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[3] May 2017

THE PRS REIT PLC

(the "Company" or "The PRS REIT")

Intention to Float on the Specialist Fund Segment of the Main Market of the London Stock Exchange

Initial Public Offering to Raise Up to £250 million via a Placing, Offer for Subscription and Intermediaries Offer

The PRS REIT plc, a closed-ended real estate investment trust established to invest in the Private Rented Sector ("PRS"), today announces its intention to seek admission to trading on the Specialist Fund Segment of the Main Market of the London Stock Exchange plc ("Admission") and an associated proposed fund-raising of up to £250 million by means of a placing, offer for subscription and intermediaries offer of Ordinary Shares (the "Issue").

In addition, pursuant to the Prospectus, a share issuance programme will allow the Company to issue up to 250 million further Ordinary Shares in the 12 months from the date of publication of the Prospectus. The UK Government's Homes and Communities Agency ("HCA") will support the Issue with a direct investment in the Company of 9.99 per cent. of the Gross Issue Proceeds up to £25 million. Nplus1 Singer Advisory LLP ("N+1 Singer") is acting as financial adviser and joint bookrunner and Stifel Nicolaus Europe Limited ("Stifel") is acting as joint bookrunner to the Company. G10 Capital Limited ("G10") is acting as the alternative investment fund manager (AIFM) pursuant to the AIFM agreement.

The PRS REIT is seeking to provide investors with an attractive level of income together with the prospect of income and capital growth through investment in a portfolio of newly-constructed, residential PRS sites of multiple units. These units will comprise mainly family homes, let on Assured Shorthold Tenancies (as defined in the Housing Act 1988) to qualifying tenants. The properties will be located across sites in cities and towns in England with a focus on the main conurbations, and largest employment centres, outside London. The locations follow the main train and road infrastructure, including the proposed HS2 and HS3 rail network. The assets will come with the benefit of a 10 year National House Building Council or equivalent warranties with a consequently low level of capital expenditure allied to predictable and low cost maintenance regime.

Specifically, the Company is targeting a stabilised dividend yield of 6 per cent. or more per annum and annual total returns of 10 per cent. or more with a target dividend yield of 5 per cent. in the period to 30 June 2018*.

Sigma PRS Management Limited, a subsidiary of Sigma Capital Group plc (“Sigma Capital”), has been appointed as Investment Adviser to the PRS REIT. The Investment Adviser will source investments and manage the assets of the Company and advise on it a day-to-day basis in accordance with the Company’s Investment Policy. The Sigma Group is one of the leading providers of PRS properties in the UK, having already successfully delivered and let over [1,000] homes in the last 25 months.

Defined terms in this announcement have the same meaning as defined in the Prospectus, which is expected to be published later today.

KEY POINTS

Compelling market opportunity arising from structural undersupply of new housing and unprecedented demand for rental homes in the UK

- England has some of the highest rates of house price inflation and worst affordability levels in the OECD.
 - The average house now costs almost 8 times average earnings and in nearly 30 per cent. of Local Authorities that multiplier is 10 times, pushing more would-be buyers into rented accommodation.
 - Growth in the PRS market has been fuelled by diminishing affordability levels and lack of mortgage availability as well as both population and household growth.
- The private rental market is fragmented, and typically privately managed. Currently, there is a pipeline of £17 billion of rented stock in an environment with a forecast requirement of £300 billion over the next five years.
 - The rental market for family houses (rather than apartments) is believed to be particularly undersupplied.
- By 2020, the PRS market is projected to grow to 25 per cent. of all households – currently PRS is the second largest housing tenure at 19 per cent. of the market after home ownership.
 - Constraints on the buy-to-let market (through Government tax initiatives and mortgage restrictions) have led to a fall of 13 per cent. in buy-to-let transactions in 2016 with this trend expected to continue.

Long term income from investments with predictable cash flows

- The Company is targeting a dividend yield of 6 per cent. or more per annum and net total Shareholder returns of 10 per cent. or more, based on the Issue Price at stabilisation and on full investment of the capital and associated gearing*.
- The target dividend yield in the period to 30 June 2018 is 5 per cent*.
- The Company intends to pay a quarterly dividend.
- PRS assets will spread over geographically diverse locations, mitigating localised risk factors

Identified and secure pipeline of delivery and future expansion

- Pipeline of approximately 2,735 new homes with a delivery cost of c.£400 million is already identified and contracted.
- Strong relationships with Local Authorities and House Building Partners (Countryside Properties plc

and Keepmoat Limited) provide land access and development expertise.

- The first acquisition portfolio of 496 units is already under construction, with the first site completed and let.

Experienced and independent Board, supported by Investment Adviser team with a proven track record

- The Board comprises three non-executive Directors, Stephen Smith, Steffan Francis and Roderick MacRae, all of whom are independent of the Investment Adviser and AIFM.
- Sigma Capita has to date successfully built and let PRS projects in excess of £[129] million with around a further £[137] million of developments currently on site. This has been achieved in [25] months over [29] sites and without any cost overruns.

Homes and Communities Agency (“HCA”) Support

- Housing is at the centre of government policy, as they actively seek to encourage institutional investment into the PRS market to provide needed supply
- The HCA has already supported Sigma Capital in the development of PRS assets and has committed to support the Issue with a direct investment in the Company of 9.99 per cent. of the Gross Issue Proceeds up to £25 million.

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

Stephen Smith, Chairman of the PRS REIT plc, commenting on the launch, said:

“We are delighted to announce the proposed IPO and listing of The PRS REIT plc on the London Stock Exchange as well as our fund raise of up to £250m. This IPO is also available to sophisticated retail investors via an intermediaries offer. We believe this REIT will break new ground, being the first real estate investment trust to address the opportunities available in the Private Rented Sector or PRS.

“Demand for high quality, professionally managed new rental homes, especially family homes, is strong and growing. This reflects the structural undersupply of homes in the UK and the growth in the private rented sector.

“The PRS REIT has been formed to invest in a portfolio of newly constructed, primarily family homes, across the main conurbations and largest employment centres in England, outside London.

We are targeting a dividend yield of 6 per cent. or more per annum and net total shareholder returns of 10 per cent. or more once the REIT is fully invested and geared. The target dividend yield in the period to 30 June 2018 is 5 per cent.*

“Sigma PRS Management Limited - a subsidiary of Sigma Capital Group plc, one of the leaders in PRS in the UK - is Investment Adviser to the REIT. Sigma Capital has a proven track record in the sector, having already successfully delivered and let over [1,000] high quality new PRS homes in the last 25 months.

“We are also delighted to have support of the UK Government through a direct investment by the Homes and Communities Agency of £25 million and look forward to the flotation of the PRS REIT at the end of May.”

EXPECTED TIMETABLE

Publication of the Prospectus	3 May 2017
Issue opens	3 May 2017
Publication of the results of the Issue	25 May 2017
Admission and dealings in Ordinary Shares	31 May 2017

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THE MARKET OPPORTUNITY

The PRS market has grown substantially since the 1990s and is now the second largest housing tenure type at 19 per cent. of the market. By 2020, the PRS market is projected to grow further to c.25 per cent. of all households. Growth in the PRS market has been fuelled by restricted access to other tenures, with affordability and mortgage availability limiting owner occupation and social rented funding constraining development and supply. The PRS market is also benefitting from occupiers opting to rent as a lifestyle choice with the advantages of flexibility and cash liquidity. Further market growth, created by both population and household growth, is expected as the average household size decreases. On the supply side, constraints on the buy-to-let market through Government tax initiatives and mortgage restrictions have led to a fall of 13 per cent. in transactions in 2016 with this trend expected to continue.

INVESTMENT OBJECTIVE

The Company will seek to provide investors with an attractive level of income together with the prospect of income and capital growth through investment in a portfolio of newly constructed residential private rented sector sites of multiple units ("PRS Units") comprising mainly family homes, to be let on Assured Shorthold Tenancies (as defined in the Housing Act 1988) to qualifying tenants.

INVESTMENT POLICY OF THE COMPANY

Asset allocation

The Company will pursue its investment objective by investing in PRS Units in cities and towns in the UK.

The Company will invest predominantly in housing, with the addition of some apartments, in the main conurbations, and largest employment centres in England, outside of London. The locations closely follow the main rail and road infrastructure, including the proposed HS2 and HS3 rail network. The assets will be new build which will come with the benefit of 10 year National House Building Council (“NHBC”) or equivalent warranties and the consequent low level of capital expenditure allied to a predictable and low cost maintenance regime.

The Investment Adviser will source investments on behalf of the Company in two ways:

1. The Company and its subsidiaries (together the “REIT Group”) will acquire undeveloped sites, (“PRS Development Sites”) sourced by the Investment Adviser, for development by the REIT Group managed by the Investment Adviser or another member of the Sigma Group appointed as development manager with the intention of letting new completed PRS Units (“Completed PRS Sites”) developed on PRS Development Sites by the REIT Group to individual qualifying tenants under Assured Shorthold Tenancies.
2. The REIT Group will acquire Completed PRS Sites from the Sigma Group pursuant to a forward purchase agreement between Sigma Capital Group plc and the REIT Group (the “Forward Purchase Agreement”). The REIT Group may, should the opportunity arise, acquire newly built PRS Units from third party vendors, which fulfil the Company’s investment objective.

Investment restrictions

The REIT Group’s portfolio of Completed PRS Sites and PRS Development Sites (the “PRS Portfolio”) will be invested and managed with the objective of delivering a high quality, diversified portfolio through the following investment restrictions:

- The REIT Group will only invest in private rented homes and apartments located in England;
- No investment by the REIT Group in any single Completed PRS Site or PRS Development Site shall exceed 20 per cent. of aggregate value of the total assets of the REIT Group at the time of commitment as determined in accordance with the accounting principles adopted by the REIT Group from time to time (the “Gross Asset Value”); and
- The REIT Group will not invest in other alternative investment funds or closed-end investment companies.

Cash management

Until the REIT Group is fully invested and pending re-investment or distribution of cash receipts, the REIT Group will invest in cash, cash equivalents, near cash instruments and money market instruments.

Gearing

The REIT Group will seek to use gearing to enhance equity returns. The level of borrowing will be on a prudent basis for the asset class, whilst maintaining flexibility in the underlying security requirements and the structure of both the PRS Portfolio and the REIT Group. The REIT Group may raise debt from banks, the HCA and/or the capital markets and the aggregate borrowings of the REIT Group will always be subject to an absolute maximum, calculated at the time of drawdown of the relevant borrowings, of not more than 45 per cent. of the Gross Asset Value (although the Investment Adviser expects actual gearing to be around 35 per cent. to 40 per cent. following stabilisation of the PRS Portfolio). Debt will be secured at asset level, whether

over particular Completed PRS Sites or PRS Development Sites or holding entities for any Completed PRS Sites or PRS Development Sites, without recourse to the Company, depending on the optimal structure for the REIT Group and having consideration to key metrics including lender diversity, cost of debt, debt type and maturity profiles.

Derivatives

The REIT Group may utilise derivatives for efficient portfolio management. In particular, the Company may engage in full or partial interest rate hedging or otherwise seek to mitigate the risk of interest rate increases on borrowings incurred in accordance with the gearing limits as part of the management of the PR Portfolio.

Ground Rent

The REIT Group may in future create a separate ground rent portfolio from the PRS Portfolio to enhance value and returns over the entire PRS Portfolio. Any material change to the investment policy will require the prior approval of Shareholders, by way of an ordinary resolution at general meeting.

REIT status

The Company will at all times conduct its affairs so as to enable it to remain qualified as a REIT for the purposes of Part 12 of the Corporation Tax Act 2010 (and the regulations made thereunder).

DIVIDEND POLICY AND TARGETED RETURNS

Subject to market conditions and the Company's level of net income, it is the Directors' intention to pay dividends to Shareholders on a quarterly basis and in accordance with the REIT Regime. Upon full investment of Net Issue Proceeds and the net issue proceeds of any Subsequent Placings under the Placing Programme and associated gearing, the Company is targeting a dividend yield of 6 per cent. or more per annum* based on the Issue Price, which the Company expects to increase broadly in line with inflation. In addition, the Company is targeting a net total Shareholder return of 10 per cent. or more per annum* at stabilisation of the PRS Portfolio. It is anticipated that the Company will reach stabilisation by the third anniversary of First Admission.

Following First Admission, the Company is targeting a dividend yield of 5 per cent*. based on the Issue Price for the period from Admission to 30 June 2018 and the Directors expect to declare the first dividend in relation to the period ending December 2017. The Directors will seek to maintain the dividend over the long term. Subject to cash not being required for ongoing operations or organic investment, the Board will consider returning excess cash to Shareholders over time, for example by way of special dividends which would supplement ordinary dividends.

THE BOARD OF DIRECTORS

The Directors of the PRS REIT are listed below:

Stephen Smith, Non-Executive Chairman

Stephen Smith has over 40 years of experience in the real estate industry. Stephen is currently non-executive Chairman of Starwood European Real Estate Finance Limited and non-executive director of Gatehouse Bank Plc and of Tritax Big Box REIT Plc. Previously, he was the Chief Investment Officer of British Land Company PLC, the FTSE 100 real estate investment trust from January 2010 to March 2013 with responsibility for the group's property and investment strategy. He was formerly Global Head of Asset Management and Transactions at AXA Real Estate Investment Managers, where he was responsible for the asset management of a portfolio of more than €40 billion on behalf of life funds, listed property vehicles, unit linked and closed end funds. Prior to joining AXA in 1999 he was Managing Director at Sun Life Properties for five years.

David Steffan Francis, Non-Executive Director

Steffan Francis has almost 40 years of experience in the real estate industry and is a fellow of the Royal Institution of Chartered Surveyors. Until early 2016, Steffan was a Director at M&G Real Estate where he was responsible for the £6 billion "Long Income" business. He was also involved in creating and ensuring the long term success of a number of real estate funds, including the M&G Secured Property Income Fund, which within 10 years of being launched, became the largest property fund on the AREF/IPD UK Quarterly Property Fund Index.

Currently Steffan acts as a consultant to M&G Real Estate and advises the investment committee of the British Steel Pension Fund.

Roderick MacRae, Non-Executive Director and Chairman of Audit Committee

Rod has over 20 years' experience in the financial services sector and is currently an Executive Director at Aberdeen Asset Management PLC as the Group Head of Risk with responsibility for UK and Global operational risk and regulatory compliance. He is also chairman of the Aberdeen group executive risk management committee, the senior risk oversight function of the group. He has extensive involvement in corporate activity including transformational acquisitions and defence strategies.

Previously he was Chief Operating Officer at Edinburgh Fund Managers, which he joined in 1991 and was acquired by Aberdeen in 2003. Rod is a member of the Institute of Chartered Accountants of Scotland having qualified with Coopers & Lybrand and is Chairman of the Audit Committee.

THE INVESTMENT ADVISER AND ALTERNATIVE INVESTMENT FUND MANAGER

The PRS REIT plc will be managed by Sigma PRS Management Limited, a subsidiary of AIM quoted Sigma Capital Group plc. Graham Barnet, Chief Executive Officer and Founder of the Sigma Group and Graeme Hogg, Chief Operating Officer of the Sigma Group, will be primarily responsible for the management of the Company's portfolio. They will be supported by a team of around 20 property professionals.

G10 (part of the Lawson Conner Group) has been appointed as alternative investment fund manager (AIFM) to the Company, pursuant to the AIFM Agreement, under which it is responsible for overall portfolio management and compliance with the Company's investment policy providing alternative investment fund manager services, ensuring compliance with the requirements of the AIFMD that apply to the Company and undertaking all risk management.

ADMISSION

The Company will seek admission of its ordinary shares to trading on the Specialist Fund Segment of the London Stock Exchange's Main Market for listed securities. The Company was incorporated in England and Wales and intends to become a real estate investment trust to which Part 12 of the UK Corporation Tax Act 2010 applies ("REIT") and to invest in PRS sites located in England.

Important Note

This is a financial promotion and is not intended to be investment advice. The content of this announcement, which has been prepared by and is the sole responsibility of the Company, has been approved by G10 Capital Limited, an entity which is authorised and regulated by the Financial Conduct Authority (FCA) of the United Kingdom (reference number 648953) solely for the purposes of section 21(2)(b) of the Financial Services and Markets Act 2000 (as amended). The information in this announcement has not been approved by the Financial Conduct Authority of the United Kingdom.

This announcement is an advertisement and does not constitute a prospectus and investors must subscribe for or purchase any shares referred to in this announcement only on the basis of information contained in the Prospectus to be published by the Company in due course (and in any supplementary prospectus) and not in reliance on this announcement. When made generally available, copies of the Prospectus may, subject to any applicable law, be obtained from the registered office of the Company and will be made available for viewing at the National Storage Mechanism at <http://www.morningstar.co.uk/NSM> and on the Company's website. This announcement does not constitute, and may not be construed as, an offer to sell or an invitation to purchase investments of any description or a recommendation regarding the issue or the provision of investment advice by any party. No information set out in this announcement or referred to in other written or oral form is intended to form the basis of any contract of sale, investment decision or any decision to purchase shares in the Company.

The information contained in this announcement is given at the date of its publication (unless otherwise marked) and is subject to updating, revision and amendment when the Prospectus is published.

N+1 Singer and Stifel, which are authorised and regulated by the Financial Conduct Authority, are acting for the Company only in connection with the matters described in this announcement and are not acting for or advising any other person, or treating any other person as their client, in relation thereto and will not be responsible for providing the regulatory protection afforded to clients of N+1 Singer or Stifel or advice to any other person in relation to the matters contained herein.

The shares of the Company have not been, and will not be, registered under the U.S. Securities Act of 1933 (as amended) (the "Securities Act") or under the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold into or within the United States. Moreover, the shares of the Company have not been, nor will they be, registered under the applicable securities laws of Australia, Republic of Ireland, Canada, the Republic of South Africa, Japan or any member state of the EEA (other than the United Kingdom). Further, the Company is not, and will not be, registered under the US Investment Company Act of 1940, as amended. The shares of the Company will be offered outside of the United States pursuant to the provisions of Regulation S of the Securities Act. Subject to certain exceptions, the shares of the Company may not be offered or sold in the United States, Australia, Republic of Ireland, Canada, the Republic of South Africa, Japan or any member state of the EEA (other than the United Kingdom or to professional investors in certain EEA member states for which marketing passports have been obtained) or to, or for the account or benefit of, any national, resident or citizen of the United States, Australia, Republic of Ireland, Canada, the Republic of South Africa, Japan or any member state of the EEA (other than the United Kingdom or to professional investors in certain EEA member states for which marketing passports have been obtained). The Issue and any subsequent placing under the share issuance programme, and 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. Any failure to comply with these restrictions may constitute a violation of the securities law of such jurisdictions.

The value of 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 for further information, in particular in the risk section.

This announcement may include statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology. All statements other than statements of historical facts included in this announcement, including, without limitation, those regarding the Company's financial position, strategy, plans, proposed acquisitions and objectives, 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 Prospectus. These forward-looking statements speak only as at the date of this announcement and cannot be relied upon as a guide to future performance. The AIFM, the Company, the Investment Adviser, N+1 Singer and Stifel expressly disclaim 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 Rules of the Financial Conduct Authority, the EU Market Abuse Regulation or other applicable laws, regulations or rules.

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