

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Listing Document you should consult your accountant, legal or professional adviser, financial adviser or a person authorised for the purposes of the Financial Services and Markets Act 2000, as amended ("FSMA"), who specialises in advising on the acquisition of shares and other securities if you are in the United Kingdom or, if not, from another appropriately authorised and independent adviser.

It is expected that an application will be made to the International Stock Exchange Authority Limited (the "**Exchange**") for all of the New Shares (as defined below) to be admitted to the Official List of The International Stock Exchange (the "**Official List**"). It is expected that such admission will become effective, and that dealings in the New Shares will commence, at 8.00 a.m. on 31 January 2019. The Ordinary Shares of 1 penny each in the capital of the Company ("**Ordinary Shares**") (being its only class of shares as at the date of this Listing Document) are not dealt in on any other recognised investment exchanges and no applications for the Ordinary Shares to be traded on such other exchanges have been made or are currently expected.

Neither the admission of the New Shares to the Official List nor the approval of the Listing Document pursuant to the listing requirements of the Exchange shall constitute a warranty or representation by the Exchange as to the competence of the service providers to or any other party connected with the issuer, the adequacy and accuracy of the information contained in the Listing Document or the suitability of the issuer for investment or for any other purpose.

This Listing Document includes particulars given in compliance with the Listing Rules of the Exchange (the "**Listing Rules**") for the purpose of giving information with regard to the issuer. The directors, whose names appear on page 25, accept full responsibility for the information contained in this Listing Document and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement in this Listing Document misleading.

CLIPSTONE LOGISTICS REIT PLC

(incorporated in England and Wales under the Companies Act 2006 with registered number 9046897 and registered as an investment company under section 833 of the Companies Act 2006)

ISSUE IN CONNECTION WITH THE ACQUISITION OF CLIPSTONE INDUSTRIAL UNIT TRUST

of up to a further 63,355,339 Ordinary Shares of 1 penny each (the "New Shares")

This Listing Document has been approved as a financial promotion by Clipstone Capital Limited (which is authorised and regulated by the UK Financial Conduct Authority to manage an unauthorised alternative investment fund with registered number 628372) for the purposes of section 21 of FSMA.

No arrangement has been made with the competent authority in any state (or any jurisdiction) for the use of this Listing Document as an approved prospectus in such jurisdiction and accordingly no public offer is to be made in any jurisdiction. The distribution of this Listing Document and the offering of Ordinary Shares in certain jurisdictions may be restricted. Persons into whose possession this Listing Document comes are required to inform themselves about and observe any such restrictions. This Listing Document does not constitute an offer or solicitation to subscribe for or exchange into Ordinary Shares by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation.

In particular, Ordinary Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), or the securities laws of any other jurisdiction of the United States, or under any of the relevant securities laws of Canada, Australia, the Republic of South Africa, the Republic of Ireland, New Zealand or Japan or their respective territories or possessions. Ordinary Shares may not (unless any exemption from such registration or laws is available) be offered or sold, directly or indirectly, within the United States, or to, or for the account or benefit of, "**US persons**" (as defined in Regulation S under the Securities Act ("**Regulation S**")) or Canada, Australia, the Republic of South Africa, the Republic of Ireland, New Zealand or Japan or their respective territories or possessions. No public offering of the Ordinary Shares is being made in the United States. Ordinary Shares are being offered and sold only outside the United States to non-US Persons in "offshore transactions" within the meaning of, and in reliance on, Regulation S. The Company has not been and will not be registered under the United States Investment Company Act of 1940, as amended (the "**Investment Company Act**") and, as such, investors will not be entitled to the benefits of the Investment Company Act. A US Person that acquires Ordinary Shares may be required to sell or transfer these Ordinary Shares to a person qualified to hold Ordinary Shares or forfeit any Ordinary Shares if the transfer is not made in a timely manner.

This Listing Document is dated 30 January 2019.

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SECTION 1

IMPORTANT INFORMATION

This Listing Document should be read in its entirety before signing the Sale and Purchase Agreement and thereby agreeing to acquire New Shares, or otherwise acquiring any New Shares. In assessing an investment in the Company, investors should rely only on the information in this Listing Document. No person has been authorised to give any information or make any representations other than those contained in this Listing Document and, if given or made, such information or representations must not be relied on as having been authorised by the Company, the Directors, the AIFM or the Property Manager or any of their respective affiliates, directors, officers, employees or agents or any other person.

Without prejudice to any obligation of the Company to publish a supplementary document under the Listing Rules, neither the delivery of this Listing Document nor any subscription or exchange into or purchase of Ordinary Shares made pursuant to this Listing Document shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since, or that the information contained herein is correct at any time subsequent to, the date of this Listing Document.

An investment in the Company is suitable only for investors who are capable of evaluating the risks and merits of such investment, who understand the potential risk of capital loss and that there may be limited liquidity in the underlying investments of the Company and the Ordinary Shares, for whom an investment in the Ordinary Shares constitutes part of a diversified investment portfolio, who fully understand and are willing to assume the risks involved in investing in the Company and who have sufficient resources to bear any loss (which may be equal to the whole amount invested) which might result from such investment. The Directors believe that the profile of a typical investor in the Company is an institution or professionally advised investor who is seeking an attractive level of income with the potential for income and capital growth from investing in a diversified portfolio of UK industrial real estate properties and who understands and accepts the risks inherent in the Investment Policy. Investors may wish to consult their stockbroker, bank manager, solicitor, accountant or other independent financial adviser before making an investment in the Company.

The Company is treated by HMRC as a real estate investment trust or a REIT and, therefore, the Company is not deemed to be a non-mainstream pooled investment for the purposes of COBS 4.12 of the FCA Handbook.

Investment considerations

The contents of this Listing Document or any other communications from the Company, the AIFM, the Property Manager and/or any of their respective affiliates, and/or any of the directors, officers, employees and agents of any of the foregoing are not to be construed as advice relating to legal, financial, taxation, investment or any other matter. Prospective investors should inform themselves as to: (a) the legal requirements within their own countries for the purchase, holding, transfer or other disposal of Ordinary Shares; (b) any foreign exchange restrictions applicable to the purchase, holding, transfer or other disposal of Ordinary Shares which they might encounter; and (c) the income and other tax consequences which may apply in their own countries as a result of the purchase, holding, transfer or other disposal of Ordinary Shares. Prospective investors must rely upon their own representatives, including their own legal advisers and accountants, as to legal, tax, investment or any other related matters concerning the Company and an investment therein.

The taxation treatment of the Company and Ordinary Shares is subject to change. The taxation treatment in respect of Ordinary Shares also depends on the individual circumstances of each investor. Prospective investors should seek independent taxation advice in relation to the risks involved in acquiring New Shares.

The New Shares are designed to be held over the long term and may not be suitable as short term investments. There is no guarantee that any appreciation in the value of the Company's investments will occur or that the Company will achieve its distribution targets (which for the avoidance of doubt are targets only and not profit forecasts), and investors may not get back the full value of their investment.

Any investment objectives of the Company are targets only and should not be treated as assurances or guarantees of performance.

All Shareholders are entitled to the benefit of, are bound by and are deemed to have notice of, the provisions of the Articles of Association of the Company, which investors should review. A summary of the Articles of Association can be found in paragraph 4 of Section 9 of this Listing Document and a copy of the Articles of Association is on display at the offices of the Sponsor and available on request from the Company's registered office.

Statements made in this Listing Document are based on the law and practice currently in force and are subject to changes thereto.

Forward-looking statements

This Listing Document includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "anticipates", "forecasts", "plans", "projects", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts and include statements regarding the Company's and/or the Board's intentions, beliefs or current expectations.

All forward-looking statements address matters that involve risks and uncertainties and are not guarantees of future performance. Accordingly, there are or will be important factors that could cause the Company's actual results of operations, performance or achievement or industry results to differ materially from those indicated in these statements. These factors include, but are not limited to, those described in the part of this Listing Document entitled "Risk Factors", which should be read in conjunction with the other cautionary statements that are included in this Listing Document. Any forward-looking statements in this Listing Document reflect the Company's current views with respect to future events and are subject to these and other risks, uncertainties and assumptions relating to the Company's operations, results of operations, growth strategy and the liquidity of Ordinary Shares.

Given these uncertainties, prospective investors are cautioned not to place any undue reliance on such forward-looking statements.

These forward-looking statements apply only as at the date of this Listing Document. Forward-looking statements may and often do differ materially from actual results. Subject to any obligations under applicable law, Exchange requirements or UK regulatory requirements (including FSMA and the Listing Rules), the Company undertakes no obligation publicly to update or review any forward-looking statement whether as a result of new information, future developments or otherwise. Prospective investors should specifically consider the factors

identified in this Listing Document which could cause actual results to differ before making an investment decision.

Nothing in this paragraph or in the preceding three paragraphs should be taken as limiting the working capital statement contained in paragraph 9.4 of Section 9 of this Listing Document.

Presentation of information

Market, economic and industry data

Market, economic and industry data used throughout this Listing Document is derived from various industry and other independent sources. The Company and the Directors confirm that such data has been accurately reproduced and, so far as they are aware and are able to ascertain from information published from such sources, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Latest Practicable Date

Unless otherwise indicated, the latest practicable date for the inclusion of information in this Listing Document is at close of business on 29 January 2019.

Definitions

A list of defined terms used in this Listing Document is set out at pages 86 to 93 of this Listing Document.

SECTION 2

EXPECTED TIMETABLE

Issue and admission to the Official List of the Exchange of the New Shares	8am on 31 January 2019
Completion of the Share for Unit Exchange	8am on 31 January 2019
Share certificates despatched	Week commencing 4 February 2019

Each of the times and dates in the above timetable is subject to change and may, with the consent of the Sponsor, be extended or brought forward without further notice. The Company will notify investors of any such changes to these dates by making an announcement via a Regulatory News Service. References to times are to London time unless otherwise stated.

SECTION 3

RISK FACTORS

Investment in the Company carries a relatively high degree of risk, including but not limited to the risks in relation to the Company, the Group and the Ordinary Shares referred to below. The risks referred to below are the risks which are considered to be material but are not the only risks relating to the Company, the Group and the Ordinary Shares. There may be additional material risks that the Company and the Directors do not currently consider to be material or of which the Company and the Directors are not currently aware. Potential investors should review this Listing Document carefully and in its entirety and consult with their professional advisers before acquiring any Ordinary Shares. If any of the risks referred to in this Listing Document were to occur, the financial position, results of operations and business prospects of the Company could be materially adversely affected. If that were to occur, the trading price of the Ordinary Shares and/or their Net Asset Value and/or the level of dividends or distributions (if any) received from the Ordinary Shares could decline significantly and investors could lose all or part of their investment.

RISKS RELATING TO THE COMPANY'S INVESTMENT OBJECTIVE AND PROPERTY ASSETS

The Company may not meet its investment objective or total return target

The Company may not achieve its investment objective. Meeting the investment objective is a target but the existence of such an objective should not be considered as an assurance or guarantee that it can or will be met.

The Company's investment objective is to generate income and capital returns for Shareholders by investing in a balanced portfolio of good quality industrial property across the South of England. The amount of any capital appreciation will depend upon, amongst other things, the Company successfully pursuing its investment policy and the performance of its portfolio of investments. There can be no assurance as to the level of capital appreciation over the long term. The declaration, payment and amount of any distribution by the Company will be subject to the discretion of the Directors and will depend upon, amongst other things, the Company successfully pursuing its investment policy and its earnings, financial position, cash requirements, level and rate of borrowings and availability of profit, as well as the provisions of relevant laws or generally accepted accounting principles from time to time.

There is no guarantee that the Company will meet any particular targeted total return or that any capital growth or distributions, or growth to distributions, will be achieved and therefore, there is no guarantee that an investment in the Company will deliver returns. No assurance is given, express or implied, that Shareholders will receive back the amount of their original investment in the Shares. The Company can offer no assurance that its investments will generate capital gains or income or that any capital gains or income that may be generated on particular investments will be sufficient to offset any losses that may be sustained.

Investor returns will be dependent upon the performance of the portfolio and the Company may experience fluctuations in its operating results

Investors contemplating an investment in the New Shares should recognise that returns achieved are reliant primarily upon the performance of the portfolio. In addition, the market value of Ordinary Shares can fluctuate and may not always reflect the underlying value of the portfolio.

The Group may experience fluctuations in its operating results due to a number of factors, including changes in the values of investments made by the Group, changes in the Group's operating

expenses, currency and exchange rate fluctuations, variations in and the timing of the recognition of realised and unrealised gains or losses, the degree to which the Group encounters competition and general economic and market conditions. Such variability may lead to volatility in the trading price of the Ordinary Shares and cause the Company's results for a particular period not to be indicative of its performance in a future period.

Conditions affecting the UK property market

The Company's performance will be affected by, amongst other things, general conditions affecting the UK property market, as a whole or specific to the Company's investments, including any decrease in capital values and weakening of rental yields. The value of industrial real estate in the UK has fluctuated sharply as a result of economic recession, reductions in available credit and changes in market confidence. The Company's ability to dispose of its properties, and the price realised in any such disposals, will also depend on the general conditions affecting the investment market at the time of the disposal. The Company's business and results of operations may be materially adversely affected by a number of factors outside of its control, including but not limited to (i) a general property market contraction, (ii) a decline in property rental values, and (iii) changes in laws and governmental regulations in relation to property, including those relating to permitted and planning usage, taxes and government charges, health and safety and environmental compliance. Such changes in laws and regulations may lead to an increase in capital expenditure or running costs to ensure compliance which may not be recoverable from tenants. Rights related to particular properties may also be restricted by legislative actions, such as revisions to existing laws or the enactment of new laws.

If conditions affecting the investment market negatively impact the price at which the Company is able to dispose of its assets, or if the Company suffers a material decrease in property rental income, or if the Company suffers a material increase in its operating costs, this may have a material adverse effect on the Company's business and results of operations.

The Company's investment policy focusses on a single sector and geographical location and the Company is therefore more exposed to risks affecting that sector

The Company is invested and will continue to invest primarily in industrial units in the South of England. Accordingly, it is more exposed to any risks or issues affecting the industrial units sector specifically or the South of England specifically than if it invested in a range of sectors or if it invested outside of the South of England as well. Demand for these industrial units has been driven by supply and demand imbalances leading to a shortage of these types of property. This could make acquisition of further such units more challenging at values comparable to those at which existing properties of the Group and the Unit Trust have been acquired. That said, these imbalances could reverse over time on account of the fortunes of the property rental and ownership market for these types of units, which may be due to the fortunes of the UK national and Southern regional economies, meaning that less attractive sale proceeds can be achieved than currently anticipated.

Tenant concentration risk

Although the Share for Unit Exchange will reduce tenant concentration risk from previous levels and the Company will seek to spread risk relating to tenant concentration with a view to ensuring that no more than 10 per cent. of the Company's rental income comes from any single tenant, there is the risk that, from time to time, the Company still has a concentrated number of tenants and material exposure to the financial strength and the operational performance of those tenants. After Admission and following the Share for Unit Exchange, the Company's income streams will

be dependent upon rental, service charge and other contractual payments from 37 properties and 217 tenants until further properties are acquired.

Operational performance of tenants and tenant default

Both the rental income and the market value of the properties acquired and held by the Company will be affected by the operational performance of the related business being carried on in the property and the general financial performance of the operator. The operational performance of a tenant will be affected by local conditions such as household incomes and the strength of the national and local economies. Both rental income and market values may also be affected by other factors specific to the UK industrial property market, such as competition from other property funds. In the event of default by a tenant if it is in financial difficulty or otherwise unable to meet its obligations under the lease, the Company will suffer a rental shortfall and incur additional expenses until the property is re-let. These expenses could include legal and surveyor's costs in re-letting, maintenance costs, insurances, rates and marketing costs and will have a material adverse impact on the financial condition and performance of the Company and/or the level of dividend cover.

Liabilities associated with disposals of investments

The Group may be exposed to future liabilities and/or obligations with respect to disposal of investments. The Group may be required or may consider it prudent to set aside provisions for warranty claims or contingent liabilities in respect of property disposals. The Group may be required to pay damages (including but not limited to litigation costs) to a purchaser to the extent that any representations or warranties that it has given to a purchaser prove to be inaccurate or to the extent that it has breached any of its covenants or obligations contained in the disposal documentation. In certain circumstances, it is possible that any representations and warranties incorrectly given could give rise to a right by the purchaser to rescind the contract in addition to the payment of damages. Further, the Group may become involved in disputes or litigation in connection with such disposed investments. Certain obligations and liabilities associated with the ownership of investments (such as certain environmental liabilities) can also continue to exist notwithstanding any disposal. Any such claims, litigation or obligations, and any steps which the Group is required to take to meet these costs, such as sales of assets or increased borrowings, may have a material adverse effect on the Company's results of operations, financial condition and business prospects.

Physical damage to properties and uninsurable losses

The Group's properties may suffer physical damage resulting in losses (including loss of rent) which may not be fully compensated for by insurance, or at all. In addition, there are certain types of losses, generally of a catastrophic nature, that may be uninsurable or are not economically insurable. Inflation, changes in building codes and ordinances, environmental considerations and other factors might also result in insurance proceeds being insufficient to repair or replace a property. Should an uninsured loss or a loss in excess of insured limits occur, the Company may lose capital invested in the affected property as well as anticipated future revenue from that property. In addition, the Group could be liable to repair damage caused by uninsured risks. The Group might also remain liable for any debt or other financial obligations related to that property. Any material uninsured losses may have a material adverse effect on the Company's business prospects, results of operations and financial condition.

Illiquid investments

Investments in property are inherently illiquid. Such illiquidity may affect the Company's ability to vary its portfolio or dispose of or liquidate part of its portfolio in a timely fashion and at satisfactory prices in response to changes in economic, real estate market or other conditions. This could have an adverse effect on the Company's financial condition and results of operations.

Specific occupant requirements

Certain of the Group's properties may be specifically suited to the particular needs of a certain type of occupant. The Group may need to incur additional capital expenditure on a property in the event that it wanted it to be suitable for other occupants, which may have a material effect on the results of operations of the Company and the amount that remains available to distribute to Shareholders.

Environmental and/or health and safety regulations and liabilities

As the owner of real property, the Group will be subject to environmental and health and safety regulations that can impose liability for cleaning up contaminated land, watercourses or groundwater on the person causing or knowingly permitting the contamination. If the Group acquires contaminated land, it could also be liable to third parties for harm caused to them or their property as a result of the contamination. If the Group is found to be in violation of environmental or health and safety regulations, it could face reputational damage, regulatory compliance penalties, reduced letting income and reduced asset valuation, which could have a material adverse effect on the Company's business, financial condition, results of operations, future prospects and/or the price of the Ordinary Shares.

Development risk and planning consents may hinder the Group's ability to generate returns

Although the Company's investment policy focusses on operational properties (i.e. those whose development phase has completed and which are ready to be operated as industrial units and to generate income), the Group may acquire properties for refurbishment or more substantial redevelopment. In addition, improving returns to Shareholders may rely partly on the redevelopment of properties acquired. Such redevelopment or other management proposals may be subject to obtaining planning consents. There can be no guarantee that such planning consents will be provided.

The Group will be subject to other risks associated with development of real estate, including risks relating to the timely receipt of other regulatory approvals, the cost and timely completion of construction (including risks beyond the control of the Group, such as weather or labour conditions or material shortages) and the availability of construction financing on favourable terms.

These risks could result in substantial unanticipated delays or expenses and, under certain circumstances, could prevent completion of development activities once begun, any of which could have an adverse effect on the financial condition and results of operations of the Group.

Use of third party contractors and sub-contractors

The Company may seek to create value by undertaking development of assets or investing in development-stage assets, in which case it will be dependent on the performance of third party

contractors and subcontractors to complete the development satisfactorily. Although the Group will seek to negotiate appropriate contracts to contain suitable warranty protection, any failure to perform against contractual obligations on the part of a contractor could adversely affect the value of the Group's assets and, in turn, the Company's performance.

In addition, there is a risk of disputes with third party contractors or sub-contractors should they fail to perform against contractual obligations. Any litigation or arbitration resulting from any such disputes may increase the Company's expenses and distract the Directors, the AIFM and the Property Manager from focusing their time on fulfilling the strategy of the Company.

Subjective nature of valuations

The value of property and property related assets is inherently subjective due to the individual nature of each property. In determining the value of properties and property-related assets, valuers are required to make assumptions in respect of matters including, but not limited to, the existence of willing sellers in uncertain market conditions, title, condition of structure and services, deleterious materials, plant and machinery and goodwill, environmental matters, statutory requirements and planning, expected future rental revenues from the property and other information. Such assumptions may prove to be inaccurate. Incorrect assumptions underlying the valuation reports could negatively affect the value of any property assets the Group acquires and thereby have a material adverse effect on the Company's financial condition. This is particularly so in periods of volatility or when there is limited real estate transactional data against which property valuations can be benchmarked. There can also be no assurance that these valuations will be reflected in the actual transaction prices, even where any such transactions occur shortly after the relevant valuation date, or that the estimated yield and annual rental income will prove to be attainable.

Effect of financial market conditions on valuations

The financial markets have seen significant turbulence over recent years resulting in severe liquidity shortages. The turmoil in the credit markets had an immediate effect on the real estate investment market, resulting in some transactions failing and/or prices being renegotiated downwards. This has caused a marked reduction in the volume of transactions. The negotiation of price reductions prior to the completion of transactions remains common for certain properties. Generally, evidence generated by limited comparable transactions has shown a greater volatility of pricing and in these circumstances there is a greater degree of uncertainty in forming an opinion of the realisation prices of property assets than that which exists in a more active and stronger market.

RISKS RELATING TO THE ACQUISITION OF THE INITIAL PROPERTY PORTFOLIO

Basis for acquisition price

The price to be paid by the Company for the Unit Trust has been determined according to a valuation of the Unit Trust Properties, and of the Existing Properties, as at 31 December 2018. There is no assurance that the market value of the Unit Trust Properties, and of the Existing Properties, on the date of Admission will be the same as the market value as at 31 December 2018. Either or both sets of properties may have increased or decreased in value or stayed the same. Unless both sets of properties maintain the same ratio of relative valuations to one another at Admission as existed on 31 December 2018, the number of New Shares may be more or less than it would have been had the valuations been conducted (and reported on) at the date of Admission – although this would not be practicable. Put another way, the Unit Trust Sellers will, when they acquire New Shares pursuant to the Share for Unit Exchange, be put in the position as regards the number of New Shares they receive as they would have been in had the Share for Unit Exchange taken place at close of business on 31 December 2018 (albeit that they would be

unable to own or sell the resulting New Shares until Admission). Similarly, the degree to which holders of Ordinary Shares issued prior to the Share for Unit Exchange will be diluted by the issue of New Shares will not take account of events and changes in circumstances since 31 December 2018.

Lack of warranties in relation to title and condition of the Unit Trust Properties

No warranties will be given by the Unit Trust Sellers to the Group under the Sale and Purchase Agreement in relation to the Unit Trust or the title to and condition of the Unit Trust and the Group does not intend to take out insurance in respect of matters that would ordinarily be covered by warranties. This is because the Unit Trust Sellers are passive investors and management of the Unit Trust Properties for the Unit Trust is undertaken by Clipstone Investment Management, which is also the property manager for the Company. In acquiring the Unit Trust, the Company will also acquire indirectly the Unit Trust's rights as against Clipstone Investment Management. Nonetheless, if the Group were to suffer a loss in respect of one or more of the Unit Trust Properties, it is unlikely to be able to recover such loss from the Unit Trust Sellers and, particularly in the absence of insurance cover, may not be able to recover any or the full amount of the loss by other means. This may affect the Company's returns.

RISKS RELATING TO THE ACQUISITION OF FURTHER INVESTMENTS

Availability of suitable investments

The Company cannot be sure that it will be successful in obtaining suitable investments in UK industrial property in accordance with the Investment Policy on financially attractive terms.

Changes in portfolio profile

As the Company acquires further investments, the overall composition of the portfolio of properties owned by the Group may differ from the profile of its properties on the date of this Listing Document and assuming completion of the Share for Unit Exchange (subject to the Investment Policy). Investors should ensure that they are comfortable with the Investment Policy as a whole rather than considering an investment solely on the basis of the anticipated property portfolio of the Group upon Admission.

Effect of market conditions on the Company's ability to make investments

Market conditions may have a negative impact on the ability to identify and execute investments in suitable assets that generate acceptable returns. Market conditions can have a significant negative impact on the availability of credit, property pricing and liquidity levels. Market conditions may restrict the supply of suitable assets that may generate acceptable returns and adverse market conditions may lead to increasing numbers of tenant defaults. Adverse market conditions and their consequences may have a material adverse effect on the Company's business, results of operations and cash flows.

Share for Unit Exchange may not happen

Although the Directors currently expect that the Share for Unit Exchange will happen and the Company will thereby indirectly acquire the Unit Trust Properties and the New Shares will all be issued, there can be no guarantee that this will happen (if, for example, one or more Unit Trust Sellers fail to complete the sale of the Units held by them, or if the necessary resolutions of the Company at its Extraordinary General Meeting convened for 30 January 2019 are not passed or if Admission does not occur for any reason). This may impact adversely on Shareholder returns.

Delays in executing investments

Locating suitable properties and negotiating acceptable purchase contracts, conducting due diligence and ultimately investing in a property typically require a significant amount of time. The Company may face delays in locating and acquiring suitable investments and, once the properties are identified, there could also be delays in obtaining the necessary approvals. The Company's inability to select and invest in properties on a timely basis may have a material adverse effect on the potential returns to Shareholders and delay or limit distributions to Shareholders by the Company.

Competition from other property investors

The Company may face significant competition from other UK or foreign property investors. Competition in the property market may lead either to an over-supply of commercial premises through over-development or to prices for existing properties being driven up through competing bids by potential purchasers. Accordingly, the existence of such competition may have a material adverse impact on the Group's ability to secure tenants for its properties at satisfactory rental rates and on a timely basis, and on its ability to acquire properties.

Costs of acquiring properties

The Group will incur certain fixed costs on the Acquisition and on the subsequent acquisition of further properties, including stamp duty land tax, which will reduce the Net Asset Value per Ordinary Share immediately following the Acquisition and the subsequent acquisitions. There is no guarantee that the value of the properties will increase to an amount in excess of these costs. In addition, certain costs such as financing, valuations and professional services will be incurred even where investments do not proceed to completion. There can be no assurance as to the level of such cost and, given that there can be no guarantee that the Group will be successful in its negotiations to acquire any given property, the greater the number of deals that do not reach completion, the greater the likely impact of such costs on the Company's results of operations and financial condition.

Risks relating to the reliance on the Property Manager, the AIFM and their respective key individuals

The Group has no employees and the Directors of the Company have all been appointed on a non-executive basis. Although the Company has taken all reasonable steps to establish and maintain adequate procedures, systems and controls to enable it to comply with its obligations, the Company is reliant upon the performance of third party service providers for the Group's executive function. In particular, the Property Manager and the AIFM, among other service providers, perform services which are integral to the operation of the Company. Failure by any service provider to carry out its obligations in accordance with the terms of its appointment could have a materially detrimental impact on the operation of the Company.

The past performance of other investments managed or advised by the Property Manager and the AIFM or their respective investment professionals, and the past performance of assets of the Unit Trust, cannot be relied upon as an indicator of the future performance of the Company. Investor returns will be dependent upon the Company successfully pursuing its investment policy. The success of the Company will depend inter alia on the Property Manager's and the AIFM's ability to acquire and realise investments in accordance with the Company's investment policy.

This, in turn, will depend on the ability of the Investment Manager to identify suitable investments for the Company to invest in. There can be no assurance that the AIFM and the Investment

Manager will be able to do this or that the Company will be able to invest its assets on attractive terms or generate any investment returns for Shareholders or indeed avoid investment losses. There can be no assurance that the Property Manager and the AIFM will be able to identify and execute a sufficient number of further opportunities to enable the Company to achieve its Investment Objective.

Accordingly, the ability of the Company to achieve its Investment Objective depends heavily on the experience of the Property Manager's and the AIFM's teams, and more generally on the ability of the Property Manager and the AIFM to attract and retain suitable staff. The underperformance or the departure of key skilled professionals from the Property Manager and/or the AIFM could have a material adverse effect on the Company's business and financial condition and on the results of its operations. The Board will have a broad discretion to monitor the performance of the AIFM and the Property Manager or to appoint a replacement but the performance of the AIFM and/or the Property Manager or that of any replacement for either of them cannot be guaranteed.

There can be no assurance that the Directors will be able to find a replacement AIFM or Property Manager on acceptable terms if the AIFM and/or the Property Manager resign or if the Directors terminate the AIFM Agreement and/or the Property Management Agreement. The Directors would, in these circumstances, have to find a replacement AIFM and/or Property Manager for the Company and there can be no assurance that such a replacement with the necessary skills and experience could be appointed on terms acceptable to the Company. If the Directors could not find suitable replacements in a timely manner, the Directors would formulate and put to Shareholders proposals for the future of the Company, which may include a change in its Investment Policy, the merger of the Company with another company, a reconstruction or winding up.

There is no certainty that those personnel of the AIFM and/or the Property Manager who will perform significant functions in relation to the Company will continue to perform their roles throughout the life of the Company. Although the Property Management Agreement contains certain protections for the Company, loss of the services of such personnel or such personnel devoting all or a significant part of their business time to their other affairs and activities could have an adverse effect on the Company's performance.

Reliance on third party due diligence

Prior to entering into any agreement to acquire any property, the AIFM and/or the Property Manager on behalf of the Company, will perform or procure the performance of due diligence on the proposed acquisition target. In so doing, they would typically rely, in part, on third parties to conduct a significant portion of this due diligence (such as surveyors' reports on condition, legal reports on title, and property valuations). To the extent the Company, the AIFM, the Property Manager or other third parties underestimate or fail to identify risks and liabilities associated with the investment in question, the Company may incur, directly or indirectly, unexpected liabilities, such as defects in title, an inability to obtain permits, or environmental, structural or operational defects requiring remediation. In addition, if there is a failure of due diligence, there may be a risk that properties are acquired which are not consistent with the Company's Investment Objective and Investment Policy, that properties are acquired that fail to perform in accordance with projections or that material defects or liabilities are not covered by insurance proceeds. This may, in turn, have a material adverse effect on the Company's performance, financial condition and business prospects.

Lack of control over future investments

The Company has the ability to enter into a variety of investment structures, such as joint ventures, acquisitions of controlling interests or acquisitions of minority interests (although the Directors do not expect to make investments where the ownership stake is less than 100 per cent., nor would the Company take a passive or minority interest in investments).

In the event the Company does acquire, directly or indirectly, less than a 100 per cent. interest in a particular asset, the remaining ownership interest would be held by third parties and the subsequent management and control of such an asset may entail risks associated with multiple owners and decision-makers. Any such investment also involves the risk that third party owners might become insolvent or fail to fund their share of any capital contribution which might be required. In addition, such third parties may have economic or other interests which are inconsistent with the Group's interests, or they may obstruct the Company's plans (for example, in implementing active asset management measures), or they may propose alternative plans. If such third parties are in a position to take or influence actions contrary to the Company's interests and plans, the Company may face the potential risk of impasses on decisions that affect the ability to implement its strategies and/or dispose of the real estate asset. The above circumstances may have a material adverse effect on the Company's performance, financial condition and business prospects.

In addition, there is a risk of disputes between the Group and third parties who have an interest in the asset in question. Any litigation or arbitration resulting from any such disputes may increase the Group's expenses and distract the Directors, the AIFM and the Property Manager from focusing their time to fulfil the Investment Objective of the Company. The Group may also, in certain circumstances, be liable for the actions of such third parties.

RISKS RELATING TO THE COMPANY AND THE GROUP

There can be no guarantee that the Investment Objective of the Company will be met. If this objective is not met Shareholders may not receive an attractive level of income or any income or capital growth in the underlying value of their Ordinary Shares. Shareholders could even lose all or part of their investment in the Company.

Past performance no guarantee

The past or current performance of the other funds or entities currently or previously managed or operated by the AIFM or by Clipstone or Clipstone's investment team is not necessarily indicative, or intended to be indicative, of future performance of the Company. There are differences between funds and fund assets currently or previously managed which may affect their respective returns.

The previous experience of the Clipstone Investment Management team described in this Listing Document and companies and ventures advised and/or operated by members of the Clipstone Investment Management team may not be directly comparable with the Company's business going forward. Differences between the circumstances of the Company and the circumstances under which the track record information in this Listing Document was generated include (but are not limited to) actual acquisitions and investments made, investment objectives, fee arrangements, structure (including for tax purposes), terms, leverage, performance targets, market conditions and investment horizons. All of these factors can affect returns and impact the usefulness of performance comparisons and, as a result, none of the historical information contained in this Listing Document is directly comparable to the Company's business going forward or the returns which the Company may generate.

Similarly, the past or current performance of the Company or Ordinary Shares is not indicative, or intended to be indicative, of future performance of the Company. Actual returns on the Company's properties are subject to a number of factors and may vary in the future. Investment valuations do not necessarily reflect amounts that may be received ultimately by the Company and are based on a number of assumptions.

Actual future income and realisations may differ due to, among other factors, future operating results, the value of the assets and market conditions at the time of disposition, market factors affecting tenants and their businesses, transaction costs, taxation levels including SDLT, and the timing and manner of any sale, all of which may differ from the assumptions on which valuations are based. There can be no guarantee that any appreciation in the value of the investments of the Company or that the Company's estimates of the income that may be received from the properties will occur and there remains the risk that any investment may generate a negative return.

Investment of cash

A proportion of the Group's assets may be held in cash from time to time. This proportion of the Group's assets will not be invested in the market and will not benefit from positive market movements.

Until such time as any cash held or generated by the Company is applied to fund investments, it will be held by the Company on interest bearing deposit (or otherwise invested in accordance with the Investment Policy) in anticipation of future investment and to meet the running costs of the Group. Such deposits or investments are very likely to yield lower returns than the expected returns from property investments. The Company can give no assurance as to how long it will take it to invest any or all cash it holds or generates, if at all, and the longer the period the greater the likely adverse effect on the Company's performance, financial condition and business prospects.

In addition, to the extent that the Group's cash is held in an account which is not segregated from the assets of the bank, custodian or sub-custodian holding the cash on behalf of the Group, in the event of insolvency (or equivalent) of the relevant bank, custodian or sub-custodian, the Group may only have a contractual right to the return of cash so deposited and would rank in respect of such contractual right as an unsecured creditor and may not be able to recover any of the cash so held in full or at all. In respect of cash equivalents, near cash instruments and money market instruments that are held in a segregated account for the benefit of the Group, the insolvency (or equivalent) of, fraud or other adverse actions affecting the custodian or sub-custodian holding the assets on behalf of the Group may impact the Company's ability to recover or deal expeditiously with these assets and the Company may not be able to recover equivalent assets in full or at all. This would have a material adverse effect on the Company's financial position, results of operations, business prospects and returns to investors.

Availability of borrowings

Although the Group expects in the near term to obtain new borrowing facilities from Barclays Bank PLC (as described in Section 9), there can be no assurance that the Group will be able to obtain these or other borrowings in future and this will have a material adverse impact on returns to Shareholders and, in particular, the level of dividends paid.

Effect of gearing on Net Asset Value

Prospective investors should be aware that, whilst the use of borrowings should enhance the Net Asset Value of the Ordinary Shares where the value of the Company's underlying assets is rising, it will have the opposite effect where the underlying asset value is falling. If the value of the Company's assets falls, the Net Asset Value of the Company will reduce. This may further increase the volatility of the Net Asset Value per Ordinary Share. In addition, in the event that the rental income of the Company's portfolio falls for whatever reason, the use of borrowings will increase the impact of such a fall on the net revenue of the Company and accordingly will have an adverse effect on the Company's ability to pay dividends to Shareholders.

The use of borrowings by the Group also exposes it to capital risks and interest costs. The Group will pay interest on any borrowings. As such, the Group may be exposed to interest rate risk due to fluctuations in the prevailing market rates to the extent that it has borrowed funds outstanding. The greater the use of leverage the greater the exposure of investments to adverse economic factors such as rising interest rates, severe economic downturns or deteriorations in the condition of an investment or its market. In particular, the Company may be required to realise Portfolio Interests to fund the repayment of the Group's borrowings at a time when the value of such Portfolio Interests is depressed because of adverse market conditions.

Banking debt priority and covenants

Amounts that are secured by the Group under banking facilities rank (in the case of current facilities) and are likely to rank (in the case of future facilities) ahead of Shareholders' entitlements and accordingly, should the Group's investments not grow at a rate sufficient to cover the costs of establishing and operating the Group, on a liquidation of the Company, Shareholders may not recover all or any of their initial investment.

The agreements pursuant to which the Group borrows and in future may borrow money contain and are expected to contain certain market standard covenants and undertakings on the part of the Group entities that are borrowers or guarantors. These may restrict the Group from taking activities that it would otherwise do.

Such covenants contain loan to value covenants, being the accepted market practice in the UK. Under the Facility Agreement, the loan to value covenant is expected to be 65 per cent. The Directors expect that, immediately after completion of the Acquisition, the Group would be in compliance with these covenants.

However, future compliance with banking covenants depends on a number of factors including general financial conditions, which cannot be predicted. If real estate assets owned by the Group decrease in value such covenants could be inadvertently breached, and the impact of such an event could include: an increase in borrowing costs; a call for additional capital from the lender; or payment of a fee to the lender; or in such cases where other remedies were not available, it could require a sale of an asset, or a forfeit of any asset to a lender. Asset sales may be difficult to achieve and therefore the market price which is achievable may give rise to a significant loss of value compared to the book value of the investments. This could result in a total or partial loss of investment and/or equity value for each specific asset, or indeed the Group as a whole. Hedging transactions can be complex and are subject to detailed regulation including under the European Market Infrastructure Regulation and the European Markets in Financial Instruments Regulation, and related regulations. The costs of compliance can be significant and may adversely affect the Company's financial condition.

Hedging risk

The Company may utilise derivative instruments which may expose the Company to greater risk and have a materially adverse effect on the Company's performance.

Should the Group elect to enter into hedging arrangements to protect against inflation risk and/or interest rate risk (and it will be under no obligation to do so), the use of instruments to hedge a portfolio carries certain risks, including the risk that losses on a hedge position will reduce the Company's earnings and funds available for distribution to investors and that such losses may exceed the amount invested in such hedging instruments. There is very unlikely to be a perfect hedge for any investment, and a hedge may not perform its intended purpose of offsetting losses on an investment and, in certain circumstances, could increase such losses. Certain derivative instruments are subject to variation or other interim margin requirements, which may force premature liquidation of investment positions. Certain derivative contracts may involve additional risk as there is no exchange market on which to close out an open position. It may be impossible to liquidate an existing position, to assess the value of a position or to assess the exposure to risk. Although the Group will select the counterparties with which it enters into hedging arrangements with due skill and care, there will be residual risk that the counterparty may default on its obligations.

The performance of the Company's investments may be affected by force majeure

The performance of the Company's investments may be affected by reason of events such as war, civil war, riot or armed conflict, terrorism, acts of sabotage and natural disasters such as storms, earthquakes, tidal waves, floods, lightning, explosions, fires and destruction of plant, machinery and/or premises, which are outside its control.

If a force majeure event continues or is likely to continue to affect the performance of an investment for a long period of time, this may have a material adverse effect on the performance of the Company, the NAV, the Company's earnings and returns to Shareholders.

Actual inflation or interest rates may differ from estimates or projections of future rates

The Company may make investments based on estimates or projections of future rates of inflation or interest rates because the Investment Manager expects that the underlying revenues and/or expenses of the investments will be linked to inflation or interest rates. If actual inflation or interest rates differ from this expectation, the net cash flows of the investment may be lower than anticipated, which may adversely impact the Company's performance.

The Investment Manager may rely on estimates or projections of future rates of inflation or interest rates made by managers of entities in which the Company invests. If actual inflation or interest rates differ from their expectations, the net cash flows of the relevant project may be lower than anticipated, which may have a material adverse effect on the performance of the Company, the NAV, the Company's earnings and returns to Shareholders.

Regulatory compliance

The Company, the rest of its Group, the AIFM, Clipstone Capital and Clipstone Investment Management are subject to laws and regulations enacted by national, regional and local governments and institutions. In particular, the Company will be required to comply with certain statutory requirements under English law applicable to an English company, and the rules applicable to an issuer admitted to the Official List, including the Listing Rules. Compliance with and the monitoring of applicable regulations may be difficult, time consuming and costly. Any changes to

such regulation could affect the market value of the Company's portfolio and/or the rental income of the portfolio.

Control failures, either by the AIFM or any other of the Company's service providers, may result in operational and/or reputational problems, erroneous disclosures or loss of assets through fraud, as well as breaches of regulations.

Government or political action

The Company does not have or intend to obtain political risk insurance. As such, government action could have a significant impact on the target investments of the Company. Changes to the existing legislation or policy or additional legislation or policies may be burdensome for the Company to implement and may as a result have a negative impact on the returns of the Company.

Global financial and economic conditions

Global market uncertainty and weakened economic conditions in the United Kingdom and elsewhere and, in particular, restricted availability of credit, may reduce the value of the Company's portfolio, and may reduce liquidity in the real estate market. The performance of the Company would be adversely affected by a downturn in the property market in terms of market value or a weakening of rental yields. Economic factors impacting on people's savings will also impact upon people's ability to pay for the services to be provided from the properties proposed to be invested in by the Company and may therefore impact on the returns of the Company.

Increased regulation or enforcement

Government authorities are also actively involved in the application and enforcement of laws and regulations relating to taxation, land use and zoning and planning restrictions, environmental protection and safety and other matters. The institution and enforcement of those laws and regulations could have the effect of increasing the expense and lowering the income or rate of return from as well as adversely affecting the value of the Company's assets.

AIFM Directive

The AIFM Directive and regulations implementing it regulate alternative investment fund managers ("AIFMs") and imposes obligations on AIFMs in the EEA or who market shares in such funds to EEA investors or who manage alternative investment funds ("AIFs") from a place of business in the EEA. In order to obtain authorisation under the AIFM Directive, AIFMs need to comply with various organisational, operational and transparency obligations, which may create significant additional compliance costs, some of which may be passed to investors in AIFs and may affect dividend returns.

The Company is categorised as an EEA AIF for the purposes of the AIFM Directive and related regimes in relevant EEA member states. The Company operates as an externally managed AIF and the Company has appointed Clipstone Capital as the Company's AIFM under the AIFM Agreement. The Company is also required to appoint a depositary to enable the AIFM to comply with its obligations under the AIFM Directive. Pursuant to the Depositary Agreement, the Company has agreed to appoint Gallium P E Depositary Limited. The fees payable to the AIFM and the Depositary are set out in paragraph 8 of Section 9 of this Listing Document and include obligations to pay out of pocket expenses of the AIFM and the Depositary.

Non-involvement in management and operational decisions

Save indirectly in respect of the Investor Representative's approval rights as described in Section 8, investors will have no opportunity to control or participate in the day-to-day operations, including investment and disposal decisions, of the Company.

RISKS RELATING TO THE TAXATION OF THE GROUP

Risks relating to the REIT status of the Group

The Company has given notice for the Group to become a group UK REIT, and the Group is currently a group UK REIT (a **"REIT Group"**). The basis of taxation of any Shareholder's shareholding in the Company will differ or change fundamentally if the Group ceases to maintain its REIT status.

The requirements for maintaining REIT status are complex. While minor breaches of the UK REIT Regime conditions and requirements may result only in specific additional amounts of tax being payable or will not be punished if remedied within a given period of time (provided that the regime is not breached more than a certain number of times), the Company cannot guarantee that it will maintain continued compliance with all of the REIT conditions. There is a risk that the REIT Regime may cease to apply in some circumstances. HMRC may require the Company to exit the REIT Regime if:

- (a) it regards a breach of the conditions relating to the REIT Regime (including in relation to the Qualifying Property Rental Business) or an attempt to obtain a tax advantage as sufficiently serious;
- (b) if the Group has committed a certain number of breaches in a specified period; or
- (c) if HMRC has given the Group at least two notices in relation to the obtaining of a tax advantage within a ten year period.

In addition, if the conditions for REIT Group status relating to the share capital of the Company or the prohibition on entering into certain prohibited loans are breached or the Company ceases to be UK tax resident, becomes dual tax resident or an open-ended investment company, or (in certain circumstances) ceases to satisfy the close company condition or ceases to be listed or traded, the Group will automatically lose REIT status. The Group could therefore lose its status as a REIT as a result of ceasing to be centrally managed and controlled in the UK or actions by third parties, for example, in the event of a successful takeover by a company that is not a REIT (and which does not qualify as an institutional investor under Section 528(4A) CTA 2010) or due to a breach of the close company condition if it is unable to remedy the breach within a specified timeframe. If the Group were to be required to leave the REIT Regime within ten years of joining, HMRC has wide powers to direct how it would be taxed, including in relation to the date on which the Company would be treated as exiting the REIT Regime which could have a material impact on the financial condition of the Company and, as a result, Shareholder returns. In addition, incurring a tax liability might require the Group to borrow funds, liquidate some of its assets or take other steps that could negatively affect its operating results.

If the Group fails to remain qualified as a REIT, its rental income and capital gains will be subject to UK taxation, currently at 19 per cent.

A REIT may become subject to an additional tax charge if it pays a dividend to, or in respect of, a Substantial Shareholder. This additional tax charge will not be incurred if the REIT has taken

reasonable steps to avoid paying dividends to, or in respect of, a Substantial Shareholder. Therefore, the Articles contain provisions designed to avoid the situation where dividends may become payable to a Substantial Shareholder and these provisions are summarised at paragraph 4.4 of Section 9 of this Listing Document. These provisions provide the Directors with powers to identify Substantial Shareholders and to prohibit the payment of dividends on Ordinary Shares that form part of a Substantial Shareholding, unless certain conditions are met. The Articles also allow the Board to require the disposal of Ordinary Shares forming part of a Substantial Shareholding in certain circumstances where the Substantial Shareholder has failed to comply with the above provisions.

Tax charges associated with borrowings

Under the UK REIT legislation, a UK tax charge will arise in the Company if in respect of an accounting period the Group's ratio of income profits to financing costs (in respect of its Qualifying Property Rental Business) is less than 1.25:1.

Changes in taxation rules

The levels of, and reliefs from, taxation may change. The tax reliefs referred to in this Listing Document are those currently available and their value depends on the individual circumstances of investors. Any change in the Company's tax status or in taxation legislation in the United Kingdom or any other tax jurisdiction affecting Shareholders or investors could affect the value of the investments held by the Company, or affect the Company's ability to achieve its Investment Objective for the Ordinary Shares or alter the post tax returns to Shareholders. **If you are in any doubt as to your tax position, you should consult your own professional adviser without delay.**

Any change (including a change in interpretation) in tax legislation or accounting practice, in the United Kingdom, could have a material adverse effect on the Company's business, financial condition, results of operations, future prospects or the price of the Ordinary Shares. Changes to tax legislation could include the imposition of new taxes or increases in tax rates in the United Kingdom. In particular, an increase in the rates of stamp duty land tax could have a material impact on the price at which UK land can be sold, and therefore on asset values.

Disposals of property

If a member of the Group disposes of a property in the course of a trade, any gain will be subject to corporation tax at regular corporate rates (currently 19 per cent.). For example, acquiring a property with a view to sale followed by a disposal of the asset would indicate a trading activity, whereas disposal of a property as part of a normal variation of a property rental portfolio, would not indicate a trading activity. Whilst the Group does not intend to dispose of property in the course of a trade, there can be no assurance that HMRC will not scrutinise any disposals and successfully contend that any or some of them have been in the course of a trade, with the consequence that corporation tax will be payable in respect of any profits from the disposal of such property.

CONFLICTS OF INTEREST

The services of Clipstone Capital and the Property Manager, their respective associates and their respective officers and employees, are not exclusive to the Company. Although the Property Manager has given certain undertakings in the Property Management Agreement regarding other mandates, and each of Clipstone Capital and the Property Manager has in place a conflicts of interest policy, in fulfilling their responsibilities to the Company, each of them may be subject to

certain conflicts of interest arising from its relations with third parties to whom it also owes duties or in whom it has an interest.

The Company's AIFM is required to comply with the requirements on conflicts set out in the AIFM Rules, including but without limiting the general requirement of taking all reasonable steps to avoid conflicts of interest and, when they cannot be avoided, identifying, managing, monitoring and, where applicable, disclosing those conflicts of interest to prevent them from adversely affecting the interests of Shareholders.

In addition, Clipstone Investment Management, Clipstone Capital, the Depositary and any of their members, directors, officers, employees and connected persons and the Directors and any person or company with whom they are affiliated or by whom they are employed may be involved in other financial, investment or other professional activities which may cause potential conflicts of interest with the Company and its investments and which may affect the amount of time allocated by such persons to the Company's business. In particular, subject to the Listing Rules and other applicable regulation these parties may, without limitation: provide services similar to those provided to the Company to other entities; buy, sell or deal with assets on its own account (including dealings with the Company); and/or take on engagements for profit to provide services including but not limited to origination, development, financial advice, transaction execution, asset and special purpose vehicle management with respect to assets that are or may be owned directly or indirectly by the Company, but will not in any circumstances be liable to account for any profit earned from any such services.

The Unit Trust, and potentially future Portfolio Interests, will be acquired from companies or funds managed or advised by Clipstone and/or in which Clipstone entities, management or their families may have invested. Subject to compliance with the Listing Rules and the Act, Portfolio Interests may be acquired from the Clipstone group or from other funds or investment vehicles in respect of which Clipstone Investment Management or Clipstone Capital may provide property management or other services.

In addition, management and their families, and certain existing investment clients of Clipstone, intend to acquire Ordinary Shares through the Share for Unit Exchange, and will therefore be Shareholders from Admission for the first time or with increased shareholdings.

Notwithstanding the Board's belief that the fees and conflicts policy of the Property Manager and the AIFM have been structured to provide an alignment of interest between the AIFM, the Property Manager and the Shareholders, the interests of the AIFM and/or the Property Manager may differ from those of the Shareholders. Accordingly, the Company may be exposed to greater risk in its investment portfolio which may, in turn, have a material adverse effect on the Company's performance, financial condition and business prospects.

RISKS RELATING TO THE ORDINARY SHARES

Investment in the Shares carries certain general risks associated with investment in investment companies

The value of an investment in the Company, and the returns derived from it, if any, may go down as well as up and an investor may not get back the amount invested.

The market price of the Shares, like shares in all investment companies, may fluctuate independently of their underlying net asset value and may trade at a discount or premium at different times, depending on factors such as supply and demand for the Shares, market conditions and general investor sentiment. There can be no guarantee that any discount control

policy will be successful or capable of being implemented. The market value of a Share may vary considerably from its NAV.

Liquidity

Unless Shareholders vote to wind up the Company as described in paragraph 4.6 in Section 9 of this Listing Document, Shareholders will only be able to realise their investment by transferring their Ordinary Shares.

Although Shareholders may transfer their Ordinary Shares at any time and the Ordinary Shares are to be listed on the Official List of the Exchange, there can be no certainty that this will of itself create an active secondary market in Ordinary Shares. Ravenscroft Ltd acts as a Market Maker. However, there is no guarantee that Shareholders will be able to transfer their Ordinary Shares at a time and price that they deem appropriate (or at all), and no guarantee that the market price of the Ordinary Shares will fully reflect their underlying Net Asset Value.

Further, the Exchange has the right to suspend or limit trading in a company's securities.

No guarantee of market value of the Ordinary Shares

If the Company's assets do not grow at a rate sufficient to cover the costs of establishing and operating the Company, Shareholders may not recover the amount initially invested.

The market value of, and the income derived from, the Ordinary Shares can fluctuate. The market value of an Ordinary Share, as well as being affected by its Net Asset Value and prospective Net Asset Value, also takes into account its dividend yield and prevailing interest rates. As such, the market value of an Ordinary Share may vary considerably from its underlying Net Asset Value and investors may not get back the full value of their investment.

Fluctuations could also result from a change in national and/or global economic and financial conditions, the actions of governments in relation to changes in the national and global financial climate or taxation and various other factors and events, including rental yields, variations in the Company's operating results, business developments of the Company and/or its competitors.

The price of an Ordinary Share may also be affected by speculation in the press or investment community regarding the business or investments of the Company or factors or events that may directly or indirectly affect their respective investments.

No guarantee of dividends or growth

There is no guarantee that the target dividend and/or any NAV growth in respect of any period will be paid or achieved, as applicable. The Company's ability to pay dividends will be dependent principally upon its rental income generated from the properties owned by the Group.

The Company's target dividend for the Ordinary Shares is based on assumptions which the Directors consider reasonable. However, there is no assurance that all or any assumptions will be justified, and the dividends may be correspondingly reduced. In particular, there is no assurance that the Company will achieve its stated policy on dividends. The target dividend is not a profit forecast and should not be taken as an indication of the Company's expected future performance or results over any period. Any target dividend is a target only and there is no guarantee that it can or will be achieved and they should not be seen as an indication of the Company's expected or actual return. Accordingly, investors should not place any reliance on the target dividend in deciding whether to invest in the Ordinary Shares.

Dividend growth on the Ordinary Shares will depend principally on growth in rental and other income returns on the underlying assets (which may fluctuate), capital gains realised as the underlying assets are sold and the extent to which the Company's cash is invested. The timing of any investment in such assets will depend, *inter alia*, on the availability of suitable properties that the Group may let to tenants at reasonable prices. Additionally the Company may only pay dividends from reserves and/or profits deemed distributable under the Act. The Company will be reliant on rental income to create distributable profits, unless it creates distributable reserves by other means such as capital reductions approved by courts or share buy-backs approved by shareholders, subject to inherent timing delays, costs and the risks of reductions and buy-backs not being approved. Buy-backs would potentially increase ownership concentrations of shareholders not participating in buy-backs and reduce liquidity in the market for Shares.

Changes in dividend-related law or accounting standards

If under the laws applicable to the Company there were to be a change to the basis on which dividends could be paid by such companies, this could have a negative effect on the Company's ability to pay dividends. Furthermore, if there are changes to the accounting standards or to the interpretation of accounting standards applicable to the Company this could have an adverse effect on the Company's ability to pay dividends.

Effect of dividend policy on Net Asset Value

In the absence of capital and/or income growth in the portfolio of the Company, the dividend policy of the Company may lead to a reduction in the Net Asset Value per Ordinary Share.

Effect of REIT requirements on returns

The Company will not be able to pursue asset growth through acquisitions solely from cash provided from its operating activities because of its obligation to distribute at least 90 per cent. of the income profits as calculated for tax purposes arising from the Group's Qualifying Property Rental Business each year (either in cash or by way of stock dividend) to Shareholders in order to continue to enjoy the full exemption from tax on rental income afforded by the UK REIT Regime. The Company would be required to pay tax at regular corporate rates on any shortfall to the extent that it distributes as a PID less than the amount required to meet the 90 per cent. distribution condition each year. Consequently, the Company may be forced to rely on the availability of debt or equity capital to fund future acquisitions. In addition, differences in timing between the receipt of cash and the recognition of income for the purposes of the REIT Regime and the effect of any potential debt amortisation payments could require the Company to borrow funds to meet the distribution requirements that are necessary to achieve the full tax benefits associated with qualifying as a REIT, even if the then-prevailing market conditions are not favourable for these borrowings. As a result of these factors, the constraints of maintaining REIT status could limit the Company's flexibility to make investments. The Company intends to utilise reliefs such as capital allowances to reduce the income profits from the Qualifying Property Business. This should help to retain cash where required for future acquisitions.

Dilution of ownership from future issues of Shares

If the Company decides to issue further Ordinary Shares in the future subject to obtaining the requisite Shareholder approvals, existing Shareholders may not have any pre-emption rights in relation to those further Ordinary Shares where Shareholders vote to disapply pre-emption rights in respect of an issue or pre-emption rights do not otherwise apply (for example, when shares are issued as consideration for a non-cash asset acquisition). As such, if an existing Shareholder does not subscribe successfully for such number of further Ordinary Shares under any future offer

for subscription as is equal to his or her proportionate ownership of existing Ordinary Shares, his or her proportionate ownership and voting interests in the Company may be reduced and the percentage that his or her Ordinary Shares will represent of the total share capital of the Company will be reduced accordingly.

Furthermore, Shareholders outside the United Kingdom may not be able to acquire Shares pursuant to future issues of Shares carried out by the Company, and securities laws of certain jurisdictions may restrict the Company's ability to allow participation by Shareholders in such jurisdictions in any future issue of Shares carried out by the Company.

Substantial Shareholders in the Company

From time to time, there may be Shareholders with substantial or controlling interests in the Company. Such Shareholders' interests may not be aligned to the interests of other Shareholders and such Shareholders may seek to exert influence over the Company. In the event that such Shareholders are able to exert influence to the detriment of other Shareholders, this may have an adverse effect on Shareholder returns.

Future sales of Shares could cause the market price of the Shares to fall

Sales of Shares or interests in the Shares by significant investors or significant number of investors could depress the market price of the Shares. A substantial amount of Shares being sold, or the perception that sales of this type could occur, could also depress the market price of the Shares. Both scenarios, occurring either individually or collectively, may make it more difficult for Shareholders to sell Shares at a time and price that they deem appropriate. The New Shares to be issued under the Issue will not be subject to any lock-up restriction or orderly sell-down undertakings.

The Shares are subject to certain provisions that may cause the Board to refuse to register, or require the transfer of, Shares

Although the Shares are freely transferable, there are certain circumstances in which the Board may, under the Articles and subject to certain conditions, compulsorily require the transfer of the Shares. The Shares are subject to certain provisions that may cause the Board to refuse to register, or require the transfer of, Shares. In particular, these restrictions may make it more difficult for a US person to hold and Shareholders generally to sell Shares and may have an adverse effect on the market value of the Shares.

Changes to laws or regulations may have a material adverse effect on the Company or its Shareholders

For regulatory and tax purposes, the status and treatment of the Company and the Shares may be different in different jurisdictions. For instance, in certain jurisdictions and for certain purposes, the Shares may be treated as units in a collective investment scheme. Furthermore, in certain jurisdictions, the regulatory and tax status of the Company and/or the Shares may be uncertain or subject to change, or it may differ depending on the availability of certain information or as a result of disclosures made by the Company.

There is significant uncertainty associated with UK exit from the European Union

A referendum was held on 23 June 2016 to decide whether the UK should remain in the EU. A vote was given in favour of the UK leaving the EU ("Brexit"). The extent of the impact of Brexit on the

Company will depend in part on the nature of the arrangements that are put in place by the UK and the EU (individually or together) to effect and following Brexit, and the extent to which the UK continues to apply laws that are based on EU legislation. The Company and the investments in which it invests may also be subject to a significant period of uncertainty in the period leading up to eventual Brexit including, among other things, uncertainty in relation to any potential regulatory or tax change. Brexit could also create significant UK (and potentially global) stock market uncertainty, which may have a material adverse effect on the NAV and the price of the Shares. As such, it is not possible to state accurately the impact that Brexit will have on the Company and its investments at this stage. Brexit may also make it more difficult for the Company to raise capital in the EU and/or increase the regulatory compliance burden on the Company. This could restrict the Company's future activities and thereby negatively affect returns.

SECTION 4

DIRECTORS, MANAGEMENT AND ADVISERS

Directors	Nicholas Lyons (Chairman) Karl Sternberg Toby Dean Richard Demarchi
Registered Office	45 Albemarle Street London W1S 4JL
AIFM	Clipstone Capital Limited 45 Albemarle Street London W1S 4JL
Property Manager and Company Secretary	Clipstone Investment Management Limited 45 Albemarle Street London W1S 4JL
Sponsor for the International Stock Exchange Authority Limited	Carey Olsen Corporate Finance Limited 47 Esplanade St Helier Jersey JE1 0BD
Depository	Gallium P E Depository Limited Gallium House Unit 2, Station Court Borough Green Sevenoaks Kent TN15 8AD
Auditor and Section 593 Valuer	Kingston Smith LLP Devonshire House 60 Goswell Road London EC1M 7AD
Valuer	Colliers International Valuation UK LLP 50 George Street London W1U 7GA
Legal Advisors to the Company (English Law)	Hogan Lovells International LLP Atlantic House Holborn Viaduct London EC1A 2FG
Legal Advisors to the Company (Jersey Law)	Carey Olsen 47 Esplanade St Helier Jersey JE1 0BD

Marketmaker

Ravenscroft Limited

Level 5, The Market Buildings
Fountain Street
St. Peter Port
Guernsey GY1 4JG

SECTION 5

INFORMATION ON THE COMPANY AND THE SHARE FOR UNIT EXCHANGE

INTRODUCTION

Clipstone Logistics REIT plc (the “**Company**”) is a closed-ended investment company, incorporated on 19 May 2014 in England and Wales with an indefinite life (subject as provided in the summary of the Articles in paragraph 4 of section 9) and registered as an investment company under section 833 of the Act. The Company has been established for the purpose of delivering income and capital returns to Shareholders through investment in good quality UK industrial property. The Investment Policy concentrates on the industrial property market in the South of the UK.

Application will be made for the New Shares to be issued pursuant to this Listing Document to be admitted to the Official List of The International Stock Exchange.

The Company and the Group are subject to the conditions of the REIT Regime.

BACKGROUND AND REASONS FOR THE SHARE FOR UNIT EXCHANGE

The Company is proposing to issue 63,355,339 Ordinary Shares under the Issue as consideration for the acquisition of Clipstone Industrial Unit Trust. There are 47,326,092 units in the Unit Trust being all the units in existence on or around 31 January 2019 when the Sale and Purchase Agreement is expected to be signed, giving an exchange ratio of 1.3387 (to the nearest four decimal places) New Shares per unit. Between the signing and completion of the Sale and Purchase Agreement, Clipstone IX Limited, a wholly owned subsidiary of the Company, will subscribe for £50,000 of units in the Unit Trust.

As well as acting for the Company, Clipstone Capital acts as alternative investment fund manager, and Clipstone Investment Management as property manager, to the Unit Trust, which targets the South of England industrial property sector.

At the date of this document, the Unit Trust has a portfolio of 33 industrial properties.

For the nine months ended 31 December 2018, the Unit Trust recorded profits of £12,346,679 before distributions and £9,487,570 net of distributions. This included increases in the fair value of investment properties of £8,507,672 measured on the basis described in Financial Reporting Standard 102 (“**FRS 102**”).

For the 12 months ended 5 April 2018, the Unit Trust recorded profits of £14,204,720 before distributions and £10,432,343 net of distributions. This included increases in the fair value of investment properties of £8,753,100 measured on an FRS 102 basis.

The Board proposes to amalgamate the Company and the Unit Trust through the Share for Unit Exchange in order to create one larger, more diversified fund focusing on South of England industrial properties.

The combined fund would own a diversified portfolio of 37 industrial properties on completion of the Share for Unit Exchange and it is expected that the combination would fulfil the Board’s aim to reduce risk by improving diversification, by increasing the Company’s exposure to the London and

South East industrial property sector, and by deleveraging arising from the combination and the sale by the Company in December 2018 of five distribution warehouses, on the following basis:

	Pre-Combination including the five distribution warehouses	Anticipated Immediately Post-Combination*
Diversification	Largest tenant is 19.6% of total rent.	Largest tenant is 4.0% of total rent.
Number of Tenants	30	217
London and South East Weighting	37.2%	96.4%
Loan to Value ratio	38.4%	16.2%

** Based on estimates by Clipstone Investment Management.*

It is anticipated that the loan to value ratio ("LTV") of the combined fund will start at 16.2%. Despite the reduction in LTV from 38.4% to 16.2%, with effect from completion of the combination the Company's target dividend rate is anticipated to increase to 6p per share¹. This low LTV should allow the Company the flexibility to acquire new properties should opportunities arise (and any such new property acquisitions may lead to further increases in the dividend rate).

The Acquisition provides Shareholders with enhanced exposure to London and South East multi-let industrial property, a sector where there is a supply and demand imbalance in favour of property owners and that is considered by industry experts to offer the strongest rental growth prospects of all mainstream property sectors (see the rental information graphs included on pages 31 and 32 below). Moreover, it is a sector that Clipstone considers may perform better than other mainstream commercial property sectors should the property market deteriorate.

The enlarged portfolio of the Group will offer greater asset management potential because there will be a larger pool of multi-let industrial units.

The enlarged Group would benefit from economies of scale (as certain running costs are fixed), leading to improved performance.

It is proposed that the combination would be implemented by way of an acquisition of the Unit Trust by the Company. The Unit Trust Sellers would undertake a Share for Unit Exchange with the Company, so that all existing Unitholders would become shareholders in the Company, holding 53.6 per cent. of the Company.

The price at which the Shares and Units would be exchanged would be based on the net asset values ("NAV") of the Unit Trust and the Company at 31 December 2018. This would be given effect as described in more detail on pages 35 to 36 below. All Unitholders would receive the same value per unit in the Unit Trust.

A larger shareholder base of the Company as a result of the Acquisition should mean improved potential liquidity for Shareholders and future investors in the Company.

¹ This is an unaudited short-term estimate and is subject to a number of variables. There can be no guarantee that this estimate will be met nor that any dividends will be paid at all. This is not a profit forecast.

On 21 December 2018 the Company completed the sale of five distribution warehouses for an aggregate consideration of £85.42 million. On the same day the Company re-purchased 3,685,685 Ordinary Shares for a total consideration of £5 million (at a price of £1.3566 per Ordinary Share) pursuant to the share buy-back approved by Shareholders at the EGM held on 7 December 2018. On 3 January 2019 the Company repaid £16.5m of its Existing Debt Arrangements.

After the Company has acquired all of the Units under the Share for Unit Exchange, the Company intends to use approximately £62 million of the proceeds from the sale of the five distribution warehouses to subscribe for additional Units. The Unit Trust will use the proceeds of that subscription to pay down all the Unit Trust's debt and other liabilities (at which point the Group will own 100% of the Unit Trust, and its 33 properties, uncharged). The balance of the proceeds of the sale of the warehouses will be utilised to settle certain costs and liabilities associated with the proposed amalgamation.

The Board expects that, in due course, the Unit Trust would be wound up and its 33 properties distributed to the Company or a wholly owned subsidiary of the Company. The ongoing costs of operating the Unit Trust would be eliminated from that point onwards.

INVESTMENT POLICY

Subject to approval by Shareholders at the Extraordinary General Meeting of the Company convened for 30 January 2019 (absent which New Shares will not be issued given the inter-conditional of certain of the resolutions to be voted on at the meeting), the Company's Investment Policy is as follows. The Investment Policy comprises an Investment Objective and Investment Criteria.

For the three years following the publication of this Listing Document, the Company will not materially change its Investment Objective or Investment Criteria, unless such change is approved by Ordinary Resolution.

Investment Objective

The Company's Investment Objective is to generate income and capital returns for Shareholders by investing in a balanced portfolio of good quality industrial property across the South and South East of the UK.

Investment Criteria

The Company targets industrial properties that comply with the following investment criteria.

Location

Properties must be located within the shaded areas of the map overleaf. Where this document refers to the South of England, it should be treated as referring to the dark shaded area on the map overleaf.



Build Quality and Tenant Demand

Within the above locations, properties will be sought that show good tenant demand and are not hampered by an over-supply of similar product in the local market. The Property Manager will look for estates that are busy and have good letting histories, and/or have been poorly managed and therefore offer the potential for value enhancement.

Modern properties of good build quality will be sought. Generally, this will mean estates that were developed after 1980, although older estates will be considered in or around the M25 or Western Corridor (that is, the area West of London along the M4 and M40 motorways) or where an estate has been adequately refurbished or has the potential for refurbishment.

Properties with problems that cannot be resolved through asset management shall be avoided (for example, inadequate eaves height, inadequate yards, material structural problems or high-risk environmental issues).

Single let or multi-let properties may be acquired.

Investment Restrictions

The Company will aim to ensure that the Investment Portfolio will be diversified as follows:

- no more than 15% of the value of the Investment Portfolio shall be invested in a single property;
- no more than 10% of the aggregate rental income shall come from a single tenant; and

- no more than 10% of the Investment Portfolio may consist of property where income in respect of such portion of the Investment Portfolio is dependent on the successful completion of redevelopment or refurbishment work.

The AIFM will check compliance with the above requirements on the acquisition or sale of any property and on a quarterly basis.

The above restrictions will not apply (i) during any period that the Company is selling assets with a view to returning capital to Shareholders; or (ii) where a breach is caused by a successful asset management project increasing rent from and / or value of a property.

INVESTMENT OPPORTUNITY

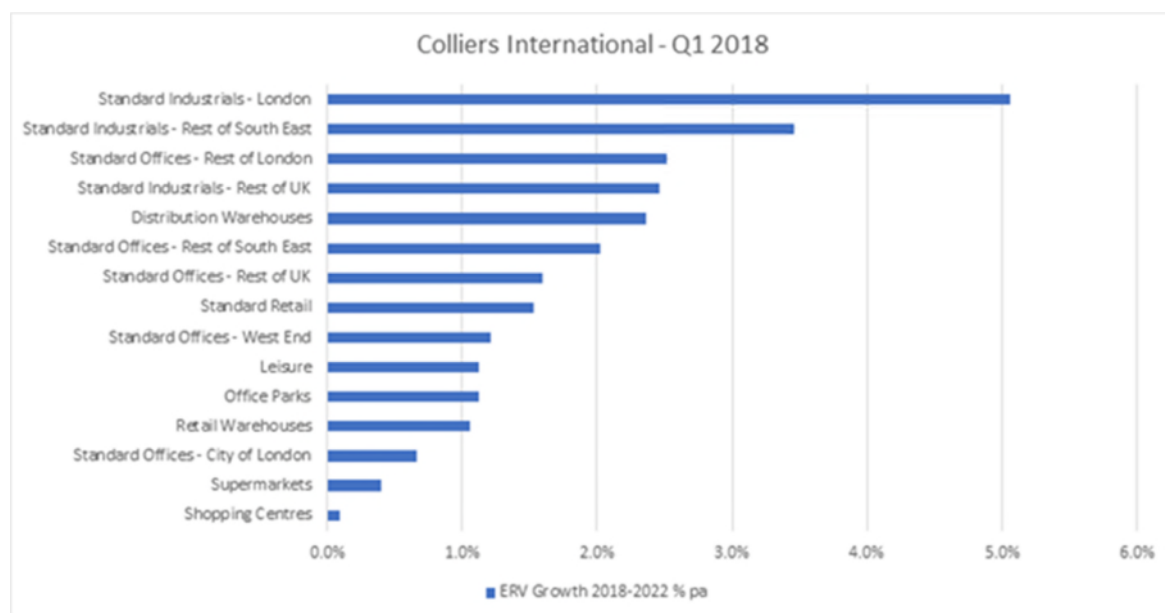
The Directors believe the Company has several competitive opportunities over other real estate funds for the reasons set out below.

Exposure to London and South East Industrial Market

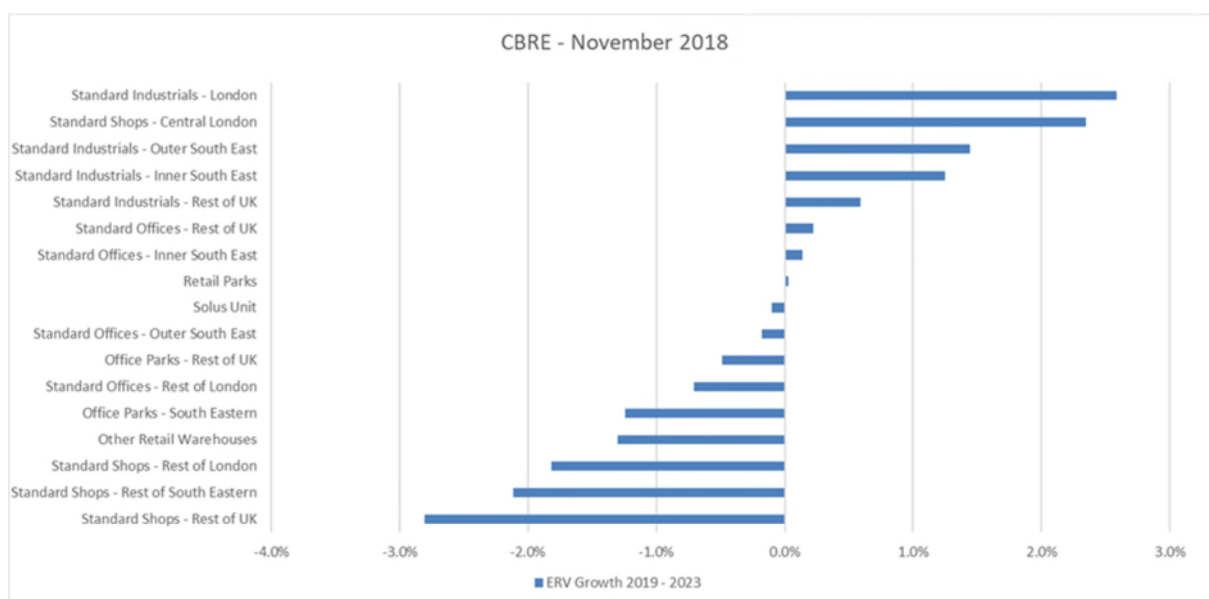
The Company's portfolio consists solely of industrial properties located in the South of the UK. 96% (by value) are located in the South East and 44% in the London and M25 region.

Potential for Growth

As shown by the below graphs, London and South East industrial property is widely expected to generate stronger rental growth than other sectors due to the supply and demand imbalance described above.



Colliers International: projected annual ERV growth/decline as at Q1 2018



CBRE: projected annual ERV growth/decline as at November 2018

The Property Manager considers the existing portfolio of 37 properties to be reversionary (i.e. the ERV estimated by the valuer is higher than the passing rent). The current passing rent of the 37 properties is £7.48 per square foot, whereas the ERV as at the 31 December 2018 valuation was £8.31 per square foot.

Property Sector with Asset Management Potential

Multi-let industrial property offers a motivated and experienced manager the opportunity to enhance value. This can be achieved through refurbishment, improving signage, letting vacant space, negotiating lease extensions, removing tenant breaks, attracting better quality tenants, repositioning an estate from standard industrial to trade counter (or other changes to higher value uses) and by increasing rents (either at rent review or by letting space at higher rents).

Refurbishment of multi-let industrial property can be undertaken with significantly lower capital expenditure outlay than for refurbishment of offices. The returns from such capital expenditure can be proportionately higher. Examples of refurbishment projects undertaken by Clipstone are shown on Clipstone's website (<http://www.clipstone.co.uk/case-studies/>).

Good Quality Existing Portfolio

An investment in the Company will provide an investor with immediate exposure to a good quality portfolio of London and South East industrial properties, generating a good income return and potential for growth. All Properties have been carefully selected by the Property Manager.

The Existing Properties are subject to continuing asset management initiatives that are anticipated to generate further income and capital growth for Shareholders. Examples of past and continuing asset management projects of the Company are shown on Clipstone's website.

Specialist Management Team with a Strong Track Record

The Property Manager is a specialist industrial fund manager with a strong track record. The Property Manager's track record is set out on the Clipstone website (see:

<http://www.clipstone.co.uk/track-record/>). The historic performance of the Company and the Unit Trust (net of all fees) are set out below.

Total Returns	Clipstone Industrial Unit Trust	Clipstone Logistics REIT plc
12 months to 31 December 2014	24.0%	N/A
12 months to 31 December 2015	24.7%	22.2%
12 months to 31 December 2016	11.2%	5.5%
12 months to 31 December 2017	16.8%	11.8%
12 months to 31 December 2018	19.5%	13.9%

The Property Manager's management have invested materially in the Company (on the same terms as all other investors) and will own approximately 15% of the Company at Admission.

Diversification

The diversification of the properties held by the Company is good. At Admission the Company will own 37 properties with 217 tenants. The largest tenant will account for only 4.0% of total rental income and only 3 tenants account for more than 2.5% of rents.

DIVIDEND POLICY

On the basis of market conditions as at the date of this Listing Document the Company will target an annualised dividend payable quarterly of six pence per Ordinary Share in respect of each financial year (4.4 per cent. based on the price of an Ordinary Share of £1.3670 as at 31 December 2018)². The next interim dividend after Admission is expected to be declared in or around late April 2019.

The Company has the ability, subject to approval by Ordinary Resolution, to offer Shareholders the right to elect to receive further Shares, credited as fully paid, instead of cash in respect of all or any part of any dividend (a scrip dividend).

The Directors believe that the ability for Shareholders to elect to receive future dividends from the Company wholly or partly in the form of new Shares in the Company rather than cash is likely to benefit both the Company and certain Shareholders. The Company will benefit from the ability to retain cash which would otherwise be paid as dividends. To the extent that a scrip dividend alternative is offered in respect of any future dividend, Shareholders will be able to increase their Shareholdings without incurring dealing costs. The decision whether to offer such a scrip dividend alternative in respect of any dividend will be made by the Directors at the time the relevant dividend is declared and must be authorised by an Ordinary Resolution of the Company.

The Company is required to meet a minimum distribution test for each accounting period that it is a REIT. This minimum distribution test requires the Company to distribute a minimum of 90 per cent. of the Group's UK income profits in respect of its Qualifying Property Rental Business for each accounting period (to be paid by the filing date for that accounting period), as adjusted for

² These figures are targets only and not a profit forecast. There can be no assurance that the targets can or will be met and they should not be taken as an indication of the Company's expected or actual future results. Accordingly, potential investors should not place any reliance on these targets in deciding whether or not to invest in the Company or assume that the Company will make any distributions at all and should decide for themselves whether or not the target dividend yield is reasonable or achievable.

tax purposes. The Company is also required to distribute all of the Group's UK profits arising in the period as are UK REIT investment profits (to be paid by the filing date for that accounting period). Further details of the tax treatment of an investment in the Company are set out in Section 11 of this Listing Document.

CAPITAL STRUCTURE

Share capital

At the date of this Listing Document the share capital of the Company consists of Ordinary Shares only. The New Shares will be in registered form and may be held in certificated form only. At any general meeting each Shareholder has on a show of hands one vote and on a poll one vote in respect of each Ordinary Share held.

Duration and continuation vote

As the Company is a long-term investment vehicle it does not have a fixed life. However, under the Articles, at the Company's fifth Annual General Meeting, expected to be held in Autumn 2019, an Ordinary Resolution proposing that the Company should continue in its current form for a further two years is due to be put to the Shareholders. That said, at the Extraordinary General Meeting of the Company convened for 30 January 2019, a Special Resolution will be proposed that, if passed, will change the Articles to move the date of this first continuation resolution from the Company's fifth to its fifteenth Annual General Meeting.

If at the fifth (or, if the Articles are amended as referred to above, fifteenth) Annual General Meeting the continuation resolution is not passed, the Directors must convene a further General Meeting to be held within four months of the date on which the Ordinary Resolution was not passed in order to consider proposals to wind up or otherwise reconstruct the Company. If the resolution to continue the Company is passed, the Directors will convene a General Meeting to be held at or around the end of that two year extension period to consider proposals to wind up the Company.

FURTHER ISSUES OF ORDINARY SHARES

Pursuant to a Special Resolution of the Company on 12 December 2014, the Board has been granted authority to allot, and pre-emption rights have been disapplied, for a period of five years commencing on the date on which the resolution was passed, in respect of Ordinary Shares with a maximum aggregate nominal capital of £2 million. Any issue under this authority must be at an issue price that is no lower than the Net Asset Value per Ordinary Share.

The issue of New Shares under the Share for Unit Exchange will be made from the authority to allot referred to above. The issue of New Shares under the Share for Unit Exchange is not subject to pre-emption rights owing to the fact that the New Shares will not be issued for cash, but for non-cash assets in the form of the Units

Further issues of Ordinary Shares will be made entirely at the Directors' discretion, provided that Ordinary Shares will only be issued at prices that equal, or represent a premium to, the prevailing Net Asset Value per Ordinary Share.

The proceeds from the issue of further Ordinary Shares will be used in accordance with the Company's Investment Objective and Investment Policy, as described above.

THE ISSUE AND THE NEW SHARES

The Issue comprises the issue of the New Shares to Unit Trust Sellers as consideration for the sale by them of Sale Units to the Company to effect the Shares for Unit Exchange under the Sale and Purchase Agreement.

Details of the background to, reasons for and intended effects of the Company's acquisition of the Unit Trust (under the Sale and Purchase Agreement) are set out above and in the Shareholder Circular of the Company dated 17 December 2018, a copy of which forms Appendix 2 to this Listing Document.

The price at which the Shares and units are to be exchanged is based on the NAV of the Unit Trust and the Company as at 31 December 2018. This is given effect as follows:

- Under the UK Companies Act 2006, non-cash consideration for an issue of Shares must be independently valued by a valuer meeting qualification and independence requirements under the Act and the valuer must issue a report on their valuation setting out certain prescribed information. The valuation must be carried out within the six months prior to the issue of the Shares that comprise the consideration for the non-cash asset (i.e. the units in the Unit Trust). The valuation report must be given to the allottees of the Shares (i.e. the Unitholders) and in due course filed by the Company with the Registrar of Companies (the "**Companies Act Valuation**").
- In addition, in order for the Shares that would be issued to Unitholders to be admitted to listing by the Exchange, the Company is required to issue this Listing Document, meeting the requirements of the Listing Rules. These require, among other things, the inclusion in the Listing Document of a valuation report on the Company's interests in land and buildings prepared by an independent qualified valuer on the basis of the value of such interests as at a date no more than six months before the date of issue of the Shares that are to be issued (the "**TISE Listing Rules Valuation**").
- The Board has appointed Kingston Smith LLP to provide the Companies Act Valuation and the Valuer to provide the TISE Listing Rules Valuation in each case as at 31 December 2018 – see further the Valuation Reports below.

The consideration due to Unitholders is the issue of such number of Shares as provides Unit Trust Sellers with the same percentage of all Ordinary Shares in issue (immediately after the issue of the New Shares to Unit Trust Sellers) as the percentage that the valuation set out in the Companies Act Valuation represents of the valuation derived from the TISE Listing Rules Valuation. The consideration due to each individual Unitholder is proportional to its holding of units in the Unit Trust.

The ratio of exchange of units in the Unit Trust for Shares derived from these valuations (the "**Exchange Ratio**") is not subject to any adjustment (i) in respect of any component of the profits, losses, assets, liabilities and state of affairs of the Company or the Unit Trust in respect of any event occurred, or change in circumstance, in any period to the extent following 31 December 2018 or (ii) otherwise save as follows.

If, prior to completion of the Acquisition, for any reason there is a change in the Company's share capital or the rights and benefits attaching to Shares or the number of and/or rights and benefits attaching to units in the Unit Trust, or any distribution to Shareholders or Unit Trust Sellers (other than (i) a planned distribution to Unitholders in respect of the period up to 31 December 2018 of

£973,353 in total, to be distributed to Unit Trust Sellers according to their proportionate entitlements and (ii) an interim dividend declared by the Company on 17 December 2018 of 1.25 pence per ordinary share payable on or around 30 January 2019 to Shareholders on the register on 25 January 2019), then the ratio of exchange will be appropriately adjusted. The Board does not expect these adjustments to be triggered and the adjustment mechanism is for the protection of the relative rights of Shareholders and Unit Trust Sellers in the unlikely event that any of the adjustment events occurs.

Given Clipstone's knowledge of the Unit Trust and its properties and the assurance that the Company can take from the valuations described above, the warranties of the Unitholders in relation to the Unit Trust are limited to warranties as to their capacity to enter into the sale transaction and their title to the units they respectively sell, free of any security interests, plus customary warranties as to the basis on which they acquire New Shares.

No commission is payable by the Company to Unit Trust Sellers in connection with the Issue. The New Shares will be issued credited as paid at a price of 136.70 pence per Ordinary Share (credited 1 penny as to share capital and 135.70 pence to share premium), recognising the value of the Sale Units to be £86,523,211 in accordance with the Valuation Report.

Dealings in the Ordinary Shares issued pursuant to the Issue will not be permitted prior to Admission.

HMRC have provided clearance in relation to the Share for Unit Exchange that certain anti-avoidance provisions should not prevent the application of roll-over relief. Where a UK resident Unit Trust Seller acquires New Shares pursuant to the Share for Unit Exchange, any gain on the sale of their Sale Units should be rolled-over into the New Shares such that no capital gains tax or corporation tax on chargeable gains should arise in respect of the Share for Unit Exchange.

LISTING, DEALING AND SETTLEMENT

It is expected that the New Shares allotted pursuant to the Issue will be issued on 31 January 2019 and that application will have been made to the Exchange for such Ordinary Shares to be admitted to the Official List of the Exchange. It is expected that Admission will occur on 31 January 2019.

Ordinary Shares will be issued in registered form and may be held in certificated form only.

It is expected that definitive certificates in respect of the New Shares will, where requested or required by law, be despatched during the week commencing 4 February 2019. Temporary documents of title will not be issued. Pending despatch of such certificates, transfers will be certified against the Company's register of members.

The Ordinary Shares will not be capable of electronic settlement via CREST.

TRANSFERS

The Ordinary Shares will be freely transferable.

The Company has appointed Ravenscroft to act as a market maker in respect of the Ordinary Shares. Ravenscroft is responsible for corporate broking services consisting of making a market in the Company's securities on the Official List, acting in accordance with the obligations normally and ordinarily assumed by market makers and acting in accordance with the Exchange's Membership Rules for and on behalf of the Company. However, the Company is not able to guarantee that at any particular time Ravenscroft will be willing to make a market in the Ordinary

Shares, nor does it guarantee the price at which a market may be made in the Ordinary Shares. Accordingly, the dealing price of the Ordinary Shares may not reflect changes in their Net Asset Value. The Net Asset Value and the trading price of Ordinary Shares will be published via the Exchange's website, <http://www.tisegroup.com>.

Shareholders who wish to transfer their Ordinary Shares should contact either Ravenscroft or the company secretary (Clipstone Investment Management), who will arrange for registration of the transfer.

The Issue cannot be revoked after dealings have commenced. Any dealing in Ordinary Shares in advance of the issue of share certificates will be at the risk of the person concerned.

ISAs

The Ordinary Shares will be a qualifying investment for the stocks and shares component of an ISA, provided they are acquired by an ISA plan manager. The opportunity to invest in Ordinary Shares through an ISA is restricted to certain UK resident individuals aged 18 or over and subject to applicable annual subscription limits.

Any person wishing to acquire Ordinary Shares after the Placing through any ISA account should contact their ISA manager as soon as possible.

From 6 April 2018, the ISA subscription limit is £20,000 for the year ending 5 April 2019.

SIPPs/SSAS

Ordinary Shares may be eligible for inclusion in a Self-Invested Personal Pension ("**SIPP**") or a Small Self-Administered Scheme ("**SSAS**"), subject to the trustees/investment managers of the relevant SIPP or SASS having firstly satisfied themselves that the proposed investment falls within the permitted investment/non-taxable property rules that apply to UK registered SIPPs and SSASs.

OFFSHORE BONDS

While it is not expected that Ordinary Shares will be eligible for inclusion in offshore bonds, prospective investors should contact their investment manager, financial adviser and/or tax adviser if they wish to hold Ordinary Shares in this manner.

THE VALUATION REPORT

Part A of Appendix 3 contains a valuation report prepared for the Company by the Valuer (this is the TISE Listing Rules Valuation as referred to above and covers both the Existing Properties and the Unit Trust Properties). No material changes have occurred since the date of valuation as set out in the Valuation Report.

The Companies Act Valuation referred to above is included at Part B of Appendix 3. The value attributed to the Unit Trust in this report takes into account the value attributed to the Unit Trust Properties in the Valuation Report.

The Valuer is a limited liability partnership and was incorporated in England and Wales under the Limited Liability Partnerships Act 2000 with registered number OC391629 on 4 March 2014. The Valuer's registered office and principal place of business is set out on page 25 of this Listing Document. Its telephone number is 020 7935 4499. The Valuer offers services in full compliance with the Royal Institution of Chartered Surveyors (RICS) Valuation Standards or equivalent local standards where required.

The Valuer has given and not withdrawn its written consent to the issue of this Listing Document and the inclusion herein of its name and the references to it in the form and context in which they appear.

MONEY LAUNDERING

Pursuant to anti-money laundering laws and regulations with which the Company must comply in the UK, the Company, its agents, and the AIFM may require evidence in connection with any application for Ordinary Shares including pursuant to the Sale and Purchase Agreement, including further identification of the applicant(s) before any Ordinary Shares are issued.

The Company, its agents, and the AIFM reserve the right to request such information as is necessary to verify the identity of the prospective Shareholder and (if any) the underlying prospective beneficial owner of the Ordinary Shares. In the event of delay or failure by the prospective Shareholder to produce any information required for verification purposes, the Directors, in consultation with Clipstone, may refuse to accept a subscription for Ordinary Shares.

SUBSCRIBER WARRANTIES

Each person issued any New Shares in the Issue is deemed under the Sale and Purchase Agreement to have represented, warranted, acknowledged and agreed to the representations, warranties, acknowledgments and agreements set out in Appendix 1 to this Listing Document. Each subsequent investor in any of the New Shares is also deemed represent, warrant, acknowledge and agree to the representations, warranties, acknowledgments and agreements set out in Appendix 1 to this Listing Document

The Company, the AIFM, the Sponsor, and their respective directors, officers, agents, employees, advisers and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgments and agreements.

If any of the representations, warranties, acknowledgments or agreements made by the investor are no longer accurate or have not been complied with, the investor must immediately notify the Company.

GROUP STRUCTURE

Structure diagrams for the Group as at 20 December 2018 (being the date immediately before the disposal of the five warehouses) and on Admission are set out at part 1 and 2 of Appendix 4 below.

After Admission, the Group plans to wind up the Unit Trust and other subsidiaries in order to simplify the corporate structure. After such windings up, the Group structure will be as set out at part 3 of Appendix 4.

SECTION 6

INFORMATION ON THE COMPANY'S PROPERTY PORTFOLIO

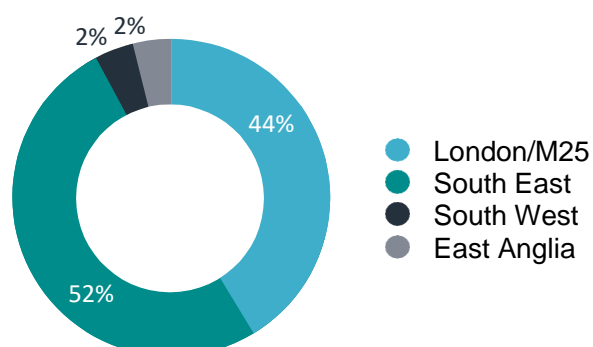
Location of the Properties

The information set out below relates to the 37 properties (the “**Properties**”) anticipated to be owned by the Group on 31 January 2019.

The Properties are located as shown in the below map.



Portfolio Valuation by Location



Summary Detail on the Properties

The following information related to the Properties as at 31 December 2018.

Number of Properties	37
Aggregate Value	£197.9 million
Portfolio Net Initial Yield	5.36%
Portfolio Equivalent Yield	5.69%
Portfolio Reversionary Yield	5.82%
Total Passing Rent	£11.1 million per annum
Total Headline Rent	£11.6 million per annum
Passing Rent	£7.48 per square foot
ERV	£8.31 per square foot
Number of Units	253
Number of Tenants	217
Exposure to Largest Tenant (shown as a percentage of total rent)	4.0%
Vacancy Rate (by area)	3.1%
Vacancy rate if units under offer complete	1.2%

SECTION 7

THE UK INDUSTRIAL PROPERTY MARKET

RESPONSIBILITY

Clipstone Investment Management accepts responsibility for the information within this Section 7 only and declares that it has taken all reasonable care to ensure that the information contained in this Section 7 is, to the best of its knowledge, in accordance with the facts and contains no omissions likely to affect its import. Clipstone Investment Management has consented to the inclusion of the contents of this Section 7 in this Listing Document in the form and context in which it is included.

London and South East Industrial Property Market

The Directors and Clipstone Investment Management believe that the South of England industrial property market has a number of advantages over other real estate sectors.

As shown by the graphs on pages 31 and 32 (in the paragraph headed "The Investment Opportunity"), industry experts expect London and South East Industrial property to generate stronger rental growth than other sectors owing to supply and demand imbalances in favour of property owners.

There is currently an occupational supply and demand imbalance within the locations targeted by the Company, partly due to the reduction of industrial space through conversion to higher value uses, and partly due to a lack of development of new properties.

a) Reduction of Supply

Over the last 30 years, industrial property in and around London and the South East has diminished as industrial land has been converted to higher value uses such as residential, leisure and retail (for example, major construction projects such as Westfield, Wembley, Vauxhall, Crossrail and the London Olympics involved the redevelopment of industrial land). Research by the Office for National Statistics has shown that industrial space around London reduced by approximately 45% between 1984 and 2012. This trend is expected to continue. In the London Industrial Land Supply and Economy Study prepared for the Greater London Authority in 2015, AECOM estimated, based on current supply reduction levels, industrial space in London may reduce by a further 33% between 2015 and 2041. The reduction of industrial land displaces tenants creating higher demand for the remaining industrial space.

b) Lack of Development

There has been limited development of multi-let industrials in the South East since 2010 due to the ongoing economic uncertainties and a lack of affordable land for development. Where land and funding are available for development it tends to go to higher value uses (such as residential, retail or office). Where developers build industrial, they currently prefer larger, single let units, which are more cost-efficient to build and require only one tenant, as opposed to several tenants for a multi-let scheme. In addition, pre-lets in the multi-let sector are difficult.

This reduction in industrial space and lack of development is generating an occupational supply and demand imbalance in favour of property owners in the locations targeted by the new Investment Policy. This is evidenced by the Company's void rate. At Admission, the Company is expected to own 37 properties with 253 units, of which seven are vacant at the date of this document (four of these vacant units are currently under offer to prospective tenants, although two of the four are under offer subject to completion of certain redevelopment works). This will represent a void rate of 3.1% (by floor area), dropping to 1.2% should letting of the units under offer complete.

If the UK economy improves, demand from existing and prospective tenants should increase at a time of low supply. The Property Manager believes that demand will be most prevalent around London and the South East, where the economic environment is strongest and where the supply of land is tightest. The Property Manager also believes that demand may be enhanced by increases in online retailing and general population growth.

SECTION 8

DIRECTORS, MANAGEMENT AND ADMINISTRATION OF THE COMPANY

DIRECTORS

The Board comprises four Directors, two of whom are also independent of Clipstone Capital and Clipstone Investment Management. The Directors are responsible for managing the Company's business in accordance with its Articles and Investment Policy and have overall responsibility for the Company's activities, including its investment activities and reviewing the performance of the Company's portfolio.

To ensure that the Board remains quorate in respect of matters in connection with the Acquisition, Richard Demarchi was appointed by the Board as an additional director in accordance with Article 91 before the Board approved the proposal to Shareholders for the Company to enter into the agreement to make the Acquisition. Richard is expected to serve until completion of the Acquisition. If he is in place when the Company's next annual general meeting occurs, his continuing appointment will need to be approved by Shareholders.

The Directors may delegate certain functions to other parties such as the AIFM, the Property Manager and the company secretary. In particular, the Directors have delegated responsibility for the Company's risk and portfolio management to Clipstone Capital as the Company's AIFM on the terms of the AIFM Agreement. Clipstone Investment Management has been appointed by the Company and the AIFM to provide property management advice to the Company and to the AIFM in respect of the Company on the terms of the Property Management Agreement. The Directors have responsibility for exercising overall control and supervision of the activities of the AIFM and the Property Manager.

The Directors are as follows:

Nicholas Lyons (*Chairman and Independent Director*)

Nicholas previously held the position of Managing Director of Lehman Brothers in London where he was head of the European Financial Institutions group.

Nicholas is currently non-executive Chairman of Phoenix Group Holdings plc and a non-executive director of The British United Provident Association Limited (BUPA). Former non-executive directorships include Chairman of Miller Insurance Services LLP, Chairman of Longbow Capital LLP, Catlin Group Limited, Friends Life Group plc, Pension Insurance Corporation plc and Temple Bar Investment Trust plc.

Karl Sternberg (*Independent Director*)

Karl served as the Chief Investment Officer at Deutsche Asset Management, and this included its UK and Australian property investment divisions.

Karl is currently a non-executive director of Jupiter Fund Management plc, RailPen Investments (the asset manager of the Railways Pension Scheme) and four listed investment trusts. He is a Student (Fellow) of Christ Church and Chairman of its Investment Committee. Formerly Karl was

a non-executive Director of Friends Life Group plc and Chairman of the Board Investment Committee.

Toby Dean (*Director*)

Toby is the Chief Executive of Clipstone Investment Management, the Property Manager, and a director of Clipstone Capital.

After completing an MA in History at Edinburgh University, Toby was employed as a trainee solicitor at SJ Berwin LLP in 1997 and in 1999 he qualified as a solicitor. From 1999 to 2008 Toby worked for SJ Berwin's corporate department, specialising in corporate real estate. At SJ Berwin Toby advised a number of the UK's leading real estate companies and funds on transactions ranging from fund formation, fundraisings, IPOs, public and private takeovers and general M&A work (including property acquisitions).

In October 2008 Toby left SJ Berwin and formed Clipstone Investment Management, where he has been responsible for all aspects of Clipstone Investment Management's 65 property acquisitions.

Richard Demarchi

Prior to joining Clipstone Richard was a finance manager at TH Real Estate. TH Real Estate is one of the world's largest property investment firms with c.\$96.3 billion of real estate assets under management.

After graduating from Cambridge University, Richard qualified as a chartered accountant in 2012 with Kingston Smith LLP. Following a year working in practice in Australia at Hill Rogers, he joined Henderson as assistant finance manager on the UK balanced property funds desk.

The Henderson property business was taken over by TIAA, a Fortune 100 financial services organisation, in April 2014. Richard became finance manager as part of the newly formed TH Real Estate, responsible for the financial and accounting aspects of the business's open-ended UK.

Richard became Clipstone's Finance Director in March 2017 and became a director of the Company on 14 December 2018. Richard is expected to serve until completion of the Acquisition. If he is in place when the Company's next annual general meeting occurs, his continuing appointment will need to be approved by Shareholders.

THE AIFM AND THE PROPERTY MANAGER

The AIFM

The Company has appointed Clipstone Capital as the AIFM of the Company pursuant to an agreement dated 28 November 2014 (the "**AIFM Agreement**"). Its appointment will continue unless it is terminated on three months' written notice.

Clipstone Capital is a wholly owned subsidiary of Clipstone Investment Management Limited and was incorporated on 2 April 2014, with number 8974700, in England & Wales under the Act as a company whose liability is limited by shares. Its address is shown in the section of this Listing Document entitled "Directors, Management and Advisers" on page 25 and its telephone number is 020 7043 0270.

Further details of the AIFM Agreement are set out in paragraph 8.5 of Section 9 of this Listing Document.

The Property Manager

The Company has also appointed Clipstone Investment Management as property manager for the Company pursuant to a property management agreement dated 15 December 2014 (the “**Property Management Agreement**”). Under the Property Management Agreement, Clipstone Investment Management has agreed to provide property management services and advice to the Company and the AIFM, such as locating, evaluating and negotiating investment opportunities in property for the Group, subject to the overall control and supervision of the Directors. As the AIFM is responsible for the Company’s risk and portfolio management the AIFM will make investment and divestment decisions in respect of the Company’s investment portfolio with the benefit of the Property Manager’s property advice. Clipstone Investment Management is not authorised by the FCA to carry on regulated activities. The members of the Company’s Group adhere to the Property Management Agreement.

Clipstone Investment Management was incorporated on 18 April 2008 in England & Wales with number 6570563 under the Act as a company whose liability is limited by shares. Its address is 45 Albemarle Street, London W1S 4JL and its telephone number is 020 7043 0270.

Further details of the Property Management Agreement are set out in paragraph 8.6 of Section 9 of this Listing Document.

Key Clipstone Personnel

The key members of the property investment team at Clipstone Investment Management are as follows:

Toby Dean, Chief Executive

Toby’s biography is included above on page 44.

Richard Demarchi, Finance Director

Richard’s biography is included above on page 44.

Marc Cowley, Investment Director

After qualifying as a chartered surveyor at Knight Frank, Marc joined CBRE Global Investors (“**CBREGI**”) in 2006 as a fund manager. CBREGI are one of the world’s largest real estate fund management houses with \$105 billion in assets under management and are one of the most active fund management houses in the UK industrial sector.

At CBREGI Marc was responsible for buying, managing and selling industrial real estate for a variety of institutional clients and pension funds, including Heinz, Sun Alliance, Civil Aviation Authority, The Electricity Supply Pension Scheme and TRW. Marc was also heavily involved in the running of a series of closed ended pooled funds where the key investors included CalPers and CalSters. Marc joined Clipstone Investment Management in 2013, and has sourced and acquired in excess of 40 properties and overseen the sale of 11 properties.

Marc is a Member of the Royal Institution of Chartered Surveyors.

Andrew Windle, *Fund Manager*

Prior to joining Clipstone Andrew spent eight years in the Industrial and Logistics team at M&G Real Estate. M&G Real Estate is the property arm of M&G, one of the world's largest fund management firms with assets under management of over £286 billion. M&G Real Estate is one of the world's largest property investors, with £31.7 billion of property assets under management.

At M&G Real Estate Andrew was a senior Investment Manager in the Industrial and Logistics team. He was directly responsible for managing over £2.3 billion of industrial assets for a number of M&G funds, including The M&G Property Portfolio, The M&G UK Property Fund and certain Prudential mandates. Andrew's principal role was sourcing, managing and disposing of industrial property, as well as leading on a number of development funding deals.

Andrew is a Member of the Royal Institution of Chartered Surveyors.

Paul Priestley, *Head of Asset Management*

Paul is Head of Asset Management at Clipstone. Paul has 21 years' experience in real estate, including asset management, leasing, development, refurbishment and dilapidations. For the last 15 years he has specialised in industrial property. Prior to joining Clipstone, Paul spent nine years at SEGRO plc where he worked across the London and Heathrow portfolio. SEGRO is a FTSE 100 listed real estate investment trust (REIT), specialising in industrial property with a particular focus on the South East and Midlands. It is one of the UK's largest industrial landlords, with £8 billion of industrial assets under management.

Prior to joining SEGRO, Paul spent five years at Brixton plc, the FTSE listed industrial property REIT that specialised in South East industrials. Brixton was acquired by SEGRO in 2009.

Paul is a Member of the Royal Institution of Chartered Surveyors.

Bill Arnold, *Finance Manager*

Bill qualified as a chartered accountant in 1979. Following eleven years with an independent practice, he joined Merivale Moore plc as Financial Accountant in January 1987 and assisted with the assimilation and integration of Municipal Properties PLC. Bill was appointed Company Secretary of Merivale Moore in November 1987 and in October 1996 was appointed Finance Director, responsible for all financial and management accounting, budgets, forecasts and arranging finance. He has extensive experience of the legal and regulatory aspects of running a public company. In 2001 he implemented the takeover of Dunsterville Allen plc and in 2003 oversaw the privatisation of Merivale Moore. Bill then set up his own property company before joining Clipstone in February 2009.

Andrew Hynard, *Non-executive Chairman of Advisory Board*

Andrew Hynard chairs the advisory board of Clipstone Investment Management. Andrew started his property career in 1981 with Edward Erdman where he qualified as a Chartered Surveyor. In 1984 he joined what is now JLL, embarking on 32 years at the firm. He held various leadership roles at JLL including UK Deputy Chairman. Andrew led National Investment and prior to that headed the English Capital Markets Group, which included retail, office, industrial and portfolio investment as well as corporate finance, auctions and residential. He sat on JLL's English Board.

In 2016 he was appointed Chief Executive of The Howard de Walden Estate, a private family owned property company with gross assets valued in excess of £4bn. All its property is within 92 acres of London's Marylebone district.

In 2008/2009, Andrew was Chairman of the Investment Property Forum, the leading UK Property Investment organisation for some 2,000 individual members who are senior professionals active in the property investment market. Andrew is a Fellow of the Royal Institution of Chartered Surveyors (FRICS) and a former Chairman of the RICS Commercial Forum. He has a BSc in Estate Management and an Honorary Doctorate from Oxford Brookes University. He is a Trustee of The University College of Estate Management, Tenterden Day Centre, and an advisor to The Tim Henman Foundation.

COMPANY SECRETARIAL ARRANGEMENTS

Clipstone Investment Management has also been appointed to provide company secretarial services to the Company. The Group will not bear any fees or expenses payable to Clipstone Investment Management in its capacity as company secretary. The statutory books of the Company are held at Clipstone Investment Management's registered office, which is also the Company's registered office.

DEPOSITARY

Gallium P E Depositary Limited has been appointed the Company's Depositary (which the Company as an AIF is required to appoint to ensure that its AIFM can comply with the AIFM Rules). Further details of the agreement entered into between the Depositary and the Company are set out in paragraph 8.7 of Section 9 of this Listing Document.

The Depositary will hold such of the Company's assets as constitute "financial instruments to be held in custody" under the AIFM Directive. This includes those financial instruments as are capable of physical delivery to the Depositary and limited other transferable securities. All other Group assets will be held by the Company, its holding subsidiaries or its or their nominees, and the Depositary will be required under the AIFM Directive to verify the Group's ownership of those assets.

The Depositary was incorporated as a company whose liability is limited by shares on 11 April 2011, with number 7599626, in England & Wales under the Act. Its address is shown in the section of this Listing Document entitled "Directors, Management and Advisers" on page 25 and its telephone number is 01732 742 609. The Depositary is authorised and regulated by the FCA with number 612479.

AUDITOR

Kingston Smith LLP, of Devonshire House, 60 Goswell Road, London EC1M 7AD, which is registered to carry out audit work by the Institute of Chartered Accountants of England and Wales, provides audit services to the Company.

SECTION 593 VALUER

Kingston Smith LLP has also been engaged by the Company as the Section 593 Valuer to provide an independent valuation report to the Company for the purposes of section 593 of the Act on the value of the consideration to be received by the Company pursuant to the Sale and Purchase Agreement for the allotment and issue of the New Shares to the Unit Trust Sellers (the "**Section 593 Valuation**").

NET ASSET VALUE PUBLICATION AND CALCULATION

The properties of the Group will be valued by an external valuer (the Valuer) on a quarterly basis in accordance with the RICS Red Book and the AIFM Rules. The unaudited Net Asset Value attributable to the Ordinary Shares will be calculated in respect of the close of business on 31 March, 30 June, 30 September and 31 December each year. It is based on the most recent valuation of the Company's portfolio and be calculated in accordance with UK GAAP (FRS 102) and the AIFM Rules. The Net Asset Value will be calculated by the AIFM. Valuations (of Net Asset Value) are notified to the Exchange as soon as practicable after calculation.

The methodology by which the valuer values the properties as described above addresses hard to value assets, to the extent that any are owned by the Group.

To the extent required by the AIFM Rules, the Group's assets and the Net Asset Value of the Company is calculated when there is an increase or decrease in the Company's capital.

The calculation of the Net Asset Value per Ordinary Share is only suspended in circumstances where the underlying data necessary to value the investments of the Company cannot readily, or without undue expenditure, be obtained. Details of any suspension in making such calculations will be announced through the Exchange's website.

SHAREHOLDER MEETINGS, REPORTS AND ACCOUNTS OF THE COMPANY

All general meetings of the Company will be held in the UK. The next annual general meeting is expected to be held in or around October 2019.

The Company's annual report and accounts are prepared up to 30 June each year, and copies typically sent to Shareholders by the end of the following October. Shareholders also receive an unaudited half yearly report covering the six months to 31 December each year, typically despatched in the following February.

The annual and interim accounts of the Company are available via the Exchange's website (<http://www.tisegroup.com>) and the annual report and accounts will also be publicly available at Companies House.

ACCOUNTING POLICIES

The audited accounts of the Company will be prepared under UK GAAP (FRS 102) and in accordance with the Act, the AIFM Rules and the Listing Rules.

Financial statements prepared by the Company in accordance with UK GAAP (FRS 102) include a statement of comprehensive income, a statement of financial position, a statement of changes in equity and a cash flow statement. Within the statement of comprehensive income, there is no requirement to differentiate between revenue and capital items. Gains/losses on investments within the statement of comprehensive income will show the movement in fair value of the investment properties and any gains/losses on disposals of investment properties. The Company's management and administration fees, finance costs and all other expenses will be charged through the statement of comprehensive income. Costs directly relating to the issue of new Ordinary Shares will be charged to the Company's share premium account.

INVESTOR REPRESENTATIVE

The Investor Representative is an individual selected to represent the interests of Shareholders as a whole with respect to certain matters. The Investor Representative may be removed with immediate effect by a Special Resolution of Shareholders including the unanimous approval of the Initial Seed Investors or may resign on one month's notice. A replacement Investor Representative may be nominated by Shareholders holding at least 50 per cent. of Ordinary Shares and shall be subject to approval by a Special Resolution, including the unanimous approval of Initial Seed Investors.

The following matters require the prior written approval of the Investor Representative:

- (a) the premium (if any) to the latest Net Asset Value per Ordinary Share at which any new Ordinary Shares are to be issued;
- (b) any agreement that a member of the Group will bear any fees or commission in respect of new issues of Ordinary Shares (but excluding, for the avoidance of doubt, the professional costs and charges of legal advisers and accountants of the Company in respect of such issues); and
- (c) any acquisition of a Portfolio Interest (the Investor Representative has approved the acquisition of the Unit Trust and its 33 properties).

SECTION 9

ADDITIONAL INFORMATION ON THE COMPANY

1. The Company

- 1.1 The Company is a closed-ended investment company and was incorporated as a public company whose liability is limited by shares in England and Wales, under the Act, with registered number 9046897 on 19 May 2014. Its registered office and principal place of business is at 45 Albemarle Street, London W1S 4JL (telephone number: 020 7043 0270). The Company will be tax resident in the UK. Save for its compliance with the Act, the AIFM Rules and the Listing Rules, the Company is not an authorised or regulated entity. In particular, it is not a collective investment scheme under FSMA and therefore not regulated as such, although it is an AIF for the purposes of the AIFM Directive. The Company's accounting reference date is 30 June. The Company has been established with unlimited life.
- 1.2 The principal legislation under which the Company was formed and now operates (and under which the Ordinary Shares will be created) is the Act.
- 1.3 The ISIN (International Security Identification Number) of the Ordinary Shares is GB00BMSJTT43.
- 1.4 The Company is the holding company of the Group which includes the subsidiaries set out in the group structure chart in Part 1 of Appendix 4 of this Listing Document.
- 1.5 The Company has no employees and most of its day-to-day activities are delegated to third parties.
- 1.6 On 17 June 2014, the Company was granted a trading certificate under section 761 of the Act entitling it to commence business and to exercise its borrowing powers.
- 1.7 The Company has given notice to the Registrar of Companies of its intention to carry on business as an investment company pursuant to section 833 of the Act.

2. Share capital

- 2.1 As at 29 January 2019, being the last business day prior to publication of this notice, the Company's issued share capital comprised 54,795,652 Ordinary Shares.
- 2.2 The issued share capital of the Company (all of which will be fully paid-up) immediately following Admission will be 118,150,991 Ordinary Shares.

3. Share authorities

- 3.1 Ordinary Shares may not be issued at a price which is less than the Net Asset Value per Ordinary Share at the time of such issue, unless authorised by a Special Resolution of Shareholders or offered first on a pro-rata basis to Shareholders.
- 3.2 On 12 December 2014, by written resolutions of the Company's sole Shareholder, Clipstone Investment Management, the Directors obtained the Shareholder authorities required to allot and issue Ordinary Shares, including the Issue Shares and the Consideration Shares on a non-pre-emptive basis, being:

- (a) authority under section 551 of the Act for the directors to allot Ordinary Shares of up to an aggregate nominal value of £2 million; and
- (b) authority under section 570 of the Act to allot Ordinary Shares for cash on the basis that the statutory pre-emption rights in section 561 of the Act do not apply to such allotment provided that this authority is limited to the allotment of Ordinary Shares of up to an aggregate nominal value of £2 million,

and provided in each case that the issue price is not less than the Net Asset Value per Ordinary Share.

- 3.3 These authorities are not limited to the issue of Ordinary Shares pursuant to the Issue described in this Listing Document and therefore allow the Directors to issue further Ordinary Shares up to the limits in the resolution. The authorities will expire on the fifth anniversary of the resolution being passed. The approval of the Investor Representative is also required in respect of the issue price.
- 3.4 In addition, on 12 December 2014 the sole member approved the adoption of the Articles as set out in paragraph 4 of this Section 9 in substitution for and to the entire exclusion of the then existing articles of association.
- 3.5 As at the date of this Listing Document the Company did not hold any Ordinary Shares in treasury and no Ordinary Shares were held by or on behalf of the Company itself or by subsidiaries of the Company.
- 3.6 No share or loan capital of the Company is under option or has been agreed, conditionally or unconditionally, to be put under option.
- 3.7 The Company does not have in issue any securities not representing share capital. No convertible securities, exchangeable securities or securities with warrants have been issued by the Company.
- 3.8 No Ordinary Shares are currently in issue with a fixed date on which entitlement to a dividend arises or within a time limit after which entitlement to a dividend will lapse in accordance with the Articles and there are no arrangements in force whereby future dividends are waived or agreed to be waived. There is no fixed dividend in respect of the Ordinary Shares (and the target distributions referred to in this Listing Document are targets only).
- 3.9 No person has voting rights that differ from those of other Shareholders.
- 3.10 The Board approved the Issue and this Listing Document at a meeting held on 22 January 2019. It is expected that the Ordinary Shares to be allotted pursuant to the Issue will be issued pursuant to a resolution of the Board on or around 30 January 2019 conditional only upon Admission.
- 3.11 The Ordinary Shares to be allotted pursuant to the Issue will be issued at 136.70 pence per Ordinary Share. The Ordinary Shares have a nominal value of 1 penny each and therefore, will be issued at a premium of 135.70 pence per Ordinary Share. The currency of the Ordinary Shares is Sterling.

- 3.12 As at the date of this Listing Document, no person has any right to acquire or call for the issue of new shares (other than under the Sale and Purchase Agreement) and no undertaking exists to increase the capital of the Company.
- 3.13 Under the Act, the Company is empowered to purchase its own shares subject to the procedures required by the Act and any restrictions in the Company's Articles (of which there are none). The Takeover Code also regulates any such purchases. The Company is required to obtain Shareholder approval for any purchase of its own shares.
- 3.14 On 21 December 2018 the Company re-purchased 3,685,685 Ordinary Shares at a price of £1.3566 per Ordinary Share. This buy-back was approved by Shareholders at the EGM held on 7 December 2018.
- 3.15 If in the future it was determined that this would be in the Company's interests, Shareholders may be asked to approve either an off-market purchase or a market purchase. For an off-market purchase, under the Act the terms of the purchase contract would need to be approved by Shareholders. Alternatively, if Shareholders are asked to approve market purchases, the resolution will specify the maximum number of shares to be acquired, and the maximum and minimum price.
- 3.16 Under the Articles, fully paid up Ordinary Shares are free from lien.

4. Summary of the Company's Articles

Pursuant to section 31 of the Act, the objects for which the Company is established are unrestricted and the Company has the full power and authority to carry out any object not prohibited by law. On 12 December 2014, the Company passed a Special Resolution to adopt the Articles. The Articles contain provisions, inter alia, to the following effect:

4.1 Voting rights

- (a) Subject to any rights or restrictions as to voting attached to any shares and subject as stated below: (i) on a vote on a show of hands, each Shareholder present in person has one vote, each duly authorised representative if the Shareholder is a corporation has the same voting rights to which the corporation is entitled, each proxy who is appointed by one or more Shareholders has one vote, and each proxy who has been appointed by more than one Shareholder has one vote for and one vote against the resolution; and (ii) on a vote on a poll each Shareholder present in person or by proxy or by a representative if a corporation has one vote for each share held by him.
- (b) A Shareholder is not entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of his shares have been paid or the Board otherwise decides.
- (c) A Shareholder may also be prevented from voting in the circumstances set out in paragraph 4.10 of this Section 9.

4.2 General meetings

- (a) The Company must hold an annual general meeting within six months of the end of each financial year (unless a longer period is permitted by applicable law), in addition to any other general meetings held in the year. The Board can call a

general meeting at any time. The Board will decide the time and place for each annual general meeting. Two or more Shareholders may call a general meeting for the purpose of appointing Directors if there are no Directors serving.

- (b) At least 21 clear days' written notice must be given for every annual general meeting. For all other general meetings, not less than 14 clear days' written notice must be given unless applicable law requires a longer period of notice. If applicable law requires special notice to be given of a resolution, 28 clear days' written notice, or such shorter period as the applicable law permits, is required. The notice for any general meeting must contain prescribed information including on the ability to appoint a proxy, the procedures with which Shareholders must comply and the place, date and time of the meeting. The notice must specify a time by which a person must be entered on the register to have the right to attend or vote at the meeting and for the purpose of determining how many votes that person may cast. All Shareholders who are entitled to receive notice under the Articles, each Director and the Auditors must be given notice.
- (c) No business may be transacted at a general meeting unless a quorum is present save for the appointment of a chairman. The quorum is two persons present, each of whom is a Shareholder or a proxy for a Shareholder or a representative of a Shareholder that is a corporation. If within 15 minutes from the appointed time a quorum is not present or if during the meeting a quorum ceases to be present, the meeting will be dissolved and will stand adjourned to the day 10 clear days' later or the next day thereafter that is a working day. If at an adjourned meeting a quorum is not present within 15 minutes of the appointed time, the meeting will be dissolved.
- (d) Each Director may attend and speak at any general meeting.

4.3 Dividends

- (a) Subject to applicable law, the Company may, by Ordinary Resolution, declare dividends to be paid to Shareholders in accordance with their respective rights, but no dividend may exceed the amount recommended by the Board.
- (b) Subject to applicable law, the Board may from time to time resolve to pay to the Shareholders such interim dividends as appear to the Board to be justified by the profits, and pay at suitable intervals to be decided by the Board any dividend expressed to be payable at a fixed rate if the Board is of the opinion that the Company's profits justify the payment.
- (c) Except as otherwise provided by the rights attached to shares (and no shares with differing rights are in issue), a dividend must be declared, apportioned and paid pro rata according to the amounts paid up on the shares in respect of which the dividend is paid (and all of the Ordinary Shares will be fully paid).
- (d) A resolution of the Company or Board to declare or pay a dividend may state that the dividend is payable to persons registered as Shareholders at the close of business on a particular date or at such other time as the Board may decide. Unless the resolution of the Company or Board specifies otherwise, a dividend must be paid by reference to a Shareholder's holding of shares on the date of resolution or decision to declare or pay it. In practice, the Company expects to

comply with the London Stock Exchange's timetable for dividends, including the record dates included therein.

- (e) If in respect of a dividend on two consecutive occasions (or one occasion if reasonable enquiries have failed to establish a new address or account for the recipient) a cheque or warrant for the dividend is returned undelivered or left uncashed during the period for which it is valid, or the payment cannot be sent to an account, the Company is not obliged to send a dividend or other amount until the person entitled notifies the Company of an address or account. The Board may invest or otherwise use for the Company's benefit any unclaimed dividend until it is claimed. If 12 years have passed from the date on which a dividend became due for payment and the intended recipient has not claimed it, such recipient is no longer entitled to it.
- (f) The Board may, if authorised by an Ordinary Resolution of the Company, offer Shareholders (excluding in respect of treasury shares) the right to elect to receive further shares, credited as fully paid, instead of cash in respect of all or part of any dividend specified by the Ordinary Resolution (a "**Scrip Dividend**") in accordance with the following provisions. The Ordinary Resolution may specify a particular dividend or may specify all or any dividends declared within a specified period, but such period may not end later than five years after the date of the meeting at which the Ordinary Resolution is passed. The Board must decide the basis of allotment so that the value of the shares to be allotted instead of any cash dividend is as near as possible to the cash amount (disregarding any tax credit) that the Shareholder elects not to receive by way of a cash dividend, but no greater than such cash amount.

For the purposes of the above the value of the further shares shall be calculated in such manner as the Board may decide.

The Board must notify the Shareholders of the rights of election offered to them in respect of the Scrip Dividend and must specify the procedure to be followed in order to make an election. The dividend or that part of it in respect of which an election for the Scrip Dividend is made shall not be paid and instead further shares shall be allotted in accordance with elections duly exercised and the Board shall capitalise a sum to the aggregate amount of the Shares to be allotted out of such sums available for the purpose as the Directors may consider appropriate. The further shares so allotted shall rank *pari passu* in all respects with the fully paid shares of the same class then in issue except as regards participation in the relevant dividend.

The Board may make such exclusions from a Scrip Dividend offer as it may decide as a result of any legal or practical problems under, or expense incurred in connection with the laws of or the requirements of any regulatory authority or stock exchange in any territory.

The Board may from time to time establish or vary a procedure for election mandates, under which a Shareholder may, in respect of any future dividends for which a right of election pursuant to this paragraph is offered, elect to receive Shares in lieu of such dividend on the terms of such mandate.

4.4 Substantial Shareholders

The Articles contain provisions relating to Substantial Shareholders. The Company will following Admission be a company to which Part 4 of the Finance Act 2006 applies (a REIT). Under the REIT Regime a tax charge may be levied on the Company if it makes a distribution to a company beneficially entitled (directly or indirectly) to 10 per cent. or more of the Ordinary Shares or dividends of the Company or which controls (directly or indirectly) 10 per cent. or more of the voting rights of the Company. If, however, the Company has taken “reasonable steps” to prevent the possibility of such a distribution being made, then this tax charge may not arise. The Articles:

- (a) provide the Directors with powers to identify Substantial Shareholders (including giving notice to a Shareholder requiring him to provide such information as the Directors may require to establish whether or not he is a Substantial Shareholder;
- (b) provide the Directors with powers to prohibit the payment of dividends on Ordinary Shares that form part of a Substantial Shareholding, if certain conditions are met;
- (c) allow dividends to be paid on Ordinary Shares that form part of a Substantial Shareholding where the Shareholder has disposed of its rights to dividends on its Ordinary Shares;
- (d) seek to ensure that if a dividend is paid on Ordinary Shares that form part of a Substantial Shareholding and arrangements of the kind referred to in paragraph 4.4(a) above are not met, the Substantial Shareholder concerned does not become beneficially entitled to that dividend; and
- (e) provide the Directors with powers if certain conditions are met, to require (1) a Substantial Shareholder; or (2) a Shareholder who has not complied with a notice served in accordance with the power referred to in paragraph 4.4(a); or (3) a Shareholder who has provided materially inaccurate or misleading information in relation to the Substantial Shareholder provisions of the Articles, to dispose of such number of their shares as the Directors may specify, or to take such other steps as will cause the Directors to believe the Shareholder is no longer a Substantial Shareholder.

4.5 Return of capital

Each Ordinary Share ranks *pari passu* in respect of distributions of capital, including on a winding up. In the winding up of the Company (whether by voluntary liquidation or by the court) the liquidator may, with the authority of a Special Resolution and any other sanction required under applicable law, divide among the Shareholders (other than the Company in respect of treasury shares) in specie the whole or any part of the assets of the Company.

4.6 Continuation Vote

At the Company's fifth annual General Meeting, the Board is required to ensure that an Ordinary Resolution is put to Shareholders in respect of whether the Company should continue in its current form for a further two years. If such an Ordinary Resolution is not passed, the Directors must convene a General Meeting to be held within four months of the date on which the Ordinary Resolution was not passed, in order to consider proposals to wind up or otherwise reconstruct the Company. If the Ordinary Resolution is passed, the Directors must convene a General Meeting to be held at the end of the two year

extension to consider proposals to wind up the Company. The Board proposes to amend the Company's articles of association so that such Ordinary Resolution is required to be put to the Company's fifteenth annual general meeting rather than the Company's fifth annual general meeting.

4.7 **Transfer of Shares**

- (a) The Articles provide for shares to be held in a system for holding shares in uncertificated form (for example CREST) or for shares to be held in certificated form. The Board has not passed a resolution to permit the Ordinary Shares to be held in uncertificated form. The Ordinary Shares are freely transferable although they are subject to such of the restrictions in the Articles relating to Substantial Shareholders and certain other legislation as described below.
- (b) A transfer of a share in certificated form must be effected by means of a written instrument of transfer in any usual or common form or in any other form which the Board may approve. Such instrument must be signed by an individual or otherwise executed in accordance with applicable law by or on behalf of the transferor.
- (c) The transferor of a share is deemed to remain the holder of the share until the transferee's name is entered into the relevant share register in respect of the share.
- (d) The Board may refuse to register a transfer of a share held in certificated form unless the instrument of transfer: (i) is duly stamped and lodged at the Company's registered office, is accompanied by the relevant share certificate(s), the authority of a person executing the instrument to do so and such other evidence as the Board may reasonably require to show the transferor's right to make the transfer, and (ii) is in favour of not more than four transferees jointly. The Board may also, in its absolute discretion, refuse to register the transfer of a share held in certificated form which is not fully paid up or on which the Company has a lien, provided that the Board may not refuse to register the transfer if this would prevent dealings in the Company's shares from taking place on an open and proper basis.
- (e) The Board may, in its absolute discretion, refuse to register a transfer of any shares: (i) where it believes that such transfer may subject the Company and its advisers (or other persons responsible for the investment and operation of the Company's assets) to laws or regulations that are similar to the fiduciary responsibility or prohibited transaction provisions contained in Title I of ERISA or Section 4975 of the US Internal Revenue Code of 1986, as amended (the "**US Tax Code**") or related legislation, (ii) to an entity whose underlying assets are considered to include "plan assets" of any such plan, account or arrangement or (iii) to any person in circumstances where the holding of shares by such person would (1) give rise to an obligation on the Company to register as an "investment company" under the Investment Company Act (including because the holder of the Shares is not a "qualified purchaser" as defined in the Investment Company Act), (2) preclude the Company from relying on the exception to the definition of "investment company" contained in Section 3(c)(7) of the Investment Company Act, (3) give rise to an obligation on the Company to register its Shares under the Exchange Act, the Securities Act or any similar legislation, (4) result in the Company not being considered a "Foreign Private Issuer" as that term is defined by Rule 3b-4(c) promulgated under the Exchange Act, (5) give rise to an obligation

on the Investment Adviser to register as a commodity pool operator or commodity trading advisor under the US Commodity Exchange Act of 1974, as amended, (6) cause the Company to be a “controlled foreign corporation” for the purposes of the US Tax Code, or cause the Company to suffer any pecuniary disadvantage (including any excise tax, penalties or liabilities under ERISA or the US Tax Code), or (7) give rise to the Company or its advisers becoming subject to any US law or regulation determined to be detrimental to it.

- (f) Accordingly, each person acquiring shares (whether in certificated or uncertificated form) shall by virtue of such acquisition be deemed to have represented to the Company that they are not a person falling within the above categories (a “**Prohibited US Person**”). If any shares are owned directly or beneficially by a person believed to be a Prohibited US Person, the Board may give notice to such person requiring them either to provide the Board within 30 days of receipt with sufficient satisfactory documentary evidence to satisfy the Board that such person is not a Prohibited US Person, or to sell or transfer their shares to a person qualified to own the same within 30 days and within such 30 day period provide the Board with satisfactory evidence of such sale or transfer. If neither condition is satisfied within 30 days after serving of the notice, the person will forfeit their shares as further described in paragraph 4.15 of this Section 9.
- (g) As further described in paragraph 4.10 of this Section 9, failure to comply with a Section 793 Notice (as defined in that paragraph) may also entitle the Board to refuse a transfer.

4.8 Variation of rights

- (a) Subject to applicable law, the rights attached to a class of shares may (unless otherwise provided by the terms of issue of shares of that class) be varied with the written consent of the holders of not less than three-fourths in nominal value of the issued shares of that class (excluding any shares of that class held as treasury shares) or with the sanction of a Special Resolution passed at a separate meeting of such holders. The Shareholders may call, or require the Board to call, a meeting of holders of a class of shares. The quorum at any such meeting is two persons together holding or representing by proxy at least one-third in nominal value of the issued shares of that class (excluding any shares of that class held as treasury shares) and at an adjourned meeting the quorum is one holder present in person or by proxy, whatever the amount of his shareholding. Any holder of shares of the class in question present in person or by proxy may demand a poll. Every holder of shares of the class shall be entitled, on a poll, to one vote for every share of the class held by him. Except as mentioned above, such rights shall not be varied.
- (b) The rights attached to a class of shares are not (unless otherwise expressly provided by the rights attached to those shares) deemed to be varied by the creation or issue of further shares ranking *pari passu* or subsequent to them but in no respect in priority to them.

4.9 Share capital and changes in capital

- (a) Subject to applicable law including the Act, and without prejudice to any rights attached to any existing shares or class of shares, a share may be issued with such rights or restrictions as the Company may by Ordinary Resolution decide or

failing that decision, as the Board may decide. Subject to applicable law including the Act, the Company may issue redeemable shares at the option of the Company or the Shareholders and the Board may determine the terms, conditions and manner of redemption of any such shares. Notwithstanding this right, the Ordinary Shares are not redeemable.

- (b) Subject to the Act and the Listing Rules and to any rights conferred on the holders of any class of shares, there are no restrictions in the Articles on the purchase by the Company of all or any of its own shares of any class (including any redeemable shares).
- (c) Save in that Ordinary Shares may not be issued at a price less than their Net Asset Value without approval of Shareholders or a pre-emptive offer, the Articles do not impose any conditions governing changes in the capital of the Company which are more stringent than is required by law.

4.10 Disclosure of interests in shares

- (a) Section 793 of the Act provides a public company with the statutory means to ascertain the persons who are, or have within the last three years been, interested in its relevant share capital and the nature of such interests.
- (b) If a Shareholder or another person appearing to be interested in shares held by that Shareholder has been properly served with a notice under section 793 of the Act (a "**Section 793 Notice**") and is in default at the end of the time specified in that notice by not supplying the information required or by supplying information which the person knows to be false in a material respect or having recklessly supplied information which is false in a material respect, the Board may in its absolute discretion at any time by notice to the Shareholder (a "**Direction Notice**") direct that in respect of the relevant shares, from the later of the date of the Direction Notice and the date falling 14 days after service of the Section 793 Notice and ending on the date on which the Direction Notice ceases to have effect:
 - (i) the Shareholder may not attend or vote at any meeting of Shareholders;
 - (ii) if the relevant shares represent at least 0.25 per cent. of the nominal value of the shares of that class in issue (excluding treasury shares), the Company may retain any dividend or other amount that would otherwise be payable on the relevant shares without interest; and
 - (iii) subject to applicable law, no transfer of the shares may be registered except in limited circumstances.

Any new shares issued in right of any relevant shares in respect of which a Shareholder is in default will also be subject to the Direction Notice.

- (c) A Direction Notice ceases to have effect after a period specified by the Board (not exceeding seven days) following the earliest of (i) the date on which the Company has received all the information it requires pursuant to the Section 793 Notice (ii) the date on which the Company is notified that a permitted transfer of the shares to a third party has occurred, and (iii) any other date that the Board decides.

- (d) The Articles do not restrict in any way the provisions of section 793 or Part 22 of the Act.

4.11 **Non-UK Shareholders**

A Shareholder who has no registered address in the UK is not entitled to have a document or other information sent or supplied to him by the Company unless he has notified the Company of any address in the UK at which documents or information in hard copy form may be sent to him, or he has agreed with the Board a method of electronic communications.

4.12 **Untraced Shareholders**

The Company may sell, in such manner as the Board decides at the best price reasonably obtainable, a share if during a period of 12 years the Company has paid at least three dividends in respect of the share and during that period no dividend cheque or warrant for such Shareholder has been cashed, the Company has at the end of the 12 year period given notice of its intention to sell the share by advertisement in a national newspaper in the UK and in the area of the Shareholder's last known address, and during the 12 year period until three months after the publication of the advertisement the Company has not received any communication from the Shareholder. The net proceeds of sale must be carried to a separate account and treated as a permanent debt of the Company.

4.13 **Borrowing powers**

The Board may exercise all the Company's powers to borrow money on such terms as the Board decides and for any purpose to issue perpetual or redeemable debentures and other securities and to mortgage or charge all or part of the undertaking or property or uncalled capital of the Company. However, the Directors must restrict the Company's borrowings and exercise all voting and other rights and powers of control exercisable by the Company in relation to its subsidiary undertakings so as to secure that the Group's borrowings comply with applicable law and the Investment Policy.

Any amendments to these powers will require the approval of Shareholders as an amendment to the Articles and/or to the Investment Policy.

4.14 **Directors**

- (a) Unless and until otherwise determined by Ordinary Resolution of the Company, the Directors (not including alternate Directors) shall not be less than two in number. There is no maximum number of Directors. The Company may by Ordinary Resolution appoint a Director. The Board may appoint a Director, provided that any Director so appointed will hold office until the next annual general meeting and then be eligible for re-appointment.
- (b) At each annual general meeting, each Director who has been appointed by the Board since the last annual general meeting, was appointed or last re-appointed at or before the annual general meeting held in the calendar year three years before the current year, or who is a non-executive Director and has held office with the Company for a continuous period of nine years or more, must retire from office, although they will be eligible for re-appointment.

- (c) A Shareholder who is qualified to attend and vote on a resolution to appoint a Director at a forthcoming general meeting may propose a person to be appointed as a Director provided that at least 14 days but not more than 42 days before the general meeting, the Company receives written notice from such Shareholder of their intention including the required particulars for the Company's register of directors and written confirmation of the person proposed confirming his willingness to be appointed as a Director.
- (d) Directors may be removed by Ordinary Resolution and may also cease to be a Director following certain events such as insolvency or if he is absent from meetings of the Board for six consecutive months, regardless of whether his alternate attends, and the Board resolves that his office therefore be vacated. A Director may also be removed from office by a notice signed by all of his co-Directors to his last known address.
- (e) The Directors are entitled to be paid a fee for their services, and the Board is entitled to decide on the amount of the fee and the manner and timing of its payment, provided that the total fees payable to the Directors may not exceed £100,000 in each year or such higher amount decided by the Company by Ordinary Resolution. The Board and a Director may agree that any fee payable may consist wholly or partly of payments by way of pension contributions to secure pension benefits. The Board may also decide to pay extra remuneration to a Director who serves on a committee, acts as chairman or deputy chairman, devotes special attention to the Company's business or who otherwise performs services which the Board decides are outside the scope of his ordinary duties. A Director may also be paid reasonably and properly incurred travelling, hotel and other expenses.
- (f) The quorum for meetings of the Board may be fixed by the Board but shall be no less than two Directors and/or alternates. The chairman will have a casting vote at meetings.
- (g) The Board may authorise, to the fullest extent permitted by law, any matter proposed to them which would otherwise result in a Director breaching his duty to avoid a situation in which a Director has, or can have, a direct or indirect interest that conflicts or possibly may conflict with the interests of the Company and which can reasonably be regarded as likely to give rise to a conflict of interest, provided that the Director in question will not be allowed to vote on such matter or count in the quorum.

Subject to applicable law and provided that he has declared the nature and extent of his interest in accordance with procedures in the Articles, a Director may: (i) hold any other office or place of profit under the Company on such terms as the Board decides; (ii) act in a professional capacity for the Company other than as auditor on such terms as the Board decides; (iii) be a party to or otherwise directly or indirectly acquire interests in any other proposed or existing transaction or arrangement with or entered into by the Company, and (iv) be a director or other officer of, or employee, or holder of any other place of profit under, or member of, or act in a professional capacity to a body corporate or firm which the Company controls or in which it is directly or indirectly interested.

The Articles require that a Director must declare the nature and extent of an interest where required by applicable law. A Director may not vote or count in the quorum in respect of a matter in which he has an interest that may be reasonably regarded as likely to give rise to a conflict of interest, save where the matter falls into certain specified categories including where the Director may be entitled to participate in a transaction as the holder of shares.

- (h) The Directors have full power to manage the Company's business and may delegate its powers in accordance with the Articles.
- (i) The Company is entitled to grant indemnities to and purchase insurance for the Directors.

4.15 Forfeiture of Shares

- (a) The provisions in the Articles as to forfeiture of shares apply where:
 - (i) a Shareholder fails to pay all or part of a call or instalment of a call in respect of its shares on or before the due date for payment, the Board requires payment by notice and such notice is not complied with;
 - (ii) a Shareholder fails to comply with a notice given to it in respect of shares that are or may be held by a Prohibited US Person as described in paragraph 4.7(f) above); and/or
 - (iii) a Shareholder fails to furnish information, representations, certifications, waivers or forms as required for FATCA as further described in paragraph 4.16 below.
- (b) If a share is forfeited, the Board must give notice of the forfeiture to the registered holder prior to the forfeit or the person entitled by transmission to such share, the forfeited share becomes the Company's property, and for a period of three years starting the day before the day of forfeiture, the Company is entitled to sell, re-allot or otherwise dispose of the share on such terms and in such manner as the Board decides. A forfeiture may be cancelled on such terms as the Board decides. If after the period of three years the share has not been sold, re-allotted or otherwise disposed, the Board must cancel the share and comply with the Act.
- (c) A person whose share has been forfeited ceases to be a member of the Company and all interest in and all claims and demands against the Company in respect of the share are extinguished save as provided by applicable law.

4.16 FATCA

The Board has full power and authority to take such steps as are necessary or desirable in its reasonable opinion as regards compliance with FATCA, including conducting diligence on the nationality or tax residence of Shareholders or any persons for whom they hold shares, withholding or deducting any tax required to be withheld or deducted from amounts paid to Shareholders, and providing information about the Company's accounts and the Shareholders to taxation authorities.

- (a) The Company is entitled to disclose information about the Company and Shareholders to governmental and taxation authorities to the extent the Board

reasonably believes such authorities require such disclosure or to the extent the disclosure is reasonably necessary for the Company or its advisers to comply with its obligations in respect of tax, or to obtain exemptions, reductions or refunds of withholding or other taxes.

- (b) If a Shareholder fails to furnish such information, representations, certifications, waivers or forms as the Company requires in accordance with the Articles and the Board, acting reasonably, determines that other actions would be insufficient to protect the Company or any other entity in which the Company invests against the consequences of such failure, the Board may require the Shareholder's shares to be forfeited.

Miscellaneous

- 4.17 The Company may communicate electronically (including notices of meetings) with its Shareholders in accordance with the provisions of the Act and subject to obtaining consents from Shareholders to electronic or website communications (and subject to such consents not being revoked).
- 4.18 The provisions of section 561 of the Act (which confer on shareholders rights of pre-emption) will apply to the extent not dis-applied by a Special Resolution of the Company. In addition, the Directors may not allot shares except to the extent authorised by an Ordinary Resolution pursuant to section 551 of the Act.
- 4.19 There is nothing contained in the Articles which governs the ownership threshold above which member ownership must be disclosed. There are no provisions in the Articles which would have the effect of delaying, deferring or preventing a change of control of the Company.
- 4.20 Save as set out in this Section 9, there are no provisions in the Articles or otherwise which give any person enhanced rights in the Company's profits.
- 4.21 There are no conversion rights attached to any of the shares in the Company pursuant to the Articles or otherwise.

The above is a summary only of certain provisions of the Articles, the full provisions of which are available for inspection as described in paragraph 15 below.

5. Directors' and other interests

- 5.1 The business address of each Director is the Company's registered office, 45 Albemarle Street, London W1S 4JL.
- 5.2 The Directors dates of birth and ages as at the date of this Listing Document are as follows:

<i>Name</i>	<i>Date of Birth</i>	<i>Age</i>
Nicholas Lyons	20 December 1958	60
Karl Sternberg	7 June 1969	49
Toby Dean	14 March 1972	46

Richard Demarchi

3 January 1987

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- 5.3 The Articles limit the aggregate remuneration to be paid to Directors by the Company to £100,000 in each year or such higher amount as is approved by an Ordinary Resolution. The expected aggregate remuneration to be paid to Directors in respect of the financial period of the Company ending 30 June 2019 comprises £25,000 payable to Nicholas Lyons (his annual fee) and £20,000 payable to Karl Sternberg (his annual fee). No fee is payable to Toby Dean or Richard Demarchi. No amount has been set aside or accrued by the Company to provide pension, retirement or similar benefits.
- 5.4 Each of the Directors is engaged under a letter of appointment with the Company and does not have a service contract with the Company. Nicholas Lyons was appointed on 23 June 2014 and his current letter of appointment is dated 26 November 2014. Karl Sternberg and Toby Dean were appointed on 26 November 2014. Toby Dean's letter of appointment is dated 26 November 2014 and Karl Sternberg's letter of appointment is dated 11 December 2014. Richard Demarchi was appointed on 14 December 2018. Each Director's appointment under their respective letter of appointment is terminable by either party (the Company or the Director) giving three months' (or in the case of Richard Demarchi, three days') written notice (or immediately, in certain circumstances) and no compensation or benefits are payable upon termination of office as a director of the Company becoming effective.
- 5.5 The Directors are not eligible for bonuses, pension benefits, share options, long term incentive schemes or other benefits and so no amount has been set aside for any of these items. There is no amount set aside or accrued by the Company in respect of contingent or deferred compensation payments or any benefits in kind payable to the Directors.
- 5.6 Toby Dean is also a director and shareholder (directly or indirectly) of the Company's Property Manager, Clipstone Investment Management, and of Clipstone Capital. Karl Sternberg has an unpaid role with the Initial Seed Investors, as disclosed in paragraph 5.8. Richard Demarchi is employed as finance director of Clipstone Investment Management. Otherwise, no Director has or has had any interest in any transactions which are or were unusual in their nature or conditions or significant to the business of the Company and which were effected by the Company since its date of incorporation or remain in any respect outstanding or unperformed.
- 5.7 No loan or guarantee has been granted or provided by any member of the Company for the benefit of any Director.
- 5.8 There are no arrangements or understandings with major shareholders, customers, suppliers or others, pursuant to which any Director was selected. Karl Sternberg is a fellow of one of the Initial Seed Investors and a member of the governing body of one of them; however the Initial Seed Investors have no contractual right to nominate or appoint a Director.
- 5.9 There are no restrictions agreed by any Director on the disposal within a certain period of time of their holdings in the Company's securities.
- 5.10 Insofar as is known to each Director (having made all reasonable enquiries), the Directors and their associates have no interests in the shares of the Company save as set out in paragraph 5.11.

- 5.11 The Directors do not have any options over Ordinary Shares. The Directors will have the following number of Ordinary Shares on Admission:

<i>Director</i>	<i>Number of Ordinary Shares</i>	<i>Percentage of issued Ordinary Shares following Admission³</i>
Nicholas Lyons	236,925	0.20%
Karl Sternberg	396,182	0.34%
Toby Dean	1,470,052	1.24%
Richard Demarchi	0	0.0%

In addition, certain of Toby Dean's connected persons (within the meaning of the Act) will acquire Ordinary Shares through the Share for Unit Exchange in addition to Ordinary Shares already owned by such persons, as set out below.

- Clipstone Investment Management Limited is owned by Toby, his wife and his children only. It will sell 449,025 Units in exchange for 601,109 New Shares taking its total holding to 2,642,586 Ordinary Shares.
- Joanna Sophie Dean is Toby Dean's wife. She will sell 57,500 Units in exchange for 76,975 New Shares taking her total holding to 206,676 Ordinary Shares.
- John Grenville Dean is Toby Dean's father. He will sell 50,000 Units in exchange for 66,935 New Shares taking his total holding to 205,078 Ordinary Shares.
- West Norfolk Tomatoes Limited is owned as to 25.2% by Toby and his children. It will sell 3,959,838 Units in exchange for 5,301,027 New Shares taking its total holding to 7,334,684 Ordinary Shares.

- 5.12 Details of those companies (other than the Company and its subsidiaries) and partnerships of which the Directors have been directors or partners at any time within the five years ending on 30 January 2019 (being the latest practicable date prior to the publication of this Listing Document) are as follows:

Nicholas Lyons

<i>Current directorships and partnerships</i>	<i>Past directorships and partnerships</i>
The British United Provident Association Limited	Temple Bar Investment Trust plc
Phoenix Group Holdings plc	Pension Insurance Corporation plc
Future Fuels No. 1 LLP	Pension Insurance Corporation Group Limited

³ The percentages shown in this table are calculated on the assumption that **63,355,339** New Shares are issued.

Samarkand Film Partnership	Price Forbes & Partners Limited
The Krypton Partnership	PFIH Limited
	Dawson 2012 Limited
	Catlin Group Limited
	Dawson Investments (UK) Limited
	Dawson Trustees Limited
	Friends Life Group Limited
	Friends Life Holdings plc
	Friends Life FPG Limited
	Miller Insurance Investments Limited
	Quayle Munro Holdings Limited
	Longbow Capital LLP
	Miller 2012 Limited
	Miller Insurance Holdings Limited
	Miller Insurance Services LLP
	PGH (Cayman)

Karl Sternberg

Current directorships and partnerships

Jupiter Fund Management plc
Alliance Trust plc
Herald Investment Trust plc
Island House Investments LLP
J.P.Morgan Elect plc
Lowland Investment Company plc
The Monks Investment Trust Public Limited Company
Railway Pension Investments Limited

Past directorships and partnerships

Friends Life Group Limited
Friends Life Holdings plc
Friends Life FPG Limited
J.P.Morgan Income and Growth Investment Trust plc

Toby Dean

<i>Current directorships and partnerships</i>	<i>Past directorships and partnerships</i>
Clipstone Capital Limited	Clipstone Harlow Limited
Clipstone Feeder Limited	Craycross Property Limited
Clipstone Investment Management Limited	Kembrey Industrial Management Company Limited
Clipstone Ventures Limited	Clipstone Industrials V LLP
KC Service Charge Limited	Clipstone Industrials 3 LLP
West Norfolk Tomatoes Limited	Clipstone Industrials 2 LLP
Wonham Properties Limited	Nest Egg Limited
Rathbone Estates Limited	
House & Land Development Corporation Limited	
CPK Construction Limited	
Merivale Moore Limited	

Richard Demarchi

<i>Current directorships and partnerships</i>	<i>Past directorships and partnerships</i>
Chantage	None

5.13 As at the date of this Listing Document none of the Directors:

- (a) save as listed in paragraph 5.12, has been a member of any administrative, management or supervisory body or partner of any company or partnership at any time during the five years preceding the date of this Listing Document;
- (b) has had any convictions in relation to fraudulent offences for the five years preceding the date of this Listing Document;
- (c) save as noted in paragraph 5.14, has been associated with any bankruptcies, receiverships or liquidations when acting in the capacity of a member of the administrative, management or supervisory body or a partner of the companies and/or partnerships referred to in paragraph 5.12 above for the five years preceding the date of this Listing Document; or
- (d) has any official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies) or has ever been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer for at least the previous five years.

5.14 Nest Egg Limited, one of Toby Dean's past directorships, was dissolved on 11 September 2015 pursuant to a members' voluntary liquidation, and until its dissolution Toby Dean was a director. Clipstone Harlow Limited was dissolved on 9 July 2014 pursuant to a members' voluntary liquidation, and until its dissolution Toby Dean was a director.

5.15 Save as detailed elsewhere in this Section 9, as at the date of this Listing Document, there are no potential conflicts of interest between any duties of the Directors to the Company and their private interests and/or other duties. There are no family relationships between the Directors.

6. Related party transactions

Save for the AIFM Agreement, the Property Management Agreement, the 2014 Acquisition Agreement and the Sale and Purchase Agreement (each of which is described in paragraph 8 of this Section 9) the Company is not a party to, nor had any interest in, any related party transaction (as defined in the standards adopted according to the Regulation (EC) No 1606/2002) at any time since its incorporation on 19 May 2014.

7. Substantial Share Interests

If the Issue were to proceed, insofar as is known to the Company following Admission the following will be directly or indirectly interested in 10 per cent. or more of the Company's issued share capital:

<i>Name</i>	<i>Number of Ordinary Shares held</i>	<i>Percentage of issued share capital based on minimum raise</i>
The Dean and Chapter of the Cathedral Church of Christ in Oxford of the Foundation of King Henry the Eighth	22,256,643	18.84%

8. Material contracts

The following are the only contracts (not being contracts entered into in the ordinary course of business) which as at the date of this Listing Document have been entered into by the Company or any member of its Group, and which are, or may be, material to the Company and/or the Group (thus excluding any contracts which have been entered into by the Group but which were terminated before the date of this Listing Document and under which the Group has no further obligations):

8.1 Buy-back Agreement

The Company is party to an agreement dated 21 December 2018 with each Shareholder who submitted a valid form of election and a power of attorney to sell the Ordinary Shares detailed in their respective forms of election to the Company for the purchase price of £1.3566 per Ordinary Share, representing a 1.5% discount to the NAV per Ordinary Share as at the date of completion of the buy-back (the "**Buy-back Agreement**"). Pursuant to the Buy-back Agreement, on 21 December 2018, the Company re-purchased 3,685,685

Ordinary Shares for a total consideration of £5 million. Ordinary Shares that were bought back by the Company pursuant to the buy-back were cancelled.

8.2 Sale of warehouses

On 21 December 2018, the Company completed the sale of five distribution warehouses for an aggregate consideration of £85.42 million. The proceeds of the sale of the warehouses funded the buy-back of Ordinary Shares under the Buy-back Agreement and the balance will be utilised to settle certain costs and liabilities associated with the Acquisition.

8.3 2014 Acquisition Agreement

On 15 December 2014, the Group entered into a number of acquisition agreements under the terms of which the Group acquired a portfolio of five properties. The value of those five properties was £64.5m.

8.4 Sale and Purchase Agreement

It is anticipated that on or around 31 January 2019, the Company and the Unit Trust Sellers will enter into a Sale and Purchase Agreement pursuant to which the Company will agree to buy and the Unit Trust Sellers agree to sell the Sale Units in exchange for the New Shares. The terms and conditions relating to the issue of New Shares in connection with the Sale of Purchase Agreement are described in Appendix 1 to this Listing Document.

8.5 AIFM Agreement

The Company is party to the AIFM Agreement dated 28 November 2014 with Clipstone Capital as the Company's AIFM to provide such services that are required to be carried out by an AIFM pursuant to the AIFMD. None of the AIFM or its directors, officers or employees is liable for any losses, and they are entitled to be indemnified by the Company, save in respect of the AIFM's fraud, negligence, wilful misconduct, bad faith or disregard. The AIFM indemnifies the Company in respect of the AIFM's fraud, negligence, wilful misconduct, bad faith or disregard, and in respect of its breach of the AIFM Agreement or applicable law, except for any matter resulting from the Company's fraud, negligence, wilful misconduct, bad faith or disregard or breach of its obligations or duties.

The AIFM Agreement can be terminated by either party on three months' notice. It may also be terminated early in certain circumstances, such as where the AIFM ceases to be authorised or if the Property Management Agreement is terminated.

Clipstone Capital charges an annual fee of £20,000.

In addition, the Company must reimburse all third party costs and expenses (other than input tax for value added tax purposes) reasonably and properly incurred by the AIFM (following agreement with the Company) pursuant to carrying out its duties.

The fees and expenses referred to above are exclusive of VAT, where applicable.

8.6 Property Management Agreement

The Company has also appointed Clipstone Investment Management as property manager for the Company pursuant to the Property Management Agreement between the

Company, Clipstone Investment Management, Clipstone Capital and Gallium dated 15 December 2014. The members of the Company's Group adhere to the Property Management Agreement. Clipstone Investment Management has agreed to provide property management services and advice, subject to the overall control and supervision of the AIFM the Directors and the directors of the Company's subsidiaries). The services include advising the Company in respect of the Investment Portfolio, locating, evaluating, negotiating and executing investment opportunities for the Group in accordance with instructions on implementation of the Investment Policy from the Board and the AIFM, and reviewing and monitoring the Investment Portfolio.

The Property Management Agreement may be terminated by the Company, or the Property Manager giving to the other one year's written notice of termination.

The Property Management Agreement may also be terminated with immediate effect earlier in certain circumstances, including a material unremedied breach by another party resulting in a material adverse effect to the other or (by notice from the Property Manager) if the Company's Ordinary Shares cease to be listed on the Official List or in the event of the Company's insolvency (or an analogous event). The Company may terminate the Property Management Agreement with immediate effect by giving written notice to the Property Manager in the event of a court or regulatory finding of fraud, wilful default, gross negligence, material breach of securities laws or dishonesty conviction in relation to the Property Manager, or in the event of insolvency (or analogous event) in relation to the Property Manager

The Company may also terminate the Property Management Agreement by giving six months' written notice at any time to the Property Manager if Toby Dean or Marc Cowley ceases to be employed full-time by Clipstone Investment Management, or if, in the reasonable opinion of the Company, a material number of people that are employed by the Property Manager's group that enable the Property Manager to provide the services contemplated by the agreement cease to be employed by the Property Manager's group, and such employees have not been replaced (before the end of the six month notice period referred to above) by suitably qualified other staff who will enable the Property Manager to provide the services in a manner comparable to that in which the services were provided previously. The Board's approval (not to be unreasonably withheld) is required for replacements of Toby Dean or Marc Cowley.

The Property Management Agreement also provides that the Company indemnifies the Property Manager, and any member of its group assisting in relation to the services, and its or their officers, directors, employees and agents in respect of losses of any nature arising in connection with the agreement other than those resulting from the fraud, negligence or wilful default of or material breach of the agreement by the person claiming the indemnity. The same people and entities are not liable for any losses suffered by the Company, any Group member or by any Shareholder, except for losses resulting from the fraud, negligence or wilful default of or material breach of the agreement by the relevant person.

Under the Property Management Agreement, the Company is entitled to a right of first look over all investment opportunities of which the Property Manager is entitled to offer its clients that fall within the Investment Policy and which have an acquisition cost in excess of £10 million.

The annual Management Fee is paid quarterly in arrears and equal to the sum of 1.25 per cent. per annum of the Net Asset Value of the Group.

Following the direct or indirect sale of all of the Group's Portfolio Interests (including the sale of the Company or its subsidiaries), the Property Manager will be entitled to be paid its Performance Fee. The Performance Fee equals 20 per cent. of any balance of net sale proceeds and other cash that would remain after the total distributions to Shareholders over the Company's life equal (a) the aggregate issue price of the Ordinary Shares in issue and (b) a return of 9 per cent. per annum, without compounding. If the Property Manager is removed without cause or terminates the agreement for fault by the Company, a valuation of the Investment Portfolio will be carried out. The Property Manager will be entitled to compensation equal to the Performance Fee it would receive were the Portfolio Interests sold at that value. However, such Performance Fee will not be due until the earlier of seven years from the date of termination and the sale of all of the Portfolio Interests. If the Property Manager is removed for cause or resigns before the sale of all of the Portfolio Interests, it will not be entitled to any Performance Fee.

The above is exclusive of VAT which if applicable will be payable by the Company in addition to the Management Fee and the Performance Fee.

8.7 Depositary Agreement

On 28 November 2014, the Company, Gallium (as AIFM), Clipstone Capital and the Depositary entered into a depositary agreement pursuant to which the Depositary is responsible for ensuring the Company's cash flows are properly monitored, the safekeeping of certain property entrusted to it by the Company (including maintaining an assets register) and the oversight and supervision of the Company and the AIFM.

The Company has agreed to pay the Depositary an ongoing depositary fee for its services of £40,000 per annum. This fee is exclusive of VAT and will increase annually in line with the Consumer Prices Index. The Company will also bear transaction charges, expenses and costs as agreed between the Depositary and the AIFM.

The agreement contains customary representations, warranties and undertakings from the Company and the AIFM in favour of the Depositary and warranties from the Depositary. The agreement also contains an indemnity from the Company in favour of the Depositary against, *inter alia*, any liability or loss suffered or incurred by the Depositary (and its officers, agents and employees etc.) in the proper exercise or execution reasonably and in good faith of its duties under the agreement save where the Depositary has failed to exercise due care and diligence or the loss arises from fraud, negligence, bad faith, wilful default or a breach of the agreement by the Depositary. The Depositary has also agreed to indemnify the Company for claims resulting from similar circumstances. The agreement may be terminated by the Depositary, the Company and/or the AIFM by giving not less than three months' written notice (which where notice is being served by the Company or the AIFM, is subject to a two year initial term).

The Depositary may delegate its responsibilities to any person on such terms as it thinks fit, provided that it may only delegate certain services, it shall remain liable for such delegate, any delegation shall be in accordance with the FUND sourcebook of the FCA Handbook, and certain other conditions. The Depositary may not delegate performance of any of the Services to the AIFM.

8.8 Barclays Existing Facility and Refinancing Term Sheet

The terms of the Existing Debt Arrangements of the Company with Barclays are set out below.

Amount of Loan	£32 million
LTV Covenant	70%
Margin	margins of 1.7% and 1.9% apply, with the blended rate being 1.72%
Term	Expires in February 2020
Interest Rate Protection	the Company holds interest rate caps for £31 million of debt which cap LIBOR at 3%

The Company is anticipating completing a re-financing (the “**Re-financing**”) with Barclays on or around 6 April 2019.

The key terms of the proposed Re-financing are set out below.

Amount of Loan	Up to £62,000,000
LTV Covenant	65%
Margin	1.5% over LIBOR
Term	3 years, with an option to request a one year extension on the first and second anniversaries, subject to credit approval to such extensions.
Arrangement Fee	0.6%
Interest Rate Protection	The existing interest rate caps referred to above will remain in place

£32 million of the loan will be a term loan, with £30 million structured as a revolving credit facility (the “**RCF**”), available for draw down for new acquisitions. There will be no utilisation fee on undrawn amounts under the RCF for a period of six months from completion of the Re-financing and then 1% thereafter.

The Group will grant a first legal charge over 36 of its properties as security for the above Re-financing.

A wholly owned subsidiary of the Company will give standard representations, warranties and covenants to the bank and the facilities will contain events of default and conditions precedent to funding which are normal for a transaction of this type.

8.9 Sponsor Agreement

The Sponsor has been appointed as the Exchange listing sponsor of the Company pursuant to the Sponsor Agreement between the Company and the Sponsor.

The Sponsor was incorporated in Jersey on 14 October 1999 with registered number 75332 with limited liability under the Companies (Jersey) Law 1991, as amended and is a listing member of the Exchange.

The Sponsor has been appointed to provide guidance and advice in respect of preparing the application to list the Company's Ordinary Shares on the Exchange, to assist in ensuring that the Company has satisfied all relevant conditions for listing of the Ordinary Shares and that the Directors understand the nature of their responsibilities and intend to honour their obligations under the Listing Rules and to communicate with the Exchange on all matters arising in connection with the continuing obligations of the Company. The liability of the Sponsor to the Company is limited and the Company indemnifies the Sponsor in relation to its role, except to the extent of the fraud or wilful default of the Sponsor.

The Sponsor Agreement may be terminated, including by either party by sixty days' notice or immediately upon the occurrence of certain events (including the insolvency of the Company, the Ordinary Shares being suspended from dealing on the Exchange, or a party committing a material breach of the Sponsor Agreement which has not been remedied).

9. Financial information, working capital, indebtedness and significant change

- 9.1 Kingston Smith LLP, which is registered to carry out audit work by the Institute of Chartered Accountants of England and Wales has been the auditor of the Company since 8 December 2017. Its address is stated on page 25. The terms under which it has been appointed are the Auditors' standard terms for a public limited company listed on the Exchange. The annual report and accounts of the Company will be prepared in pounds Sterling and in accordance with UK GAAP (FRS 102).
- 9.2 The Company's accounting period ends on 30 June of each year.
- 9.3 The annual report and audited consolidated financial statements of the Company for the year ended 30 June 2018 are available via the Exchange's website (www.tisegroup.com).
- 9.4 The Directors are of the opinion that the working capital available to the Group is sufficient for its present requirements, that is for at least the next 12 months from the date of this Listing Document.
- 9.5 As at the date of this Listing Document and save as disclosed in this Listing Document (including pursuant to the Existing Debt Arrangements), the Company has no guaranteed, secured, unguaranteed or unsecured debt and no indirect or contingent indebtedness.
- 9.6 As at the date of this Listing Document, there has been no significant change in the trading or financial position of the Group since 30 June 2018 of the Company other than as identified in this Listing Document. The Group does not hold any capital in any undertakings which is likely to have a significant effect on the assessment of its own assets and liabilities, financial position or profits and losses.

- 9.7 Immediately following Admission, the Company's gross assets will increase by an amount equal to value of the Unit Trust, less an amount representing the Issue Costs borne by the Company plus the acquisition costs of the Unit Trust. It is not possible to quantify the effect of the Issue on the Company's earnings except that they should increase.

10. **Litigation**

There are no governmental, legal or arbitration proceedings (including, in so far as the Company is aware, any governmental, legal or arbitration proceedings which are pending or threatened) during the period since the Company's incorporation on 19 May 2014 which may have, or have had in the recent past, a significant effect on the Company or the Group's financial position or profitability.

11. **Mandatory bids, squeeze-out and sell-out rules**

11.1 **Mandatory bids**

The Company is subject to the provisions of the Takeover Code. Under Rule 9 of the Takeover Code, any person or group of persons acting in concert with each other which, taken together with shares already held by that person or group of persons, acquires 30 per cent. or more of the voting rights of a public company which is subject to the Takeover Code or holds not less than 30 per cent. but not more than 50 per cent. of the voting rights exercisable at a general meeting and acquires additional shares which increase the percentage of their voting rights, would normally be required to make a general offer in cash or with a cash alternative at the highest price paid within the preceding 12 months for all the remaining equity share capital of the Company.

Under Rule 37 of the Takeover Code, when a company purchases its own voting shares, a resulting increase in the percentage of voting rights carried by the shareholdings of any person or group of persons acting in concert will be treated as an acquisition for the purposes of Rule 9. A shareholder who is neither a director or acting in concert with a director will not normally incur an obligation to make an offer under Rule 9 in this manner. However, under note 2 to Rule 37, where a shareholder has acquired shares at a time when it had reason to believe that a purchase by the company of its own voting shares may take place, an obligation to make a mandatory bid under Rule 9 may arise in certain circumstances. The buy back by the Company of Ordinary Shares could, therefore, have implications for Shareholders with significant shareholdings.

11.2 **Squeeze-out**

Under the Act, if an offeror was to acquire 90 per cent. of the issued Ordinary Shares then, within four (4) months of making the offer, that offeror could then compulsorily acquire the remaining 10 per cent. It would do so by sending a notice to outstanding shareholders telling them that it will compulsorily acquire their shares and then, six (6) weeks later, it would execute a transfer of the outstanding shares in its favour and pay the consideration to the Company, which would hold the consideration on trust for outstanding shareholders. The consideration offered to the shareholders whose shares are compulsorily acquired under the Act must (in general) be the same as the consideration that was available under the takeover offer.

11.3 **Sell-out rules**

The Act gives minority shareholders in the Company a right to be bought out in certain circumstances by an offeror who has made a takeover offer. If a takeover offer related to all the Ordinary Shares and, at any time before the end of the period within which the offer could be accepted, the offeror held or had agreed to acquire not less than 90 per cent. of the Ordinary Shares, any holder of shares to which the offer relates who has not accepted the offer can require the offeror to acquire his shares. The offeror would be required to give any shareholder notice of his right to be bought out within one (1) month of that right arising. The offeror may impose a time limit on the rights of minority shareholders to be bought but that period cannot end less than three (3) months after the end of the acceptance period. If a shareholder exercises its rights, the offeror is bound to acquire those shares on the terms of the offer or on such other terms as may be agreed.

11.4 **Takeover bids**

As at 29 January 2019 (being the latest practicable date prior to the date of this Listing Document), there have been no public takeover bids by third parties in respect of the Company's share capital since incorporation.

12. **AIFM Directive Disclosures**

- 12.1 The Company is categorised as an EEA AIF for the purposes of the AIFM Directive and its AIFM is an EEA AIFM. Accordingly, the Company's AIFM is required to make certain disclosures to prospective investors prior to their investment in the Company, in accordance with Article 23 of the AIFM Directive and FUND 3.2.2 and 3.2.3 of the FCA Handbook. An explanation of where each of these disclosures may be found in this Listing Document (or of the non-applicability to the Company of certain of these disclosures) is set out in this paragraph 12. References to "FUND" are to the FUND sourcebook of the FCA Handbook.
- 12.2 Section 5 of this Listing Document contains a description of the investment strategy and objectives of the Company, the types of assets in which the Company may invest, the techniques it may employ, any applicable investment restrictions and the procedures by which the Company may change its investment strategy or the Investment Policy.
- 12.3 Section 5 of this Listing Document also contains a description of the circumstances in which the Group may use leverage, the types and sources of leverage permitted, restrictions on the use of leverage and the maximum level of leverage which the Group is permitted to employ. In view of the nature of the Company's underlying investments, such investments are not capable of being lent out or otherwise rehypothecated, so there are no collateral or reuse arrangements in place in respect of the Company's Investment Portfolio.
- 12.4 The key risks associated with the investment strategy, objectives and techniques of the Company and with the use of leverage by the Group are contained in Section 3 of this Listing Document entitled "Risk Factors".
- 12.5 The Company is not a fund of funds and so there is no master AIF for the purposes of the AIFM Directive, nor will there be any underlying funds.
- 12.6 A description of the main legal implications of the contractual relationship entered into for the purpose of investment in the Company, including information on jurisdiction and

applicable law, is contained in Appendix 1 (Terms and Conditions Relating to the Issue of the New Shares). In particular, the Issue is governed by English law and subject to the jurisdiction of English courts, the same law and jurisdiction under which the Company is established. More generally, a foreign judgment obtained in an EU member state may be recognised and enforced in England pursuant to Council Regulation (EC) 44/2001 on jurisdiction and the recognition and enforcement of judgments in civil and commercial matters (the “**Brussels Regulation**”). A judgment which has been certified as a European Enforcement Order pursuant to Regulation (EC) 805/2004 may also be recognised and enforced in England.

- 12.7 Details of the identities of the Company’s AIFM, Depositary, Auditors and other service providers to the Company, their duties to the Company and investors’ rights (exercised through the Company) are contained in Section 4 and in paragraph 8 of this Section 9. In particular, the Company has entered into agreements with its service providers that allow termination of the appointment in defined circumstances and which regulate the standard of care and extent of liability of those service providers.
- 12.8 The AIFM will cover professional liability risks by way of professional indemnity insurance.
- 12.9 Each of the AIFM and the Depositary will be responsible for their own work; there will be no delegation of AIFM management functions or safekeeping functions, as applicable, for the purposes of FUND 3.2.2R(6).
- 12.10 A description of the Company’s valuation procedures and of the pricing methodology for valuing assets, which includes the methods that will be used in valuing hard-to-value assets, is contained in Section 8 of this Listing Document.
- 12.11 The Company is a closed-ended investment company and there are therefore no redemption rights. However, the Ordinary Shares are to be listed on the Official List, and the Ordinary Shares will be freely transferable. Details of how transfers may be effected are set out in Section 9. The AIFM will monitor liquidity risk of the Company’s portfolio in accordance with the AIFM Rules.
- 12.12 A description of all fees, charges and expenses and of the maximum amounts thereof (to the extent that this can be assessed) which are borne by the Company and thus indirectly by investors is contained in Section 9 and Section 10 of the Listing Document. There are no expenses charged directly to investors by the Company.
- 12.13 As its Ordinary Shares are to be admitted to the Official List, the Company will be required to comply with, *inter alia*, the relevant provisions of the Listing Rules, which operate to ensure a fair treatment of investors. The Initial Seed Investors will, in consideration for their commitment to the Company, receive a partial rebate of the Management Fee and the right to receive a further rebate if one is agreed with any other Shareholder. The powers of the Investor Representative (as set out in Section 8) are also confirmed in a side letter with the Initial Seed Investors. Otherwise, no investor has obtained preferential treatment or the right to obtain preferential treatment.
- 12.14 The Company has not engaged the services of any prime broker.
- 12.15 The Depositary Agreement prohibits the transfer or reuse by the Depositary of the Company’s assets without the AIFM’s express prior consent.

- 12.16 While the Depositary Agreement permits the Depositary to discharge its liability under Article 21(13) and (14) of the AIFMD and Article 32 of the AIFM Regulations, it has not made any arrangements to do so. If there are any changes to the liability of the Depositary, the AIFM will inform investors.
- 12.17 The information required under paragraphs 4 and 5 of Article 23 of the AIFM Directive and FUND 3.2.5 and FUND 3.2.6 will be disclosed to investors in the Company's annual report.
- 12.18 If there are any material changes to any of the information referred to in this paragraph 12, such changes will be notified in the Company's annual report, in accordance with Article 23 of the AIFM Directive and FUND 3.2.2.

13. **Consents**

The Valuer has given and not withdrawn its written consent to the issue of this Listing Document and the inclusion herein of its name and the references to it in the form and context in which they appear.

14. **Third Party Information**

Where information in this Listing Document has been sourced from third parties such information has been accurately reproduced and, as far as the Company is aware and is able to ascertain from information published by such third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading.

15. **Documents available for inspection**

Copies of the following documents are available for inspection during Business Hours on any weekday (Saturdays, Sundays and public holidays excepted) at the Sponsor's office at 47 Esplanade, St Helier, Jersey JE1 0BD and at the Company's registered office, free of charge, for 14 days from the date of this Listing Document:

- (a) the Company's memorandum of association and Articles;
- (b) the Section 593 Valuation;
- (c) the Valuation Report;
- (d) this Listing Document; and
- (e) the material contracts listed in paragraph 8 of this Section 9.

SECTION 10

FEES AND EXPENSES

FEES AND EXPENSES

The Company will bear the Issue Costs and the Acquisition Costs, which are not expected to exceed £250,000 including an Exchange listing fee of £5,000. The Company will not bear any broker or placement agent fees or commission on the Issue or any further issues of Ordinary Shares.

The principal annual running costs of the Company will be the fees payable to its service providers.

Clipstone Investment Management charges an annual Management Fee, paid quarterly in arrears, equal to the sum of 1.25 per cent. per annum of the Net Asset Value of the Group. In addition, it charges a performance fee following the direct or indirect sale of the portfolio equal to 20 per cent. of surplus cash after a return to Shareholders of 9 per cent. per annum (non-compounded), as further described in paragraph 8.6 of Section 9. Clipstone Investment Management will not charge any acquisition or administration fees.

The Company will bear the fees and expenses of the AIFM and the Depositary, which are also described in paragraph 8 of Section 9 of this Listing Document.

The Sponsor's fees under the Sponsor Agreement comprise an annual fee of £15,000 payable by the Company. The Company pays an annual fee of £12,000 to Ravenscroft Ltd as a market maker in the Ordinary Shares. An annual fee of £2,500 will also be payable by the Company to the Exchange.

The Group will bear certain costs associated with borrowing; those costs in respect of the Facility Agreement expected to be entered into after Admission are set out in paragraph 8.8 of Section 9.

The Group will also bear regulatory fees, insurance costs, professional fees, audit fees and other expenses.

All fees in this Section 10 are expressed exclusive of Value Added Tax, which if applicable will be payable in addition to the fees above.

Shareholders do not bear any fees, charges or expenses directly, other than any fees, charges and expenses incurred as a consequence of acquiring, transferring, redeeming or otherwise selling Ordinary Shares.

SECTION 11

UNITED KINGDOM TAXATION OF SHAREHOLDERS UNDER THE REIT REGIME

1. Introduction

- 1.1 The statements set out below are intended only as a general guide to certain aspects of current UK tax law and HMRC published practice as at the date of this Listing Document and apply only to certain Shareholders resident for tax purposes in the UK (save where express reference is made to non-UK resident persons). The summary does not purport to be a complete analysis or listing of all the potential tax consequences of holding Ordinary Shares. Prospective purchasers of Ordinary Shares are advised to consult their own independent tax advisers concerning the consequences under UK tax law of the acquisition, ownership and disposition of Ordinary Shares.
- 1.2 The following paragraphs relate only to certain limited aspects of the United Kingdom taxation treatment of PIDs and Non-PID Dividends (as described in this Section 11) paid by the Company, and to disposals of shares in the Company, in each case assuming that the Group remains a REIT. The statements are not applicable to all categories of Shareholders, and in particular are not addressed to:
- (a) Shareholders who do not hold their Ordinary Shares as capital assets or investments or who are not the absolute beneficial owners of those shares or dividends in respect of those shares;
 - (b) Shareholders who own (or are deemed to own) ten per cent. or more of the share capital or of the voting power of the Company or are entitled to ten per cent. or more of the Company's distributions;
 - (c) special classes of Shareholders such as dealers in securities, broker-dealers, insurance companies, trustees of certain trusts and investment companies;
 - (d) Shareholders who hold Ordinary Shares as part of hedging or commercial transactions;
 - (e) Shareholders who hold Ordinary Shares in connection with a trade, profession or vocation carried on in the UK (whether through a branch or agency or otherwise);
 - (f) Shareholders who hold Ordinary Shares acquired by reason of their employment;
 - (g) Shareholders who hold Ordinary Shares in a personal equity plan or an individual savings account; or
 - (h) Shareholders who are not resident in the UK for tax purposes (save where express reference is made to non-UK resident Shareholders).

2. UK Taxation of PIDs

2.1 *UK taxation of Shareholders who are individuals*

Subject to certain exceptions, a PID will generally be treated in the hands of Shareholders who are individuals as the profit of a single UK property business (as defined in Part 3 of the

Income Tax (Trading and Other Income) Act 2005). A PID is, together with any property income distribution from any other company to which Part 12 of the CTA 2010 applies, treated as a separate UK property business. Income from any other UK property business (a “**different UK property business**”) carried on by the relevant Shareholder must be accounted for separately. This means that any surplus expenses from a Shareholder’s different UK property business cannot be offset against a PID as part of a single calculation of the profits of the Shareholder’s UK property business. A Shareholder who is subject to income tax at the basic rate will be liable to pay income tax at 20 per cent. on the PID. Higher rate taxpayers will be subject to tax at 40 per cent. and additional rate taxpayers at 45 per cent. Credit will be available in respect of the basic rate tax withheld by the Company (where required) on the PID.

Please see also paragraph 3 (*Withholding tax and PIDs*) below.

2.2 **UK taxation of UK tax resident corporate Shareholders**

Subject to certain exceptions, a PID will generally be treated in the hands of Shareholders who are within the charge to corporation tax as profit of a property business (as defined in Part 4 of CTA 2009) (“**Part 4 property business**”). A PID is, together with any property income distribution from any other company to which Part 12 of the CTA 2010 applies, treated as a separate Part 4 property business. Income from any other Part 4 property business (a “**different Part 4 property business**”) carried on by the relevant Shareholder must be accounted for separately. This means that any surplus expenses from a Shareholder’s different Part 4 property business cannot be offset against a PID as part of a single calculation of the Shareholder’s property business profits.

The main rate of UK corporation tax on such profit is currently 19 per cent. (due to reduce to 17 per cent. from 1 April 2020).

Please see also paragraph 3 (*Withholding tax and PIDs*) below.

2.3 **UK taxation of Shareholders who are not resident for tax purposes in the UK**

Where a Shareholder who is resident for tax purposes outside the UK receives a PID, the PID will generally be chargeable to UK income tax as profit of a UK property business and this tax will generally be collected by way of a withholding tax. Under Section 548(7) of the CTA 2010, this income is expressly not non-resident landlord income for the purposes of regulations under section 971 of the Income Tax Act 2007.

Prospective non-UK tax resident Shareholders should consult their own professional advisers on the implications in the relevant jurisdictions of any non-UK implications of receiving PIDs. Please see also paragraph 3 (*Withholding tax and PIDs*) below.

3. **Withholding tax and PIDs**

3.1 **General**

Subject to certain exceptions summarised below, the Company is required to withhold income tax at source at the basic rate (currently 20 per cent.) from its PIDs (whether paid in cash or in the form of a stock dividend). The Company will provide Shareholders with a certificate setting out the gross amount of the PID, the amount of tax withheld, and the net amount of the PID.

3.2 *Shareholders solely resident in the UK*

Where tax has been withheld at source, Shareholders who are individuals may, depending on their particular circumstances, be liable to further tax on their PID at their applicable marginal rate, incur no further liability on their PID, or be entitled to claim repayment of some or all of the tax withheld on their PID. Shareholders who are corporate entities will generally be liable to pay corporation tax on their PID and if (exceptionally) income tax is withheld at source, the tax withheld can be set against their liability to corporation tax in the accounting period in which the PID is received.

3.3 *Shareholders who are not resident for tax purposes in the UK*

It is not possible for a Shareholder to make a claim under a double taxation convention for a PID to be paid by the Company gross or at a reduced rate. The right of a Shareholder to claim repayment of any part of the tax withheld from a PID will depend on the existence and terms of any double taxation convention between the UK and the country in which the Shareholder is resident. Shareholders who are not resident for tax purposes in the UK should obtain their own tax advice concerning tax liabilities on PIDs received from the Company.

3.4 *Exceptions to requirement to withhold income tax*

Shareholders should note that in certain circumstances the Company is not required to withhold income tax at source from a PID. These include where the Company reasonably believes that the person beneficially entitled to the PID is a company resident for tax purposes in the UK, or a company resident for tax purposes outside the UK with a permanent establishment in the UK which is required to bring the PID into account in computing its chargeable profits, or certain charities. They also include, where the Company reasonably believes that the PID is paid to the scheme administrator of a registered pension scheme, the sub-scheme investment manager of certain pension sub-schemes, the account manager of an ISA, the plan manager of a Personal Equity Plan, or the account provider for a Child Trust Fund, in each case, provided the Company reasonably believes that the PID will be applied for the purposes of the relevant fund, scheme, account or plan.

In order to pay a PID without withholding tax, the Company will need to be satisfied that the Shareholder concerned is entitled to that treatment before paying any PID to such Shareholder. For that purpose the Company will require such Shareholders to submit a valid claim form (copies of which may be obtained on request from the company secretary). Shareholders should note that the Company may seek recovery from Shareholders if the statements made in their claim form are incorrect and the Company suffers tax as a result. The Company will, in some circumstances, suffer tax if its reasonable belief as to the status of the Shareholder turns out to have been mistaken.

4. *UK taxation of Non-PID Dividends*

Non-PID Dividends are treated in exactly the same way as dividends received from UK companies that are not REITs. The Company is not required to withhold tax when paying a Non-PID Dividend (whether in cash or in the form of a stock dividend).

4.1 *UK taxation of Shareholders who are individuals*

All Non-PID Dividends received by an individual Shareholder who is resident in the UK for tax purposes will be dividend income which will form part of that Shareholder's total

income for income tax purposes and will constitute the top slice of that income. A nil rate of income tax will apply to the first £2,000 of taxable dividend income received by that Shareholder in the tax year commencing 6 April 2018 and in subsequent tax years.

Where an individual Shareholder's total dividend income is above that nil rate dividend allowance, that individual Shareholder will not be subject to tax on dividend income above the nil rate dividend allowance to the extent that, treating that dividend income as the top slice of the Shareholder's income, that income would be within that Shareholder's personal allowance (if applicable). Any amount in excess of the nil rate allowance and the personal allowance (if applicable) will be taxed at the relevant rate, treating such an amount as the top slice of the Shareholder's income (subject to the most beneficial allocation of the personal allowance (if applicable)). The dividend tax rates are 7.5 per cent to the extent that the excess amount falls within the basic rate tax band, 32.5 per cent to the extent that the excess amount falls within the higher rate tax band and 38.1 per cent to the extent that the excess amount falls within the additional rate tax band.

4.2 *UK taxation of UK resident corporate Shareholders*

Shareholders who are within the charge to UK corporation tax will be subject to corporation tax on Non-PID Dividends paid by the Company, unless the Non-PID Dividends fall within an exempt class and certain other conditions are met. Whether an exempt class applies and whether the other conditions are met will depend on the circumstances of the particular Shareholder, although it is expected that the Non-PID Dividends paid by the Company would normally be exempt.

4.3 *Taxation of Shareholders who are not resident in the UK for tax purposes*

Shareholders who are resident outside the UK for tax purposes will not generally be subject to UK tax on Non-PID Dividends received from the Company. However, a Shareholder resident outside the UK may be subject to foreign taxation on dividend income under local law. Shareholders who are not resident for tax purposes in the UK should obtain their own tax advice concerning their tax position on Non-PID Dividends received from the Company.

5. *UK taxation of chargeable gains in respect of Shares in the Company*

- 5.1 For the purpose of UK tax on chargeable gains, the amount paid by a Shareholder for Ordinary Shares will constitute the base cost of his holding. If a Shareholder disposes of all or some of his Ordinary Shares, a liability to tax on chargeable gains may arise. This will depend on the base cost which can be allocated against the proceeds, incidental costs of acquisition and disposal, the Shareholder's circumstances and any reliefs or annual exempt amount to which they are entitled. In the case of Shareholders subject to UK corporation tax who acquired Ordinary Shares prior to December 2017, indexation allowance will apply to the amount paid for the Ordinary Shares for the period to the end of December 2017.

5.2 *UK taxation of Shareholders who are UK tax resident individuals*

Subject to the availability of any exemptions, reliefs, allowable losses and/or the annual exempt amount (£11,700 for individuals for the year beginning 6 April 2018), a gain on disposal of Shares by individuals, trustees and personal representatives will generally be subject to capital gains tax at the rate of up to 20 per cent.

5.3 **UK taxation of UK tax resident corporate Shareholders**

Subject to the availability of any exemptions, reliefs, allowable losses and/or any indexation allowance for the period to the end of December 2017, a gain on disposal of Shares by a Shareholder within the charge to UK corporation tax will generally be subject to corporation tax at the current rate of 19 per cent. (due to reduce to 17 per cent. from 1 April 2020).

5.4 **UK taxation of Shareholders who are not resident in the UK for tax purposes**

Prior to 6 April 2019

Shareholders who are not resident in the UK for tax purposes may not, depending on their personal circumstances, be liable to UK taxation on chargeable gains arising from the sale or other disposal of their Shares (unless they carry on a trade, profession or vocation in the UK through a branch or agency with which their Shares are connected or, in the case of a corporate Shareholder, through a permanent establishment in connection with which the Shares are held).

Individual Shareholders who are temporarily not UK resident and who dispose of all or part of their Shares during that period may be liable to UK capital gains tax on chargeable gains realised on their return to the UK, subject to any available exemptions or reliefs.

From 6 April 2019

The Finance Bill 2019 seeks to extend capital gains tax and corporation tax (in respect of any chargeable gains accrued from 6 April 2019) to gains realised by all non-residents on disposals of all UK real estate, including certain indirect disposals (including shares in REITs), from 6 April 2019. As a result, and if the Finance Bill 2019 is enacted as currently drafted, Shareholders who are not resident in the UK for tax purposes will be liable to UK capital gains tax (if they are individuals) or UK corporation tax (if they are corporates) on chargeable gains accrued from 6 April 2019 arising on the sale or other disposal of their Ordinary Shares on or after 6 April 2019.

Prior to and following 6 April 2019

Shareholders who are resident for tax purposes outside the UK may be subject to foreign taxation on capital gains depending on their circumstances.

6. **UK stamp duty and UK stamp duty reserve tax ("SDRT")**

- 6.1 No UK stamp duty or stamp duty reserve tax will generally be payable on the issue, allotment and registration of the Ordinary Shares. UK legislation provides for a 1.5 per cent. stamp duty or SDRT charge where Shares are transferred (in the case of stamp duty) or issued or transferred (in the case of SDRT) (i) to, or to a nominee or agent for, a person whose business is or includes the provision of clearance services or (ii) to, or to a nominee or agent for, a person whose business is or includes issuing depositary receipts. However, following litigation, HMRC have confirmed that they will no longer seek to apply the 1.5 per cent. SDRT charge on an issue of shares or securities into a clearance service or depositary receipt arrangement on the basis that the charge is not compatible with EU law. HMRC's view is that the 1.5 per cent. SDRT or stamp duty charge will continue to apply to transfers of shares or securities into a clearance service or depositary receipt arrangement unless they are an integral part of an issue of share capital.

- 6.2 Clearance services may opt, under certain conditions, for the normal rates of stamp duty or SDRT (being 0.5 per cent. of the amount or value of the consideration for the transfer) to apply to a transfer of shares into, and to transactions within, the service instead of the higher rate of 1.5 per cent. referred to above. If such an election is made then agreements to transfer Ordinary Shares through the facilities of the relevant clearance service may be subject to SDRT at a rate of 0.5 per cent. of the amount or value of the consideration for the transfer, and certain exemptions from SDRT will not be available.
- 6.3 Transfers on sale of Ordinary Shares will generally be subject to UK stamp duty at the rate of 0.5 per cent. of the amount or value of the consideration given for the transfer rounded up to the next £5.00. The purchaser is generally responsible for the stamp duty. An exemption from stamp duty will be available on an instrument transferring the Ordinary Shares where the amount or value of the consideration is £1,000 or less, and it is certified on the instrument that the transaction effected by the instrument does not form part of a larger transaction or series of transactions for which the aggregate consideration exceeds £1,000. An agreement to transfer Ordinary Shares will normally give rise to a charge to SDRT at the rate of 0.5 per cent. of the amount or value of the consideration payable for the transfer in money or money's worth. If a duly stamped transfer in respect of the agreement is produced within six years of the date on which the agreement is made (or, if the agreement is conditional, the date on which the agreement becomes unconditional), any SDRT paid is repayable, generally with interest, and otherwise the SDRT charge is cancelled. SDRT is, in general, payable by the purchaser.
- 6.4 Agreements to transfer Ordinary Shares within the CREST system will generally be liable to SDRT at the rate of 0.5 per cent, of the amount or value of the consideration payable. CREST is obliged to collect SDRT on relevant transactions settled within the CREST system. Deposits of Ordinary Shares into CREST will not generally be subject to SDRT, unless the transfer into CREST is itself for consideration in money or money's worth.

SECTION 12

RESTRICTIONS ON TRANSFERS TO OVERSEAS INVESTORS

OVERSEAS INVESTORS

This Listing Document does not constitute an offer to sell, or the solicitation of an offer to acquire or subscribe for, Ordinary Shares in any jurisdiction where such an offer or solicitation is unlawful or would impose any unfulfilled registration, qualification, publication or approval requirements on the Company or the AIFM.

The Company has elected to impose the restrictions described below on the Issue and on the future trading of the Ordinary Shares so that the Company will not be required to register the offer and sale of the Ordinary Shares under the Securities Act and will not have an obligation to register as an investment company under the Investment Company Act and related rules and also to address certain ERISA, Internal Revenue Code and other considerations.

Transfer restrictions in the Company's Articles may adversely affect the ability of holders of the Ordinary Shares to trade such securities. The Company and its agents will not be obligated to recognise any resale or other transfer of the Ordinary Shares made other than in compliance with the restrictions described below.

The Ordinary Shares have not been, nor will be, registered under the Securities Act or under the securities legislation of any state or other political sub-division of the United States and the Ordinary Shares may not be offered, sold, exercised, resold, transferred or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, US Persons (as defined in Regulation S under the Securities Act). There will be no public offer of the Ordinary Shares in the United States. The Ordinary Shares are being offered and sold outside the United States to non-US Persons in reliance on the exemption from registration provided by Regulation S under the Securities Act. Moreover, the Company has not been and will not be registered under the Investment Company Act and investors will not be entitled to the benefits of the Investment Company Act. The Ordinary Shares and any beneficial interests therein may only be transferred in an offshore transaction in accordance with Regulation S to: (i) a person outside the United States and not known by the transferor to be a US Person, by prearrangement or otherwise; or (ii) the Company or a subsidiary thereof.

The relevant clearances have not been, and will not be, obtained from the securities commission of any province or territory of Canada, Australia, the Republic of Ireland, the Republic of South Africa, New Zealand or Japan or their respective territories or possessions and they may not, subject to certain exceptions, be offered, sold or delivered directly or indirectly in, into or within Canada, Australia, the Republic of Ireland, the Republic of South Africa, New Zealand or Japan or their respective territories or possessions or any national, citizen or resident of Canada, Australia, the Republic of Ireland, the Republic of South Africa, New Zealand or Japan or their respective territories or possessions. This Listing Document does not constitute an offer to sell or issue, or the solicitation of an offer to purchase or subscribe for, Ordinary Shares in any jurisdiction in which such offer or solicitation is unlawful.

Unless otherwise agreed by the Board, the Ordinary Shares will only be offered on a private placement basis to potential investors who are resident in the United Kingdom. The participation by overseas investors in the Issue is at the discretion of the Board and may be affected by the laws or regulatory requirements of relevant jurisdictions. Overseas investors who wish to subscribe for

Ordinary Shares are referred to the Terms and Conditions Relating to the Issue of New Shares in Appendix 1 to this Listing Document. Potential investors who are in any doubt as to their position in this respect are strongly recommended to consult their own professional advisers as soon as possible.

SECTION 13

DEFINITIONS

The meanings of the following terms shall apply throughout this Listing Document unless the context otherwise requires:

“Act”	means the UK Companies Act 2006, as amended from time to time;
“Admission”	means the admission of the Ordinary Shares issued under the Issue to the Official List of the Exchange;
“Acquisition”	means the acquisition of Clipstone Industrial Unit Trust under the Sale and Purchase Agreement;
“Acquisition Cost”	the costs of the Acquisition;
“AIF”	means an alternative investment fund within the meaning of the AIFM Directive;
“AIFM Agreement”	means the agreement dated 28 November 2014 between the Company, Gallium and Clipstone Capital, a summary of which is set out in paragraph 8.5 of Section 9 of this Listing Document;
“AIFM Directive”	means the Alternative Investment Fund Managers Directive, 2011/61/EU, as amended from time to time;
“AIFM Regulations”	means The Alternative Investment Fund Managers Regulations 2013 (SI 2013/1773) as amended from time to time;
“AIFM Rules”	means the AIFM Directive and all applicable rules and regulations implementing the AIFM Directive in the UK, including without limitation the AIFM Regulations and all relevant provisions of the FCA Handbook expressed to be binding on the AIFM;
“AIFM”	means: <ul style="list-style-type: none">(a) when used in a general context, an alternative investment fund manager within the meaning of the AIFM Directive; and(b) in respect of the Company, its alternative investment fund manager from time to time as appointed pursuant to the AIFM Agreement;
“Articles” or “Articles of Association”	means the articles of association of the Company in force from time to time;
“Auditors”	means the auditors from time to time of the Company, the current such auditors being Grant Thornton UK LLP who are registered with the Institute of Chartered Accountants of

	England and Wales;
“Barclays”	means Barclays Bank plc;
“Board” or “Directors”	means the directors of the Company from time to time or any duly constituted committee thereof, and “Director” is to be construed accordingly;
“Business Day”	means a day on which the Exchange is open, other than a Saturday, Sunday or other day when banks in the City of London are not generally open for non-automated business;
“Business Hours”	means the hours between 9.30 a.m. and 5.30 p.m. on any Business Day;
“Clipstone Capital”	means Clipstone Capital Limited, a company incorporated under the laws of England and Wales with registered number 8974700;
“Clipstone”, “Clipstone Investment Management” or the “Property Manager”	means Clipstone Investment Management Limited, a company incorporated under the laws of England & Wales with number 6570563;
“Company”	means Clipstone Logistics REIT plc, a company incorporated in England and Wales with registered number 9046897;
“CREST”	means a paperless settlement procedure operated by Euroclear enabling system securities to be evidenced otherwise than by written instrument;
“CTA 2009”	means the UK Corporation Tax Act 2009;
“CTA 2010”	means the UK Corporation Tax Act 2010;
“Depository Agreement”	means the depository agreement dated 28 November 2014 between the Company, the AIFM, Clipstone Capital and the Depository, a summary of which is contained in paragraph 8.7 of Section 9 of this Listing Document;
“Depository”	means Gallium P E Depository Limited, a company incorporated in England and Wales with registered number 7599626;
“EEA State”	means a member state of the EEA;
“EEA”	means the EU, Iceland, Norway and Liechtenstein;
“EGM”	means an extraordinary general meeting of the Company;
“ERISA”	means the United States Employee Retirement Income Security Act of 1974 and the regulations promulgated thereunder (in each case as amended from time to time);
“ERV”	means "estimated rental value", as determined by the Valuer at

	the most recent valuation;
“EU”	means the European Union (or where the context requires, its member states);
“Euroclear”	means Euroclear UK & Ireland Limited, a company incorporated in England and Wales with registered number 2878738, being the operator of CREST;
“Exchange Act”	means the United States Exchange Act of 1934, as amended from time to time;
“Exchange”	means the International Stock Exchange Authority Limited;
“Excluded Territory”	means Australia, Canada, Japan, New Zealand, the Republic of South Africa, the Republic of Ireland, the United States of America, their territories and possessions and any other jurisdiction where the extension or availability of an offer of Ordinary Shares would breach any applicable law or regulation;
“Existing Debt Arrangements”	means the existing debt in respect of and secured on the Initial Property Portfolio as described in Section 9 of this Listing Document;
“Existing Properties”	means the existing four properties of the Group prior to completion of the Share for Unit Exchange;
“Facility Agreement”	means the facility agreement expected to be entered into by the Company and Barclays under the Re-financing and as described in paragraph 8.8 of Section 9 of this Listing Document;
“FATCA”	means the US Foreign Account Tax Compliance Act;
“FCA Handbook”	means the FCA’s handbook of rules and guidance, as amended and updated from time to time;
“FCA”	means the UK Financial Conduct Authority;
“FRS 102”	means FRS 102, The Financial Reporting Standard applicable in the UK and the Republic of Ireland, as amended;
“FSMA”	means the UK Financial Services and Markets Act 2000, as amended from time to time;
“General Meeting”	means a general meeting of the Company convened in accordance with the Articles;
“Group”	means the Company and its subsidiary undertakings (as defined in the Act) at the relevant time;
“HMRC”	means Her Majesty’s Revenue & Customs;

“Investment Company Act”	means the United States Investment Company Act of 1940, as amended;
“Investment Objective”	means the investment objective of the Company as detailed in Section 5 of this Listing Document under the heading “Investment Objective”;
“Investment Policy”	means the investment policy of the Company as detailed in Section 5 of this Listing Document under the heading “Investment Policy”;
“Investment Portfolio”	means the Group’s aggregate Portfolio Interests from time to time;
“ISA”	means an investment plan for the purposes of section 694 of Chapter 3 of Part 6 of the Income Tax (Trading and Other Income) Act 2005 and the Individual Savings Account Regulations 1998 (SI 1998/1870), as amended;
“ISIN”	means the International Security Identification Number;
“Issue Costs”	means the costs, commissions, fees and expenses incidental to the Issue and the Share for Unit Exchange which will be borne by the Company and paid on or around Admission and which includes any non-recoverable Value Added Tax payable;
“Issue”	means the issue of the New Shares to the Unit Trust Sellers in accordance with the terms of the Share for Unit Exchange;
“Listing Document”	means this document;
“Listing Rules”	means the listing rules of the Exchange;
“Management Fee”	means the management fee payable by the Group to the Property Manager as further described in Sections 8 and 9 of this Listing Document;
“NAV” or “Net Asset Value”	means: <ul style="list-style-type: none"> (c) in relation to the Company (or the Group, as the case may be), the net asset value of the Company (or the Group, as the case may be) as a whole on the relevant date calculated in accordance with the Company’s normal accounting policies; and (d) in relation to an Ordinary Share, the net asset value of the Company on the relevant date calculated in accordance with the Company’s normal accounting policies divided by the total number of Ordinary Shares then in issue (excluding, for the avoidance of doubt, any Ordinary Shares held in treasury);

"Net Issue Proceeds"	means the proceeds of the Issue, after deduction of the Issue Costs payable by the Company;
"New Shares"	Means 63,355,339 Ordinary Shares to be issued as consideration for the Sale Units to effect the Share for Unit Exchange under the Sale and Purchase Agreement;
"Non-PID Dividend"	means a dividend paid by the Company that is not a PID;
"Official List"	means the official list of the International Stock Exchange Authority;
"Ordinary Resolution"	means a resolution passed by not less than a 50 per cent. majority in accordance with the Act;
"Ordinary Shares"	means ordinary shares of 1 penny each in the capital of the Company, designated as such and having the rights and being subject to the restrictions specified in the Articles;
"Performance Fee"	means the performance fee payable by the Group to the Property Manager as further described in Section 8 and 9 of this Listing Document;
"PID" or "Property Income Distribution"	means a distribution referred to in section 548(1) or 548(3) of the CTA 2010, being a dividend or distribution paid by the Company in respect of profits or gains of the Qualifying Property Rental Business of the Group (other than gains arising to non-UK resident Group companies) arising at a time when the Group is a REIT insofar as they derive from the Group's Qualifying Property Rental Business;
"Portfolio Interest"	means any real estate asset, security or other interest in UK industrial real estate acquired by the Group in accordance with the Investment Policy;
"Property Management Agreement"	means the property management agreement between the Company, Gallium, Clipstone Capital and the Property Manager, a summary of which is set out in paragraph 8.6 of Section 9;
"Property Manager"	see "Clipstone" , "Clipstone Investment Management" or the "Property Manager" as defined above;
"Property Rental Business"	means a UK property business within the meaning of section 205 of the CTA 2009 or an overseas property business within the meaning of section 206 CTA 2009, but, in each case, excluding certain specified types of business (as per section 519(3) of the CTA 2010);
"Prospectus Directive"	means the Directive of the European Parliament and of the European Council of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading (No 2003/71/EC);

“Qualifying Property Rental Business”	means a Property Rental Business fulfilling the conditions in section 529 of the CTA 2010;
“Ravenscroft”	Ravenscroft Limited of PO Box 222, Level 5, The Market Buildings, Fountain Street, St. Peter Port, Guernsey, GY1 4JG
“Recognised Investment Exchange”	means an investment exchange in relation to which a recognition order of the FCA is in force;
“Re-financing”	means the proposed re-financing with Barclays as described in paragraph 8.8 of Section 9 of this document;
“Regulatory News Service”	means a regulatory news service approved by the Exchange and on the list of Regulatory News Services maintained by the Exchange;
“REIT Group”	means a group UK REIT within the meaning of Part 12 of the CTA 2010;
“REIT Regime”	means Part 12 of the CTA 2010;
“REIT”	means a company or group to which Part 12 of the CTA 2010 applies;
“RICS Red Book”	means the Royal Institution of Chartered Surveyors Valuation – Professional Standards Incorporating the International Valuation Standards, Global and UK edition January 2014;
“RICS”	means the Royal Institute of Chartered Surveyors;
“Sale and Purchase Agreement”	means the agreement to be dated on or around 31 January 2019 between the Company as buyer and the Unit Trust Sellers as sellers of the Sale Units;
“Sale Units”	means all the units in the Unit Trust on the date of the Sale and Purchase Agreement except those Units issued to Clipstone IX Limited or the Company;
“SDRT”	means Stamp Duty Reserve Tax;
“Section 593 Valuation”	means the valuation report, addressed to the Company and issued by the Section 593 Valuer in respect of the Consideration Shares;
“Section 593 Valuer”	means Kingston Smith LLP in its capacity as the issuer of the Section 593 Valuation;
“Securities Act”	means the United States Securities Act of 1933 (as amended);
“Share for Unit Exchange”	means the sale and purchase of Sale Units in consideration for the issue of New Shares under the Sale and Purchase Agreement;

“Shareholder”	means a holder of Ordinary Shares;
“SIPP”	means a Self-Invested Personal Pension;
“Special Resolution”	means a resolution passed by not less than a 75 per cent. majority in accordance with the Act;
“Sponsor”	means Carey Olson Corporate Finance Limited, a company incorporated in Jersey with registered number 75332, the Company's Sponsor in respect of the Exchange;
“Sponsor Agreement”	means the listing sponsor agreement between the Company and the Sponsor described in paragraph 8.9 of Section 9;
“SSAS”	means a Small Self-Administered Scheme;
“Sterling”	means pounds sterling, the lawful currency of the UK;
“Substantial Shareholder”	means a company or body corporate that is beneficially entitled, directly or indirectly, to 10 per cent. or more of the distributions paid by the Company and/or share capital of the Company, or which controls, directly or indirectly, 10 per cent. or more of the voting rights of the Company (referred to in section 553 of the CTA 2010 as a “holder of excessive rights”);
“Substantial Shareholding”	means the holding of Ordinary Shares by a Substantial Shareholder;
“Takeover Code”	means the City Code on Takeovers and Mergers;
“Trust Instrument”	means the Second Amended and Restated Unit Trust Instrument dated 13 December 2016 between Carey Commercial Limited and Scholer Nominees as trustees, Carey Commercial Limited as administrator, the Clipstone Capital as alternative investment fund manager and promoter and Clipstone Investment Management as property manager and also as delegated administrator, as amended;
“UK GAAP”	means generally accepted accounting practice in the United Kingdom;
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland;
“uncertificated” or “in uncertificated form”	means recorded on the relevant register of the shares or security concerned as being held in uncertificated form in CREST and title to which may be transferred by means of CREST;
“Unit Trust”	means the Clipstone Industrial Unit Trust as constituted by the Trust Instrument;
“Unit Trust Properties”	means the 33 properties held by the Unit Trust on the date of this Listing Document;

“Unit Trust Sellers”	means the persons who are the holders of the Sale Units on the date of the Sale and Purchase Agreement;
“United States” or “US”	means the United States of America (including the District of Columbia), its territories and possessions, any state of the United States of America and all other areas subject to its jurisdiction or any political sub-division thereof;
“Units”	means units in the Unit Trust;
“US Person”	means a “US Person” as defined in Regulation S of the Securities Act;
“Valuation Report”	means the valuation of the Existing Properties and the Unit Trust Properties set out in Appendix 3 to this Listing Document;
“Value Added Tax” or “VAT”	means UK value added tax and/or any other value added tax or sales tax applicable in the UK or any other country; and
“Valuer”	means Colliers International Valuation UK LLP, a limited liability partnership incorporated in England & Wales with registered number OC391629, or such other valuer appointed by the Company from time to time.

APPENDIX 1

TERMS AND CONDITIONS RELATING TO THE ISSUE OF THE NEW SHARES

1. Introduction

By signing the Sale and Purchase Agreement, prospective investors will make an irrevocable commitment to acquire the number of Ordinary Shares stated in the Sale and Purchase Agreement, conditional only on Admission and the other conditions in the Sale and Purchase Agreement. Each Unit Trust Seller will be bound by these terms and conditions in this Appendix 1 and will be deemed to have accepted them. Applications for New Shares will be deemed to have been made on the basis of the final form of this Listing Document.

2. Representations and Warranties

By agreeing to acquire New Shares accordingly, each Unit Trust Seller will (for itself and for any person(s) that is or are the beneficial owner(s) of the New Shares) be deemed to undertake, represent and warrant to each of the Company, the AIFM, Clipstone Investment Management and Clipstone Capital that:

- (a) in agreeing to purchase Ordinary Shares under the Sale and Purchase Agreement, (i) it is relying solely on this Listing Document and not on any other information given, or representation or statement made at any time, by any person concerning the Company, the Ordinary Shares or the Issue; (ii) it agrees that none of the Company, the AIFM, Clipstone Investment Management or Clipstone Capital, nor any of their respective officers, agents, employees or affiliates, will have any liability for any other information or representation; and (iii) it irrevocably and unconditionally waives any rights it may have in respect of any other information or representation;
- (b) if the laws of any territory or jurisdiction outside the United Kingdom are applicable to its agreement to subscribe for Ordinary Shares under the Sale and Purchase Agreement, it has complied with all such laws, obtained all governmental and other consents which may be required, complied with all requisite formalities and paid any issue, transfer or other taxes due in connection with its application in any territory and it has not taken any action or omitted to take any action which will result in the Company, the AIFM, Clipstone Investment Management or Clipstone Capital or any of their respective officers, agents, employees or affiliates acting in breach of the regulatory or legal requirements, directly or indirectly, of any territory or jurisdiction outside the United Kingdom in connection with the Placing;
- (c) it has carefully read and understands this Listing Document in its entirety and acknowledges that it is acquiring Ordinary Shares on the terms and subject to the conditions set out in this Appendix 1, the Listing Document and the Articles as in force at the date of Admission;
- (d) it acknowledges that no person is authorised in connection with the Sale and Purchase Agreement to give any information or make any representation other than as contained in this Listing Document and, if given or made, any information or

representation must not be relied upon as having been authorised by the Company or the AIFM;

- (e) it is not applying as, nor is it applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in section 67, 70, 93 or 96 (depository receipts and clearance services) of the Finance Act 1986;
- (f) it accepts that none of the Ordinary Shares have been or will be registered under the laws of any Excluded Territory. Accordingly, the Ordinary Shares may not be offered, sold, issued or delivered, directly or indirectly, within any Excluded Territory unless an exemption from any registration requirement is available;
- (g) if it is within the United Kingdom, it is a person who falls within Articles 49 or 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 or is a person to whom the Ordinary Shares may otherwise lawfully be offered under such Order, or, if it is receiving the offer in circumstances under which the laws or regulations of a jurisdiction other than the United Kingdom would apply, that it is a person to whom the Ordinary Shares may be lawfully offered under that other jurisdiction's laws and regulations;
- (h) if it is a resident in any EEA State, (a) it is a qualified investor within the meaning of the law in the relevant EEA State implementing Article 2(1)(e)(i), (ii) or (iii) of the Prospectus Directive and (b) if that EEA State has implemented the AIFM Directive, that it is a person to whom the Ordinary Shares may lawfully be marketed under the AIFM Directive or under the applicable implementing legislation (if any) of that relevant EEA State;
- (i) in the case of any Ordinary Shares acquired by an investor as a financial intermediary within the meaning of the law in the relevant EEA State implementing Article 2(1)(e)(i), (ii) or (iii) of the Prospectus Directive; (i) the Ordinary Shares acquired by it under the Sale and Purchase Agreement have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any relevant EEA State other than qualified investors, as that term is defined in the Prospectus Directive, or in circumstances in which the prior consent of the Company has been given to the offer or resale; or (ii) where Ordinary Shares have been acquired by it on behalf of persons in any relevant EEA State other than qualified investors, the offer of those Ordinary Shares to it is not treated under the Prospectus Directive as having been made to such persons;
- (j) if it is outside the United Kingdom, neither this Listing Document nor any other offering, marketing or other material in connection with the Share for Unit Exchange constitutes an invitation, offer or promotion to, or arrangement with, it or any person unless, in the relevant territory, such offer, invitation or other course of conduct could lawfully be made to it or such person and such documents or materials could lawfully be provided to it or such person and Ordinary Shares could lawfully be distributed to and subscribed and held by it or such person without compliance with any unfulfilled approval, registration or other regulatory or legal requirements;

- (k) it does not have a registered address in, and is not a citizen, resident or national of, any jurisdiction in which it is unlawful to make or accept an offer of the Ordinary Shares and it is not acting on a non-discretionary basis for any such person;
- (l) if the investor is a natural person, such investor is not under the age of majority (18 years of age in the United Kingdom) on the date of such investor's agreement to subscribe for Ordinary Shares under the Sale and Purchase Agreement;
- (m) it has not, directly or indirectly, distributed, forwarded, transferred or otherwise transmitted this Listing Document or any other offering materials concerning the Issue or the Ordinary Shares to any persons within the United States or to any US Persons, nor will it do any of the foregoing;
- (n) it acknowledges that neither the Company, the AIFM, nor any of their respective affiliates nor any person acting on their behalf is making any recommendations to it, advising it regarding the suitability of any transactions it may enter into in connection with the Sale and Purchase Agreement or providing any advice in relation to the Sale and Purchase Agreement and participation in the Share for Unit Exchange is on the basis that it is not and will not be a client of the AIFM and that the AIFM does not have any duties or responsibilities to it for providing protection afforded to its clients or for providing advice in relation to the Share for Unit Exchange nor, if applicable, in respect of any representations, warranties, undertaking or indemnities otherwise required to be given by it in connection with its application under the Share for Unit Exchange;
- (o) if it is subscribing for Ordinary Shares for one or more managed, discretionary or advisory accounts, it is authorised in writing for each such account: (i) to acquire the Ordinary Shares for each such account; (ii) to make on each such account's behalf the representations, warranties and agreements set out in this Listing Document; and (iii) to receive on behalf of each such account any documentation relating to the Share for Unit Exchange in the form provided by the Company and/or the AIFM. It agrees that the provision of this paragraph shall survive any resale of the Ordinary Shares by or on behalf of any such account;
- (p) it irrevocably appoints any Director of the Company and any director of the AIFM to be its agent and on its behalf (without any obligation or duty to do so), to sign, execute and deliver any documents and do all acts, matters and things as may be necessary for, or incidental to, its subscription for all or any of the Ordinary Shares for which it has given a commitment under the Placing (as applicable), in the event of its own failure to do so;
- (q) it accepts that if the Share for Unit Exchange does not proceed or the Ordinary Shares for which valid application are received and accepted are not admitted to listing on the Official List for any reason whatsoever then none of the AIFM or the Company, nor persons controlling, controlled by or under common control with any of them nor any of their respective employees, agents, officers, members, stockholders, partners or representatives, shall have any liability whatsoever to it or any other person;
- (r) it acknowledges that due to anti-money laundering requirements, the AIFM and the Company may require proof of identity and verification of the source of the relevant Units before the issue of the relevant New Shares can be processed and

that, in the event of delay or failure by the applicant to produce any information required for verification purposes, the Company and the AIFM may refuse to accept the application and the subscription monies relating thereto. It holds harmless and will indemnify the Company and the AIFM against any liability, loss or cost ensuing due to the failure to process such application, if such information as has been requested has not been provided by it in a timely manner;

- (s) it is aware of, has complied with and will at all times comply with its obligations in connection with money laundering under the Proceeds of Crime Act 2002 or other applicable law;
- (t) it acknowledges and understand the Company is required to comply with FATCA and the Company will follow FATCA's extensive reporting and withholding requirements. It agrees to furnish any information and documents which the Company may from time to time request, including but not limited to information required under FATCA;
- (u) it acknowledges that it has been informed that, pursuant to the General Data Protection Regulation 2016/679 (the "**DP Legislation**") the Company or the AIFM may hold personal data (as defined in the DP Legislation) relating to past and present Shareholders. Personal data may be retained on record for a period exceeding six years after it is no longer used (subject to any limitations on retention periods set out in applicable law). The AIFM will process such personal data at all times in compliance with DP Legislation and shall only process for the purposes set out in the Company's privacy notice, which is available for review on the Company's website www.clipstone.co.uk (the "**Privacy Notice**"), including for the purposes set out below (collectively, the "**Purposes**"), being to:
 - (i) process its personal data to the extent and in such manner as is necessary for the performance of its obligations under its service contract, including as required by or in connection with its holding of Ordinary Shares, including processing personal data in connection with credit and money laundering checks on it;
 - (ii) communicate with it as necessary in connection with its affairs and generally in connection with its holding of Ordinary Shares;
 - (iii) comply with the legal and regulatory obligations of the Company, and/or the AIFM; and
 - (iv) process its personal data for the AIFM's internal administration.
- (v) in order to meet the Purposes, it will be necessary for the Company and the AIFM to provide personal data to:
 - (i) third parties located either within, or outside of the EEA, if necessary for the AIFM to perform its functions, or when it is necessary for its legitimate interests, and in particular in connection with the holding of Ordinary Shares; or
 - (ii) its affiliates, the Company (in the case of the AIFM) and its respective associates, some of which may be located outside of the EEA.

- (w) any sharing of personal data by the Company or the AIFM with other parties will be carried out in accordance with the DP Legislation and as set out in the Company's Privacy Notice.
- (x) by becoming registered as a holder of the Ordinary Shares a person becomes a data subject (as defined in the DP Legislation). In providing the AIFM with information, it hereby represents and warrants to the AIFM that it has (i) notified any data subject of the Purposes for which personal data will be used and by which parties it will be used and it has provided a copy of the Company's Privacy Notice and any other data protection notice which has been provided by the Company and/or the AIFM; and (ii) where consent is legally required under applicable DP legislation, it has obtained the consent of any data subject to the AIFM and their respective associates holding and using their personal data for the Purposes (including the explicit consent of the data subjects for the processing of any sensitive personal data for the Purposes);
- (y) it acknowledges that by submitting personal data to the AIFM (acting for and on behalf of the Company) where it is a natural person he or she has read and understood the terms of the Company's Privacy Notice;
- (z) it acknowledges that by submitting personal data to the AIFM (acting for and on behalf of the Company) where it is not a natural person it represents and warrants that:
 - (i) it has brought the Company's Privacy Notice to the attention of any underlying data subjects on whose behalf or account it may act or whose personal data will be disclosed to the Company as a result of it agreeing to subscribe for Ordinary Shares; and
 - (ii) it has complied in all other respect with all applicable data protection legislation in respect of disclosure and provision of personal data to the Company;
- (aa) where it acts for or on account of an underlying data subject or otherwise discloses the personal data of an underlying data subject, he/she/it shall, in respect of the personal data it processes in relation to or arising in relation to the Issue:
 - (i) comply with all applicable data protection legislation;
 - (ii) take appropriate technical and organisational measures against unauthorised or unlawful processing of the personal data and against accidental loss or destruction of, or damage to the personal data;
 - (iii) if required, agree with the Company and the AIFM the responsibilities of each such entity as regards relevant data subjects' rights and notice requirements; and
 - (iv) immediately on demand, fully indemnify each of the Company and the AIFM and keep them fully and effectively indemnified against all costs, demands, claims, expenses (including legal costs and disbursements on a full indemnity basis), losses (including indirect losses and loss of profits, business and reputation), actions, proceedings and liabilities of

whatsoever nature arising from or incurred by the Company and/or the AIFM in connection with any failure by it to comply with the provisions set out above;

- (bb) the representations, undertakings and warranties contained in this document are irrevocable;
- (cc) it acknowledges that the AIFM and the Company and their respective affiliates will rely upon the truth and accuracy of the foregoing representations and warranties and it agrees that if any of the representations or warranties made or deemed to have been made by its subscription of the Ordinary Shares are no longer accurate, it shall promptly notify the AIFM and the Company;
- (dd) where it or any person acting on behalf of it is dealing with the AIFM, any money held in an account with the AIFM on behalf of it and/or any person acting on behalf of it will not be treated as client money within the meaning of the relevant rules and regulations of the FCA which therefore will not require the AIFM to segregate such money, as that money will be held by the AIFM under a banking relationship and not as trustee;
- (ee) any of its clients, whether or not identified to the Company and/or the AIFM, will remain its sole responsibility and will not become clients of the AIFM for the purposes of the rules of the FCA or for the purposes of any other statutory or regulatory provision;
- (ff) it accepts that the allocation of Ordinary Shares shall be determined according to the Sale and Purchase Agreement; and
- (gg) time shall be of the essence as regards its obligations to transfer Units for New Shares and to comply with its other obligations under the Share for Unit Exchange.

3. United States Purchase and Transfer Restrictions

- 3.1 By participating in the Share for Unit Exchange, each Unit Trust Seller acknowledges and agrees that it will (for itself and any person(s) procured by it to subscribe for Ordinary Shares and any nominee(s) for any such person(s)) be further deemed to represent and warrant to each of the Company, the AIFM and Clipstone Investment Management that:
- (a) it is not a US Person, is not located within the United States, is acquiring the Ordinary Shares in an offshore transaction meeting the requirements of Regulation S and is not acquiring the Ordinary Shares for the account or benefit of a US Person;
 - (b) it acknowledges that the Ordinary Shares have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons absent registration or an exemption from registration under the Securities Act;
 - (c) it acknowledges that the Company has not registered under the Investment Company Act and that the Company has put in place restrictions for transactions not involving any public offering in the United States, and to ensure that the

Company is not and will not be required to register under the Investment Company Act;

- (d) unless the Company expressly consents in writing otherwise, no portion of the assets used to purchase, and no portion of the assets used to hold, the Ordinary Shares or any beneficial interest therein constitutes or will constitute the assets of: (i) an “employee benefit plan” as defined in Section 3(3) of ERISA that is subject to Title I of ERISA; (ii) a “plan” as defined in Section 4975 of the Internal Revenue Code, including an individual retirement account or other arrangement that is subject to Section 4975 of the Internal Revenue Code; or (iii) an entity which is deemed to hold the assets of any of the foregoing types of plans, accounts or arrangements that is subject to Title I of ERISA or Section 4975 of the Internal Revenue Code. In addition, if an investor is a governmental, church, non-U.S. or other employee benefit plan that is subject to any federal, state, local or non-U.S. law that is substantially similar to the provisions of Title I of ERISA or Section 4975 of the Internal Revenue Code, its purchase, holding, and disposition of the Ordinary Shares must not constitute or result in a non-exempt violation of any such substantially similar law;
- (e) if any Ordinary Shares offered and sold pursuant to Regulation S are issued in certificated form, then such certificates evidencing ownership will contain a legend substantially to the following effect unless otherwise determined by the Company in accordance with applicable law:

“CLIPSTONE LOGISTICS REIT PLC (THE “**COMPANY**”) HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. INVESTMENT COMPANY ACT OF 1940, AS AMENDED (THE “**INVESTMENT COMPANY ACT**”). IN ADDITION, THE SECURITIES OF THE COMPANY REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “**SECURITIES ACT**”), OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES. ACCORDINGLY, THIS SECURITY MAY NOT BE OFFERED, SOLD, PLEDGED, EXERCISED OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, US PERSONS EXCEPT IN ACCORDANCE WITH THE SECURITIES ACT OR AN EXEMPTION THEREFROM AND UNDER CIRCUMSTANCES WHICH WILL NOT REQUIRE THE COMPANY TO REGISTER UNDER THE INVESTMENT COMPANY ACT, IN EACH CASE IN ACCORDANCE WITH ALL APPLICABLE SECURITIES LAWS.”;

- (f) if in the future the investor decides to offer, sell, transfer, assign or otherwise dispose of the Ordinary Shares, it will do so only in compliance with an exemption from the registration requirements of the Securities Act and under circumstances which will not require the Company to register under the Investment Company Act. It acknowledges that any sale, transfer, assignment, pledge or other disposal made other than in compliance with such laws and the above stated restrictions will be subject to the compulsory transfer provisions as provided in the Articles;
- (g) it is purchasing the Ordinary Shares for its own account or for one or more investment accounts for which it is acting as a fiduciary or agent, in each case for investment only, and not with a view to or for sale or other transfer in connection with

any distribution of the Ordinary Shares in any manner that would violate the Securities Act, the Investment Company Act or any other applicable securities laws;

- (h) it acknowledges that the Company reserves the right to make inquiries of any holder of the Ordinary Shares or interests therein at any time as to such person's status under the US federal securities laws and to require any such person that has not satisfied the Company that holding by such person will not violate or require registration under the US securities laws to transfer such Ordinary Shares or interests in accordance with the Articles;
- (i) it is entitled to acquire the Ordinary Shares under the laws of all relevant jurisdictions which apply to it, it has fully observed all such laws and obtained all governmental and other consents which may be required thereunder and complied with all necessary formalities and it has paid all issue, transfer or other taxes due in connection with its acceptance in any jurisdiction of the Ordinary Shares and that it has not taken any action, or omitted to take any action, which may result in the Company, the AIFM or their respective directors, officers, agents, employees and advisers being in breach of the laws of any jurisdiction in connection with the Issue or its acceptance of participation in the Placing (as applicable);
- (j) it has received, carefully read and understands this Listing Document, and has not, directly or indirectly, distributed, forwarded, transferred or otherwise transmitted this Listing Document or any other presentation or offering materials concerning the Ordinary Shares to or within the United States or to any US Persons, nor will it do any of the foregoing; and
- (k) if it is acquiring any Ordinary Shares as a fiduciary or agent for one or more accounts, the investor has sole investment discretion with respect to each such account and full power and authority to make such foregoing representations, warranties, acknowledgements and agreements on behalf of each such account.

4. Supply and Disclosure of Information

If the AIFM or the Company or any of their agents request any information about a Unit Trust Seller's agreement to acquire Ordinary Shares under the Share for Unit Exchange, such person must promptly disclose it to them.

5. Communications from the Company

The Unit Trust Seller hereby agrees that the Company may communicate with it in relation to the Placing in any manner permitted by the Company's Articles, including:

- (a) in hard copy form, including by sending communications personally, by hand or by pre-paid post;
- (b) in electronic form; and/or
- (c) by means of a website,

and further hereby expressly agrees to communication in the forms referred to in (b) and (c) subject to and in accordance with the Articles, both in respect of the Share for Unit Exchange and on an ongoing basis for the purposes of future communications to them as a Shareholder until such time if any as they revoke such agreement.

6. Miscellaneous

- 6.1 The Company, the AIFM and Clipstone Investment Management and their respective directors, officers, agents, employees, advisers and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements.
- 6.2 If any of the representations, warranties, acknowledgements or agreements made by the Unit Trust Seller are no longer accurate or have not been complied with, the Unit Trust Seller must immediately notify the Company.
- 6.3 The rights and remedies of the AIFM, Clipstone Investment Management and the Company under these terms and conditions are in addition to any rights and remedies which would otherwise be available to each of them and the exercise or partial exercise of one will not prevent the exercise of others.
- 6.4 On application, if a Unit Trust Seller is an individual, they may be asked to disclose in writing or orally, their nationality. If they are a discretionary fund manager, they may be asked to disclose in writing or orally the jurisdiction in which their funds are managed or owned. All documents provided in connection with the Share for Unit Exchange will be sent at the Unit Trust Seller's risk. They may be returned by post to such person at the address notified by such person.
- 6.5 Each Unit Trust Seller agrees to be bound by the Articles once the Ordinary Shares, which the Unit Trust Seller has agreed to acquire for pursuant to the Share for Unit Exchange, have been acquired by the that person. The contract to acquire Ordinary Shares under the Sale and Purchase Agreement and the appointments and authorities mentioned in this Listing Document and all disputes and claims arising out of or in connection with its subject matter or formation (including non-contractual disputes or claims) will be governed by, and construed in accordance with, the laws of England and Wales. For the exclusive benefit of the Company, the AIFM and Clipstone Investment Management, each Unit Trust Seller irrevocably submits to the jurisdiction of the courts of England and Wales and waives any objection to proceedings in any such court on the ground of venue or on the ground that proceedings have been brought in an inconvenient forum. This does not prevent an action being taken against a Unit Trust Seller in any other jurisdiction.
- 6.6 In the case of a joint agreement to acquire Ordinary Shares under the Share for Unit Exchange, references to a Unit Trust Seller comprised of persons as joint owners in these terms and conditions are to each of the joint holders and their liability is joint and several.
- 6.7 The Company and the AIFM expressly reserve the right to modify Issue (including, without limitation, its timetable and settlement) at any time before allocations are determined, but without prejudice to the obligations of the Company under the Sale and Purchase Agreement to complete the sale and purchase of the applicable Units.

APPENDIX 2

CIRCULAR

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

This Circular contains proposals relating to Clipstone Logistics REIT PLC (the "**Company**") on which you are being asked to vote. This document includes particulars given in compliance with the Listing Rules (the "**Listing Rules**") of The International Stock Exchange Authority Limited ("**TISE**") for the purpose of giving information with regard to the Company. The directors of the Company (the "**Directors**") whose names appear on page 3 of this Circular and the Company accept full responsibility for the information contained in this Circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

If you have sold or otherwise transferred all of your ordinary shares of 1 penny each in the capital of the Company ("**Shares**"), please forward this document to the purchaser or transferee, or to the stockbroker, bank or other person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

CLIPSTONE LOGISTICS REIT PLC

(Incorporated in England and Wales, Registered No. 09046897)

Notice of an Extraordinary General Meeting of the Company

You will find set out in Part 2 of this document, a notice convening an Extraordinary General Meeting of the Company ("**EGM**") for 9am on Wednesday 30 January 2019 at Atlantic House, Holborn Viaduct London EC1A 2FG to approve the Proposals (as defined in the Chairman's letter on page 4 of this document). Shareholders will find a Form of Proxy enclosed for use at the EGM. To be valid, the Form of Proxy must be completed and returned as soon as possible and so as to be received by the Company no later than 1pm on Monday 28 January 2019. You can return your Form of Proxy by post marked for the attention of Bill Arnold at Clipstone Investment Management Limited, 45 Albemarle Street, London, W1S 4JL. The completion and return of the Form of Proxy will not prevent you from attending and voting at the meeting in person.

Date 17 December 2018

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EXPECTED TIMETABLE

Latest time for receipt of Forms of Proxy for use in relation to the Extraordinary General Meeting	1pm on Monday 28 January 2019
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Extraordinary General Meeting	9am on Wednesday 30 January 2019
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**If any details contained in the timetable above should change, the revised times and dates will be notified by means of an announcement on the website of The International Stock Exchange.*

PART 1

CLIPSTONE LOGISTICS REIT PLC

(Incorporated in England and Wales, Registered No. 09046897)

Directors

Nicholas Lyons (*Chairman*)
Karl Sternberg
Toby Dean
Richard Demarchi

Registered Office
45 Albemarle Street
London
W1S 4JL

17 December 2018

To Shareholders

Dear Shareholder

INTRODUCTION AND SUMMARY

I am writing to you with an update on implementation of the proposals made in the circular to shareholders of the Company ("**Shareholders**") dated 19 November 2018 and details of further proposals requiring your approval in an Extraordinary General Meeting convened for 9am on Wednesday 30 January 2019 at the offices of Hogan Lovells International LLP at Atlantic House, Holborn Viaduct, London EC1A 2FG.

The further proposals and Extraordinary General Meeting are as a consequence of what was foreshadowed in the November circular. The notice of the Extraordinary General Meeting is set out on page 16 at the end of this document.

To recap, the proposals detailed in the November circular for Shareholders' approval were for the Company to sell five distribution warehouses (the "**Warehouses**") and to be able to return up to £5 million to willing Shareholders via a buy-back of shares in the Company.

Shareholders duly approved these proposals at an Extraordinary General Meeting held on 7 December 2018 and I update you in paragraph 1 below on progress of the sales of the Warehouses and of the share buy-back.

The November circular also informed you that, if the proposed sale of the Warehouses is successful and subject to reaching an appropriate agreement with unitholders, it was proposed for the Company to acquire (the "**Acquisition**") Clipstone Industrial Unit Trust (the "**Unit Trust**") and that this would need to be considered at a further general meeting of Shareholders, with details to be set out in a separate circular to Shareholders. This is that contemplated separate circular.

The resolutions proposed in the notice of Extraordinary General Meeting, if passed, would:

1. approve the Acquisition on terms described in this circular and notwithstanding interests of two of your Directors in the Acquisition as also described in this circular;
2. change the Company's investment policy on terms described in this circular in line with the Acquisition;
3. change the name of the Company to "Clipstone Industrial REIT plc"; and

4. change the Company's articles of association to postpone from the 2019 to the 2028 annual general meeting the first scheduled vote of Shareholders on the continuation or winding up of the Company.

These further proposals (the "**Proposals**") cannot be implemented without the approval of Shareholders in an Extraordinary General Meeting. I set out in paragraphs 2 to 5 below further details of and reasons for the Proposals, followed in paragraph 6 by the action that you need to take and in paragraph 7 by some additional information and, finally, in paragraph 8 by the recommendation of the board of directors of the Company (the "**Board**") to you.

1. **UPDATE ON MATTERS REFERRED TO IN 19 NOVEMBER 2018 CIRCULAR**

I am pleased to report that Shareholders who voted at the Extraordinary General Meeting on 7 December 2018 unanimously approved (i) the sale of the Warehouses and (ii) the ability for the Company to buy back up to 3,845,000 of its issued shares in order to permit the return of up to £5 million to shareholders following the sale of the Warehouses, in each case on the terms summarised in my letter set out in the November circular.

Although there can be no assurance that this will happen, the Board is expecting, before Christmas, to sign and complete one or more contracts for the sale of the Warehouses on terms in line with the scope of the first resolution referred to above. An announcement of the sale will be made on The International Stock Exchange website as and when appropriate.

Subject to the sale of the Warehouses, the Board is also expecting shortly afterwards to buy back approximately 6.5% of its issued Shares for approximately £5 million in line with the scope of the second resolution referred to above at a price set by reference to an independent valuation of the open market value of the Company's four remaining properties after the sale of the Warehouses. An announcement of the buy-back of Shares will be made on The International Stock Exchange website as and when appropriate.

2. **ACQUISITION OF CLIPSTONE INDUSTRIAL UNIT TRUST BY THE COMPANY**

2.1 **Commercial information relating to and reasons for the Acquisition**

As well as acting for the Company, Clipstone Capital Limited ("**CCL**") acts as alternative investment fund manager, and Clipstone Investment Management Limited ("**CIML**") as property manager, to the Unit Trust, which targets the South of England industrial property sector.

At the date of this document, the Unit Trust has a portfolio of 33 industrial properties that have a total value of approximately £147 million.

For the six months ended 30 September 2018, the Unit Trust recorded profits of £8,160,635 before distributions and £6,274,879 net of distributions. This included increases in the fair value of investment properties of £5,609,476 measured on the basis described in Financial Reporting Standard 102 ("**FRS 102**").

For the 12 months ended 5 April 2018, the Unit Trust recorded profits of £14,204,720 before distributions and £10,432,343 net of distributions. This included increases in the fair value of investment properties of £8,753,100 measured on an FRS102 basis.

If the proposed sale of the Warehouses is successful, the Board proposes to amalgamate the Company and the Unit Trust through the Acquisition in order to create one larger, more diversified fund focusing on South of England industrial properties.

The combined fund would own a diversified portfolio of 37 industrial properties on merger and it is expected that the combination would fulfil the Board's aim to reduce risk by improving

diversification, by increasing the Company's exposure to the London and South East industrial property sector, and by deleveraging arising through the combination and from the sale of the Warehouses, on the following basis:

	Pre-Combination	Anticipated Immediately Post-Combination*
Diversification	Largest tenant is 19.6% of total rent.	Largest tenant is 4.1% of total rent.
Number of Tenants	30	216
London and South East Weighting	37.2%	96.4%
Loan to Value ratio	38.4%	c.16%

* Based on estimates by CIML.

It is anticipated that the loan to value ratio ("**LTV**") of the combined fund will start at approximately 16%. Despite the reduction in LTV from 38.4% to approximately 16%, with effect from completion of the combination the Company's target dividend rate is anticipated to increase to 6p per share¹. This low LTV should allow the Company the flexibility to acquire new properties should opportunities arise (and any such new property acquisitions may lead to further increases in the dividend rate).

The Proposals provide Shareholders with enhanced exposure to London and South East multi-let industrial property, a sector where there is a supply and demand imbalance in favour of property owners and that is considered by industry experts to offer the strongest rental growth prospects of all mainstream property sectors (see the rental information graphs included within paragraph 3.3 below). Moreover, it is a sector that CIML considers may perform better than other mainstream commercial property sectors should the property market deteriorate.

The enlarged portfolio of the Company and its subsidiaries (the "**Group**") will offer greater asset management potential because there will be a larger pool of multi-let industrial units.

The enlarged Group would benefit from economies of scale (as certain running costs are fixed), leading to improved performance.

It is proposed that the combination would be implemented by way of an acquisition of the Unit Trust by the Company. All existing unitholders of the Unit Trust ("**Unitholders**"), of whom there are 107, would undertake a unit for Share exchange with the Company, so that all existing Unitholders would become shareholders in the Company, holding in a range that the Board estimates of 50 per cent. to 55 per cent. of the Company (depending on the valuations described below).

The price at which the Shares and units would be exchanged would be based on the net asset values ("**NAV**") of the Unit Trust and the Company at 31 December 2018. This would be given effect as described in more detail in paragraph 2.3 below. All Unitholders would receive the same value per unit in the Unit Trust.

A larger shareholder base of the Company as a result of the Acquisition should mean improved potential liquidity for Shareholders and future investors in the Company.

¹ This is an unaudited short-term estimate and is subject to a number of variables, including the final sale price for the Warehouses. There can be no guarantee that this estimate will be met nor that any dividends will be paid at all. This is not a profit forecast.

After the Company has acquired all of the units in the Unit Trust, the Company intends to use approximately £62 million of the proceeds from the sale of the Warehouses to subscribe for additional units in the Unit Trust. The Unit Trust will use the proceeds of that subscription to pay down all the Unit Trust's debt and other liabilities (at which point the Group will own 100% of the Unit Trust, and its 33 properties, uncharged). The balance of the proceeds of the sale of the Warehouses after completion of the buy-back of Shares as referred to in paragraph 1 above will be utilised to pay down debt of the Company and settle certain costs and liabilities associated with the proposed amalgamation.

The Board expects that, in due course, the Unit Trust would be wound up and its 33 properties distributed to the Company (or a wholly owned subsidiary of the Company). The ongoing costs of operating the Unit Trust would be eliminated from that point onwards.

The Board expects to make available a draft Listing Document (the "**Pathfinder Listing Document**") to Shareholders and Unitholders on or around 21 January 2019, enabling Shareholders to consider the information prior to the Extraordinary General Meeting convened by the notice in this circular for 30 January 2018 and enabling Unitholders to consider the information before signing the definitive agreement for the Acquisition and issue of new Shares.

The Pathfinder Listing Document would not necessarily include all financial information that would appear in the final Listing Document that the Board expects to issue not later than on or around 30 January 2018 and Shareholders should review the final Listing Document accordingly.

Paragraph 2.3 below describes how the pricing for the Acquisition will be set out in the Pathfinder Listing Document and the manner in which it might be adjusted on the occurrence of certain events; the Board does not anticipate that any of these events and consequent adjustments will actually occur. Shareholders should carefully consider the Pathfinder Listing Document and the final Listing Document.

In the opinion of the Directors, this document, together with the Pathfinder and Listing Document (once these documents are available) will contain all the information as required by the TISE Listing Rules for Shareholders to make an informed decision regarding the Proposals.

2.2 If the Acquisition does not occur

There can be no certainty that the Acquisition will proceed, for example because Shareholders do not approve the necessary resolutions of the Company, the shares necessary to satisfy the consideration are not admitted to listing by TISE or Unitholders do not agree to sell their Units on the terms contemplated by the Company as summarised below.

If the Acquisition does not proceed, then the Company expects to use approximately £48.5 million of the proceeds of the expected sale of the Warehouses to pay down the balance of the Company's debt (leaving the Company completely free of debt), £5 million for the share buy-back and approximately £26 million to acquire additional properties that fall within the Company's investment strategy.

CIML has consulted with a number of larger Shareholders and Unitholders who have indicated to CIML that they are supportive of the Proposals.

2.3 Acquisition terms and conditions

The Board proposes approval of the Acquisition by way of Ordinary Resolutions set out as resolutions 1 and 2 in the notice of Extraordinary General Meeting on the following bases:

- the Acquisition is conditional on completion of the sales of the Warehouses on the basis approved by Shareholders at the 7 December 2018 Extraordinary General Meeting of the Company;
- completion of the Acquisition must occur on or before 31 March 2019;
- given CIML's knowledge of the Unit Trust and its properties and the assurance that the Company can take from the valuations described above, the warranties of the Unitholders in relation to the Unit Trust may be limited to warranties as to their capacity to enter into the sale transaction and their title to the units they respectively sell, free of any security interests, plus customary warranties as to the basis on which they acquire New Shares; and
- the Acquisition must otherwise be on terms and subject to conditions that CIML and CCL reasonably consider to be arm's length and customary in the market for the acquisition of a unit trust and the transaction must not constitute a "connected transaction" within the meaning of the TISE Listing Rules.

As noted in paragraph 2.1 above, the price at which the Shares and units would be exchanged would be based on the NAV of the Unit Trust and the Company as at 31 December 2018. This would be given effect as follows:

- Under the UK Companies Act 2006, non-cash consideration for an issue of Shares must be independently valued by a valuer meeting qualification and independence requirements under the Act and the valuer must issue a report on their valuation setting out certain prescribed information. The valuation must be carried out within the six months prior to the issue of the Shares that comprise the consideration for the non-cash asset (i.e. the units in the Unit Trust). The valuation report must be given to the allottees of the Shares (i.e. the Unitholders) and in due course filed by the Company with the Registrar of Companies (the "**Companies Act Valuation**").
- In addition, in order for the Shares that would be issued to Unitholders to be admitted to listing by TISE, the Company will be required to issue a Listing Document meeting the requirements of the Listing Rules. These require, among other things, the inclusion in the Listing Document of a valuation report on the Company's interests in land and buildings prepared by an independent qualified valuer on the basis of the value of such interests as at a date no more than six months before the date of issue of the Shares that are to be issued (the "**TISE Listing Rules Valuation**").
- The Board proposes to appoint Kingston Smith LLP to provide the Companies Act Valuation and Colliers International Valuation UK LLP to provide the TISE Listing Rules Valuation in each case as at 31 December 2018. The Board expects to have the results of the valuations in mid-January 2019.
- The consideration due to Unitholders would be satisfied by the issue of such number of Shares as would provide Unit Holders with the same percentage of all the Shares in issue (immediately after the issue of Shares to Unitholders) as the percentage that the valuation set out in the Companies Act Valuation represents of the valuation derived from the TISE Valuation. The consideration due to each individual Unitholder would be proportional to its holding of units in the Unit Trust.
- The Board expects the ratio of exchange of units in the Unit Trust for Shares derived from these valuations (the "**Exchange Ratio**") to be provisionally set in or around the week commencing 14 January 2019 and this will not be subject to any adjustment (i) in respect of any component of the profits, losses, assets, liabilities and state of affairs of the

Company or the Unit Trust in respect of any event occurred, or change in circumstance, in any period to the extent following 31 December 2018 or (ii) otherwise save as follows.

- If, prior to completion of the Acquisition, for any reason there is a change in the Company's share capital or the rights and benefits attaching to Shares or the number of and/or rights and benefits attaching to units in the Unit Trust, or any distribution to Shareholders or Unitholders (other than (i) a planned distribution to Unitholders in respect of the period up to 31 December 2018 of £973,353 in total, to be distributed to Unitholders according to their proportionate entitlements and (ii) an interim dividend declared by the Company on 14 December 2018 of 1.25 pence per ordinary share payable on 30 January 2019 to Shareholders on the register on 25 January 2019), then the ratio of exchange will be appropriately adjusted. The Board does not expect these adjustments to be triggered and the adjustment mechanism is for the protection of the relative rights of Shareholders and Unitholders in the unlikely event that any of the adjustment events occurs.

The Pathfinder Listing Document would include the provisionally-set Exchange Ratio and this would become firmly set subject to the valuation reports in the final Listing Document conforming to the provisionally-set Exchange Ratio in the Pathfinder Listing Document. Although the Board expects the valuation reports in the final Listing Document to conform to the provisionally-set Exchange Ratio in the Pathfinder Listing Document, in the unlikely event that were not the case then the Exchange Ratio would need to be appropriately adjusted.

Paragraph 2.4 below provides further information on resolutions 1 and 2 set out in the notice of Extraordinary General Meeting.

2.4 Interests of certain Directors and connected persons in the Acquisition

Among the 107 Unitholders are two of the directors of the Company, Karl Sternberg and Toby Dean, and persons connected with Mr. Dean within the meaning of section 252 of the UK Companies Act 2006 (the "**Act**"). Mr. Dean is also the Managing Director of CIML.

Mr. Sternberg and Mr. Dean have, as required by section 177 of the Act and Article 122.1 of the Company's articles of association ("**Articles**"), declared to the Board their interests in the Acquisition as constituting a proposed transaction between them (and, in the case of Mr. Dean, his connected persons) and the Company.

Although the Act does not prohibit Mr. Sternberg and Mr. Dean from being party to the Acquisition and the Article 121.1 expressly allows this, Article 123.1 has precluded Mr. Sternberg and Mr. Dean from being counted in the quorum for and voting at the meeting of the Board to approve the proposal to Shareholders for the Company to enter into the agreement to make the Acquisition.

Because the Board would otherwise have been inquorate, Richard Demarchi was appointed by the Board as an additional director in accordance with Article 91 before the Board approved the proposal to Shareholders for the Company to enter into the agreement to make the Acquisition. Richard Demarchi is expected to serve until completion of the Acquisition. If he is in place when the Company's next annual general meeting occurs, his continuing appointment will need to be approved by Shareholders.

The number of units held by Mr. Sternberg and Mr. Dean and their connected persons is 5,051,030 units representing approximately 10.7 per cent. out of the total 47,326,092 units in the Unit Trust. The value of the units held by Mr. Sternberg and his connected persons as at 30 September 2018 was £207,667 and that the value of units held by Mr. Dean and his connected persons at 30 September 2018 was £8,783,166.

As such, the sales of units by Mr. Sternberg and Mr. Dean and Mr. Dean's connected persons constitute in each case a proposed "substantial property transaction" with a director of the Company within the meaning of the section 190 of the Act. Such transactions cannot be completed without approval by way of an Ordinary Resolution and resolution 2 in the notice of the Extraordinary General Meeting would, if passed, provide the necessary approval.

The Acquisition is also being treated as a related party transaction under the Listing Rules and resolution 1 in the notice of the Extraordinary General Meeting would, if passed, provide the necessary approval for the purposes of the Listing Rules.

3. CHANGES TO THE INVESTMENT POLICY

3.1 Introduction

Given the change to the Company's focus effected by the sale of the Warehouses and the proposed combination with the Unit Trust through the Acquisition, away from the logistics industry by owning and operating distribution warehouses and towards owning and operating industrial units in the South of England, the Board proposes to change the Company's Investment Policy accordingly by way of an Ordinary Resolution set out as resolution 3 in the notice of Extraordinary General Meeting. Details of the proposed New Investment Policy are set out in paragraph 3.2 below and reasons for the New Investment Policy are set out in paragraph 3.3 below.

3.2 New Investment Policy

The proposed new Investment Policy is comprised of an Investment Objective and Investment Criteria as follows.

The Company's Investment Objective is to generate income and capital returns for Shareholders by investing in a balanced portfolio of good quality industrial property across the South of England.

The Company must target industrial properties that comply with the following Investment Criteria.

Location

Properties must be located within the shaded areas of the map overleaf. Where this document refers to the South of England, it should be treated as referring to the dark shaded area on the map overleaf.



Build quality and tenant demand

Within the above locations, properties will be sought that show good tenant demand and are not hampered by an over-supply of similar product in the local market. The Company's Property Manager (currently CIML) will look for estates that are busy and have good letting histories, and/or have been poorly managed and therefore offer the potential for value enhancement.

Modern properties of good build quality will be sought. Generally, this will mean estates that were developed after 1980, although older estates will be considered in or around the M25 or Western Corridor (i.e. the area to the west of London along the M4 and M40 motorways) or where an estate has been adequately refurbished or has the potential for refurbishment.

Properties with problems that cannot be resolved through asset management must be avoided (for example, inadequate eaves height, inadequate yards, material structural problems or high-risk environmental issues).

Single let or multi-let properties may be acquired.

Investment restrictions

The Company must aim to ensure that the Investment Portfolio will be diversified as follows:

- no more than 15% of the value of the Investment Portfolio shall be invested in a single property;
- no more than 10% of the aggregate rental income shall come from a single tenant; and

- no more than 10% of the Investment Portfolio may consist of property where income in respect of such portion of the Investment Portfolio is dependent on the successful completion of redevelopment or refurbishment work.

The Company's alternative investment fund manager must check compliance with the above restrictions on the acquisition or sale of any property and on a quarterly basis.

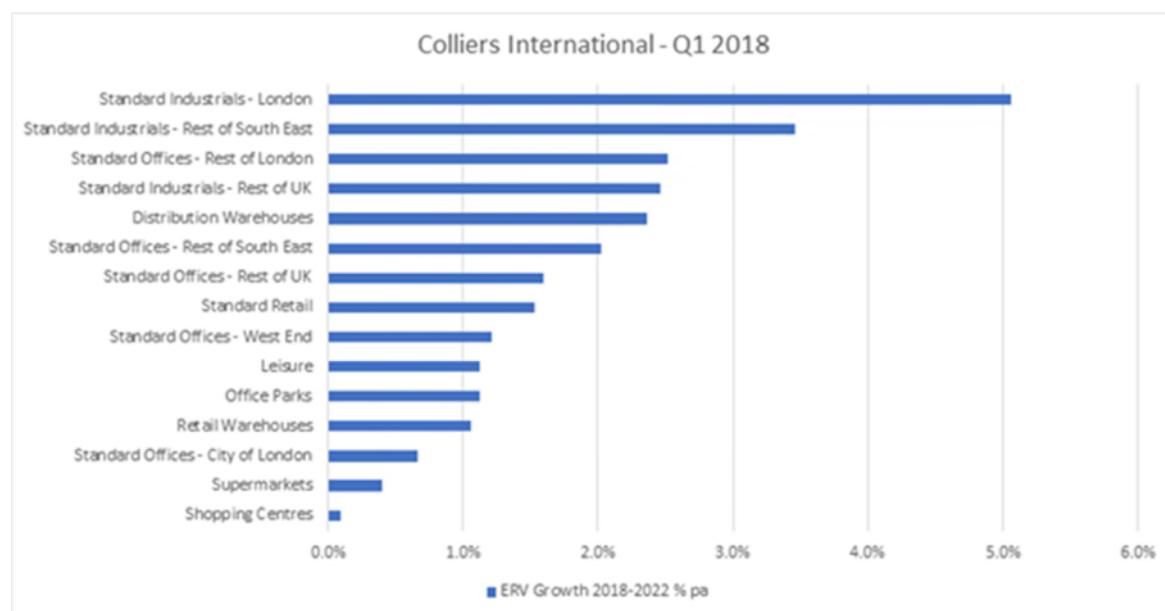
The above restrictions will not apply (i) during any period that the Company is selling assets with a view to returning capital to Shareholders or (ii) where a breach is caused by a successful asset management project increasing rent from and/or value of a property.

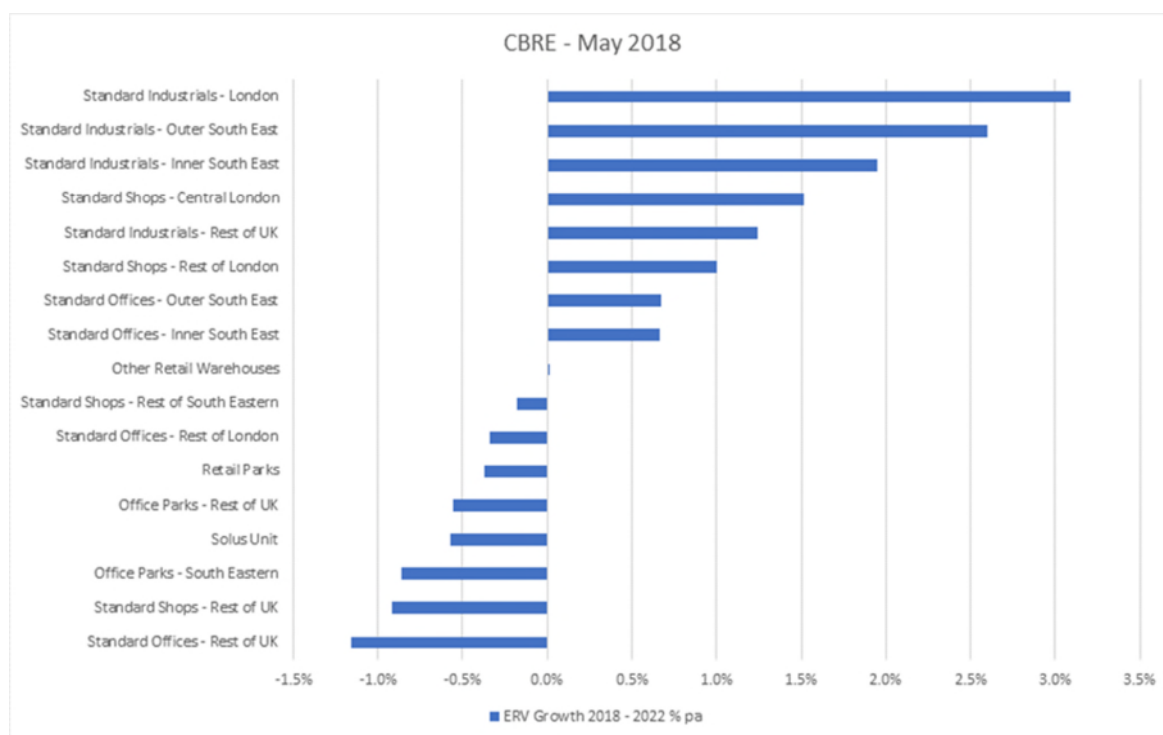
3.3 Reasons for the New Investment Policy

The Directors believe that the proposed new Investment Policy has a number of advantages over the existing Investment Policy by targeting the South England industrial property market over other real estate sectors.

Potential for South East England industrial property rental market growth

As shown by the graphs below, London and South East industrial property is expected by industry experts to generate stronger rental growth than classes of property.





The Board and CIML believe that these expectations for industrial property are due to an occupational supply and demand imbalance within the locations targeted by the new Investment Policy, partly due to the reduction of industrial space through conversion over an extended period to higher value uses, and partly due to a lack of development of new properties.

Over the last 30 years, industrial property in and around London and the South East has diminished as industrial land has been converted to higher value uses such as residential, leisure and retail (for example, major construction projects such as Westfield, Wembley, Vauxhall, Crossrail and the London Olympics involved the redevelopment of industrial land). Research by the Office for National Statistics has shown that industrial space around London reduced by approximately 45% between 1984 and 2012. This trend is expected to continue. In the London Industrial Land Supply and Economy Study prepared for the Greater London Authority in 2015, AECOM estimated, based on current supply reduction levels, industrial space in London may reduce by a further 33% between 2015 and 2041. The reduction of industrial land displaces tenants creating higher demand for the remaining industrial space.

There has been limited development of multi-let industrial properties in the South East since 2010 due to the ongoing economic uncertainties and a lack of affordable land for development. Where land and funding are available for development it tends to go to higher value uses (such as residential, retail or office). Where developers build industrial units, they currently prefer larger, single let units, which are more cost-efficient to build and require only one tenant, as opposed to several tenants for a multi-let scheme. In addition, pre-lets in the multi-let sector are difficult.

This reduction in industrial space and lack of development is generating an occupational supply and demand imbalance in favour of property owners in the locations targeted by the new Investment Policy. This is evidenced by the Company's void rate. At Admission, the Company is expected to own 37 properties with 253 units, of which nine are vacant at the date of this document (six of these vacant units are currently under offer to prospective tenants, although two of the six are under offer subject to completion of certain redevelopment works). This will represent a void rate of 3.6% (by floor area), dropping to 1.2% should letting of the units under offer complete.

If the UK economy improves, demand from existing and prospective tenants should increase at a time of low supply. CIML believes that demand will be most prevalent around London and the South East, where the economic environment is strongest and where the supply of land is tightest. CIML also believes that demand may be enhanced by increases in online retailing and general population growth.

Multi-let industrial property has asset management potential

Multi-let industrial property offers a motivated and experienced manager the opportunity to enhance value through asset management. This can be achieved through refurbishment, improving signage, letting vacant space, negotiating lease extensions, removing tenant breaks, attracting better quality tenants, repositioning an estate from standard industrial to trade counter (or other changes to higher value uses) and by increasing rents (either at rent review or by letting space at higher rents).

For example:

- CIML considers that the portfolio comprised of the Company's expected portfolio of 37 properties at Admission is reversionary (i.e. the estimated rental value ("ERV") estimated by the valuer is higher than passing rent). The passing rent at the date of this document of the 37 properties is £7.48 per square foot, whereas the ERV at the most recent valuations was £8.21 per square foot.
- Refurbishment of multi-let industrial property can be undertaken with significantly lower capital expenditure outlay than for refurbishment of offices. The returns from such capital expenditure can be proportionately higher. Examples of refurbishment projects undertaken by CIML are shown on Clipstone's website.

4. CHANGE OF COMPANY NAME TO "CLIPSTONE INDUSTRIAL REIT PLC"

Given the contemplated changes referred to in the preceding paragraphs, the Board proposes to change the name of the Company from "Clipstone Logistics REIT plc" to "Clipstone Industrial REIT plc". Accordingly, the Board proposes that this change be effected by a Special Resolution as set out in resolution 4 in the notice of the Extraordinary General Meeting.

5. CHANGE OF COMPANY'S ARTICLES OF ASSOCIATION

Under resolution 5 set out in the notice of Extraordinary General Meeting, the Board is proposing a Special Resolution to amend the Company's articles of association by changing the requirement (in Article 184) for the Company's fifth annual general meeting (due in 2019) to put to Shareholders an ordinary resolution to approve the Company's continuing in its then current form for a period of two years until another such vote (or failing passing of which the convening of another extraordinary general meeting to consider proposals to wind up or otherwise reconstruct the Company).

The Board proposes to change the requirement for the first proposed resolution referred to above to be put to the Company's fifteenth annual general meeting (due in 2028 assuming annual general meetings continue to be held in or around October each year) rather than the Company's fifth annual general meeting.

The Board proposes this change because the maturity profile of the Company's investments now, and if the combination with the Unit Trust occurs, will extend significantly beyond 2019 and rolling periods of two years thereafter. In addition, the Board would like flexibility to make additional investments from time to time in line with the proposed new Investment Policy of the Company and these also are likely to have a maturity profile that does not fit within the cut-off potentially required by the current form of Article 184.

Given that the Company now has an established track record involving having invested Shareholder funds and having made returns to Shareholders through distributions, the Board considers that the current form Article 184 does not provide Shareholders the necessary protection against non-investment or retention of Shareholder money and may, in fact, operate to their detriment. This is because Article 184 may adversely affect the Company's ability to secure tenants and financing if tenants and finance providers are concerned that the Company's articles of association include a mechanism that may prompt the Company to cease operating as a long-term, stable landlord.

6. ACTION TO BE TAKEN

Shareholders will find enclosed a Form of Proxy for use at the Extraordinary General Meeting.

Whether or not you propose to attend the Extraordinary General Meeting, you are requested to complete and return to the Company the relevant form(s) of proxy as soon as possible in accordance with the instructions printed on it.

To be valid, the Form of Proxy must be completed and returned as soon as possible and so as to be received by the Company no later than Monday 28 January 2019 at 1pm. You can return your Form of Proxy by post marked for the attention of Bill Arnold at Clipstone Investment Management Limited, 45 Albemarle Street, London, W1S 4JL. The completion and return of the Form of Proxy will not prevent you from attending and voting at the meeting in person.

Please read the Pathfinder Listing Document and the final Listing Document referred to in paragraphs 2.1 and 2.3 above prior to deciding whether and, if so, how to vote on the resolutions proposed for the Extraordinary General Meeting. Among other things, these contain important information on risk factors and other investment considerations affecting your investment in the Company as a result of the Proposals if they were implemented.

7. ADDITIONAL INFORMATION

Taxation

The Acquisition will not involve the disposal of Shares by any Shareholder for the purposes of United Kingdom capital gains tax or corporation tax or chargeable gains. Notwithstanding this statement, the Company does not provide and is not responsible for providing tax advice to Shareholders (or Unitholders) and Shareholders (and Unitholders) should take their own tax advice in respect of their respective holdings of Shares (and Units).

General

Copies of the following documents are available for inspection during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) for a period from and including the date of this document until the conclusion of the Extraordinary General Meeting at the Company's registered office at 45 Albemarle Street, London, W1S 4JL:

- this document; and
- the Company's existing articles of association and proposed new articles of association marked to show all the proposed changes.

8. RECOMMENDATIONS

Your Directors' recommendations are divided into two parts owing to Mr. Sternberg and Mr. Dean being unable to make certain recommendations owing to conflicts of interests as described in paragraph 2.4 of this circular.

Your Directors (other than Mr. Sternberg and Mr. Dean, who are precluded from making any recommendation on account of their conflicts of interest as disclosed in paragraph 2.4 above) consider that the Acquisition is fair and reasonable and in the best interests of Shareholders as a whole. Accordingly, the Directors (other than Mr. Sternberg and Mr. Dean) recommend you to vote in favour of resolutions 1 and 2 to be proposed at the Meeting. All of your Directors (including Mr. Sternberg and Mr. Dean) intend to vote in favour of resolutions 1 and 2 in respect of their own beneficial holdings which they are entitled to, amounting in aggregate to 3,545,192 Shares.

All of your Directors consider that the Proposals (other than the Acquisition) are fair and reasonable and are in the best interests of Shareholders as a whole. Accordingly, all the Directors recommend you to vote in favour of resolutions 3, 4 and 5 to be proposed at the Meeting. The Directors intend to vote in favour of resolutions 3, 4 and 5 in respect of their own beneficial holdings which they are entitled to, amounting in aggregate to 3,545,192 Shares.

Yours sincerely

Nicholas Lyons
Chairman

PART 2

NOTICE OF EXTRAORDINARY GENERAL MEETING

CLIPSTONE LOGISTICS REIT PLC

(Incorporated in England and Wales, Registered No. 09046897)

NOTICE IS HEREBY GIVEN of an extraordinary general meeting of Clipstone Logistics REIT PLC at Atlantic House, Holborn Viaduct London EC1A 2FG at 9am on Wednesday 30 January 2019 for the purposes of considering and, if thought fit, passing the following resolutions, in the case of resolutions 1, 2 and 3 as ordinary resolutions and in the case of resolutions 4 and 5 as special resolutions:

Ordinary Resolutions

- (1) THAT, conditional on the passing of resolutions 2 and 3, the acquisition by the Company of Clipstone Industrial Unit Trust on the terms summarised in paragraph 2.3 of the Chairman's Letter in the Circular dated 17 December 2018 (a copy of which marked "A" is produced to the meeting and signed by the Chairman of the meeting for the purpose of identification) (the "**Circular**") is approved for the purposes of the TISE Listing Rules as a substantial transaction and as a related party transaction.
- (2) THAT, conditional on the passing of resolutions 1 and 3, the acquisition by the Company of Clipstone Industrial Unit Trust on the terms summarised in paragraph 2.3 of the Chairman's Letter in the Circular is approved for the purposes of section 190 of the Companies Act 2006 as a substantial property transaction with directors of the Company on the basis described in paragraph 2.4 of that Chairman's Letter.
- (3) THAT, conditional on the passing of resolutions 1 and 2, the Company's investment policy is changed to that described in paragraph 3.2 of the Chairman's Letter in the Circular under the heading "New Investment Policy".

Special Resolutions

- (4) THAT, in accordance with section 77(1)(a) of the Companies Act 2006, the name of the Company is changed to "Clipstone Industrial REIT plc".
- (5) THAT, in accordance with section 21 of the Companies Act 2006, article 184 of the Company's articles of association (Continuation Vote) is amended by the deletion in article 181.1 of the words "fifth annual general meeting" and the insertion in their place of the words "fifteenth annual general meeting".

By order of the Board
Clipstone Investment Management Limited - Company Secretary
17 December 2018

Notes:-

1. A Shareholder who is entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or (provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the Shareholder) more than one proxy to attend and, on a poll, vote instead of him or her. A proxy need not be a member of the Company.
2. A Form of Proxy is enclosed for use at the Extraordinary General Meeting. The Form of Proxy should be completed and sent, together with (if not previously registered with the Company) the power of attorney or other authority (if any) under which it is executed, or a notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power or authority, so as to be received by the Company no later than Monday 28 January 2019 at 1pm. You can return your Form of Proxy by post marked for the attention of Bill Arnold at Clipstone Investment Management Limited, 45 Albemarle Street, London, W1S 4JL. The completion and return of the Form of Proxy will not prevent you from attending and voting at the meeting in person.
3. On a poll (if called), each Shareholder has one vote for every Share held.
4. Only those shareholders included in the register of members of the Company at 9am on Monday 28 January 2019 or, if the meeting is adjourned, at 9am on the day which is two working days before the time for holding the adjourned meeting, will be entitled to attend and to vote at the Extraordinary General Meeting in respect of the number of shares registered in their names at that time. Changes to entries on the share register after the relevant deadline will be disregarded in determining the rights of any person to attend or vote at the meeting.
5. You may not use any electronic address to communicate with the Company for any purposes.
6. Shareholders attending the AGM have a right to ask questions relating to the business being dealt with at the meeting. The Company must answer such questions unless:
 - (a) answering would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information; or
 - (b) the answer has already been given on a website in the form of an answer to a question, or it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
7. As at 14 December 2018, being the last business day prior to publication of this notice, the Company's issued share capital comprised 58,481,337 ordinary shares of £0.01 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at Friday 14 December 2018 is 58,481,337.
8. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 (nominated persons). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as proxy. Alternatively, if nominated persons do not have such a right, or

do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

9. If you have been nominated to receive general shareholder communications directly from the Company, it is important to remember that your main contact in terms of your investment remains as it was (i.e. the registered shareholder, or perhaps custodian or broker, who administers the investment on your behalf). Therefore, any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to it in error. The only exception to this is where the Company, in exercising one of its powers under the Companies Act 2006, writes to you directly for a response.

APPENDIX 3

PART A – VALUATION REPORT

31st December 2018

The Directors
Clipstone Logistics REIT plc
45 Albemarle Street
London
W1S 4JL

Dear Sirs

CLIPSTONE LOGISTICS REIT PLC (THE "REIT")

1. **CALLENDERS INDUSTRIAL ESTATE, PADDINGTON DRIVE, SWINDON, WILTSHIRE, SN5 7YW**
2. **THE CIGNET TRADING ESTATE, FARADAY CLOSE, WORTHING, BN13 3RB**
3. **UNITS A1-D4 BELCON INDUSTRIAL, GEDDINGS ROAD, HODDESDON, EN11 0NT**
4. **PIN GREEN INDUSTRIAL ESTATE, CARTWRIGHT ROAD, STEVENAGE SG1 4QJ**
5. **VALLEYLINK INDUSTRIAL ESTATE, ENFIELD, EN3 4TY**
6. **MUNDELL'S COURT, WELWYN GARDEN CITY AL7 1EN**
7. **UNITS 7-12, DIPLOCKS WAY, HAILSHAM, BN27 3AL**
8. **BILTON INDUSTRIAL ESTATE, LOVELACE ROAD, BRACKNELL RG12 8YT**
9. **WHITBY ROAD INDUSTRIAL ESTATE, SLOUGH, SL1 3DR**
10. **UNITS 1, 2 & 3, METRO BUSINESS CENTRE, KANGLEY BRIDGE ROAD, LONDON, SE26 5BW**
11. **CROWNGATE, WYNCOLLS ROAD, SEVERALLS INDUSTRIAL PARK, COLCHESTER, CO4 9HT**
12. **UNITS 14 A, B & C EUROLINK INDUSTRIAL ESTATE, SITTINGBOURNE, KENT, ME10 3UP**
13. **PETERBOROUGH TRADE CENTRE, NEWTON WAY, PETERBOROUGH, PE1 5PJ**
14. **TIMBERLAINE TRADING ESTATE, WORTHING BN14 8ND**
15. **ST. JOHN'S COURT, FOSTER ROAD, ASHFORD, KENT, TN24 0SG**
16. **A1, A2, A3 & B1, REGENT PARK, PRINCES RISBOROUGH, HP27 9PX**
17. **HUNTING GATE, PORTWAY EAST BUSINESS PARK, ANDOVER, SP10 3SJ**
18. **15-28 ADLER INDUSTRIAL ESTATE, BETAN ROAD, HAYES, UB3 1ST**
19. **MERIDIAN PARK, GREENWICH WAY, ANDOVER, SP10 4JZ**
20. **1-10 FLEMING CLOSE INDUSTRIAL ESTATE, SEGENSEWORTH, FAREHAM, PO15 5SB**
21. **UNITS 1-4, HALIFAX ROAD, CRESSEX INDUSTRIAL ESTATE, HIGH WYCOMBE, HP12 3ST**
22. **UNITS 4A AND 4B, TINSLEY ROAD, NORTH CRAWLEY RH10 9TP**
23. **HOWARD INDUSTRIAL ESTATE, CHESHAM, HP5 2AU**
24. **ICM UNIT, MEDWAY CITY ESTATE, ENTERPRISE CLOSE, ROCHESTER, KENT, ME2 4LY**
25. **UNIT 9, RANGE ROAD, WITNEY, OXON, OX29 0YA**
26. **THE FACTORY, BINGLEY ROAD, HODDESDON, HERTS, EN11 0NX**
27. **TRITON CENTRE, ABBEY PARK INDUSTRIAL ESTATE, ROMSEY, SO51 9AQ**
28. **EX-BSS, OAKCROFT ROAD, CHESSINGTON, SURREY, KT9 1RH**
29. **MUNDELLS INDUSTRIAL CENTRE, WELWYN GARDEN CITY, AL7 1EW**
30. **THE NEW POWER HOUSE, GATEWAY BUSINESS CENTRE, SYDENHAM SE26 4QD**

31. INTERTEK HOUSE, CLEEVE ROAD, LEATHERHEAD KT22 7SA
32. ARTIS GLASS WORKS, COX LANE, CHESSINGTON, SURREY, KT9 1SF
33. ALTON RIVERWEY INDUSTRIAL ESTATE, NEWMAN LANE, ALTON, GU34 2QL
34. UNITS 10, 11&12, 13, 14&15, 16, 17, 18, 23, 25&26, 28 AND 29 OPTIMA PARK, CRAYFORD, DA1 4QX
35. HANWORTH TRADE PARK, HANWORTH TW13 6DH
36. HORIZON WEST, NEWBURY, BERKSHIRE, RG14 5XF
37. STANSTED 600, TAYLORS END ROAD, STANSTED, ESSEX, CM24 1RL

(THE "PROPERTIES")

INSTRUCTIONS

In accordance with the terms of engagement dated on or around the date of this letter, Colliers International Valuation UK LLP (hereafter referred to as either "the Valuer" or "we") have considered the Properties to be acquired by the REIT in order to provide you with our opinion of their Market Value, as at 31st December 2018. The Valuation Certificate is in a condensed form prepared for the relevant rules.

The Valuation Summary Letter is required and has been prepared for the inclusion in the REIT's listing document for its proposed listing of shares in the capital of the REIT in the official list of The International Stock Exchange Authority Limited (the "Listing").

We confirm that the valuations have been made in accordance with the appropriate sections of the RICS Professional Standards ("PS") and RICS Global Valuation Practice Statements ("VPS").

The International Valuation Standards Council ("IVSC") publishes and periodically reviews the International Valuation Standards ("IVS"), which set out internationally accepted, high level valuation principles and definitions. These have been adopted and supplemented by the Royal Institution of Chartered Surveyors (the "RICS"), and are reflected in Red Book editions. Thus, the RICS considers that a valuation that is undertaken in accordance with the Red Book will also be compliant with IVS.

Our General Assumptions and Definitions form Appendix I to this report.

The valuation of the Properties is on the basis of Market Value, subject to the following assumptions. For investment property: that the property would be sold subject to any existing leases.

The Valuer's opinion of the Market Value was derived using the Income Capitalisation Method as the main primary valuation method.

The Properties have been valued by suitably qualified surveyors who fall within the requirements as to competence as set out in PS 2.3 of the RICS Global Standards 2017 issued by the RICS and who are valuers registered in accordance with the RICS Valuer Registration Scheme ("VRS"). We confirm that we have undertaken the valuations in the capacity of External Valuer.

In order to comply with these Valuation Standards our files may be subject to monitoring by the RICS.

Although a portfolio, the valuation figure represents the aggregate of the individual valuations of each property and should not be regarded as the value of the portfolio in the context of a sale as a single lot.

We confirm that Colliers International complies with the requirements of independence and objectivity under PS 2 and that we have no conflict of interest in acting on the REIT's behalf in this matter. As you are aware we have been involved in the regular valuations of the portfolio. We confirm that we have undertaken the valuations acting as "external" valuers, qualified for the purposes of this valuation.

We hereby further confirm that we do not have a shareholding in the REIT or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in the REIT in accordance with paragraph 7(a) of Appendix IX, Part C of the listing rules of the Channel Islands Securities Exchange Authority Limited.

All the Properties were inspected externally by suitably qualified valuation surveyors in the last 18 months. We have been advised by the management company that there have been no changes to the Properties or their immediate surroundings since the date of our inspection.

No allowance has been made in our valuation for any changes, mortgages or amounts owing on the Properties nor for any expenses or taxation which may be incurred in affecting a sale. It is assumed that the Properties are free from major or material encumbrances, restrictions or outgoings of an onerous nature which could affect their value.

RELIANCE ON THIS LETTER

The valuation and market information are not guarantees or predictions and must be read in consideration of the following:

- The estimated value is based upon factual information provided by the REIT / Clipstone Investment Management (the 'Property Manager'). All property data and information is assumed to be full and correct. It follows that we have made an assumption that details of all matters likely to affect value within their collective knowledge such as prospective lettings, rent reviews, outstanding requirements under legislation and planning decisions have been made available to us and that the information is up to date and correct. Whilst the valuer has endeavoured to ensure the accuracy of the information, it has not independently verified all information provided by the Property Manager. We also accept no responsibility for subsequent changes in information as to floor areas, income, expenses or market conditions.

PROPERTIES

The portfolio comprises 37 industrial investment properties (8 single let, 28 multi-let and a vacant single unit), all within England, which are described in detail in the Valuation Certificates.

The Properties are as follows:

Properties	Tenure	GIA sq
1 Callenders Industrial Estate, Paddington Drive, Swindon, Wiltshire, SN5	Freehold	36,980
2 The Cignet Trading Estate, Faraday Close, Worthing, BN13 3RB	Freehold	25,643
3 Units A1-D4 Belcon Industrial Estate, Geddings Road, Hoddesdon, EN11	Leasehold	20,598

Properties		Tenure	GIA sq
4	Pin Green Industrial Estate, Cartwright Road, Stevenage SG1 4QJ	Freehold	51,676
5	Valleylink Industrial Estate, Enfield, EN3 4TY	Freehold	41,701
6	Mundell's Court, Welwyn Garden City AL7 1EN	Freehold	22,347
7	Units 7-12, Diplocks Way, Hailsham, BN27 3AL	Freehold	43,021
8	Bilton Industrial Estate, Lovelace Road, Bracknell RG12 8YT	Freehold	65,563
9	Whitby Road Industrial Estate, Slough, SL1 3DR	Freehold	36,049
10	Units 1, 2 & 3, Metro Business Centre, Kangley Bridge Road, London, SE26	Freehold	6,625
11	Crowngate, Wyncolls Road, Severalls Industrial Park, Colchester, CO4	Freehold	63,009
12	Units 14 A, B & C, Eurolink Industrial Estate, Sittingbourne, Kent, ME10	Freehold	41,171
13	Peterborough Trade Centre, Newton Way, Peterborough, PE1 5PJ	Freehold	22,208
14	Timberlaine Trading Estate, Worthing BN14 8ND	Freehold	25,690
15	St. John's Court, Foster Road, Ashford, Kent, TN24 0SG	Freehold	52,837
16	A1, A2, A3 & B1, Regent Park, Princes Risborough, HP27 9PX	Freehold	27,435
17	Hunting Gate, Portway East Business Park, Andover, SP10 3SJ	Leasehold	53,785
18	15-28 Adler Industrial Estate, Betan Road, Hayes, UB3 1ST	Freehold	15,878
19	Meridian Park, Greenwich Way, Andover, SP10 4JZ	Freehold	32,076
20	1-10 Fleming Close Industrial Estate, Segensworth, Fareham, PO15 5SB	Leasehold	25,884
21	Units 1-4, Halifax Road, Cressex Industrial Estate, High Wycombe, HP12	Freehold	21,831
22	Units 4A and 4B, Tinsley Road, North Crawley RH10 9TP	Freehold	41,062
23	Howard Industrial Estate, Chesham, HP5 2AU	Freehold	36,757
24	ICM Unit, Medway City Estate, Enterprise Close, Rochester, Kent, ME2	Freehold	40,097
25	Unit 9, Range Road, Witney, Oxon, OX29 0YA	Freehold	22,521
26	The Factory, Bingley Road, Hoddesdon, Herts, EN11 0NX	Freehold	40,065
27	Triton Centre, Abbey Park Industrial Estate, Romsey, SO51 9AQ	Freehold	37,494
28	Ex-BSS, Oakcroft Road, Chessington, Surrey, KT9 1RH	Freehold	19,016
29	Mundells Industrial Centre, Welwyn Garden City, AL7 1EW	Freehold	74,889
30	The New Power House, Gateway Business Centre, Sydenham SE26 4QD	Freehold	14,804
31	Intertek House, Cleeve Road, Leatherhead KT22 7SA	Freehold	17,407
32	Artis Glass Works, Cox Lane, Chessington, Surrey, KT9 1SF	Freehold	28,147
33	Alton Riverway Industrial Estate, Newman Lane, Alton, GU34 2QL	Freehold	41,307
34	Units 10, 11&12, 13, 14&15, 16, 17, 18, 23, 25&26, 28 and 29 Optima Park, Crayford, DA1 4QX	Freehold	90,865
35	Hanworth Trade Park, Hanworth TW13 6DH	Leasehold	22,590
36	Horizon West, Newbury, Berkshire, RG14 5XF	Freehold	152,32
37	Stansted 600, Taylors End Road, Stansted, Essex, CM24 1RL	Freehold	63,581

ASSUMPTIONS AND SOURCES OF INFORMATION

An Assumption as stated in the glossary to the Red Book is a 'supposition taken to be true' ("Assumption"). Assumptions are facts, conditions or situations affecting the subject of, or approach to, a valuation that, by agreement, need not be verified by a Valuer as part of the valuation process. In undertaking our valuations, we have made a number of Assumptions and have relied on certain sources of information. Where appropriate, the Property Manager has confirmed that our Assumptions are correct so far as they are aware. In the event that any these Assumptions prove to be inaccurate or incorrect then our valuation should be reviewed.

The Assumptions we have made for the purposes of our valuations are referred to below:

AREAS

We have not measured the Properties and neither have we undertaken the measurement of any land sites. As instructed we have relied upon the floor areas provided by the Property Manager and their professional representatives. We have assumed these to be correct, and that they have been assessed and calculated in accordance with local market practice, and RICS Measurement Standards (current edition).

CONDITION

Where we have been provided with Technical Due Diligence reports we provide an overall comment in the individual Valuation Certificates. We have relied upon these in arriving at our opinion of value.

TITLE

The interpretation of the legal documents/disputes is a matter for lawyers and as such we accept no responsibility or liability for the true interpretations of the legal position.

STATUTORY REQUIREMENTS AND PLANNING

We have made enquiries of the relevant planning authority in whose area each property lies as to the possibility of highway proposals, comprehensive development schemes and other ancillary planning matters that could affect property values.

We have made an Assumption that the buildings have been constructed in full compliance with valid town planning and building regulations approvals, and that where necessary they have the benefit of current Fire Certificates. Similarly, we have also made an Assumption that the Properties are not subject to any outstanding statutory notices as to their construction, use or occupation. Unless our enquiries have revealed the contrary, we have made a further Assumption that the existing uses of the Properties are duly authorised or established and that no adverse planning conditions or restrictions apply.

We would draw your attention to the fact that employees of town planning departments now always give information on the basis that it should not be relied upon and that formal searches should be

made if more certain information is required. We assume that, if you should need to rely upon the information given about town planning matters, your solicitors would be instructed to institute such formal searches.

TENURE AND LETTINGS

For the purposes of our valuation we have relied upon the information as to tenure, lettings, rent review provisions, floor areas and the like provided by the Property Manager. We have not verified the accuracy of this information and have assumed that this is up to date and correct. Should this Assumption prove invalid then our opinion of value may fall by an unspecified amount.

We have not inspected the title deeds, headleases etc. and apart from those disclosed to us, we have assumed that all the Properties are free from outgoing and that there are no unusual, onerous or restrictive covenants in the titles or leases which would affect the values.

Unless we have been informed to the contrary, we have assumed that there are no material arrears of rent and/or service charges.

TAXATION AND COSTS

We have not made any adjustments to reflect any liability to taxation that may arise on disposals, nor for any costs associated with disposals incurred by the owner. No allowance has been made to reflect any liability to repay any government or other grants, or taxation allowance that may arise on disposals.

ENVIRONMENTAL MATTERS

Where we have been provided with various contamination and ground reports for the Properties we have taken account of these in providing our valuations. We have relied upon these in arriving at our opinion of value.

COVENANT STATUS OF TENANTS

We are not qualified to undertake a detailed investigation into the financial status of the tenants. Unless otherwise advised we have made the Assumption that there are no material arrears of rent or service charges, breaches of covenant, current or anticipated tenant disputes.

We have, however, reviewed where possible third party commentary, and in particular Dun & Bradstreet reports on the tenant. Our valuation reflects that type of tenants actually in occupation or responsible for meeting the lease commitments, or likely to be in occupation, and the market's general perception of their creditworthiness.

INFORMATION

We have made an Assumption that the information the REIT and its professional advisers have supplied to us in respect of the Properties is both full and correct.

It follows that we have made an Assumption that details of all matters likely to affect value within their collective knowledge such as prospective lettings, rent reviews, outstanding requirements under legislation and planning decisions have been made available to us and that the information is up to date.

VALUATION RATIONALE

The portfolio comprises good quality industrial building and estate investments in the United Kingdom. As all the assets are income generating we have adopted an income approach to valuation using the Income Capitalisation Method as the primary valuation method.

The Income Capitalisation Method can be used in relation to income producing assets, and in its simplest form involves the analysis of comparable transactions in the market to arrive at a suitable capitalisation yield (NOI / capital value). Using these transactions as a benchmark, a suitably adjusted yield is then applied to the current income generated by the subject property to arrive at a capital value. The relationship between the initial capitalisation yield and the capital value of the property is complex, and accordingly this initial yield indicator subsumes a range of assumptions including future rental growth, future letting voids, capital appreciation, development opportunities and security of the income stream. Accordingly, to ensure a suitable level of accuracy is achieved when using this method, there should be careful analysis of any comparable market transactions.

Full purchaser's costs have been adopted.

SUMMARY OF VALUES

On the basis, assumptions and qualifications detailed within this Valuation Summary Letter, we are of the opinion that the aggregate **Market Value, as at 31 December 2018**, of the freehold and leasehold Properties, subject to the existing lettings, is **£197,886,000 (One Hundred and Ninety-Seven Million Eight Hundred and Eighty-Six Thousand Pounds)**.

The aforementioned valuation figure represents the aggregate of the individual valuations of each property and should not be regarded as the value of the portfolio in the context of a sale as a single lot. The individual values are as follows:

Properties		Headline Initial Yield (%)	Capital Value (£) of top-up rent deductions	Market Value (£) (net of top up deductions and purchaser's costs)
1	Callenders Industrial Estate, Paddington Drive, Swindon, Wiltshire, SN5 7YW	6.45	£10,921	£3,779,000
2	The Cignet Trading Estate, Faraday Close, Worthing, BN13 3RB	6.55	£0	£2,735,000
3	Units A1-D4 Belcon Industrial Estate, Geddings Road, Hoddesdon, EN11 0NT	7.07	£690	£1,941,000
4	Pin Green Industrial Estate, Cartwright Road, Stevenage SG1 4QJ	5.75	£2,774	£5,128,000

Properties		Headline Initial Yield (%)	Capital Value (£) of top-up rent deductions	Market Value (£) (net of top up deductions and purchaser's costs)
5	Valleylink Industrial Estate, Enfield, EN3 4TY	4.50	£14,721	£8,995,000
6	Mundell's Court, Welwyn Garden City AL7 1EN	5.16	£357	£4,191,000
7	Units 7-12, Diplocks Way, Hailsham, BN27 3AL	5.17	£2,182	£4,364,000
8	Bilton Industrial Estate, Lovelace Road, Bracknell RG12 8YT	4.85	£6,409	£13,320,000
9	Whitby Road Industrial Estate, Slough, SL1 3DR	5.20	£2,115	£7,679,000
10	Units 1, 2 & 3, Metro Business Centre, Kangley Bridge Road, London, SE26 5BW	4.10	£2,650	£1,603,000
11	Crowngate, Wyncolls Road, Severalls Industrial Park, Colchester, CO4 9HT	6.07	£94,957	£6,248,000
12	Units 14 A, B & C, Eurolink Industrial Estate, Sittingbourne, Kent, ME10 3UP	8.56	£0	£2,903,000
13	Peterborough Trade Centre, Newton Way, Peterborough, PE1 5PJ	6.21	£10,720	£3,356,000
14	Timberlaine Trading Estate, Worthing BN14 8ND	7.26	£75,991	£1,955,000
15	St. John's Court, Foster Road, Ashford, Kent, TN24 0SG	6.25	£11,060	£5,313,000
16	A1, A2, A3 & B1, Regent Park, Princes Risborough, HP27 9PX	6.80	£0	£3,458,000
17	Hunting Gate, Portway East Business Park, Andover, SP10 3SJ	6.49	£1,079	£3,548,000
18	15-28 Adler Industrial Estate, Betan Road, Hayes, UB3 1ST	4.92	£0	£3,789,000
19	Meridian Park, Greenwich Way, Andover, SP10 4JZ	6.15	£0	£2,866,000
20	1-10 Fleming Close Industrial Estate, Segensworth, Fareham, PO15 5SB	5.82	£0	£2,326,000
21	Units 1-4, Halifax Road, Cressex Industrial Estate, High Wycombe, HP12 3ST	6.20	£0	£3,181,000
22	Units 4A and 4B, Tinsley Road, North Crawley RH10 9TP	5.50	£0	£4,999,000
23	Howard Industrial Estate, Chesham, HP5 2AU	5.20	£355	£5,309,000
24	ICM Unit, Medway City Estate, Enterprise Close, Rochester, Kent, ME2 4LY	6.75	£0	£3,062,000
25	Unit 9, Range Road, Witney, Oxon, OX29 0YA	6.10	£0	£2,312,000

Properties		Headline Initial Yield (%)	Capital Value (£) of top-up rent deductions	Market Value (£) (net of top up deductions and purchaser's costs)
26	The Factory, Bingley Road, Hoddesdon, Herts, EN11 0NX	6.50	£0	£3,760,000
27	Triton Centre, Abbey Park Industrial Estate, Romsey, SO51 9AQ	5.87	£0	£5,200,000
28	Ex-BSS, Oakcroft Road, Chessington, Surrey, KT9 1RH	-2.41*	£0	£3,645,000
29	Mundells Industrial Centre, Welwyn Garden City, AL7 1EW	4.65	-£27,669	£12,650,000
30	The New Power House, Gateway Business Centre, Sydenham SE26 4QD	4.83	-£23,929	£3,670,000
31	Intertek House, Cleeve Road, Leatherhead KT22 7SA	5.75	£0	£3,920,000
32	Artis Glass Works, Cox Lane, Chessington, Surrey, KT9 1SF	5.40	£0	£3,305,000
33	Alton Riverway Industrial Estate, Newman Lane, Alton, GU34 2QL	5.50	-£22,834	£5,290,000
34	Units 10, 11&12, 13, 14&15, 16, 17, 18, 23, 25&26, 28 and 29 Optima Park, Crayford, DA1 4QX	4.85	-£27,770	£17,150,000
35	Hanworth Trade Park, Hanworth TW13 6DH	4.25	£0	£5,906,000
36	Horizon West, Newbury, Berkshire, RG14 5XF	5.94	-£2,896	£17,900,000
37	Stansted 600, Taylors End Road, Stansted, Essex, CM24 1RL	4.98	-£17,955	£7,130,000
Portfolio Total		5.36%	-£360,034	£197,886,000

* We would note that this property is held with vacant possession and subject to non-recoverable costs, hence why the initial yield is currently negative.

DISCLAIMER

We have prepared this Valuation Summary Letter and the enclosed Valuation Certificates for inclusion in the listing document (the "Listing Document") for the proposed listing of shares in the capital of the REIT in the official list of The International Stock Exchange Authority Limited (the "Listing") (and we hereby consent to inclusion thereof). Save as provided in this Valuation Summary Letter, we specifically disclaim liability to any person in the event of any omission from or false or misleading statement included within the listing document, other than in respect of the information provided within the Valuation Certificates and this Valuation Summary Letter. We do not make any warranty or representation as to the accuracy of the information in any other part of the listing document other than as expressly made or given by Colliers International in this Valuation Summary Letter.

LIABILITY AND PUBLICATION

Colliers International has relied upon property data supplied by the REIT or its professional advisers which we assume to be true and accurate. Colliers International takes no responsibility for inaccurate client supplied data and subsequent conclusions related to such data.

We accept responsibility for the information within this report and valuation and declare that we have taken all reasonable care to ensure that the information contained in this report and valuation is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import.

We have prepared this Valuation Report for inclusion in the Prospectus and, save as provided in this Valuation Report, we do not accept any liability in relation to the information contained in the Prospectus or any other information provided by the Company or any other party in connection with the placement, offer or listing. The Valuation Report may not be reproduced or used other than for the Purpose without our prior written consent.

For the avoidance of doubt, this Report is provided by Colliers International Valuation UK LLP and no partner, member or employee shall assume any personal responsibility for it nor shall owe a duty of care in respect of it.

Yours faithfully

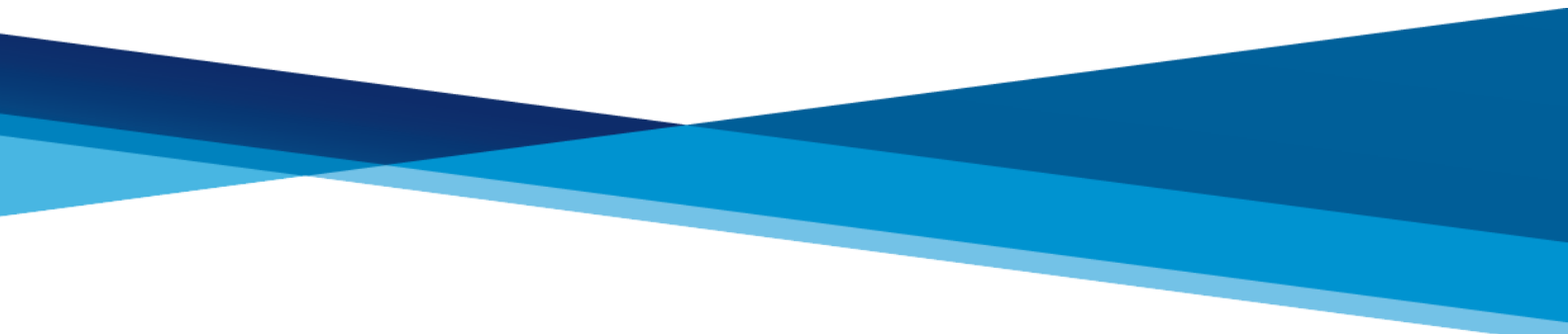
A handwritten signature in blue ink, appearing to read "L. Lee-Bapty".

Lucinda Lee-Bapty MRICS
Director
RICS Registered Valuer
For Colliers International Valuation UK LLP

A handwritten signature in blue ink, appearing to read "Russell Francis".

Russell Francis BSc MRICS
Director – Head of Valuation & Advisory Services
RICS Registered Valuer
For Colliers International Valuation UK LLP

APPENDIX: TERMS OF ENGAGEMENT



31st December 2018

Clipstone Logistics REIT plc
45 Albemarle Street
London
W1S 4JL
United Kingdom

Dear Sirs

We set out below our terms of engagement (the “Agreement”) for the provision of a valuation certificate (the “**Reports**”) in respect of the Portfolio set out in [Appendix 1](#) in accordance with the scope of work set out in [Appendix 2](#).

Clients	Clipstone Logistics REIT plc (the “ Clients ”).
Consultant	Colliers International Valuation UK LLP (the “ Consultant ”)
Purpose of Valuation	It is proposed that the commercial properties, as set out in the schedule forming Appendix 1 to this Agreement (the “ Portfolio ”), are to be acquired and will be subject to listing on The International Stock Exchange. The Consultant will provide short form valuation certificates (the “ Report ”) for the proposed offering of securities, (the “ Offering ”) by Clipstone Logistics REIT plc for the Portfolio set out in Appendix 1 .
The Portfolio	All of the assets set out in Appendix 1 are located in England, where Colliers has the required experience and licenses to provide these services. The Portfolio comprises income generating investment properties. The principal uses are single and multi-let industrial properties.
Valuation Report Content	Portfolio certificate with a schedule of values. As set out in Appendix 2 .
Reporting	An inspection of each property in the Portfolio within the last 18 months as set out in Appendix 1 . Carry out a review of any preliminary due diligence which may be available. The Consultant will provide the Report in accordance with the Scope of Works detailed in Appendix 2 . The Report will be prepared for the benefit of the Clients. Valuation date: 31 December 2018. Delivery of the final valuation: on or around 21 January 2019.

Interest to be Valued	All properties within the Portfolio are held as Freehold, save for four which are held long leasehold.
Basis of Valuation	Market Value in accordance with the latest edition of the RICS Valuation – Professional Standards prepared by the Royal Institution of Chartered Surveyors (“ RICS ”).
Disclosure (any previous involvement)	The Consultant has undertaken the regular valuation of the portfolio. By the signing of this Terms of Engagement you have provided your Informed Consent that you are happy for us to provide the valuation advice. We are of the opinion that there is no Conflict of Interest.
Reporting Currency	GBP
Consent to publication	<p>The Consultant agrees to the inclusion of all or any part of the Report, or any data or other information contained in such Report, and the name of the consultant can be quoted, reproduced and relied upon (i) in the preliminary offering circular and final offering circular (collectively, the “Offering Circular”) or any other offer materials prepared by or on behalf of the Clients, including any supplementary offering circular, in connection with the Offering (the “Offering Materials”), (ii) in any materials produced by or on behalf of the Clients in connection with the analysts' presentations (including research notes prepared by such analysts), road shows, and other investor marketing or education materials connected with the Offering, and (iii) in press articles and on the Client's website. Furthermore, the Consultant agrees to provide the Clients with a written confirmation substantially in the form set out in Appendix 5 to this Agreement.</p> <p>Notwithstanding the above, in accordance with VS 1.7 of the RICS Valuation - Professional Standards, if the whole Report is not to be published a draft statement is to be prepared by the Consultant and provided to the Clients at the same time as the Report.</p> <p>We agree that the valuations may be released by the Clients to its auditors in connection with any audit or advisory work undertaken by them with respect to the Clients. Depending on the amount of work required the Consultant reserves the right to charge an additional hourly rate fee to be agreed in advance with the Clients in writing.</p>
Confirmation that the valuer has the knowledge, skills and understanding to	Each property within the Portfolio will be valued by suitably qualified surveyors who fall within the requirements as to competence as set out in VS 1.5 and 1.6 of the RICS Valuation - Professional Standards issued by the RICS, and will be signed off by the

undertake the valuation competently	Consultant under its cover. We confirm that all valuations referred to above will be carried out in conjunction with the local expertise of our valuation teams in the regional offices.
Confirmation that the valuation will be undertaken in accordance with these standards	<p>The Consultant and its employees shall perform the services described above with all due skill, care and diligence of a properly qualified and competent consultant experienced in carrying out valuations of properties of a similar nature, size, scope and complexity as the Portfolio.</p> <p>The Consultant will inform the Clients if it becomes apparent that the services need to be varied, or external third party advice is required. Any such variations will be confirmed by the parties in writing.</p>
Where the firm is registered for regulation by RICS, reference to the firm's complaints handling procedure, with a copy available on request	A Colliers International Valuation UK LLP complaints handling procedure is available on request.
Status of Valuer	External Registered Valuer (as defined by the RICS Valuation - Professional Standards of the RICS).
Scope of Works	The Consultant will prepare the Report comprising a market valuation of each of the properties within the Portfolio in accordance with the RICS Valuation - Professional Standards of the RICS and the scope of work attached to this Agreement at Appendix 2 .
Inspections	Each property within the Portfolio will be inspected by a suitably qualified surveyor from Colliers International within the last 18 months.
The nature and source of information to be relied upon	<p>We understand that information will be provided by the Clients with all necessary legal, technical and environmental due diligence pertinent to all assets in the Portfolio property.</p> <p>We understand we are not required to measure any of the properties and will rely on floor areas provided by the Clients – however, check measurements may be undertaken during the course of the Consultant's inspections to check that they are within a reasonable tolerance of those provided.</p>
The extent of the valuer's investigations	A full review of the information made available by the Clients will be undertaken by the Consultant. Additionally, the Consultant will carry

	<p>out thorough investigations into the respective real estate markets in which the properties within the Portfolio lie.</p> <p>The Consultant will undertake all necessary enquiries of the local planning authority to confirm zoning and any planning controls, which may be in force and affect current or future uses. Such enquiries will be in writing wherever possible or if this is not possible will be made verbally.</p> <p>The Consultant does not undertake to carry out and provide any environmental ground test or building/technical surveys.</p>
Fees	<p>As per the separate fee letter, as a total for providing a valuation certificate on all assets as listed in Appendix 1.</p> <p>Our fees are exclusive of VAT.</p> <p>In the event that our appointment is aborted or terminated prior to the delivery of the final valuation report by the Consultant to the Clients, the fees and any incurred Expenses of the Consultant shall be assessed on a quantum meruit basis.</p> <p>In the event that the Valuer has completed the Report but for whatever reason the transaction is withdrawn or is not successful the Valuer will be entitled to 75% of the aforementioned fees.</p> <p>In the event that the Consultant has completed the valuation report prior to the date on which the Report is required the Consultant may charge commensurate and reasonable additional fees for its services to provide updated market values where requested by the Clients. The Consultant and the Clients shall negotiate with a view to agreeing the amount of such additional fees, if any, at the time such services are rendered.</p>
PI Liability Cap	<p>Uncapped liability to investors only in respect of the transaction.</p> <p>In all other regards, the Consultant's liability shall not exceed £5,000,000 per property valued. See attached insurance policy document attached as Appendix 3.</p> <p>For the avoidance of doubt, please note the further relevant provisions relating to the limitations of the Consultant's liability at clause 13 (and its sub-clauses) of the Standard Terms of Business which are attached at Appendix 4.</p>
Cooperation	<p>The Consultant shall use all reasonable endeavours to cooperate in answering questions of the Clients or any of their advisers in connection with the Reports and the transaction until the Clients accept the final report.</p>

Confidentiality	Information provided by the Clients and their advisers to the Consultant in connection with the aforementioned valuations shall be kept confidential and shall only be used by the Consultant for the purposes of its engagement hereunder, except information that (i) is publicly disclosed other than by the Consultant in violation of this Agreement; or (ii) is legally required to be disclosed under compulsion of law or by order or act of any court or governmental or regulatory authority or body. The Consultant may only disclose information under (ii) above if, to the extent permitted by law, before making the disclosure, it has consulted with the Clients and taken into account the Clients (a) objections to the disclosure (if any) and (b) requirements as to the timing, content and manner of the disclosure.
Liability	For the avoidance of doubt, the Report is provided by Colliers International Valuation UK LLP and no partner, member or employee neither assumes any personal responsibility for it nor shall owe a duty of care in respect of it.
Standard Terms of Business	Colliers' Standard Terms of Business (the " Standard Terms of Business ") are attached as Appendix 4 to this letter. In the event there is any conflict between the terms set out in this Instruction Letter (including valuation report content set forth under Appendix 2 of this Instruction Letter) and the Standard Terms of Business, the terms of this Instruction Letter shall prevail. Where there is a conflict between this Agreement and the Standard Terms of Business then this Agreement will prevail.
RICS Monitoring Regulations	We are required to draw to your attention that the RICS may review all documentation relating to our valuation to ensure compliance with their standards.
Proposed Maximum Timescale for completion of work	Draft: 15 January 2019 Final: 21 January 2019. The Report shall be provided in accordance with these timescales on the understanding that all information required by the Consultant is provided on a timely basis.
Termination of instruction	The Consultant may terminate its instruction with immediate effect by notice in writing (delivered by a recognised international courier) served on the Clients at its registered address, such termination to take effect upon the delivery of such notice, where the Clients: (i) becomes insolvent, has an administrator, receiver, administrative receiver or manager appointed over the whole or any part of its assets, enters into any composition

	<p>with creditors generally, or has an order made or resolution passed for it to be wound up, the assets of the Clients are declared en etat de desastre or a preliminary vesting order is declared over all the assets of the Clients, or the Clients undergo any similar or equivalent process in any jurisdiction; or</p> <p>(ii) is in breach of a material obligation on its part contained in this document, which breach (if capable of being remedied) is not remedied within a reasonable period of time having regard to the nature of the breach.</p>
Address for notices	<p><u>Clients:</u></p> <p>Clipstone Logistics REIT plc 45 Albemarle Street London W1S 4JL United Kingdom</p> <p>With a copy to: Toby Dean Clipstone Investment Management Limited 45 Albemarle Street London W1S 4JL</p> <p><u>Consultant:</u></p> <p>Colliers International Valuation UK LLP 50 George Street London W1U 7GA United Kingdom</p>
General Provisions	<p>Any notices between the parties hereto, required, allowed or provided for by the Agreement will be considered received when delivered by hand (meaning against receipt or by courier service) to the person and at the address stipulated above representing the other party of this Agreement or by means of postal services by a letter with delivery confirmation to the addresses indicated in this Agreement.</p> <p>The Agreement constitutes the entire agreement between the Clients and Consultant in respect of the subject of this Agreement.</p>

	Upon execution hereof all prior correspondence and documentation relating to the subject matter hereof shall become null and void. No amendment, alteration or withdrawal of the Agreement shall be valid or binding unless made in writing and signed by duly authorized representatives of both the Clients and Consultant. The Agreement shall be binding on any successors of the parties.
PI Insurance Policies	The Consultant holds the professional liability insurance policies LI1835107 issued by Aviva for the period of 12 months effective 1 December 2018.
Governing Laws	This Agreement and the relationship between the parties, including any non-contractual obligations arising therefrom, shall be governed by and interpreted in accordance with English law.

We trust that the above meets with your requirements but should you have any queries then please do not hesitate to contact us.

Yours faithfully



Lucinda Lee-Bapty BSc MRICS
Director
RICS Registered Valuer
For Colliers International Valuation UK LLP



Russell Francis BSc MRICS
Director – Head of Valuation & Advisory Services
RICS Registered Valuer
For Colliers International Valuation UK LLP

Encs

We should be grateful if you would check the details above and sign this letter, retaining one copy for your records and returning the other.

The Clients confirm acceptance of the above and the attached Standard Terms of Business and hereby instructs Colliers International Valuation UK LLP to proceed with the valuations as proposed and to invoice for professional fees according to these terms.

On behalf of

CLIPSTONE LOGISTICS REIT PLC

Director:

Signature:

Date:

Invoicing Confirmation Details

Name and position Clipstone Logistics REIT plc

FAO: Toby Dean

Address (where the final invoice should be sent)

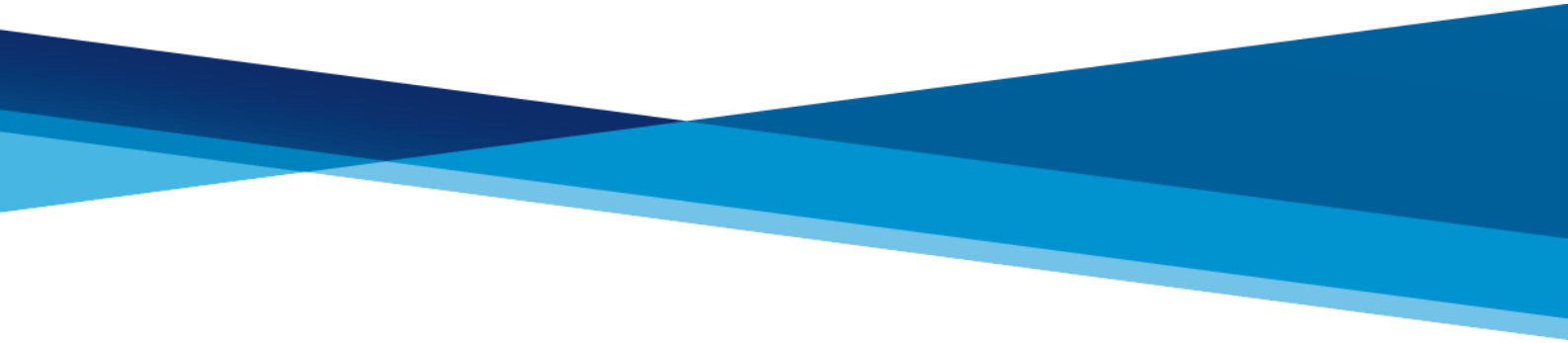
45 Albemarle Street

London

Telephone: +44 207 043 0271

Email address: Toby@Clipstone.co.uk

APPENDIX 1: THE PORTFOLIO

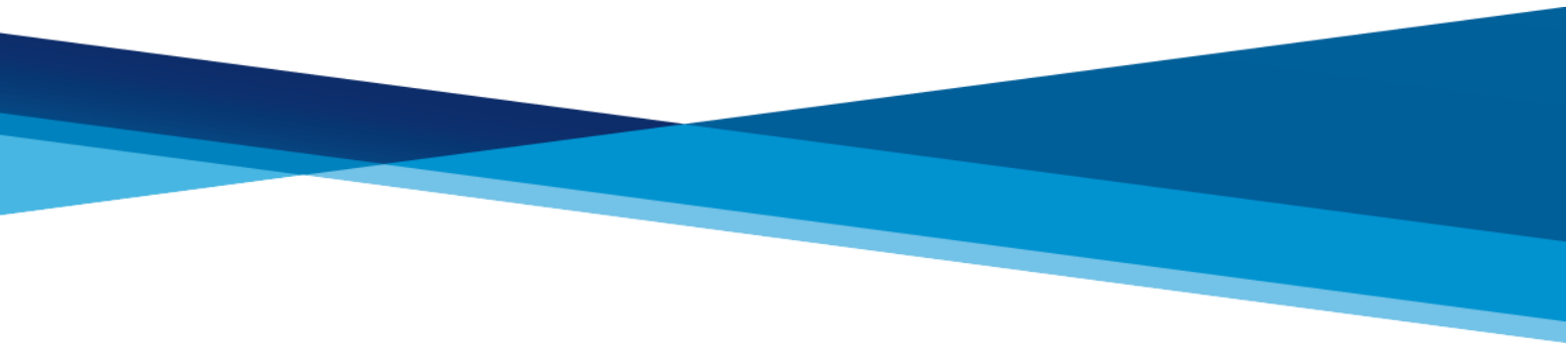


The Portfolio requiring valuation comprises the following properties:

1. Callenders Industrial Estate, Paddington Drive, Swindon, Wiltshire, SN5 7YW
2. The Cignet Trading Estate, Faraday Close, Worthing, BN13 3RB
3. Units A1-D4 Belcon Industrial, Geddings Road, Hoddesdon, EN11 0NT
4. Pin Green Industrial Estate, Cartwright Road, Stevenage SG1 4QJ
5. Valleylink Industrial Estate, Enfield, EN3 4TY
6. Mundell's Court, Welwyn Garden City AL7 1EN
7. Units 7-12, Diplocks Way, Hailsham, BN27 3AL
8. Bilton Industrial Estate, Lovelace Road, Bracknell RG12 8YT
9. Whitby Road Industrial Estate, Slough, SL1 3DR
10. Units 1, 2 & 3, Metro Business Centre, Kangley Bridge Road, London, SE26 5BW
11. Crowngate, Wyncolls Road, Severalls Industrial Park, Colchester, CO4 9HT
12. Units 14 A, B & C Eurolink Industrial Estate, Sittingbourne, Kent, ME10 3UP
13. Peterborough Trade Centre, Newton Way, Peterborough, PE1 5PJ
14. Timberlaine Trading Estate, Worthing BN14 8ND
15. St. John's Court, Foster Road, Ashford, Kent, TN24 0SG
16. A1, A2, A3 & B1, Regent Park, Princes Risborough, HP27 9PX
17. Hunting Gate, Portway East Business Park, Andover, SP10 3SJ
18. 15-28 Adler Industrial Estate, Betan Road, Hayes, UB3 1ST
19. Meridian Park, Greenwich Way, Andover, SP10 4JZ
20. 1-10 Fleming Close Industrial Estate, Segensworth, Fareham, PO15 5SB
21. Units 1-4, Halifax Road, Cressex Industrial Estate, High Wycombe, HP12 3ST
22. Units 4A and 4B, Tinsley Road, North Crawley RH10 9TP
23. Howard Industrial Estate, Chesham, HP5 2AU
24. ICM Unit, Medway City Estate, Enterprise Close, Rochester, Kent, ME2 4LY
25. Unit 9, Range Road, Witney, Oxon, OX29 0YA
26. The Factory, Bingley Road, Hoddesdon, Herts, EN11 0NX
27. Triton Centre, Abbey Park Industrial Estate, Romsey, SO51 9AQ
28. Ex-BSS, Oakcroft Road, Chessington, Surrey, KT9 1RH
29. Mundells Industrial Centre, Welwyn Garden City, AL7 1EW
30. The New Power House, Gateway Business Centre, Sydenham SE26 4qd
31. Intertek House, Cleeve Road, Leatherhead KT22 7SA
32. Artis Glass Works, Cox Lane, Chessington, Surrey, KT9 1SF
33. Alton Riverway Industrial Estate, Newman Lane, Alton, GU34 2QL
34. units 10, 11&12, 13, 14&15, 16, 17, 18, 23, 25&26, 28 and 29 Optima Park, Crayford, DA1 4QX
35. Hanworth Trade Park, Hanworth TW13 6DH
36. Horizon West, Newbury, Berkshire, RG14 5XF
37. Stansted 600, Taylors End Road, Stansted, Essex, CM24 1RL

(THE "PROPERTIES")

APPENDIX 2: VALUATION REPORT CONTENT



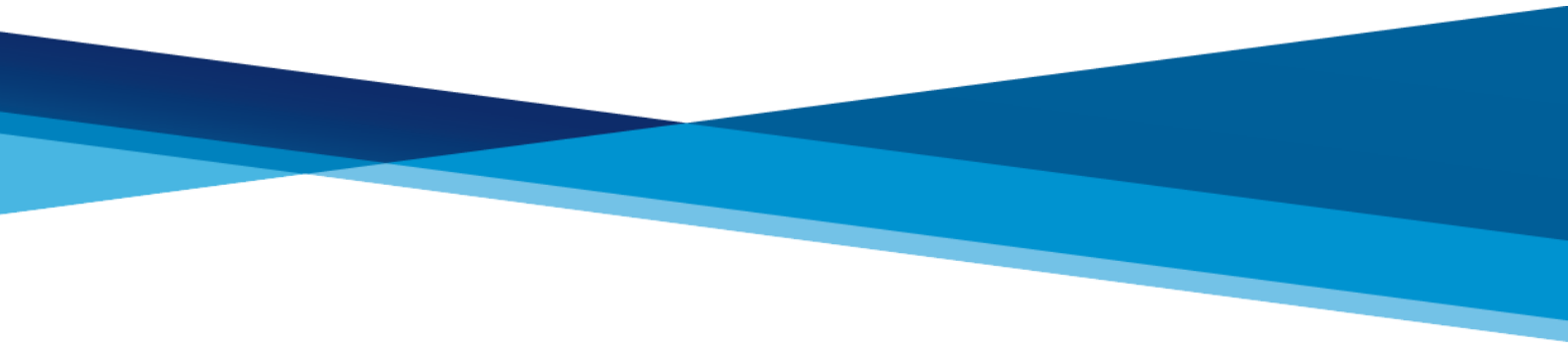
VALUATION REPORT CONTENT

The valuation report will contain all the information, as appropriate, listed in the Royal Institution of Chartered Surveyors ("RICS") FCA Listing Rules – Framework for Condensed Reports.

We will prepare the following:

- A valuation certificate with schedule of values addressed to the Clients for inclusion in the Listing Document to be prepared in connection with the Offering, and such short form valuation report shall be signed by either a statutory director or partner of Colliers International Valuation UK LLP.
- Valuation methodology to be clearly stated to include assumptions. The valuation methods employed will include the following:
 - Income capitalisation
- "Industry Overview" or similarly titled section of the Listing Document describing the industrial real estate markets, all relevant asset classes according to the Clients' footprint and such other information as may be reasonably requested by the Clients.
- Comfort letter on the date of publication of the Listing Document substantially in the form set out in [Appendix 5](#) consenting to the inclusion of the Report in the Listing Document to be prepared in connection with the Offering. This letter will be addressed to the Clients.
- Comfort letter on the date of publication of the Listing Document, and a bring-down letter on the closing date of the Offering, addressed to the Clients confirming *inter alia*: (i) that the Consultant has acted as an external valuer as defined by the RICS Valuation - Professional Standards of the RICS; (ii) there are no matters which would require a material change to the Reports since the date of the Reports and the Consultant is not aware of any matter in relation to its valuation of the properties which it considers is required to be drawn to the attention of the addressees in the context of the requirement for the Listing Document to contain all information necessary to enable investors to make an informed assessment of the assets and liabilities, financial position, profits and losses and prospects of the Clients; (iii) that the information included in the Listing Document from the valuation reports has been correctly extracted; and (iv) that the Consultant accepts responsibility for the contents of the valuation reports in accordance with applicable laws and regulations.

APPENDIX 3: PROFESSIONAL LIABILITY INSURANCE CERTIFICATE





30 November 2018

JLT Specialty Limited

The St Botolph Building,
138 Houndsditch,
London, EC3A 7AW

Tel 020 7528 4000
Direct 020 7558 3544
www.jltgroup.com

TO WHOM IT MAY CONCERN

We act as Insurance brokers to the below named Insured and confirm that we arrange coverage on their behalf on the following basis:

Insured: Colliers International Property Advisers UK LLP, Globestar Limited, Colliers International Property Consultants Limited, Colliers Capital Holdings Limited, Deanwater Estates (Bollinwater) Limited, Briant Champion Long Services Limited, Colliers International Retail UK LLP, Colliers International Business Space UK LLP, Colliers International Capital Markets UK LLP, Colliers International Central London UK LLP, Colliers International Rating UK LLP, Colliers International Valuation UK LLP, Colliers International Healthcare UK LLP, Colliers International Building Consultancy UK LLP, Colliers International Specialist and Consulting UK LLP, Colliers International Property Consultants Limited t/a Nile Management Services, FS (Spain) Limited (holdco), FS (Ireland) Limited, Colliers International UK plc, Colliers CRE plc, Colliers Capital UK Ltd., Colliers Godfrey Vaughan Ltd., CCH Advisers Limited, Locum Consulting Accurates, Nile Management Services, H2SO LLP, Chantry Lodge Limited, Melville Assets Limited, Nicosia Developments Limited, Seagrove Bay Limited, Hatton Residential Limited, Hatton Real Estate Limited, Bollingbrook Ltd, Vision Asset Management Co (Holdings) Limited, Former Ocean Assets Limited, Globestar Holdings Limited

Type: Professional Indemnity Insurance

Period of Insurance: 12 months effective 1 December 2018

Limit of Indemnity: £50,000,000 any one claim and in the aggregate plus unlimited round the clock reinstatements

Insurer(s): Aviva Insurance Limited, certain Underwriters at Lloyd's of London and various Insurance Companies

Primary Policy Number: LI1835107

These statements have been made in good faith and are a summary of the insurance cover in force as at the date of this letter (which insurance remains subject to the full terms and conditions of the subscribing insurers' policy), although the Limit of Indemnity may have been impaired by incurred claims and therefore may vary from the amount shown. We accept no responsibility whatsoever for any inadvertent or negligent act, error or omission on our part in preparing these statements or for any loss, damage or expenses thereby occasioned to any recipient of this letter.

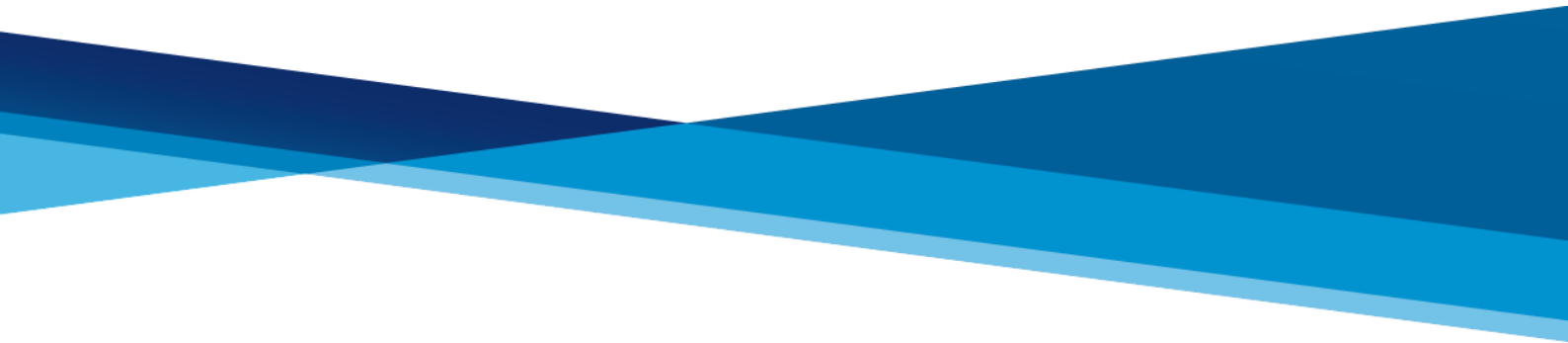
Should the insurance cover be cancelled, assigned or changed in any way during the period of insurance, neither we nor the subscribing insurer(s) accept any obligation to notify any recipient of this letter.

The subscribing insurers' obligations under contracts of insurance to which they subscribe are several and not joint and are limited solely to the extent of their individual subscriptions. The subscribing insurers are not responsible for the subscription of any co-subscribing insurer who for any reason does not satisfy all or part of its obligations.

Notwithstanding the issuance of this letter we are and remain solely the agent of our Client in this matter and owe no duties to any recipient of this letter.

Stuart Mangion
Partner
JLT Specialty Limited

APPENDIX 4: STANDARD TERMS OF BUSINESS



STANDARD TERMS OF BUSINESS



These are the terms upon which Colliers International Property Advisers UK LLP (registered no OC385143) and/or Colliers International Capital Markets UK LLP (registered no OC392075) and/or Colliers International Central London UK LLP (registered no OC391630) and/or Colliers International Rating UK LLP (registered no OC391634) and/or Colliers International Retail UK LLP (registered no OC334835) and/or Colliers International Valuation UK LLP (registered no OC391629) and/or Colliers International Property Consultants Ltd (registered no 7996509), in each case trading as Colliers International, agree to act for you. The entity with which you have engaged will be noted on our letterheads, email footers and invoices that are sent to you. If you are at all unsure as to with which entity you have engaged, please contact us and we will confirm the same. Our agreement takes effect from the date we agree to accept your instructions but these terms will apply from the date we provide you with a copy of them.

1.0 DEFINITIONS AND INTERPRETATIONS

1.1 Terms means the terms of business set out in this document and include any other terms and conditions set out or referred to in our Instruction Letter. These Terms apply to all services that you instruct us to provide and cannot be varied or amended except in writing and signed by you and us.

1.2 Client (referred to throughout as 'you') means the person, company, firm or other legal entity named in our Instruction Letter. We will not accept instructions to act for any other legal entity nor will these Terms apply unless we have agreed in writing to act for that alternative entity. We reserve the right to refuse to act for such an alternative entity until (if at all) we have undertaken due diligence to fulfil our internal credit, money laundering and risk obligations. In the event that we are instructed to act for a single purpose corporate vehicle we reserve the right to require and be provided with a parent company or other guarantee for our fees before accepting instructions to act. In the case of the sale of a Property by a corporate client in which the shares in such client are the assets transferring we will require the shareholders of such corporate client to guarantee its obligations to us.

1.3 Colliers Entity means any entity owned or controlled by Colliers International Property Advisers UK LLP or by any of its members, or owned or controlled by any other Colliers Entity.

1.4 Colliers International (referred to throughout as "Colliers" "we" or "us") is the trading name of Colliers International Property Advisers UK LLP, Colliers International Capital Markets UK LLP, Colliers International Central London UK LLP, Colliers International Rating UK LLP, Colliers International Retail UK LLP, Colliers International Valuation UK LLP and Colliers International Property Consultants Ltd.

1.5 Confidential Information means information that is by its nature confidential and/or is designated by us to be confidential.

1.6 Instruction Letter means the letter of instruction, proposal or tender which is sent to you with these Terms. In the event that there is any conflict between the terms set out in this document and the terms set out in the Instruction Letter the terms in the Instruction Letter shall take precedence.

1.7 The Property means the assets (including shares in a company) which are the subject of our instructions and all other assets in which an interest is acquired by a purchaser including contents fixtures and fittings and any business carried on at the Property.

1.8 Purchaser includes a tenant or licensee.

1.9 Seller includes a landlord or licensor.

1.10 Services means the specific services set out in the Instruction Letter and any other services which we agree in writing to provide.

1.11 Sole Selling Rights – Unless specified to the contrary in the Instruction Letter by instructing us to dispose of and/or acquire (as applicable) the Property you grant us Sole Selling Rights which means that you will be liable to pay remuneration to us, in addition to any other costs or charges agreed, if:

- (a) unconditional contracts for the sale and/or lease (as applicable) of the Property are exchanged in the period during which we have Sole Selling Rights even if the purchaser and/or seller (as applicable) was not found by us but by another agent or by any other person, including you; and
- (b) if unconditional contracts for the sale and/or lease (as applicable) of the Property are exchanged after the expiry of the period during which we have Sole Selling Rights but to a purchaser and/or seller (as applicable) who was introduced to you during that period or with whom we had negotiations about the Property during that period.

2.0 FEES

2.1 Our fees are as stated in the Instruction Letter.

2.2 Where we agree to act jointly with another professional then the fee payable to us will be an agreed proportion of the total fee due. In the absence of such an agreement we shall be paid in equal proportion to the other professional(s).

2.3 Abortive Fees

(a) Unless otherwise agreed in writing if you instruct us to act for you and thereafter the transaction or instruction becomes abortive because you withdraw or you terminate our instructions we shall be entitled to 50% of the fee we would otherwise have received had the matter proceeded to completion.

(b) Whether the transaction or instruction concludes or not the disbursements and expenses referred to in Clause 3.0 below will be payable by you in any event.

(c) In the case of consultancy services an abortive fee will be calculated and payable by you according to our hourly rate at the time for all work done.

2.4 Additional Work

Where we are required to undertake additional work outside the agreed scope of the Services additional charges will be agreed.

2.5 Estimates

Any estimates of fees and disbursements are provided on the basis of the information you provide to us. Such estimates are not therefore binding upon us if the information provided is in any way incomplete, misleading or wrong.

2.6 Retention of commissions

In addition to any fees which are payable by you, unless otherwise agreed we may retain any commissions that we may receive from third parties in the course of providing the services. We will disclose any such commission to you.

3.0 DISBURSEMENTS AND EXPENSES

3.1 We will provide you with an estimate of disbursements and expenses prior to incurring them. Such items include but are not limited to travel, advertising and marketing (including 'for sale' and 'to let' boards), in-house mailing, printing, maps, photography, photocopying, library and data services, research, bank references, planning applications and RICS and other regulatory fees.

3.2 Disbursements and expenses may be charged to you as soon as they are ascertained or incurred, whether or not our instruction proceeds to a conclusion.

3.3 You agree to indemnify us against any liability on our part in respect of such disbursements and expenses.

3.4 In all circumstances in which your instructions involve an amount of administration on our part, such as photocopying, faxing etc, we shall be entitled to add an administration charge to our bills to cover such expense.

4.0 CHARGES DUE

4.1 We will be entitled to issue an invoice and our fees will become due for payment free from any discount, deduction set-off or counter claim:

- (i) On the date(s) specified in the Instruction Letter
- (ii) When you withdraw your instructions (in which case Clause 2.3 applies).

4.2 In all other cases charges become due on the date that we issue an invoice for the services provided and/or the disbursements and expenses incurred.

4.3 All invoices are payable by you upon delivery to you.

4.4 In the event that we are required to issue proceedings to recover any fees or disbursements and we are successful in such proceedings you agree that you will pay our legal costs of such proceedings even if the amount claimed is less than the limit for small claims cases.

5.0 TAXES

5.1 The fees disbursements and expenses referred to in these Terms and in the Instruction Letter are all subject to the addition of VAT where applicable (and any other taxes whether UK or overseas which may arise).

5.2 You will comply with the Criminal Finances Act 2017 and ensure that you and your associated persons do not commit or facilitate a tax evasion offence.

6.0 INTEREST

6.1 Unless otherwise agreed in writing, in default of payment by you within 21 days of delivery of an invoice, interest will be chargeable upon outstanding invoices at the rate of 6% above the Bank of England minimum lending rate from time to time from the date of our invoice until payment.

7.0 SCOPE OF SERVICES

7.1 We accept no liability for the content or interpretation of title, regulatory documents (such as Energy Performance Certificates) or tenancy documents and unless specifically instructed to report on them we do not warrant that properties on which we advise are in satisfactory structural order; that any land is free from contamination; or that any land or property is compliant with regulations, or that any land or premises has planning permission or is capable of being developed for the purposes for which it may be required.

7.2 We will perform the Services within a reasonable period of time after acceptance of your instructions on the basis that:

- (a) Any estimates of the time for performance of the Services are not to be legally binding upon us; and
- (b) We shall be entitled (but not obliged) to delegate performance of the Services (or any part of them) by instructing one or more other persons, firms or companies (whether as sub-agent or in any other capacity) upon such terms as we consider appropriate in our absolute discretion.

7.3 It may be necessary as part of our work to instruct specialist consultants on your behalf. We will not do so before obtaining your authority. Once you have authorised us to instruct such specialist consultants you will be responsible for payment of their fees and matters relating to their performance. In accepting your

instructions to instruct such specialist consultants we do not warrant their competence. If we are instructed by you to supervise the work of such specialist consultants we will be entitled to charge an additional fee calculated by reference to the time incurred in doing so however we assume no liability for any advice given to you by such consultants.

7.4 Any market projections incorporated within our Services including but not limited to, income, expenditure, associated growth rates, interest rates, incentives, yields and costs are projections only and may prove to be inaccurate. Accordingly, such market projections should be interpreted as an indicative assessment of potentialities only, as opposed to certainties.

8.0 INFORMATION PROVIDED

8.1 Unless you inform us in writing to the contrary we shall not be required to check or approve the accuracy of information provided to us by you or others including Energy Performance Certificates. In the event we are instructed to act for you on the assignment of a lease and/or a letting (including a sub-letting), you warrant that the Property has the minimum Energy Performance Certificate rating or a valid registered exemption to comply with the Energy Efficiency (Private Rented Property) (England and Wales) Regulations 2015 and/or any other applicable law or regulations.

8.2 Unless you inform us in writing to the contrary you hereby warrant the accuracy of all information provided to us by you or on your behalf on the basis that you expect us to rely upon it.

8.3 You will check all marketing materials that we produce in respect of any Property that we have been instructed to dispose on your behalf and you will notify us immediately if you become aware that any such marketing materials are inaccurate, misleading or incomplete.

8.4 You undertake to indemnify us against all costs, claims, charges and expenses of whatever nature which may arise as a result of any such information proving to be inaccurate (whether wholly or in part), misleading or incomplete.

8.5 Subject only to Clause 12 below any information which we acquire from you in the course of performing instructions may be used by us for any other purpose unless you instruct us in writing at any time prior to such use by us.

9.0 OUR REPORTS

9.1 In relation to any written report or advice prepared by us you agree that neither the whole nor any part of our report or advice or Confidential Information may be included in any published document, circular or statement or published in any way without our written approval prior to publication.

9.2 Copyright in any reports, documents or other material provided to you by us shall remain our property at all times.

10.0 PAPERS

10.1 After completing our work, we are entitled to keep all and any of your papers and documents until our fees and charges are paid in full.

10.2 Unless you instruct us to the contrary, you hereby agree that we may destroy papers or documents relating to the Services six years after the date of the final invoice that we send you for the particular matter.

11.0 EMAIL

11.1 We shall treat receipt of an email from you as a request to us to communicate with you by email.

11.2 If you intend to communicate with us by email, by accepting these Terms you confirm that you understand the risks of doing so and you authorise us to act upon electronic instructions which have been transmitted (or appear to have been transmitted) by you.

12.0 DATA PROTECTION

12.1 Both parties will comply with all applicable requirements of the General Data Protection Regulation 2016/679. To the extent you provide us with any personal data, you will ensure that you have all the necessary appropriate consents and notices in place to enable lawful transfer of such personal data.

12.2 You agree that we may receive and retain documentary proof required by the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 and can disclose it to any Government authority that is legally entitled to request it. You further agree and consent to identity checks being carried out electronically for anti-money laundering purposes. For the purposes of this clause only, you release us from our obligations under Clause 12.1 above.

12.3 We may occasionally use your contact details to inform you of property updates, client seminars, and the like. By accepting these terms you consent to our sending you such information. If you do not wish to receive such information, please advise us, by writing to the Data Protection Officer at our address.

13.0 LIMITATION OF LIABILITY

13.1 In relation to any Services provided by us to you the following limitations apply:

13.2 You agree not to bring any claim for any losses against any member, officer, director, employee or consultant of Colliers or any Colliers Entity (each a "Colliers Person"). You hereby agree that a Colliers Person does not have a personal duty of care to you and any claim for losses must be brought against Colliers. It is agreed that any Colliers Person may enforce this clause under the Contracts (Rights of Third Parties) Act 1999 but that these terms may be varied at any time without the need for them to consent.

13.3 We will not be liable in respect of any of the following:

(a) for any services outside the scope of the Services agreed to be performed by us;

(b) to any third party;

(c) in respect of any consequential losses or loss of profits.

(d) for any losses, costs, penalties or damages arising from the Energy Performance of Buildings Regulations 2011.

13.4 Where any loss is suffered by you for which we and any other person are jointly and severally liable to you the loss recoverable by you from us shall be limited so as to be in proportion to our relative contribution to the overall fault.

13.5 Our liability for loss and damage attributable to our negligence, breach of contract, misrepresentation or otherwise (but not in respect of fraud, fraudulent misrepresentation, death or personal injury) shall not exceed £1 million per single originating cause (or if higher, such minimum level of insurance cover as the Royal Institution of Chartered Surveyors requires us to maintain from time to time). This limit applies to each and every transaction and retainer and any subsequent work we undertake for you unless expressly overridden in a subsequent Instruction Letter signed by a director of Colliers.

13.6 The exclusions and limitations in this paragraph will not exclude or limit any liability for fraud or dishonesty or for liabilities which cannot lawfully be limited or excluded.

13.7 Where the Instruction Letter is addressed to more than one client, the above limit of liability applies to the aggregate of all claims by all such clients and not separately to each client.

13.8 No claims, actions or proceedings arising from or relating to the Services and/or this agreement shall be commenced against us after six years after the date of the completion of the Services or such earlier date as may be prescribed by law.

14.0 INDEMNITIES

14.1 You agree to indemnify us against all costs, claims, charges and expenses which we shall incur by reason of (but not limited to):

(a) Use of any of our work for purposes other than those agreed by us.

(b) Misrepresentation by you or with your authority to third parties of advice given by us.

(c) Misrepresentation to third parties of the extent of our involvement in any particular project.

(d) Any claims or proceedings concerning Energy Performance Certificates prepared by you or on your behalf.

14.2 You also agree to indemnify us against any and all damages or liability suffered by us, arising from the use by us of material provided by you to us the copyright of which is vested in a third party.

15.0 ASSIGNMENT

15.1 Neither this agreement nor any of its terms may be assigned by you to any third party unless agreed in writing.

16.0 TERMINATION OF INSTRUCTIONS

16.1 We may terminate any agreement governed by these Terms immediately by notice in writing:

(a) Where as a result of circumstances outside the control of both of us the Services become impossible of performance or;

(b) Where you have rendered the Services impossible of performance or;

(c) You have provided incorrect information to us contrary to Clause 8 above upon which we have relied or;

(d) If you have not made payment by the due date of any sum payable to us or;

(e) At any time in the event that you are in material breach of your obligations to us or;

(f) Without assigning any reason and on the basis that you are under no obligation to pay any fees in respect of the matter and that we are under no obligation to perform any further services.

16.2 You (and if clause 16.1 does not apply we) may terminate any agreement governed by these Terms by giving not less than 28 days' notice in writing. However, if the Instruction Letter states a minimum period for our instruction, notice to terminate may not be given so as to expire before the end of that period.

16.3 On termination of our instructions you will be liable to pay to us any outstanding disbursements and expenses and you will remain liable for any fees arising under Clauses 2, 3 and 5 of these Terms.

16.4 Notwithstanding termination of our agreement with you the provisions of Clauses 1 to 10, 12, 13, 14, 19, 20 and 21 shall remain in full force and effect.

17.0 MONEY LAUNDERING COMPLIANCE

We are required by law to operate procedures pursuant to the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017, which may include requesting that you provide us with documentary proof of identity, proof of address and/or proof of funding in relation to a particular transaction or instruction. You agree to comply with any such requests promptly.

18.0 COMPLAINTS AND INSURANCE

18.1 We operate a procedure for complaints handling as required by the Royal Institution of Chartered Surveyors. A copy is available on request.

18.2 The details of our professional indemnity insurance as set out in the Provision of Services Regulations 2009 can be requested from a member of our staff who is dealing with the Services.

19.0 LAW AND JURISDICTION

19.1 These terms of business are subject to the laws of England and Wales.

19.2 Any dispute shall be subject to the exclusive jurisdiction of the English Courts.

19.3 If a court rules that any provision of these Terms is invalid or unenforceable this will not affect the validity of the rest of the Terms which will remain in force.

20.0 RIGHTS OF THIRD PARTIES

Except as set out in clause 13 none of the Terms shall be enforceable under the Contracts (Rights of Third Parties) Act 1999 by a third party. No third party will be entitled to rely on any Report or advice except as agreed in writing by us.

21.0 NON-SOLICITATION

You will not on your own account or in partnership or association with any person, firm, company or organisation, or otherwise and whether directly or indirectly during, or for a period of 12 months from, the end of the term of this agreement, solicit or entice away or attempt to entice away or authorise the taking of such action by any other person, any of our and/or any Colliers Entity employees, directors, members or consultants who have worked on the Services. In the event of any breach of this clause, you shall be liable to pay damages of one year's gross remuneration of such employee, director, member or consultant and you agree that this is a reasonable pre-estimate of our loss arising from the breach of this clause.

22.0 CONFLICTS OF INTEREST

You will inform us immediately if you are or become aware of any potential conflict which affects the Services. We may decline to act for you and/or terminate the Services if we consider that there is a conflict of interest.

APPENDIX 5:
CONSENT TO INCLUSION OF
THE REPORTS IN OFFERING
CIRCULAR



Clipstone Logistics REIT plc
45 Albemarle Street
London
W1S 4JL
United Kingdom

Dear Sirs,

CLIPSTONE LOGISTICS REIT PLC ("REIT")

**LISTING DOCUMENT OF CLIPSTONE LOGISTICS REIT PLC IN RELATION TO OFFERING OF
SHARES IN CLIPSTONE LOGISTICS REIT PLC (THE "OFFERING", AND THE LISTING
DOCUMENT OF CLIPSTONE LOGISTICS REIT PLC, (THE "LISTING DOCUMENT")**

1. We, Colliers International Valuation UK LLP, named as the independent valuer (the **"Independent Valuer"**) in the Listing Document to be lodged with The International Stock Exchange Authority Limited as the competent authority for listing in relation to the Offering on or around 31 January 2019 or at a later date to be determined, do hereby consent to act in that capacity in relation to the Listing Document.
2. We have given our consent, before the lodgement of the Listing Document, and we have not withdrawn our written consent to the issue of the Listing Document with the inclusion of:
 - (i) our name as the Independent Valuer;
 - (ii) our report which can be found in the Appendix to Part 5 of the Listing Document; and
 - (iii) all references thereto,

in the form and context in which they are included in the Listing Document.

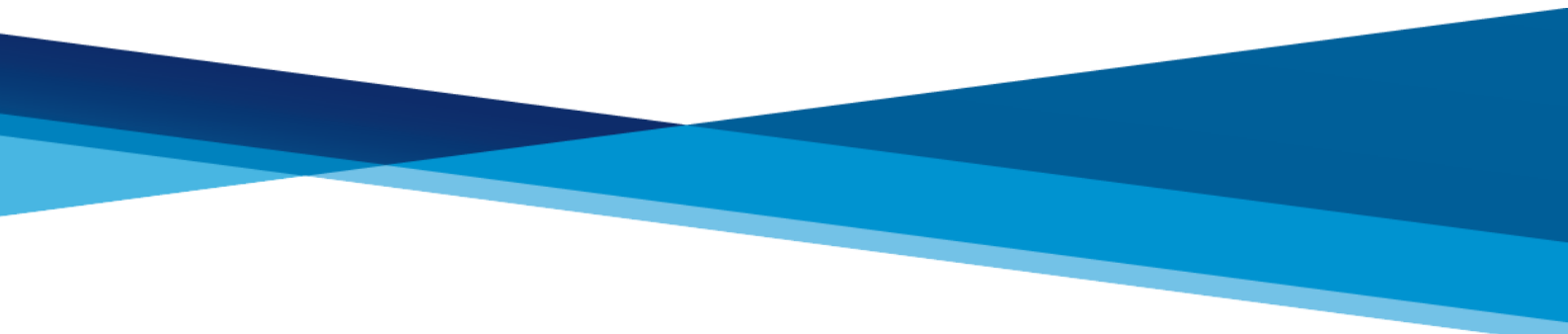
Yours faithfully

for and on behalf of Colliers International Valuation UK LLP

A handwritten signature in blue ink, appearing to read "L. Lee-Bapty".

Name: Lucinda Lee-Bapty
Designation: Director

APPENDIX: GENERAL ASSUMPTIONS AND DEFINITION



GENERAL ASSUMPTIONS AND DEFINITIONS

Unless otherwise instructed, our valuations are carried out in accordance with the following assumptions, conditions and definitions. These form an integral part of our appointment.

Our Report and Valuation is provided in accordance with the RICS Valuation – Global Standards 2017 (Incorporating the IVSC International Valuation Standards) prepared by the Royal Institution of Chartered Surveyors (the “Red Book”), and with any agreed instructions. Any opinions of value are valid only at the valuation date and may not be achievable in the event of a future disposal or default, when both market conditions and the sale circumstances may be different.

Within the Report and Valuation, we make assumptions in relation to facts, conditions or situations that form part of the valuation. We assume that all information provided by the addressee of the report, any borrower or third party (as appropriate) in respect of the property is complete and correct. We assume that details of all matters relevant to value, such as prospective lettings, rent reviews, legislation and planning decisions, have been made available to us, and that such information is up to date. In the event that any of these assumptions prove to be incorrect then we reserve the right to review our opinion(s) of value.

VALUATION DEFINITIONS:

Market Value is defined in IVS 104 paragraph 30.1 as:

‘The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.’

The interpretative commentary on Market Value, within the International Valuation Standards (IVS), has been applied.

Valuations produced for capital gains tax, inheritance tax and Stamp Duty Land Tax / Land and Buildings Transaction Tax purposes will be based on the statutory definitions, which are written in similar terms and broadly define Market Value as:

‘The price which the property might reasonably be expected to fetch if sold in the open market at that time, but that price must not be assumed to be reduced on the grounds that the whole property is to be placed on the market at one and the same time.’

Market Rent is defined in IVS 104 paragraph 40.1 as:

‘The estimated amount for which an interest in real property should be leased on the valuation date between a willing lessor and a willing lessee on appropriate lease terms in an arm’s length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.’

The appropriate lease terms will normally reflect current practice in the market in which the property is situated, although for certain purposes unusual terms may need to be stipulated. Unless stated otherwise within the report, our valuations have been based upon the assumption that the rent is to be assessed upon the premises as existing at the date of our inspection.

Investment Value or ‘Worth’, is defined in IVS 104 paragraph 60.1 as:

‘the value of an asset to a particular owner or prospective owner for individual investment or operational objectives.’

This is an entity-specific basis of value and reflects the circumstances and financial objectives of the entity for which the valuation is being produced. Investment value reflects the benefits received by an entity from holding the asset and does not necessarily involve a hypothetical exchange.

Fair Value is defined according to one of the definitions below, as applicable to the instructions.

Fair Value - International Accounting Standards Board (IASB) in IFRS 13.

‘The price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date’.

Fair Value - UK Generally Accepted Accounting Principles (UK GAAP) adopts the FRS 102 definition:

“The amount for which an asset could be exchanged, a liability settled, or an equity instrument granted could be exchanged, between knowledgeable, willing parties in an arm’s length transaction.”

Existing Use Value is defined in UKVS 1.3 of the Red Book:

‘The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s length transaction, after proper marketing wherein the parties had acted knowledgeably, prudently and without compulsion, assuming that the buyer is granted vacant possession of all parts of the asset required by the business and disregarding potential alternative uses and any other characteristics of the asset that would cause its Market Value to differ from that needed to replace the remaining service potential at least cost.’

SPECIAL ASSUMPTIONS

Where we are instructed to undertake valuations subject to a Special Assumption, these usually require certain assumptions to be made about a potential alternative use or status of the property. This is a hypothetical scenario that we consider realistic, relevant and valid as at the valuation date, but which may not necessarily be deliverable at a future date.

REINSTATEMENT / REPLACEMENT COST ASSESSMENT AND INSURANCE

If we provide a reinstatement cost assessment, we do not undertake a detailed cost appraisal and the figure is provided for guidance purposes only. It is not a valuation in accordance with the Red Book and is provided without liability. It must not be relied upon as the basis from which to obtain building insurance.

In arriving at our valuation we assume that the building is capable of being insured by reputable insurers at reasonable market rates. If, for any reason, insurance would be difficult to obtain or would be subject to an abnormally high premium, it may have an effect on costs.

PURCHASE AND SALE COSTS, SDLT, LBTT AND TAXATION

No allowance is made for legal fees or any other costs or expenses which would be incurred on the sale of the property. However, where appropriate, and in accordance with market practice for the asset type, we make deductions to reflect purchasers’ acquisition costs. Trade-related properties are usually valued without deducting the costs of purchase. Where appropriate, purchasers’ costs are calculated based on professional fees inclusive of VAT, together with the appropriate level of Stamp Duty Land Tax (SDLT) / Land and Buildings Transaction Tax (LBTT) / Land Transaction Tax (LTT).

Whilst we have regard to the general effects of taxation on market value, we do not take into account any liability for tax that may arise on a disposal, whether actual or notional, neither do we make any deduction for Capital Gains Tax, VAT or any other tax. We make no allowance for receipt or repayment of any grants or other funding.

PLANS, FLOOR AREAS AND MEASUREMENTS

Where a site plan is provided, this is for indicative purposes only and should not be relied upon. Site areas are obtained from third party sources, including electronic databases, and we are unable to warrant their accuracy. Our assumptions as to site boundaries / demise should be verified by your legal advisers. If any questions of doubt arise the matter should be raised with us so that we may review our valuation.

We obtain floor areas in accordance with our instructions. This may comprise one or more of the following approaches (i) we measure the floor areas during the property inspection (ii) we calculate floor areas from plans provided to us, supported by check measurements on site where possible, (iii) we rely upon floor areas provided. Under approaches (ii) and (iii), we wholly rely upon the information provided, and assume that the areas have been calculated in accordance with market standards. We are unable to provide any warranties as to accuracy.

Measurement is in accordance with the current edition of RICS Property Measurement. If we are instructed not to adopt International Property Measurement Standards (IPMS), measurements are provided in accordance with the latest version of the Code of Measuring Practice. We adopt the appropriate floor area basis for our valuation analysis to reflect the analysis of floor areas in the comparable transactions. Where the basis of analysis of a comparable is uncertain, we adopt a default assumption for that asset type.

Although every reasonable care is taken to ensure the accuracy of the surveys there may be occasions when due to tenant's fittings, or due to restricted access, professional estimations are required. We recommend that where possible, we are provided with scaled floor plans in order to cross-reference the measurements. In the event that a specialist measuring exercise is undertaken for the property, we recommend that a copy is forwarded to us in order that we may comment on whether there may be an impact on the reported value.

Floor areas set out in our report are provided for the purpose described in the Report and Valuation and are not to be used or relied upon for any other purpose.

CONDITION, STRUCTURE AND SERVICES, HARMFUL / DELETERIOUS MATERIALS, HEALTH & SAFETY LEGISLATION AND EPCS

Our Report and Valuation takes account of the general condition of the property as observed from the valuation inspection, and is subject to access. Where we have noticed items of disrepair during the course of our inspections, they are reflected in our valuations, unless otherwise stated.

We do not undertake any form of technical, building or deleterious material survey and it is a condition of our appointment that we will in no way review, or give warranties as to, the condition of the structure, foundations, soil and services. Unless we are supplied with evidence to the contrary, we assume that the property is fully in compliance with building regulations and is fully insurable. We assume it is free from any rot, infestation, adverse toxic chemical treatments, and structural or design defects. We assume that none of the materials commonly considered deleterious or harmful are included within the property, such as, inter alia, asbestos, high alumina cement concrete, calcium chloride as a drying agent, wood wool slabs as permanent shuttering, aluminium composite cladding material, polystyrene and polyurethane cladding insulation.

In the event that asbestos is identified in a property, we do not carry out an asbestos inspection, nor are we able to pass comment on the adequacy of any asbestos registers or management plans. Where relevant, we assume that

the property is being managed in full compliance with the Control of Asbestos Regulations 2012 and relevant HSE regulations, and that there is no requirement for immediate expenditure, nor any risk to health.

We do not test any services, drainage or service installations. We assume that all services, including gas, water, electricity and sewerage, are provided and are functioning satisfactorily.

We assume that the property has an economic life span similar to comparable properties in the market, subject to regular maintenance and repairs in accordance with appropriate asset management strategies.

We comment on the findings of Energy Performance Certificates (EPCs) and Display Energy Certificates (DECs) if they are made available to us, but may be unable to quantify any impact on value. If we are not provided with an EPC, we assume that if one was available, its rating would not have had a detrimental impact upon our opinion value or marketability.

Our valuations do not take account of any rights, obligations or liabilities, whether prospective or accrued, under the Defective Premises Act, 1972. Unless advised to the contrary, we assume that the properties comply with, and will continue to comply with, the current Health & Safety and Disability legislation.

We do not test any alarms or installations and assume that the property complies with, and will continue to comply with, fire regulations and the Smoke and Carbon Monoxide Alarm (England) Regulations 2015 legislation.

Where a specialist condition or structural survey is provided to us, we reflect the contents of the report in our valuation to the extent that we are able to as valuation surveyors, and our assumptions should be verified by the originating consultant. Should any issues subsequently be identified, we reserve the right to review our opinion of value.

GROUND CONDITIONS, ENVIRONMENTAL MATTERS, CONSTRAINTS AND FLOODING

We are not chartered environmental surveyors and we will not provide a formal environmental assessment. Our investigations are therefore limited to observations of fact, obtained from third party sources, such as local authorities, the Environment Agency and professional reports that may be commissioned for the valuation.

We do not carry out any soil, geological or other tests or surveys in order to ascertain the site conditions or other environmental conditions of the property. Unless stated to the contrary within the report, our valuation assumes that there are no unusual features that may be harmful to people or property, or that would inhibit the actual or assumed use or development of the property. This includes, inter alia: ground conditions and load bearing qualities, subterranean structures or services, contamination, pollutants, mining activity, sink holes, archaeological remains, radon gas, electromagnetic fields and power lines, invasive plants and protected species.

We do not undertake any investigations into flooding, other than is available from public sources or professional reports provided to us. Our findings are outlined in the report for information only, without reliance or warranty. We assume in our valuation that appropriate insurance is in place and may be renewed to any owner of the property by reputable insurers at reasonable market rates. If, for any reason, insurance would be difficult to obtain or would be subject to an abnormally high premium, it may have an effect on value.

Should our enquiries or any reports indicate the existence of environmental issues or other matters as described above, we expect them to contain appropriate actions and costings to address the issue. We rely on this information and use it as an assumption in our valuation. If such information is not available, we may not be able to provide an opinion of value.

We assume that the information and opinions we are given in order to prepare our valuation are complete and correct and that further investigations would not reveal more information sufficient to affect value. However, a purchaser in the market may undertake further investigations, and if these were unexpectedly to reveal issues, then this might reduce the values reported. We recommend that appropriately qualified and experienced specialists are instructed to review our report and revert to us if our assumptions are incorrect.

PLANT AND MACHINERY, FIXTURES AND FITTINGS

We disregard the value of all process related plant, machinery, fixtures and fittings, and those items which are in the nature of occupiers' trade fittings and equipment. We have regard to landlords' fixtures such as lifts, escalators, central heating and air conditioning forming an integral part of the buildings.

Where properties are valued as an operational entity and includes the fixtures and fittings, it is assumed that these are not subject to any hire purchase or lease agreements or any other claim on title.

No equipment or fixtures and fittings are tested in respect of Electrical Equipment Regulations and Gas Safety Regulations and we assume that where appropriate all such equipment meets the necessary legislation. Unless otherwise specifically mentioned the valuation excludes any value attributable to plant and machinery.

OPERATIONAL ENTITIES

Where the properties are valued as an operational entity and reference is made to the trading history or trading potential of the property, we place reliance on information supplied to us. Should this information subsequently prove to be inaccurate or unreliable, the valuations reported could be adversely affected. Our valuations do not make any allowance for goodwill.

TITLE, TENURE, OCCUPATIONAL AGREEMENTS AND COVENANTS

Unless otherwise stated, we do not inspect the Land Registry records, title deeds, leases or related legal documents and, unless otherwise disclosed to us, we assume good and marketable title that is free from onerous or restrictive covenants, rights of way and easements, and any other encumbrances or outgoings that may affect value. We disregard any mortgages (including regulated mortgages), debentures or other charges to which the property may be subject.

We assume that any ground rents, service charges other contributions are fair and proportionate, and are not subject to onerous increases or reviews.

Where we have not been supplied with leases, unless we have been advised to the contrary, we assume that all the leases are on a full repairing and insuring basis and that all rents are reviewed in an upwards direction only, at the intervals notified to us, to market rent. We assume that no questions of doubt arise as to the interpretation of the provisions within the leases giving effect to the rent reviews. We assume that wherever rent reviews or lease renewals are pending, all notices have been served validly within the appropriate time limits, and they will be settled according to the assumptions we set out within the reports.

Unless informed otherwise, we assume that all rents and other payments payable by virtue of the leases have been paid to date and there are no arrears of rent, service charge or other breaches in the obligations of occupation.

In the case of property that is let, our opinion of value is based on our assessment of the investment market's perception of the covenant strength of the occupier(s). This is arrived at in our capacity as valuation surveyors on the basis of information that is publicly available. We are not accountants or credit experts and we do not

undertake a detailed investigation into the financial status of the tenants. Our valuations reflect the type of tenants actually in occupation or responsible for meeting lease commitments, or likely to be in occupation, and the market's general perception of their creditworthiness. We provide no warranties as to covenant strength and recommend that you make your own detailed enquiries if your conclusions differ from our own.

Where we are provided with a report on title and/or occupational agreement, we form our opinion of value reflecting our interpretation of that title. Your legal advisers should review our understanding of the title and confirm that this is correct.

PLANNING, LICENSING, RATING AND STATUTORY ENQUIRIES

We undertake online planning enquiries to the extent that we consider reasonable and appropriate to the valuation. We do not make formal verbal or written enquiries to local authorities. If a professional planning report is provided to us, we will take the findings into account in our valuation but will not be accountable for the advice provided within it, nor any errors of interpretation or fact within the third party report.

We assume that the property is constructed, used and occupied in full compliance with the relevant planning and building regulation approvals and that there are no outstanding notices, conditions, breaches, contraventions, non-compliance, appeals, challenges or judicial review. We assume that all consents, licenses and permissions are in place, that there are no outstanding works or conditions required by lessors or statutory, local or other competent authorities, and that no adverse planning conditions or restrictions apply. If we are instructed to value property on the Special Assumption of having the benefit of a defined planning permission or license, we assume that it will not be appealed or challenged at any point prior to, or following, implementation.

Our investigations are limited to identifying material planning applications on the property and observable constraints. We seek to identify any proposals in the immediate vicinity that may have an impact on the property, such as highway proposals, comprehensive development schemes and other planning matters.

We seek to obtain rateable values and council tax banding from the statutory databases, where available. The 2017 rating revaluation has resulted in some significant increases in rateable values. This may have an impact on the marketability and value of a property, and on vacancy rates or landlord non recoverable costs. However, unless there is evidence to the contrary, we will make the express assumption that any changes are affordable to occupiers, or will be subject to appropriate transitional relief. We do not reflect the impact of any rating appeals in our valuations unless they are formally concluded.

Given that statutory information is obtained from third party sources, we are unable to provide any warranty or reliance as to its accuracy. Your legal advisers should verify our assumptions and revert to us if required.

VALUATIONS ASSUMING DEVELOPMENT, REFURBISHMENT OR REPOSITIONING

Unless specifically instructed to the contrary, where we are provided with development costs and construction schedules by the addressee, a borrower or an independent quantity surveyor, we rely on this information as an assumption in arriving at our opinion of value. It forms an assumption within our valuation and we accept no liability if the actual costs or programme differ from those assumed at the valuation date.

We are not quantity surveyors and provide no reliance as to construction costs or timescale. Irrespective of the source of this information, a professional quantity surveyor should review our assumptions and revert to us if there are any issues of doubt, so that we may review our opinion of value.

We additionally assume that a hypothetical market purchaser will have the necessary resources, skills and experience to deliver the proposed development. It is not within our scope to assess the credentials of any

actual purchaser, owner or developer of the property that is subject to our valuation. We accept no liability for any circumstances where a development or refurbishment does not achieve our concluded values.

If a property is in the course of development, our valuation assumes that the interest will be readily assignable to a market purchaser with all contractor and professional team warranties in place. Where an opinion of the completed development value is required, we assume that all works are completed in accordance with appropriate statutory and industry standards, and are institutionally acceptable.

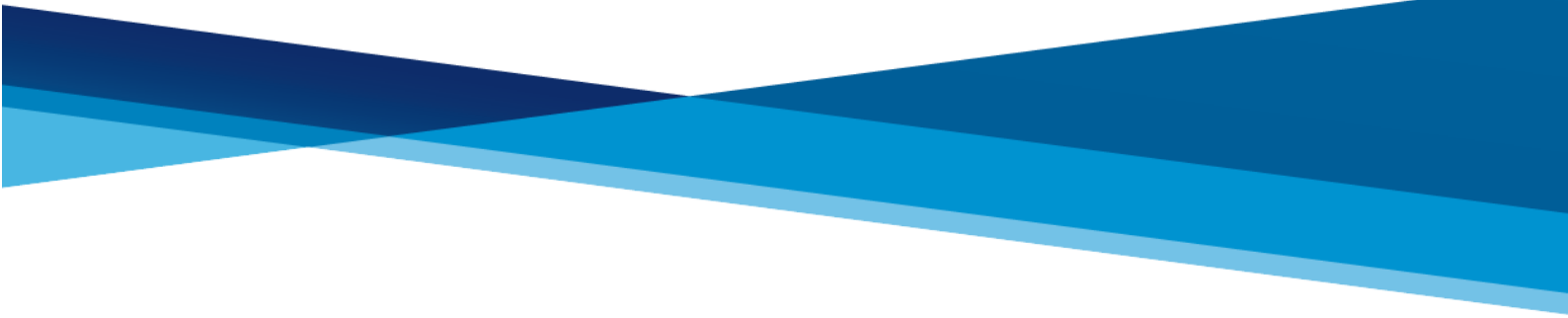
ALTERNATIVE INVESTMENT FUNDS

In the event that our appointment is from an entity to which the European Parliament and Council Directive 2011/61/EU ('the AIFMD'), which relates to Alternative Investment Fund Managers ('AIFM'), applies, our instructions are solely limited to providing recommendations on the value of particular property assets (subject to the assumptions set out in our valuation report) and we are therefore not determining the net asset value of either the Fund or the individual properties within the Fund. Accordingly, we are not acting as an 'external valuer' (as defined under the AIFMD) but are providing our service in the capacity of a 'valuation advisor' to the AIFM.

INTERPRETATION AND COMPREHENSION OF THE REPORT AND VALUATION

Real estate is a complex asset class that carries risk. Any addressee to whom we have permitted reliance on our Report and Valuation should have sufficient understanding to fully review and comprehend its contents and conclusions. We strongly recommend that any queries are raised with us within a reasonable period of receiving our Report and Valuation, so that we may satisfactorily address them.

APPENDIX: SCHEDULE OF VALUES



REPORT**Summary Valuation****Colliers International**

Report Date 25 January 2019
Valuation Date 31 December 2018

Portfolio

Name Clipstone - ML Port - Dec 18 - 37 Prop

Gross Valuation £211,301,543
 Capital Costs -£360,034
 Net Value Before Fees £210,941,509

Less Acquisition costs -£13,067,482

Net Valuation £197,874,027
 Say £197,886,000

Equivalent Yield 5.5379%
 True Equivalent Yield 5.7285%

Initial Yield (Deemed Rent) 5.2607%
 Reversion Yield 5.4712%

Running Yields

Date	Gross Rent	Net Rent	Annual	Quarterly
31-Dec-2018	£11,507,007	£11,116,529	5.2607 %	5.4383 %
01-Jan-2019	£11,502,007	£11,111,529	5.2583 %	5.4358 %
12-Jan-2019	£11,483,482	£11,093,004	5.2495 %	5.4264 %
18-Jan-2019	£11,447,482	£11,057,004	5.2325 %	5.4082 %
28-Jan-2019	£11,427,982	£11,037,504	5.2233 %	5.3984 %
01-Feb-2019	£11,326,557	£10,936,079	5.1753 %	5.3471 %
14-Feb-2019	£11,306,557	£10,916,079	5.1658 %	5.3370 %
22-Feb-2019	£11,293,786	£10,903,308	5.1598 %	5.3306 %
28-Feb-2019	£11,247,786	£10,857,308	5.1380 %	5.3073 %
01-Mar-2019	£11,201,886	£10,811,408	5.1163 %	5.2842 %
04-Mar-2019	£11,182,208	£10,791,730	5.1070 %	5.2742 %
05-Mar-2019	£11,134,208	£10,743,730	5.0843 %	5.2500 %
07-Mar-2019	£11,047,983	£10,657,505	5.0435 %	5.2065 %
10-Mar-2019	£11,035,983	£10,645,505	5.0378 %	5.2005 %
24-Mar-2019	£11,022,793	£10,632,315	5.0315 %	5.1938 %
25-Mar-2019	£10,874,723	£10,484,245	4.9615 %	5.1192 %
01-Apr-2019	£10,784,132	£10,393,654	4.9186 %	5.0736 %
04-Apr-2019	£10,792,832	£10,402,354	4.9227 %	5.0780 %
11-Apr-2019	£10,730,808	£10,340,330	4.8934 %	5.0468 %
13-Apr-2019	£10,690,808	£10,300,330	4.8744 %	5.0266 %
17-Apr-2019	£10,678,572	£10,288,094	4.8686 %	5.0205 %
20-Apr-2019	£10,607,532	£10,217,054	4.8350 %	4.9847 %
25-Apr-2019	£10,567,315	£10,176,837	4.8160 %	4.9645 %
28-Apr-2019	£10,552,315	£10,161,837	4.8089 %	4.9570 %
29-Apr-2019	£10,537,300	£10,146,822	4.8018 %	4.9494 %
30-Apr-2019	£10,504,550	£10,114,072	4.7863 %	4.9330 %
01-May-2019	£10,407,600	£10,017,122	4.7404 %	4.8843 %
07-May-2019	£10,383,600	£9,993,122	4.7291 %	4.8722 %
03-Jun-2019	£10,369,682	£9,979,204	4.7225 %	4.8652 %
06-Jun-2019	£10,350,482	£9,960,004	4.7134 %	4.8556 %
09-Jun-2019	£10,330,340	£9,939,862	4.7038 %	4.8455 %
15-Jun-2019	£10,309,365	£9,918,887	4.6939 %	4.8349 %
16-Jun-2019	£10,263,040	£9,872,562	4.6720 %	4.8117 %
18-Jun-2019	£10,245,040	£9,854,562	4.6635 %	4.8026 %
20-Jun-2019	£10,205,040	£9,814,562	4.6446 %	4.7826 %
23-Jun-2019	£10,180,563	£9,790,085	4.6330 %	4.7703 %
24-Jun-2019	£10,165,013	£9,774,535	4.6256 %	4.7625 %
26-Jun-2019	£10,147,013	£9,756,535	4.6171 %	4.7535 %
30-Jun-2019	£10,105,013	£9,714,535	4.5972 %	4.7324 %
01-Jul-2019	£10,008,863	£9,755,157	4.6164 %	4.7528 %
22-Jul-2019	£9,985,913	£9,732,207	4.6056 %	4.7413 %
24-Jul-2019	£9,848,750	£9,595,044	4.5407 %	4.6725 %
28-Jul-2019	£9,862,980	£9,609,274	4.5474 %	4.6796 %
29-Jul-2019	£9,842,834	£9,589,128	4.5379 %	4.6695 %
01-Aug-2019	£9,864,234	£9,610,528	4.5480 %	4.6803 %
06-Aug-2019	£9,851,043	£9,597,337	4.5418 %	4.6737 %
08-Aug-2019	£9,796,543	£9,542,837	4.5160 %	4.6464 %
14-Aug-2019	£9,770,543	£9,516,837	4.5037 %	4.6333 %

Portfolio: Clipstone - ML Port - Dec 18 - 37 Prop

ARGUS Valuation - Capitalisation 2.50.

Report Date
Valuation Date

25 January 2019
31 December 2018

20-Aug-2019	£9,775,543	£9,521,837	4.5060 %	4.6358 %
26-Aug-2019	£9,786,243	£9,532,537	4.5111 %	4.6412 %
05-Sep-2019	£9,836,043	£9,582,337	4.5347 %	4.6661 %
10-Sep-2019	£9,684,947	£9,431,241	4.4632 %	4.5905 %
16-Sep-2019	£9,619,663	£9,365,957	4.4323 %	4.5578 %
20-Sep-2019	£9,603,663	£9,349,957	4.4247 %	4.5498 %
25-Sep-2019	£9,586,163	£9,332,457	4.4164 %	4.5411 %
28-Sep-2019	£9,562,163	£9,308,457	4.4050 %	4.5290 %
29-Sep-2019	£9,544,704	£9,290,998	4.3968 %	4.5203 %
30-Sep-2019	£9,483,204	£9,229,498	4.3677 %	4.4896 %
01-Oct-2019	£9,483,204	£9,259,960	4.3821 %	4.5048 %
09-Oct-2019	£9,483,804	£9,260,560	4.3824 %	4.5051 %
11-Oct-2019	£9,563,304	£9,340,060	4.4200 %	4.5449 %
13-Oct-2019	£9,605,504	£9,382,260	4.4400 %	4.5660 %
17-Oct-2019	£9,619,804	£9,396,560	4.4467 %	4.5731 %
18-Oct-2019	£9,662,804	£9,439,560	4.4671 %	4.5946 %
21-Oct-2019	£9,583,792	£9,360,548	4.4297 %	4.5551 %
28-Oct-2019	£9,608,292	£9,385,048	4.4413 %	4.5674 %
29-Oct-2019	£9,608,692	£9,385,448	4.4415 %	4.5676 %
30-Oct-2019	£9,600,679	£9,377,435	4.4377 %	4.5636 %
31-Oct-2019	£9,581,929	£9,358,685	4.4288 %	4.5542 %
01-Nov-2019	£9,672,260	£9,449,016	4.4716 %	4.5994 %
04-Nov-2019	£9,633,435	£9,410,191	4.4532 %	4.5799 %
10-Nov-2019	£9,586,435	£9,363,191	4.4309 %	4.5564 %
14-Nov-2019	£9,568,645	£9,345,401	4.4225 %	4.5475 %
01-Dec-2019	£9,623,245	£9,400,001	4.4484 %	4.5748 %
04-Dec-2019	£9,577,745	£9,354,501	4.4268 %	4.5521 %
14-Dec-2019	£9,505,745	£9,282,501	4.3928 %	4.5161 %
17-Dec-2019	£9,490,745	£9,267,501	4.3857 %	4.5086 %
23-Dec-2019	£9,447,345	£9,224,101	4.3651 %	4.4869 %
24-Dec-2019	£9,458,145	£9,234,901	4.3702 %	4.4923 %
25-Dec-2019	£9,461,914	£9,238,670	4.3720 %	4.4941 %
31-Dec-2019	£9,461,914	£9,343,070	4.4214 %	4.5464 %
01-Jan-2020	£9,822,863	£9,704,019	4.5922 %	4.7271 %
12-Jan-2020	£9,840,363	£9,721,519	4.6005 %	4.7359 %
16-Jan-2020	£9,816,793	£9,697,949	4.5894 %	4.7241 %
17-Jan-2020	£9,821,363	£9,702,519	4.5915 %	4.7264 %
18-Jan-2020	£9,800,713	£9,681,869	4.5818 %	4.7160 %
20-Jan-2020	£9,868,463	£9,749,619	4.6138 %	4.7500 %
25-Jan-2020	£9,920,213	£9,801,369	4.6383 %	4.7760 %
29-Jan-2020	£9,935,813	£9,816,969	4.6457 %	4.7838 %
01-Feb-2020	£10,032,641	£9,913,797	4.6915 %	4.8324 %
07-Feb-2020	£10,058,641	£9,939,797	4.7038 %	4.8454 %
08-Feb-2020	£10,119,931	£10,001,087	4.7328 %	4.8762 %
17-Feb-2020	£10,104,431	£9,985,587	4.7255 %	4.8684 %
19-Feb-2020	£10,072,431	£9,953,587	4.7103 %	4.8523 %
22-Feb-2020	£10,088,131	£9,969,287	4.7178 %	4.8602 %
28-Feb-2020	£10,129,403	£10,010,559	4.7373 %	4.8810 %
03-Mar-2020	£10,145,903	£10,027,059	4.7451 %	4.8892 %
04-Mar-2020	£10,146,403	£10,027,559	4.7453 %	4.8895 %
05-Mar-2020	£10,092,903	£9,974,059	4.7200 %	4.8626 %
06-Mar-2020	£10,116,203	£9,997,359	4.7311 %	4.8743 %
07-Mar-2020	£10,202,453	£10,083,609	4.7719 %	4.9177 %
10-Mar-2020	£10,212,664	£10,093,820	4.7767 %	4.9228 %
15-Mar-2020	£10,232,864	£10,114,020	4.7863 %	4.9329 %
16-Mar-2020	£10,362,677	£10,243,833	4.8477 %	4.9982 %
18-Mar-2020	£10,382,720	£10,263,876	4.8572 %	5.0083 %
19-Mar-2020	£10,330,590	£10,211,746	4.8325 %	4.9821 %
24-Mar-2020	£10,346,090	£10,227,246	4.8398 %	4.9899 %
25-Mar-2020	£10,365,390	£10,246,546	4.8490 %	4.9996 %
30-Mar-2020	£10,311,090	£10,192,246	4.8233 %	4.9723 %
01-Apr-2020	£10,394,670	£10,275,826	4.8628 %	5.0143 %
02-Apr-2020	£10,395,070	£10,276,226	4.8630 %	5.0145 %
04-Apr-2020	£10,340,370	£10,221,526	4.8371 %	4.9870 %
15-Apr-2020	£10,152,751	£10,033,907	4.7484 %	4.8927 %
17-Apr-2020	£10,062,751	£9,943,907	4.7058 %	4.8475 %
22-Apr-2020	£10,028,351	£9,909,507	4.6895 %	4.8302 %
25-Apr-2020	£9,999,551	£9,880,707	4.6759 %	4.8158 %
28-Apr-2020	£10,017,451	£9,898,607	4.6843 %	4.8247 %
29-Apr-2020	£9,930,675	£9,811,831	4.6433 %	4.7812 %

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30-Apr-2020	£9,897,975	£9,779,131	4.6278 %	4.7648 %
01-May-2020	£9,857,826	£9,738,982	4.6088 %	4.7447 %
10-May-2020	£9,911,026	£9,792,182	4.6340 %	4.7713 %
14-May-2020	£9,960,926	£9,842,082	4.6576 %	4.7964 %
24-May-2020	£9,921,426	£9,802,582	4.6389 %	4.7766 %
04-Jun-2020	£9,942,126	£9,823,282	4.6487 %	4.7869 %
09-Jun-2020	£9,962,826	£9,843,982	4.6585 %	4.7973 %
10-Jun-2020	£10,142,626	£10,023,782	4.7436 %	4.8876 %
16-Jun-2020	£10,157,026	£10,038,182	4.7504 %	4.8948 %
17-Jun-2020	£10,170,826	£10,051,982	4.7569 %	4.9018 %
18-Jun-2020	£10,157,876	£10,039,032	4.7508 %	4.8953 %
19-Jun-2020	£10,133,854	£10,015,010	4.7394 %	4.8832 %
20-Jun-2020	£10,182,554	£10,063,710	4.7625 %	4.9077 %
22-Jun-2020	£10,167,172	£10,048,328	4.7552 %	4.8999 %
23-Jun-2020	£10,009,795	£9,890,951	4.6807 %	4.8209 %
24-Jun-2020	£9,957,019	£9,838,175	4.6557 %	4.7944 %
26-Jun-2020	£9,975,619	£9,856,775	4.6645 %	4.8038 %
29-Jun-2020	£9,993,919	£9,875,075	4.6732 %	4.8129 %
30-Jun-2020	£10,050,894	£9,932,050	4.7001 %	4.8415 %
01-Jul-2020	£10,100,394	£9,981,550	4.7236 %	4.8664 %
09-Jul-2020	£9,939,589	£9,820,745	4.6475 %	4.7857 %
10-Jul-2020	£9,779,341	£9,660,497	4.5716 %	4.7053 %
17-Jul-2020	£9,713,541	£9,594,697	4.5405 %	4.6723 %
19-Jul-2020	£9,668,041	£9,549,197	4.5190 %	4.6495 %
21-Jul-2020	£9,691,641	£9,572,797	4.5301 %	4.6614 %
28-Jul-2020	£9,647,916	£9,529,072	4.5094 %	4.6395 %
01-Aug-2020	£9,763,570	£9,644,726	4.5642 %	4.6974 %
06-Aug-2020	£9,758,070	£9,639,226	4.5616 %	4.6947 %
14-Aug-2020	£9,725,070	£9,606,226	4.5460 %	4.6781 %
19-Aug-2020	£9,759,118	£9,640,274	4.5621 %	4.6952 %
20-Aug-2020	£9,716,118	£9,597,274	4.5417 %	4.6736 %
01-Sep-2020	£9,668,598	£9,549,754	4.5192 %	4.6498 %
10-Sep-2020	£9,655,893	£9,537,049	4.5132 %	4.6435 %
11-Sep-2020	£9,663,493	£9,544,649	4.5168 %	4.6473 %
12-Sep-2020	£9,640,713	£9,521,869	4.5060 %	4.6359 %
14-Sep-2020	£9,727,013	£9,608,169	4.5469 %	4.6791 %
20-Sep-2020	£9,737,513	£9,618,669	4.5518 %	4.6844 %
21-Sep-2020	£9,547,513	£9,428,669	4.4619 %	4.5892 %
25-Sep-2020	£9,741,113	£9,622,269	4.5536 %	4.6862 %
01-Oct-2020	£9,814,713	£9,695,869	4.5884 %	4.7230 %
02-Oct-2020	£9,769,213	£9,650,369	4.5668 %	4.7002 %
06-Oct-2020	£9,578,868	£9,460,024	4.4768 %	4.6049 %
07-Oct-2020	£9,496,743	£9,377,899	4.4379 %	4.5638 %
09-Oct-2020	£9,503,943	£9,385,099	4.4413 %	4.5674 %
18-Oct-2020	£9,524,043	£9,405,199	4.4508 %	4.5774 %
21-Oct-2020	£9,552,543	£9,433,699	4.4643 %	4.5917 %
28-Oct-2020	£9,520,143	£9,401,299	4.4490 %	4.5755 %
30-Oct-2020	£9,546,143	£9,427,299	4.4613 %	4.5885 %
04-Nov-2020	£9,596,393	£9,477,549	4.4851 %	4.6137 %
05-Nov-2020	£9,564,393	£9,445,549	4.4699 %	4.5976 %
14-Nov-2020	£9,582,693	£9,463,849	4.4786 %	4.6068 %
17-Nov-2020	£9,597,993	£9,479,149	4.4858 %	4.6145 %
19-Nov-2020	£9,570,993	£9,452,149	4.4730 %	4.6009 %
02-Dec-2020	£9,542,493	£9,423,649	4.4596 %	4.5867 %
05-Dec-2020	£9,597,874	£9,479,030	4.4858 %	4.6144 %
10-Dec-2020	£9,581,624	£9,462,780	4.4781 %	4.6063 %
19-Dec-2020	£9,637,124	£9,518,280	4.5043 %	4.6341 %
23-Dec-2020	£9,765,524	£9,646,680	4.5651 %	4.6984 %
26-Dec-2020	£9,744,649	£9,625,805	4.5552 %	4.6879 %
28-Dec-2020	£9,765,849	£9,647,005	4.5653 %	4.6986 %
30-Dec-2020	£9,843,149	£9,724,305	4.6018 %	4.7373 %
01-Jan-2021	£9,863,849	£9,745,005	4.6116 %	4.7477 %
04-Jan-2021	£9,918,549	£9,799,705	4.6375 %	4.7751 %
16-Jan-2021	£9,875,249	£9,756,405	4.6170 %	4.7534 %
18-Jan-2021	£9,861,349	£9,742,505	4.6105 %	4.7464 %
21-Jan-2021	£9,894,944	£9,776,100	4.6263 %	4.7633 %
24-Jan-2021	£10,064,544	£9,945,700	4.7066 %	4.8484 %
25-Jan-2021	£10,092,444	£9,973,600	4.7198 %	4.8624 %
29-Jan-2021	£10,198,344	£10,079,500	4.7699 %	4.9156 %
31-Jan-2021	£10,218,455	£10,099,611	4.7794 %	4.9257 %

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04-Feb-2021	£10,260,755	£10,141,911	4.7995 %	4.9470 %
08-Feb-2021	£10,242,755	£10,123,911	4.7909 %	4.9379 %
14-Feb-2021	£10,275,955	£10,157,111	4.8067 %	4.9546 %
17-Feb-2021	£10,256,455	£10,137,611	4.7974 %	4.9448 %
28-Feb-2021	£10,219,785	£10,100,941	4.7801 %	4.9264 %
01-Mar-2021	£10,247,585	£10,128,741	4.7932 %	4.9403 %
07-Mar-2021	£10,248,585	£10,129,741	4.7937 %	4.9408 %
09-Mar-2021	£10,228,299	£10,109,455	4.7841 %	4.9306 %
14-Mar-2021	£10,230,749	£10,111,905	4.7853 %	4.9319 %
02-Apr-2021	£10,198,349	£10,079,505	4.7699 %	4.9156 %
04-Apr-2021	£10,174,499	£10,055,655	4.7586 %	4.9036 %
06-Apr-2021	£10,285,199	£10,166,355	4.8110 %	4.9592 %
07-Apr-2021	£10,333,899	£10,215,055	4.8341 %	4.9837 %
16-Apr-2021	£10,357,499	£10,238,655	4.8452 %	4.9956 %
17-Apr-2021	£10,448,499	£10,329,655	4.8883 %	5.0414 %
19-Apr-2021	£10,493,999	£10,375,155	4.9098 %	5.0643 %
22-Apr-2021	£10,560,599	£10,441,755	4.9414 %	5.0978 %
26-Apr-2021	£10,540,274	£10,421,430	4.9317 %	5.0876 %
28-Apr-2021	£10,615,974	£10,497,130	4.9676 %	5.1257 %
30-Apr-2021	£10,674,574	£10,555,730	4.9953 %	5.1552 %
03-May-2021	£10,653,574	£10,534,730	4.9854 %	5.1446 %
05-May-2021	£10,684,674	£10,565,830	5.0001 %	5.1603 %
06-May-2021	£10,702,674	£10,583,830	5.0086 %	5.1694 %
19-May-2021	£10,731,474	£10,612,630	5.0222 %	5.1839 %
20-May-2021	£10,774,474	£10,655,630	5.0426 %	5.2056 %
24-May-2021	£10,817,674	£10,698,830	5.0630 %	5.2274 %
10-Jun-2021	£10,832,674	£10,713,830	5.0701 %	5.2349 %
12-Jun-2021	£10,858,374	£10,739,530	5.0823 %	5.2479 %
18-Jun-2021	£10,870,912	£10,752,068	5.0882 %	5.2542 %
22-Jun-2021	£10,887,412	£10,768,568	5.0960 %	5.2626 %
23-Jun-2021	£10,859,462	£10,740,618	5.0828 %	5.2485 %
24-Jun-2021	£10,902,662	£10,783,818	5.1032 %	5.2702 %
26-Jun-2021	£10,923,462	£10,804,618	5.1131 %	5.2807 %
30-Jun-2021	£10,964,734	£10,845,890	5.1326 %	5.3016 %
06-Jul-2021	£11,003,484	£10,884,640	5.1509 %	5.3211 %
07-Jul-2021	£11,056,784	£10,937,940	5.1762 %	5.3481 %
08-Jul-2021	£11,057,284	£10,938,440	5.1764 %	5.3483 %
16-Jul-2021	£11,100,584	£10,981,740	5.1969 %	5.3702 %
17-Jul-2021	£11,166,384	£11,047,540	5.2280 %	5.4034 %
21-Jul-2021	£11,125,034	£11,006,190	5.2085 %	5.3825 %
08-Aug-2021	£11,068,478	£10,949,634	5.1817 %	5.3540 %
17-Aug-2021	£11,087,078	£10,968,234	5.1905 %	5.3634 %
23-Aug-2021	£11,062,578	£10,943,734	5.1789 %	5.3510 %
26-Aug-2021	£11,011,878	£10,893,034	5.1549 %	5.3254 %
01-Sep-2021	£11,030,678	£10,911,834	5.1638 %	5.3349 %
09-Sep-2021	£11,052,078	£10,933,234	5.1739 %	5.3457 %
01-Oct-2021	£11,052,101	£10,933,257	5.1740 %	5.3457 %
02-Oct-2021	£11,088,101	£10,969,257	5.1910 %	5.3639 %
07-Oct-2021	£11,040,601	£10,921,757	5.1685 %	5.3399 %
15-Oct-2021	£11,233,101	£11,114,257	5.2596 %	5.4372 %
19-Oct-2021	£11,163,351	£11,044,507	5.2266 %	5.4019 %
21-Oct-2021	£11,117,851	£10,999,007	5.2051 %	5.3789 %
21-Nov-2021	£11,073,733	£10,954,889	5.1842 %	5.3566 %
25-Nov-2021	£11,046,883	£10,928,039	5.1715 %	5.3431 %
02-Dec-2021	£11,071,083	£10,952,239	5.1829 %	5.3553 %
19-Dec-2021	£11,095,383	£10,976,539	5.1944 %	5.3676 %
21-Dec-2021	£11,122,496	£11,003,652	5.2073 %	5.3813 %
23-Dec-2021	£11,231,796	£11,112,952	5.2590 %	5.4365 %
31-Dec-2021	£11,222,696	£11,103,852	5.2547 %	5.4319 %
01-Jan-2022	£11,056,996	£10,938,152	5.1763 %	5.3482 %
09-Jan-2022	£11,223,496	£11,104,652	5.2551 %	5.4323 %
18-Jan-2022	£11,237,896	£11,119,052	5.2619 %	5.4396 %
19-Jan-2022	£11,303,196	£11,184,352	5.2928 %	5.4726 %
26-Jan-2022	£11,326,896	£11,208,052	5.3040 %	5.4846 %
30-Jan-2022	£11,291,646	£11,172,802	5.2873 %	5.4668 %
01-Feb-2022	£11,247,202	£11,128,358	5.2663 %	5.4443 %
03-Feb-2022	£11,266,002	£11,147,158	5.2752 %	5.4538 %
08-Feb-2022	£11,283,202	£11,164,358	5.2833 %	5.4625 %
09-Feb-2022	£11,253,952	£11,135,108	5.2695 %	5.4477 %
28-Feb-2022	£11,277,652	£11,158,808	5.2807 %	5.4597 %

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02-Mar-2022	£11,232,652	£11,113,808	5.2594 %	5.4369 %
10-Mar-2022	£11,248,252	£11,129,408	5.2668 %	5.4448 %
13-Mar-2022	£11,199,552	£11,080,708	5.2437 %	5.4202 %
24-Mar-2022	£11,103,052	£10,984,208	5.1981 %	5.3714 %
27-Mar-2022	£11,082,052	£10,963,208	5.1881 %	5.3608 %
29-Mar-2022	£10,922,052	£10,803,208	5.1124 %	5.2800 %
01-Apr-2022	£10,682,052	£10,563,208	4.9988 %	5.1590 %
02-Apr-2022	£10,714,452	£10,595,608	5.0142 %	5.1753 %
04-Apr-2022	£10,737,852	£10,619,008	5.0252 %	5.1871 %
06-Apr-2022	£10,785,152	£10,666,308	5.0476 %	5.2110 %
10-Apr-2022	£10,950,652	£10,831,808	5.1259 %	5.2945 %
01-May-2022	£10,953,052	£10,834,208	5.1271 %	5.2957 %
04-May-2022	£10,892,952	£10,774,108	5.0986 %	5.2653 %
09-May-2022	£10,864,452	£10,745,608	5.0851 %	5.2510 %
12-May-2022	£10,830,341	£10,711,497	5.0690 %	5.2338 %
17-May-2022	£10,766,491	£10,647,647	5.0388 %	5.2016 %
23-May-2022	£10,787,991	£10,669,147	5.0490 %	5.2124 %
28-May-2022	£10,807,291	£10,688,447	5.0581 %	5.2221 %
01-Jun-2022	£10,769,291	£10,650,447	5.0401 %	5.2030 %
07-Jun-2022	£10,698,082	£10,579,238	5.0064 %	5.1671 %
08-Jun-2022	£10,648,482	£10,529,638	4.9829 %	5.1421 %
21-Jun-2022	£10,869,482	£10,750,638	5.0875 %	5.2535 %
23-Jun-2022	£10,814,057	£10,695,213	5.0613 %	5.2255 %
18-Jul-2022	£10,796,557	£10,677,713	5.0530 %	5.2167 %
21-Jul-2022	£10,842,457	£10,723,613	5.0747 %	5.2399 %
08-Aug-2022	£10,897,457	£10,778,613	5.1008 %	5.2676 %
10-Aug-2022	£10,879,832	£10,760,988	5.0924 %	5.2587 %
15-Aug-2022	£10,830,832	£10,711,988	5.0692 %	5.2340 %
25-Aug-2022	£10,853,932	£10,735,088	5.0802 %	5.2457 %
26-Aug-2022	£10,904,632	£10,785,788	5.1042 %	5.2712 %
31-Aug-2022	£10,889,132	£10,770,288	5.0968 %	5.2634 %
01-Sep-2022	£10,907,732	£10,788,888	5.1056 %	5.2728 %
02-Sep-2022	£10,957,632	£10,838,788	5.1292 %	5.2980 %
28-Sep-2022	£10,934,532	£10,815,688	5.1183 %	5.2863 %
07-Oct-2022	£10,978,532	£10,859,688	5.1391 %	5.3085 %
09-Oct-2022	£10,957,932	£10,839,088	5.1294 %	5.2981 %
10-Oct-2022	£10,919,232	£10,800,388	5.1111 %	5.2786 %
21-Oct-2022	£10,961,732	£10,842,888	5.1312 %	5.3001 %
30-Oct-2022	£10,995,482	£10,876,638	5.1472 %	5.3171 %
04-Nov-2022	£11,062,082	£10,943,238	5.1787 %	5.3507 %
12-Nov-2022	£11,110,782	£10,991,938	5.2017 %	5.3753 %
17-Nov-2022	£11,141,899	£11,023,055	5.2164 %	5.3911 %
21-Nov-2022	£11,188,099	£11,069,255	5.2383 %	5.4144 %
01-Dec-2022	£11,206,699	£11,087,855	5.2471 %	5.4238 %
09-Dec-2022	£11,234,499	£11,115,655	5.2603 %	5.4379 %
13-Dec-2022	£11,215,999	£11,097,155	5.2515 %	5.4285 %
14-Dec-2022	£11,197,499	£11,078,655	5.2428 %	5.4192 %
18-Dec-2022	£11,162,499	£11,043,655	5.2262 %	5.4015 %
25-Dec-2022	£11,078,044	£10,959,200	5.1862 %	5.3588 %
02-Jan-2023	£11,046,044	£10,927,200	5.1711 %	5.3426 %
16-Jan-2023	£10,975,159	£10,856,315	5.1375 %	5.3068 %
28-Jan-2023	£10,746,484	£10,627,640	5.0293 %	5.1915 %
01-Feb-2023	£10,765,084	£10,646,240	5.0381 %	5.2009 %
10-Feb-2023	£10,765,884	£10,647,040	5.0385 %	5.2013 %
19-Feb-2023	£10,729,884	£10,611,040	5.0215 %	5.1831 %
20-Feb-2023	£10,677,084	£10,558,240	4.9965 %	5.1565 %
04-Mar-2023	£10,682,059	£10,563,215	4.9988 %	5.1590 %
07-Mar-2023	£10,753,697	£10,634,853	5.0327 %	5.1951 %
13-Mar-2023	£10,802,397	£10,683,553	5.0558 %	5.2197 %
14-Mar-2023	£10,759,547	£10,640,703	5.0355 %	5.1981 %
23-Mar-2023	£10,809,747	£10,690,903	5.0593 %	5.2234 %
24-Mar-2023	£10,906,747	£10,787,903	5.1052 %	5.2723 %
25-Mar-2023	£10,853,747	£10,734,903	5.0801 %	5.2456 %
27-Mar-2023	£10,874,047	£10,755,203	5.0897 %	5.2558 %
28-Mar-2023	£10,895,747	£10,776,903	5.1000 %	5.2668 %
31-Mar-2023	£10,888,997	£10,770,153	5.0968 %	5.2634 %
09-Apr-2023	£10,909,597	£10,790,753	5.1065 %	5.2737 %
10-Apr-2023	£10,952,597	£10,833,753	5.1269 %	5.2954 %
18-Apr-2023	£10,969,297	£10,850,453	5.1348 %	5.3039 %
29-Apr-2023	£10,944,297	£10,825,453	5.1229 %	5.2913 %

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10-May-2023	£10,959,597	£10,840,753	5.1302 %	5.2990 %
17-May-2023	£10,990,836	£10,871,992	5.1450 %	5.3148 %
03-Jun-2023	£11,006,236	£10,887,392	5.1522 %	5.3225 %
08-Jun-2023	£11,066,236	£10,947,392	5.1806 %	5.3528 %
16-Jun-2023	£11,045,236	£10,926,392	5.1707 %	5.3422 %
24-Jun-2023	£10,945,186	£10,826,342	5.1234 %	5.2917 %
25-Jun-2023	£10,968,786	£10,849,942	5.1345 %	5.3036 %
26-Jun-2023	£10,939,471	£10,820,627	5.1207 %	5.2888 %
29-Jun-2023	£10,906,971	£10,788,127	5.1053 %	5.2724 %
01-Jul-2023	£11,139,811	£11,020,967	5.2155 %	5.3900 %
05-Jul-2023	£11,079,861	£10,961,017	5.1871 %	5.3597 %
14-Jul-2023	£10,726,611	£10,607,767	5.0199 %	5.1815 %
16-Jul-2023	£10,709,519	£10,590,675	5.0118 %	5.1728 %
26-Jul-2023	£10,685,519	£10,566,675	5.0005 %	5.1607 %
28-Jul-2023	£10,758,019	£10,639,175	5.0348 %	5.1973 %
01-Aug-2023	£10,785,819	£10,666,975	5.0479 %	5.2113 %
06-Aug-2023	£10,751,319	£10,632,475	5.0316 %	5.1939 %
09-Aug-2023	£10,778,119	£10,659,275	5.0443 %	5.2074 %
15-Aug-2023	£10,828,319	£10,709,475	5.0681 %	5.2327 %
30-Aug-2023	£10,777,519	£10,658,675	5.0440 %	5.2071 %
04-Sep-2023	£10,728,119	£10,609,275	5.0206 %	5.1822 %
14-Sep-2023	£10,745,819	£10,626,975	5.0290 %	5.1911 %
18-Sep-2023	£10,786,419	£10,667,575	5.0482 %	5.2116 %
25-Sep-2023	£10,718,919	£10,600,075	5.0163 %	5.1776 %
27-Sep-2023	£10,584,404	£10,465,560	4.9526 %	5.1098 %
01-Oct-2023	£10,750,104	£10,631,260	5.0310 %	5.1933 %
02-Oct-2023	£10,782,504	£10,663,660	5.0464 %	5.2096 %
10-Oct-2023	£10,703,004	£10,584,160	5.0087 %	5.1696 %
16-Oct-2023	£10,735,726	£10,616,882	5.0242 %	5.1861 %
24-Oct-2023	£10,684,726	£10,565,882	5.0001 %	5.1603 %
28-Oct-2023	£10,831,726	£10,712,882	5.0697 %	5.2345 %
07-Nov-2023	£10,817,476	£10,698,632	5.0629 %	5.2273 %
19-Nov-2023	£10,851,176	£10,732,332	5.0789 %	5.2443 %
20-Nov-2023	£10,903,976	£10,785,132	5.1039 %	5.2709 %
01-Dec-2023	£10,869,976	£10,751,132	5.0878 %	5.2538 %
10-Dec-2023	£10,827,576	£10,708,732	5.0677 %	5.2324 %
13-Dec-2023	£10,844,776	£10,725,932	5.0758 %	5.2410 %
14-Dec-2023	£10,888,676	£10,769,832	5.0966 %	5.2632 %
20-Dec-2023	£10,874,676	£10,755,832	5.0900 %	5.2561 %
25-Dec-2023	£10,923,976	£10,805,132	5.1133 %	5.2810 %
29-Dec-2023	£11,104,576	£10,985,732	5.1988 %	5.3722 %
31-Dec-2023	£11,109,652	£10,990,808	5.2012 %	5.3748 %
06-Feb-2024	£11,160,052	£11,041,208	5.2250 %	5.4002 %
04-Mar-2024	£11,209,452	£11,090,608	5.2484 %	5.4252 %
25-Mar-2024	£11,271,451	£11,152,607	5.2778 %	5.4565 %
05-Apr-2024	£11,281,345	£11,162,501	5.2824 %	5.4616 %
16-Apr-2024	£11,338,845	£11,220,001	5.3096 %	5.4906 %
25-Apr-2024	£11,284,345	£11,165,501	5.2839 %	5.4631 %
29-Apr-2024	£11,320,145	£11,201,301	5.3008 %	5.4812 %
30-May-2024	£11,373,145	£11,254,301	5.3259 %	5.5080 %
10-Jun-2024	£11,415,545	£11,296,701	5.3459 %	5.5295 %
16-Jun-2024	£11,436,545	£11,317,701	5.3559 %	5.5401 %
24-Jun-2024	£11,497,824	£11,378,980	5.3849 %	5.5711 %
25-Jun-2024	£11,571,324	£11,452,480	5.4197 %	5.6083 %
26-Jun-2024	£11,596,624	£11,477,780	5.4316 %	5.6212 %
01-Jul-2024	£11,603,784	£11,484,940	5.4350 %	5.6248 %
05-Jul-2024	£11,665,952	£11,547,108	5.4644 %	5.6563 %
10-Jul-2024	£11,736,652	£11,617,808	5.4979 %	5.6921 %
14-Jul-2024	£12,086,852	£11,968,008	5.6636 %	5.8699 %
24-Jul-2024	£11,855,352	£11,736,508	5.5541 %	5.7524 %
26-Jul-2024	£11,876,552	£11,757,708	5.5641 %	5.7631 %
28-Jul-2024	£11,849,252	£11,730,408	5.5512 %	5.7493 %
01-Sep-2024	£11,882,052	£11,763,208	5.5667 %	5.7659 %
24-Sep-2024	£11,907,752	£11,788,908	5.5789 %	5.7790 %
24-Oct-2024	£11,967,452	£11,848,608	5.6071 %	5.8093 %
07-Nov-2024	£11,982,123	£11,863,279	5.6141 %	5.8167 %
18-Dec-2024	£11,960,123	£11,841,279	5.6037 %	5.8055 %
20-Dec-2024	£11,916,623	£11,797,779	5.5831 %	5.7835 %
25-Dec-2024	£11,879,689	£11,760,845	5.5656 %	5.7647 %
27-Dec-2024	£11,941,069	£11,822,225	5.5946 %	5.7959 %

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31-Dec-2024	£11,876,569	£11,757,725	5.5641 %	5.7631 %
25-Jan-2025	£11,931,008	£11,812,164	5.5899 %	5.7908 %
28-Apr-2025	£11,958,308	£11,839,464	5.6028 %	5.8046 %
18-Jun-2025	£11,971,808	£11,852,964	5.6092 %	5.8115 %
20-Jun-2025	£12,025,508	£11,906,664	5.6346 %	5.8388 %
24-Jun-2025	£11,975,159	£11,856,315	5.6108 %	5.8132 %
27-Jun-2025	£12,076,659	£11,957,815	5.6588 %	5.8647 %
25-Aug-2025	£11,849,659	£11,730,815	5.5514 %	5.7495 %
01-Sep-2025	£11,659,659	£11,540,815	5.4615 %	5.6531 %
25-Sep-2025	£11,696,593	£11,577,749	5.4789 %	5.6718 %
09-Oct-2025	£11,626,393	£11,507,549	5.4457 %	5.6362 %
26-Oct-2025	£11,626,380	£11,507,536	5.4457 %	5.6362 %
31-Dec-2025	£11,699,980	£11,581,136	5.4805 %	5.6735 %
07-Mar-2026	£11,658,980	£11,540,136	5.4611 %	5.6528 %
24-Apr-2026	£11,890,480	£11,771,636	5.5707 %	5.7702 %
25-May-2026	£12,055,980	£11,937,136	5.6490 %	5.8542 %
24-Jun-2026	£12,099,280	£11,980,436	5.6695 %	5.8762 %
07-Dec-2026	£12,140,280	£12,021,436	5.6889 %	5.8971 %
21-Dec-2026	£12,170,215	£12,051,371	5.7031 %	5.9123 %
09-Jan-2027	£12,240,415	£12,121,571	5.7363 %	5.9480 %
01-Mar-2027	£12,430,415	£12,311,571	5.8262 %	6.0447 %
06-Oct-2027	£12,402,115	£12,283,271	5.8128 %	6.0303 %
12-Mar-2028	£12,272,615	£12,153,771	5.7515 %	5.9644 %
01-Apr-2028	£12,249,615	£12,130,771	5.7407 %	5.9527 %
01-Jul-2028	£12,197,705	£12,078,861	5.7161 %	5.9263 %
28-Sep-2028	£12,161,105	£12,042,261	5.6988 %	5.9077 %
01-Oct-2028	£12,180,080	£12,061,236	5.7077 %	5.9173 %
01-Jul-2029	£12,222,780	£12,103,936	5.7280 %	5.9390 %
12-Dec-2029	£12,340,280	£12,221,436	5.7836 %	5.9988 %
28-Dec-2029	£12,373,281	£12,254,437	5.7992 %	6.0156 %
18-Oct-2031	£12,362,281	£12,243,437	5.7940 %	6.0100 %
21-Dec-2031	£12,395,332	£12,276,488	5.8096 %	6.0268 %
21-Dec-2036	£12,310,733	£12,191,889	5.7696 %	5.9838 %
25-Mar-2081	£12,077,833	£11,999,263	5.6784 %	5.8858 %
07-May-2107	£11,901,626	£11,855,556	5.6104 %	5.8128 %
24-Jun-2108	£11,561,334	£11,561,334	5.4712 %	5.6635 %

Yields based on £211,313,516

REPORT

Summary Valuation

Colliers International

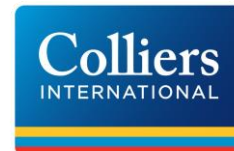
Report Date 25 January 2019
Valuation Date 31 December 2018

File/Ref	Property	Net Rent	ERV	Gross Value	Net Value	Say Value	Eq Yld	True Eq Yld	Init Yld	Revn Yld
01	Callenders IE,Paddington Drive,Swindon,SN5 7YW	£260,500	£252,414	£4,036,285	£3,778,899	£3,779,000	6.150 %	6.391 %	6.454 %	6.253 %
02	The Cignet Trading Estate,Faraday Close,Worthing,BN1	£190,610	£189,889	£2,910,076	£2,734,622	£2,735,000	6.242 %	6.483 %	6.549 %	6.524 %
04	Units A1-D4 Belcon Industrial ,Geddings Road,Hoddesdo	£145,800	£176,207	£2,062,700	£1,940,552	£1,941,000	6.648 %	6.928 %	7.067 %	6.965 %
06	Pin Green Industrial Estate,Cartwright Road,Stevenage	£314,480	£327,330	£5,469,217	£5,128,224	£5,128,000	5.746 %	5.951 %	5.750 %	5.985 %
08	Valleylink Industrial Estate,Enfield	£432,749	£478,001	£9,611,160	£8,995,262	£8,995,000	4.750 %	4.889 %	4.503 %	4.974 %
09	Mundell's Court,Welwyn Garden City	£230,545	£244,700	£4,466,335	£4,191,459	£4,191,000	5.251 %	5.421 %	5.162 %	5.479 %
10	Units 7-12,Diplocks Way,Hailsham,BN2	£240,500	£268,000	£4,651,980	£4,363,575	£4,364,000	5.499 %	5.686 %	5.169 %	5.760 %
11	Bilton Industrial Estate,Lovelace Road,Bracknell	£689,733	£672,400	£14,221,299	£13,319,654	£13,320,000	4.608 %	4.741 %	4.850 %	4.728 %
12	Whitby Road Industrial Estate,Slough,SL1 3DR	£425,987	£432,700	£8,192,367	£7,678,607	£7,679,000	5.100 %	5.261 %	5.200 %	5.281 %
13	Units 1, 2 & 3,Metro Business Centre.,Kangley Bridge Ro	£69,850	£84,700	£1,703,659	£1,602,536	£1,603,000	4.698 %	4.832 %	4.099 %	4.970 %
14	Crowngate,Wyncolls Road,Severalls Industrial Park,Colc	£409,925	£383,000	£6,757,741	£6,248,393	£6,248,000	5.750 %	5.965 %	6.066 %	5.668 %
15	Units 14 A, B & C,Eurolink Industrial Estate,Upperfield R	£55,600	£226,400	£3,089,907	£2,903,003	£2,903,000	6.369 %	6.601 %	1.799 %	7.327 %
16	Peterborough Trade Centre,Newton Way,Peterborough,P	£222,675	£210,900	£3,584,602	£3,356,163	£3,356,000	5.750 %	5.959 %	6.212 %	5.884 %
17	Timberlaine Trading Estate,Worthing	£156,096	£179,800	£2,153,048	£1,954,642	£1,955,000	7.856 %	8.235 %	7.249 %	8.350 %
18	St. John's Court,Foster Road,Ashford,TN24 0SG	£354,700	£348,700	£5,675,200	£5,313,333	£5,313,000	6.010 %	6.239 %	6.250 %	6.145 %
19	A1, A2, A3 & B1,Regent Park,Princes Risborough,HP27	£250,399	£236,900	£3,682,338	£3,457,714	£3,458,000	6.090 %	6.317 %	6.799 %	6.433 %
20	Hunting Gate,Portway East Business Park,Andover,SP10	£245,368	£340,292	£3,779,575	£3,547,749	£3,548,000	7.499 %	7.856 %	6.492 %	7.784 %
21	15-28 Adler Industrial Estate,Betan Road,Hayes,UB3 1S	£198,632	£211,000	£4,036,022	£3,788,878	£3,789,000	5.000 %	5.154 %	4.921 %	5.228 %
22	Meridian Park,Greenwich Way,Andover,SP10 4JZ	£187,619	£192,500	£3,050,715	£2,866,307	£2,866,000	5.822 %	6.025 %	6.151 %	6.311 %
23	1-10 Fleming Close IE,Segensworth,Fareham,PO15 5SB	£143,974	£232,900	£2,473,190	£2,325,552	£2,326,000	6.999 %	7.309 %	5.820 %	7.787 %
24	Units 1-4,Halifax Road,Cressex Industrial Estate,High W	£210,000	£210,100	£3,387,097	£3,181,270	£3,181,000	5.927 %	6.144 %	6.200 %	6.203 %
25	Units 4A and 4B,Tinsley Road,North Crawley	£293,070	£359,300	£5,328,545	£4,999,106	£4,999,000	6.125 %	6.346 %	5.500 %	6.743 %
26	Howard Industrial Estate,Chesham,HP5 2AU	£294,312	£321,700	£5,659,846	£5,308,981	£5,309,000	5.450 %	5.634 %	5.200 %	5.684 %
27	ICM Unit,Medway City Estate,Enterprise Close,Rochester,	£220,000	£220,500	£3,259,259	£3,061,572	£3,062,000	6.762 %	7.058 %	6.749 %	6.764 %
28	Unit 9,Range Road,Witney,OX29 0YA	£150,000	£157,600	£2,459,016	£2,312,281	£2,312,000	6.379 %	6.640 %	6.101 %	6.410 %
29	The Factory,Bingley Road,Hoddesdon,EN11 0NX	£260,500	£266,000	£4,007,692	£3,762,352	£3,760,000	7.214 %	7.556 %	6.504 %	6.641 %
30	Triton Centre,Abbey Park Industrial Estate,Romsey,SO51	£325,175	£316,500	£5,544,406	£5,201,223	£5,200,000	5.551 %	5.745 %	5.866 %	5.710 %
31	Ex-BSS,Oakcroft Road,Chessington,KT9 1RH	-£93,436	£228,000	£3,883,889	£3,646,432	£3,645,000	5.502 %	5.684 %	-2.407 %	5.873 %
32	Mundells Industrial Centre,Welwyn Garden City,AL7 1E	£628,861	£748,900	£13,523,892	£12,646,745	£12,650,000	5.318 %	5.493 %	4.649 %	5.536 %
33	The New Power House,Gateway Business Centre,Kangl	£190,000	£190,000	£3,930,812	£3,667,961	£3,670,000	4.598 %	4.728 %	4.831 %	4.831 %
34	Intertek House,Cleeve Road,Leatherhead	£240,000	£240,000	£4,173,913	£3,917,990	£3,920,000	5.437 %	5.619 %	5.747 %	5.747 %
35	Artis Glass Works,Cox Lane,Chessington,KT9 1SF	£190,000	£221,000	£3,518,518	£3,304,324	£3,305,000	5.674 %	5.863 %	5.399 %	6.280 %
36	Alton Riverwey Industrial Esta,Newman Lane,Alton,GU34	£311,528	£340,300	£5,664,145	£5,291,958	£5,290,000	5.716 %	5.917 %	5.502 %	6.010 %
37.	Optima Park,Crayford,DA1 4QX	£889,801	£953,400	£18,332,616	£17,149,201	£17,150,000	5.000 %	5.155 %	4.853 %	5.200 %
38	Horizon West,Newbury,RG14 5XF	£1,134,356	£1,102,500	£19,104,755	£17,895,159	£17,900,000	5.499 %	5.686 %	5.936 %	5.769 %
39.	Hanworth Trade Park,Hanworth	£267,607	£276,700	£6,296,635	£5,905,557	£5,906,000	4.289 %	4.404 %	4.250 %	4.394 %
40.	Stansted 600,Taylors End Road,Stansted,CM24 1RL	£379,013	£469,500	£7,619,085	£7,126,790	£7,130,000	5.898 %	6.112 %	4.972 %	6.160 %
		£11,116,529	£12,310,733	£211,301,543	£197,874,027	£197,886,000				

Clipstone
Valuation as at 31st December 2018

Ref	Property Name	Tenure	No. of Tenants	Total Area (sq ft)	Gross Rent	Net Rent	Gross Rental Value	Rental Value (psf) average	Gross Value	Capital Costs	Acquisition Costs	Net Value	Say Value	Initial Yield	Equiv. Yield	Revn. Yield	Capital Value
1	Callenders IE,Paddington Drive,Swindon,Wiltshire,SN5 7YW	Freehold	9	36,980	£260,500	£260,500	£252,414	£6.83	£4,036,285	-£10,921	-£246,465	£3,778,899	£3,779,000	6.45	6.15	6.25	£102
2	The Cignet Trading Estate,Faraday Close,Worthing,BN13 3RB	Freehold	5	25,643	£190,610	£190,610	£189,889	£7.41	£2,910,076	£0	-£175,454	£2,734,622	£2,735,000	6.55	6.24	6.52	£107
3	Units A1-D4 Belcon Industrial ,Geddings Road,Hoddesdon,EN11 0NT	Leasehold	15	20,598	£178,300	£145,800	£176,207	£8.55	£2,062,700	-£690	-£121,458	£1,940,552	£1,941,000	7.07	6.65	6.97	£94
4	Pin Green Industrial Estate,Cartwright Road,Stevenage	Freehold	8	51,676	£314,480	£314,480	£327,330	£6.33	£5,469,217	-£2,774	-£338,219	£5,128,224	£5,128,000	5.75	5.75	5.99	£99
5	Valleylink Industrial Estate,Enfield,EN3 4TY	Freehold	8	41,701	£432,749	£432,749	£478,001	£11.46	£9,611,160	-£14,721	-£601,178	£8,995,261	£8,995,000	4.50	4.75	4.97	£216
6	Mundell's Court,Welwyn Garden City	Freehold	11	22,347	£230,545	£230,545	£244,700	£10.95	£4,466,335	-£357	-£274,519	£4,191,459	£4,191,000	5.16	5.25	5.48	£188
7	Units 7-12,Diplocks Way,Hailsham,BN2	Freehold	6	43,021	£240,500	£240,500	£268,000	£6.23	£4,651,980	-£2,182	-£286,223	£4,363,575	£4,364,000	5.17	5.50	5.76	£101
8	Bilton Industrial Estate,Lovelace Road,Bracknell	Freehold	21	65,563	£689,733	£689,733	£672,400	£10.26	£14,221,299	-£6,409	-£895,236	£13,319,654	£13,320,000	4.85	4.61	4.73	£203
9	Whitby Road Industrial Estate,Slough,SL1 3DR	Freehold	19	36,049	£425,987	£425,987	£432,700	£12.00	£8,192,367	-£2,115	-£511,645	£7,678,607	£7,679,000	5.20	5.10	5.28	£213
10	Units 1, 2 & 3,Metro BC.,Kangley Bridge Road,London,SE26 5BW	Freehold	3	6,625	£69,850	£69,850	£84,700	£12.78	£1,703,659	-£2,650	-£98,472	£1,602,537	£1,603,000	4.10	4.70	4.97	£242
11	Crowngate,Wyncolls Road,Severalls IP,Colchester,CO4 9HT	Freehold	7	63,009	£409,925	£409,925	£383,000	£6.08	£6,757,741	-£94,957	-£414,391	£6,248,393	£6,248,000	6.07	5.75	5.67	£99
12	Units 14 A, B & C,Eurolink IE,Sittingbourne,Kent,ME10 3UP	Freehold	2	41,171	£160,000	£55,600	£226,400	£5.50	£3,089,907	£0	-£186,904	£2,903,003	£2,903,000	1.80	6.37	7.33	£71
13	Peterborough Trade Centre,Newton Way,Peterborough,PE1 5PJ	Freehold	6	22,208	£222,675	£222,675	£210,900	£9.50	£3,584,602	-£10,720	-£217,719	£3,356,163	£3,356,000	6.21	5.75	5.88	£151
14	Timberlaine Trading Estate,Worthing	Freehold	1	25,690	£156,096	£156,096	£179,800	£7.00	£2,153,048	-£75,991	-£122,416	£1,954,641	£1,955,000	7.26	7.86	8.35	£76
15	St. John's Court,Foster Road,Ashford,Kent,TN24 0SG	Freehold	10	52,837	£354,700	£354,700	£348,700	£6.60	£5,675,200	-£11,060	-£350,807	£5,313,333	£5,313,000	6.25	6.01	6.15	£101
16	A1, A2, A3 & B1,Regent Park,Princes Risborough,HP27 9PX	Freehold	4	27,435	£250,399	£250,399	£236,900	£8.63	£3,682,338	£0	-£224,625	£3,457,714	£3,458,000	6.80	6.09	6.43	£126
17	Hunting Gate,Portway East Business Park,Andover,SP10 3SJ	Leasehold	17	53,785	£318,717	£245,368	£340,292	£6.33	£3,779,575	-£1,079	-£230,747	£3,547,749	£3,548,000	6.49	7.50	7.78	£66
18	15-28 Adler Industrial Estate,Betan Road,Hayes,UB3 1ST	Freehold	12	15,878	£198,632	£198,632	£211,000	£13.29	£4,036,022	£0	-£247,144	£3,788,878	£3,789,000	4.92	5.00	5.23	£239
19	Meridian Park,Greenwich Way,Andover,SP10 4JZ	Freehold	1	32,076	£187,619	£187,619	£192,500	£6.00	£3,050,715	£0	-£184,409	£2,866,307	£2,866,000	6.15	5.82	6.31	£89
20	1-10 Fleming Close IE,Segensworth,Fareham,PO15 5SB	Leasehold	8	25,884	£201,370	£143,974	£232,900	£9.00	£2,473,190	£0	-£147,638	£2,325,552	£2,326,000	5.82	7.00	7.79	£90
21	Units 1-4,Halifax Road,Cressex IE,High Wycombe,HP12 3ST	Freehold	4	21,831	£210,000	£210,000	£210,100	£9.62	£3,387,097	£0	-£205,826	£3,181,270	£3,181,000	6.20	5.93	6.20	£146
22	Units 4A and 4B,Tinsley Road,North Crawley	Freehold	2	41,062	£293,070	£293,070	£359,300	£8.75	£5,328,545	£0	-£329,439	£4,999,106	£4,999,000	5.50	6.12	6.74	£122
23	Howard Industrial Estate,Chesham,HP5 2AU	Freehold	13	36,757	£294,312	£294,312	£321,700	£8.75	£5,659,846	-£355	-£350,511	£5,308,981	£5,309,000	5.20	5.45	5.68	£144
24	ICM Unit,Medway City Estate,Enterprise Cl,Rochester,Kent,ME2 4LY	Freehold	1	40,097	£220,000	£220,000	£220,500	£5.50	£3,259,259	£0	-£197,687	£3,061,572	£3,062,000	6.75	6.76	6.76	£76
25	Unit 9,Range Road,Witney,Oxon,OX29 0YA	Freehold	1	22,521	£150,000	£150,000	£157,600	£7.00	£2,459,016	£0	-£146,735	£2,312,281	£2,312,000	6.10	6.38	6.41	£103
26	The Factory,Bingley Road,Hoddesdon,Herts,EN11 0NX	Freehold	1	40,065	£260,500	£260,500	£266,000	£6.64	£4,007,692	£0	-£245,340	£3,762,352	£3,760,000	6.50	7.21	6.64	£94
27	Triton Centre,Abbey Park Industrial Estate,Romsey,SO51 9AQ	Freehold	3	37,494	£325,175	£325,175	£316,500	£8.44	£5,544,406	£0	-£343,183	£5,201,223	£5,200,000	5.87	5.55	5.71	£139
28	Ex-BSS,Oakcroft Road,Chessington,Surrey,KT9 1RH	Freehold	1	19,016	£0	-£93,436	£228,000	£11.99	£3,883,889	£0	-£237,457	£3,646,432	£3,645,000	-2.41	5.50	5.87	£192
29	Mundells Industrial Centre,Welwyn Garden City,AL7 1EW	Freehold	15	74,889	£628,861	£628,861	£748,900	£10.00	£13,529,892	-£27,669	-£849,479	£12,646,744	£12,650,000	4.65	5.32	5.54	£169
30	The New Power Hse,Gateway BC,Sydenham SE26	Freehold	1	14,804	£190,000	£190,000	£190,000	£12.83	£3,930,812	-£23,929	-£238,921	£3,667,961	£3,670,000	4.83	4.60	4.83	£248
31	Intertek House,Cleeve Road,Leatherhead	Freehold	1	17,407	£240,000	£240,000	£240,000	£13.79	£4,173,913	£0	-£255,923	£3,917,990	£3,920,000	5.75	5.44	5.75	£225
32	Artis Glass Works,Cox Lane,Chessington,Surrey,KT9 1SF	Freehold	1	28,147	£190,000	£190,000	£221,000	£7.85	£3,518,518	£0	-£214,194	£3,304,324	£3,305,000	5.40	5.67	6.28	£117
33	Alton Riverwey Industrial Esta,Newman Lane,Alton,GU34 2QL	Freehold	6	41,307	£311,528	£311,528	£340,300	£8.24	£5,664,145	-£22,834	-£349,353	£5,291,958	£5,290,000	5.50	5.71	6.01	£128
34	Optima Park,Crayford,DA1 4QX	Freehold	11	90,865	£889,801	£889,801	£953,400	£10.49	£18,332,616	-£27,770	-£1,155,646	£17,149,200	£17,150,000	4.85	5.00	5.20	£189
35	Hanworth Trade Park,Hanworth TW13 6DH	Freehold	5	22,590	£267,607	£267,607	£276,700	£12.25	£6,296,635	£0	-£391,078	£5,905,557	£5,906,000	4.25	4.29	4.39	£261
36	Horizon West,Newbury,Berkshire,RG14 5XF	Freehold	7	152,329	£1,134,356	£1,134,356	£1,102,500	£7.24	£19,104,755	-£2,896	-£1,206,392	£17,895,467	£17,900,000	5.94	5.50	5.77	£117
37	Stansted 600,Tailors End Road,Stansted,Essex,CM24 1RL	Freehold	10	63,581	£408,410	£379,013	£469,500	£7.38	£7,619,085	-£17,955	-£474,136	£7,126,994	£7,130,000	4.98	5.90	6.16	£112
37			256	1,474,936	£11,507,007	£11,116,529	£12,310,733		£211,307,541	-£369,834	-£13,666,879	£197,874,537	£197,886,000	5.26%	5.69%	5.82%	

N.B. Equivalent and Reversionary yields, do not reflect the LH's going to zero MR on leasehold expiry.



CONTACT DETAILS

Colliers International Valuation UK LLP
Valuation and Advisory Services
50 George Street
London
W1U 7GA

www.colliers.com/uk

PART B – SECTION 593 VALUATION

corporate finance



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Our ref: MM/C11057/mm

24 January 2019

The Board of Directors
Clipstone Logistics REIT plc
45 Albemarle Street
London
W1S 4JL
United Kingdom

Dear Sirs,

Report of the Independent Auditor to Clipstone Logistics REIT plc for the purposes of Section 593 of the Companies Act 2006

We report on the value of the consideration for the allotment to the unit holders of Clipstone Industrial Unit Trust ('the Unit Trust') of 63,355,339 shares, having a nominal value of 1 pence each, to be issued at a premium of 135.7 pence per share. The shares and share premium are to be treated as fully paid up by the non-cash consideration.

The consideration for the allotment to the unit holders is 47,326,092 units in the Unit Trust.

Basis of valuation

The Unit Trust has been valued on a Net Asset Value basis. The properties were valued on the basis of their open market rental value by Colliers International Valuation UK LLP, a firm regulated by the Royal Institution of Chartered Surveyors.

Opinion

In our opinion:

- it is reasonable to accept the valuation made by Colliers International Valuation UK LLP;
- the methods of valuation of the units in the Unit Trust and the shares in Clipstone Logistics REIT plc were reasonable in all the circumstances; and
- there appears to have been no material change in the value of either part of the consideration since the date at which the valuations were made.

On the basis of the valuations, in our opinion, the value of the total consideration is not less than the aggregate of the nominal value and share premium to be treated as paid up by the consideration.

Yours faithfully

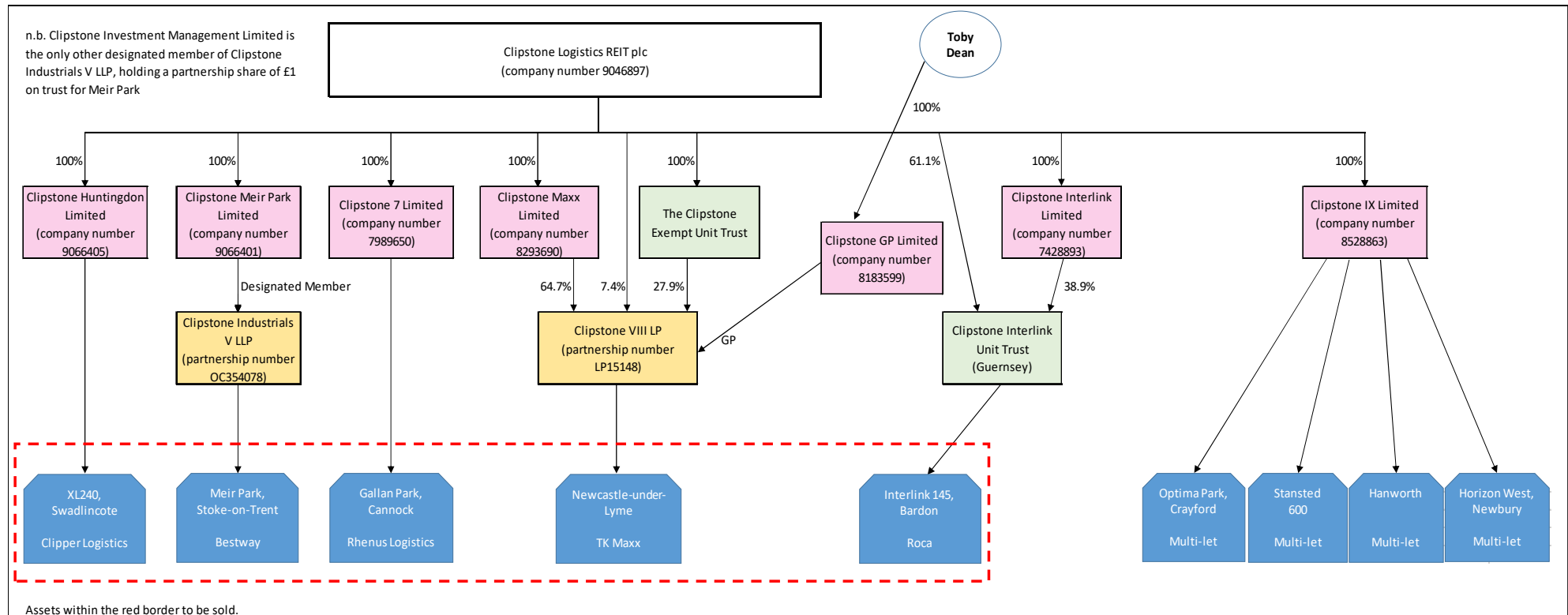
A handwritten signature in black ink that reads "Kingston Smith LLP".

On behalf of Kingston Smith LLP

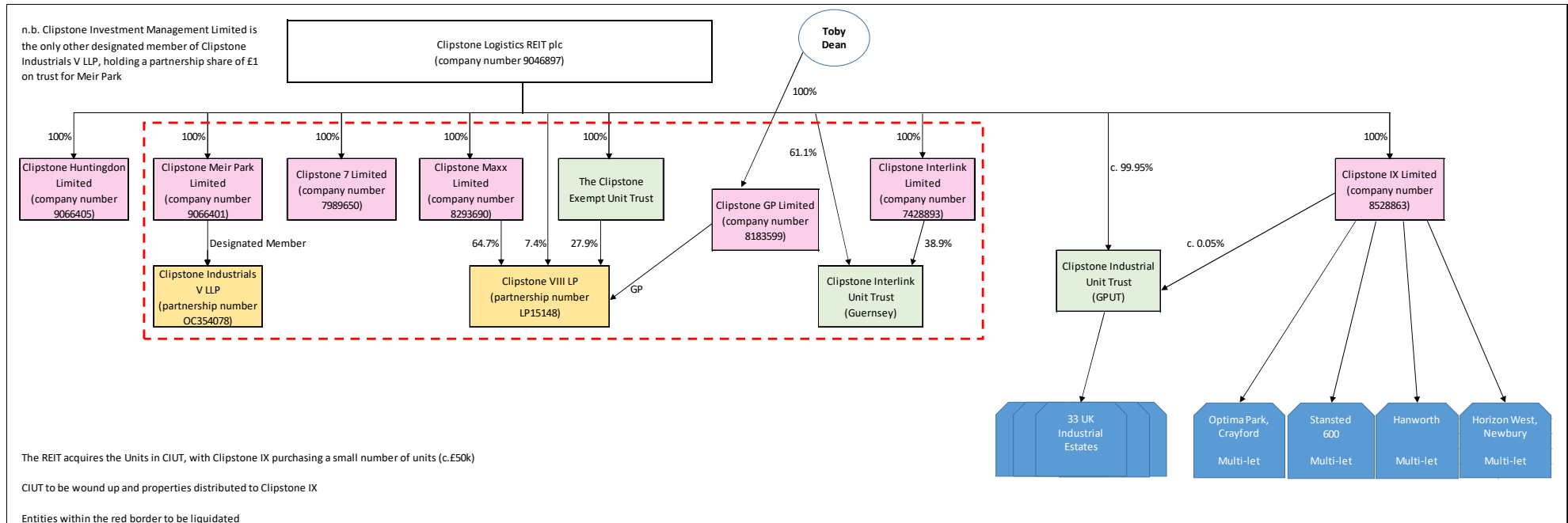
APPENDIX 4

GROUP STRUCTURE CHARTS

Part 1: Group Structure on 20 December 2018 – prior to the sale of the warehouses



Part 2: Group Structure on Admission



Part 3: Group Structure following Corporate Reorganisation

