

STANDARD LIFE INVESTMENTS PROPERTY INCOME TRUST LIMITED

TERMS OF REFERENCE - MANAGEMENT ENGAGEMENT COMMITTEE

APPROVED 20 AUGUST 2013

1. Constitution

The Management Engagement Committee (the "Committee") was constituted by resolution of the Board on 1 December 2003. A certified copy of the resolution is attached to these terms of reference.

2. Membership

- 2.1. Members of the Committee shall be appointed by the Board and shall be made up of at least three members, all of whom should be independent non-executive directors.
- 2.2. Unless otherwise determined by the Board, a director shall be deemed to be "independent" for the purposes of these terms of reference if he would be deemed to be "independent" under the Combined Code on Corporate Governance July 2003.
- 2.3. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 2.4. The Board shall appoint the Committee Chairman who should be either the Chairman of the Board or an independent non-executive director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting.
- 2.5. The first members of the Committee shall be all the directors of the Company, being the non-executive directors, with the exception of Dick Barfield (the "Members").
- 2.6. The first Chairman shall be David Moore.

3. Secretary

The Company Secretary or its nominee shall act as the Secretary of the Committee.

4. Quorum

The quorum necessary for the transaction of business shall be two, both of whom must be independent non-executive directors. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5. Meetings

The Members may convene the Committee, meet together for the despatch of business and otherwise regulate their meetings as they think fit.

6. Frequency of Meetings

The Committee shall meet at least once a year and at such other times as the Chairman of the Committee shall require.¹

7. Notice of Meetings

- 7.1. Meetings of the Committee shall be summoned by the Secretary of the Committee.
- 7.2. 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.

8. Minutes of Meetings

- 8.1. The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 8.2. Minutes of Committee meetings shall be circulated promptly to all members of the Committee and the Chairman of the Board and, once agreed, to all other members of the Board, unless a conflict of interest exists.

9. Annual General Meeting

The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

10. Duties

- 10.1. The Committee shall:
 - 10.1.1. review the performance of Standard Life Investment (Corporate Funds) Limited, the Investment Manager and the Investment Manager's and the Company's compliance with the Investment Management Agreement and recommend any action to be taken by the Company under such terms;
 - 10.1.2. consider the statement to be made in the annual reports and accounts of the Company regarding the continued appointment of the Investment Manager, as required by the UKLA Listing Rules, and make a recommendation to the Board on such statement; and
 - 10.1.3. consider the continuing ability of the Board to act independently of The Standard Life Assurance Company, or any other substantial shareholder, and their associates for so long as they have or their associates have a substantial shareholding in the Company.

¹ The frequency and timing of meetings will differ according to the needs of the Company. Meetings should be organised so that attendance is maximised (for example by timetabling them to coincide with Board meetings).

- 10.2. The Committee shall have no executive powers with regard to its findings and recommendations.
- 10.3. The Chairman of the Committee should be available to answer questions about its work at the Annual General Meeting.
- 10.4. Review the performance of the Company's other professional service providers annually with the exception of the Company's Auditors.

11. Reporting Responsibilities

- 11.1. The Chairman of the Committee shall make a brief report of the findings and recommendations of the Committee to the Board after each Committee meeting. The minutes of the Committee meetings shall be circulated to the Board. The Chairman shall submit an annual report to the Board summarising the Committee's activities during the year and the related significant results and findings.
- 11.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 11.3. The Committee shall make a statement in the Company's annual report about its activities.

12. Other

The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at a maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

13. Authority

- 13.1. The Committee shall have the authority to investigate any matter within its terms of reference (and shall have the resources it needs to do so) and is authorised to seek any information it requires from any employee of the company in order to perform its duties.
- 13.2. The Committee is authorised to obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference and to secure the attendance of outsiders with relevant expertise or experience as it considers necessary.

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ADDENDUM TO TERMS OF REFERENCE

Membership of Committee & Appointment Schedule

| Members | Appointment Date |
|--------------------------|-------------------------|
| Shelagh Mason (Chairman) | 1 December 2003 |
| Paul Orchard-Lisle | 1 December 2003 |
| Susie Farnon | 30 June 2010 |
| Richard Barfield | 14 May 2013 |
| Huw Evans | 14 May 2013 |

Establishment of the Committee

Extract of board meeting minute of 1 December 2003 held at 4.30 p.m.

COMMITTEE
OF THE BOARD: IT WAS ALSO AGREED that the Company should constitute a Property Valuation Committee to review the quarterly valuations of the Property Portfolio. The Chairman tabled terms of reference for each of these committees and IT WAS RESOLVED to establish an Audit Committee, a Management Engagement Committee and a Property Valuation Committee and to approve the terms of reference for these committees.

IT WAS RESOLVED that all the current Directors of the Company be appointed to the Property Valuation and Audit Committees and that all the current Directors of the Company be appointed to the Management Engagement Committee with the exception of Mr Barfield who was previously connected with the Standard Life group and who has chosen not to sit on the Management Engagement Committee. The Chairman noted that members of the Board other than himself might properly chair these committees and IT WAS AGREED to consider this at the first Board meeting after Admission.

Mr Barfield's previous employment with The Standard Life Assurance Company and Mr Moore's position as a partner of Ozannes, the Company's Guernsey legal advisers, were noted. IT WAS AGREED that, notwithstanding such matters, both Mr Barfield and Mr Moore were able to act independently of the Investment Manager and accordingly were independent Directors. It was noted that the UKLA had confirmed it was satisfied that Mr Barfield and Mr Moore were able to act without conflict and independently.