

Registration number 8420243

NOTICE OF RESOLUTIONS

of

GCP STUDENT LIVING PLC
(the "Company")

Passed on 31 January 2017

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COMPANIES HOUSE

At the General Meeting of the above named Company, duly convened and held at the offices of Gowling WLG (UK) LLP, 4 More London Riverside, London SE1 2AU on 31 January 2017, the following resolutions were passed Resolution 1 was passed as an Ordinary Resolution and Resolution 2 as a Special Resolution

RESOLUTION 1 - ORDINARY RESOLUTION

THAT the Directors are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "CA 2006") to exercise all of the powers of the Company to allot up to 200 million ordinary shares of one pence each in the capital of the Company ("Shares") pursuant to the share issuance programme as more particularly described in the circular of the Company dated 6 January 2017, such authority to expire on 16 February 2018 (unless previously renewed, varied or revoked by the Company in general meeting), save that the Company may, at any time prior to the expiry of such authority, make an offer or enter into an agreement which would or might require the allotment of Shares in pursuance of such an offer or agreement as if such authority had not expired The authority granted pursuant to this resolution 1 is in substitution for the authority granted to Directors in accordance with section 551 of the CA 2006 on 27 April 2016 and in addition to the authority granted to Directors in accordance with section 551 of the CA 2006 on 27 October 2016

RESOLUTION 2 - SPECIAL RESOLUTION

THAT, conditionally upon the passing of Resolution 1, the Directors are generally empowered (pursuant to section 570 of the CA 2006) to allot Shares for cash pursuant to the authority referred to in Resolution 1 above as if section 561 of the CA 2006 did not apply to any such allotment, such authority to expire on 16 February 2018 (unless previously renewed, varied or revoked by the Company in general meeting), save that the Company may, at any time prior to the expiry of such authority, make an offer or enter into an agreement which would or might require the allotment of Shares in pursuance of such an offer or agreement as if such authority had not expired The authority granted pursuant to this resolution 2 is in substitution for the authority granted to Directors in accordance with section 570 of the CA 2006 on 27 April 2016 and in addition to the authority granted to Directors in accordance with section 570 of the CA 2006 on 27 October 2016