



RNS Issue of Equity



Proposed Issue of New Ordinary Shares

SUPERMARKET INCOME REIT PLC

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This Announcement contains inside information for the purposes of Article 7 of EU Regulation 596/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018. Upon the publication of this Announcement, this inside information is now considered to be in the public domain.

4 March 2021

SUPERMARKET INCOME REIT PLC
 (the "Company" or together with its subsidiaries the "Group")

Proposed Issue of New Ordinary Shares

The Board of Supermarket Income REIT plc, the real estate investment trust providing secure, inflation-protected, long income from grocery property in the UK announces its intention to raise approximately £100 million by way of an issue pursuant to the Placing Programme, at 106 pence per New Ordinary Share (the "Issue").

Highlights

- The issue price of 106 pence per New Ordinary Share (the "Issue Price") represents a discount of 3.2 percent to the closing price of 109.5 pence per existing Ordinary Share on 3 March 2021 (being the last business day prior to this Announcement) and a 1.9 percent premium to the Company's last reported EPRA NTA per Ordinary Share as at 31 December 2020 of 104 pence
- The Investment Adviser has identified a number of attractive acquisition opportunities across the marketplace, including:
 - four assets with an aggregate value of approximately £230 million (the "Target Assets"). The Investment Adviser has undertaken its own due diligence and negotiations in connection with certain Target Assets
 - a further pipeline of nine assets with an aggregate value of approximately £184 million that meet the Company's acquisition criteria (the "Pipeline")
- The Target Assets and the Pipeline present multiple investment opportunities, which are expected to give

visibility on current pricing and optionality if acceptable terms cannot be reached with its preferred vendors

- The Investment Adviser will continue to explore further investment opportunities, owing to its market knowledge of the supermarket real estate sector and strong reputation. It is well positioned to source asset opportunities which could, for example, come to market from vendors who are seeking additional liquidity to fund redemption requests or to recycle capital
- The £100 million target issue size, together with associated debt financing, should enable the Company to purchase some of the Target Assets. If the target issue size is exceeded, the Company will consider the possibility of acquiring additional assets in the Pipeline. When making this decision the Company will consider, *inter alia*, the level and quality of assets, the near-term availability of the assets at the right price, and the projected financial position of the Company following the Issue

The Investment Adviser has proven its ability to identify and acquire attractive investments for the Group despite the on-going COVID-19 crisis. Since 30 June 2020, the Investment Adviser has deployed £518.0 million of capital on behalf of the Group in 19 separate transactions, increasing the geographic coverage of the portfolio and diversifying the tenant base.

The Issue is being conducted in accordance with the terms and conditions set out in the appendix (the "Appendix") to this announcement (together, the "Announcement"). The prospectus published by the Company on 17 September 2020 (the "Prospectus"), is due to be supplemented by a supplementary prospectus, which is expected to be published by the Company shortly following approval by the Financial Conduct Authority (the "Supplementary Prospectus").

Nick Hewson, Chairman of the Company, said:

"Omnichannel supermarket property has proven to be highly robust as demonstrated by our 100 percent rent collection in 2020 and growing investor interest in the grocery property sector. Since its IPO in 2017, the Company has carefully grown its investment portfolio to over £1 billion through accretive and selective acquisitions, whilst delivering investors a stable and growing income return.

"With an attractive pipeline of assets in place, this fundraise will enable the Company to continue to execute on a number of transactions that meet our stringent criteria, building on its strong track record by investing in additional key omnichannel properties let to some of the UK's largest supermarket operators."

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Market background

The COVID-19 pandemic has underlined that the Company's tenants, operating supermarket stores in strategic locations, are pivotal to the critical supply of food across the UK. Supermarkets are a regular part of the everyday lives for much of the UK's population and a core part of the UK's food infrastructure.

UK supermarkets stayed open throughout the periods of lockdown and, at the height of the crisis, employed an additional 45,000 workers to maintain the supply chain and implement social distancing measures.

The continued effect of the pandemic has driven changes in consumer habits and created unprecedented sales volumes for the sector both in-store and online. Over the course of 2020, grocery sales rose by £13 billion with record annual growth of 11 percent for the year to December 2020⁽¹⁾.

The pandemic has also accelerated the move to online grocery shopping, propelling the online channel to 13 percent of the market, up from 8 percent a year earlier and represents 16 percent to 18 percent of Tesco and Sainsbury's total sales⁽²⁾. Much of this demand is here to stay as online grocery becomes an integrated part of customers' shopping habits. A recent survey from Waitrose indicated that around 75 percent of the UK population was now doing part of its food shopping online, with half of those surveyed believing their shopping habits have been changed permanently.

The major supermarket operators have supplied much of the capacity that has enabled online sales to grow so quickly. Tesco, Sainsbury's and Asda now provide over 80 percent of UK online capacity by delivery slots. This dominance has been achievable due to their network of omnichannel supermarkets, which are extremely well placed to provide last mile delivery. Larger supermarket sites were very effective in their response to the increased demand for food and importantly, had the operational flexibility to rapidly increase online fulfilment capacity.

A pillar of the Company's investment strategy is investing in omnichannel supermarkets that facilitate in-store shopping, while also forming part of the UK online grocery distribution network. The substantial capacity growth by the big four to meet online demand has refocused the vital role of the omnichannel store operating as last mile logistics nodes in the nation's food supply network.

The growing dominance of the omnichannel model in the UK online grocery market, together with the undoubted covenant strength of the operators, is driving value creation in the supermarket property market. Transactional volumes in UK supermarket investment properties increased to £1.83 billion in 2020, exceeding the £1.78 billion level in 2019 which, in turn, was 80 percent up on 2018⁽³⁾. The portfolio is, therefore, well positioned to benefit from

the overall increase in grocery sales and increased investment demand for grocery property. The sites owned by the Company have proven particularly flexible and resilient when dealing with the increased volumes of both in-store and home delivery sales of grocery caused by the COVID-19 pandemic.

Corporate and dividend update

The grocery sector has proven to be robust in the face of the wider challenges posed by the COVID-19 pandemic, reporting increased sales, albeit pitted against higher costs, and a rapid positive response to the changing ways in which customers shopped. Despite the challenging environment, the Company has performed well. On 2 March 2021, the Company announced that it had received 100 percent of the contracted December 2020 quarterly rent payments and therefore 100 percent of its contracted rent for the calendar year 2020. Additionally, the Company experienced continued valuation growth in its Direct Portfolio with 5.5 percent valuation growth on a like-for-like basis and 3.0 percent growth in EPRA NTA to 104 pence per Ordinary Share as at 31 December 2020. This demonstrates the Company's strong financial performance and underlying resilience despite these uncertain environments.

The Company's stable, inflation-linked income stream has enabled it to increase its quarterly dividend in line with inflation every year since IPO in July 2017. As in previous years, the Company increased the quarterly dividend in line with June annualised RPI inflation. This represents an annual dividend target of 5.86 pence per Ordinary Share for the financial year ending 30 June 2021, which reflects a dividend yield of 5.5 percent on the Issue Price.

The Company is due to declare its third quarterly dividend in April 2021, which is expected to be paid in May 2021. Based on the current expected timetable, the New Ordinary Shares will qualify for the third quarterly dividend which relates to the period from 1 January 2021 to 31 March 2021.

Background to the Issue

The Company listed on the London Stock Exchange on 21 July 2017 (the "IPO"). Since its IPO, the Company has carefully grown its investment portfolio through accretive and selective acquisitions and currently directly owns 28 UK supermarket assets with an aggregate value of £1.0 billion (the "Direct Portfolio")⁽⁴⁾. The Direct Portfolio is let on fully repairing and insuring lease terms, with 87 percent of the Portfolio with upward only, index-linked rent reviews, and 13 percent with fixed or open market reviews, generating an annualised passing rent roll of £53.7 million, with a current weighted averaged unexpired lease term of 16 years⁽⁵⁾.

The Company is also invested in a 50:50 joint venture with British Airways Pension Trustees Limited ("BAPTL") that holds a 51.0 percent beneficial interest in a securitised portfolio of 26 Sainsbury's supermarkets (the "Indirect Portfolio") of which an initial 25.5 percent was acquired in May 2020, followed by a further 25.5 percent stake in February 2021. The Company's investment value in the Indirect Portfolio is now £118.6 million⁽⁶⁾. The remaining 49.0 percent beneficial interest is held by Sainsbury's plc.

Combined, the Company's Direct and Indirect Portfolio has an aggregate value of £1.1 billion⁽⁶⁾. The Company is highly selective in the supermarket assets that it seeks to acquire. As well as targeting assets which operate both as physical supermarkets and online fulfilment centres, the Company also seeks to ensure that its assets benefit from a good trading history for the operators, long unexpired lease terms, contractual, upward only rental uplifts, strong tenant covenants and geographic diversity. The Company has established a strong track record of sourcing assets in advance of a fundraise and efficiently executing acquisitions afterwards, thereby minimising the potentially negative effect of cash drag on financial returns.

Since 30 June 2020, the Investment Adviser has deployed £518.0 million of capital (excluding acquisition costs) on behalf of the Group in 19 separate transactions, increasing the geographic coverage of the portfolio and diversifying the tenant base.

Following the Company's recent acquisition of the Tesco Store in Prestatyn for £26.5 million, the Company has become fully invested giving the Company a pro forma net LTV as at 4 March 2021 of 43.9 percent. Since IPO, the Company has delivered total shareholder returns of 26.4 percent⁽⁷⁾.

Use of Proceeds

The Investment Adviser believes that there is currently an attractive opportunity for investors to gain exposure to supermarket property. In contrast to many asset prices, including those in the wider UK real estate sector, supermarket property yields have remained relatively stable over the last few years, largely due to the continued covenant strengthening of the supermarket operators and the favourable supply and demand dynamics in the investment market.

The Company continues to explore investment opportunities across the market and, owing to its strong reputation in this property sub-sector, is well positioned to source opportunities which could, for example, come to market from vendors which are selling to fund redemption requests or to recycle capital.

As at the date of this Announcement, the Investment Adviser has identified four assets with an aggregate value of approximately £230 million. The Target Assets support physical and online sales channels and benefit from long leases, with a weighted average unexpired lease term of 12 years. The average net initial yield on the Target Assets is expected to be broadly in line with the existing portfolio.

The Investment Adviser has undertaken its own preliminary due diligence and negotiations in connection with certain Target Assets. Following Admission, the Directors may or may not accept the Target Assets or other assets as being suitable for the Company and may or may not pursue any such opportunities.

In addition to the Target Assets, the Investment Adviser has identified a pipeline of a further nine assets with an aggregate value of approximately £184 million that meet the Company's stringent acquisition criteria. While the Company is not committed to acquiring these assets following the Issue, such a pipeline allows the Company to benefit from visibility on current pricing and provides optionality if acceptable terms cannot be reached with its preferred vendors.

The consideration for the purchase of any or all of the Target Assets or Pipeline, if made, will be met from the net proceeds from the Issue, with any balance to be funded from debt financing and the Offer for Subscription.

Benefits of the Issue

The Directors believe that the Issue has the following principal benefits for shareholders:

- the net proceeds will be used to invest in key operational properties, let to some of the largest UK supermarket operators, further diversifying the portfolio, supplementing the Company's growing, inflation-linked, income stream and capitalising on the Company's growing position in the supermarket real estate market
- an increase in the Company's equity should improve liquidity and enhance the marketability of the Ordinary Shares and result in a broader investor base over the longer term
- an increase in the Company's equity will spread its fixed operating expenses over a larger issued share capital
- a compelling and sustainable dividend stream in the current environment

The Directors believe that the Issue pursuant to the Placing Programme will increase the size and scale of the Company, and allow it, among other things, to maximise its in-built economies of scale, including when negotiating asset improvements and lease re-gears with its tenants.

Further information on the Issue

The Company is proposing to raise approximately £100 million by way of the issue of 94,339,622 New Ordinary Shares pursuant to the Placing Programme, at the Issue Price of 106 pence per New Ordinary Share. The Issue Price represents a discount of 3.2 percent to the closing price of 109.5 pence per existing Ordinary Share on 3 March 2021 (being the last business day prior to this Announcement) and a 1.9 percent premium to the Company's last reported EPRA NTA per Ordinary Share as at 31 December 2020 of 104 pence. In addition to the Issue, the Company is making an offer for subscription on the PrimaryBid platform of New Ordinary Shares at the Issue Price (the "Offer for Subscription"), to provide private investors, who are either professionally advised or financially sophisticated, with an opportunity to participate. A separate announcement will be made shortly regarding the Offer for Subscription and its terms.

The consideration for the purchase of the supermarket assets will be met from the net proceeds from the Issue, with any balance to be funded from debt financing. If all the Target Assets were acquired, the total expected purchase price, excluding acquisition costs, would be approximately £230 million. The £100 million target issue size, together with associated debt financing, should enable the Company to purchase some of the Target Assets while the Pipeline will ensure the Company benefits from negotiating flexibility when discussing the acquisitions with vendors. If the Company has demand from investors of less than £100 million, the Directors will consider which assets would best suit the size of the Portfolio, which may include some or none of the Target Assets.

In the event that the Company has demand from investors which exceeds £100 million, the Company may consider increasing the size of the Issue (subject to a maximum cap of 257,692,308 New Ordinary Shares, being the total unused element available under the existing Placing Programme established on 17 September 2020). Any decision to upsize would only be made after careful consideration of the prevailing market conditions, the availability and estimated price of the properties that the Investment Adviser has identified as being suitable for purchase by the Company and the length of time it would likely take to acquire them.

Following the Issue and Admission of the New Ordinary Shares to the London Stock Exchange, the New Ordinary Shares will rank in full for all dividends or other distributions declared, made or paid and in all other respects will rank *pari passu* with the existing Ordinary Shares. Based on the current expected timetable, the New Ordinary Shares will qualify for the third quarterly dividend which relates to the period from 1 January 2021 to 31 March 2021, which is expected to be declared in April 2021 and paid in May 2021.

The Issue is not underwritten. The Issue may be scaled back by the Directors for any reason, including where it is necessary to scale back allocations to ensure the Issue proceeds align with the Company's post-fundraise acquisition and leverage targets.

The Issue is conditional, *inter alia*, upon the following:

- Admission having become effective on or before 8.00 a.m. on 23 March 2021 or such later time and/or date as the Company and Stifel may agree
- none of the warranties under the Placing Agreement having ceased to be true and accurate or having become misleading at any time following the date of the Placing Agreement up to and including the date of Admission

Accordingly, if any of the conditions are not satisfied, or, if applicable, waived, or if the Placing Agreement is terminated in accordance with its terms prior to Admission, the Issue will not proceed and application monies will be returned to investors without interest as soon as possible.

The results of the Issue are expected to be announced on 19 March 2021. The New Ordinary Shares will be credited as fully paid and will rank *pari passu* in all respects with the Existing Ordinary Shares. The New Ordinary Shares will be issued in registered form and will be capable of being held in both certificated and uncertificated form.

Applications will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on the Specialist Fund Segment. It is expected that Admission will become effective on, and that dealings for normal settlement in the New Ordinary Shares will commence on the London Stock Exchange by, 8.00 a.m. on 23 March 2021.

The Existing Ordinary Shares are already admitted to trading on the Specialist Fund Segment and to CREST. It is expected that all of the New Ordinary Shares, when issued and fully paid, will be capable of being held and transferred by means of CREST. The New Ordinary Shares will trade under ISIN GB00BF345X11.

Expected timetable

Issue opens	4 March 2021
Latest time and date for receipt of commitments under the Issue	11.00 a.m. on 18 March 2021
Results of the Issue announced	by close of business on 19 March 2021
Admission and dealings in New Ordinary Shares commence	8.00 a.m. on 23 March 2021

The dates set out in the expected timetable above may be adjusted by the Company. In such circumstances details of the new dates will be notified to the Financial Conduct Authority and the London Stock Exchange and an announcement will be made through a Regulatory Information Service.

Terms used and not defined in this Announcement bear then meaning given to them in Appendix 1 to this Announcement or, if not defined in Appendix 1, in the Prospectus as supplemented by the Supplementary Prospectus, which is expected to be published shortly.

Dealing codes

Ticker: SUPR

ISIN for the New Ordinary Shares: GB00BF345X11

SEDOL for the New Ordinary Shares: BF345X1

The Company's legal entity identifier: 2138007FOINJKAM7L537

Notes

(1) Kantar, January 2021

(2) Kantar, January 2021 and operators January Q3 investor presentations

(3) Colliers Supermarket Investment review January 2021

(4) As at 31 December 2020, the Company owned 23 supermarket assets with an independent valuation of £885.3 million. Since 31 December 2020, the Company announced the acquisition of a further five assets for £146.1 million. The portfolio value stated as £1 billion consists of the portfolio value as at 31 December 2020 and the additional assets acquired and announced up to 4 March 2021

(5) Directly owned supermarket assets only, excluding non-food assets and the Indirect Portfolio

(6) Balance sheet value as at 31 December 2020 plus post balance sheet acquisitions at cost excluding acquisition costs

(7) Total shareholder return based on total dividend paid to 4 March 2021 plus share price movement for the period between IPO and 31 December 2020

The target dividend is a target only and not a profit forecast. There can be no assurance that the target will be met and it should not be taken as an indication of the Company's expected or actual future results.

Important Information

This Announcement is an advertisement and does not constitute a prospectus relating to the Company and does not constitute, or form part of, any offer or invitation to sell or issue, or an invitation to purchase investments of any description, or any solicitation of any offer to subscribe for, any securities in the Company in any jurisdiction nor shall it, or any part of it, or the fact of its distribution, form the basis of, or be relied on in connection with or act as any inducement to enter into, any contract therefor. This Announcement does not constitute a recommendation regarding any securities. Copies of the Prospectus are available from and the Supplementary Prospectus will shortly be available from www.supermarketincomereit.com.

Recipients of this Announcement who are considering acquiring New Ordinary Shares are reminded that any such acquisition must be made only on the basis of the information to be contained in the Prospectus as amended and supplemented by the Supplementary Prospectus (or any further supplementary prospectus) which may be different from the information contained in this Announcement and must not be made in reliance on this Announcement. The subscription for New Ordinary Shares is subject to specific legal or regulatory restrictions in certain jurisdictions. Persons distributing this Announcement must satisfy themselves that it is lawful to do so. The Company assumes no responsibility in the event that there is a violation by any person of such restrictions.

This Announcement does not constitute and may not constitute and may not be construed as a recommendation regarding the Issue or the provision of investment advice by any party. No information set out in this Announcement is intended to form the basis of any investment decision or any decision to purchase securities. Potential investors should consult a professional advisor as to the suitability of an investment in the securities for the person concerned.

The value of Ordinary Shares and the income from them is not guaranteed and can fall as well as rise due to stock market and currency movements. When you sell your investment you may get back less than you originally invested. Figures refer to past performance and past performance is not a reliable indicator of future results. Returns may increase or decrease as a result of currency fluctuations. Capital is at risk and investors need to understand the risks of investing. Please refer to the Prospectus (as amended and supplemented by the Supplementary Prospectus) for further information, in particular the "Risk Factors" section.

This Announcement may not be published, distributed, released or transmitted by any means or media, directly or indirectly, in whole or in part, in or into the United States. This Announcement is for information purposes and does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The securities mentioned herein 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 will not be offered, sold, exercised, resold, transferred or delivered, directly or indirectly, in or into the United States or to, or for the account or benefit of, any US person (as defined under Regulation S under the Securities Act) unless registered under the Securities Act or offered in a transaction exempt from, or not subject to, the registration requirements of the Securities Act. There will be no public offer of the shares in the United States. The Company has not been, and will not be, registered under the Investment Company Act.

The New Ordinary Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission or any other regulatory authority of the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the Placing or the accuracy or adequacy of this Announcement. Any representation to the contrary is a criminal offence in the United States.

Neither this Announcement nor any copy of it may be: (i) taken or transmitted into or distributed in Canada, Australia, Japan or the Republic of South Africa or to any resident thereof, or (ii) taken or transmitted into or distributed in Japan or to any resident thereof, or (iii) any other jurisdiction where to do so might constitute a violation of the relevant laws or regulations of such jurisdiction. Any failure to comply with these restrictions may constitute a violation of the securities laws or the laws of any such jurisdiction. The distribution of this Announcement in other jurisdictions may be restricted by law and the persons into whose possession this Announcement comes should inform themselves about, and observe, any such restrictions.

This Announcement may include "forward-looking statements". All statements other than statements of historical facts included in this Announcement, including, without limitation, those regarding the Company's investment strategy, plans, objectives and target returns are forward-looking statements. Forward-looking statements are subject to risks and uncertainties and accordingly the Company's actual future financial results and operational performance may differ materially from the results and performance expressed in, or implied by, the statements. These factors include but are not limited to those described in the formal prospectus. These forward-looking statements speak only as at the date of this Announcement. The Company expressly disclaims any obligation or undertaking to update or revise any forward-looking statements contained herein to reflect actual results or any change in the assumptions, conditions or circumstances on which any such statements are based unless required to do so by the Financial Services and Markets Act 2000, the Prospectus Regulation Rules or other applicable laws, regulations or rules.

Stifel which is authorised and regulated in the United Kingdom by the FCA, is acting only for the Company as sole bookrunner, financial adviser and placing agent in connection with the matters described in this Announcement and is not acting for or advising any other person, or treating any other person as its client in relation thereto and will not be responsible for providing the regulatory protection afforded to the duties of Stifel or advice to any other person in relation to the matters contained herein. Such persons should seek their own independent legal, investment and tax advice as they see fit.

Neither Stifel nor any of its respective directors, officers, employees, advisers, affiliates or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied as to the truth, accuracy or completeness of the information in this Announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company or its subsidiaries, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of the announcement or its contents or otherwise arising in connection therewith.

This Announcement, the Prospectus and the Supplementary Prospectus have not been, and will not be, lodged with the Australian Securities and Investments Commission as a disclosure document under Chapter 6D of the Australian Corporations Act 2001 (the "Australian Corporations Act"). This Announcement, the Prospectus and the Supplementary Prospectus does not purport to include the information required of a disclosure document under Chapter 6D of the Australian Corporations Act. Accordingly, this Announcement, the Prospectus and the Supplementary Prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of New Ordinary Shares must not be issued or distributed directly or indirectly in or into Australia, and no New Ordinary Shares may be offered for sale (or transferred, assigned or otherwise alienated) to investors in Australia for at least 12 months after their issue, except in circumstances where disclosure to investors is not required under Part 6D.2 of the Australian Corporations Act. Each purchaser of New Ordinary Shares will be deemed to have acknowledged the above and, by applying for New Ordinary Shares under this Announcement on the basis of the Prospectus and the Supplementary Prospectus, gives an undertaking to the Company not to offer, sell, transfer, assign or otherwise alienate those securities to persons in Australia (except in the circumstances referred to above) for 12 months after their issue.

The New Ordinary Shares have been and will not be qualified by a prospectus in accordance with the document requirements under applicable securities law in any Canadian jurisdiction and therefore may not be offered or sold, directly or indirectly, in Canada except in compliance with applicable Canadian securities laws.

In relation to each Member State of the European Economic Area (each, a "Member State"), no New Ordinary Shares have been offered or will be offered pursuant to the Issue to the public in that Member State prior to the publication of a prospectus in relation to the New Ordinary Shares having been approved by the competent authority in that Member State or, where appropriate, approved in another Member State and notified to the competent authority in that Member State (all in accordance with the Prospectus Regulation), except that offers of New Ordinary Shares may be made to the public in that Member State at any time under the following exemptions under the Prospectus Regulation:

- a) to any legal entity which is a "qualified investor" as defined under the Prospectus Regulation;
- b) to fewer than 150 natural or legal persons (other than "qualified investors" as defined under the Prospectus Regulation), subject to obtaining the prior consent of Stifel for any such offer; or
- c) in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of New Ordinary Shares shall require the Company to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this provision, the expression "offer to the public" in relation to any offer of New Ordinary Shares in any Member State means the communication in any form and by any means of sufficient information on the terms of the Issue, and any New Ordinary Shares to be offered, so as to enable an investor to decide to purchase or subscribe for any New Ordinary Shares.

In the case of any New Ordinary Shares being offered to a financial intermediary within the EEA as that term is used in the Prospectus Regulation, such financial intermediary will be deemed to have represented, warranted, acknowledged and agreed that the New Ordinary Shares purchased and/or subscribed for by it in the Issue have not been purchased and/or subscribed for on a non-discretionary basis on behalf of, nor have they been purchased and/or subscribed for with a view to their offer or resale to, persons in circumstances which may give rise to an offer of any New Ordinary Shares to the public other than their offer or resale in a Member State to "qualified investors" (as defined in the Prospectus Regulation) or in circumstances in which the prior consent of Stifel has been obtained to each such proposed offer or resale.

In the case of any New Ordinary Shares being offered to a financial intermediary within the United Kingdom as that term is used in the UK Prospectus Regulation, such financial intermediary will be deemed to have represented, warranted, acknowledged and agreed that the New Ordinary Shares purchased and/or subscribed for by it in the Issue have not been purchased and/or subscribed for on a non-discretionary basis on behalf of, nor have they been purchased and/or subscribed for with a view to their offer or resale to, persons in circumstances which may give rise to an offer of any New Ordinary Shares to the public other than their offer or resale in the United Kingdom to "qualified investors" (as defined in the UK Prospectus Regulation) or in circumstances in which the prior consent of Stifel has been obtained to each such proposed offer or resale.

The Company and its affiliates, representatives and others will rely upon the truth and accuracy of the foregoing representation, warranty, acknowledgement and agreement. Notwithstanding the above, a person who is not a qualified investor and who has notified Stifel of such fact in writing may, with the consent of Stifel, be permitted to subscribe for and/or purchase New Ordinary Shares in the Issue.

The New Ordinary Shares have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Law No. 25 of 1948 as amended) ("Financial Instruments and Exchange Act"), and may not be offered or sold, directly or indirectly, in Japan or to, or for the benefit of, a resident of Japan (including any corporation or entity organised under the laws of Japan) or to others for re-offering or resale, directly or indirectly, in Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Securities and Exchange Law and other relevant laws and regulations of Japan.

This document will not be registered as a prospectus in terms of the Companies Act 1973 in South Africa and, as such, any offer of New Ordinary Shares in South Africa may only be made if it shall not be capable of being construed as an offer to the public as envisaged by section 144 of the Companies Act 1973 in South Africa. Furthermore, any offer or sale of the New Ordinary Shares shall be subject to compliance with South Africa's exchange control regulations.

This Announcement, the Prospectus and the Supplementary Prospectus may only be freely circulated and interests in the Company may only be freely offered, distributed or sold to regulated financial intermediaries such as banks, securities dealers, fund management companies, asset managers of collective investment schemes and central banks as well as to regulated insurance companies. Circulating this Announcement, the Prospectus and the Supplementary Prospectus and offering, distributing or selling New Ordinary Shares to other persons or entities including qualified investors as defined in the Federal Act on Collective Investment Schemes ("CISA") and its implementing Ordinance ("CISO") may trigger, in particular, (i) licensing/prudential supervision requirements for the distributor and/or the Company, (ii) a requirement to appoint a representative and paying agent in Switzerland and (iii) the necessity of a written distribution agreement between the representative in Switzerland and the distributor. Accordingly, legal advice should be sought before providing this document to and offering, distributing or selling/on-selling New Ordinary Shares to any other persons or entities. This Announcement, the Prospectus and the Supplementary Prospectus does not constitute an issuance prospectus pursuant to Articles 652a or 1156 of

the Swiss Code of Obligations and may not comply with the information standards required thereunder. The New Ordinary Shares will not be listed on the SIX Swiss Exchange nor on any other stock exchange or regulated trading facility in Switzerland, and consequently, the information presented in this Announcement, the Prospectus and the Supplementary Prospectus does not necessarily comply with the information and disclosure standards set out in the relevant listing rules. The documentation of the Company has not been and will not be filed and approved, and may not be able to be approved, by the Swiss Financial Market Supervisory Authority FINMA ("FINMA") under the Swiss Collective Investment Schemes Act (CISA). Therefore, investors do not benefit from protection under the CISA or supervision by FINMA. This document does not constitute investment advice. It may only be used by those persons to whom it has been provided in connection with the New Ordinary Shares and may neither be copied nor directly or indirectly distributed or made available to other persons. If you (or any person for whom you are acquiring New Ordinary Shares) are in Switzerland, you (and any such person) represent and warrant that you are (i) a regulated financial intermediary such as a bank, securities dealer, fund management company, asset manager of collective investment schemes or a central bank, or (ii) a regulated insurance institution.

The Issue is not a public offering (within the meaning of the Securities Act) of securities in the United States. The New 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 except in reliance on Section 4(a)(2) of the Securities Act or in a transaction not subject to the registration requirements of the Securities Act and in accordance with applicable securities laws of any securities regulatory authority of any state or other jurisdiction of the United States.

Each purchaser of New Ordinary Shares located outside the United States, by accepting delivery of this Announcement, the Prospectus and the Supplementary Prospectus, will be deemed to have represented, agreed and acknowledged that it has received a copy of Announcement, the Prospectus and the Supplementary Prospectus and such other information as it deems necessary to make an investment decision and that:

- a) it is not a US Person, is not located in the US and it is acquiring the New Ordinary Shares in an offshore transaction meeting the requirements of Regulation S;
- b) it is aware that the New Ordinary Shares have not been, and will not be, registered under the Securities Act or under any applicable securities laws or regulations of any state of the United States and may not be offered or sold in the United States or to, or for the benefit of, US Persons absent registration under, or an exemption from, or in a transaction not subject to registration under, the Securities Act;
- c) if in the future it decides to offer, sell, transfer, assign or otherwise dispose of the New Ordinary Shares, it will do so only in compliance with an exemption from the registration requirements of the Securities Act;
- d) it understands that the Company, Stifel and their respective directors, officers, agents, employees, advisers and others will rely upon the truth and accuracy of the foregoing representations, agreements and acknowledgments;
- e) if any of the representations, agreements and acknowledgments made by it are no longer accurate or have not been complied with, it will immediately notify the Company and Stifel;
- f) if it is acquiring any New Ordinary Shares as a fiduciary or agent for one or more accounts, it has sole investment discretion with respect to each such account and it has full power to make, and does make, such foregoing representations, agreements and acknowledgments on behalf of each such account; and
- g) if all or part of the funds that it is using or will use to acquire New Ordinary Shares are assets of an employee benefit plan (as defined in Section 3(3) of ERISA) subject to Title I of ERISA, or a plan described in Section 4975(e)(1) of the Code, or an entity whose underlying assets include plan assets for purposes of ERISA or Section 4975 of the Code by reason of a plan's investment in the entity, (i) its acquisition of New Ordinary Shares is permissible under the documents governing the investment of such plan assets; (ii) it has concluded that the acquisition of New Ordinary Shares is consistent with applicable fiduciary responsibilities under ERISA, including ERISA's prudence and diversification requirements, if applicable, and other applicable law; and (iii) its acquisition and the subsequent holding of New Ordinary Shares do not and will not constitute a non-exempt "prohibited transaction" within the meaning of Section 406 of ERISA or Section 4975 of the Code.

Each subscriber for New Ordinary Shares located within the United States, by accepting delivery of this Announcement, the Prospectus and the Supplementary Prospectus, will be deemed to have represented, agreed and acknowledged that it has received a copy of this Announcement, the Prospectus and the Supplementary Prospectus and such other information as it deems necessary to make an investment decision, that all of the foregoing representations (b) - (f) are hereby made and that:

- a) it is acquiring the New Ordinary Shares for the subscriber's own account, does not have any contract, undertaking or arrangement with any person or entity to sell, transfer or grant a participation with respect to any of the New Ordinary Shares and is not acquiring the New Ordinary Shares with a view to or for sale in connection with any distribution of the New Ordinary Shares;
- b) it or a purchaser representative, adviser or consultant relied upon by it in reaching a decision to subscribe has such knowledge and experience in financial, tax and business matters as to enable it or such adviser or consultant to evaluate the merits and risks of an investment in the Company and to make an informed investment decision with respect thereto;
- c) it understands and agrees that the New Ordinary Shares (i) will be offered and sold to it in a transaction that will not be registered under the Securities Act or under any state law, (ii) have not been and will not be registered for offer or sale by it under the Securities Act or any state law, and (iii) may not be reoffered or resold except in accordance with the Securities Act and the rules and regulations thereunder, and all relevant state securities and blue sky laws, rules and regulations; and it understands that the Company has no intention to register the Company, the New Ordinary Shares with the SEC or any state and is under no obligation to assist it in obtaining or complying with any exemption from registration. The Company may require that any transferor furnish a legal opinion satisfactory to the Company and its counsel that the

proposed transfer complies with any applicable federal, state and any other applicable securities laws. Appropriate stop transfer instructions may be placed with respect to the New Ordinary Shares and any certificates issued representing the New Ordinary Shares will contain the following legend;

THE ORDINARY SHARES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR UNDER ANY SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) IN AN OFFSHORE TRANSACTION IN ACCORDANCE WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE SECURITIES ACT, (2) PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT PROVIDED BY RULE 144 THEREUNDER (IF AVAILABLE) OR (3) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT OR IN ANOTHER TRANSACTION EXEMPT FROM, OR NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH THE APPLICABLE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF, THE UNITED STATES.

NO REPRESENTATION CAN BE MADE AS TO THE AVAILABILITY OF THE EXEMPTION PROVIDED BY RULE 144 UNDER THE SECURITIES ACT FOR REALES OF THE ORDINARY SHARES REPRESENTED HEREBY. THE ORDINARY SHARES REPRESENTED HEREBY ARE "RESTRICTED SECURITIES" WITHIN THE MEANING OF RULE 144(a)(3) UNDER THE SECURITIES ACT AND FOR SO LONG AS SUCH SHARES ARE "RESTRICTED SECURITIES", THEY MAY NOT BE DEPOSITED INTO ANY UNRESTRICTED DEPOSITARY RECEIPT FACILITY IN RESPECT OF THE ORDINARY SHARES ESTABLISHED OR MAINTAINED BY A DEPOSITARY BANK. EACH HOLDER, BY ITS ACCEPTANCE OF ORDINARY SHARES, REPRESENTS THAT IT UNDERSTANDS AND AGREES TO THE FOREGOING RESTRICTIONS.

- d) in formulating a decision to invest in the Company, it has not relied or acted on the basis of any representations or other information purported to be given on behalf of the Company except as set forth in the Prospectus and the Supplementary Prospectus (it being understood that no person has been authorised by the Company to furnish any such representations or other information);
- e) it recognises that there is currently no public market for the New Ordinary Shares in the United States and that such a market in the United States is not expected to develop; its overall commitment to the Company and other investments which are not readily marketable is not disproportionate to its net worth and it has no need for immediate liquidity in its investment in the New Ordinary Shares;
- f) it can afford a complete loss of its investment in the Company and can afford to hold its investment in the Company for an indefinite period of time;
- g) it has not been and will not be formed or "recapitalized" (as defined below) for the specific purpose of purchasing the New Ordinary Shares and has substantial assets in addition to the funds to be used to purchase the New Ordinary Shares;
- h) the New Ordinary Shares have not been offered to it by means of any general solicitation or general advertising or directed selling efforts by the Company or any person acting on its behalf, including without limitation (i) any advertisement, article, notice, or other communication published in any newspaper, magazine, or similar media or broadcast over television or radio, or contained on a website that is not password-protected, or (ii) any seminar or meeting to which it was invited by any general solicitation or general advertising or directed selling efforts;
- i) it is a QIB, an Accredited Investor and a Qualified Purchaser and has delivered to Stifel an investor representation letter; and
- j) if all or part of the funds that it is using or will use to acquire New Ordinary Shares are assets of an employee benefit plan (as defined in Section 3(3) of ERISA subject to Title I of ERISA, or a plan described in Section 4975(e)(1) of the Code or an entity whose underlying assets include plan assets for purposes of ERISA or Section 4975 of the Code by reason of a plan's investment in the entity: (a) its acquisition of New Ordinary Shares is permissible under the documents governing the investment of such plan assets; (b) it has concluded that the acquisition of New Ordinary Shares is consistent with applicable fiduciary responsibilities under ERISA (including ERISA's prudence and diversification requirements) and other applicable law, if any; and (c) its acquisition and the subsequent holding of New Ordinary Shares do not and will not constitute a non-exempt "prohibited transaction" within the meaning of Section 406 of ERISA or Section 4975 of the Code.

The New Ordinary Shares are only suitable for sophisticated investors who have the requisite knowledge and experience of financial and business matters to evaluate the merits and understand the risks of such an investment. Neither this Announcement, the Prospectus and the Supplementary Prospectus has been approved by or filed with the Jersey Financial Services Commission (the "JFSC"). New Ordinary Shares may only be issued pursuant to the Placing Programme where such issue is valid in the United Kingdom or Guernsey. This Announcement, the Prospectus and Supplementary Prospectus are circulated in Jersey only to persons similar to those to whom, and in a manner similar to that in which, it is for the time being circulated in the United Kingdom or Guernsey as the case may be. Consent under the Control of Borrowing (Jersey) Order 1958 has not been obtained for the circulation of this Announcement, the Prospectus and Supplementary Prospectus and it must be distinctly understood that the JFSC does not accept any responsibility for the financial soundness of or any representations made in connection with the Company. By accepting the offer that is the subject of this Announcement, the Prospectus and Supplementary Prospectus, each prospective investor in Jersey represents and warrants that he or she is in possession of sufficient information to be able to make a reasonable evaluation of the offer. Subject to certain exemptions (if applicable), offers for securities in the Company may only be distributed and promoted in or

from within Jersey by persons with appropriate registration under the Financial Services (Jersey) Law 1998. Neither the Company nor the activities of any functionary with regard to the Company are subject to the provisions of the Financial Services (Jersey) Law 1998.

Neither the Announcement, the Prospectus and the Supplementary Prospectus have been submitted to or approved or authorised by the Policy Council of the States of Guernsey or the Guernsey Financial Services Commission (the "Commission"). The Company will not be regulated by the Commission. The Commission has no ongoing responsibility to monitor the performance of the Company or to protect the interests of investors. This Announcement, the Prospectus and the Supplementary Prospectus and any other offering material relating to the New Ordinary Shares will not be distributed or caused to be distributed directly or indirectly to private investors in the Bailiwick of Guernsey. To the extent to which any promotion of the New Ordinary Shares is deemed to take place in the Bailiwick of Guernsey, the New Ordinary Shares are only being promoted in or from within the Bailiwick of Guernsey to persons licensed under the Protection of Investors (Bailiwick of Guernsey) Law, 1987 (as amended), the Regulation of Fiduciaries, Administration Businesses and Company Directors, etc. (Bailiwick of Guernsey) Law, 2000 (as amended), the Insurance Business (Bailiwick of Guernsey) Law, 2002 (as amended), the Insurance Managers and Insurance Intermediaries (Bailiwick of Guernsey) Law, 2002 (as amended) or the Banking Supervision (Bailiwick of Guernsey) Law, 1994 (as amended). Promotion is not being made in any other way.

The New Ordinary Shares will not be offered, sold, placed or underwritten in Ireland (a) except in circumstances which do not require the publication of a prospectus pursuant to Article 3(2) of Directive 2003/71/EC as implemented in Ireland pursuant to, (Directive 2003/71/EC) Regulations 2005 (S.I. No. 324 of 2005), as amended, and the rules issued by the Central Bank of Ireland (the "CBI") under Section 1363 of the Irish Companies Act 2014 (the "Irish Companies Act"); (b) otherwise than in compliance with the provisions of the Irish Companies Act; (c) otherwise than in compliance with the provisions of the European Communities (Markets in Financial Instruments) Regulations 2007 (S.I. No. 60 of 2007), as amended, and Stifel and any introducer appointed by the Company will conduct themselves in accordance with any codes or rules of conduct and any conditions or requirements, or any other enactment, imposed or approved by the CBI with respect to anything done by them in relation to the Company; (d) otherwise than in compliance with the provisions of the MAR together with all delegated and implementing regulations introduced thereunder, the European Union (Market Abuse) Regulations 2016 (S.I. No. 349 of 2016) and the rules issued by the CBI under Section 1370 of the Irish Companies Act; and (e) except to "professional investors" as defined in the AIFMD and otherwise in accordance with the AIFMD, Commission Delegated Regulation 231/2013, the Irish European Union (Alternative Investment Fund Managers) Regulations 2013 (S.I. No. 257 of 2013), as amended, and any rules issued by the CBI pursuant thereto.

No offer of New Ordinary Shares, which are the subject of the Issue contemplated by this Announcement, has been made or will be made in the Netherlands, as part of their initial distribution or at any time thereafter, directly or indirectly, other than to individuals or legal entities which are considered to be "qualified investors" (*gekwalificeerde beleggers*) within the meaning of Section 1:1 of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*; the "Wft").

The Issue is available, and are and may be made, in or from within the Isle of Man and this Announcement, the Prospectus and the Supplementary Prospectus is being provided in or from within the Isle of Man only: (i) by persons licensed to do so under the Isle of Man Financial Services Act 2008; or (ii) to persons: (a) licensed under Isle of Man Financial Services Act 2008; or (b) falling within exclusion 2(r) of the Isle of Man Regulated Activities Order 2011 (as amended); or (c) whose ordinary business activities involve them in acquiring, holding, managing or disposing of shares or debentures (as principal or agent), for the purposes of their business. The Issue referred to in this Announcement, the Prospectus and the Supplementary Prospectus is not available in or from within the Isle of Man other than in accordance with paragraphs (i) and (ii) above and must not be relied upon by any person unless made or received in accordance with such paragraphs.

Investors in jurisdictions other than Australia, Canada, Japan, South Africa, Switzerland and the United States should consult their professional advisers as to whether they require any governmental or other consents or need to observe any formalities to enable them to purchase any New Ordinary Shares.

No offer of New Ordinary Shares, which are the subject of the Issue contemplated by this Announcement, has been made or will be made in Belgium, unless in reliance on ~~both~~ Article 1 §4 of the Prospectus Regulation (EU) 2017/1129 *juncto* article 5, §1 of the Belgian Law of 19 April 2014 on alternative investment funds and their managers (**AIF-Act**). Any such offer will thus be made exclusively to individuals who or legal entities which are or considered to be both a "professional investors" (*professionele investeerders / investisseurs professionnels*) (as defined by article 3, 30° of the AIF-Act) and a "qualified investor" (*gekwalificeerde beleggers / investisseurs qualifies*) (as defined by article 2(e) of the Prospectus Regulation (EU) 2017/1129) and subject to with respect to such individuals them not qualifying as a consumer for the purposes of Book VI of the Belgian Code of Economic Law.

The offering of the New Ordinary Shares has not been approved or licensed by the UAE Central Bank, the UAE Securities and Commodities Authority (**SCA**) or any other relevant licensing authorities in the UAE, and accordingly does not constitute a public offer of securities in the UAE in accordance with the Commercial Companies Law, Federal Law No. 2 of 2015 (as amended), SCA Resolution No. 3 R.M. of 2017 Concerning the Organization of Promotion and Introduction or otherwise. Accordingly, the New Ordinary Shares may not be offered to the public in the UAE. This Announcement, the Prospectus and the Supplementary Prospectus are strictly private and confidential and are being issued to a limited number of investors: (a) who fall within with the exceptions set out in SCA Resolutions No. 3 R.M. of 2017 (Qualified Investors, excluding natural persons) and have confirmed the same; (b) upon their request and confirmation that they understand that the New Ordinary Shares have not been

approved or licensed by or registered with the SCA, or any other relevant licensing authorities or governmental agencies in the UAE; and (c) must not be provided to any person other than the original recipient, and may not be reproduced or used for any other purpose.

The Financial Services Regulatory Authority of the Abu Dhabi Global Market accepts no responsibility for reviewing or verifying the Announcement, the Prospectus and Supplementary Prospectus or other documents in connection with this Issue. The New Ordinary Shares to which the Announcement, the Prospectus and Supplementary Prospectus relates may be illiquid and/or subject to restrictions on their resale. Prospective purchasers should conduct their own due diligence on the New Ordinary Shares. If you do not understand the contents of this Prospectus you should consult an authorised financial adviser. The offer of the New Ordinary Shares set out in the Announcement, the Prospectus and Supplementary Prospectus is not available to Retail Clients.

Information to Distributors

Solely for the purposes of the product governance requirements contained within: (a) the Product Intervention and Product Governance Sourcebook of the FCA Handbook; and (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II, which is incorporated into UK law by virtue of the European Union (Withdrawal) Act 2018, as amended by The Markets in Financial Instruments (Amendment) (EU Exit) Regulations 2018, as amended from time to time (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the New Ordinary Shares have been subject to a product approval process, which has determined that the New Ordinary Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in the FCA Handbook; and (ii) eligible for distribution to retail investors through advised sales only and to professional clients and eligible counterparties through all distribution channels as are permitted under applicable law (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the New Ordinary Shares may decline and investors could lose all or part of their investment; the New Ordinary Shares offer no guaranteed income and no capital protection; and an investment in the New Ordinary Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Issue and the Placing Programme.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the New Ordinary Shares.

Each distributor is responsible for undertaking its own Target Market Assessment in respect of the New Ordinary Shares and determining appropriate distribution channels.

Marketing disclosures pursuant to AIFMD (as defined below)

The Company is an externally managed alternative investment fund and has appointed the AIFM as its alternative investment fund manager.

The AIFM has complied with the requirements of regulations 50 and 59 of the Alternative Investment Fund Managers Regulations 2013 and is therefore able to market the New Ordinary Shares to professional investors in the United Kingdom.

In accordance with Regulation 43 of the Republic of Ireland's European Union (Alternative Investment Fund Managers) Regulations 2013, the AIFM applied for and received clearance from the Central Bank of Ireland to market to professional investors in Ireland.

In accordance with the Dutch national private placement regime (implementing Article 42 of AIFMD) the AIFM submitted a notification form to the Netherlands Authority for the Financial Markets (*Autoriteit Financiële Markten*) permitting the AIFM to start marketing from the date of submission of the notification form to professional investors in the Netherlands.

In accordance with articles 497 to 499 of the Belgian Act of 19 April 2014 on alternative investment funds, the AIFM has notified and received approval from the Belgium Financial Services and Markets Authority of its intention to market to professional investors in Belgium.

PRIIPs (as defined below)

In accordance with the Regulation (EU) No 1286/2014 of the European Parliament and of the Council of 26 November 2014 on key information documents for packaged retail and insurance-based investment products and its implementing and delegated acts, which is incorporated into UK law by virtue of the European Union (Withdrawal) Act 2018, as amended by The Packaged Retail and Insurance-based Investment Products (Amendment) (EU Exit) Regulations 2019, as amended from time to time (the "**PRIIPs Regulation**"), the AIFM has prepared a key information document (the "**KID**") in respect of the New Ordinary Shares. The KID is made available by the AIFM to "retail investors" prior to them making an investment decision in respect of the New Ordinary Shares at www.supermarketincomereit.com.

If you are distributing New Ordinary Shares, it is your responsibility to ensure that the KID is provided to any clients that are "retail clients".

The Company is the only manufacturer of the New Ordinary Shares for the purposes of the PRIIPs Regulation and neither of Stifel or the AIFM are manufacturers for these purposes. Neither of Stifel or the AIFM makes any representations, express or implied, or accepts any responsibility whatsoever for the contents of the KID prepared by the Company nor accepts any responsibility to update the contents of the KID in accordance with the PRIIPs Regulation, to undertake any review processes in relation thereto or to provide the KID to future distributors of Ordinary Shares. Each of Stifel and the AIFM and their respective affiliates accordingly disclaim all and any liability whether arising in tort or contract or otherwise which it or they might have in respect of the key information documents prepared by the Company. Investors should note that the procedure for calculating the risks, costs and potential returns in the KID are prescribed by laws. The figures in the KID may not reflect actual returns for the Company and anticipated performance returns cannot be guaranteed.

Appendix 1 - Terms and Conditions of the Issue**INTRODUCTION**

IMPORTANT INFORMATION FOR REGARDING THE ISSUE.

THIS ANNOUNCEMENT, INCLUDING THIS APPENDIX, AND THE INFORMATION IN IT, IS RESTRICTED, AND IS NOT FOR PUBLICATION, RELEASE OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, TO U.S. PERSONS OR, IN OR INTO THE UNITED STATES, OR IN OR INTO THE EXCLUDED TERRITORIES.

IMPORTANT INFORMATION ON THE ISSUE FOR INVITED PLACEES ONLY.

THE NEW ORDINARY SHARES THAT ARE THE SUBJECT OF THE ISSUE ARE NOT BEING OFFERED OR SOLD TO ANY PERSON IN THE EUROPEAN UNION, OTHER THAN TO QUALIFIED INVESTORS, WHICH INCLUDES LEGAL ENTITIES WHICH ARE REGULATED BY THE FCA OR ENTITIES WHICH ARE NOT SO REGULATED WHOSE CORPORATE PURPOSE IS SOLELY TO INVEST IN SECURITIES.

MEMBERS OF THE PUBLIC ARE NOT ELIGIBLE TO TAKE PART IN THE ISSUE. THIS ANNOUNCEMENT (INCLUDING THIS APPENDIX) AND THE TERMS AND CONDITIONS SET OUT HEREIN ARE FOR INFORMATION PURPOSES ONLY AND ARE DIRECTED ONLY AT: (A) IN A MEMBER STATE OF THE EEA, PERSONS WHO ARE QUALIFIED INVESTORS; (B) IN THE UNITED KINGDOM, UK QUALIFIED INVESTORS WHO ARE PERSONS WHO (I) FALL WITHIN ARTICLE 19(5) OF THE ORDER, FALL WITHIN ARTICLE 49(2)(A) TO (D) OF THE ORDER; OR ARE PERSONS TO WHOM IT MAY OTHERWISE BE LAWFULLY COMMUNICATED AND (II) ARE A "PROFESSIONAL CLIENT" OR AN "ELIGIBLE COUNTERPARTY" WITHIN THE MEANING OF CHAPTER 3 OF THE FCA'S CONDUCT OF BUSINESS SOURCEBOOK (ALL SUCH PERSONS TOGETHER BEING REFERRED TO AS "RELEVANT PERSONS"). THIS ANNOUNCEMENT (INCLUDING THIS APPENDIX) AND THE TERMS AND CONDITIONS SET OUT HEREIN MUST NOT BE ACTED ON OR RELIED ON BY PERSONS WHO ARE NOT RELEVANT PERSONS. ANY INVESTMENT OR INVESTMENT ACTIVITY TO WHICH THIS ANNOUNCEMENT (INCLUDING THIS APPENDIX) AND THE TERMS AND CONDITIONS SET OUT HEREIN RELATES IS AVAILABLE ONLY TO RELEVANT PERSONS AND WILL BE ENGAGED IN ONLY WITH RELEVANT PERSONS.

THIS APPENDIX, AND THE ANNOUNCEMENT OF WHICH IT FORMS PART, IS FOR INFORMATION PURPOSES ONLY AND DOES NOT ITSELF CONSTITUTE AN OFFER FOR SALE OR SUBSCRIPTION OF ANY SECURITIES IN THE COMPANY. THIS ANNOUNCEMENT DOES NOT CONSTITUTE A RECOMMENDATION REGARDING ANY SECURITIES.

THIS ANNOUNCEMENT, INCLUDING THIS APPENDIX, IS NOT AN OFFER FOR SALE OR SUBSCRIPTION IN ANY JURISDICTION IN WHICH SUCH OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL UNDER THE SECURITIES LAWS OF ANY SUCH JURISDICTION. THIS ANNOUNCEMENT, INCLUDING THIS APPENDIX, IS NOT AN OFFER OF OR SOLICITATION TO PURCHASE OR SUBSCRIBE FOR SECURITIES IN THE UNITED STATES.

EACH PLACEE SHOULD CONSULT WITH ITS OWN ADVISERS AS TO LEGAL, TAX, BUSINESS AND RELATED ASPECTS OF AN INVESTMENT IN NEW ORDINARY SHARES. THE PRICE OF THE NEW ORDINARY SHARES IN THE COMPANY AND THE INCOME FROM THEM (IF ANY) MAY GO DOWN AS WELL AS UP AND INVESTORS MAY NOT GET BACK THE FULL AMOUNT INVESTED ON DISPOSAL OF THE NEW ORDINARY SHARES.

Placees will be deemed to have read and understood this Announcement, the Prospectus, the Supplementary Prospectus and these terms and conditions in their entirety and to be making such offer on the terms and conditions as set out herein and those terms and conditions as set out in the Prospectus (as supplemented by the Supplementary Prospectus) and to be providing the representations, warranties, acknowledgements, and undertakings contained in this Appendix and the Prospectus (as supplemented by the Supplementary Prospectus). In particular, each such Placee represents, warrants and acknowledges that:

1. it is a Relevant Person and undertakes that it will acquire, hold, manage or dispose of any New Ordinary Shares that are allocated to it for the purposes of its business;
2. in the case of Relevant Person in a Member State of the EEA which has implemented the Prospectus Regulation who acquires any New Ordinary Shares pursuant to the Issue, (a) it is a Qualified Investor; and (b) where New Ordinary Shares are acquired by it as a financial intermediary, as that term is used in Article 5(1) of the Prospectus Regulation, (i) the New Ordinary Shares acquired by it have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Member State of the EEA which has implemented the Prospectus Regulation other than Qualified Investors or in circumstances in which the prior consent of Stifel has been given to the offer or resale; or (ii) where New Ordinary Shares have been acquired by it on behalf of persons in any Member State of the EEA other than Qualified Investors, the offer of those New Ordinary Shares to it is not treated under the Prospectus Regulation as having been made to such persons;
3. in the case of a Relevant Person in the United Kingdom who acquires any New Ordinary Shares pursuant to the Issue, it is (a) a UK Qualified Investor; and (b) where New Ordinary Shares are acquired by it as a financial intermediary, as that term is used in Article 5(1) of the UK Prospectus Regulation, (i) the New Ordinary Shares acquired by it have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in the United Kingdom other than UK Qualified Investors or in circumstances in which the prior consent of Stifel has been given to the offer or resale; or (ii) where New

Ordinary Shares have been acquired by it on behalf of persons in the United Kingdom other than UK Qualified Investors, the offer of those New Ordinary Shares to it is not treated under the UK Prospectus Regulation as having been made to such persons; and

4. either (A) (1) it is not a U.S. Person, (2) it is not located in the United States, and (3) it is not acquiring the New Ordinary Shares for the account or benefit of a U.S. Person; or (ii) it is a dealer or other professional fiduciary in the United States acting for a discretionary account (other than an estate or trust) held for the benefit or account of a non U.S. person or (B) it is a QIB, an Accredited Investor and a Qualified Purchaser.

The Company and Stifel will rely upon the truth and accuracy of the foregoing representations, acknowledgements and agreements.

The Company and/or Stifel may require any Placee to agree to such further terms and/or conditions and/or give such additional warranties and/or representations as it/they (in its/their absolute discretion) sees fit.

This Announcement (including this Appendix) does not constitute an offer, and may not be used in connection with an offer, to sell or issue or the solicitation of an offer to buy or subscribe for New Ordinary Shares in any jurisdiction in which such offer or solicitation is or may be unlawful. This Announcement (including this Appendix) and the information contained herein is not for publication or distribution, directly or indirectly, to persons in the United States, the Excluded Territories or in any jurisdiction in which such publication or distribution is unlawful. Persons who come into possession of this Announcement are required by the Company to inform themselves about and to observe any restrictions of transfer of this Announcement. No public offer of securities of the Company is being made in the United Kingdom, the United States or elsewhere.

In particular, the New Ordinary Shares referred to in this Announcement have not been and will not be registered under the Securities Act or under any laws of, or with any securities regulatory authority of, any state or other jurisdiction of the United States, and may not be offered, sold, resold, transferred or delivered, directly or indirectly, in the United States or to, or for the account or benefit of, U.S. Persons, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction in the United States, and under circumstances that would not result in the Company being in violation of the Investment Company Act.

The New Ordinary Shares have not been, nor will they be, registered under or offered in compliance with the securities laws of any state, province or territory of any of the Excluded Territories. Accordingly, the New Ordinary Shares may not (unless an exemption under the relevant securities laws is applicable) be offered, sold, resold or delivered, directly or indirectly, in or into the Excluded Territories or any other jurisdiction outside the United Kingdom.

Persons (including, without limitation, nominees and trustees) who have a contractual or other legal obligation to forward a copy of this Appendix or the Announcement of which it forms part should seek appropriate advice before taking any action.

DEFINITIONS

For the purposes of this Appendix:

"Admission" means admission of the New Ordinary Shares to the Specialist Fund Segment of the London Stock Exchange's Main Market for listed securities;

"AIFM" means JTC Global AIFM Solutions Limited, a limited liability company incorporated on 9 January 2017 in Guernsey (registered number 17484) with registered address Ground Floor, Dorey Court, Admiral Park, St Peter Port, Guernsey GY1 2HT;

"AIFMD" means the Alternative Investment Fund Managers Directive (Directive 2011/61/EU) (which forms part of UK domestic law by virtue of the UK AIFMD Rules);

"Articles" means the articles of association of the Company;

"COBS" means Conduct of Business Sourcebook in the FCA's Handbook of Rules and Guidance;

"Code" means US Internal Revenue Code of 1986, as amended;

"CREST" means the computerised settlement system operated by Euroclear UK and Ireland Limited which facilitates the transfer of title to shares in uncertificated form;

"CRS" means the United Kingdom's International Tax Compliance Regulations 2015 (SI 2015/878), the Common Standard on Reporting Due Diligence for Financial Account Information published by the OECD and the EU Directive on administrative co-operation in the field of taxation (2011/16/EC), together with any forms, instructions or other guidance issued thereunder now or in the future);

"EEA" means the European Economic Area being the countries included as such in the Agreement on European Economic Area, dated 1 January 1994, among Iceland, Liechtenstein, Norway, the European Community and the Member States, as may be modified, supplemented or replaced;

"EPRA NTA" means the value of the assets of the Company less its liabilities as determined in accordance with the procedure set by the Directors from time to time and, where the context requires, the part of that amount attributable to a particular class of shares;

"ERISA" means the US Employee Retirement Income Security Act of 1974, as amended from time to time;

"Excluded Territory" means Canada, Japan, Australia, the Republic of South Africa and the U.S. and any jurisdiction where the extension or availability of the Issue (and any other transaction contemplated thereby) would breach any applicable laws or regulations, and "Excluded Territories" shall mean any of them;

"FATCA" means sections 1471 to 1474 of the Code, any current or future regulations or official interpretations thereof, any agreement entered into pursuant to Section 1471(b) of the Code, or any US or non-US fiscal or regulatory legislation rules, guidance notes or practices adopted pursuant to any intergovernmental agreement entered into in connection with the implementation of such Sections of the Code or analogous provisions of non-US law;

"FCA" means the UK Financial Conduct Authority;

"Investment Adviser" means Atrato Capital Limited, a private limited company incorporated in England and Wales (registered number: 10532978) with registered address c/o Hillier Hopkins LLP First Floor, Radius House, 51 Claredon Road, Watford, Hertfordshire WD17 1HP;

"Investment Company Act" means the US Investment Company Act of 1940, as amended;

"Issue" means the proposed placing by the Company targeting gross proceeds of approximately £100 million;

"Issue Price" means 106 pence for each New Ordinary Share;

"Libor" means the London Interbank Offered Rate, being the average rate of interest that leading banks in London charge when lending to other banks;

"London Stock Exchange" means the London Stock Exchange Plc;

"Market Abuse Regulation" means Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse as it forms part of UK domestic law as part of the European Union (Withdrawal) Act 2018;

"Member State" means a sovereign state which is a member of the European Union;

"New Ordinary Shares" means new Ordinary Shares to be issued pursuant to the Issue;

"Ordinary Shares" means ordinary shares of £0.01 each in the capital of the Company

"Order" means the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended;

"Placee" means a Relevant Person (including individuals, funds or otherwise) by whom or on whose behalf a commitment to subscribe for New Ordinary Shares has been given;

"Placing Agreement" means the Placing Agreement dated 17 September 2020 and the addendum to the Placing Agreement dated 4 March 2021 between the Company, the Investment Adviser and Stifel in connection with the Issue;

"Placing Programme" has the meaning given in the Prospectus;

"Prospectus" means the prospectus published by the Company on 17 September 2020;

"Prospectus Regulation" means Regulation (EU) 2017/1129 as amended;

"QIB" means a "qualified institutional buyer" as defined in Rule 144A under the Securities Act;

"Qualified Investors" has the meaning defined in Article 2(e) of the Prospectus Regulation;

"Registrar" means Link Asset Services;

"Regulation D" means Regulation D promulgated under the Securities Act;

"Regulation S" means Regulation S promulgated under the Securities Act;

"Regulatory Information Service" means a regulated information service approved by the FCA and on the list of Regulatory Information Services maintained by the FCA;

"Relevant Member State" means each member state of the EEA that has implemented the Prospectus Regulation;

"Relevant Person" means (a) Qualified Investors; (b) in the UK, Qualified Investors who are persons who (i) fall within Article 19(5) of the Order, fall within Article 49(2)(A) to (D) of the Order, or are persons to whom it may otherwise be lawfully communicated and (ii) are a "professional client" or an "eligible counterparty" within the meaning of Chapter 3 of COBS;

"Rule 144A" means Rule 144A under the Securities Act;

"Securities Act" means the US Securities Act of 1933, as amended;

"Supplementary Prospectus" means the supplementary prospectus published by the Company on or about the date of this Announcement;

"UK AIFMD Rules" means the laws, rules and regulations implementing AIFMD into UK domestic law including, without limitation, the Alternative Investment Fund Managers Regulations 2013 (No. 1173/2013) and the Investment Funds Sourcebook of the FCA;

"UK Prospectus Regulation" means the Prospectus Regulation which forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018;

"UK Qualified Investors" has the meaning defined in Article 2(e) of the UK Prospectus Regulation;

"U.S." or "United States" means the United States of America, its states, territories and possessions, including the District of Columbia; and

"US Person" or "U.S. Person" has the meaning given in Regulation S.

DETAILS OF THE ISSUE

Stifel has entered into the Placing Agreement with the Company and the Investment Adviser under which Stifel has, on the terms and subject to the conditions set out therein, undertaken to use its reasonable endeavours to procure, as agent for the Company, subscribers for the New Ordinary Shares at the Issue Price.

The Placing Agreement contains customary warranties given by the Company and the Investment Adviser to Stifel as to matters relating to the Company and its business and a customary indemnity given by the Company to Stifel in respect of liabilities arising out of, or in connection with, the Issue.

Stifel (after consultation with the Company and the Investment Adviser) reserves the right to scale back the number of New Ordinary Shares to be subscribed by any Placee in the event of applications in excess of the target amount under the Issue. The Company and Stifel also reserve the right not to accept offers to subscribe for New Ordinary Shares or to accept such offer in part rather than in whole. Stifel shall be entitled to effect the Issue by such method as they shall in their sole discretion determine. To the fullest extent permissible by law, neither Stifel nor any holding company of Stifel nor any subsidiary branch or affiliate of Stifel (each an affiliate) nor any person acting on behalf of any of the foregoing shall have any liability to the Placees (or to any other person whether acting on behalf of a Placee or otherwise). In particular, neither Stifel, nor any affiliate thereof nor any person acting on their behalf shall have any liability to Placees in respect of Stifel's conduct of the Issue.

Each Placee's obligations will be owed to the Company and to Stifel. Following the oral confirmation referred to below in the paragraph entitled "Participation in, and principal terms of, the Issue", each Placee will also be deemed to give an immediate, separate, irrevocable and binding obligation, owed to Stifel and the Company, to pay to Stifel (or as Stifel may direct) as placing agent of the Company in cleared funds an amount equal to the product of the Issue Price and the number of New Ordinary Shares which such Placees has agreed to acquire.

Each Placee agrees to indemnify on demand and hold each of Stifel, the Company, the AIFM and the Investment Adviser and their respective affiliates harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of the acknowledgments, undertakings, representations, warranties and agreements set forth in these terms and conditions and any contract note.

The Issue is also conditional upon the fulfilment of the conditions in relation to any Issue under the Placing Agreement and the Placing Agreement not being terminated in accordance with its terms prior to Admission. Further details of conditions in relation to the Issue are set out below in the paragraph entitled "Conditions of the Issue".

APPLICATION FOR ADMISSION TO TRADING

Application will be made to the London Stock Exchange for Admission. It is expected that settlement of any such New Ordinary Shares and Admission will become effective on or around 8.00 a.m. on 23 March 2021 and that dealings in the New Ordinary Shares will commence at that time.

PAYMENT FOR SHARES

Each Placee must pay the Issue Price for the New Ordinary Shares issued to the Placee in the manner and by the time directed by Stifel. If any Placee fails to pay as so directed and/or by the time directed, the relevant Placee's application for New Ordinary Shares shall at Stifel's discretion either be rejected or accepted in which case the paragraph below entitled "Registration and Settlement" shall apply to such application.

PARTICIPATION IN, AND PRINCIPAL TERMS OF, THE ISSUE

Stifel (whether through itself or any of its affiliates) is arranging the Issue as placing agent of the Company for the purpose of using reasonable endeavours to procure Placees at the Issue Price for the New Ordinary Shares.

Participation in the Issue will only be available to persons who may lawfully be, and are, invited to participate by Stifel. Stifel and its affiliates may participate in the Issue as principal.

By participating in the Issue, Placees will be deemed to have read and understood this Announcement, including this Appendix, the Prospectus (as supplemented by the Supplementary Prospectus) in their entirety and to be participating and making an offer for New Ordinary Shares on the terms and conditions, and to be providing the representations, warranties, acknowledgements, agreements and undertakings contained in both this Appendix and the Prospectus (as supplemented by the Supplementary Prospectus).

This Appendix gives details of the terms and conditions of, and the mechanics of participation in, the Issue. No commissions will be paid to Placees or by Placees in respect of any New Ordinary Shares.

Each Placee's allocation will be confirmed to Placees orally by Stifel, and a trade confirmation or contract note will be dispatched as soon as possible thereafter. The oral confirmation to such Placee will constitute an irrevocable legally binding commitment upon such person (who will at that point become a Placee) in favour of Stifel and the Company, under which it agrees to acquire the number of New Ordinary Shares allocated to it at the Issue Price on the terms and conditions set out in this Appendix, the Prospectus (as supplemented by the Supplementary Prospectus) and in accordance with the Articles.

Except as required by law or regulation, no press release or other announcement will be made by Stifel or the Company using the name of any Placee (or its agent), in its capacity as Placee (or agent), other than with such Placee's prior written consent.

Irrespective of the time at which a Placee's allocation pursuant to the Issue is confirmed, settlement for all New Ordinary Shares to be acquired pursuant to the Issue will be required to be made at the same time, on the basis explained below under the paragraph entitled "Registration and Settlement".

All obligations under the Issue will be subject to fulfilment or (where applicable) waiver of, amongst other things, the conditions referred to below and to the Issue not being terminated on the basis referred to below.

By participating in the Issue, each Placee will agree that its rights and obligations in respect of the Issue will terminate only in the circumstances described below and will not be capable of rescission or termination by the Placee.

To the fullest extent permissible by law, none of the Company, Stifel or any of their respective affiliates shall have any liability to Placees (or to any other person whether acting on behalf of a Placee or otherwise of these terms and conditions). In particular, none of the Company, Stifel or any of their respective affiliates shall have any liability (including to the fullest extent permissible by law, any fiduciary duties) in respect of Stifel's conduct of the Issue. Each Placee acknowledges and agrees that the Company is responsible for the allotment of the New Ordinary Shares to the Placees and Stifel shall have no liability to the Placees for the failure of the Company to fulfil those obligations.

CONDITIONS OF THE ISSUE

The Issue is conditional upon the Placing Agreement becoming unconditional and not having been terminated in accordance with its terms prior to Admission.

Stifel's obligations under the Placing Agreement in respect of the New Ordinary Shares are conditional on, *inter alia*:

1. the Company allotting, subject only to Admission, the New Ordinary Shares in accordance with the Placing Agreement; and
2. Admission taking place not later than 8.00 a.m. on 23 March 2021.

If (a) any of the conditions contained in the Placing Agreement in relation to the New Ordinary Shares are not fulfilled or waived by Stifel by the respective time or date where specified (or such later time or date as the Company and Stifel may agree being not later than 8.00 a.m. on 20 April 2021 (the "Final Date")); or (b) the Placing Agreement is terminated as described below, the Issue in relation to the New Ordinary Shares will lapse and the Placee's rights and obligations hereunder in relation to the New Ordinary Shares shall cease and terminate at such time and each Placee agrees that no claim can be made by the Placee in respect thereof.

Subject to certain exceptions, Stifel may, at its absolute discretion and upon such terms as it thinks fit, waive, or extend the period (up to the Final Date) for, compliance by the Company with the whole or any part of any of the Company's obligations in relation to the conditions in the Placing Agreement. Any such extension or waiver will not affect Placees' commitments as set out in this Announcement.

Neither Stifel nor the Company shall have any liability to any Placee (or to any other person whether acting on behalf of a Placee or otherwise) in respect of any decision they may make as to whether or not to waive or to extend the time and/or date for the satisfaction of any condition to the Issue nor for any decision they may make as to the satisfaction of any condition or in respect of the Issue generally and by participating in the Issue each Placee agrees that any such decision is within the absolute discretion of Stifel.

RIGHT TO TERMINATE UNDER THE PLACING AGREEMENT

Stifel is entitled, at any time before Admission, to terminate the Placing Agreement by giving notice to the Company in certain circumstances, including, *inter alia*:

1. in the opinion of Stifel (acting in good faith), the Company fails to comply with any of its obligations under the Placing Agreement and that failure is material in the context of the Issue or dealing in Ordinary Shares following Admission; or
2. in the opinion of Stifel (acting in good faith), there has been a development or event (or any development or event involving a prospective change of which the Company is, or might reasonably be expected to be, aware) which will or is likely to have a material adverse effect on or affecting the operations, the condition (financial, operational, legal or otherwise), prospects, management, results of operations, financial position, business or general affairs of the Company taken as a whole; or
3. in the opinion of Stifel (acting in good faith) there has been a change in national or international financial, political, economic or stock market conditions (primary or secondary); an incident of terrorism, outbreak or escalation of hostilities, war, declaration of martial law or any other calamity or crisis; a suspension or

material limitation in trading of securities generally on any stock exchange; any change in currency exchange rates or exchange controls or a disruption of settlement systems or a material disruption in commercial banking, as would be likely to prejudice the success of the Issue.

Following Admission, the Placing Agreement is not capable of termination to the extent that it relates to the Issue of the New Ordinary Shares.

The rights and obligations of the Placees shall terminate only in the circumstances described in this Appendix and in the Placing Agreement and will not be subject to termination by the Placee or any prospective Placee at any time or in any circumstances. By participating in the Issue, Placees agree that the exercise by Stifel of any right of termination or other discretion under the Placing Agreement shall be within the absolute discretion of Stifel, and that it need not make any reference to Placees and that it shall have no liability to Placees whatsoever in connection with any such exercise or decision not to exercise. Placees will have no rights against Stifel, the Company or any of their respective directors or employees under the Placing Agreement pursuant to the Contracts (Rights of Third Parties) Act 1999 (as amended).

PROSPECTUS

The New Ordinary Shares are being offered to Relevant Persons pursuant to the Placing Programme established by and pursuant to the terms of the Prospectus. Placees' commitments will be made solely on the basis of the information contained in this Announcement (including this Appendix) and the Prospectus (as supplemented by the Supplementary Prospectus).

Each Placee, by accepting a participation in the Issue, agrees that the content of this Announcement, including this Appendix, and the Prospectus (as supplemented by the Supplementary Prospectus) is exclusively the responsibility of the Company and confirms that it has neither received nor relied on any other information, representation, warranty, or statement made by or on behalf of the Company, Stifel, the Investment Adviser or any other person and neither Stifel nor the Company nor the Investment Adviser nor any other person will be liable for any Placee's decision to participate in the Issue based on any other information, representation, warranty or statement which the Placees may have obtained or received. Each Placee acknowledges and agrees that it has relied on its own investigation of the business, financial or other position of the Company in accepting a participation in the Issue. Nothing in this paragraph shall exclude the liability of any person for fraudulent misrepresentation.

REGISTRATION AND SETTLEMENT

Settlement of transactions in the New Ordinary Shares following Admission will take place within CREST provided that, subject to certain exceptions, Stifel reserves the right to require settlement for, and delivery of, the New Ordinary Shares (or a portion thereof) to Placees by such other means that it deems necessary if delivery or settlement is not possible or practicable within CREST within the timetable set out in this Announcement or would not be consistent with the regulatory requirements in any Placee's jurisdiction.

Each Placee allocated New Ordinary Shares in the Issue will be sent a trade confirmation or contract note stating the number of New Ordinary Shares allocated to it at the Issue Price, the aggregate amount owed by such Placee to Stifel (as agent for the Company) and settlement instructions. Each Placee agrees that it will do all things necessary to ensure that delivery and payment is completed in accordance with either the CREST or certificated settlement instructions that it has in place with Stifel.

It is expected that settlement in respect of the New Ordinary Shares will be on or around 23 March 2021 on a T+2 basis in accordance with the instructions set out in the trade confirmation.

Interest is chargeable daily on payments not received from Placees on the due date in accordance with the arrangements set out above at the rate of two percentage points above Libor as determined by Stifel.

Each Placee is deemed to agree that, if it does not comply with these obligations, Stifel may sell any or all of the New Ordinary Shares allocated to that Placee on such Placee's behalf and retain from the proceeds, for Stifel's account and benefit (as agent for the Company), an amount equal to the aggregate amount owed by the Placee plus any interest due. Any excess proceeds will pass to the relevant Placee at its risk. The relevant Placee will, however, remain liable and shall indemnify Stifel on demand for any shortfall below the aggregate amount owed by it and may be required to bear any stamp duty or stamp duty reserve tax or securities transfer tax (together with any interest or penalties) which may arise upon the sale of such New Ordinary Shares on such Placee's behalf. By communicating a bid for New Ordinary Shares, each Placee confers on Stifel all such authorities and powers necessary to carry out any such sale and agrees to ratify and confirm all actions which Stifel lawfully takes in pursuance of such sale.

If New Ordinary Shares are to be delivered to a custodian or settlement agent, Placees should ensure that the trade confirmation or contract note is copied and delivered immediately to the relevant person within that organisation.

Insofar as New Ordinary Shares are registered in a Placee's name or that of its nominee or in the name of any person for whom a Placee is contracting as agent or that of a nominee for such person, such New Ordinary Shares should, subject as provided below, be so registered free from any liability to UK stamp duty or stamp duty reserve tax or securities transfer tax. Placees will not be entitled to receive any fee or commission in connection with the Issue.

REPRESENTATIONS, WARRANTIES AND FURTHER TERMS

By participating in the Issue, each Placee (and any person acting on such Placee's behalf) makes the following representations, warranties, acknowledgements, agreements and undertakings (as the case may be) to the Company and Stifel, namely that, each Placee (and any person acting on such Placee's behalf):

1. in agreeing to subscribe for New Ordinary Shares under the Issue, it is relying solely on the Prospectus, the Supplementary Prospectus and this Announcement (including this Appendix) and not on any other information given, or representation or statement made at any time, by any person concerning the Company or the Issue. It agrees that none of the Company, the Investment Adviser or Stifel nor any of their respective officers, agents or employees, will have any liability for any other information or representation. It irrevocably and unconditionally waives any rights it may have in respect of any other information or representation;
2. if the laws of any territory or jurisdiction outside the United Kingdom are applicable to its agreement to subscribe for New Ordinary Shares under the Issue, it warrants that 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 or jurisdiction and that it has not taken any action or omitted to take any action which will or might reasonably be expected to result in the Company, the Investment Adviser or Stifel or any of their respective officers, agents or employees 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 Issue;
3. it has carefully read and understands the Prospectus, the Supplementary Prospectus and this Announcement (including this Appendix) and any supplementary prospectus issued prior to Admission in its entirety and acknowledges that it is acquiring New Ordinary Shares on the terms and subject to the conditions set out in these terms and conditions and the Articles as in force at the date of Admission;
4. it has not relied on Stifel or any person affiliated with Stifel in connection with any investigation of the accuracy of any information contained in the Prospectus, the Supplementary Prospectus and this Announcement (including this Appendix);
5. the content of this Announcement, the Prospectus, the Supplementary Prospectus and any supplementary prospectus issued by the Company is exclusively the responsibility of the Company and its Directors and neither Stifel nor any person acting on their respective behalf nor any of their respective affiliates are responsible for or shall have any liability for any information, representation or statement contained in this Announcement, the Prospectus, the Supplementary Prospectus and any supplementary prospectus or any information published by or on behalf of the Company and will not be liable for any decision by a Placee to participate in the Issue based on any information, representation or statement contained in this Announcement, the Prospectus, the Supplementary Prospectus or otherwise;
6. it acknowledges that no person is authorised in connection with the Issue to give any information or make any representation other than as contained in this Announcement, the Prospectus, the Supplementary Prospectus and any further supplementary prospectus and, if given or made, any information or representation must not be relied upon as having been authorised by the Company, the Investment Adviser or Stifel;
7. it acknowledges the price per New Ordinary Share is fixed at the Issue Price and is payable to Stifel on behalf of the Company in accordance with the terms of this Announcement (including this Appendix);
8. it has the funds available to pay in full for the New Ordinary Shares it has agreed to subscribe for pursuant to its placing commitments and it will pay the total subscription in accordance with these terms set out in this Announcement (including this Appendix);
9. 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 of the Finance Act 1986 (depository receipts and clearance services);
10. it accepts that none of the Ordinary Shares or New Ordinary Shares have been or will be registered under the laws of the United States, Australia, Canada, the Republic of South Africa or Japan or any other jurisdiction where the exclusion or availability of the Issue would breach any applicable law. Accordingly, New Ordinary Shares may not be offered, sold, issued or delivered, directly or indirectly, within any of the United States, Australia, Canada, the Republic of South Africa or Japan unless an exemption from any registration requirement is available;
11. it acknowledges that (i) the Company believes that it may be treated as a "passive foreign investment company" and/or a "controlled foreign corporation" for US federal income tax purposes for its current or any future taxable year, (ii) it understands that there may be certain adverse US tax consequences to such classifications, and (iii) it will seek its own independent specialist advice with respect to the impact of these possible classifications and other US tax consequences to it of investing in the New Ordinary Shares;
12. if it is within the United Kingdom, it is: (i) a person who falls within Articles 49(2)(a) to (d) or 19(5) of the Order or it is a person to whom the New 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, it is a person to whom the New Ordinary Shares may be lawfully offered under that other jurisdiction's laws and regulations; or (ii) a person who is a "professional client" or an "eligible counterparty" within the meaning of Chapter 3 of the FCA's Conduct of Business Sourcebook;
13. it (i) is entitled to subscribe for New Ordinary Shares under the laws of all relevant jurisdictions; (ii) has fully observed the laws of all relevant jurisdictions; (iii) has the requisite capacity and authority and is entitled to enter into and perform its obligations as a subscriber for New Ordinary Shares and will honour such obligations; and (iv) has obtained all necessary consents and authorities to enable it to enter into the transactions contemplated hereby and to perform its obligations thereby;

14. if it is a resident in the EEA, (a) it is a Qualified Investor; and (b) if that relevant Member State has implemented the AIFMD, that it is a person to whom the New Ordinary Shares may lawfully be marketed under the AIFMD or under the applicable implementing legislation (if any) of that relevant Member State;
15. if it is a resident of the United Kingdom, (a) it is a UK Qualified Investor; and (b) that it is a person to whom the New Ordinary Shares may lawfully be marketed under the AIFMD;
16. in the case of any New Ordinary Shares acquired by a Placee as a financial intermediary within the EEA as that term is used in the Prospectus Regulation (i) the New Ordinary Shares acquired by it in the Issue 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 Member State other than Qualified Investors or in circumstances in which the prior consent of Stifel has been given to the offer or resale; or (ii) where New Ordinary Shares have been acquired by it on behalf of persons in any Member State of the EEA other than Qualified Investors, the offer of those New Ordinary Shares to it is not treated under the Prospectus Regulation as having been made to such persons; or
17. in the case of any New Ordinary Shares acquired by a Placee as a financial intermediary within the United Kingdom as that term is used in the UK Prospectus Regulation (i) the New Ordinary Shares acquired by it in the Issue have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in the United Kingdom other than UK Qualified Investors or in circumstances in which the prior consent of Stifel has been given to the offer or resale; or (ii) where New Ordinary Shares have been acquired by it on behalf of persons in the United Kingdom other than UK Qualified Investors, the offer of those New Ordinary Shares to it is not treated under the UK Prospectus Regulation as having been made to such persons; or
18. if it is outside the United Kingdom, neither this Announcement (including this Appendix) the Prospectus, the Supplementary Prospectus and any further supplementary prospectus issued by the Company nor any other offering, marketing or other material in connection with the Issue or New Ordinary Shares constitutes an invitation, offer or promotion to, or arrangement with, it or any person whom it is procuring to subscribe for New Ordinary Shares pursuant to the Issue 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 New 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;
19. 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 New Ordinary Shares and it is not acting on a non-discretionary basis for any such person;
20. if the Placee is a natural person, such Placee is not under the age of majority (18 years of age in the United Kingdom) on the date of such Placee's agreement to subscribe for New Ordinary Shares under the Issue and will not be any such person on the date any such agreement to subscribe under the Issue is accepted;
21. it has complied and will comply with all applicable provisions of the Criminal Justice Act 1993 and the Market Abuse Regulation with respect to anything done by it in relation to the Issue and/or New the Shares;
22. it has not, directly or indirectly, distributed, forwarded, transferred or otherwise transmitted this Announcement, the Prospectus, the Supplementary Prospectus or any further supplementary prospectus issued by the Company) or any other offering materials concerning the Issue or the New Ordinary Shares to any persons within the United States or to any US Persons, nor will it do any of the foregoing;
23. it represents, acknowledges and agrees to the representations, warranties and agreements as set out under the heading "United States Purchase and Transfer Restrictions" below;
24. it acknowledges that neither Stifel nor any of its respective affiliates, nor any person acting on Stifel's behalf is making any recommendations to it or advising it regarding the suitability of any transactions it may enter into in connection with the Issue or providing any advice in relation to the Issue and its participation in the Issue is on the basis that it is not and will not be a client of Stifel and that Stifel does not have any duties or responsibilities to it for providing the protections afforded to its clients or for providing advice in relation to the Issue nor in respect of any representations, warranties, undertaking or indemnities otherwise required to be given by it in connection with its application under the Issue;
25. that, save in the event of fraud on the part of Stifel, neither Stifel, nor its respective ultimate holding companies nor any direct or indirect subsidiary undertakings of such holding companies, nor any of their respective directors, members, partners, officers and employees, shall be responsible or liable to a Placee or any of its clients for any matter arising out of Stifel's role as sole bookrunner, financial adviser and placing agent or otherwise in connection with the Issue and that where any such responsibility or liability nevertheless arises as a matter of law the Placee and, if relevant, its clients will immediately and irrevocably waive any claim against any of such persons which the Placee or any of its clients may have in respect thereof;
26. it acknowledges that where it is subscribing for New Ordinary Shares for one or more managed, discretionary or advisory accounts, it is authorised in writing for each such account; (i) to subscribe for the New Ordinary Shares for each such account; (ii) to make on each such account's behalf the representations, warranties and agreements set out in this document; and (iii) to receive on behalf of each such account any documentation relating to the Issue in the form provided by the Company and/or Stifel. It agrees that the provision of this paragraph shall survive any resale of the New Ordinary Shares by or on behalf of any such account;

27. if it is acting as a "distributor" (for the purposes of the MiFID II product governance requirements) (i) it acknowledges that the target market assessment undertaken by Stifel does not constitute (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in or purchase, or take any other action whatsoever with respect to the New Ordinary Shares and each distributor is responsible for undertaking its own target market assessment in respect of the New Ordinary Shares and determining appropriate distribution chains; (ii) notwithstanding any target market assessment undertaken by Stifel, it confirms that it has satisfied itself as to the appropriate knowledge, experience, financial situation, risk tolerance and objectives and needs of the investors to whom it plans to distribute the New Ordinary Shares and that it has considered the compatibility of the risk/reward profile of such New Ordinary Shares with the end target market; (iii) it acknowledges that the price of the New Ordinary Shares may decline and investors could lose all or part of their investment; the New Ordinary Shares offer no guaranteed income and no capital protection; and an investment in the New Ordinary Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom; and (iv) it agrees that if so required by Stifel, it shall provide aggregate summary information on sales of the New Ordinary Shares as contemplated under rule 3.3.30(R) of the PROD Sourcebook and information on the reviews carried out under rules 3.3.26(R) to 3.3.28(R) of the PROD Sourcebook;
28. it irrevocably appoints any director of the Company and any director of Stifel 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 New Ordinary Shares for which it has given a commitment under the Issue, in the event of its own failure to do so;
29. it accepts that if the Issue does not proceed or the conditions to the Placing Agreement are not satisfied or the New Ordinary Shares for which valid applications are received and accepted are not admitted to trading on the Specialist Fund Segment for any reason whatsoever then neither Stifel, nor 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;
30. in connection with its participation in the Issue it has observed all relevant legislation and regulations, in particular (but without limitation) those relating to money laundering and terrorist financing under the Proceeds of Crime Act 2002, the Terrorism Act 2000, the Terrorism Act 2006 and the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 (together, the "Money Laundering Legislation") and that its application is only made on the basis that it accepts full responsibility for any requirement to verify the identity of its clients and other persons in respect of whom it has applied. In addition, it warrants that it is a person: (i) subject to the Money Laundering Regulations in force in the United Kingdom; or (ii) subject to the Money Laundering Directive (2015/849 of the European Parliament and of the EC Council of 20 May 2015 on the prevention of the use of the financial system for the purpose of money laundering and terrorist financing) (the "Money Laundering Directive"), together with any regulations and guidance notes issued pursuant thereto; or (iii) acting in the course of a business in relation to which an overseas regulatory authority exercises regulatory functions and is based or incorporated in, or formed under the law of, a country in which there are in force provisions at least equivalent to those required by the Money Laundering Directive;
31. it acknowledges that due to anti-money laundering requirements, Stifel and the Company may require proof of identity and verification of the source of the payment before the application can be processed and that, in the event of delay or failure by the applicant to produce any information required for verification purposes, Stifel and the Company may refuse to accept the application and the subscription moneys relating thereto. It holds harmless and will indemnify Stifel and the Company against any liability, loss or cost ensuing due to the failure to process such application, if such information as has been required has not been provided by it;
32. it acknowledges and agrees that it has been informed that, pursuant to the General Data Protection Regulation 2016/679 which forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "DP Legislation") the Company and/or the Registrar 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 Registrar 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.supermarketincomereit.com (the "Privacy Notice"), including for the purposes set out below (collectively, the "Purposes"), being to: (i) process the 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 the Placee's holding of New Ordinary Shares, including processing personal data in connection with credit and money laundering checks on the Placee; (ii) communicate with the Placee as necessary in connection with its affairs and generally in connection with its holding of New Ordinary Shares; (iii) comply with the legal and regulatory obligations of the Company and/or the Registrar; and (iv) process the personal data for the Registrar's internal administration.
33. in order to meet the Purposes, it will be necessary for the Company and the Registrar to provide personal data to: (i) third parties located either within or outside the United Kingdom or the EEA if necessary for the Registrar to perform its functions or when it is necessary for its legitimate interests, and in particular in connection with the holding of New Ordinary Shares; or (ii) its affiliates, the Company (in the case of the Registrar) or the AIFM or the Investment Adviser and their respective associates, some of which may be located outside of the United Kingdom or the EEA. Any sharing of personal data by the Company or the Registrar with other parties will be carried out in accordance with the DP Legislation and as set out in the Company's Privacy Notice;

34. by becoming registered as a holder of New Ordinary Shares a person becomes a data subject (as defined in the DP Legislation). In providing the Registrar with information, it hereby represents and warrants to the Registrar 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 Registrar; and (ii) where consent is legally required under applicable DP Legislation, it has obtained the consent of any data subject to the Registrar 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 set out above);
35. it acknowledges that by submitting personal data to the Registrar (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 New Ordinary Shares; and (ii) it has complied in all other respects with all applicable data protection legislation in respect of disclosure and provision of personal data to the Company;
36. where it acts for or on account of an underlying data subject or otherwise discloses the personal data of an underlying data subject, 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 Registrar 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 Registrar 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 loss and loss of profits, business and reputation), actions, proceedings and liabilities of whatsoever nature arising from or incurred by the Company and/or the Registrar in connection with any failure by the Placee to comply with the provisions set out above;
37. Stifel and the Company are entitled to exercise any of their rights under the Placing Agreement or any other right in their absolute discretion without any liability whatsoever to it;
38. the representations, undertakings and warranties contained in this Announcement, including this Appendix, are irrevocable. It acknowledges that Stifel 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 New Ordinary Shares are no longer accurate, it shall promptly notify Stifel and the Company;
39. where it or any person acting on behalf of it is dealing with Stifel, any money held in an account with Stifel 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 Stifel to segregate such money, as that money will be held by Stifel under a banking relationship and not as trustee;
40. any of its clients, whether or not identified to Stifel, will remain its sole responsibility and will not become clients of Stifel for the purposes of the rules of the FCA or for the purposes of any other statutory or regulatory provision;
41. it accepts that the allocation of New Ordinary Shares shall be determined by Stifel (following consultation with the Company and the Investment Adviser) in its absolute discretion and that Stifel may scale down any commitments for this purpose on such basis as it may determine;
42. it authorises Stifel to deduct from the total amount subscribed under the Issue the aggregation commission (if any) (calculated at the rate agreed with the Company) payable on the number of New Ordinary Shares allocated to it under the Issue;
43. time shall be of the essence as regards its obligations to settle payment for the New Ordinary Shares and to comply with its other obligations under the Issue; and
44. to the fullest extent permitted by law, it acknowledges and agrees to the disclaimers contained in the Announcement, including this Appendix.

By participating in the Issue, each Placee located outside the United States acknowledges and agrees that it will (for itself and any person(s) procured by it to subscribe for New Ordinary Shares and any nominee(s) for any such person(s)) be further deemed to represent and warrant to each of the Company, the Investment Adviser and Stifel that:

1. it is not a US Person, is not located in the US and it is acquiring the New Ordinary Shares in an offshore transaction meeting the requirements of Regulation S and it is not acquiring the New Ordinary Shares for the account or benefit of a US Person;
2. it acknowledges that the New 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 under, or an exemption from, or in a transaction not subject to, the registration requirements under the Securities Act;
3. 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;

4. if in the future the Placee decides to offer, sell, transfer, assign or otherwise dispose of its New 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;
5. it is purchasing the New 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 New Ordinary Shares in any manner that would violate the Securities Act, the Investment Company Act or any other applicable securities laws;
6. it acknowledges that the Company reserves the right to make inquiries of any holder of the New Ordinary Shares or interests therein at any time as to such person's status under 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 US securities laws to transfer such New Ordinary Shares or interests in accordance with the Articles;
7. it acknowledges and understands that the Company is required to comply with FATCA and CRS and agrees to furnish any information and documents the Company may from time to time request, including but not limited to information required under FATCA and CRS;
8. it is entitled to acquire the New 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 New Ordinary Shares and that it has not taken any action, or omitted to take any action, which may result in the Company, the Investment Adviser, Stifel 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 Issue;
9. it has received, carefully read and understands this document, and has not, directly or indirectly, distributed, forwarded, transferred or otherwise transmitted this document or any other presentation or offering materials concerning the New Ordinary Shares to or within the United States or to any US Persons, nor will it do any of the foregoing; and
10. if it is acquiring any New Ordinary Shares as a fiduciary or agent for one or more accounts, the Placee 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.

By participating in the Issue, each Placee within the United States acknowledges and agrees that it will (for itself and any person(s) procured by it to subscribe for New Ordinary Shares and any nominee(s) for any such person (s)) be further deemed to represent and warrant to each of the Company, the Investment Adviser and Stifel as to each of paragraphs 2 to 10 above and that:

1. it is acquiring the New Ordinary Shares for its own account, does not have any contract, undertaking or arrangement with any person or entity to sell, transfer or grant a participation with respect to any of the New Ordinary Shares, and is not acquiring the New Ordinary Shares with a view to or for sale in connection with any distribution of the New Ordinary Shares;
2. it or a purchaser representative, adviser or consultant relied upon by it in reaching a decision to subscribe has such knowledge and experience in financial, tax and business matters as to enable it or such adviser or consultant to evaluate the merits and risks of an investment in the Company and to make an informed investment decision with respect thereto;
3. it understands and agrees that the New Ordinary Shares (i) will be offered and sold to it in a transaction that will not be registered under the Securities Act or under any state law, (ii) have not been and will not be registered for offer or sale by it under the Securities Act or any state law, and (iii) may not be re-offered or resold except in accordance with the Securities Act and the rules and regulations thereunder, and all relevant state securities and blue sky laws, rules and regulations; and it understands that the Company has no intention to register the Company or the New Ordinary Shares with the SEC or any state securities commission and is under no obligation to assist it in obtaining or complying with any exemption from registration. The Company may require that any transferor furnish a legal opinion satisfactory to the Company and its counsel that the proposed transfer complies with any applicable federal, state and any other applicable securities laws. Appropriate stop transfer instructions may be placed with respect to the New Ordinary Shares and any certificates issued representing the New Ordinary Shares will contain the following legend:

THE ORDINARY SHARES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR UNDER ANY SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) IN AN OFFSHORE TRANSACTION IN ACCORDANCE WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE SECURITIES ACT, (2) PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT PROVIDED BY RULE 144 THEREUNDER (IF AVAILABLE) OR (3) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT OR IN ANOTHER TRANSACTION EXEMPT FROM, OR NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH THE APPLICABLE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF, THE UNITED STATES.

NO REPRESENTATION CAN BE MADE AS TO THE AVAILABILITY OF THE EXEMPTION PROVIDED BY RULE 144 UNDER THE SECURITIES ACT FOR REALES OF THE NEW ORDINARY SHARES REPRESENTED HEREBY. THE ORDINARY SHARES REPRESENTED HEREBY ARE "RESTRICTED SECURITIES" WITHIN THE MEANING OF RULE 144(a)(3) UNDER THE SECURITIES ACT AND FOR SO LONG AS SUCH ORDINARY SHARES ARE "RESTRICTED SECURITIES", THEY MAY NOT BE DEPOSITED INTO ANY UNRESTRICTED DEPOSITARY RECEIPT FACILITY IN RESPECT OF THE ORDINARY SHARES ESTABLISHED OR MAINTAINED BY A DEPOSITARY BANK. EACH HOLDER, BY ITS ACCEPTANCE OF ORDINARY SHARES, REPRESENTS THAT IT UNDERSTANDS AND AGREES TO THE FOREGOING RESTRICTIONS.

4. in formulating a decision to invest in the Company, it has not relied or acted on the basis of any representations or other information purported to be given on behalf of the Company except as set forth herein (it being understood that no person has been authorised by the Company to furnish any such representations or other information);
5. it recognises that there is currently no public market in the United States for the New Ordinary Shares and that such a market in the United States is not expected to develop; its overall commitment to the Company and other investments which are not readily marketable is not disproportionate to its net worth and it has no need for immediate liquidity in its investment in the New Ordinary Shares;
6. it can afford a complete loss of its investment in the Company and can afford to hold its investment in the Company for an indefinite period of time;
7. it has not been and will not be formed or "recapitalised" for the specific purpose of purchasing the New Ordinary Shares and has substantial assets in addition to the funds to be used to purchase the New Ordinary Shares;
8. the New Ordinary Shares have not been offered to it by means of any general solicitation or general advertising (as defined in Regulation D) or directed selling efforts (as defined in Regulation S) by the Company or any person acting on its behalf, including without limitation (i) any advertisement, article, notice, or other communication published in any newspaper, magazine, or similar media or broadcast over television or radio, or contained on a website that is not password-protected, or (ii) any seminar or meeting to which it was invited by any general solicitation or general advertising or directed selling efforts;
9. it is a QIB, an Accredited Investor and a Qualified Purchaser;
10. it has been given the opportunity to (A) ask questions of, and receive answers from the Company concerning the terms and conditions of the Issue and other matters pertaining to an investment in the Company and (B) obtain any additional information that the Company can acquire without unreasonable effort or expense as it may require to evaluate the merits and risks of an investment in the Company, and all such questions, to the extent it has considered them material, have been answered;
11. it understands that no United States federal or state agency has passed upon the merits or risks of an investment in the New Ordinary Shares or made any finding or determination concerning the fairness or advisability of this investment; and
12. if all or part of the funds that it is using or will use to acquire New Ordinary Shares are assets of an employee benefit plan (as defined in Section 3(3) of ERISA subject to Title I of ERISA, or a plan described in Section 4975(e)(1) of the Code, or an entity whose underlying assets include plan assets for purposes of ERISA or Section 4975 of the Code by reason of a plan's investment in the entity: (i) its acquisition of New Ordinary Shares is permissible under the documents governing the investment of such plan assets; (ii) it has concluded that the acquisition of New Ordinary Shares is consistent with applicable fiduciary responsibilities under ERISA including ERISA's prudence and diversification requirements if applicable and other applicable law; and (iii) its acquisition and the subsequent holding of New Ordinary Shares do not and will not constitute a non-exempt "prohibited transaction" within the meaning of Section 406 of ERISA or Section 4975 of the Code.

The representations, warranties, acknowledgments and undertakings contained in this Appendix are given to Stifel and the Company and are irrevocable and shall not be capable of termination in any circumstances.

The agreement to settle a Placee's subscription (and/or the subscription of a person for whom such Placee is contracting as agent) free of stamp duty and stamp duty reserve tax depends on the settlement relating only to a subscription by it and/or such person direct from the Company for the New Ordinary Shares in question. Such agreement assumes that the New Ordinary Shares are not being subscribed for in connection with arrangements to issue depositary receipts or to transfer the New Ordinary Shares into a clearance service. If there are any such arrangements, or the settlement relates to any other subsequent dealing in the New Ordinary Shares, stamp duty or stamp duty reserve tax may be payable, for which neither the Company nor Stifel will be responsible, and the Placee to whom (or on behalf of whom, or in respect of the person for whom it is participating in the Issue as an agent or nominee) the allocation, allotment, issue or delivery of New Ordinary Shares has given rise to such UK stamp duty or stamp duty reserve tax undertakes to pay such UK stamp duty or stamp duty reserve tax forthwith and to indemnify on an after-tax basis and to hold harmless the Company and Stifel in the event that any of the Company and/or Stifel has incurred any such liability to UK stamp duty or stamp duty reserve tax. If this is the case, each Placee should seek its own advice and notify Stifel accordingly.

In addition, Placees should note that they will be liable for any stamp duty and all other stamp, issue, securities, transfer, registration, documentary or other duties or taxes (including any interest, fines or penalties relating thereto) payable outside the UK by them or any other person on the subscription by them of any New Ordinary Shares or the agreement by them to subscribe for any New Ordinary Shares.

Each Placee, and any person acting on behalf of the Placee, acknowledges that Stifel does not owe any fiduciary or other duties to any Placee in respect of any representations, warranties, undertakings or indemnities in the Placing Agreement.

Each Placee and any person acting on behalf of the Placee acknowledges and agrees that Stifel or any of its affiliates may, at their absolute discretion, agree to become a Placee in respect of some or all of the New Ordinary Shares.

When a Placee or person acting on behalf of the Placee is dealing with Stifel, any money held in an account with Stifel on behalf of the Placee and/or any person acting on behalf of the Placee will not be treated as client money within the meaning of the rules and regulations of the FCA made under the FSMA. The Placee acknowledges that the money will not be subject to the protections conferred by the client money rules; as a consequence, this money will not be segregated from Stifel's money in accordance with the client money rules and will be used by Stifel in the course of its own business and the Placee will rank only as a general creditor of Stifel.

All times and dates in this Announcement (including this Appendix) may be subject to amendment, and Placees' commitments, representations and warranties are not conditional on any of the expected times and dates in this Announcement (including this Appendix) being achieved. Stifel shall notify the Placees and any person acting on behalf of the Placees of any changes.

Past performance is no guide to future performance and any person requiring advice should consult an appropriately qualified independent financial adviser.

Stifel is entitled, at its discretion and out of its own resources, at any time to rebate to some or all of its investors, or to other parties (including the Investment Adviser), part or all of its fees relating to the Issue.