



Primary Health Properties PLC

TERMS OF REFERENCE OF

THE STANDING COMMITTEE

Established by Resolution of the Board on 16 March 2001 pursuant to Article 113 of the Articles of Association of the Company, and as amended 16 June 2015, 18 August 2015, 5 April 2016 and 13 June 2017

Reference to the "Committee" means the Standing Committee.

Reference to the "Board" means the Board of Directors.

1. Membership

1.1 The members of the Committee shall be the Chairman (or in his absence, the Senior Independent Director), the Managing Director (or in his absence the Finance Director) and any other Non-Executive Director. .

1.2 The Chairman of the Committee shall be the Chairman of the Company or such other member as the Board shall nominate following a recommendation by the Chairman of the Company.

1.3 Attendance at meetings of the Committee shall be at the discretion of the Chairman of the Committee. Proceedings of the Committee may be by way of minutes of a meeting or a resolution in writing signed by two Directors in accordance with Article 120 of the Articles of Association of the Company.

1.4 Meetings shall be held or Resolutions in Writing of the Committee signed as and when required to handle specific matters, and at regular intervals to deal with routine matters.

2. Quorum

2.1 A quorum shall be two members of the Committee.

3. Minutes

The Company Secretary will circulate the minutes or resolution in writing of each Committee of the Board to all members of the Board.

4. Purposes

The purposes of the Committee are:

4.1 IMPLEMENTATION OF ALL DECISIONS

To do all such things and acts that may be necessary for the implementation of matters, the principle or policy of which has been specifically approved by the Board. Such acts or things include, but are not limited to, giving the necessary authority for the execution of documents and powers of attorney and authorising the affixing of the company seal or the execution of deeds, where relevant, in respect of any matter previously approved by the Board.

4.2 ROUTINE BUSINESS

For the convenience and ease of administration to attend to the routine business of the Company, which in the opinion of the Board does not warrant being dealt with by the Board.

4.3 INTERIM MATTERS

To deal with matters which would normally be considered and approved by the Board, but which require a decision to be made or action to be taken between Board meetings (on matters specifically reserved for decision by the full Board), and the Committee, having given due consideration and made full enquiries through the Company Secretary to ascertain whether a Board meeting can be held, determines that it is impracticable to hold a meeting of the full Board. The Company Secretary will set out in the minutes the reason why the decision or action had to be taken before the next scheduled meeting of the full Board and the reason why it was impracticable to hold such a meeting within the relevant time.

5. **Other Matters**

Subject to the above, the Board has delegated to the Committee all the powers and discretions of the Board.

6. **Authority**

The Committee is authorised by the Board to obtain outside legal or other professional advice.