

PICTON PROPERTY INCOME LIMITED

TERMS OF REFERENCE - PROPERTY VALUATION COMMITTEE

APPROVED BY THE BOARD ON 7 MARCH 2024

1. Constitution

- 1.1. The Property Valuation Committee (the 'Committee') is constituted as a Committee of the Board of Directors of Picton Property Income Limited (the 'Company'), to assist the Board of the Company in its oversight responsibilities.
- 1.2. The Committee may from time to time investigate, discuss or review matters outside its terms of reference if required to do so by the Board.

2. Membership

- 2.1. Members of the Committee shall be appointed by the Board. The Committee shall be made up of at least three members being independent non-executive directors.
- 2.2. Only members of the Committee have the right to attend Committee meetings. However, other individuals may be invited to attend all or part of any meeting as and when appropriate.
- 2.3. Appointments to the Committee are made by the Board on the recommendation of the Nomination committee and shall be for a period of up to three years, which may be extended for two further three year periods, provided the director still meets the criteria for membership of the Committee.
- 2.4. The Board shall appoint the Committee Chair who shall be an independent non-executive director. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to Chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.

3. Secretary

The Company Secretary or their nominee shall act as the Secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

4. Quorum

The quorum necessary for the transaction of business shall be two members.

5. Frequency of meetings

The Committee shall meet quarterly each year and otherwise as required.

6. Notice of Meetings

- 6.1. Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chair or any of its members.
- 6.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive directors, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

7. Minutes of Meetings

- 7.1. The Secretary shall minute the proceedings and decisions of all Committee meetings, including recording the names of those present and in attendance.
- 7.2. The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 7.3. Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless exceptionally, in the opinion of the Committee Chair, it would be inappropriate to do so.

8. Engagement with Shareholders

The Chair of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities. In addition, the Committee Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

9. Duties

- 9.1. The Committee shall review the quarterly property valuation report produced by the Valuer (or such other person as may from time to time provide such property valuation services to the Company) before its submission to the Board, focussing in particular on:
 - 9.1.1. significant adjustments from the previous property valuation report;
 - 9.1.2. reviewing the individual valuations of each property;
 - 9.1.3. to receive any commentary from the Picton Executive and/or Directors following the review meeting held with the Valuers;
 - 9.1.4. to register and discuss with the Picton Executive any asset specific issues highlighted by the Valuers;
 - 9.1.5. to review material, unexplained, movements in the Company's Net Asset Value and to recommend the release of the Net Asset Value announcement following that review;
 - 9.1.6. compliance with applicable standards and guidelines including those issued by the Royal Institution of Chartered Surveyors and the FCA Listing Rules;

- 9.1.7. reviewing the findings and any recommendations or statements made by the Valuer;
- 9.1.8. to review the external valuers' performance annually, and to consider and make recommendations to the Board in relation to the appointment, remuneration, re-appointment and removal of the Company's external valuers every five years. The Committee shall oversee the selection process for new valuers and if a valuer resigns the Committee shall investigate the issues leading to this and decide whether any action is required;
- 9.1.9. considering any further matters relating to the valuation of the properties; and
- 9.1.10. work and liaise as necessary with other Board Committees, ensuring the interaction between committees and with the Board is reviewed regularly.

10. Reporting Responsibilities

- 10.1. The Committee Chair shall report formally to the Board after each meeting on the nature and content of its discussion, recommendations and action to be taken.
- 10.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for Board discussion when necessary.
- 10.3. The Committee shall produce a report to be included in the Company's Annual Report describing the work of the Property Valuation Committee.

11. Other matters

The Committee shall:

- 11.1. Have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for advice and assistance as required.
- 11.2. Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
- 11.3. Give due consideration to all relevant laws and regulations, the provisions of the Code and associated guidance, the requirements of the FCA's Listing Rules, Prospectus and Disclosure and Transparency Rules and any other applicable rules, as appropriate.
- 11.4. Ensure that a periodic evaluation of the Committee's own performance is carried out.
- 11.5. At least annually, review the Committee's constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it consider necessary to the Board for approval.

12. Authority

The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.