

## FORM OF PROXY

# Pacific Industrial & Logistics REIT plc

For use at the General Meeting to be held at the offices of Gowling WLG (UK) LLP, 4 More London Riverside, London SE1 2AU on 16 August 2017 at 10.00 a.m.

I/We .....  
(Name in full block capitals please)

of.....

being (a) member(s) of Pacific Industrial & Logistics REIT plc (the “Company”) hereby appoint the Chair of the meeting or

.....  
as my/our proxy to attend, speak and vote for me/us and on my/our behalf as identified by an ‘X’ in the appropriate box below at the General Meeting of the Company to be held at 10.00 a.m. on 16 August 2017 and at any adjournment of the meeting. This form of proxy relates to the resolutions referred to below.

I/We instruct my/our proxy to vote as follows:

	For	Against	Vote Withheld (see note 2)	Discretionary (see note 3)
<b>ORDINARY RESOLUTION</b>				
1. To authorise the Directors to allot shares up to an aggregate maximum nominal amount of £466,075.14 in connection with a placing and issue of LTIP shares.				
<b>SPECIAL RESOLUTION</b>				
2. To authorise the Directors to disapply statutory pre-emption rights up to an aggregate nominal amount of £466,075.14 in connection with a placing and issue of LTIP shares.				
<b>ORDINARY RESOLUTION</b>				
3. To authorise the Directors to allot shares and to grant rights to subscribe for or convert any security into shares up to an aggregate maximum nominal amount of £68,064.72.				
<b>SPECIAL RESOLUTION</b>				
4. To authorise the Directors to disapply statutory pre-emption rights up to an aggregate nominal amount of £68,064.72.				

Dated this .....2017

Signature(s) .....

## Notes

1. Please indicate with an 'X' in the appropriate box how you wish the proxy to vote. In the absence of any indication, the proxy will execute his/her discretion as to whether and how he/she votes. The proxy may also vote or abstain from voting as he/she thinks fit on any other business which may properly come before the meeting.
2. If you mark the box 'Vote Withheld', it will mean that your proxy will abstain from voting and, accordingly, your vote will not be counted either for or against the relevant resolution. It should be noted that a vote withheld is not a vote in law.
3. If you mark the box 'Discretionary', the proxy can vote as he/she chooses or can decide not to vote at all.
4. The form of proxy should be signed and dated by the member or his attorney duly authorised in writing. If the appointer is a corporation this proxy should be under seal or under the hand of an officer or attorney duly authorised. Any alteration made to the form of proxy should be initialled.
5. To be valid, this form of proxy, together with a duly signed and dated power of attorney or any other authority (if any) under which it is executed (or a notarially certified copy of such power of attorney or other authority) must be signed and dated and lodged at the Company at the address below, so as to be received not less than 48 hours (not including any day that is not a normal business day) before the time appointed for the meeting.
6. A proxy need not be a member of the Company. A member may appoint a proxy of his/her own choice. If you wish to appoint someone else, please delete the words 'the Chair of the meeting' and insert the name of the person whom you wish to appoint in the space provided. The Chair of the meeting will act as your proxy, whether or not such deletion is made, if no other name is inserted. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise rights attached to different shares.
7. In the case of joint holders, signature of any one holder will be sufficient, but the names of all the joint holders should be stated. The vote of the senior holder (according to the order in which the names stand in the register of members in respect of the holding) who tenders a vote in person or by proxy will be accepted to the exclusion of the vote(s) of the other joint holder(s).
8. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, as amended, the Company specifies that entitlement to attend and vote at the General Meeting, and the number of votes which may be cast at the General Meeting, will be determined by reference to the Company's register of members at 6.00 p.m. on 14 August 2017 or, if the General Meeting is adjourned, at close of business on the date which is two days before the day of the adjourned General Meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.
9. Completion and return of a form of proxy will not preclude a member from attending the meeting and voting in person.
10. In the event that a poll is demanded at the meeting, and such poll is taken more than 48 hours thereafter, this form of proxy may be returned to the Company at the address below so as to arrive no later than 24 hours before the time appointed for such poll. In the event that a poll is demanded at the meeting, and such poll is not taken forthwith but is taken less than 48 hours after the meeting, this form of proxy may be delivered at the meeting to the Chair or Company Secretary or to a Director.
11. The resolutions set out in the table above are a summary of the resolutions proposed at the meeting for the purpose of identification only. Please see the Notice convening the meeting for the full text of each resolution.

If you hold your Ordinary Shares in uncertificated form (i.e. in CREST), you may appoint a proxy by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual so that it is received by the Registrar (under CREST participant ID 3RA50 by no later than 10.00 a.m. on 14 August 2017. The time of receipt will be taken to be the time from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. Completion and return of the Form of Proxy will not preclude Shareholders from attending and voting in person at the General Meeting should they so wish.

Address for lodgement of proxies:

Computershare Investor Services PLC  
The Pavilions  
Bridgwater Road  
Bristol  
BS99 6ZY