

The Placing Shares will be issued credited as fully paid and will rank in full for all dividends and other distributions declared, made or paid after Admission of the Placing Shares, and will otherwise rank on Admission *pari passu* in all respects with the Existing Ordinary Shares.

The Placing Shares are not being made available to the public and are not being offered or sold in any jurisdiction where it would be unlawful to do so.

## **6. Related Party Transaction**

Hargreave Hale, who hold 2,951,366 Existing Ordinary Shares, representing 12.3% per cent. of the existing issued share capital of the Company, has agreed to subscribe for 236,000 Placing Shares.

Accordingly, Hargreave Hale will be treated as a related party for the purposes of Rule 13 of the AIM Rules in relation to the participation by them (or their associates) in the Placing.

The Directors having consulted with Cantor Fitzgerald Europe, in its capacity as the Company's nominated adviser for the purposes of the AIM Rules, consider that the terms on which Hargreave Hale will subscribe for Placing Shares are fair and reasonable insofar as Shareholders are concerned.

## **7. General Meeting**

Set out at the end of this document is a notice convening a General Meeting of the Company to be held at the offices of Buchanan Communications Ltd at 107 Cheapside, London, EC2V 6DN at 12.00 noon on 28 July 2015.

The purpose of the General Meeting is to authorise the Directors to allot the Placing Shares, without reference to statutory pre-emption rights, in order to allow the Placing to proceed.

Shareholders will be asked to consider and, if thought fit, to pass the following resolutions:

### *Resolution 1*

- an Ordinary Resolution to authorise the Directors to allot (in connection with the Placing) shares in the Company up to a maximum nominal amount of £34,240 (being equivalent to 3,424,000 Placing Shares); and

### *Resolution 2*

- a Special Resolution, conditional on the passing of Resolution 1, to grant the Directors power to allot equity securities in connection with the Placing for cash pursuant to section 570 of the Act as if section 561 (1) of the Act did not apply to such allotment provided that this power shall be limited to the allotment of equity securities for cash to any person or persons of equity securities up to an aggregate nominal amount of £34,240 (being equivalent to 3,424,000 Placing Shares).

In relation to the authority of the Directors to allot the Placing Shares, the terms of Resolution 1 provide that the authority and power of the Directors is limited to the allotment of the Placing Shares and that such authority and power of the Directors expires immediately following Admission, or 7 August 2015 (whichever is earlier).

## **8. Admission, settlement and CREST**

Application will be made to the London Stock Exchange for the admission of the Placing Shares to trading on AIM. It is expected that Admission in respect of the Placing Shares will become effective on or around 29 July 2015 and that dealings in the Placing Shares will commence at that time.

The Articles permit the Company to issue shares in uncertificated form. CREST is a computerised paperless share transfer and settlement system which allows shares and other securities to be held in electronic rather than paper form. The Ordinary Shares are already admitted to CREST and therefore the Placing Shares will also be eligible for settlement in CREST. CREST is a voluntary system and Shareholders who wish to retain certificates will be able to do so upon request. The Placing Shares due to uncertificated holders are expected to be delivered in CREST on 29 July 2015.

## **9. Action to be taken by shareholders in respect of the General Meeting**

Shareholders will find enclosed with this document a Form of Proxy for use at the General Meeting. Whether or not Shareholders propose to attend the General Meeting in person, it is important that Shareholders complete and sign the enclosed Form of Proxy in accordance with the instructions printed thereon and return it to the Company's Registrars, Computershare, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, as soon as possible and, in any event, so as to be received not later than 12.00 noon on 26 July 2015. The completion and return of a Form of Proxy will enable a Shareholder to vote at the General Meeting without having to be present in person but will not preclude a Shareholder from attending the General Meeting and voting in person if he or she so wishes. If a Shareholder has appointed a proxy and attends the General Meeting in person, his or her proxy appointment will automatically terminate and his or her vote in person will stand in its place.

## **10. Recommendation**

**The Board considers that the passing of the Resolutions is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board unanimously recommends Shareholders to vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do in respect of their own beneficial holdings of 8,208,632 Ordinary Shares representing approximately 34.18 per cent. of the Company's existing issued Ordinary Shares.**

Yours faithfully

**Mike Goddard**

*Chairman and Chief Executive Officer*

**BELVOIR LETTINGS PLC**  
**NOTICE OF GENERAL MEETING**

**NOTICE IS GIVEN** that a **GENERAL MEETING** of Belvoir Lettings Plc (the “**Company**”) will be held at the offices of Buchanan Communications Ltd at 107 Cheapside, London, EC2V 6DN at 12.00 noon on 28 July 2015 for the purpose of considering and, if thought fit, passing the following resolutions, of which Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution.

**RESOLUTIONS**

**Ordinary Resolution**

1. THAT pursuant to and in accordance with section 551 of the Companies Act 2006 (the “**Act**”) the Directors of the Company be generally and unconditionally authorised to exercise all powers of the Company to allot new ordinary shares of 1p each in the Company up to a maximum nominal amount of £34,240 in connection with the Placing (as described in the circular to the shareholders of the Company dated 7 July 2015 of which this notice forms part (the “**Circular**”)), such authority to expire on the day immediately following Admission (as defined in the Circular) or 7 August 2015 (whichever is the earlier).

**Special Resolution**

2. THAT, subject to the passing of Resolution 1, the Directors of the Company be empowered pursuant to section 570 of the Act to allot equity securities for cash (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 1 above as if section 561(1) of the Act did not apply to any such allotment, such power to be limited to the allotment of of new ordinary shares of 1p each in the Company in connection with the Placing (as defined in the Circular) up to the aggregate nominal amount of £34,240, such authority to expire on the day immediately following Admission (as defined in the Circular) or 7 August 2015 (whichever is the earlier).

*Registered Office:*  
The Old Courthouse  
60a London Road  
Grantham  
NG31 6HR

*By order of the Board*  
Louise George  
*Company Secretary*

Dated 7 July 2015

Notes:

**1. Entitlement to attend and vote**

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only those holders of ordinary shares of 1p each in the capital of the Company registered in the Company's register of members at:

1.1. 8.00 a.m. on 26 July 2015; or

1.2. if this meeting is adjourned, at 8.00 a.m. two working days prior to the adjourned meeting;

shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of 1p each in the capital of the Company registered in their name at that time.

Subsequent changes to entries in the register of members as at 8.00 a.m. on 26 July 2015 shall be disregarded in determining the rights of any person to attend or vote at the meeting.

**2. Appointment of proxies**

2.1. If you are a member of the Company at the time set out in paragraph 1.1 or 1.2 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting (whether on a show of hands or on a poll) and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to your proxy form.

2.2. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.

2.3. The notes to the proxy form explain how to direct your proxy to vote on the Resolutions or withhold their vote. To appoint a proxy using the proxy form, the form must be:

2.3.1. completed and signed;

2.3.2. sent or delivered to Computershare, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY; and

2.3.3. received by Computershare no later than 12.00 noon on 26 July 2015.

2.4. In the case of a member which is a company, the proxy form 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 proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

2.5. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box on your proxy form. If you sign and return your proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.

2.6. To direct your proxy how to vote on the Resolutions mark the appropriate box on your proxy form with an 'X'. To abstain from voting on the Resolutions, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

2.7. In the case of joint holders, 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).

2.8. Any power of attorney or any other authority under which your proxy form is signed (or a duly certified copy of such power or authority) must be included with your proxy form.

2.9. 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.

2.10. 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 that they do not do so in relation to the same shares.

**3. Attending in person**

The sending of a completed form of proxy to the Company's Registrars will not preclude members from attending and voting at the meeting, or any adjournment thereof, in person, should they so wish.

