

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you should seek your own advice from a stockbroker or other independent professional advisor (who in the United Kingdom should be authorised under the Financial Services and Markets Act 2000).

If you have sold or otherwise transferred all or some of your shares in the capital of Primary Health Properties PLC, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so that they can pass these documents to the person who now holds the shares.

Primary Health Properties PLC

(incorporated and registered in England and Wales under number 3033634)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting of the Company to be held on 29 April 2009 at 10.30 a.m. in the Board Room, Ground Floor, Ryder Court, 14 Ryder Street, London SW1Y 6QB is set out at the end of this circular.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received no later than 10.30 a.m. on 27 April 2009.

PART 1

Primary Health Properties PLC

(incorporated and registered in England and Wales under number 3033634)

Directors:

Graeme A Elliot (*Non-executive Chairman*)
Alun R Jones (*Non-executive Director, Senior Independent
Director and Chairman of the Audit Committee*)
Harry A Hyman (*Managing Director*)
Martin Gilbert (*Non-executive Director*) (*alternate: W J C Hemmings*)
James D Hambro (*Non-executive Director*)
Dr Ian P Rutter OBE (*Non-executive Director*)
Mark P Creedy (*Non-executive Director*)

(together the “Directors” or the “Board”)

Registered Office:

Ground Floor, Ryder Court
14 Ryder Street
London
SW1Y 6QB

24 March 2009

To the Shareholders

Notice of Annual General Meeting

Dear Shareholder,

I refer to my statement in the Annual Financial Report for the year ended 31 December 2008 (the “Annual Financial Report”) that the Notice of Meeting was to be sent separately. I am pleased to be writing to you with details of our Annual General Meeting (“AGM”) which we are holding on 29 April 2009 at 10.30 a.m. in the Board Room at Ground Floor, Ryder Court, 14 Ryder Street, London SW1Y 6QB. The formal Notice of Annual General Meeting is set out on pages 6 to 10 of this document and sets out the items of business to be considered.

If you would like to vote on the resolutions but cannot come to the AGM, please fill in the proxy form sent to you with this notice and return it to our registrars as soon as possible. They must receive it by 10.30 a.m. on 27 April 2009.

Resolutions

Information on the resolutions to be proposed at the Annual General Meeting is below.

At the meeting the items of ordinary business are:-

Resolution 1 Annual Financial Report 2008

You will be asked to approve the Annual Financial Report.

Resolution 2 Directors’ Remuneration Report

You will be asked to approve the Directors’ Remuneration Report which can be found on pages 35 to 37 of the Annual Financial Report.

Dividend

Shareholders are not being asked to approve a final dividend per ordinary share for the year ended 31 December 2008. Instead, Shareholders, who were on the register of members on 13 March 2009, are to be paid a second interim dividend on 15 April 2009.

Directors (Resolutions 3 to 6)

Since the Annual General Meeting, held on 17 June 2008, and as described on page 19 of the Annual Financial Report, Mark Creedy was appointed to the Board on 1 November 2008. In accordance with the Company's Articles of Association, he retires by rotation and, being eligible, offers himself for re-appointment. Resolution 3 of the Notice of Annual General Meeting on page 6 deals with his re-appointment.

In accordance with A.7.2 of the Combined Code, as described on pages 19 and 20 of the Annual Financial Report, the Non-executive Chairman, Graeme Elliot, and Non-executive Directors, Martin Gilbert and James Hambro, are subject to annual election and accordingly resolutions 4, 5 and 6 to re-elect each of them are included in the Notice of Annual General Meeting on page 6. Biographical details for these and all Directors are included on pages 13 to 14 of the Annual Financial Report posted to all shareholders on 10 March 2009.

This year there are no other Directors with more than three years' service since the last election required to stand for re-election.

The Combined Code requires that, when Directors are proposed for election, confirmation is given that following a formal evaluation their performance continues to be effective and demonstrates commitment to the role. Board evaluation is explained on page 31 of the Annual Financial Report.

The Chairman and other members of the Board recommend that the Directors retiring be re-elected. The Chairman has confirmed that all Directors retiring by rotation or seeking annual election and seeking re-appointment or re-election have been subject to performance evaluation and as part of this evaluation the Chairman confirms that they continue to demonstrate commitment to their role and in his view continue to fulfil their functions responsibly. The Senior Independent Director with the aid of other Non-Executive Directors evaluated the performance of the Chairman and recommends his re-election.

Auditors

Resolution 7 deals with the resolution to re-appoint Ernst & Young LLP as Auditors and to authorise the Directors to fix their remuneration.

Explanatory Notes for the Special Business to be transacted at the Annual General Meeting

Placing

On 24 March 2009 the Board announced the Placing of 1,679,354 new Ordinary Shares of 50 pence each raising approximately £3.7 million (before expenses) at a price of £2.20 per ordinary share. This amount was the maximum number of shares permitted under the directors' authority to dis-apply pre-emption rights passed on 17 June 2008 of 1,679,354 Ordinary Shares representing 5 per cent. of the issued share capital. The Placing was taken up by institutional and other investors, including Nexus Group Holdings Limited, the parent company of Nexus PHP Management Limited and J O Hambro Capital Management Limited who together are the joint managers of the Company ("Joint Managers") as well as several Directors of the Company and directors of the Joint Managers. The Placing was underwritten by KBC Peel Hunt Ltd ("KBC"). The net proceeds of the Placing will be used for general working capital purposes. Dealing in the Placing shares commenced at 8.00 a.m. on 24 March 2009. The new Ordinary Shares do not rank for the interim dividend announced on 27 February 2009 but in all other respects rank *pari passu* with the existing Ordinary Shares in issue.

As at 24 March 2009, in accordance with the Financial Services Authority's Disclosure and Transparency Rules, the Company has 35,266,448 Ordinary Shares, carrying one vote each in issue comprising the issued share capital. Therefore, the total voting rights in the Company as at 24 March 2009 are 35,266,448.

Resolution 8 Renewal of Directors' Authority to allot shares

The authority given to the Directors at the Annual General Meeting of the Company held on 17 June 2008 to allot shares expires at the conclusion of this year's Annual General Meeting. Resolution 8 will renew the authority to allot Ordinary Shares of the Company on similar terms as in previous years. As described above,

on 24 March 2009, the Board allotted an additional 1,679,354 Ordinary Shares of 50 pence each for cash. Resolution 8, if passed, will permit the Directors to allot Ordinary Shares of the Company up to an aggregate nominal amount of £5,877,741 representing one third of the current issued share capital following the issue of shares. This authority will expire at the next Annual General Meeting of the Company or, if earlier, 15 months after the passing of this resolution.

The Directors have no intention of exercising the authority (if renewed) to allot the Ordinary Shares but reserve the right to allot the Ordinary Shares at any time.

Resolution 9 Renewal of Directors' Authority for the disapplication of pre-emption rights

The authority given to Directors to dis-apply pre-emption rights expires at the Annual General Meeting. Resolution 9 will renew the Directors' authority for the dis-application of pre-emption rights thereby authorising the Directors to allot equity securities up to a maximum aggregate renewal amount of £881,661 representing 1,763,322 Ordinary Shares of 50 pence each being equivalent to 5 per cent. of the current issued share capital without first offering such securities to existing Shareholders. The Directors have no intention to allot further shares for cash without first offering them to existing shareholders. Over a three year rolling period this disapplication will not exceed 7.5 per cent. of issued share capital.

Resolution 10 Renewal of authority to purchase the Company's own shares

The authority for the Company to purchase a maximum number of Ordinary Shares in the market, representing 10 per cent. of the issued share capital, expires at the forthcoming Annual General Meeting. It was not used during the current year and Resolution 10 renews this authority for a further year. Resolution 10 renews the authority to purchase a maximum of 3,526,644 Ordinary Shares representing 10 per cent. of the current issued share capital. The Directors intend to exercise this authority only when, in the light of market conditions prevailing at the time and taking into account investment opportunities, appropriate gearing levels and the overall financial position, they believe that the effect of such purchases will be to increase the underlying value per Ordinary Share having regard to the interests of Shareholders generally. Shares will not be bought at a price of less than 50 pence each being the nominal value of each share nor more than 5 per cent. above the average middle market quotation of the shares over the preceding five business days nor will they be purchased during periods when the Company would be prohibited from making such purchases. Purchases will be made within guidelines set by the Board and using available reserves. Ordinary Shares purchased will be cancelled and the number of shares in issue reduced accordingly.

Resolution 11 Notice of general meetings

This resolution is required to reflect the proposed implementation in August 2009 of the Shareholder Rights Directive. The regulation implementing this Directive will increase the notice period for general meetings of the Company to 21 days. The company is currently able to call general meetings (other than an AGM) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so after August 2009, shareholders must have approved the calling of meetings on 14 days' notice. Resolution 11 seeks such approval. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 days' notice.

The Directors consider that all the resolutions to be put to the meeting are in the best interests of the Company and its Shareholders as a whole. Your Board will be voting in favour of them and unanimously recommends that you do so as well.

Yours sincerely

G A Elliot
Chairman

Inspection of documents

The following documents will be available for inspection at the Company's registered office Ground Floor, Ryder Court, 14 Ryder Street, London SW1Y 6QB from 24 March 2009 until the time of the AGM and from 15 minutes before the AGM until it ends:

- *Copies of letters of appointment of the non-executive directors*

Primary Health Properties PLC

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Primary Health Properties PLC will be held on 29 April 2009 at 10.30 a.m. in the Board Room, Ground Floor, Ryder Court, 14 Ryder Street, London SW1Y 6QB for the following purposes:

ORDINARY BUSINESS:

To consider and, if thought fit, pass the following resolutions as ordinary resolutions;

- 1 To receive and adopt the Annual Financial Report ended 31 December 2008 together with the directors' report, the directors' remuneration report and the auditor's report on those accounts and the auditable part of the director's remuneration report and the directors' report;
- 2 To approve the Directors' Remuneration Report contained within the Annual Financial Report for the year ended 31 December 2009;
- 3 To re-appoint Mark Creedy as a Director being a Director appointed by the Board since the previous Annual General Meeting and retiring by rotation in accordance with the Articles of Association;
- 4 To re-elect Mr G A Elliot as a Director of the Company being a Director subject to annual election;
- 5 To re-elect Mr M J Gilbert as a Director of the Company being a Director subject to annual election;
- 6 To re-elect Mr J D Hambro as a Director of the Company being a Director subject to annual election;
- 7 To re-appoint Ernst & Young LLP as Auditors and authorise the Directors to fix their remuneration;

SPECIAL BUSINESS:

To consider and, if thought fit, pass the following resolutions as ordinary or special resolutions as indicated below:

ORDINARY RESOLUTION

- 8 THAT the Directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (as defined in Section 80 of the Companies Act 1985 ("the Act")) up to an aggregate nominal amount of £5,877,741 provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, except that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired and that this authority shall be in substitution for all previous authorities conferred upon the Directors pursuant to Section 80 of the Act but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

- 9 THAT, subject to the passing of Resolution 8, the Directors be and they are hereby empowered, pursuant to section 95 of the Act, to allot equity securities (as defined in section 94 of the Act) for cash pursuant to the authority conferred by Resolution 8, as if section 89 of the Act did not apply to any such allotment provided that this power shall be limited to:
 - (a) the allotment of equity securities in connection with a rights issue or other pro rata offer in favour of holders of ordinary shares where the equity securities respectively attributable to the interests of all the ordinary shareholders are proportionate (as nearly as may be) to the respective number of equity securities held by them subject in each case to such exclusions or

other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body; and

- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £881,661;

and shall expire at the conclusion of the Annual General Meeting of the Company after the date of the passing of this resolution except that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

- 10. THAT the Company be and is hereby generally and unconditionally authorised, in accordance with section 166 of the Act, to make market purchases (within the meaning of section 163 of the Act) of ordinary shares of 50p each in the capital of the Company (“Ordinary Shares”) on such terms and in such manner as the Directors may from time to time determine provided that:

- (a) the maximum number of Ordinary Shares authorised to be purchased is 3,526,644;
- (b) the minimum price which may be paid for an Ordinary Share is 50p (the nominal value) (exclusive of expenses (if any) payable by the Company);
- (c) the maximum price which may be paid for an Ordinary Share is an amount equal to 105 per cent. of the average of the middle market quotations for an Ordinary Share derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is purchased (exclusive of expenses (if any) payable by the Company); and
- (d) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company except that the Company may before such expiry make a contract to purchase its own shares which will or may be completed or executed wholly or partly after such expiry.

- 11. THAT a general meeting other than an annual general meeting may be called on no less than 14 clear days notice.

By order of the Board

J O Hambro Capital Management Limited
Company Secretary
24 March 2009

Registered Office:
Ground Floor
Ryder Court
14 Ryder Street
London SW1Y 6QB

Registered in England and Wales No. 3033634

Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. To appoint more than proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which in aggregate should not exceed the number of shares held by you). Please indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
2. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's registrars, Capita Registrars, The Registry, 34 Beckenham, Kent, BR3 4TU no later than 10.30 a.m. on 27 April 2009.
3. The return of a completed proxy form will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
4. 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/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
5. The statement of the rights of the shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
6. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6.00 p.m. on 27 April 2009 (or, in the event of any adjournment, 6.00 p.m. on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. As at 24 March 2009 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 35,266,448 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 24 March 2009 are 35,266,448.
8. Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requested any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
9. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of appointment letter if the chairman is being appointed as described in (i) above.

Form of Proxy

PRIMARY HEALTH PROPERTIES PLC

I/We, the undersigned, being (a) members(s) of the above-named Company

Name(s) in full
(BLOCK LETTERS PLEASE)

hereby appoint the Chairman of the Meeting or

..... (see note 1)
as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 29 April 2009 and at any adjournment thereof, in the following manner:

		For*	Against*	Vote withheld* (see note 6)	Discretionary*
1	To receive and approve the Accounts for the financial year ended 31.12.08 and the report of the Directors and Auditors thereon;				
2	To approve the Directors' Remuneration Report contained within the Annual Financial Report;				
3	To re-appoint Mr M P Creedy as a Director of the Company;				
4	To re-elect Mr G A Elliot as a Director of the Company;				
5	To re-elect Mr M J Gilbert as a Director of the Company;				
6	To re-elect Mr J D Hambro as a Director of the Company;				
7	The resolution to reappoint Ernst & Young LLP as Auditors and to authorise the Directors to fix their remuneration;				
8	The Ordinary Resolution to renew the Directors' authority to allot equity securities;				
9	The Special Resolution to disapply pre-emption rights when issuing securities;				
10	The Special Resolution authorising the Company to make market purchases of Ordinary Shares.				
11	The resolution to approve the notice period for general meetings				

*PLEASE INDICATE BY MARKING 'X' IN THE APPROPRIATE SPACE HOW YOU WISH YOUR VOTE TO BE CAST.

Signature

Date

Notes:

- As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes. 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. If you sign and return this 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. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- If this form is returned without any indication as to how the person appointed as proxy shall vote, he will exercise his discretion as to how he votes or whether he abstains from voting.
- This form of proxy, duly signed, and any power of attorney under which it is executed must be deposited at the offices of the Company's Registrars (Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU), not less than two business days before the time fixed for holding the meeting or an adjourned meeting. Returning the proxy will not prevent you from attending and voting in person.
- A corporation should complete this form under its common seal or under the hand of a duly authorised officer or attorney. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- In the case of joint holders, this form may be signed by any one of the holders, but the names of all of them should be stated. The vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the shares.
- 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" the resolution.
- 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. To appoint more than one proxy, please photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, 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 you either select the "Discretionary" option or 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.
- 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.
- For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.



3rd Fold and tuck in

BUSINESS REPLY SERVICE
Licence No. MB122



CAPITA Registrars
Proxies Department
PO Box 25
BECKENHAM
Kent
BR3 4BR

1st Fold

2nd Fold

